

**CORPORATE BY-LAWS
OF THE
ROSEDALE PARK IMPROVEMENT ASSOCIATION**

ARTICLE I

Name and Location

Section 1 The name of the corporation shall be “Rosedale Park Improvement Association.”

Section 2 The location of this corporation shall be in the City of Detroit, Wayne County, Michigan.

Section 3 The registered office of this corporation shall be located in Rosedale Park Subdivision, Rosedale Park No. 1 Subdivision, Rosedale Park No. 4 Subdivision, and Granmill Woods Subdivision in the City of Detroit. Said location shall be determined by the Board of Directors.

ARTICLE II

Membership

Section 1 There shall be three classes of membership in this corporation, namely: “Active,” “Honorary,” and “Sustaining.”

Section 2 All persons ages 18 and older owning property in, operating a business in or residing in Rosedale Park Subdivision, Rosedale Park No. 1 Subdivision, Rosedale Park No. 4 Subdivision, and Granmill Woods Subdivision, shall be entitled to become Active Members of the corporation upon payment to the Treasurer of such annual dues as shall be then in force.

Section 3 Each Active Member in good standing shall be entitled to cast one vote each in person or by ballot at all meetings of Members and elections.

Section 4 Any person, whether or not a resident of or the owner of property in said subdivisions, who has rendered exceptional service to the Association, may become an Honorary Member if nominated for such membership by an active member and if the granting of such honorary membership is approved by the Directors and by majority

vote of the Active Members present at a regularly called meeting. Honorary Members shall have no vote.

Section 5 Any person who is not a resident of or the owner of property in said subdivision but who is interested in and desires to aid the objectives and purposes of the Association, may become a Sustaining Member upon payment of such annual dues as are then in force and upon approval of such membership by the Directors. Sustaining Members shall have no vote.

ARTICLE III

Officers

Section 1 The elective Officers shall consist of a President, a First and a Second Vice President, and a Treasurer whose term of office shall be one year. No one shall be qualified as an elective Officer who is not a resident of Rosedale Park Subdivision, Rosedale Park No. 1 Subdivision, Rosedale Park No. 4 Subdivision, and Granmill Woods Subdivision, and an active member in good standing.

Section 2 The Directors may create other positions as deemed necessary by the board. Such appointees shall serve at the will, whim or caprice of the Directors and perform such duties, as the Directors shall determine.

Section 3 Elective Officers shall be elected by majority vote of Active Members at the annual election conducted in accordance with Article V hereof.

Section 4 **President:** The President shall be the Chief Executive Officer of the corporation. Such person shall have been an Officer and/or Director of the Rosedale Park Improvement Association for two years preceding the assumption of the duties of President. It shall not be necessary for said two-year period to be consecutive immediately preceding the assumption of duties.

This requirement for two years of prior service as a Director or Officer of the corporation may be waived by a majority vote of the Board of Directors if, after a good-faith effort consistent with the nominations procedure outlined in Article V, the Nominating Committee has been unable to find a person with said two-year qualification that is willing to accept nomination to the position of President. The waiver of this requirement shall not be construed as an elimination of the requirement to identify a nominee who is sufficiently familiar with the operations and responsibilities of the corporation.

The President shall preside at all meetings of the Members and of the Directors. Such person shall see that all orders and resolutions of the Members and of the Board of Directors are carried into effect. Such person shall be an ex-officio member of all standing Committees and shall have the same powers and duties of supervision and management usually vested in the office of the President of a corporation.

With the advice and consent of the Board, the President shall have the power to appoint any person to complete the term of any Director or Officer who fails to complete a full term (irrespective of whether such director or officer was elected or appointed), due to death, illness, resignation, disqualification or any other condition causing such incomplete term.

Section 5 President Emeritus: The President shall serve a one-year term as President Emeritus or advisor to the person immediately ascending to the office of President.

Section 6 First Vice President: In case of the absence or disability of the President, such duties shall be performed by the First Vice President. The First Vice President shall perform such other duties, as the Board of Directors shall prescribe.

Section 7 Second Vice President: In the case of the absence or disability of both the President and the First Vice President, such duties shall be performed by the Second Vice President. The Second Vice President shall perform such other duties, as the Board of Directors shall prescribe, including duties as Secretary.

