

THE WOODLANDS NORTH HOMEOWNERS ASSOCIATION

AMENDED AND RESTATED BYLAWS

ARTICLE I NAME AND LOCATION

The name of this organization shall be The Woodlands North Homeowners Association (hereinafter referred to as the "Association"). The Association is incorporated in the State of Michigan as a non-profit corporation and organized on a membership basis pursuant to the Michigan Nonprofit Corporation Act, Act 162 of the Public Acts of 1982, (hereinafter referred to as the "Act"). The mailing address of the Association is P.O. Box 0202, Northville, Michigan 48167-0202. Meetings of Members and Directors may be held at such places within the State of Michigan as may be designated by the Board of Directors.

ARTICLE II ADOPTION OF OTHER DOCUMENTS

SECTION 1. DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS. The Declaration of Covenants, Conditions and Restrictions recorded with the Register of Deeds of Wayne County, State of Michigan, as amended by the First Amendment to Declaration of Covenants, Conditions and Restrictions recorded with the Register of Deeds of Wayne County, State of Michigan (as may be further amended from time to time as therein provided together referred to hereinafter as the "Declarations"), are hereby incorporated by reference and adopted in their entirety as part of the Amended and Restated Bylaws (the "Bylaws") of The Woodlands North Homeowners Association.

SECTION 2. ARTICLES OF INCORPORATION. The Articles of Incorporation of this Association filed with the Michigan Department of Consumer and Industry Services on April 11, 2002 (as may be amended from time to time, the "Articles of Incorporation"), are hereby incorporated by reference and adopted in their entirety as part of the Bylaws of this Association.

SECTION 3. DEFINITION OF TERMS. Capitalized terms used in these Bylaws and not otherwise defined herein, shall have the meanings ascribed to such terms in the Declarations.

SECTION 4. CONFLICT OF TERMS AND PROVISIONS. In the event there exists any conflict among the terms and provisions contained within the Declarations, the Articles of Incorporation or these Bylaws, the terms and provisions of the following documents, in their stated order of priority, shall control: (i) the Declarations; (ii) the Articles of Incorporation; and (iii) the Bylaws of this Association.

ARTICLE III
MEMBERS

SECTION 1. **MEMBERSHIP.** Every Lot Owner of record (“Owner”) shall be a member of the Association (“Member”).

All membership rights and obligations shall be appurtenant to and may not be separated from ownership of any Lot. Where the Lot Owner is more than one (1) person or entity, said multiple owners shall be collectively one (1) Member, even though all of said co-owners shall be jointly and severally liable for the assessments levied against the Lot collectively owned by said co-owners, pursuant to Article IV of the Declarations.

SECTION 2. **PLACE OF MEETING.** Meetings of the Members of the Association shall be held in Wayne County, Michigan or at a suitable place convenient to the Members as may be designated by the Board of Directors. Meetings of the Members of the Association shall be conducted in accordance with generally accepted rules of parliamentary procedure, when not otherwise in conflict with the Articles of Incorporation, these Bylaws or the laws of the State of Michigan.

SECTION 3. **ANNUAL MEETING OF MEMBERS.** The annual meeting of the Members, shall be held in the month of May, on a day not a legal holiday, at 7:00 o'clock p.m., local Detroit time, or at such other date and time as shall be determined from time to time by the Board of Directors of the Association (the “Annual Meeting”), unless the action to be taken at the Annual Meeting is taken by written consent, as provided in Section 8 below. At said meeting, the Members shall elect Directors and shall transact such other business as may be properly brought before the meeting. If the annual meeting is not held in May, then the Board of Directors shall cause the meeting to be held as soon thereafter as convenient.

