

BY-LAWS
OF THE
CASTLE GARDENS SWIMMING POOL ASSOCIATION, INC
14501 HIX
LIVONIA, MICHIGAN

ARTICLE 1.

Name, Location and Authority

Section 1. The name of the Association shall be CASTLE GARDENS SWIMMING POOL ASSOCIATION, INC

Section 2. The swimming pool premises owned and operated by the Association are located in the City of Livonia, Wayne County, Michigan, as described in deed of conveyance to the Association.

Section 3. The Association is a non-profit corporation, organized in the State of Michigan under Act. No. 327 of P.A. of 1931, as amended, of the statutes of said State of Michigan.

ARTICLE II

Objects of Association

Section 1. To provide swimming pool facilities for the benefit of all of the Members of the Association, which facilities are to be owned, operated, managed and controlled for the common use and benefit of said Members of the Association in accordance with the provisions of the Articles of Incorporation and these By-Laws.

ARTICLE III.

Directors, Officers and Management

Section 1. The Association shall be managed by a Board of Directors which shall consist of 8 (eight) members in good standing, each elected to a two (2) year term. Elections are to be held as follows:

- A. Board of Director elections are to be held at the annual meeting (see Article IV, section 1)
- B. Four (4) Directors are to be elected per year for a two (2) year term.
- C. Two related members of the same family or household (identified as parents, siblings, spouses of siblings, children, and spouses of children) cannot serve on the Board of Directors at the same time.
- D. Nominations and elections shall be managed as described in Article V
- E. Eliminated.

Section 2. The Board of Directors shall hold its Annual Meeting within thirty (30) days after the Annual Meeting of the Members, and at such meeting, shall elect a President, Vice President, Treasurer and Secretary, all of whom shall serve until the succeeding Annual Meeting of the Board of Directors, or until their successors shall have been elected and qualified. The duties of said officers shall be as follows:

- A. The President: The President shall be the chief executive officer of the Association. (S)He shall preside at all meetings of the Members; (s)he shall appoint all committees with the consent and approval of the Board, and shall be ex officio a member of said committees; (s) shall make annual reports to the Board of Directors and to the Members and shall exercise generally all of the powers and perform the duties of supervision and management usually vested in the office of president of an Association of the character.

The President (or his representative) may make executive decisions with regards to management of daily pool activities as required, without consulting with the Board of Directors if the issue requires such immediate action. It is then the President's decision to review the issue with the Board of Directors as needed. Disagreements regarding these decisions may be presented to the Board of Directors in writing within seven (7) days of the decision, and a special meeting convened with-in seven (7) days of the Board of Directors to review the issue at hand.

- B. The Vice President: In the absence of the President, the Vice President shall perform all of his duties, and if the office of President shall become vacant, the Vice President shall hold the office of President until the vacancy shall be filled by the Board of Directors
- C. The Secretary: The Secretary shall attend all meetings of the Board of Directors and Members, and shall preserve in books of the Association, true minutes of the proceedings of all such meetings; (s)he shall give all notices required by statute, by-law or resolution, (s)he shall conduct or cause to be conducted all official correspondence of the Association, and generally shall perform such other duties as may be delegated to him or her by the Board of Directors.
- D. The Treasurer: The Treasurer shall have custody of all Association funds and securities, and shall keep in books belonging to the Association, full and accurate accounts of all receipts and disbursements; (s)he shall deposit all monies, securities, and other valuable effects in the name of the Association in such depositories as may be designated for that purpose by the Board of Directors. Whenever requested, (s)he shall render to the President and Board of Directors an accounting of his transactions as Treasurer, and of the financial condition of the Association. A budget shall be prepared, for approval at the first meeting after his election, for the fiscal year.

Section 3. The Board of Directors shall have the right to appoint such assistants to the officers above named as it shall deem necessary to the proper operation of the Association from Membership.

Section 4. The Board of Directors shall have the power to fill vacancies in any office and in its own membership. It is at the Boards discretion that:

- a. the position be filled,
- b. the method in which the person be chosen,
- c. the benefits assigned to the short-term position.

If a Member is appointed by the Board to fill a vacancy, they shall serve only until the next annual meeting of Members. At that time, if required, a special election will be held in conjunction with the normally scheduled elections to fill the vacancy for the remainder of the elected term (i.e. one year). Nominations and elections for this position shall be done as defined in Article V.

