

CONSTITUTION  
of  
LATVIA OWNERS ASSOCIATION, INC.,  
a Michigan Corporation

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ARTICLE I

NAME

The name of this corporation shall be Latvia Owners Association, Inc., a non-profit Michigan corporation.

ARTICLE II

PURPOSES

The purpose of this Corporation shall be to promote the health and general welfare of the members, and, in pursuance thereof, to construct, own, control, maintain and operate recreational facilities, together with such incidental objects as are appropriate to the conduct of its activities, in the Township of Fabius, St. Joseph County, Michigan, for the exclusive use of its members and their families. This Corporation is not organized and shall not be operated for profit.

ARTICLE III

MEMBERSHIP

Section 1. Membership in this corporation shall be restricted to owners of one or more lots in the subdivision "Latvia".

Section 2. Any person or entity, the owner of title in any lot lying within the subdivision "Latvia", in the Township of Fabius, St. Joseph County, Michigan, or purchaser on land contract of a lot in said subdivision, shall be eligible for membership in this association subject to the terms and conditions herein contained.

Section 3. Any person, organization or association which qualifies as a member under Section 1 and 2 of this Article, may be elected to membership in this corporation by a majority vote of the members present at any annual or special meeting thereof, upon written application submitted to the Secretary of this Corporation, which application shall be in the form to be provided by the Secretary as approved by the Board of Directors.

Section 4. Any member may be removed from membership by a vote of seventy five (75%) per cent of the members entitled to vote at any annual meeting or any special meeting of the members called for the purpose, for violation of the Rules and Regulations of this

Association, of for conduct deemed prejudicial to the best interests of this Corporation; provided, however, that such member shall be served with written notice by registered mail, return receipt requested, of the accusations or charges against him, and shall be given the opportunity to produce his witnesses, if any, and be heard, at the meeting at which such vote is taken.

## ARTICLE IV

### MEETINGS

Section 1. Place of meeting. Any or all meetings of the members, and of the Board of Directors, of this Corporation may be held within or without the State of Michigan, provided that no meeting shall be held at a place other than Fabius Township, Michigan, except pursuant to resolution adopted by the Board of Directors. Notice of the place of meeting shall be designated in every notice of meeting.

Section 2. Annual meeting of members. Commencing in the year, 1974, the annual meeting of the members shall be held on the first Saturday of June in each year. At such meeting, the members shall by written ballot elect a Board of Directors in accordance with the requirement of this Constitution. The members may also transact such other business of the Corporation as shall properly come before them.

Section 3. Notice of annual meeting of members. At least (30) days prior to the date fixed by Section 2 of this Article for the holding of the annual meeting of members, written notice of the time, place and purposes of such meetings shall be mailed to each member of record entitled to vote at such meeting, at its address as it appears on the membership book of the Corporation, together with a financial statement for the prior fiscal year signed by the President and Treasurer, and approved by the Auditing Committee.

Section 4. Delayed annual meeting. If for any reason, the annual meeting of the members shall not be held on the day designated, such meeting may be called and held as a special meeting, and the same proceedings may be had thereat as at an annual meeting; provided, however, that the notice of such meeting shall be the same as herein required for the annual meeting, namely, not less that (30) days notice.

Section 5. Order of business at annual meeting. The order of business at the annual meeting of the members shall be as follows:

- a) The President shall open the meeting and appoint 2 tellers to ascertain whether a quorum is present in person and by proxies.
- b) Reading and filing Notice of the Meeting and Proof of Service.
- c) Reading of minutes of last preceding meeting, and vote on the approval thereof.
- d) Report of President

- e) Report of Secretary
- f) Report of Treasurer
- g) Report of Auditing Committee
- h) Approval of budget for the following year
- i) Election of Directors
- j) Election of Auditing Committee
- k) Transaction of other business mentioned in the notice
- l) New business
- m) Adjournment

Section 6. Special meeting of members. A special meeting of the members may be called by the Chairman or by the President, or by a majority of the Board of Directors, or by written request of 15 members of the Corporation. The method by which such meeting may be called is as follows: upon receipt of specification in writing setting forth the date and objects of such proposed special meeting, signed by the Chairman of the Board, by the President, by a majority of the Board of Directors, or by 15 members of the Corporation, the Secretary or Assistant Secretary shall prepare, sign and mail the notices requisite to such meeting.

