



OLD ROSEDALE GARDENS HOMEOWNERS ASSOCIATION CHARTER

(Charter and By-Laws as amended – October 23, 2014)

ARTICLE I - General Information

- A. The title by which said corporation is to be known in law is OLD ROSEDALE GARDENS HOMEOWNERS ASSOCIATION, which will be referred to as ORGHA in this document.
- B. The boundaries of the association shall consist of the following: homes on the east side of Arden, on the west side of Hubbard, on the south side of Plymouth Road, and on the south side of West Chicago.
- C. This corporation shall be a non-profit homeowners' association supported by voluntary contributions, advertising, and fundraising for special projects.
- D. The fiscal year of ORGHA shall be January 1 through December 31.

ARTICLE II - Mission of the Old Rosedale Gardens Homeowners Association

- A. Maintain communications with the City of Livonia Government in order to promote the safety and welfare of the residents of Old Rosedale Gardens.
- B. Promote and maintain communications with other Livonia neighborhood associations and with groups such as Greenmead, Wilson Barn, and the Livonia Historical Society.
- C. Encourage implementation and maintenance of public improvements within and adjacent to Old Rosedale Gardens.
- D. Promote and maintain the aesthetic features of Old Rosedale Gardens, with particular attention to entranceways, pillars, and adjacent neighborhood parks.
- E. Promote a strong sense of community by coordinating ORGHA social events and other activities as deemed appropriate.
- F. Promote and facilitate communications within ORGHA through such means as newsletters, a website, and social media.

ARTICLE III - ORGHA Organizational Structure

- A. ORGHA Membership - All adults (eighteen years or older) residing within the limits of Old Rosedale Gardens and/or owning improved real property herein are members of ORGHA.
- B. Officers - The Officers of ORGHA shall be President, Vice-President, Secretary, and Treasurer.
 1. The President shall direct the ORGHA Board. The President's responsibilities include chairing ORGHA General and Board Meetings as well as developing the ORGHA calendar for the upcoming year.
 2. The Vice-President shall, in the absence of the President, perform the duties of the President and shall assist the President in the performance of his appointed duties.
 3. The Secretary shall attend all meetings of the ORGHA Board and keep a true and accurate record of their proceedings. The Secretary shall perform other duties as delegated by the ORGHA Board.
 4. The Treasurer shall keep the financial records of ORGHA and prepare the budget for the upcoming year. The Treasurer shall implement the requirements of Article C, Financial

Procedures, of the By-Laws. In addition, the Treasurer shall perform other duties as delegated by the ORGHA Board.

- C. Directors - The Directors of ORGHA are appointed by the ORGHA Officers, and they chair the following Standing Committees:
 - 1. Community Efforts
 - 2. Communications
 - 3. City Government
 - 4. Community Engagement
 - 5. ORGHA Events

- D. ORGHA Board - The ORGHA Board shall consist of the four Officers named above and the Directors of the Standing Committees. The ORGHA Board consists entirely of volunteer, uncompensated positions.

OLD ROSEDALE GARDENS HOMEOWNERS ASSOCIATION BY-LAWS

A. ORGHA Meetings

1. Board Meetings
 - a) The ORGHA Board shall meet as often and at such time and place as the President or the Board itself may deem advisable.
 - b) The President or his representative shall preside at all meetings of ORGHA and of the ORGHA Board.
2. General Meetings
 - a) ORGHA General Meetings shall be conducted as often as deemed advisable but must be conducted at least annually, in the fall, as directed by the Officers.
 - b) Each Board member (Officers and Directors) shall provide at the annual General Meeting a report of his activities for the previous year.
3. Rules of Order - All ORGHA Board Meetings and ORGHA General Meetings shall be conducted in accordance with the form and regulations set forth in Robert's Rules of Order.
4. Quorums
 - a) General Meetings - Ten members of ORGHA present at the meeting shall constitute a quorum for the transaction of business at any General Meeting of ORGHA.
 - b) Board Meetings - Five Board members present at the meeting shall constitute a quorum for issues requiring a vote.

B. ORGHA Elections

1. Each member of ORGHA shall be entitled to cast a single ballot at any election.
2. The Officers shall be elected at the annual fall ORGHA General Meeting and shall hold their respective positions for a period of one year, beginning January 1, following the General Meeting.
3. Voting for the positions of President, Vice-President, Secretary, and Treasurer will be based on a list of candidates that have submitted their names prior to the General Meeting and will also include nominations from the floor during the General Meeting.
4. Election of Officers shall be by a show of hands or by secret ballot, whichever is deemed appropriate.
5. Any vacancy among the Officers may be filled temporarily by a vote of the ORGHA Board.
6. Any Officer or Director shall be deemed to have resigned his office upon termination of his residence within Old Rosedale Gardens.
7. The association may remove from office any Officer or Director whenever, in its judgment, the welfare of ORGHA requires such removal.

C. Financial Procedures

1. All monies of ORGHA shall be deposited in a bank approved by the ORGHA Board.
2. The accounting records shall undergo an informal annual review by the ORGHA Board or by a qualified individual selected by the Board.
3. An annual budget will be prepared and approved by the ORGHA Board at the first Board Meeting of the calendar year.
4. Disbursements by ORGHA Board members
 - a) Amounts under \$500 must be pre-approved by 2 Officers
 - b) Amounts equal to or greater than \$500 must be pre-approved by 2 Officers and 2 additional members of the ORGHA Board.

D. Liability

1. A member of the ORGHA Board shall not be personally liable to the association or its members for monetary damages for breach of his or her fiduciary duty, including counsel fees, whether or not he is a Board member at the time monetary damages are sought.

However, this provision does not eliminate his or her liability for any of the following:

- a) A breach of the Board member's duty of loyalty to the association or its members.
 - b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law
 - c) A violation of section 551(1) of the Michigan Nonprofit Act, as amended
 - d) A transaction from which the board member derived an improper personal benefit
 - e) An act of omission that is grossly negligent
2. ORGHA assumes all liability to any person other than the association or its members for all acts or omissions by an ORGHA Board member occurring on or after the date this Article becomes effective in accordance with the pertinent provisions of the Michigan Non Profit Corporation Act.

A claim for monetary damages for a breach of an ORGHA Board member's duty to any person other than the association or its members shall not be brought or maintained against a volunteer Director or Officer; but such claim shall be brought or maintained instead against the association, which shall be liable for the breach of the volunteer Director's or Officer's duty.

The Board of Directors is authorized to carry Officers' and Event Chairpersons liability insurance covering acts of the Officers and Event Chairpersons in such amounts as it shall deem appropriate.

E. Amendments to Charter

The ORGHA Charter may be amended in the following manner:

1. Any member of ORGHA may submit to the ORGHA Board a request to amend this charter. After thorough consideration, the Board will, at the next General Meeting, make a recommendation for or against adoption. The Board may recommend alterations, additions or omissions to the proposed amendment, but a Board member must, at the General Meeting, read the proposed amendment in its original form, i.e., without the alterations, amendments, or omissions recommended by the Board.
The amendment or amendments, in its or their original form may be adopted by ORGHA with or without the alterations, additions, or omissions recommended by the ORGHA Board. A two-thirds vote of the members of ORGHA present at the General Meeting shall be required for the adoption of a new amendment.
2. Any repeal, amendment or other modification of the Charter shall not adversely affect any right or protection of a Director or Officer of the association existing at the time of such repeal, amendment or other modification. If the Michigan Nonprofit Corporation Act is amended, after this Charter becomes effective, to authorize association action further eliminating or limiting personal liability of the Directors or Officers, then the liability of the Directors or Officers shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act as so amended.