

BY-LAWS OF WATERFORD MEADOWS HOMEOWNERS ASSOCIATION

These By-Laws of Waterford Meadows Homeowners Association (“the agreement”) are made and effective January 22, 2014 .

ARTICLE I NAME

Section 1.01 **Name of Corporation.** The name of this Michigan non-profit corporation is the Waterford Meadows Homeowners Association (the “Corporation”).

ARTICLE II CORPORATE OFFICE

Section 2.01 **Principal Office of Corporation.** The principal office of this Corporation shall be located in Waterford Township, Oakland County, Michigan, and shall normally be the office of the Treasurer of the Corporation. The post office address for the transaction of business shall be such place or places within Waterford Township as the Board of Directors may determine from time to time.

ARTICLE III PURPOSE

Section 3.01 **Purposes of Corporation.** The “Corporation” is organized to maintain the Waterford Meadows Subdivision located in Waterford Township, Oakland County, Michigan, as the Declarations may be amended from time to time; to maintain and improve the residential character of the neighborhood; to promote cordial and friendly relationships among the members of the Corporation, to improve living conditions and promote the general betterment of the Subdivision; and for such other purposes as may be beneficial to the general welfare of the community.

ARTICLE IV MEMBERSHIP

Section 4.01 **Membership Unit.** A membership unit is the holder(s) of the record fee simple title to, and/or the land contract purchaser of, a lot in the Subdivision whether one or more persons or entities. The term “Owner” shall not include any mortgagee, land contract seller or any other person or entity having an interest in a lot merely as security for the performance of an obligation, unless and until such mortgagee, land contract seller or other person or entity shall have acquired fee simple title to such lot by foreclosure, forfeiture or other proceeding or conveyance in lieu of foreclosure. If more than one person or entity owns fee simple title to, or a land contract purchaser’s interest in a lot, then the interest of all such persons or entities, collectively, shall be that of one owner.

Section 4.02 **Member In Good Standing.** A member in good standing is defined as a membership unit with its voluntary contribution paid for the current fiscal year.

Section 4.03 **Associate Members.** An associate membership in the Corporation shall be available based on the following qualifications:

If a membership unit as defined in Article IV Section 4.01 is not occupied by a holder of fee simple title and that fee simple title holder does not pay the annual voluntary contribution, then a renter or renters of the unit may be an associated member by paying the current contribution amount and shall have the same voting rights as those set forth in Article V Section 5.01.

Section 4.04 **Revocation of Membership.** The Board of Directors may revoke the membership of any person found by the Board of Directors not to be qualified for membership or found to have not paid the current voluntary contribution.

ARTICLE V VOTING RIGHTS

Section 5.01 **Voting Rights.** A membership unit shall be entitled to one vote and shall vote in person. Voting by proxy is prohibited. In the case of a joint membership unit, the joint members of the membership unit shall be entitled to one vote between or among them and shall vote in person. At committee meetings and Board of Directors meetings, each committee member or Director shall have a single vote.

ARTICLE VI MEETING AND ELECTIONS

Section 6.01 **Annual Meetings.** The annual meeting of the membership shall be held at such time and place as specified by the Board of Directors in March of each year, or as soon thereafter as possible.

Section 6.02 **Quorum.** At any meeting of the members of the Corporation, the members present shall constitute of quorum for the election of Directors and for the transaction of any other business. A simple majority of those present, shall decide the issue.

Section 6.03 **Meeting Notices.** At least 10 days advance notice of all meetings of the membership shall be given by the President via written notice and posting the notice in the message signs located at both entrances of the Subdivision.

Section 6.04 **Special Meetings.** Special meetings of the membership may be called at any time by resolution of the Board of Directors, or at the call of the President, or upon written request of ten members; provided, however, that the notice specified in Section 6.03 must be given before any special membership meeting.

Section 6.05 **Election Of Directors.** All elections shall be by show of hands as determined by vote of the members present at the meeting. Candidates receiving a

plurality of the votes cast shall be declared duly elected. In case of a tie for any directorship, a run-off election will be held.

ARTICLE VII ORDER OF BUSINESS

Section 7.01 **Agenda for Regular Meetings.** At all regular meetings of the members of the Corporation, the following order of business shall be observed:

1. President will call meeting to order.
2. Reading and approval of the Minutes of the previous meeting.
3. Treasurer's Report
4. Old Business.
5. New Business.
6. Adjournment.

Section 7.02 **Agenda for Special Meetings.** At all special meetings of the members of the Corporation, the only item of business shall be the purpose for which the meeting was called.

Section 7.02 **Parliamentary Procedure.** Roberts Rules of Order, most recently revised edition, shall be the authority for the conduct of all meetings of the Corporation.

ARTICLE VIII FISCAL YEAR

Section 8.01 **Fiscal Year.** The fiscal year of this Corporation shall be the calendar year.

ARTICLE IX DIRECTORS

Section 9.01 **Size of Board of Directors.** The Corporation shall be governed by a Board of Directors consisting of (3) members in good standing of the Corporation.

