

ATTORNEY WRITES

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“The Freedom to Assemble ...”

This issue’s column involves one of the basics of riparianism – lake associations.

Since most lake associations are voluntary and have little power, why should property owners get together to create a lake association and potentially incorporate the same? And, why should a riparian voluntarily join an existing association? There are many reasons for incorporating or joining a lake association, including the following:

1. To organize lake residents and property owners for common benefit and goals.
2. To incorporate in order to be able to engage in certain functions and limit potential liability.
3. To lobby local government officials.
4. To speak for the lake community in one unified voice.
5. A group representing most property owners around a lake has more clout and prestige than individual property owners.
6. To sponsor events.
7. To hire services for the lake, including weed treatment and the stocking of fish in the lake.
8. For lake communications.
9. To serve as a social and benevolent group.
10. As a vehicle used to resolve common problems.
11. For intra-lake communications.
12. To be able to have “standing” to file a lawsuit involving an important lake issue.

One of the common complaints by members of lake associations is the conduct of association meetings. Some lake associations conduct meetings better than others.

As an initial matter, how many meetings of the general membership of a lake association should be held each year? There is no specific requirement in Michigan statute or appellate case law apart from having at least one meeting each year. Typically, the date, time, and place of the annual meeting of the membership, as well as special or other meetings of the association's membership, will be covered by the lake association's bylaws. The same is true with regard to meetings of the board of directors of the lake association.

The location of membership meetings is also typically covered by the lake association's bylaws. Must the bylaws require that membership meetings be held at the lake or within a specific distance of the lake? No. The bylaws can be drafted to allow membership meetings to occur at a variety of different locations as well as any place specified by the board of directors for the lake association.

Typically, the president of the lake association will preside at all meetings of the lake association's membership. It is also fairly common for a "watered-down" version of *Robert's Rules of Order* to be utilized at lake association membership meetings (as well as meetings of the board of directors), whether required by the bylaws or simply by practice.

It is usually recommended that *Robert's Rules of Order* be utilized gingerly at membership meetings and that the chair of any such meeting not slavishly follow *Robert's Rules of Order*. Unfortunately, *Robert's Rules of Order* can be, at times, complex and confusing. High drama involving intricate parliamentary procedures at lake association meetings is not a

good idea. While *Robert's Rules of Order* should be followed in general, practicality and common sense should ultimately prevail.

Unless required by the lake association's bylaws, minutes of membership and board of directors meetings are not required *per se*. Nevertheless, it is always prudent to take, approve, and keep good minutes. There is no specific format, required length, or technique for drafting minutes. Of course, the minutes should reflect a general overview of what happened at the meeting, but certainly should not be a word-for-word transcript of everything that occurred at the meeting. A loose rule of thumb is that there should be one to two pages of minutes for each hour of a meeting. For any motions made, the minutes should record who made the motion, who seconded the motion, what the motion stated, who voted in favor of the motion, who voted against the motion, and who abstained. Of course, if the membership votes on a particular item, the actual votes will be recorded by number, not by name unless the bylaws require otherwise for a specific type of vote. The minutes of a body are approved at its next meeting by motion and approval vote. Draft minutes need not be read out loud at a meeting before approval (unless you favor long meetings!). Final approved minutes should be kept forever.

The president should keep tight control over any meeting. All comments should be directed only to and through the chair and not at any individual board member or other association member directly. The president rules on parliamentary issues, subject to being overturned by a majority vote of the board of directors or the membership, whichever is applicable. It is also often prudent for the board of directors to adopt written rules of procedure regarding public comments at meetings (for example, can members comment on every agenda item throughout the meeting, is there a time limit on member comments for each item, etc.).

It is also important for the bylaws of a lake association to specify authority – which association decisions does the membership have authority over versus decisions which can only be made by the board of directors.

The association bylaws should normally specify what prior notice must occur (and to whom) for membership and board of directors meetings. Typically, a written notice will be sent out before a meeting specifying the time, date, and place for a meeting, what type of meeting is involved, and what will be addressed at the meeting.

The president should “keep matters moving” at any meeting. Once a meeting has run about 1-1/2 hours, people begin to “run out of steam.” Conducting meetings late into the night or for too long is generally not advisable.

Every association meeting (whether the meeting involves association members or the board of directors) should have a written agenda available either before the meeting or at least at the beginning of the meeting. Of course, the agenda can be amended at the start of the meeting.

A typical agenda could include the following:

- a. The chair (usually, the president) calls the meeting to order.
- b. Attendance is taken (either by a roll call or by the secretary simply noting who is present).
- c. Pledge of allegiance (optional).
- d. Vote to approve or amend the agenda.
- e. Approval of the minutes of the prior meeting.
- f. Public comments regarding matters not on the agenda (optional).
- g. Committee or subcommittee reports.
- h. Old business.

- i. New business.
- j. Final public comment.
- k. Board member comments.
- l. Setting the time, date, and place for the next meeting (optional).
- m. Vote to adjourn/close the meeting.

I will address other common lake association issues in future *Attorney Writes* columns.