



STATE OF MICHIGAN - GRATIOT COUNTY
RECORDED
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JANET M. DAVIS - REGISTER OF DEEDS

RECEIPT# 1607, STATION 1
\$44.00 AMENDMENT

FIRST AMENDED BYLAWS
OF
RAINBOW LAKES MAINTAINENCE CORPORATION

ARTICLE I
NAME AND OBJECT OF CORPORATION

Section 1. Name. This corporation shall be known as RAINBOW LAKES MAINTENANCE CORPORATION, and shall hereinafter be referred to as "Corporation".

Section 2. Purpose. The purpose of the Corporation shall be to promote the welfare of its members herein defined, to provide architectural control, upkeep, maintenance of the common areas, and to provide for the general welfare, including but not limited to, housing, transportation, sanitation, taxation, building restrictions, architectural control, streets, sidewalks, public nuisances, lake patrol and control, and all other matters of public interest to promote and advance the welfare of the owners and members of the territory covered by this organization.

Section 3. Territory. The area of interest of this organization shall be all platted and recorded development areas, including but not necessarily limited to the following: Rainbow Lake Subdivision, Rainbow Lakes Subdivisions 2 through 6, inclusive, Little Rainbow Lake Subdivisions No. 1 and 2, Rainbow Lake Highlands, Rainbow Lake West 1 and 2, Rainbow Lake Heights, and all metes and bounds descriptions within the boundaries of Rainbow Lakes properties.

In addition, the territory shall include all lands and properties owned by the Corporation, and all lands hereafter to be developed by the Corporation or others, the Corporation's successors or assigns. Further provided, all future development shall be done in accordance with the applicable subdivision control statutes.

ARTICLE II
MEMBERSHIP

Section 1. Members. Every owner of a lot within all of the aforementioned subdivisions shall be a member of the Corporation. "Owner" is defined to include an individual owner of a lot. An owner or co-owner is a member without regard to the

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number of lots owned by such owner or co-owner. Membership shall be accorded to owners automatically upon acquisition of an interest in fee simple or vendee's interest in land contract in and to any of the lots or parcels within the subdivisions set forth above, whether such interest has been acquired prior to the date hereof or is acquired subsequently. Where a lot or group of lots is owned by more than one owner (either as tenants by the entireties, joint tenants, or tenants in common), each such co-owners shall designate to the Corporation, one co-owner whom they wish to vote.

Section 2. Assignment of Membership. Membership shall be assigned automatically upon transfer of the member's interest in his/her lot or parcel to another.

Section 3. Vote. Each member in good standing shall have one vote as set forth in Section 1 above.

Section 4. Member in Good Standing. A member shall be deemed in good standing if he or she is not indebted to the association for dues and/or special assessments as of July 1st of each fiscal year. Members becoming newly eligible for membership after July 1st shall be considered in good standing for the balance of the fiscal year.

ARTICLE III GOVERNMENT

Section 1. Board of Directors. The general management of the affairs of the Corporation shall be vested in the Board of Directors, who shall be elected as provided in Section 1 of Article V of these Bylaws. The number of Directors shall be no more than nine (9) and no less than seven (7).

Section 2. Representatives. Representatives of Easlick Properties, Inc., shall be permanent members of the Board of Directors so long as Easlick Properties, Inc., owns any lot or parcel within any of the aforementioned subdivisions or any abutting undeveloped land.

Section 3. President as Committee Member. The President shall be a member, ex-officio, of all committees.

Section 4. Term of Office. A term of office for a Board of Director shall be for three (3) years. No more than (3) directors shall be elected in any one (1) year. In order to provide for a staggered election of the Board of Directors, directors shall be elected as follows:

- 2008 Annual Meeting – two (2) directors elected for three (3) years;
- 2009 Annual Meeting – two (2) directors elected for three (3) years;
- 2010 Annual Meeting – three (3) directors elected for three (3) years.

Officers shall be elected as set forth on an annual basis at the annual meeting.



ARTICLE IV MEETINGS

Section 1. Annual Meeting of Members. The annual meeting of members of the Corporation shall be held immediately preceding or following the regular monthly meeting of the Rainbow Lakes Maintenance Board of Directors in August of each year. Notice of time and place of holding the annual meeting shall be mailed to each member at least ten (10) days prior thereto.