Section 5. The Board of Directors shall be empowered by the vote of not less than four (4) Directors, to remove from office any officer or director for cause. Any officer or director against whom charges may be brought shall be

notified in writing of the nature of such charges not less than ten (10) days before any meeting at which such charges shall be heard. Any such officer or director shall have the right to be present at such a meeting in person and/or by representative who must be a Member of the Association, to be confronted by and cross-examine the persons making the charges, and to introduce evidence and to make a statement in his own defense.

Section 6. The Board of Directors is empowered from time to time to make, establish and enforce such rules and regulations as it may deem necessary or desirable for the proper conduct of the Association and its affairs, so long as such rules and regulations do not conflict with the By-Laws. These rules will be kept in a separate document and are not considered part of the By-Laws.

Section 7. The Board of Directors shall have the power to employ, remove or suspend such agents and employees of the association as it may deem fit, to determine their duties and provide for or change their compensation. The Board of Directors will also determine who shall be authorized, on behalf of the Association, to sign checks, notes, deeds, leases, mortgages, contracts, and other documents; to call, lease, mortgage, pledge, convey, release, surrender, or otherwise dispose of property belonging to the Association.

Section 8—eliminated.

Section 9. The Board of Directors shall receive no monetary compensation for their time while serving on the Board of Directors. In lieu of monetary compensation, each Director shall receive:

- a. Free membership during their term in office
- b. One additional year free membership for every two year term served as a Director
- c. One free nighttime party (as defined in current edition Pool Rule Handbook)
- d. Free entry for guests
- e. Free swim lessons for children

ARTICLE IV **Meetings and Notices**

Section 1. The annual meeting of the Members of the Association shall be held at such hour, place and date as the Board of Directors may designate anytime during the month of August each year. Directors shall be elected at such meeting, and such other business shall be transacted as may properly come before the meeting. No capital improvements, additions or replacements exceeding in cost of \$20,000 may be made unless first approved by a majority vote of the Members present at any annual or special meeting of Members. The \$20,000 limit may be exceeded by majority vote of the Board of Directors if a critical repair is required to properly maintain equipment and property, and a decision cannot wait for the annual or special membership meeting (see Section 2). The expenditure must then be reviewed at the next annual or special membership meeting for approval.

Section 2. Special meeting of the Members of the Association may be called by the President of the Board of Directors, or shall be called on the written request of not less than five (5%) percent of the Members in good standing and such special meeting shall be called within thirty (30) days from the date of the filing of such written request with the Board. Such a request shall state the purpose for which such meeting is to be called. The notice for any special meeting shall state the purposes for which it is called, and business other than as specified in such notice shall not be transacted at such special meeting.

Section 3. Notice of annual meetings will be posted at the pool facility, mailed (and/or otherwise transmitted) and posted on any membership communication access areas (example webpage) at least seven (7) days prior to the meeting. Special meetings of the Members shall be posted at the pool facilities and other communication access areas

(ex. webpage) and mailed (and/or otherwise transmitted) to all Members entitled to vote at least seven (7) days prior to the date of such meeting.

Section 4. At any annual or special meeting of the Members, except as otherwise provide by law, or in the Articles, or in these By-Laws, five (5%) percent of the Members entitled to vote shall be present in order to constitute a quorum, and shall be empowered to transact business. If at any meeting of the Members no quorum shall be present, the meeting shall be adjourned to a subsequent date and the Secretary shall notify the Members thereof by mail (or otherwise transmitted) and by posting at the pool facilities at least seven (7) days prior to such subsequent date, and at such re-adjourned meeting the Members present shall constitute and be a quorum, even if there are present less than five (5%) percent of the Members entitled to vote.

Section 5. At any meeting of the Members, only Members entitled to vote under the provision of the Articles of Incorporation and of these By-Laws shall have voting rights at such meeting. No voting by proxy shall be permitted.

Section 6. The Board of Directors shall hold regular meetings at least once every year, at such times and places as may be designated by the President of the Board, and shall hold special meetings at the order of the President or at the request of any three (3) Members of the Board. Notice of regular and special meetings shall be mailed (transmitted) to each Member of the Board not less than three (3) days before such meeting. Four (4) Members of the Board present at such meeting shall constitute a quorum at Board meeting. The act of a majority of the Directors present at any meeting at which there is a quorum, shall be the act of the Board of Directors.

Section 7. All meetings shall be conducted using Robert's Rules of Order. The most current edition to be considered the applicable edition. In case of a conflict, guidelines specified in these By-Laws shall supersede Robert's Rules of Order.