SECTION 4. **NOTICE OF MEETING OF MEMBERS.** Except as otherwise provided in the Act, written notice of the time, place, agenda and purposes of a meeting of Members shall be given not less than thirty (30) nor more than sixty (60) days before the date of the meeting, to each Member of record entitled to vote at the meeting. When a meeting is adjourned to another time or place, it is not necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and at the adjourned meeting only such business is transacted as might have been transacted at the original meeting. However, if after the adjournment, the Board of Directors fixes a new record date for the adjourned meeting, a notice of adjourned meeting shall be given to each Member. If a Member attends a meeting of the Members, that Member shall be deemed to have waived any objection to: (a) lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to the holding of the meeting or transacting business at the meeting; and (b) consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice unless the Member objects to considering the matter when presented.

SECTION 5. SPECIAL MEETING OF MEMBERS. The Board of Directors of the Association, or the Members representing no less than thirty-five percent (35%) of the total number of outstanding votes of all Members of the Association may call a special meeting of the Members of the Association. The method by which such meeting may be called is as follows: Upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by a majority of the Board of Directors or by a minimum of thirty-five percent (35%) of the Members of the Association, the Secretary of the Association shall prepare, sign and mail the notice requisite to such meeting to the Members.

SECTION 6. QUORUM OF MEMBERS.

(a) With respect to the meeting of Members held for the purpose of electing the Directors of the Association, the quorum for holding such meeting shall be the Members present in person or in proxy, and there shall be no requirement that a minimum number of Members be present.

(b) The presence, in person or by proxy, of Members representing thirty-five (35%) percent of the total number of Members shall constitute a quorum for holding all other meetings of Members. The Members present in person or by proxy at such meeting may continue to do business until adjournment, regardless of whether or not there are enough Members present to constitute a quorum. Whether or not a quorum is present, the meeting may be adjourned by a vote of the Members present. In the event the required quorum is not present at any meeting, it may be adjourned and another meeting called upon thirty (30) days notice, and the required quorum at such subsequent meeting shall be fifty percent (50%) of the required quorum at the preceding meeting.

SECTION 7. VOTING.

(a) Members of the Association who are in good standing shall have the following voting rights: Each Member is entitled to one (1) vote on each matter submitted to a vote for each Lot owned by such Member, unless otherwise provided in the Articles of Incorporation. When more than one (1) person or entity holds an interest in any Lot or other portion of the Property (multiple ownership), all such persons shall constitute one (1) Member, but in no event shall there be more than one (1) vote cast with respect to any such Lot. When more than one (1) person or entity holds an interest in such Lot, the vote for the Lot shall be exercised as the multiple Lot Owners may, among them, agree, and they shall notify the Association in writing of the person entitled to exercise such vote. In the event any multiple Lot Owners fail to provide such notice to the Association within thirty (30) days prior to the date set for a meeting, the Lot Owner whose name first appears on record title shall be deemed to be the Member authorized to vote on behalf of all the multiple Lot Owners and any vote cast in

person or by proxy by said Lot Owner, or the failure of said Lot Owner to vote, shall be binding upon all such multiple Lot Owners.

(b) A Member may cast a vote orally or in writing. When an action is to be taken by vote of the Members, the action shall be authorized by a majority of the votes cast, unless the Act or Articles of Incorporation or these Bylaws require a greater plurality. Any Member may authorize any individual to attend any meeting on his or her behalf and give such individual a written proxy to vote on any matter submitted to a vote. The Secretary of the Association shall count the votes cast, report the results to the Members during the meeting and record the results in the meeting minutes.

(b) PROXIES. In lieu of personally appearing at an Association meeting to cast his or her vote, a Member may vote by signed proxy however, that proxy will only be counted at the meeting if it was presented to the Secretary of the Association by another Member prior to the vote.

SECTION 8. CONSENT OF MEMBERS IN LIEU OF MEETING. Any action required or permitted by the Act to be taken at an annual or special meeting of Members may be taken without a meeting, without prior notice and without a vote, if a majority of the Members entitled to vote thereon consent thereto in writing. Any action required or permitted by the Act to be taken at any other meeting of Members may be taken without a meeting, without prior notice and without a vote, if consents in writing, setting forth the action so taken, are signed by the Members having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all Members entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to Members who have not consented in writing.

