

**BY-LAWS OF WHITE BIRCH LAKES
RECREATIONAL ASSOCIATION
Revised September 3, 2011**

**ARTICLE I
PURPOSE**

The Association shall be responsible for the Management, Maintenance, Operations and Administration of the Common Properties and the affairs of the Development in accordance with the Declarations, these By-Laws, the Articles of Incorporation, duly adopted rules and regulations of the Association and applicable laws.

All Owners and other persons using or entering upon or acquiring any interest in any Lot or the Common Properties shall be subject to the provisions and terms set forth in the Declarations, these By-Laws, the Articles of Incorporation, the duly adopted rules and regulations of the Association and the laws of the State of Michigan.

**ARTICLE II
DEFINITIONS**

The terms as used in these By-Laws are defined as follows:

- A. "Articles of Incorporation" means the Articles of Incorporation for the Association, as amended from time to time.
- B. "Associate Member" means a person or entity who is an Associate Member of the Association pursuant to Article III of these By-Laws and Article I, Section A.2 of The Covenants and Restrictions.
- C. "Association" means the White Birch Lakes Recreational Association, a Michigan not-for-profit Corporation.
- D. "Board" means the Board of Directors of the Association.
- E. "By-Laws" means these By-Laws of the Association.
- F. "Common Properties" means all streets, lakes, parks, recreational facilities or other amenities which are set forth on the recorded plats of the Development, described in the Declarations, or hereafter conveyed to the Association.
- G. "Declarations" means the Declarations of Covenants, Conditions, Easements and Restrictions for the Development, or any part thereafter as amended from time to time.
- H. "Development" means White Birch Lakes Subdivision of Clare, pursuant to the plats thereof recorded from time to time with the Register of Deeds of Clare County, Michigan and accepted by this Association.
- I. "Directors" means those persons who sit on the Board of Directors of the Association pursuant to Article VII of these By-Laws.
- J. "Lot" means a single residential lot within the Development.
- K. "Member" means a person or entity who is a member of the Association pursuant to Article III of these By-Laws.
- L. "Officers" means those persons who are officers of the Association pursuant to Article VIII of these By-Laws.
- M. "Owner" means: (1) Any persons or entities which hold fee simple title to any Lot, other than such persons or entities which have entered into a written contract to

- sell the Lot, and (2) Any persons or entities which have contracted to purchase fee simple title to any Lot pursuant to a valid written agreement.
- N. "Voting Member" means an owner who is current on all Assessments on any and all Lots owned.

ARTICLE III MEMBERSHIP

Section 1 – Classification of Members

There shall be Members and Associate Members.

Section 2 – Members

Each Owner, by reason of ownership of a Lot, shall be a Member of the Association and no other person or entity shall be entitled to membership. Only one of any number of Co-owners of a Lot shall be a Member, all other Co-owners shall be Associate Members. Membership shall be determined by the Co-owners and upon the request by the Association or Board, Owner or Co-owners may be required to produce legal documents showing ownership.

Section 3 – Evidence of Membership

Certificates of membership in the Association shall be issued to Members and Associate Members. These certificates shall be in such form as the Board shall from time to time designate. Adequate records shall be maintained by the Association showing the names of the Members and Associate Members, the types of membership and the date of membership.

Section 4 – Transfer

When a Member ceases to be an owner, his membership and those Associate Members whose membership is based upon ownership by the Member shall cease, but such Member shall remain liable for all Association charges incurred by such Member and Associate Members prior to the giving written notice to the Association that such person is no longer an Owner. The interest of a member or Associate Member in the funds and assets of the Association cannot be assigned, pledged or transferred in any manner except in connection with the sale of a Lot.

Section 5 – Associate Members

If not otherwise a Member, each of the following shall be an Associate Member of the Association:

- A. The spouse and children of a Member who resides with the Member;
- B. Persons designated by the Board as Associate Members who are tenants or otherwise occupy dwellings within the Development. Such Associate

Membership shall cease automatically upon termination of the tenancy or occupancy;

- C. Associate Members shall have none of the rights of Members to vote at meetings of the Association. The privileges and duties of Associate Members shall be established from time to time by the Board by resolution. The privileges and duties of Associate Members need not be the same as those of Members.

