

SUNSET FOREST ASSOCIATION, INC.

BYLAWS

ARTICLE I NAME

The name of the organization shall be “Sunset Forest Association” (hereinafter referred to as SFA).

ARTICLE II PURPOSE

SFA is created to protect the unique character of Mackinac Island and to encourage neighborly social interaction. The specific roles of SFA are:

- 1. Coordinating safety for property owners, their families, and their guests.** This includes road improvements and maintenance, snowplowing, lighting, and ensuring clearance for emergency vehicles.
- 2. Collaborating on architectural review.** This will help preserve Mackinac Island’s Victorian and Turn-of-the-Century Architecture and interpret and enforce the requirements of the individual developments.
- 3. Improving communication between all six developments, the City of Mackinac Island, and the Mackinac Island State Park.** This includes developing and maintaining a mobile-friendly web site, keeping owners informed of current events, and providing neighborhood information to current and prospective owners.
- 4. Protecting the unique character of Sunset Forest as a private Mackinac Island community.** This includes collective action to protect our neighborhoods from adverse development.

ARTICLE III MEMBERSHIP

SFA shall be composed of the following developments: Woodbluff, Stonecliffe Manors I, II, III, IV, and V, hereinafter referred to as the “neighborhood members”. There shall be no individual memberships.

ARTICLE IV DUES

Following a budget preparation process outlined in the SFA Financial Policy Guidelines, the SFA board of directors shall set annual dues to be collected directly from the neighborhood members.

SUNSET FOREST ASSOCIATION, INC.

BYLAWS

ARTICLE V BOARD OF DIRECTORS

1. SFA shall be governed by a board of directors consisting of the presidents of each of the neighborhood members, plus one other person selected by each member organization. The board shall manage and administer the affairs of SFA, in accordance with these bylaws. Board members shall serve until their successor is designated by the neighborhood member from which that director was chosen.
2. The immediate past President of SFA will serve on the board as a non-voting advisor to the board.
3. Each board member will be entitled to one vote. Members may attend board meetings and be entitled to vote either in person or by telephone. Proxies will be allowed, if written and delivered to the meeting Chair prior to the start of the meeting.
4. No board member may serve more than three years consecutively in the same office, and no board member may serve on the board as an officer in any capacity for more than six years consecutively.
5. Any director may be removed for cause at any time at any regular meeting or at a special meeting of the board called for such a purpose by the affirmative vote of a majority of the Board members present.
6. In case of any vacancy in the board through death, resignation, removal, or other cause, the position shall be filled by the neighborhood member from which that director was selected.
7. Regular meetings of the board shall be held at the time and place designated by the president.
8. Special meetings of the board may be held whenever called by the secretary upon direction of the president, or upon written request of any two directors.
9. A majority of the directors present either in person, by proxy, or by telephone, shall constitute a quorum for the transaction of business.
10. It shall be the duty of the secretary to serve notice of each board meeting, at least ten days prior to such meeting. The mailing, prepaid, of a notice at the address maintained by the board secretary, shall be deemed notice served. In addition, notice provided by email to the address maintained by the secretary, if receipt is acknowledged by the intended recipient, shall be deemed notice served.

SUNSET FOREST ASSOCIATION, INC.

BYLAWS

ARTICLE VI OFFICERS

1. The officers shall be president, vice president, secretary, and treasurer. Officers shall be elected by the board at the first meeting following election of board representatives by neighborhood members.
2. Officers are chosen to hold office for a period of one year, and will serve until their successor is chosen.
3. The **PRESIDENT** shall:
 - a. preside at all meetings of the board and at the annual meeting;
 - b. be the chief executive officer and direct and manage the affairs of the business of SFA, subject to board direction;
 - c. see that all orders and resolutions of the board are carried into effect;
 - d. sign all certificates, stocks, bonds, deeds, leases, conveyances, commercial papers, contracts, and all other obligations and instruments in writing, unless otherwise ordered by the board;
 - e. at the annual meeting, report to the members on the SFA affairs, including its financial condition;
 - f. fulfill such other duties as may be assigned by the board or by the bylaws.
4. The **VICE PRESIDENT** shall:
 - a. discharge the duties of the president in the event of his/her absence or disability;
 - b. fulfill such other duties as may be assigned by the president or by the board.
5. The **SECRETARY** shall:
 - a. keep a record of and shall attest all bonds, deeds, leases, or other conveyances executed by SFA;
 - b. keep a correct and complete record of all of the proceedings of SFA;
 - c. systematically keep all books, records, and papers belonging to SFA;
 - d. prepare minutes of the Annual Meeting, and provide a copy to the president of each neighborhood member;
 - e. fulfill such other duties as may be assigned by the president or by the board.
6. The **TREASURER** shall:
 - a. be custodian of all funds and shall deposit same in the name of SFA in the account or accounts authorized by the board;
 - b. pay all bills as authorized by the board;
 - c. keep an account of receipts and expenditures with vouchers at all times;
 - d. present a financial report at all meetings of the board and at the annual meeting;
 - e. submit financial records for review as requested by the board;

SUNSET FOREST ASSOCIATION, INC.