SECTION 9. EVIDENCE OF OWNERSHIP. No Lot Owner may vote, in person or by proxy, at any meeting of the Association until he or she has presented evidence of Lot ownership to the Association and is in good standing. To be in good standing, a Member must be current with his or her annual and special assessment obligations.

SECTION 10. SPECIAL MEETING FOR PURPOSE OF ESTABLISHING CERTAIN ASSESSMENTS; QUORUM REQUIREMENTS.

In accordance with Article IV of the Declarations, the Board of Directors shall not levy (a) annual assessments in excess of twenty-five percent (25%) of the annual assessment for the preceding year, or (b) special assessments, unless such assessments are first approved by sixty (60%) percent of the total votes cast in person or by proxy at a meeting of the Association Members duly called for such a purpose. Written notice of such meeting shall be sent by the Board of Directors to all Members at least thirty (30) days in advance of the meeting, which notice shall set forth the purpose of the meeting. The quorum required for the first meeting called for the purpose of voting on a special assessment shall be the same as set forth in Section 6, above. For clarification, no special

meeting shall be required for the levy or increase of annual assessments in any amount that does not exceed twenty-five percent (25%) of the annual assessments for the preceding year, which shall be levied by the Board of Directors in accordance with Article IV, Subsection D of the Declarations.

ARTICLE IV **DIRECTORS**

SECTION 1. BOARD OF DIRECTORS. The right to manage the affairs of the Association shall be exclusively vested in the Association's Board of Directors ("Board of Directors"), who may delegate authority only as specifically permitted herein. The members of the Board of Directors shall be elected at the annual meeting of the Members by majority vote of all Members present at such meeting. Directors shall serve without compensation and shall be deemed volunteer directors under the Act.

SECTION 2. NUMBER AND TERM OF DIRECTORS. The Board of Directors shall consist of at least five (5) but not more than nine (9) Members. Initially, the Members shall elect three (3) Directors to serve special terms of one (1) year each, and any additional Directors shall serve terms of two (2) years each. Thereafter, a Director shall hold office for two (2) years and until his or her successor is elected and qualified, or until his or her resignation or removal. All Directors must be Members.

SECTION 3. REMOVAL OF DIRECTORS. Each shall serve on the Board of Directors until:

- (a) the expiration of such Director's term;
- (b) such Director tenders his or her resignation;
- (c) such Director is removed by the Members whose aggregate vote constitutes at least sixty-five (65%) percent of the total outstanding votes of all Members;
- (d) the death or mental incompetence of a Director; or
- (e) said Director (or his/her principal, if the Director is an agent of any Member) no longer holds an interest in any Lot.

Upon the occurrence of such resignation, removal, death, incompetence and/or withdrawal of a Director (each, a "Vacancy"), the Vacancy may be filled by a vote of the majority of the remaining members of the Board of Directors at the subsequent meeting of the Board of Directors, provided that if a majority vote is not achieved at such subsequent meeting, or if more than one Vacancy exists at any one time, the remaining members of the Board of Directors shall call a special meeting of the Members and a new Director or Directors, as the case may be, shall be elected by the affirmative vote of the Members whose votes constitute a majority of all outstanding votes. All replacement

members of the Board of Directors shall serve until the next Annual Meeting of the Members.

SECTION 4. POWERS AND DUTIES. The Board of Directors shall have all powers and duties necessary to administer the affairs of the Association in accordance with the Declarations, the Articles of Incorporation and these Bylaws. Without limitation of the foregoing, the Board of Directors, in conjunction with the Architectural Control Committee and any other committee designated by the Board of Directors, shall have full power and authority to interpret and enforce the Declarations as set forth in Articles VIII and X of the Declarations and the Articles of Incorporation and to set, modify or enforce the Rules and Regulations (as defined in Article VI, Section 1(b) hereof). Such enforcement shall include, but not be limited to, assessing fines, taking preventative or curative actions on any individual Lot or the "Common Area" (as defined in the Declarations), and pursuing all other legal and equitable remedies to enforce the Declarations and the rules, policies and procedures of the Association, the Board of Directors and any committee designated by the Board of Directors in relation thereto. Without limitation of the foregoing and in addition to the duties imposed on the Board of Directors by these Bylaws or by any resolution of the Association, the Board of Directors shall have the power to, and shall be responsible for, the following:

(a) Adopting an annual budget, in which there shall be established the annual assessment of each Lot Owner.