Section 6 – Privileges of Members and Associate Members

Members and Associate Members shall have the use of the Common Properties subject to the provisions of the Declarations, these By-Laws, the Articles of Incorporation, and the rules and regulations established by the Board.

Section 7 – Suspension of Privileges of Membership

The Board shall have the right to suspend the voting rights, if any, the right to use and share in the Common Properties of the Association and the other privileges of membership of any Member or Associate Member. The use of the roads within the Development shall be allowed for ingress and egress only and shall not include use of the roads for recreational purposes.

- A. For any period during which any Association charge, including fines, owed by the Member or Associate Member remains unpaid.
- B. For any period of continuing violation of the Declarations, after the existence of the violation shall have been declared by the Board.
- C. Because of any violation of the By-Laws or rules and regulations of the Association.

ARTICLE IV MEETINGS

Section 1 – Place of Meeting

Any or all meetings of the Members, Associate Members, and of the Board of Directors, of the Association, shall be held within the borders of White Birch Lakes properties, at a location selected by the Board of Directors, unless to do so would be impractical, in which case the Board of Directors shall designate a location for such meeting no farther than 25 miles from White Birch Lakes properties. Any such meetings shall be open meetings.

Section 2 – Annual Meeting

An Annual Meeting of the Members and Associate Members shall be held each year on the third Saturday in the month of July or on such other day in the month of July as the Board of Directors may by resolution determine. One of the purposes of the Annual Meeting shall be the election of a Board of Directors. If, for any reason the Annual Meeting of the Members and Associate Members cannot be held on the day designated, the Board of Directors shall set another date. The proceedings

shall be the same as an Annual Meeting. The requisites of notice of such meeting shall be the same as an Annual Meeting.

Section 3 – Notice of Annual Meeting of Members

At least thirty (30) days but not more than sixty (60) days prior to the date fixed by this article for the holding of the Annual Meeting of Members and Associate Members, written notice of the time, place and purposes of such meeting shall be mailed to each Member, as hereinafter provided. Such notice is to be sent to Members by first-class mail.

Section 4 – Order of Business at Annual Meeting

The order of business at the Annual Meeting of the Members and Associate Members shall be as follows:

- A. Call to Order and Reading of Notice of Meeting
- B. Report of Secretary
- C. Report of Treasurer
- D. Nominating Committee Report and Election of Directors
- E. President's Report
- F. Committee Reports
- G. Manager's Report
- H. Transaction of other business
- I. Comments from the floor
- J. Results of Election of Directors
- K. Adjournment

Provided that, the Presiding Officer may vary the order of business with Board approval.

Section 5 – Special Meetings of Members

A special meeting of the Members may be called at any time by the President, by a majority of the Board of Directors or by 10% of the Voting Members. The method by which such meeting may be called is as follows: The Board of Directors, upon receipt of specification in writing, setting forth the date and objects of such proposed special meeting, within thirty (30) days, shall instruct the Secretary of the Association to prepare, sign and post and mail the notices requisite to such meeting. The requisite of notice of such special meeting shall be the same herein provided for the Annual Meeting except that at least fourteen (14) days notice be given.

Section 6 – Organization Meeting of Board

At the place of holding the Annual Meeting of Members and Associate Members, and immediately following the same, the Board of Directors, as constituted upon the

final adjournment of such Annual Meeting, shall convene for the purpose of electing Officers and transacting any other business properly brought before it, provided, that the Organization Meeting in any year may be held at a different time and place than that herein provided, by consent of a majority of the Directors of such new Board.

Section 7 – Regular Meeting of Board

Regular Meetings of the Board shall be held at such time and place as the Board of Directors determines. Notice of Regular Meetings of the Board of Directors shall be posted fourteen (14) days prior to the Meeting.

Section 8 – Special Meetings of Board

Special Meetings of the Board may be called by the President at any time and shall be called upon the written request of at least three (3) Members of the Board of Directors, by written notice, telegram or telephone of the time, place and purpose thereof, given at least seven (7) days before such Meeting to each Director. Notice of this Special Meeting shall be posted for the Members at least seven (7) days prior to the Meeting.