Section 2. Special Meetings Members. Special meetings of members may be called by the President, at any time on his/her own initiative or by the Vice President or Secretary, upon the request of five (5) members made to such officer in writing. Notice of any special meeting shall be posted in public areas and mailed to each member at his or her last known address. At any special meeting, there shall be considered only business specified in the notice of such meeting.

Section 3. Quorum for Meetings. Quorum for meetings shall consist of a majority of the Board of Directors. This shall constitute a quorum for any special or annual meeting of the members.

Section 4. Order of Business. At all meetings of the Corporation, the order of business shall be as follows unless a member of the board requests and approves a change in the order of business:

- A. Reading of minutes of immediate prior meeting for information/approval, unless minutes were posted at least ten (10) days prior to the meeting or sent to the members. The presiding officer shall call for the approval of the minutes of the members of the Board prior to continuing the meeting.
- B. Treasurer's Report.
- C. Agenda.
- D. Unfinished Business.
- E. New Business.
- F. Public Comments.
- G. Director's or Member's Comments.
- H. Adjournment.

Section 5. Meetings of the Board. Meetings of the Board of Directors shall be called by the President on his/her own initiative whenever, in his/her judgement, it may be deemed necessary, or by the Secretary, upon request of any two (2) members of the Board of Directors. Five (5) days notice of meetings of the Board shall be sent, by mail, to all Directors and shall be deemed sufficient notice of such meetings. Notwithstanding



Section 2. Should a Director resign or be otherwise disqualified to serve as a Director or Officer, the vacancy must be filled within sixty (60) days for the unexpired term of the resigning or terminated Director, by appointment of the Board of Directors.

ARTICLE VII DUTIES OF OFFICERS

Section 1. President. The President shall preside at all meetings of the Corporation and of the Board of Directors and shall appoint such committees as he/she or the Corporation shall consider expedient or necessary.

Section 2. Vice President. In the absence of the President, the Vice President shall perform his/her duties and in the absence of both the President and the Vice President, the Treasurer shall preside and assume the duties of the President.

Section 3. Secretary. The Secretary shall keep the minutes of all the meetings of the Corporation and of the Board of Directors; shall, if requested, read such minutes at the close of each meeting for approval and shall mail out all notices for meetings of the Corporation or the Board of Directors. The Secretary shall perform such other duties as may be required by the Bylaws, the President or the Board of Directors.

Section 4. Treasurer. The Treasurer shall have custody of all corporate funds and securities and shall keep and maintain in books and ledgers belonging to the Corporation, full and accurate accounts of all receipts and disbursements; shall deposit all monies, securities, and other valuable effects in the name of the Corporation in such depositories as may be designated for that purpose by the Board of Directors. He/She shall disburse the funds of the Corporation as ordered by the Board, taking vouchers for disbursements and shall render to the President and Directors at the regular meetings of the Board, and whenever else requested by the Board, an account of all his/her transactions as Treasurer and of the general financial condition of the Corporation.

The Treasurer shall, upon his/her appointment and as a condition precedent to taking his office, post with the Board a fidelity bond, paid for by the Corporation, in form and in an amount as set forth by the Board of Directors, said bond to be a corporate surety bond conditioned upon his/her faithful performance of the duties of his/her office, and upon resignation, retirement, or removal from office of said Treasurer, all books, papers, vouchers, money, and property of whatever kind and whatever nature in his/her possession or under his/her control, shall remain the sole and exclusive property of the Corporation and shall at all times, be owned by the Corporation and returned to the Corporation.

All transactions shall require the counter-signature of an additional officer and/or require Board approval. The Treasurer shall have authority to expend up to the sum of Five Hundred and 00/100 (\$500.00) Dollars. Any expenditure over the sum of Five Hundred and 00/100 (\$500.00) Dollars must require Board approval.



the foregoing, the Board of Directors may act, by consent, without notice of meeting provided that all Directors consent to such action.

Section 6. Quorum for Board Meeting. A majority of the Board of Directors shall constitute a quorum.