(b) Levying annual and special assessments against Lot Owners to defray expenses relating to or arising from the use, upkeep, maintenance and care of the Common Area (the "Common Expenses"), establishing the means and methods of collecting such assessments from the Lot Owners, and pursuing any means of collection or enforcement of such assessments, and depositing the proceeds in a Bank depository which it shall approve.

(c) Providing for the management, operation, care, upkeep, replacement and maintenance of all of the Common Area.

(d) Designating, hiring and dismissing the personnel necessary or advisable for the maintenance, operation, repair and replacement of the Common Area, and providing services for the Property, including engaging of a manager or managing agent.

(e) Making and amending Rules and Regulations respecting the use and enjoyment of the Lots and Common Area in accordance with the provisions of these Bylaws, whether by delegation to the Architectural Control Committee or otherwise.

(f) Opening bank accounts on behalf of the Association and designating the signatories required therefor.

(g) Making, or contracting for the making of, repairs, additions and improvements to, or alterations or restorations of, the Common Area, in accordance with the provisions of these Bylaws and the Declarations.

(h) Enforcing by legal means the provisions of the Declarations, the Articles of Incorporation, the Bylaws and the Rules and Regulations, and bringing or defending against any proceedings which may be instituted on behalf of or against the Association.

(i) Obtaining and carrying insurance as provided in these Bylaws, paying the premium cost thereof and adjusting and settling claims thereunder.

(j) Paying from the annual or special assessment the cost of all services rendered to the Association and not billed to Lot Owners.

(k) Keeping books and accounts in accordance with the provisions of these Bylaws.

(l) Borrowing money on behalf of the Association shall be prohibited except when required in connection with the operation, care, upkeep and maintenance of the Common Area and with approval by a majority of the Lot Owners.

(m) Consistent with the terms and provisions of the Declarations, entering into agreements, including, without limitation, easement agreements for the use by the Association and its members on reasonable terms and conditions of facilities, parks and walkways.

(n) Making of repairs, additions and improvements to, or alterations of, the Common Area and repairs to and restoration of the property after a casualty or taking in accordance with the provisions of the Declarations or these Bylaws.

(o) The power to do everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objectives or the furtherance of any of the powers of the Association either alone or in conjunction with the Lot Owners, or either.

SECTION 5. REGULAR MEETINGS OF THE BOARD OF DIRECTORS. All regular meetings of the Board of Directors shall be held monthly at such place within Wayne County, Michigan or at another suitable place, as may be determined from time to time by the Board of Directors, and may be held without notice to the Members. The Board of Directors shall make available the minutes of all such meetings within a reasonable time after such meeting date.

SECTION 6. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS. Special meetings of the Board of Directors may be called at any time by a majority of the persons then comprising the Board of Directors by providing reasonable

advance notice of the time and place thereof to each Director. The Board of Directors shall make available the minutes of all such meetings within a reasonable time after such meeting date.

SECTION 7. QUORUM AND REQUIRED VOTE OF BOARD OF DIRECTORS. At all meetings of the Board of Directors, a majority of the members of the Board of Directors then in office shall constitute a quorum. The vote of the majority of Directors present at a meeting at which a quorum is present constitutes the action of the Board of Directors, unless a vote of a larger number is required by the Act, the Articles of Incorporation, the Declarations, or these Bylaws. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

SECTION 8. CONSENT OF DIRECTORS IN LIEU OF MEETING. Action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors then in office may be taken without a meeting if, before or after the action, all members of the Board of Directors then in office consent thereto in writing. The written consents shall be filed with the minutes of the proceedings of the Board of Directors. The consent has the same effect as a vote of the Board of Directors for all purposes.