Section 9 – Emergency Meeting

Only in an emergency, may the Board of Directors meet without posting prior notice to the Members. Members of the Board shall be notified by any method practical. Business shall be limited to addressing the emergency in the best interests of the Members.

Section 10 – Notices and Mailings

All notices required to be given by a provision of these By-Laws, unless otherwise provided, shall state the authority pursuant to which they are issued (as “by order of the President”, or “by order of the Board of Directors” as the case may be) and shall bear the written or printed signature of the Secretary. Every notice shall be deemed duly served when the same has been deposited in The United States mail, with postage fully prepaid, plainly addressed to the sendee at his, her or its last address appearing upon the original or duplicate stock ledger of this Corporation at its registered office in Michigan, or elsewhere in the corporate records if the sendee is not a Member.

Section 11 – Procedures for Board Meetings

1. All Meetings of the Board shall be open to Members and Associate Members unless the meeting has been officially declared an executive session (closed meeting).

2. An executive session may take place only for the purposes of negotiations or strategy on contracts financial matters, when dealing with confidential personnel matters or when discussing legal matters or consulting an attorney. An executive session must be approved by a majority vote of the Board Members present. Any action must be approved in an open meeting.
3. All meetings, except executive sessions, shall include a time for comments and questions from Members and Associate Members.
4. The approved minutes and Treasurer's Report shall be made available to the Members and Associate Members following the meeting.

Ten percent (10%) of the voting Members of this Association shall constitute a quorum of any meeting of the Members and Associate Members. Said Members must be present in person to be counted in the quorum.

Section 12 – Quorum of Directors

A majority of the Directors shall constitute a quorum of the Board.

ARTICLE VI NOMINATIONS, VOTING and ELECTIONS of THE BOARD of DIRECTORS

Section 1 – Who is entitled to vote

Except as the By-Law articles or amendments thereto provide otherwise, each Member of the Association shall, at every meeting of the Members and Associate Members, be entitled to one vote for each Lot owned on the date of voting, except that Members owning contiguous Lots, paying one assessment, shall be entitled to only one vote. No Member shall be entitled to vote until he/she has presented satisfactory evidence of Membership in good standing.

Section 2 – Nomination

A Nominating Committee shall be named by the Board of Directors. It will consist of five (5) Members, one of which shall be a Board Member. The Nominating Committee shall be named by the Board of Directors no later than March 15th of each year. Any Member may enter his or her name into nomination by corresponding with the Nominating Committee or the Secretary of the Association. The Association shall certify eligibility of Nominees prior to publishing the list. Eligibility is defined in ARTICLE II, paragraph K and ARTICLE III. Nominations will be closed on June 1st of each year and published in the Association Notice of Annual Election Meeting. However, nominations from the floor may be made at the Annual Election Meeting.

Section 3 – Voting

Voting for the Board of Directors shall be in person at the Annual Election Meeting or by absentee ballot. Absentee ballots shall be requested, in writing, from the Association Secretary and returned to the Secretary prior to the Meeting.

ARTICLE VII BOARD of DIRECTORS

Section 1 – Number and Terms of Directors

The business affairs of the Corporation shall be managed by a Board of Directors composed of seven (7) Members. Each Director shall hold office for the term for which he/she is elected and until his/her successor is elected or appointed. The term of each Director shall be three (3) years or until his successor is elected or appointed.

After the initial changeover, starting in 2007, in each three (3) year cycle, three (3) Directors will be elected in the first year and two (2) Directors will be elected in the second and third years.

Section 2 – Vacancies

Vacancies in the Board of Directors shall be filled by appointment made by the remaining Directors. Each person so appointed to fill a vacancy shall remain a Director until he/she has been elected by the Members, who may make such election at their next Annual Meeting or at any Special Meeting, duly called for that purpose, held prior thereto.

Section 3 – Power to Make By-Laws

The Board of Directors may have the power to amend the By-Laws, by a two thirds (2/3) vote, provided that the amendment has been submitted in writing, at the previous Regular Meeting. The Board shall not make or alter any By-Laws fixing qualification, classifications or term of office of any Members or Members by the then existing Board. The amendment shall not take effect until it is approved by a majority of the votes cast at a Membership Meeting. Notice of the proposed amendment shall be included in the requisite notice.