ARTICLE V ELECTION OF DIRECTORS AND OFFICERS

Section 1. Who is Entitled to Vote. Except as these Bylaws or any amendment or amendments thereof otherwise provide, each member in good standing shall, at every meeting of the members, be entitled to one (1) vote in person upon each subject properly submitted to vote.

Section 2. Election of Directors. The candidates for Directors of the Corporation shall be required to be members in good standing and shall be elected by ballot prior to the annual meeting. Each voting member as designated and defined herein, shall be entitled to one (1) vote for each Director to be elected, and the candidates receiving a majority of the votes cast for each office shall be declared elected.

The President of the Board of Directors shall, prior to the April meeting of each successive year, appoint a nominations committee comprised of five (5) persons, for the purpose of selecting and receiving nominations for the potential Board positions. Petitions nominating a potential Board member must have a minimum of five (5) signatures of persons entitled to vote and in good standing. The nominations committee shall make its report to the Board of Directors at the June meeting of each successive year. Thereafter, ballots for the election of the members of the Board of Directors shall be mailed to all members in good standing, as defined herein, prior to the July meeting of the Board of Directors.

Section 3. Election of Officers. The Board of Directors shall elect from among their number, a President, Vice President, Secretary and Treasurer. The meeting of the Board of Directors to elect officers shall be held within one (1) month following the annual meeting of members. Officers elected shall hold office until new officers are elected.

ARTICLE VI VACANCIES IN OFFICE

Section 1. If any Director or Officer shall cease to be a member in good standing of the Corporation, he/she shall cease to be a Director or Officer.



Section 5. Execution of Instruments. The President and the Secretary or the Treasurer shall, upon being so directed by the Board, sign all leases, contracts or other instruments binding the Corporation in writing.

Section 6. Yearly Audit. The financial books and records of the Corporation shall be audited annually by an independent auditor selected and hired by the Board of Directors, said audit to be completed at the end of the fiscal year (July 31) and a report of the independent auditor shall be submitted to the Board for consideration at the Board's annual meeting; said meeting being the first Saturday of August of each successive year.

ARTICLE VIII DUTIES AND POWERS OF THE BOARD OF DIRECTORS

Section 1. Management of Corporation. The Board of Directors shall have the general charge and management of the affairs, funds and property of the Corporation. The Board shall have full power, and it shall be the Board's duty, to carry out the purposes of the Corporation according to its Articles of Incorporation and these Bylaws to determine whether the conduct of any member is detrimental to the welfare of the Corporation and to affix such penalties for such misconduct as are deemed just and fair by the Board and are within the purview of the applicable laws and statutes of the State of Michigan.

Section 2. Rule Making. The Board of Directors may make rules for the conduct of members and the use of Corporation property, and may define, limit or expand upon the fishing, swimming, or other uses of the lake and common areas by the members of the Corporation and their guests, not inconsistent, however, with anything set forth in these Bylaws. No overnight docking or mooring of watercraft at beaches, parks or on the lake bottoms. Riparian property owners can exercise their right to dock watercraft directly in front of their property. Violators may be ticketed by a law enforcement agency for trespassing.

Section 3. Enforcement of Restrictive Covenants and Architectural Control. The Board of Directors is vested with responsibility for enforcement of restrictive covenants affecting the aforementioned subdivisions and heretofore recorded in the Offices of the Register of Deeds for the County of Gratiot. The Board of Directors is further vested with authority to govern architectural control in accordance with such restrictive covenants. The Board of Directors may, in its sole and absolute discretion, exercise whatever recourse it deems necessary to enforce these Bylaws and any amendments thereof, the restrictive covenants or any amendments thereof, or any subsequently, properly enacted rules or regulations of the Corporation. The Board may proceed, by way of example and not by way of limitation by commencing a civil action, by levying and enforcing liens against the property of members, by prosecuting for violation of any state or local ordinance.



Section 4. Appointment of Committees. The Board of Directors may appoint such committees as it deems necessary, it may vote the expenditure of monies as it deems necessary or advisable, and it may contract for the lease or purchase, in the name of the Corporation, of water rights, properties, facilities, equipment or any other item reasonably related to the benefit of the Corporation and for the use of its members.