SECTION 9. PARTICIPATION IN MEETING BY TELEPHONE. A Director may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this Section 9 constitutes presence in person at the meeting.

SECTION 10. WAIVER OF NOTICE. If a Director attends or participates in a meeting, the Director waives notice of the meeting, unless the Director at the beginning of the meeting, or upon his arrival, objects to the meeting or the transaction of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

ARTICLE V

OFFICERS

SECTION 1. SELECTION. The Board of Directors, at a meeting called for such purpose, shall appoint a President, Vice-President, Secretary and a Treasurer. The Board of Directors may also elect or appoint such other officers, employees and/or agents as they shall deem necessary, which officers, employees and agents shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. Two (2) or more offices may be held by the same person. All Officers shall be Directors. All Officers shall serve without compensation.

SECTION 2. TERM, REMOVAL AND VACANCIES. Each officer of the Association shall hold office for the term for which he or she is appointed and until his or her successor is appointed, or until his or her resignation or removal. The Board of Directors by majority vote may remove any officer appointed by the Board of Directors with or without cause at any time. Any officer may resign by written notice to the Board of Directors. The Board of Directors may fill any vacancy occurring in any office.

SECTION 3. PRESIDENT. The President shall be the Chief Executive Officer of the Association and must also be a Director. The President shall preside over all meetings of the Board of Directors and of the Members of the Association. The President shall, in general, perform all duties incident to the office of President as may be prescribed by the Board of Directors.

SECTION 4. VICE PRESIDENT. The Vice President shall perform the duties and exercise the powers of the President during the absence or disability of the President. The Vice President shall perform such other duties as may be prescribed by the Board of Directors or the President.

SECTION 5. SECRETARY. The Secretary shall attend all meetings of the Members and Board of Directors, and shall preserve in the books of the Association true minutes of the proceedings of all such meetings. The Secretary shall have charge of the Association's seal and shall have authority to affix the same to all instruments where its use is required or permitted. The Secretary shall give all notices required by the Act, these Bylaws or resolution and shall perform such other duties as may be prescribed by the Board of Directors or the President.

SECTION 6. TREASURER. The Treasurer shall have custody of all Association funds and securities and shall keep in the Association's books full and accurate accounts of all receipts and disbursements. The Treasurer 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. The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, whenever requested, an account of all transactions and of the financial condition of the Association. The Treasurer shall keep current the

signatory cards at the bank or banks where the Association funds are kept. The Treasurer shall also perform such other duties as may be prescribed by the Board of Directors or the President.

ARTICLE VI **COMMITTEES**

SECTION 1. ARCHITECTURAL CONTROL COMMITTEE.

(a) Appointment. The Declarations specify the power granted or delegated to the Architectural Control Committee. The Architectural Control Committee shall consist of no less than three (3) Members and no more than five (5) Members, all to be appointed annually by the Board of Directors. At least one member of the Board of Directors shall serve on the Architectural Control Committee. Each member of the Architectural Control Committee shall be a Member of the Association and shall serve a term of one year and until his or her successor has been elected and has accepted such election. In the event that a Member shall die, resign from the Committee, or no longer be a Member of the Association, the Board of Directors shall fill the vacancy so created by majority vote. Members of the Committee shall serve without compensation.

(b) Duties/Powers. The Architectural Control Committee may, from time to time, and subject to the approval of the Board of Directors, adopt guidelines, procedures and rules for (i) interpretation and enforcement of the Declarations, (ii) the performance of its duties and the conduct of its meetings, (iii) the submission for approval and approval process for any matter subject to approval of the Architectural Control Committee and/or (iv) any other matter regarding the maintenance, use, regulation or restrictions of each Lot and the Common Areas of the subdivision (collectively, the "Rules and Regulations"). Such Rules and Regulations shall be made available to all Members upon request. Changes to Rules and Regulations and any updates, adopted by the Board of Directors will be published to the members by the Board of Directors. In the event of any dispute regarding the maintenance, regulation or restrictions relating to the Lots in the subdivision in accordance with the Declarations or enforcement of the Declarations, the decision of the Architectural Control Committee shall be binding on the Association and the Members (including any Member subject to a specific decision of the Architectural Control Committee), subject to the right of any affected Member(s) to appeal such decision in writing to the Board of Directors within thirty (30) days of any decision by the Architectural Control Committee. Such writing shall include any supporting documents relating to such appeal. In addition, the affected Member(s) shall have the right to address the Board of Directors at the next regularly scheduled meeting of the Board of Directors following the date such appeal is delivered to the Board of Directors (or such other date as the Board of Directors and the affected Member(s) shall mutually agree). The Board of Directors shall make a final decision on such appeal within thirty (30) days after the later to occur of (A) the date of such written appeal or (2) the date of the meeting of the Board of Directors at which the affected Member(s) voice such appeal. As the Declaration grants final authority to the Board,