ARTICLE V

Nominations/Elections for Directors

Section 1. Nominations for the Board of Directors may be made by a member in good standing, nominating either themselves or another Member in good standing. The nominations must be submitted in a sealed envelope to a Manager at any time during the operating year, but must be received by 11:30 am the morning of the general election. At this time, the nominee process shall be considered closed and the necessary ballots created .

In the event that four (4) nominees are not received seven (7) days prior to the election, the Board of Directors will be responsible for filling the nomination list from members in good standing belonging to the association.

Section 2. Only Members in good standing shall be eligible for nomination or election as Director. No Member shall be considered in good standing if his dues are in arrears.

Section 3

Paragraph 1--eliminated

Paragraph 2--eliminated

The President shall, at least one (1) day prior to the meeting, appoint two (2) members of the Association in good standing (other than nominees) and one Board member (not running for re-election) to be judges of election. Each paid membership in good standing is entitled to one (1) vote. Voters shall write the name of the nominees for whom he desires to vote on a ballot to be provided by the Secretary of the Association. If the ballot is of a type which has printed thereon the names of the nominees, each Member voting shall place an "X" mark opposite the name of the nominee for whom he

desires to vote. Nominees from the floor, if receiving a vote, are to be written in by hand. No ballot shall be counted upon which a greater number of nominees are voted for than the number to be elected. If the nominees are not in excess of the number of Directors to be elected, election may be by voice ballot.

Such ballots shall be collected under the supervision of the judges of election. The votes shall then be counted by all of the judges of election and the result reported to the President in writing, signed by the three (3) judges. The President shall thereupon announce the result to the Members assembled at the meeting. In case two (2) or more nominees received an equal number of votes, leaving undetermined the election of one (1) or more persons as Members of the Board, the determination of who shall be declared elected shall be by lot in the presence of the Members assembled at the meeting.

Article VI

Definition of Membership

Section 1. Local Member

- a. Local Member(LM): Each owner of a lot in the Castle Gardens/Tiffany Park Subdivisions 1 through 8 Section 19 City of Livonia, Wayne County, MI inclusive, and additional adjoining areas hereinafter defined located in Livonia, Michigan or surrounding areas, is eligible to be a local member of the association with payment of dues. For the purposes of these By-Laws, said Castle Gardens/Tiffany Park Subdivisions consists of approximately one thousand three hundred and twenty-five (1,325) lots located in the City of Livonia, Wayne County, Michigan
- b. In addition to the above, upon the authority of the Board of Directors, additional local members may be permanently assigned/accepted from lot owners from such adjacent and surrounding properties in the area of the land above described, up to a total membership representing two thousand (2,000) lots. Additional lot descriptions are to be identified in said By-Laws in this section.
- c. If any lot is owned by more than one (1) person, the owners of such a lot, as a group, shall constitute one (1) local member. "Ownership" shall be deemed to be vested in the person or persons holding title to a lot, whether encumbered or not; in the case of a land contract, "ownership" shall be deemed to be vested in the land contract vendee. If the ownership of a lot is transferred, the transferor shall automatically cease to be a Member of the Association, and the transferee shall automatically become a Member of this Association. Each local member, whether in the name of one (1) or more persons or corporations, shall be entitled to one (1) vote, subject however, to the limitations hereinafter set forth. In the event that a local member elects to be a non-dues paying Member (see Article VII, section 4), or even if he is a dues paying Member if he is in arrears, he shall not be entitled to any vote on any matters.
- d. Non-homeowners (renters and tenants) within the boundaries as described in this section are eligible to be local members, and have full privileges, as defined in these by-laws. Membership is valid on a year by year basis, and cannot be renewed if said local member no longer rents in the above described boundaries.
- e. Local members who are homeowners in good standing who move outside the boundaries as described above may continue their membership as an outside member without waiting for approval from the Board of Directors (refer to Section 2).

Section 2: Outside members

- a. Additional members owning property elsewhere in the City of Livonia or surrounding cities may be admitted to membership upon application(i.e. waitlist), acceptance of application by the Board of Directors and payment of the requisite dues established for all Members.

- b. The addition of outside members will be determined by the Board of Directors as required, and may be limited due to the total number of available memberships. Total number of memberships is determined by the Board of Directors.
- c. A local member who moves outside the boundaries may continue their membership in the subsequent year without waiting for Board approval as an outside member with no disruption in membership as long as they are a member in good standing at the end of the previous season.
- d. Any outside member, once accepted to membership shall be entitled to the same rights and privileges, duties and obligations of all other Members, and there shall not be created any distinctions between Members because of the location of their property (with the exception of the Board of Directors population, see Article III, section 1, item e). A lapse in membership will require that the person or family must apply and be subject to the constraints for new membership again, as described in the first part of this section.

