

Election Guide for Spring Lake North Subdivision Homeowners Association Members

This guide outlines the rules and procedures for Board of Directors elections for each household (Member) in the Spring Lake North Subdivision Homeowners Association, a Michigan nonprofit corporation governed by its 1995 Bylaws and the Michigan Nonprofit Corporation Act (MNCA), MCL 450.2101 et seq. (Act 162 of 1982). The Bylaws take precedence where specific but must comply with the MNCA. Elections occur annually at the annual meeting to fill 3 of the 9 Board positions for 3-year staggered terms (Bylaws Art. IV, Sec. 2; MNCA MCL 450.2501, allowing bylaws to set terms and elections).

1. Member Eligibility and Rights

- **Who is a Member?** Each household that is a record owner of a fee or undivided fee interest in a Lot (including land contract purchasers) is a Member entitled to vote, nominate, and run for office. Interests held solely as security (e.g., mortgages) do not qualify (Bylaws Art. II, Sec. 4; MNCA MCL 450.2301, defining members as those with voting rights per governing documents).
- **Eligibility to Vote:** Members must be in good standing (e.g., not in default on assessments, as voting rights can be suspended after notice and hearing for up to 60 days; Bylaws Art. VII, Sec. 1(b); MNCA MCL 450.2441, each member has one vote unless bylaws provide otherwise).
- **Eligibility to Run for Director:** Candidates must be Association Members (post-transition, after the first annual meeting; Bylaws Art. IV, Sec. 1; MNCA MCL 450.2501, directors must meet bylaw qualifications).
- **One Vote per Lot:** Voting is per Declaration provisions, typically one vote per Lot/Member (Bylaws Art. V, Sec. 2; MNCA MCL 450.2441, voting rights per bylaws).
- **Record Date for Voting:** The certified Member list, prepared by the officer or agent in charge of records (typically the Secretary), determines eligibility (Bylaws Art. III, Sec. 2; MNCA MCL 450.2411, board sets record date for voting).

2. Nomination Process

- **Nominating Committee:** The Board appoints a Nominating Committee, consisting of a Chair (a Board member) and 2 or more Association Members, prior to the annual meeting. The Committee nominates at least 3 candidates for the 3 open positions, using its discretion (Bylaws Art. V, Sec. 1; MNCA MCL 450.2527, board may appoint committees).

- **Floor Nominations:** Any voting Member may nominate candidates from the floor at the annual meeting (Bylaws Art. V, Sec. 1; MNCA MCL 450.2441, supporting member voting rights).
- **Candidate Consent:** Nominees must consent to serve, either in person or in writing (implied by standard practice; MNCA MCL 450.2501, directors must qualify).
- **No Cumulative Voting:** Members vote for up to 3 candidates; the candidates with the highest votes win (Bylaws Art. V, Sec. 2; MNCA MCL 450.2444, prohibiting cumulative voting unless allowed in bylaws, which it is not).
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3. Annual Meeting and Election Procedures

- **Scheduling:** The annual meeting is held on the same day and month each year (post-1999; rescheduled to the next non-holiday if it falls on a legal holiday). Location: within Oakland County, Michigan, as designated by the Board (Bylaws Art. III, Sec. 1; MNCA MCL 450.2402, annual meeting for director elections).
- **Notice:** Written notice must be mailed (postage prepaid) at least 10 days before the meeting to each Member's recorded address, including the time, place, and purpose (e.g., election of 3 directors) (Bylaws Art. III, Sec. 4; MNCA MCL 450.2404, notice 10-60 days, by mail unless electronic delivery is consented to by the Member).
- **Chairperson:** The President presides over the meeting, sets the order, and rules on procedures (Bylaws Art. VIII, Sec. 8(a); MNCA MCL 450.2406, meetings conducted per bylaws).
- **Adjournment:** If a quorum is not present, Members present may adjourn the meeting to a later date, announced at the meeting; no further notice is required (Bylaws Art. III, Sec. 5; MNCA MCL 450.2404(4)).
- **Waiver of Notice:** Attendance at the meeting waives objection to notice unless a Member objects at the start (MNCA MCL 450.2404(6)).

4. Quorum and Voting

- **Quorum Requirement:** A quorum requires the presence of 20% of voting Members (or their proxies) for any action, including elections (Bylaws Art. III, Sec. 5; MNCA MCL 450.2415, bylaws may set quorum lower than default majority).
- **No Quorum:** If a quorum is not achieved, Members present may adjourn the meeting "from time to time" until a quorum is reached; the new date, time, and place are announced at the meeting, with no further notice required (Bylaws Art. III, Sec. 5; MNCA MCL 450.2405). Outgoing directors continue serving until successors are elected (MNCA MCL 450.2505).