Section 9.02 **Quorum.** At any meeting of the Board of Directors, a majority of the entire membership of the Board shall constitute a quorum for the transaction of business. A majority of the Directors present, there being a quorum present, shall decide any question that may come before the meeting.

Section 9.03 **Vacancies.** If the office of any Director shall become vacant for any reason, a quorum of the remaining Directors may elect a successor who shall hold office until the next annual meeting.

Section 9.04 **Powers.** The Board of Directors shall have power: To elect the officers of the Corporation, to confirm the appointment of committees by the President, and to employ and fix compensation of agents, clerks, employees, and attorneys. In addition

to the powers and authority expressly conferred upon them by these By-Laws, the Board of Directors may exercise all such other powers and do all such things as may be necessary for the purposes of the Corporation, subject nevertheless to the provisions of law, the Articles of Incorporation, and these By-Laws.

Section 9.05 **Term.** Elected Directors shall hold office until new volunteers come forward for election. Said volunteers may seek election at the annual membership meeting.

Section 9.06 **Absences.** More than three absences from regular Board meetings during any year of a Board member's term of office shall be permissible grounds for the removal of that member by the Board of Directors.

Section 9.07 **Meeting By Conference Telephone Call.** Members of the Board of Directors may participate in and act at any meeting of the Board of Directors by means of conference telephone or other communications equipment if all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting.

ARTICLE X OFFICERS

Section 10.01 **Titles-Election –Term.** The elected officers of this Corporation shall be a President, Secretary and Treasurer. They shall be elected annually by the Board of Directors from the membership of the Corporation, and shall hold office until their qualified successors are elected. The office of Secretary and Treasurer may be united in one person. These officers shall be elected and appointed at the first meeting of the Board of Directors after the annual meeting. The officers may simultaneously serve as members of the Board of Directors.

Section 10.02 **Duties of Officers.** The duties of the officer of the Corporation shall be as follows:

- (A) **President** – It shall be the duty of the President to preside at all meetings of the Corporation and Board of Directors, and at the annual meeting of the Corporation membership, shall present his or her annual report. The president shall appoint and be an ex-officio member of all committees, with all committee appointments to be subject to the approval of the Board of Directors; shall sign all written contract and obligations; have the responsibility of service as Chairperson of the Membership Committee; and shall perform such other duties as are incident to this office.

- (B) **Secretary** – The Secretary shall keep the minutes of the meetings of the Corporation and the Board of Directors; shall conduct correspondence of the Board and the Corporation; make a report to the members of the Corporation at the annual meeting; and perform such other duties as are incident to the office or as prescribed by the Board of Directors.

(C) **Treasurer** – It shall be the duty of the Treasurer to receive and keep account of all money received and to deposit same in the name of the Corporation in such bank or trust company as may be designated by the Board of Directors, such money to be withdrawn as the Board may direct; report to the Board at each regular meeting thereof and present to the membership a complete report for the preceding year at the annual meeting thereof; disburse the funds of the Association by checks or as the Board may by resolution direct.

The Treasurer shall serve as the Resident Agent of the Corporation. The Treasurer shall also be responsible for preparing and submitting on a timely basis all annual reports.

Section 10.03 **Compensation Of Officers And Directors.** The officers and Directors of the Corporation shall not receive any remuneration for services rendered in that capacity.

Section 11.01 **Appointment of Committees.** All committees shall be appointed from Corporation members in good standing by the President by and with the advice and consent of the Board of Directors. Vacancies shall be filled in like manner.

Section 11.02 **Delegation of Duties to Committees.** The Board of Directors may delegate to any committee such powers and duties, in addition to those prescribed by these By-Laws, as the Board may deem wise.

Section 11.03 **Fiscal Control.** No Committee shall incur any expense or financial obligation without the express consent of the Board of Directors.

ARTICLE XII FEES

Section 12.01 **Contributions.** The payment of annual contributions, in amounts determined by the Board of Directors of the Corporation from time to time, shall be voluntary for each membership unit. As of the adoption of these By-Laws, the annual contributions are \$65.00 per calendar year. The annual contribution amount will be set by the board of directors on an annual basis based on budget needs.

ARTICLE XIII INDEMNIFICATION AND INSURANCE

Section 13.01 **Indemnification.** Each person who is or was a director or officer of the Corporation, or member of a committee of the Corporation, and each person who serves or has served at the request of the Corporation as a trustee, officer, partner, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent permitted by the non-profit corporation laws of the State of Michigan as they may be in effect from time to time; provided, however, that the preceding shall not require the Corporation to indemnify any person for any liability, tax or expense to the extent it results in the

imposition of tax under Section 4958 of the Internal Revenue Code. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification to employees or agents of the Corporation and others to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

Section 13.02 **Insurance**. The Corporation may purchase and maintain insurance against any liability asserted against and incurred by the Corporation or any person affiliated with the Corporation in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify such person against such liability under Section 13.01.

President

Secretary

Authorized Signature

Authorized Signature

Print Name & Title

Print Name & Title

Treasurer

Authorized Signature

Print Name & Title