BYLAWS

- f. serve as chair of the Finance Committee;
 - g. if the board so requires, give bond in such sum and with such surety as the board may direct for the faithful performance of duties, and for the safe custody of funds and property in the Treasurer's possession;
 - h. fulfill such other duties as may be assigned by the president, or by the board
 - i. file annual corporate certifications to the Secretary of State, and file annual federal tax returns to the Internal Revenue Service.
7. In case of the absence or inability to act of any officer, the board may delegate, for the time being, the duties of such officer to any other officer, or to any other director.
 8. All contracts, leases, notes, commercial papers, and other instruments shall be signed by the president and counter signed by the treasurer. All bonds, deeds, and mortgages shall be signed by the president and treasurer and attested by the secretary.
 9. Whenever any vacancy shall occur in any office, such vacancy shall be filled by the directors by the election of a new officer.

ARTICLE VII **EXECUTIVE COMMITTEE**

1. Members of the Executive Committee shall be the elected officers of the board
2. The Executive Committee shall conduct the business referred to it by the board. Actions of the committee so directed shall be binding on SFA.
3. Meetings of the Executive Committee shall be at the call of the president.

ARTICLE VIII **OTHER COMMITTEES**

1. ARCHITECTURAL, consisting of one representative from each neighborhood member, whose purpose is to enforce architectural standards of each pertinent to each neighborhood;
2. ROADS, consisting of one representative from each neighborhood member, whose purpose is to develop and implement a plan for the annual maintenance of all roads in the SFA community.

SUNSET FOREST ASSOCIATION, INC.

BYLAWS

3. COMMUNICATION, with members designated by the board president, whose purpose is to develop increased community awareness of the SFA identity and its mission.
4. WELCOMING, with members designated by the board president, whose purpose is to welcome and inform new and current residents to the area.
5. FINANCE, consisting of the treasurer from each neighborhood member, whose purpose is to develop and recommend to the board annual budgets, and provide ongoing oversight of SFA finances.

ARTICLE IX **ANNUAL MEETINGS**

1. SFA owners and residents shall be invited to an Annual Meeting, at a place and time designated by the board. The meeting purpose is to provide information regarding the activities of the board, and to transact such other business as may properly come before the meeting. It shall be the duty of board members to provide adequate notice of the meeting to their respective owners.
2. The president, and in his/her absence, the vice president, and in his/her absence, any person selected by those present, shall call the meeting to order and shall act as chair of the meeting. The secretary shall act as secretary of all annual meetings, but in his/her absence, the presiding officer may appoint any person to act as secretary of the meeting.

ARTICLE X **FISCAL YEAR**

The fiscal year of SFA will be the first (1st) day of July and continue through the thirtieth (30th) day of June, unless otherwise designated by the board.

ARTICLE XI **AMENDMENTS**

These bylaws may be amended or repealed at any duly called board meeting, at which a quorum is present, by a 2/3 majority of directors present.

ARTICLE XII **PARLIAMENTARY AUTHORITY**

The rules contained in *Robert's Rules of Order Newly Revised* shall be the parliamentary authority of SFA in all matters to which they are applicable and in which they are not inconsistent with these bylaws.

SUNSET FOREST ASSOCIATION, INC.

BYLAWS

ARTICLE XIII
INDEMNIFICATION

SFA hereby indemnifies any of its members or former members against claims or causes of action including expenses actually and reasonably incurred by such person in connection with the defense of any action, suit or proceeding, civil or criminal as a member, on the Board, or as an Officer, in which such person is made a party by reason of having served as a member on the Board, or as an officer, if such person acted in good faith and in a manner that was reasonably believed to be in or not opposed to the best interests of SFA.

These bylaws were duly adopted at a meeting of the board,

this _____ day of _____ (month) _____ (year)

Signed _____
President (printed)

Secretary (printed)