Section 5. Indemnification of Directors. Each present and future Director and officer, whether or not then in office, shall be indemnified by the Corporation against expenses actually and necessarily incurred by or imposed upon him/her, including but not limited to judgments, costs and counsel fees in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been a Director or Officer of the Corporation, except in relation to matters as to which he/she shall have been adjudged in such action, suit or proceeding to be liable for his or her negligence or misconduct in the performance of his or her duties as a Director or Officer. Such indemnification shall not be deemed exclusive of any rights to which such Director or Officer may be entitled under any other Bylaws, agreements, vote of the members or as a matter of law. The Directors shall, if in their judgment so desire, acquire the necessary and proper insurance coverages to afford additional protection for the Officers and Directors of the Corporation.

Section 6. Place of Directors Meetings. The meetings of the Directors shall be held at Rainbow Lake in the County of Gratiot, except when deemed necessary by a majority vote of the Board and for the best interest of the members to hold meetings elsewhere, in which case, due notice thereof shall be afforded all members as provided herein.

ARTICLE IX COMPENSATION OF DIRECTORS AND OFFICERS

The Board of Directors may, from time to time, fix compensation to be paid to the officers for services rendered and may fix the manner in which such compensation shall be paid.

ARTICLE X ASSESSMENTS, FEES AND DUES

Section 1. Maintenance Fees. The Board of Directors shall determine, from time to time, an appropriate annual maintenance fee to be paid by each member to the Corporation to be used for the purposes set forth in the restrictive covenants recorded in the Office of the Register of Deeds for the County of Gratiot, Michigan. Maintenance fees shall be billed not later than June 1 and paid no later than July 1 of each year. New



property owners will start paying maintenance fees and assessments from the date of ownership. Fees are to be prorated monthly.

Section 2. Assessments. The Board of Directors shall have authority to levy special assessments against any and all of the lots or parcels of real estate located within the subdivisions presently existing, or hereafter incorporated into the Corporation, for the purpose of deferring expense of capital improvements in the common areas of the Corporation, the acquisition of additional common areas, properties, facilities, or equipment. Such special assessments may also be levied for the purpose of enforcing these Bylaws, enforcing the restrictive covenants, or enforcing any rules or regulations promulgated by the Board of Directors.

The Board of Directors shall have the authority to levy such special assessments up to Two Hundred and 00/100 (\$200.00) Dollars annually by an affirmative vote of a majority of the Board of Directors. Any special assessments deemed necessary by the Board of Directors in excess of Two Hundred and 00/100 (\$200.00) Dollars may only be accomplished by a majority affirmative vote of the members present at any special or regular meeting.

Section 3. Non-Payment of Maintenance Fees, Dues or Special Assessments. All unpaid maintenance fees, dues and special assessments shall become a lien against the lot(s) or parcel(s) of the member against whom such fees, dues or special assessments are levied and shall be a personal obligation of such member. Such lien shall be subordinate to that of any mortgage of the aforementioned premises. Such lien shall be enforceable in the same fashion as the foreclosure of a mortgage upon real estate by advertisement, and the Board of Directors, or any officer acting in accordance with their direction and enforcing such liens, is hereby accorded a power of sale of such premises subject as aforesaid to the rights of superior mortgages. Maintenance fees, dues and special assessments which are not paid when due shall bear interest at the rate of ten (10%) percent per annum compounded annually until paid in full. Liens will be placed on all properties that remain delinquent for more than eighteen (18) months. Liens may be renewed each year thereafter until said lien is paid in full. Lien amounts shall include all filing fees and other costs incurred with the filing of the lien.

Alternatively, the Board of Directors may enforce the collection of maintenance fees, dues or special assessments by bringing an action in the appropriate court against the members in default, which action shall be brought in the name of the Corporation by any officer of the Corporation.

Section 4. Loss of Membership. Any member or membership whose maintenance fees, dues or special assessments remain unpaid for a period of one (1) year shall forfeit, automatically, their membership and all of the rights and privileges contained therein.



ARTICLE XI
RULES AND REGULATIONS FOR MEMBERS AND GUESTS

Section 1. Right of Guests to Use Facilities. No person, except a member of the Corporation, the family of such member, or the guest of such member, shall use any waters, properties or facilities owned, leased or contracted, for any purpose whatsoever.

