

ARTICLE I

NAME

The name of the Corporation is Meadowbrook Hills-Woods-Forest Homeowners' Association, herein called the "Association".

ARTICLE II

The purpose or purposes for which the Association is formed are as follows:

To promote the welfare of its members by maintaining and beautifying the subdivision in which its members are located, by enforcing building and use restrictions, by representing its members before governmental boards or bodies, by promoting social and recreational activities, and by engaging in such other activities, as are incidental thereto and not forbidden by the laws of the State of Michigan

ARTICLE III

MEMBERSHIP AND DUES

Section 1. Definition of Membership. A resident membership as referred to herein, is any single estate wherein the owner, owners, or lessors, have established permanent residence. For purposes of voting, permanent residence must be in effect at the time of the meeting in question.

Section 2. Eligibility of Membership. Membership in the Association shall be mandatory for each owner with said restrictions and/or their successors or assigns. A member shall be defined as every person or entity who or which is a record owner of fee or undivided fee interest in any lot included within the purview of this Association, but not including owners who have sold their interest under executory land contract. During such time as such a land contract is in force, the land contract vendee shall be considered to be the member of the Association.

Section 3. Membership Dues. Each member of this Association as the term is defined in the By-Laws, shall be required to pay mandatory dues to the Association in the amount of fifty dollars (\$50.00).

Section 4. Maintenance Fund for Meadowbrook Forest. Each member/lot owner in Meadowbrook Forest shall pay to the Association the annual mandatory maintenance charge required by the restrictions applicable to the lot owned by the member.

The maintenance and cost of the water retention area in Meadowbrook Forest shall be assigned to the forty-one (41) lot owners in that area. The maintenance fee is currently ten dollars (\$10.00).

The amount of said annual charge shall be established and may be adjusted from year to year by the Association, as the needs of the property may in their judgement require, but in no event shall such a charge exceed \$36.00 per lot, except by the approval and consent in writing of 51% of the members of the Association, which approval and consent shall make any such additional assessment binding upon all of the members.

Said Maintenance Fund shall be used for the purpose of improving and maintaining the storm drainage retention basin and administrative expenses of the Association relative thereto, and, when supplemented by a specially designed fund per Association By-Laws, for planting trees and shrubbery and the care thereof; for caring for vacant property; for removing grass, rubbish or weeds, or for doing any other things necessary or advisable in the opinion of the Association for the general welfare of the members; for expenses incident to the examination of plans as herein provided and to the enforcement of building restrictions, conditions, obligations, reservations, rights, powers, and charges.

The annual maintenance fee for Meadowbrook Hills-Woods- Forest shall be a lien and encumbrance on the land with respect to which the charges are made. A certificate in writing issued by the Treasurer of the Association shall be given on demand to any member liable for said charges setting forth the status of the charges. The Association shall have the power and right in its own name to take and prosecute all suits, legal, equitable, or otherwise, which may, in the opinion of the board of Directors, be necessary or advisable for the collection of such charges and to take such other steps as it deems expedient to impose said lien upon said land.

Section 5. Special Assessments. Special assessments may be levied by the Board of Directors for the purposes of activities within the general powers of the Association but not within the specific purposes for which the dues may be used. No special assessment shall be levied against the members of the Association without having the approval of at least 51% of the members in person or by proxy at a regular meeting or at a special meeting called in accordance with Article IV, Section 6 of these By-Laws.

Section 6. Failure to Pay Dues. Any member who shall be thirty (30) days or more in default in payment of annual dues or special assessments may, by vote of the Board of Directors, be suspended from all privileges of membership, and if, after notice, such default be not cured within a period of sixty (60) days, the membership of such member shall automatically cease and terminate. They shall not be entitled to vote at any meeting of the Association until such delinquencies have been paid.

Section 7. Area Embrace by the Association. The area to which membership shall be limited is those portions known as Meadowbrook Hills (Liber 93, pages 16-17), Meadowbrook Hills #1 (Liber 95, pages 28-29), Meadowbrook Hills #2 (Liber 97, pages 39-40), Meadowbrook Hills #3 (Liber 102, pages 5-6), Meadowbrook Hills #4 (Liber 119, pages 12-13), Meadowbrook Woods Subdivision #1 (Liber 125, pages 32-33), all subdivisions of the south half of Section 31, Town 1 North, Range 9 East, City of Farmington Hills, Oakland County, Michigan, which plats were recorded between September 25, 1957 and December 26, 1968 in Oakland County Records.

Meadowbrook Forest Subdivision includes 41 lots described as part of the North 1/2 of Section 31, town 1 North, Range 9 East, City of Farmington Hills, Oakland County, Michigan, which plat was recorded February 3, 1978 in Liber 155, pages 32 and 33 of Plats, Oakland County Records.

ARTICLE IV

MEETINGS

Section 1. Place of the Meeting. Any or all meetings of the members of this Association may be held at such place as shall be specified in the notice hereof. Any and all meetings of the Board of Directors of this Association may be held at such place as the Board of Directors shall from time to time determine.