Section 8 Treasurer: The Treasurer shall have custody of all monies and securities of the Association and shall give bond in such sum and with such surety as the Directors may require, conditioned upon the faithful performance of the duties of this office. Such person shall keep regular books of account and shall submit them, together with all vouchers, receipts, records and other papers, to the Directors for their examination and approval as often as they may require. It shall be the duty of the Treasurer to render a financial report concerning the Association to the Board of Directors at each regular Board meeting and to the Members at least semi-annually and in written form at the end of the fiscal year. The Treasurer shall chair the Finance Committee and perform all such other duties as are incident to the office. The Board of Directors may engage the services of a consultant(s) to assist with the administrative duties of the Treasurer, but the Treasurer shall retain ultimate authority and responsibility for the duties described herein.

Section 9 Administrative Assistant: The President with the advice and consent of the Board of Directors shall engage consultant services of an Administrative Assistant for the purpose of assisting the Officers and Directors in the proper performance of their duties and in the management and administration of the affairs of the Association. Such Administrative Assistant shall have no vote, shall not be eligible for elective office while performing the position, shall receive a reasonable consultant's fee as fixed by the Board, and shall perform such duties and functions as shall be designated by the President and Board of Directors. The Administrative Assistant shall issue notices of Board and members meetings and shall attend and keep minutes of all meetings. The Administrative Assistant shall coordinate with the Financial Administrative Assistant as deemed necessary by the President. The Administrative Assistant's tenure may be terminated by the President with the advice and consent of the Board of Directors.

Section 10 Financial Administrative Assistant: The President with the advice and consent of the Board shall engage consultant services of a Financial Administrative Assistant. Such person shall have direct charge of all Association financial books and perform bookkeeping and reporting tasks, as assigned by the Finance Committee. Such person shall provide up-to-date lists of Members in good standing for verifying membership for RPIA functions. Such person shall have no vote not be eligible for elective office while performing in the position, shall receive a reasonable consultant's fee as fixed by the Board and shall perform such other duties as designated by the President and the Board. Such person's tenure may be terminated by the President with the advice and consent of the Board.

ARTICLE IV

Directors

Section 1 The number of Directors shall be nine (9). The regular term of office for each Director shall be three (3) years. The Directors' terms shall be staggered in such a manner as to insure that each year a minimum of three (3) Directors' terms will expire. No one shall be qualified as a Director who is not a property owner and resident of Rosedale Park Subdivision, Rosedale Park No. 1 Subdivision, Rosedale Park No. 4 Subdivision, or Granmill Woods Subdivision and an Active Member in good standing.

Section 2 The business and property of this corporation shall be managed by the Board of Directors and by the elective Officers.

Section 3 Quorum for the transaction of business at any regular or special meetings of Directors shall consist of a simple majority (one over half) of voting members

currently installed (Directors plus Officers eligible to vote). Motions are passed by a simple majority (one over half) of the voting Members present. All directors and elected Officers shall be able to vote except the President who is allowed to vote only to break a tie. The President Emeritus is not a voting member of the Board of Directors.

Section 4 Directors or Officers who are absent from two (2) consecutive regular board meetings, or who are absent from four (4) such meetings within a 12-month period shall be automatically dropped from membership on the Board. Such Board Members may request re-instatement in writing to the President stating the reasons for such absences and the President may re-instate such Board Member with the consent of the Board. Such a request must be instituted in time for the President and Board to act prior to the next scheduled Board Meeting.

ARTICLE V

Nominations and Elections

Section 1 There shall be a Nominating Committee, which shall consist of five Members as follows:

- a) The President
- b) Two Directors to be selected by the Board of Directors, one from the class whose term of office shall run longest and one from the class whose term of office shall run next longest, and
- c) Two Active Members to be appointed by the President.

Section 2 Members of the Nominating Committee shall be selected and appointed in June of each year.

Section 3 The Nominating Committee shall make at least one (1) nomination for each office and each directorship to be filled at the next annual election and shall inform the Board of Directors of their nominations. The Nominating Committee shall publicly render its report, and file its slate of candidates with the Administrative Assistant, by August 1st of such year. The nominations so made shall then be published in September/October Rosedale Park News.

Section 4 Any Active Members wishing to nominate others for Officers or Directors may do so by obtaining the signatures of ten (10) Active Members supporting each nominee. Each nominee must, of necessity, give her/his approval to the nomination. These written nominations must be submitted to the Nominating Committee on or before October 1st. The names of all persons nominated shall be published in the RPIA

eblast and on the Rosedale Park website within the notice of the November general meeting, as well as the November/December issue of the Rosedale Park News.

Section 5 The November general membership meeting shall be designated election night. Ballots will be distributed to Active Members in good standing present at the meeting. The polls will be open from 7:00 to 8:00 p.m., at the same location as the November general meeting. After the polls close, the Tellers will report the result of election before the conclusion of the meeting.

