

BY - LAWS

WEST BLOOMFIELD HILLS SUBDIVISION IMPROVEMENT ASSOCIATION

As Amended - April 1, 2003

PURPOSE: To foster and protect the development of a desirable residential community.

Article I

Membership

Section 1 The name of this corporation, hereinafter called "the Association", shall be the West Bloomfield Hills Subdivision Improvement Association.

Section 2 The membership of the Association shall be of two classes, namely:  
a) Regular members are the home owners in the premises commonly known as West Bloomfield Hills Subdivision in the Township of West Bloomfield, Oakland County, Michigan. Paid-up membership shall carry the privilege of one (1) vote per household.  
b) Associate members are owners of undeveloped lots in the Subdivision. Paid-up membership shall carry the privilege of one (1) vote per lot.

Section 3 Only paid up members shall be entitled to vote.

Section 4 Only paid up regular members shall be entitled to participate in the liquidation of the assets of said West Bloomfield Hills Subdivision Improvement Association, a Michigan non-profit corporation, upon its partial or entire liquidation.

Article II

Officers and Directors

Section 1 The officers of this Association shall consist of a President, Vice-President, Secretary and a Treasurer.

Section 2 The Association shall have a Board of Directors consisting of the officers and Block Captains.

Section 3 The term of office for the officers and Board of Directors shall be for two (2) years. If a vacancy occurs, it may be temporarily filled by the Board of Directors for the remaining period.

Section 4 The President, Past-President and a Block Captain shall nominate officers and directors for the next two years. A general meeting will be called for voting on the

nominations. Additional nominations will also be accepted from the floor at this meeting. A person nominated from the floor must be in attendance. A simple majority of the paid-up members present shall be required to elect the new officers and directors.

### Article III

#### **Duties and Powers of Officers and Directors**

- Section 1** The President shall preside at all meetings of the Association and Board of Directors. The President shall appoint all standing and special committees, subject to Board approval, and will serve as an ex-officio member of those committees. The President shall call meetings of the Board of Directors as deemed necessary. The President shall also call special meetings of the Board of Directors or of the Association upon the written request of not less than three Board members.
- Section 2** The Vice-President shall perform the duties and exercise the powers of the President during the absence or disability of the President, as well as assist the President at all times.
- Section 3** The Secretary shall give notice of all meetings of the Board or Association and shall attend all such meetings and keep a true and accurate record of all proceedings. The Secretary shall keep a list of the names and addresses of all members of the Association. The Secretary carry on the correspondence of the Board and Association. Notices and minutes may, in the absence of the Secretary, be handled by a temporary appointee.
- Section 4** The Treasurer shall collect all moneys due the Association and shall keep account of all monies received by and expended on behalf of the Association. The Treasurer shall make disbursements only by checks signed by the Treasurer or the President. Any single expenditure of \$500.00 or more requires the signature of the Treasurer and the President. Upon leaving office, the Treasurer shall deliver to the successor all monies, books, papers and other property belonging to the Association. In the absence of a successor, the same shall be delivered to the Secretary. In the case of the absence of or the inability of the Treasurer to act, the Board may authorize one of the other officers to issue checks and perform the duties of the Treasurer. All books, papers and other property in the custody of the Treasurer shall be kept in a safe place, to be approved by the Board of Directors. The Treasurer may, at any time, be required to give a bond in such sum as the Board of Directors may deem advisable; the cost of such a bond to be paid out of the funds of the Association.



The Treasurer's account shall be audited when deemed necessary by a majority of the Board, or at the written request of any ten (10) paid up members.

- Section 5** It shall be the duty of the Board of Directors to care for the property and interests of the Association and to determine policies for the conduct of its affairs. The Board shall have the power to raise and expend funds to promote the welfare of the Association.
- Section 6** The Board shall meet as often as it deems necessary but at least 30 days prior to the general Association meeting to formulate the budget and recommend dues.
- Section 7** The Board, by a majority vote of those present, may, at its option, remove any director who has failed to attend three or more consecutive meetings of the Board without just cause, whereupon the Director so removed shall immediately cease to be a director.
- Section 8** The President is authorized and empowered to fill any vacancy which may occur on the Board until the next election. The President is also authorized and empowered to fill any vacancy in office for the balance of the unexpired term so filled.