officers and committees of the Association to enforce the Declarations, any decision by the Board of Directors relating to any matter shall be binding and non-appealable.

SECTION 2. FORMATION OF OTHER COMMITTEES. The Board of Directors of the Association may designate one (1) or more committees, in addition to the Architectural Control Committee, each committee to include at least one (1) member of the Board of Directors. The Board of Directors annually appoints member or members to each committee. The Board of Directors of the Association may designate one (1) or more individuals as alternate members of any committee, who may replace an absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the members thereof present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another Director of the Association to act at the meeting in the place of any such absent or disqualified individual. Any such committee shall exercise all the powers and authority of the Board of Directors of the Association in reference to the matter within the scope and in the manner set forth by the Board of Directors in the resolution creating such committee; provided, however, no such committee shall have the power or authority to (i) amend the Articles of Incorporation of the Association, (ii) recommend to the Members a dissolution of the Association, a revocation of a dissolution or a cessation of the Association, (iii) amend the Bylaws of the Association, (iv) fill vacancies in the Board of Directors, (v) obligate the Association to any contract or payment of money or (vi) undertake any action outside the scope of authority delegated by the Board of Directors in such resolution. Any such committee, and each individual thereof, shall serve at the pleasure of the Board of Directors of the Association.

SECTION 3. REGULAR MEETINGS OF A COMMITTEE. Regular meetings of any committee may be held without notice at such times and places as shall be determined from time to time by the members of said committee.

ARTICLE VII **NOTICES**

SECTION 1. NOTICE. Any notice or communication to any Member which is required under any provision of the Act, the Declarations, the Articles of Incorporation or these Bylaws, must be given in writing, either by mail or land/air express courier service, addressed or Member, at the address designated by him or her for that purpose, including any e-mail address so designated, or, if none is designated, at his or her last known address (other than e-mail address), and any notice to the Association shall be given in the same manner to the President and Secretary of the Association. The notice or communication is given when deposited, with postage prepaid, in a post office or official depository under the exclusive care and custody of the United States postal service or in an appropriate depository for such land/air express courier service. The mailing shall be by first class mail, except where otherwise provided in the Act. Notice may also be given orally in person or by telephone, telex, or e-mail, and such notice shall be deemed to be given when the recipient receives the notice personally, by telephone or when the notice, addressed as provided above, has been delivered to the addressee with return receipt or delivery confirmation requested. The notice of meeting need not identify the business to be transacted at, nor the purpose of, a regular meeting of the Members except as provided by the Act, the Declarations, the Articles of Incorporation or these Bylaws, but shall identify the business to be transacted at any special meeting of the Members.

SECTION 2. WAIVER OF NOTICE. When, under the Act or the Articles of Incorporation or these Bylaws, the Members of the Association or the Board of Directors may take action after notice to any person or after lapse of a prescribed period of time, the action may be taken without notice and without lapse of the applicable period of time, if at any time before or after the action is completed the person entitled to notice or to participate in the action to be taken or, in case of a Member, by his or her attorney-in-fact, submits a signed waiver of such requirements. The waiver of notice of the meeting need not identify the business to be transacted at, nor the purpose of, a regular or special meeting of the Board of Directors or Members, except as provided by the Act, the Declarations, the Articles of Incorporation or these Bylaws. Attendance of a person at a meeting constitutes a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE VIII **INDEMNIFICATION**

SECTION 1. INDEMNIFICATION BY THE ASSOCIATION. Each person who is or was an officer of the Association or a member of the Board of Directors, and each person who serves or has served at the request of the Association as a director, officer, employee, agent, or committee member shall be indemnified by the Association as set forth in the Articles of Incorporation.