Section 6 In the event any Active Member is unable to attend the November general membership meeting, an absentee ballot will be furnished on written request to the Administrative Assistant. Absentee ballots must be returned to the Administrative Assistant by election night.

Section 7 It shall be the duty of the Administrative Assistant to cause to be printed ballots to be used at each annual election. The names of the candidates nominated shall appear under the respective office for which each is nominated.

Section 8 The President shall appoint a Committee on Elections to be composed of two (2) to four (4) Members whose duty shall be to attend the annual election between the hours the polls are open and to distribute ballots to the Active Members in good standing who appear and request the same. After the ballot has been voted, the Member voting shall place his or her voted ballot in a closed ballot box to be provided, whereupon the Tellers shall then take the ballots into their custody for counting and tabulations as hereafter provided.

Section 9 Only Active Members in good standing shall be entitled to vote, and each Active Member in good standing shall be entitled to cast one (1) vote each.

Section 10 It shall be necessary for the Active Member to mark his/her ballot for a person duly nominated and whose name is printed on such ballot.

Section 11 The Directors whose term of office shall not then expire shall constitute Tellers for such election. After the polls are closed, the Tellers shall count and tabulate the ballots cast for each office, and deliver the results to the President, who shall then announce the names of the candidates elected for each office.

Section 12 Each candidate who received the largest number of the valid votes cast shall be declared elected to that office.

ARTICLE VI

Meetings

Section 1 The annual meeting of Members shall be held in January of each year.

Section 2 Regular meetings of Members shall be held in March, May, September, and November of each year.

Section 3 Special meetings of Members may be called at any time by the President or by the Board of Directors. It shall be the duty of the President and the Board of Directors to call a special meeting if requested in writing to the President and signed by 125 Active Members or more provided such request clearly states the proposed purposed of such special meetings. Upon receipt of such notification, the President shall notify the Board of Directors of the request for meeting to be held within a reasonable period of time.

Section 4 The Board of Directors shall arrange the time and place of all annual, regular and special meetings of Members.

Section 5 Notice in writing of the time and place of each annual and regular meeting of Members and of the time, place and purpose of each special meeting of members shall be mailed, emailed or otherwise made available through website viewing and signage, to all members of the community at least ten days prior to the date of such meeting. Publication of such notice in any bulletin, magazine, or other communications venue regularly issued by the Association, if such bulletin, magazine, or other communications venue is mailed, emailed or otherwise made available to Members (i.e., on the Association's web site) at least ten days prior to said meetings, shall be deemed in compliance with this section.

Section 6 Regular meetings of the Board of Directors shall be held monthly, except during July and August of each year. Upon consultation with members of the sitting Board at the initial Board orientation session, the President will fix the date, time and place for such regular meetings.

Section 7 Special meetings of Directors may be held at any time and place at the call of the President or of any two members of the Board.

Section 8 Written notice of the time and place of all regular meetings of Directors and of the time, place, and purpose of all special meetings of Directors shall be mailed or emailed (form of communication to be determined by each Board member) by the Administrative Assistant to each elective Officer and to each Director at least five days

prior to any meeting of Directors. By unanimous consent of those in attendance, special meetings of Directors may be held at any time without prior notice, as provided in Section 7.

Section 9 It shall be the policy of this organization that it shall not endorse candidates for elective office, that it shall not permit solicitation by such candidates at its business or social meetings, and that it shall not accept advertising in its publication on behalf of the candidacy of such persons.

ARTICLE VII

Finances

Section 1 The fiscal year of this corporation shall begin January 1st and end December 31st of each year.

Section 2 Each Active and Sustaining Member shall be required to pay the annual dues, as set by the Board of Directors. Outer Drive and Evergreen residents shall pay lower dues, as set by the Board of Directors.

Section 3 Annual dues shall be payable in advance and shall be deemed to be due within thirty days of the date of invoice. The Treasurer shall issue invoices by February 1 of each year.

Section 4 Any Active or Sustaining Member whose dues for the current year shall not have been paid on or before March 31st shall be deemed delinquent. It shall be the duty of the Treasurer to mail second notice to each delinquent Member during the second quarter of each year. Any Member whose dues remain unpaid on July 1st of each year shall be automatically suspended from membership until such delinquent dues are paid in full.

Section 5 (a) The funds of the Association shall be deposited in the name of the Association in such bank or banks as the Directors, shall, from time to time, direct.