Section 3: Membership Capacity:

Total pool membership, based on current facility size and fiscal requirements, is to be held at approximately 525 members as best as possible, as determined by the Board of Directors. This membership total to be broken down as follows:

1. Those identified as local members (as defined in section 1) and returning outside members (as defined in section 2)
2. Additional outside members approved by the Board of Directors as required (as defined in section 2) to adjust the membership numbers to meet the necessary target to provide the necessary income to meet the financial requirements for successful Pool operations).

Section 4: List of Members:

1. The list of members belonging to Castle Gardens Pool Association is to remain confidential and is not to be distributed or sold to any individual or company for purposes other than those related to the operation of the pool business.

ARTICLE VII
Dues and Assessments

Section 1. The Board of Directors shall have authority from time to time to determine and fix dues for the Membership of the Association, and to fix the time and method of payment thereof. The amount of dues shall be fixed at such amount so that the total revenue of the Association shall be sufficient to pay for all costs of operating and maintaining said swimming pool facilities, including salaries of employees engaged in the operation of the pool, maintenance, taxes, insurance, repairs and all other costs of maintenance and operation, and, in addition, any and all capital improvements, additions or replacements. No monetary salary or remuneration shall be paid to any officers or directors of the Association for their services, as such; provided however, that this shall not prevent the payments of compensation to any Member, Officer or Director who is a working employee engaged in the operation or maintenance of the swimming pool facilities.

Section 2. Only Members in good standing shall be entitled to the use of said swimming pool facilities; this shall, include the head of household and any and all persons who reside in the home owned by such Member, including children, spouse, or any other persons who regularly reside in such home, all of whom are hereafter referred to as “associates”. Guests of a Member may be admitted to the use of such facilities on such terms, conditions and payments as may be set by the Board of Directors from time to time as defined in the Pool Rules Handbook.

Section 3 Eliminated

Section 4. Any Member who pays his dues shall be a “dues paying Member” or a “member in good standing” within the meaning of these By-Laws. The failure of a Member to pay his dues within ten (10) days after the same become due and payable shall constitute an election by such Member to become a non-dues paying member. Any person meeting the requirements of a local member, but choosing not to pay dues is also considered a non-dues paying member. A non-dues paying Member, or a Member who is in arrears on his dues, shall not have any voting rights whatsoever, and further shall not be entitled to the use of the swimming pool facilities. The ineligibility of such Member to the use of the swimming pool facilities shall apply to him or herself as well as to his “associates”. A non-dues paying Member who thereafter seeks to become a dues paying Member may do so on condition that he pay such portion of the past dues as the Board of Directors may stipulate

Section 5. A Member shall be deemed “in arrears” when he does not pay his dues by the yearly due date as determined by the Board of Directors. Special consideration regarding payment due date may be granted by the Board of Directors on a case by case basis by granting a payment extension of up to 30 days. Failure to make full payment by stated due date will result in the local member becoming a non-dues paying member or the “outside member” losing their right to continue their yearly membership (in which case, membership can only be re-issued as required in Article VI, section 2, item a). The above actions also result in loss of privileges as defined in Section 4.

Section 6. Eliminated

ARTICLE VIII **Committees**

Section 1. Promptly after his election, the President of the Association shall appoint the following standing committees with the consent and approval of the Board of Directors, which committees shall serve during the fiscal year of the Association, or until their successors are appointed:

- A. Mechanical—Responsible for maintenance of Pool Equipment
- B. Entertainment Committee—Responsible for event planning
- C. Lifeguards—Responsible for managing Lifeguard staff
- D. Snack Bar—Responsible for proper functioning of the Snack bar

Section 2. The Board of Directors may provide for such other standing committees to be appointed by the President as it may seem fit, and shall assign to them such duties as it may determine.

Section 3. The President may appoint such a special committee as may from time to time deem desirable, and shall be, ex officio, a member of all committees.