Section 4 – Power to Elect Officers

The Board of Directors shall elect a President, one or more Vice Presidents, a Secretary and a Treasurer. No Officer, except the President and the Vice President(s), need be a Member of the Board.

Section 5 – Power to Appoint Other Officers and Agents

The Board of Directors shall have the power to appoint such other Officers and Agents as the Board may deem necessary for the transaction of business of the Corporation.

Section 6 – Removal of Officers and Agents

Any Officer or Agent may be removed by the Board of Directors whenever, in the judgment of the Board, the business interest of the Association will be served thereby.

Section 7 – Power to Fill Vacancies

The Board shall have the power to fill any vacancy in any office occurring from any reason whatsoever.

Section 8 – Delegation of Powers

For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any Officer or to any other Officer or Director, but no Officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 9 – Power to Appoint Executive Committee

The Board of Directors shall have the power to appoint, by resolution, an Executive Committee composed of two (2) or more Directors, who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the Association between Meetings of the Board.

Section 10 – Power to Appoint Committees

The Board of Directors shall have the power to appoint committees for Association activities. Members of Committees serve at the pleasure of the Board.

Section 11 – Power to Require Bonds

The Board of Directors may require any Officer or Agent to file with the Association, a satisfactory bond conditioned for faithful performance of his/her duties.

Section 12 – Power to Hire a Manager

The Board of Directors shall have the power to hire a Manager who shall have discretion to hire and terminate employees as needed.

Section 13 – Compensation

The compensation of Directors, Officers and Agents shall be no less than One Dollar (\$1.00) per year and unless otherwise fixed by the Board, no more than One Dollar (\$1.00) per Meeting attended.

Section 14 – Conflicts of Interest

PURPOSE

The purpose of the conflicts of interest policy is to protect the Association's interest when it is contemplating entering into a transaction arrangement that might benefit the private interests of a Board Member, Association Officer, Member of the Management Staff who holds a leadership position, or any employee or Member.

Anyone serving on the Board or a member of their immediate family cannot hold a paid position with the Association during their term or for a period of three (3) years afterwards. Family members include spouse, sibling, parent and children.

POLICY

If any Member of the Board of Directors should have a conflict of interest with an item, he/she must withdraw from the discussion and abstain from voting on said item.

If a question of conflict of interest arises, it shall be resolved by a majority vote of the Board of Directors if necessary.

ARTICLE VIII OFFICERS

Section 1 – President

The President shall be selected by and from the Membership of the Board of Directors. He/she shall be the Chief Executive Officer of the Association. He/she shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board are carried into effect. He/she shall be ex-officio a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President of a Corporation.

Section 2 – Vice Presidents

The First Vice President, and then the Second Vice President, shall perform the duties and exercise the powers of the President during the absence or disability of the President.

Section 3 – Secretary

The Secretary shall attend all meetings of the Members and Associate Members and the Board of Directors, and of the Executive Committee, and shall preserve in

books of the Association, true minutes of the proceedings of all such meetings. He/she shall safely keep in his/her custody the seal of the Association and shall have authority to affix the same to all instruments where its use is required. He/she shall give all notices required by statute, By-Law or resolution. He/she shall perform such other duties as may be delegated to him/her by the Board of Directors or by the Executive Committee.

Section 4 – Treasurer

The Treasurer shall have custody of all Corporate funds and securities and shall keep in books belonging to the Association, full and accurate accounts of all receipts and disbursements; he/she shall deposit all monies, securities and other valuable effects in the name of the Association in such depositories as may be designated for that purpose by the Board of Directors. He/she shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at the Regular Meetings of the Board, and whenever requested by them, an account of all his/her transactions as Treasurer and of the financial condition of the Association.

Section 5 – Assistant Secretary and Assistant Treasurer

An Assistant Secretary, in the absence or disability of the Secretary, may be appointed and shall perform the duties and exercise the powers of the Secretary. An Assistant Treasurer, in the absence or disability of the Treasurer, may be appointed and shall perform the duties and exercise the power of the Treasurer.