SECTION 2 . CHANGES IN MICHIGAN LAW. If there is any change in Michigan law applicable to the Association relating to the subject matter of this Article VIII, then such changes shall be incorporated herein by reference and applicable to the actions of the Board of Directors, officers, committee members and agents of the Association, but only to the extent that the change permits the Association to provide broader indemnification rights than the provisions permitted the Association to provide before the change. Subject to Section 3 below, the Board of Directors may amend these Bylaws to conform to any such changed statutory provisions.

SECTION 3 . AMENDMENT OR REPEAL OF THIS ARTICLE VIII. No amendment or repeal of this Article VIII shall apply to or have any effect on any Director, officer or other authorized agent of the Association for or with respect to any acts or omissions of such person occurring before the amendment or repeal.

ARTICLE IX **GENERAL PROVISIONS**

SECTION 1. BANK ACCOUNTS. The funds of the Association shall be deposited in such bank or banks as may be designated by the Board of Directors. All checks, drafts and orders of the payment of money shall be signed in the name of the Association in such manner and by such person or persons as the Board of Directors shall from time to time designate for that purpose and completed a signatory card which is on file at the bank or banks. The Association shall keep detailed books of accounts pertaining to the administration of the Association in accordance with generally accepted accounting principles. Such account shall be open for inspection by the Members upon written request and during reasonable business hours. The Board of Directors shall conduct a financial annual review once per year and shall utilize a CPA unrelated and independent to the Board of Directors. Issuance of checks for less than \$5,000 shall require the Treasurer's signature or the Treasurer's designee in the Treasurer's absence. Over \$5,000, the check must be signed by the Treasurer and the President or their designees in their absence. The Treasurer shall issue a written monthly report of current transactions, reason for the transactions, allocations by committee and all other activities of the Treasurer. This record shall be available upon written request to any Member.

SECTION 2. CONTRACTS, CONVEYANCES, ETC. When the execution of any contract, conveyance or other instrument has been authorized by the Board of Directors without specification of the executing officers, the President may execute the same in the name and on behalf of the Association. The Board of Directors shall have the sole power to designate the officers and agents who shall have authority to execute any instrument on behalf of the Association. Approval of material contracts shall require a simple majority vote during any Board of Directors meeting. All contracts must be signed by the President and one other Board Member.

SECTION 3. BOOKS AND RECORDS. The Association shall keep books and records of account and minutes of the proceedings of its Members and Board

of Directors. The Secretary of the Association shall keep records containing the names and addresses of all Members. Any of such books, records or minutes may be in written form or in any other form capable of being converted into written form. The Association shall convert into written form without charge any such record not in such form, upon written request of a person entitled to inspect them. The Board of Directors will employ reasonable means to protect the books and records from loss and maintain the books and records in an organized manner.

SECTION 4. FISCAL YEAR. The Fiscal Year of the Association shall be a period commencing on January 1 through December 31. The Association's fiscal year may be changed by the Board of Directors in its discretion.

SECTION 5. INVALIDITY. The invalidity of any portion of these Bylaws shall not impair or affect may manner the validity, enforceability or effect of the balance of these Bylaws, which shall be valid and enforceable to the fullest extent of the law.

ARTICLE X **AMENDMENTS**

SECTION 1. AMENDMENTS. These Bylaws may be altered, amended or repealed or new Bylaws may be adopted, by the Members of the Association, at any regular meeting of the Association or any special meeting called for such purpose at which a quorum is present or represented, by the affirmative vote of the Members whose votes constitute a majority of the total votes of the Members present at such meeting.

Dated: May 1, 2004

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