ARTICLE IX **Complaint Procedures**

Section 1. Complaints against Members of the Association or associates, are limited to violations of the By-Laws or the rules and regulations of the Association, or for unbecoming conduct in connection with the activities at the pool, and shall be made in writing to the Board of Directors and signed by the complaining Member or complaining employee. If the Board of Directors shall consider the charges so serious an import as to warrant a hearing, it shall notify, in writing, the complainant and the person charged, to appear before the Board for a hearing on a date at least ten (10) days subsequent to the notice. The notice shall set forth the nature of the charges. The Member or associate charged shall have

the right to appear at such a meeting in person and/or representative, who must be a Member, to be confronted by and cross examine the complainant and any other witnesses and to introduce evidence and to make a statement in his own defense.

Section 2. The penalties for unbecoming conduct or for violation of the By-Laws or the rules and regulations of the Association by a Member or one of his associates, shall be the denial of the use of the swimming pool facilities to such member and all of his associates, with like effect as though such member were a non-dues paying Member for the period of such penalty. The affirmative vote of two-thirds (2/3) of the Members of the Board present shall be necessary for the imposition of a penalty. In case of penalty, the Board, shall by its vote, specify the length of time thereof.

ARTICLE X **Community Relations**

Section 1. A Member of this Association shall be considered a representative of the Association, his use of said swimming pool facilities, and shall conduct him or herself accordingly. Actions to the contrary will be reviewed by the Board of Directors and may result in disciplinary action, including expulsion or loss of membership from the Association

ARTICLE XI **Interpretation of the By-Laws**

Section 1. The decision of the Board of Directors on any question involving the interpretation of these By-Laws will be final

ARTICLE XII **Amendments of By-Laws**

Section 1. The By-Laws of the Association may be amended by the Members of the Association in good standing. A majority vote of said Membership then having voting rights and present at such meeting to amend By-Laws, shall be sufficient to carry a resolution.

Section 2. Amendments of By-Laws may be proposed in writing by the Board of Directors, or by not less than ten (10%) percent of the Members in good standing. Such proposed amendment of By-Laws shall be filed with the Secretary and shall be set forth in the notice of the meeting at which the same are to be considered. At any meeting at which such amendments of By-Laws are being considered, the same may be adopted as proposed, or as the same may be revised pursuant to motions from the floor.

ARTICLE XIII **Amendments of By-Laws**

The By-Laws of the Association have been amended herewith, effective February 4, 1970 as adopted and approved in writing by the Board of Directors, effective October 6, 1972.

This amendment dissolves the Class "B" Membership, so that henceforth only one class of membership exists, i.e. Class "A" Membership. Any reference to a second class of membership in the By-Laws or other records of the Association is henceforth null and void.

This amendment has been incorporated in the changes made to the by-laws on August 25, 2009 and this article will be eliminated.

ARTICLE XIV
Amendments of the By-Laws

The By-Laws of the Association have been amended herewith, effective, August 28, 1991 as adopted and approved by the Board of Directors and General Membership, effective August 28, 1991.

The Board of Directors of The Castle Gardens Swimming Pool Association, Inc. shall consist of at least a two thirds (2/3) majority of its 8 members being elected from members as defined under ARTICLE VI, Section 1, Item (A), page five and six, of the Castle Gardens Swimming Pool Association, Inc. By-Laws.

This amendment has been incorporated in the changes made to the by-laws on August 25, 2009 see Article III, section 1, item e.

ARTICLE XV
Amendment of the By-Laws

Amendment XV changes the wording of Section 3, Amendment IV, Meeting and Notices, Page three, of The Castle Gardens Swimming Pool Association By-Laws.

Article IV, Section 3 so states:

Section 3. Notice of such annual or special meetings of the Members shall be mailed to all Members entitled to vote at least (7) days prior to the date of such meetings.

Article IV, Section 3 Amended version so states:

Section 3. Notice of special meetings of the Members shall be mailed to all Members entitled to vote a least (7) days prior to the date of such meetings.

(Note: Passed 8/30/94) This amendment will save the pool association about \$300 a year in mailing costs. It is the opinion of the board of directors that 95% of the membership discard these letters and don't attend the annual membership meeting.)

This amendment has been incorporated into the changes made to the by-laws on August 25, 2009 in Article IV, section 3.

ARTICLE XVI
Amendment of the By-Laws

Amendment XVI eliminates term limits for directors and eliminates the maximum number of additional free years after a director has completed their time on the board. It also eliminates the need for 6 of the directors to be local members, and allows for the general membership meeting to be held anytime during the month of August. This amendment changes the nomination submission to the manager and extends the deadline to 11:30 am the morning of the meeting.

This amendment has been incorporated in the changes made to the by-laws on August 8, 2024.