Section 6 – Secretary-Treasurer

At the discretion of the Board of Directors, the Office of Secretary and Treasurer may be held by one person.

ARTICLE IX Indemnification

Section 1 – Right to Indemnification

Each person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding; whether civil, criminal, administrative or investigative; formal or informal (hereinafter referred to as a “proceeding”) by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a Director or Officer of the Association or, while serving as a Director or Officer of the Association, is or was serving at the request of the Association as a Director, Officer, Partner, Trustee, employee or agent of another foreign or domestic Association, partnership, joint venture, trust or other enterprise, whether for profit or not, including service with respect to employee benefit plans, whether the basis of the proceeding is alleged action in an official capacity as a Director, Officer, employee or agent or in any other capacity while serving as a Director or Officer,

shall be indemnified and held harmless by the Association to the fullest extent authorized by the Michigan Business Corporation Act (MBCA), as it exists or may be amended (but, in the case of any such amendment, only to the extent that the amendment permits the Association to provide broader indemnification rights than the MBCA permitted the Association to provide before the amendment), against all expenses, liability and loss (including attorney fees, judgments, fines, ERSIA excise taxes, or penalties and amounts to be paid in settlement) reasonably incurred by the person in connection therewith, and the indemnification shall continue for a person who has ceased to be a Director or Officer and shall inure to the benefits of his or her heirs, executors and administrators; provided, however that except as provided in Article IX, Section 2 of these By-Laws with respect to proceedings seeking to enforce rights of indemnification, the Association shall indemnify any such person seeking indemnification in connection with a proceeding, or part thereof, initiated by the person only if the proceeding, or part thereof, was authorized by the Board of Directors of the Association. To the extent authorized by the MBCA, the Association may, but shall not be required to, pay expenses incurred in defending a proceeding in advance of its final disposition, except that the advancement of expenses shall be mandatory if a provision in the Articles of Incorporation, these By-Laws, or a resolution of the Board make indemnification mandatory unless the provision specifically provides otherwise. The right to indemnification conferred in this article shall be a contract right.

Section 2 – Nonexclusively of Rights

The right to indemnification conferred in this article shall not be exclusive of any other right that any person may have or acquire under any statute, provision of the Articles of Incorporation, By-Law, agreement, vote of Members or disinterested Directors, or otherwise.

Section 3 – Indemnification of Employees and Agents of the Association

The Association may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the payment by the Association, for expenses incurred in defending any proceeding before its final disposition, to any employee or agent of the Association to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of Directors and Officers of the Association.

Section 4 – Insurance

The Association may maintain insurance, at its expense, to protect itself and any Director, Officer, employee or agent of the Association or of another Association, partnership, joint venture, trust or other enterprise against any expense, liability or

loss, whether or not the Association would have the power to indemnify the person against the expenses, liability or loss under the MBCA.

ARTICLE X EXECUTION OF INSTRUMENTS

Section 1 – Checks, Etc.

All checks, drafts and orders for payment of money shall be signed in the name of the Association by any two (2) of the following Officers: President, Vice President, and/or Secretary/Treasurer as the Board of Directors shall from time to time designate for that purpose.

Section 2 – Contracts, Conveyances, Etc.

When the execution of any contract, conveyance or other instrument has been authorized without specification by the executing Officers, the President, or any Vice President, and the Secretary, or Assistant Secretary, may execute the same in the name and behalf of this Association and may affix the Corporate seal thereto. The Board of Directors shall have the power to designate the Officers and agents who shall have the authority to execute any instrument in behalf of this Association.

ARTICLE XI POWER OF BOARD TO BORROW MONEY

The Board of Directors shall have full power and authority to borrow money whenever, in the discretion of the Board, the exercise of said power is required in the general interests of this Association, and in such case, the Board may authorize the proper Officials of this Association to make, execute and deliver, in the name and behalf of this Association, such notes, bonds and other evidence of indebtedness as said Board shall deem proper, and said Board shall have the full power to mortgage the property of this Association, or any part thereof, as security for such indebtedness, and no action on the part of the Membership of this Association shall be requisite to the validity of such note, bond, evidence of indebtedness or mortgage. This power is limited in the amount of anticipated or other revenue.

