

BY-LAWS OF
BROOKFIELD HIGHLANDS AND
LONE PINE VALLEY ASSOCIATION

ARTICLE 1

Purpose

Section 1

Persons owning property in the Brookfield Highlands Subdivisions, and Lone Pine Valley Subdivisions, recognizing the rights and responsibilities of the individual, but cognizant of the need and the value of an association of neighbors, form this Brookfield Highlands and Lone Pine Valley Association (“Association”) for the purpose of mutual aid in the development of a desirable residential community and in solution of common problems.

ARTICLE II

Membership, Fees and Voting

Section 1 – Membership

A. A person becomes a Member of the Association if:

- (1) the person owns property in the Brookfield Highlands Subdivisions or Lone Pine Valley Subdivisions located in West Bloomfield Township, Michigan; and
- (2) the person has timely paid all fees and special assessments that were levied by the Association.

The word “persons(s)” as used in these by-laws shall include individuals, firms and corporations; provided, however, wherever property is owned by joint ownership, the same will constitute a single membership.

- B. Whether a person is a member, including whether the member is eligible to vote at a meeting, shall be determined by a majority vote of the members of the Board of Directors present at that meeting. The decision of the board is final.

Section 2 – Fees and Special Assessments

- A. Annual dues shall be Seventy-Five Dollars (\$75.00) for each membership unless reduced by action of the Board of Directors or increased by the members of the Association at a properly noticed meeting.
- B. The Board of Directors shall have the power to levy special assessments upon the members of the Association, but only after approval from the members by a two-thirds vote of those members present at a properly noticed meeting. All levies shall include the total amount, the use and the method of assessing and paying the levy.
- C. There shall be no prorating or refund of dues, special assessments or levies.

Section 3 – Voting

- A. Each member shall have one vote.
- B. A member may request in writing an absentee ballot from the Secretary within 10 days of any noticed meeting. A ballot may be picked up from the Secretary. Any issue that is scheduled for a vote, except election of the Board of Directors, shall appear on the absentee ballot. An absentee ballot must be received by the Secretary twenty-four (24) hours prior to the meeting to be counted.
- C. A majority vote of those members casting votes at any meeting, either in person or by absentee, is final on any issue, except those issues specifically stated in these by-laws requiring a two-thirds vote.
- D. A vote by two-thirds of those members casting votes at any meeting, either in person or by absentee, is final on any issue requiring a two-thirds vote.

ARTICLE III

Annual and Special Meetings, Location, Notice

Section 1 – Annual Meetings

The Board of Directors shall call for and hold one annual meeting of the Association each calendar year.

Section 2 – Special Meetings

- A. A special meeting may be scheduled by the President, a majority of the Board of Directors or 10% of the membership. If called by the membership, the request must be in writing to the President with a copy to the Secretary and include the purpose of the meeting and signatures of 10% of the membership. The President must schedule the special meeting within thirty (30) days after receipt of the request.
- B. Only the business specified in the notice may be transacted at a special meeting.

Section 3 – Location

All meetings of the members must be held within the Township of West Bloomfield.

Section 4 – Meeting Notice

All meetings of the membership must be announced by a written notice mailed to each member.

The notice must:

- Specify the date, time, location and the agenda of the meeting;
- Include the information for voting absentee; and
- be mailed at least ten (10) days prior to the meeting

ARTICLE IV

Number of Directors, Nominations, Elections, Vacancies, Meetings, Quorum, Voting, Broad Discretion

Section 1 – Number and Term of Board of Directors

The Board of Directors (“Board”) shall consist of up to ten (10) members who shall be elected for a two-year term.

Section 2 – Nominations, Election of Board at Annual Meeting, Vacancies

- A. Any member at the Annual Meeting shall make nominations for open positions on the Board. Any nomination shall be accepted if the nominee consents to serve and there is a second to the nomination.
- B. The election of the Board of Directors shall be by members by secret ballot at the Annual Meeting.
- C. Vacancies on the Board shall be filled by appointment made by a majority of the remaining board members. The appointee shall fill the remainder of the term of the outgoing board member.

Section 3 – Meetings

Any member of the Board may call a board meeting. Notice must be given to the Board members at least 5 days prior to the meeting.

Section 4 – Quorum and Voting

- A. A majority of the board members shall constitute a quorum and a quorum is necessary to conduct business at a board meeting.
- B. Each member of the Board shall have one vote, except the President, who shall not cast a vote except to break a tie.
- C. Voting by proxy or absentee shall not be permitted at a meeting of the Board of Directors.

Section 5 – Broad Discretion

The Board of Directors shall have broad discretion to assist in carrying out its duties and obligations to the members. Such discretion shall include, but is not limited to, the appointment of committees and agents.

ARTICLE V

Officers, Elections, Duties and Responsibilities, Removal, Delegation of Duties

Section 1 – Election

The Board, by majority vote of its members, shall elect from the board members a President, Vice President, Secretary and Treasurer each to serve a one-year term.

Section 2 – Duties and Responsibilities of Officers

- A. The President shall (1) be Chief Executive Officer of the Association; (2) preside over all meetings; and (3) be ex-officio a member of all standing committees.
- B. The Vice President shall perform the duties and exercise the powers of the President during the absence of the President.
- C. The Secretary shall (1) record and preserve accurate minutes of each board meeting; (2) send notices as required; and (3) provide absentee ballots when properly requested.
- D. The Treasurer shall (1) keep accurate records of all the Association's financial transactions; (2) keep an accurate record of all Association assets; (3) send membership dues statements; (4) collect all dues and levies; and (5) maintain membership records.

Section 3 – Removal of Officer

Any Officer may be removed by a majority of the board members.

Section 4 – Delegation of Powers

For any reason deemed sufficient by the Board, any of the powers and duties of any Officer may be delegated to any other Officer or board member; however, no Officer or board member may execute, acknowledge or verify any instrument in more than one capacity.

ARTICLE VI

Execution of Instruments

Any instrument disbursing or pledging Association assets must be signed by any two Officers as designated by the Board.

ARTICLE VII

Amendments to the By-Laws

These by-laws may be amended by the members at any annual or special meeting providing;

- (1) The notice of the meeting was mailed in accordance with the existing by-laws;
- (2) Exact copies of the proposed amendments were available 10 days prior to the meeting; and
- (3) Two-thirds of the votes cast are in favor of the amendment.