Section 7. Notice of Special Meeting of members. At least (30) days prior to the date fixed for the holding of any special meeting of members, written notice of time, place and purposes of such shall be mailed, to each member entitled to vote at such meeting. No business not mentioned in the notice shall be transacted at such meeting.

Section 8. Annual meeting of Board of Directors. At the place of holding the annual meeting of members, and promptly following the same, the newly elected Board of Directors shall convene for the purpose of electing a Chairman of the Board of Directors, who shall preside at all meetings of the Board, and Officers of the Corporation to serve during the ensuing year, and for the transaction of any other business properly brought before it; provided, however, that the Annual meeting in any year may be held at a different time or place than herein provided, by the consent of all of the Directors of such new Board.

Section 9. Regular meetings of Board. Regular meetings of the Board of Directors shall be held not less frequently than once quarter-annually at such time and place as the Board of Directors shall from time to time determine.

Section 10. Special meeting of Board. Special meetings of the Board of Directors may be called by the Chariman of the Board of Directors, by the President, or by written request of (2) members of the Board, at any time by means of such written notice by registered or certified mail, return receipt requested, of the time, place and purpose thereof to each Director as the President

in his discretion shall deem sufficient, but action at such meeting shall not be invalidated for want of notice if such notice shall be waived as hereinafter provided.

Section 11. Notices and mailings. All notices required to be given by any provision of these by-laws shall state the authority pursuant to which they are issued (as “by the order of the President”, or “by order of the Chairman of the Board of Directors” as the case may be) and shall bear the written, stamped typewritten or printed signature of the Secretary or Assistant Secretary. Every notice shall be deemed duly served when the same has been deposited in the United States mail, which postage fully prepaid, addressed to the sendee at his, her or its last address appearing upon the membership record of this Corporation.

Section 12. Waiver of notice. Notice of the time, place and purpose of any meeting of the members or of the Board of Directors, may be waived by telegram, radiogram, cablegram or other writing, either before or after such meeting has been held.

## ARTICLE V.

### QUORUM

Section 1. At any membership meeting, 25 voting members shall constitute a quorum.

Section 2. A majority of the Board of Directors shall constitute a quorum at any meeting of the Board.

Section 3. Meeting of the Members or Board at which less than a quorum is present may be adjourned from time to time by those who attend, without further Notice other than the announcement of the date, time and place of the adjourned meeting.

## ARTICLE VI

### VOTING, ELECTIONS, AND PROXIES

Section 1. Right to vote. Each member shall be entitled to one vote, in person or by proxy, for each lot in Subdivision Latvia owned by such member and registered in the membership book of the Corporation at least (30) days prior to the meeting at which such lot is to be voted, upon each subject properly submitted to vote. At all elections for directors, members shall be entitled to cumulate their votes.

Section 2. Proxies. No proxy shall be deemed operative unless in writing and signed by the member and filed with the Corporation. In the absence of limitation to the contrary contained in the proxy, the same shall extend to all meetings of the members and shall remain in force three (3) years from its date, and no longer. Any proxy shall be automatically invalidated by the presence at the meeting in which it is to be exercised of the member who executed the proxy.

Section 3. Voting for Directors and Officers shall be by secret written ballot. All other voting may be by show of hands unless a ballot is requested.

Section 4. Tellers. If the right to vote at any meeting shall be challenged, Tellers shall determine such right and their decision shall be final and conclusive. The Tellers shall receive and count the votes upon all matters, and shall determine the result. Their certificate of any vote shall be prima facie evidence thereof.

## Article VII

### BOARD OF DIRECTORS

Section 1. Number and term of Directors. The business, property and affairs of this Corporation shall be managed by a Board of Directors composed of at least three (3) persons, who shall be members of this Corporation. Each Director shall hold office for the term for which he is elected, and until his successor is elected and qualified. The number of Directors may be increased or decreased by the majority vote of the members at a Special Meeting called for such purpose.

Section 2. Vacancies. Interim vacancies in the Board of Directors and of Officers shall be filled by the remaining Directors. Each person so elected to fill a vacancy shall remain a director until his successor shall be elected. Such election shall be made at the next annual meeting or at any special meeting duly called for that purpose and held prior thereto.