ARTICLE XII FISCAL YEAR

The fiscal year shall begin the first day of March in each year.

ARTICLE XIII AMENDMENT OF BY-LAWS

Section 1 – Amendments, How Effected

These By-Laws may be amended, altered, changed, added to, or repealed by the affirmative vote of a majority of the Members, if notice of the proposed amendment, alteration, change, addition or repeal be contained in the notice of the Meeting, or by the affirmative vote of two thirds (2/3) of the Board of Directors at a Regular or Special Meeting of the Board, provided, however, that the Board of Directors shall not make or alter any By-Laws fixing their qualifications, classifications, terms of office or compensation; provided also, that any By-Laws made by an affirmative vote of two thirds (2/3) of the Board of Directors, as provided herein, may be amended, altered changed, added to, or repealed by the affirmative vote of a majority of the Members entitled to vote at any Regular or Special Meeting of the Members and Associate Members; and provided further, that no change of the date of the Annual Meeting of Members shall be made within thirty (30) days before the day on which such Meeting is to be held, unless consented to in writing, or by resolution adopted at a Meeting, by all Members entitled to vote at a Special or Annual Meeting.

ARTICLE XIV ASSESSMENTS AND LIENS

Section 1 – Determination of Assessment

The Board of the Association shall fix the amount of the annual assessment per Member by the first day of February of each year, or as soon thereafter as practical, and written notice of the assessment, so fixed, shall be sent to each Member prior to February 15th of each year. The increase in the assessment shall be no more, and may be less than, Fifty Dollars (\$50.00) per Lot per year. Each charge so made shall be paid by the Member to the Association on or before the first day of March of each year for the current year. Where either the date of the assessment or of written notice is delayed, the payment date may be set back by a similar period if deemed desirable to do so by the Board.

Section 2 – Collection and Lien

If any charge levied or assessed against any Lot shall not be paid when due, it shall ipso facto become a lien upon the Lot or Lots owned by persons owing such charge or charges and shall remain a lien against said Lot or Lots until paid in full, together with interest as hereinafter provided and other costs or charges which might become due as a result of nonpayment. All assessments shall bear interest at the rate of seven percent (7%) from their due date until paid in full. If in the opinion of the Board such charges shall remain due and payable for any unreasonably long period of time, they may, on behalf of the Association, institute such procedures either in law or in equity, either by way of foreclosure or such lien or otherwise, to collect the amount of said charge in any court of competent jurisdiction. The Owner subject to the charge shall, in addition to the amount of the charge at the time the legal action is instituted, be obligated to pay any expenses or costs including attorney's fees incurred by the Association in collecting the same. Every person who shall become an Owner of any Lot, whether such ownership be legal or

equitable, and any person who may acquire any interest in such Lot, whether as an Owner or otherwise, is hereby notified by acquisition of such interest, agrees that any such liens of charges are valid liens and shall be paid. Every person who shall become an Owner of a Lot in the Development is hereby notified that by the act of acquiring such title, such person will be conclusively held to have agreed to pay the Association all charges the Association make pursuant to the Declarations and these By-Laws. The Association shall, upon demand at any time, furnish a certificate, in writing, signed by an Officer of this Association, certifying that the assessments against a specific Lot remain unpaid or have been paid as the case may be. A reasonable charge may be made by the Board for the issuance of these certificates. Such certificates shall be conclusive evidence of payment of any assessments stated to have been paid.

Section 3 – Suspension

The Association shall not be required to transfer Membership on the books or to allow the exercise of any rights or privileges on account thereof to any Owner of a Lot or any persons claiming under an Owner unless or until all assessments and charges to which the Lot is subject to have been paid in full.

Section 4 – Personal Liability

Each Member shall remain personally liable for the payment of all assessments against his/her Lot. No Member may be exempt himself/herself from liability for any assessments by the waiver of the use of, or enjoyment of, any of the Common Properties, by abandonment of his/her Lot, or in any such manner.

Section 5 – Audit

The Board shall call for an annual financial audit.

ARTICLE XV

PARLIMENTARY AUTHORITY

The Parliamentary Authority for this Association shall be the current edition of Robert's Rules of Order.