(b) Funds of the Association shall be withdrawn only on the check or order of the Association: any signer can sign a check under \$200; all checks in excess of \$200 must be signed by any two (2) members of the Finance Committee as defined in Article VIII, Section f. All Finance Committee members shall sign signature cards for the Association's bank accounts. No signer may sign checks that are payable to her/himself.

(c) Expenditures shall not be paid in amounts exceeding \$500.00 per month unless or until such expenditures have been authorized by resolution of the Directors or by resolution of the Members. The Directors shall not authorize non-recurring expenditures exceeding the sum of \$500.00 each without vote of the Members at a regular or special meeting of Members unless such funds have been collected for a particular special project or projects currently undertaken under the auspices of the Association. Nothing herein contained shall be construed as prohibiting the issuance, signature, countersignature and authorization of checks or orders issued for the payment of recurring expenses or rent, consultants' fees, printing, and other expense connected with the printing and circulation of any bulletin, magazine or publication regularly issue by the Association and other necessary operating expenses of the Association generally authorize by the Members.

ARTICLE VIII

Committees

Section 1 The President, with the consent of the Directors, shall appoint all Committees except such, if any, as shall be designated by and appointed by vote of the Members or otherwise directed herein.

Section 2 The regular Committees subject to the control of the Board, shall be as follows:

(a) **Executive Committee:** This Committee is comprised of the elective Officers of the Association, and shall be responsible for carrying out the duties necessary for ensuring the proper administrative function of the Association. This shall include membership recruitment, and arranging the program for all regular and annual membership meetings.

(b) **Public Works and Code Enforcement Committee:** This Committee shall be responsible for monitoring and facilitating the physical development and maintenance of the neighborhood. Minimally, this shall include the road snow removal contract and work associated with maintaining the brick walls at entranceways to the neighborhood. It may also include other items deemed appropriate by the Committee in consultation with the Board of Directors. Examples of such items include zoning; building codes; road, sidewalk, sewer, and public lighting improvements; historic district designation and vacant properties maintenance/upkeep.

(c) Communications Committee: This Committee shall be responsible for activities associated with notifying RPIA membership, Rosedale Park residents, and other stakeholders about the activities of the Association. Minimally, this shall include proper publication and distribution of the Association's newsletter, social media and all forms of communication for promoting special events or the neighborhood, as deemed appropriate by the Committee in consultation with the Board of Directors.

(d) Clean and Safe Committee: This Committee shall be responsible for monitoring and/or undertaking activities to improve the cleanliness and safety of Rosedale Park. Minimally, this shall include police and fire protection, including Northwestern District community relations meetings; radio patrol; garbage collection; acting as one of the Association's liaisons to neighborhood cleanups. It may also include other activities as deemed appropriate by the Committee in consultation with the Board of Directors, such as Detroit Partnership Day, Motor City Makeover, and Angel's Night; island cleanup and beautification; and recycling.

(e) Events Committee: This Committee shall be responsible for coordinating the activities necessary for timely and successful implementation of special social, entertainment, and educational events that the Association sponsors or otherwise supports. This Committee, with the advice and approval of the Board of Directors, shall determine the list of special events to be held each year. It shall also be responsible for creating, updating, and maintaining documentation of the essential activities associated with the implementation of each event.

(f) Finance Committee: The role of the Finance Committee is primarily to provide financial oversight for the organization. This Committee shall be responsible for developing and monitoring the Association budget, presenting it for approval by the Board of Directors, reviewing and reporting the monthly financials for presentation to the Board, and annually to the general membership. The Committee shall develop long-range financial goals and potential strategies to achieve the goals for presentation to the Board. The Committee shall minimally ensure that the following financial functions are performed on behalf of the Association: invoicing of dues; generation of 1099s; preparation and submission of 990 Tax Returns; maintenance of membership records; payment of State non-profit registration fees, applicable insurance premiums, bonding fee; and performance of annual audit of the financial records. The Committee shall consist of four (4) members: the Treasurer and three (3) Directors. Committee members shall be signatories on all Association financial accounts.

(g) Block Captains Committee: This Committee is responsible for coordination of the block captain network, including: recruitment and training of block captains for

each block in the neighborhood; compiling and maintaining a list of block captains with contact information; holding quarterly block captain meetings (February, May, August, and November).

ARTICLE IX

Amendments

These By-Laws may be amended at any annual or regular meeting of members by two-thirds of the Active Members present and entitled to vote, provided the proposed amendment has been submitted in writing at the preceding meeting of members.

Revised and approved by Members November 2014