#### Article IV

##### **Meetings of the Association**

- Section 1** There will be at least one regular meeting of the Association annually. Notification to the paid-up membership of the Association will be made not less than seven (7) days prior to the date set for such meeting. Time and location must be included in the notice.
- Section 2** Special meeting of the Association may be called by the President or a majority of the Board whenever deemed necessary. Special meetings may also be called on the written request of not less than ten (10) members of the Association. In all cases of special meetings, notification to the paid-up membership of the Association must be made not less than three (3) days prior to the date of such a special meeting.
- Section 3** At the will of the President or the majority of the Board, a special vote of the Association or of the Board may, at any time, be taken by mail on any matter without the formality of calling or assembling a special meeting provided, however, that no proposition submitted to the Association in this manner shall carry without a majority vote of the paid-up members responding. Prerequisite to this procedure, the Secretary shall mail a written ballot to each member. The ballot shall state

clearly the proposition to be voted upon and the date by which the ballot must be returned in order to be counted. The result will have the same force and effect as if enacted at a regularly convened meeting.

#### Article V

##### **Dues and Delinquency**

- Section 1** Dues of regular and associate members shall be recommended by a majority vote of the Board of Directors at its meeting each year for the following year, subject to approval by the General Membership. Dues shall be payable by October 1 each year. Any member whose dues remain unpaid by January 1 of the following year (92 days) shall be treated as delinquent and shall be ineligible to vote at any of the meetings of the Association or of the Board of Directors until such dues are paid.
- Section 2** A lien shall be placed by the Association as a claim against the property which is deemed delinquent in payment of its dues. Dues shall be considered delinquent if not paid within three months of its due date. Prior to placing such a lien, the Association shall provide the property owner with six weeks advance notice.
- Section 3** No assessments shall be levied unless specifically authorized by a majority vote of the Board of Directors and the General Membership.
- Section 4** This Association may sponsor the creation and development of recreational, athletic, swimming pool and related facilities under separate legal structure and organization, governed by its own by-laws, provided that any active member of this Association and his family shall be eligible at any time so desired, to become members of the separately constituted organization; provided further that such later admitted members shall be required to pay such membership and assessment costs that will reasonably approximate fair equity value of such membership. It is the intention of this proposal to encourage all members of the Association to become members of the new organization provided that the cost of such membership shall be closely related to actual expenditures and not to be so structured as to become prohibitory. This Association disclaims any legal involvement in therein organization.



## Article VI

### Quorums

Section 1 Five directors, present in person, shall constitute a quorum at all called meetings of the Board of Directors.

Section 2 A quorum will be those paid-up members of the Association attending a general meeting for the transaction of business. A notice to paid-up members of any such meeting and the agenda must be mailed at least ten (10) days prior to such a meeting.

## Article VII

### Amendments

Section 1 These By-Laws may be amended from time-to-time in the following manner: Any member or group of members may file with the Secretary such suggestions for amendment or amendments as they deem advisable. The Secretary shall submit the same to the Board of Directors who, after due and thorough consideration, shall report upon the advisability of the same to the Association with the recommendations of the Board for or against the adoption of the same. The Board may recommend changes provided that the language of the original amendment(s) is also provided to all members for consideration at least seven (7) days prior to any vote. Recommendations of the Board shall be binding upon the Association, unless rejected by a 50% vote of the paid-up members, either by mail or at a special meeting.

## Article VIII

### Compensation

Section 1 All Officers and Directors shall serve without compensation. The Association or the Board of Directors may, however, provide from Association funds for the reimbursement of any necessary incidental expenses as may be properly incurred by the Officers or Directors in the transaction of Association business.

## Article IX

### Rules of Order

Section 1 All meetings of the Association and of the Board of Directors shall be conducted in accordance with the latest revised edition of the Robert's Rules of Order.