Section 3. Action by unanimous witten consent. If and when the Directors shall severally or collectively consent in writing to any action to be taken by the Corporation, such action shall be as valid corporate action as though it has been authorized at a meeting by the Board of Directors.

Section 4. Election of Officers. The Board of Directors shall elect a Chairman of the Board, President, one or more vice presidents, a secretary and a treasurer. No Officer except the chairman and the president need to be a member of the Board, but a vice president who is not a director shall not succeed to nor fill the office of chairman of the Board or the office of president. The Board of Directors shall have power to elect such other officers and agents as the Board may deem necessary for transaction of the business of the Corporation.

Section 5. Removal of officers and agents. Any officer or agent may be removed by the Board of Directors whenever in the judgment of the Board the business interests of the corporation will be best served thereby.

Section 6. Power to fill vacancies. The Board shall have power to fill any vacancy in any office occurring from any reason whatsoever.

Section 7. Delegation of powers. For any reason deemed sufficient by the Board of Directors, the Board may delegate all or any of the powers and duties of any officer to any other officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 8. Power to appoint Executive Committee. The Board of Directors shall have power to appoint by resolution an Executive Committee composed of two or more directors who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the corporation between meetings of the Board.

Section 9. Power to require bonds. The Board of Directors may require any officer or agent to file with the corporation a satisfactory bond conditioned for faithful performance of his duties.

Section 10. Compensation. The compensation, if any, of directors, officers and agents shall be fixed by the Board in its discretion from time to time.

## Article VIII

### AUDITING COMMITTEE

Section 1. The financial affairs of the Corporation shall be subject to inspection by an Auditing Committee composed of two (2) members elected at the Annual Meeting of the members who shall hold office for the term for which they are elected and until their successors are elected and qualified.

Section 2. At the first annual meeting of the members, the two members of the Auditing Committee shall be elected to serve for the term of one (1) year, and until their successors are elected and qualified.

Section 3. Vacancies in the Auditing Committee shall be filled by the Board of Directors of the Corporation, and shall serve until the next annual meeting, and until their successors are elected and qualified.

Section 4. The Auditing Committee shall have the duty, authority and right at all times to inspect all financial activities and records of the Corporation, and shall immediately notify the Chairman and President of all matters which in their judgement requires notification.

## Article IX

### OFFICERS

Section 1. President. The President shall be elected by the Board of Directors at each annual meeting, and shall serve until the next annual meeting or until his successor shall be elected and qualified. The President shall be the chief executive officer of the Corporation and shall preside over all meetings of the members. He shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. He shall be ex officio, a member of all standing committees and shall have the

general powers and duties of supervision and management usually vested in the office of president or a corporation. The President shall be elected from the membership of the Board of Directors.

Section 2. Chairman of the Board. The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors.

Section 2. Vice President. One or more vice presidents shall be elected by the Board of Directors at each annual meeting, and shall serve until the next annual meeting of the Board, or until his successor is elected and qualified. He shall perform the duties and exercise the powers of the President during the absence or disability of the President.

Section 3. Secretary. The Secretary shall be elected at the annual meeting of the Board of Directors and shall serve until the next annual meeting, and until his successor is elected and qualified. The Secretary shall attend all meetings of the members of the Board of Directors, and of the executive committee, and shall preserve in books of the Corporation true minutes of the proceedings at all such meetings. He shall safely keep in his custody the seal of the Corporation and shall have authority to affix the same to all instruments where its use is required. He shall give all notices required by statute, by-law or resolution. He shall perform such other duties as may be delegated to him by the Board of Directors or by the executive committee.

Section 4. Treasurer. The Treasurer shall be elected at the annual meeting of the Board of Directors, and shall serve until the next annual meeting or until his successor shall be elected and qualified. The Treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements; he shall deposit all moneys, securities and other valuable effects in the name of the corporation in such depository as may be designated for that purpose by the Board of Directors. He shall disburse the funds of the Corporation as ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board, and whenever requested by them, an account of all his transactions as treasurer and of the financial condition of the Corporation. If required by the Board, he shall keep in force, a bond in form, amount and with a surety or sureties satisfactory to the Board, conditioned for faithful performance of the duties of his office, and for restoration to the Corporation in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind in his possession or under his control belonging to the Corporation.