No overnight docking or mooring of watercraft at beaches, parks or on lake bottoms. Riparian property owners can exercise their right to dock watercraft directly in front of their property. Violators may be ticketed by a law enforcement agency for trespassing.

Section 2. Definition of "family". As used in these Bylaws, Rules and Regulations, the term "family" shall include only persons within the third degree of relationship either to the member or to his/her spouse.

Section 3. Definition of Guest. Within the meaning of the foregoing, the term "guest" of a member shall include only persons actually visiting with a member upon his/her property located at Rainbow Lake, all persons occupying the property of a member in the vicinity of Rainbow Lake and also tenants of an entire property. Any guest using the lake or facilities of the lake may do so only when accompanied by a member in good standing.

Section 4. Rights and Responsibilities of "Guests". Guests, including tenants, shall have the same duties and responsibilities with regard to these Bylaws as members of the Corporation, and shall be entitled to the same rights with regard to the use of common areas and the lake, but shall not be entitled to vote. The lot owner will remain responsible for all maintenance fees, dues and special assessments and shall likewise retain all of his/her rights under these Bylaws and be obligated to comply with the terms hereof, and shall be entitled to vote.

Section 5. Expulsion. Any member whose conduct, while using the waters, properties or facilities owned, leased, or contracted for by the Corporation, shall in the opinion of the Board of Directors of the Corporation, be considered detrimental to the welfare of the Corporation, may be expelled from membership by a vote of two-thirds (2/3) of the entire Board of Directors, after due notice to such member and giving such member an opportunity to be heard.

Section 6. Additional Rules and Regulations. The Board of Directors may establish and enforce any and all additional rules and regulations deemed advisable and necessary. The rules and regulations set forth in the Restrictive Covenants heretofore recorded with the Office of the Register of Deeds for the County of Gratiot, are incorporated herein and made a part hereof.



Section 7. Upon Whom Binding. Each and every member of the Corporation, his/her family and guests, and the occupants of any lot or parcel owned by him/her at any time and within any of the aforesaid subdivisions, shall be bound by and abide by these Bylaws, Rules and Regulations.

Section 8. Membership Cards.

(A) No more than three (3) membership cards shall be issued to the owners of a single lot and only then if there are multiple owners of the lot as shown on the tax rolls.

(B) Adult children of a property owner may be listed on a membership card at the property owner's request. No more than two (2) names of adult children may be listed on each card.

(C) In the event any parcel contains a residence which has been leased for a minimum of one (1) year, and proof of said lease is documented by a signed lease or rental agreement, then the owner's membership card may be retired and a membership card may be issued to the tenant or lessee under the same terms and conditions are herein provided for membership cards for owners. Membership cards for lessees or tenants shall be issued only if the membership fee is current. Payment of membership fees is the sole responsibility of the registered owner.

ARTICLE XII
NOTICES

All notices to members shall be mailed to their addresses as given on the books of the Corporation and such mailing shall be presumptive evidence of service thereof.

ARTICLE XIII
AMENDMENTS

These Bylaws may be amended only by a majority vote of the members present at a regular or special meeting of the Corporation, provided the proposed amendment has been stated in the call of the meeting.

By: Kurt Jones

Kurt Jones

Its: Secretary

Dated: March 28, 2008

APPROVED AS TO FORM:

By: Clare Feldpausch
Clare Feldpausch

Its: President

Dated: 3-28, 2008



Marie Misenhelder



RAINBOW LAKES MAINTENANCE CORPORATION

BY: Mary Morris
Mary Morris, Treasurer, RLMC

SUBSCRIBED AND SWORN TO ME ON THE 16th DAY OF April, 2008

Sue A. Smolka
NOTARY PUBLIC.

Gratiot, COUNTY
MICHIGAN
MY COMMISSION EXPIRES:

SUE A. SMOLKA, Notary Public
State of Michigan
County of Gratiot
My Commission Expires April 18, 2011
Acting in the County of Gratiot

4-18-2011

PREPARED BY:
Mary Morris, Treasurer
Rainbow Lakes Maintenance Corporation
P.O. Box 363
Perrinton, Michigan 48871