- **Voting Method:** Elections are conducted by secret written ballot. Members vote for up to 3 candidates, as entitled by the Declaration, and the 3 candidates with the highest votes are elected (Bylaws Art. V, Sec. 2; MNCA MCL 450.2441, voting per bylaws).
- **Proxies:**
 - **Requirements:** Proxies must be in writing, signed by the Member (or authorized representative, e.g., an attorney), and filed with the Secretary before the vote at the annual meeting (Bylaws Art. III, Sec. 6). Facsimiles or verifiable electronic transmissions (e.g., email, if accepted by the Association) may be used if verifiable (MNCA MCL 450.2421(5), (6)). For Lots with co-owners (e.g., spouses), all co-owners should ideally sign, though a single signature may suffice if agreed or accepted by the Association.
 - **Submission:** Proxies must be filed with the Secretary before the election vote. The Bylaws do not specify a deadline (e.g., days prior), so proxies can be submitted up to the time of the vote, typically at the meeting, subject to Secretary verification (Bylaws Art. III, Sec. 6).
 - **Revocability:** Proxies are revocable by notifying the Secretary in writing, attending the meeting in person (automatically revokes), or issuing a new proxy. They expire upon conveyance of the Member's Lot (Bylaws Art. III, Sec. 6; MNCA MCL 450.2421(3)).
 - **Duration:** Valid for up to 3 years unless a shorter period is specified (e.g., one meeting) (MNCA MCL 450.2421(2)).
 - **Scope:** Can be general (all matters, including electing 3 directors) or limited (e.g., specific candidates). Members specify in the proxy document (MNCA MCL 450.2421(1)).
 - **Proxy Holders:** Any person (Member or non-Member, e.g., neighbor, family, attorney) can hold a proxy, with no restrictions (Bylaws Art. III, Sec. 6; MNCA MCL 450.2421).
 - **Use:** Proxy holders vote via secret ballot for elections (Bylaws Art. V, Sec. 2) or as instructed for other matters (e.g., Bylaw amendments) and count toward the 20% quorum (Bylaws Art. III, Sec. 5). They may also nominate candidates from the floor if authorized (Bylaws Art. V, Sec. 1).
 - **Verification:** The Secretary verifies proxies against the certified Member list to ensure eligibility (e.g., no unpaid assessments; Bylaws Art. III, Sec. 2; MNCA MCL 450.2431).
 - **Number of Proxies:** an individual may not vote more than 5 proxies at any meeting (MNCA MCL 450.3144)
- **Vote Counting:** Ballots are counted at the meeting, with neutral inspectors if requested (Bylaws implied; MNCA MCL 450.2431, fair vote counting).

5. Post-Election and Governance

- **Terms Start:** Newly elected directors' terms begin immediately upon election at the annual meeting (Bylaws Art. IV, Sec. 2, implied by election timing; MNCA MCL 450.2505, directors serve until successors are qualified).

- **Officer Appointments:** The Board (including new directors) elects officers (President, Vice President, Secretary, Treasurer) at its first meeting after the annual election. Officers serve 1-year terms (Bylaws Art. VIII, Secs. 2, 3; MNCA MCL 450.2531, board appoints officers).
- **Removal of Directors:** Directors may be removed with or without cause by a majority Member vote at a meeting with a quorum. The Board appoints successors for unexpired terms (Bylaws Art. IV, Sec. 3; MNCA MCL 450.2511, removal per bylaws).
- **Records and Inspection:** The certified Member list is available at the meeting; all books, records, Bylaws, Declaration, and Articles are inspectable by Members during reasonable business hours at the principal office, as designated by the Board (Bylaws Art. III, Sec. 2 & Art. X; MNCA MCL 450.2461, right to inspect).

6. Additional Rules and Compliance

- **Good Faith:** Board members, officers, Committee members, and proxy holders must act in good faith and in the Association's best interests (MNCA MCL 450.2541, director/officer duties).
- **Bylaw Amendments:** Bylaws may be amended by a 75% Member vote at an annual meeting with proper notice and a quorum (Bylaws Art. XIII, Sec. 1; MNCA MCL 450.2601, amendments per bylaws).
- **Court Intervention:** If an annual meeting is not held (e.g., persistent quorum issues), 10% of Members or a court may order one (MNCA MCL 450.2402).
- **Conflicts:** The Declaration and Articles of Incorporation control over the Bylaws in case of conflict (Bylaws Art. XIII, Sec. 2). The MNCA governs where Bylaws are silent or conflicting (MNCA MCL 450.2109).
- **Assessments and Voting Rights:** Unpaid assessments may lead to suspension of voting rights after notice and hearing (up to 60 days) or legal action (Bylaws Art. VII, Sec. 1(b) & Art. XI; MNCA MCL 450.2441).
- **Action Without Meeting:** Allowed by unanimous written consent if permitted by Bylaws (not specified for elections; MNCA MCL 450.2407).

Important Notes for Households

- **Participate:** Attend the annual meeting, submit a proxy, or nominate candidates to ensure your voice is heard in electing the 3 directors.
- **Stay Current:** Pay assessments to maintain voting eligibility (Bylaws Art. XI, assessments due within 30 days; 7% interest on late payments).
- **Review Records:** Access the Bylaws, Declaration, or Member list at the principal office, as designated by the Board (Bylaws Art. I, Sec. 1; Art. X).

- **Disputes:** Resolve issues through Board processes or legal action if necessary (MNCA MCL 450.2481, court enforcement).
- **Contact:** Reach out to the Board or Secretary for questions, proxy forms, or to inspect records (Bylaws Art. X).
- **Term Clarification:** Director terms begin immediately upon election at the annual meeting and last 3 years, not tied to the calendar year (e.g., December 31), despite prior assumptions (Bylaws Art. IV, Sec. 2; MNCA MCL 450.2505).

Key Steps for Households

1. **Check Eligibility:** Confirm your Lot ownership and assessment status (contact Secretary if unsure).
2. **Receive Notice:** Expect mailed notice at least 10 days before the annual meeting, detailing time, place (in Oakland County, MI), and election purpose. Notice may include a proxy form.
3. **Submit Proxies:** If not attending, submit a written proxy to the Secretary before the election vote, specifying the proxy holder and voting instructions (general or limited). Proxies can be filed up to the time of the vote, subject to Secretary verification.
4. **Nominate Candidates:** Contact the Board to propose candidates to the Nominating Committee or nominate from the floor at the meeting.
5. **Vote:** Attend the meeting in person or ensure your proxy holder votes via secret ballot for up to 3 candidates.
6. **Engage if No Quorum:** If the meeting is adjourned due to lack of a 20% quorum, attend the rescheduled meeting or submit a proxy to help achieve quorum.

This guide is based on the 1995 Bylaws and MNCA as of October 13, 2025.