Section 5. Assistant secretary and assistant treasurer. The assistant secretary and assistant treasurer shall be elected at the annual meeting of the Board of Directors and shall serve

until the next annual meeting or until his successor shall be elected and qualified. The assistant secretary, in the absence or disability of the secretary, shall perform the duties and exercise the powers of the secretary. The assistant treasurer, in the absence or disability of the treasurer, shall perform the duties and exercise the powers of the treasurer.

## Article X

### EXECUTION OF INSTRUMENTS

Section 1. Checks, etc. All checks, drafts and orders for payment of money shall be signed in the name of the Corporation, by such officers or agents as the Board of Directors shall from time to time designate for that purpose.

Section 2. Contracts, conveyances, etc. Unless otherwise required by the Board of Directors, all contracts, deeds, conveyances, mortgages and notes of the Corporation shall be executed by the President or vice president, and the Secretary or Assistant Secretary of the Corporation.

## Article XI

### POWER OF BOARD TO BORROW MONEY

Section 1. The Board of Directors shall have full power and authority to borrow money whenever in the discretion of the Board the exercise of said power is required in the best interest of this Corporation, and in such case the Board of Directors may authorize the designated officers of this Corporation to make, execute and deliver in the name and behalf of this Corporation such notes, bonds and other evidence of indebtedness as said board shall deem proper.

Section 2. No real property owned by the Corporation shall be sold or mortgaged without the approval of two-thirds (2/3) of the members voting at a meeting of the members specially called for the purpose.

## Article XII

### DUES

Section 1. The annual dues of all members shall be determined annually by the Board of Directors, and shall be adequate to cover the budget estimated by the auditing committee for the ensuing fiscal year.

Section 2. The dues payable by each member shall be multiplied by the number of lots in Latvia owned by each member. The annual dues of each member shall be the same for each lot owned by a member.

Section 3. The annual dues shall be due and payable on June 1<sup>st</sup> of each year.

Section 4. Members who have not paid their annual dues within 30 days from the due date shall be notified therein in writing. Any member who has not paid his annual dues by September 1<sup>st</sup> of each year shall be automatically suspended, and after one year past due shall cease to be a member of the Corporation.

Section 5. Dues for the current year shall accompany all applications for membership.

#### Article XIII

#### SALE OF LOTS

Section 1. In the event of the sale of a lot in Latvia by conveyance of title or land contract, the grantee or land contract purchaser shall become eligible to membership in the Corporation upon compliance with the terms and conditions of Article III hereof. Upon election to membership, he shall succeed to all rights of the seller-member and assume all of the obligations of a member as herein set forth, and the membership of the seller-member shall forthwith terminate.

#### Article XIV

#### AMENDMENT OF CONSTITUTION

This Constitution may be amended, changed, added or repealed by the affirmative vote of fifty-one (51%) per cent of all members of the corporation entitled to vote at any regular or special meeting of the members, if notice of the proposed amendment, alteration, change, additions or repeal be contained in the notice of the meeting; provided, however, that no amendment shall be adopted at any membership meeting without at least thirty (30) days prior notice, and that no change of the date for the annual meeting of members shall be made within thirty (30) days before the day on which such meeting is to be held, unless consented to in writing, or by resolution adopted at a meeting, by all members entitled to vote at the annual meeting.

#### Article XX

#### DISSOLUTION

This Corporation may be dissolved at a special meeting of members, especially called for such purpose, by the affirmative vote of Sixty-Six and two thirds (66 2/3%) percent of the members of the Corporation present and entitled to vote at such meeting. Upon the adoption of the resolution to dissolve the Corporation and after payment of the obligations of the Corporation, and after compliance with all statutes of the State of Michigan governing the dissolution of non-profit corporations, the remaining assets, real and personal shall be ~~distributed to the members in proportion to the number of lots owned by each member of the Corporation~~ *donated to another non-profit corporation/organization, to determined by the Board of Directors.*

This Constitution was adopted by its members of Latvia owners association at a special meeting September 20, 1975.

Verner K. Treimanis

Janis Olins

Janis Gerins

Constitutional changes in Article 12, Section 3 & 4, approved at Annual Meeting June 2, 2012. A Rozentals

Constitutional change in Article XX, approved at Special Meeting on August 10, 2019,