Section 2. Meetings of Members. An annual meeting of the Association members shall be held in every year in the first quarter of the year. One of the purposes of the meeting shall be the election of a Board of Directors.

Section 3. Notice of Meetings of Members. At least five (5) days prior to the dates fixed by **Section 2** of this Article for the holding of the annual meeting of members, written notice of the time and place of such meeting shall be distributed to each member entitled to vote at such meeting.

Section 4. Order of Business at Annual Meeting. The business at the annual meeting of the members shall consist of the following items:

- (a) Roll Call**
- (b) Reading notice and certification of distribution of meeting notice**
- (c) Reading of minutes of last preceding meeting**
- (d) Report of President**
- (e) Report of Secretary**
- (f) Report of Treasurer**
- (g) Election of directors**
- (h) Transaction of other business**
- (i) Adjournment**

Section 5. Special Meetings of Members. A special meeting may be called at any time by the President, or by a majority of the Board of Directors, or upon the written request of 25% of the resident members or 25% of total membership of the Association when submitted in writing to the Secretary stating the purpose thereof.

Section 6. Notice of Special Meeting of Members. At least five (5) days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place and purpose of such meeting shall be distributed, as hereinafter provided, to each member entitled to vote at such meeting, provided however, that where a matter of a special assessment is involved, ten (10) days notice in writing to each member shall be required.

Section 7. Organization Meeting of Board. Subsequent to annual meeting of members, the Board of Directors as constituted upon 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 8. Special Meeting of the Board. Special meetings of the Board of Directors may be called by the President at any time by means of such notice of the time, place and purpose thereof to each director as the President in his discretion shall not be invalidated for want of notice if such notice shall be waived as hereinafter provided.

Section 9. Notice and Mailing. All written notices require to be given by any provision of these by-laws 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, stamped, typewritten, or printed signature of the Secretary. Every such notice shall, if mailed, be deemed duly served when the same has been deposited in the United States mail, with postage fully paid, plainly addressed to the sendee at his, her, or its last address appearing upon the membership record of this Association. Notices distributed to the mail box of persons at their last known address shall be considered duly served.

ARTICLE V

QUORUM

Section 1. Quorum of Members. A quorum shall consist of those members present.

Section 2. Quorum of Directors. Six or more members of the Board of Directors shall constitute a quorum.

ARTICLE VI

VOTING AND ELECTIONS

Section 1. Who is Entitled to Vote. Members shall be entitled to one vote for each lot in which they hold the interest required for membership. When more than one person holds any such interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one lot. Any voting may be cast in person or by written proxy.

Section 2. Vote for Association Action. At any meeting of the members of Board of Directors, the affirmative vote of a majority of those present in person or by proxy and entitled to vote shall be required to carry any motion or resolution, unless other express provision is made by statute or by amendment to these By-Laws.

In the case of a tie vote during election of members to the Board of Directors, a decision shall be made by flipping a coin. For all other voting at membership meetings, a tie vote shall be decided by the President of the Association.

All voting for election of Directors, general assessments, or amendments to the By-Laws shall be by secret ballot.

Section 3. Inspectors. Whenever any person entitled to vote at a meeting of the general membership shall request the appointment of inspectors, a majority of the members present at such meeting and entitled to vote thereat, shall appoint not more than (3) inspectors. If the right of any person to vote at such meeting shall be challenged, the inspectors shall determine such right. The inspectors shall receive and count the votes either upon an election of for the decision of any question and shall determine the result. Their certificate of any vote shall be prima facie evidence thereof.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. Number and Terms of Directors. The business, property, and affairs of this Association shall be managed by a Board of Directors composed of nine (9) persons who shall be members of the Association. At least one (1) member residing in the Meadowbrook Forest Subdivision will serve on this Association's Board until such time as all lots are built upon in Meadowbrook Forest.

Section 2. Meetings of the Board of Directors. Regular meetings of the Board of Directors shall be held at such times and places as the majority of the Board of directors may from time to time determine. Special meetings of the Board of Directors may be called at any time by the President or Secretary or by a majority of Board of Directors. Directors shall be notified in writing of the time, place, and purpose of special meetings of the Board at least three (3) days prior thereto. Any Director shall, however, be deemed to have waived such notice by his attendance at any meeting.

Section 3. Vacancies. Vacancies on the Board of Directors shall be filled by appointment made by the remaining Directors. Each person so elected to fill a vacancy shall remain a Director until his successor has been elected by the members, who may take such election at their next Board of Directors meeting or at any special meeting duly called for the purpose and held prior thereto.

Section 4. Action by Written Consent of the Majority. If and when the Directors shall severally or collectively consent in writing at any action to be taken by the Association, such action shall be as valid Association action as though it has been authorized at a meeting of the Board of Directors.

Section 5. Power to Elect Officers. The Board of Directors shall select a President, Vice-President, Secretary, and a Treasurer from the resident membership of the Board of

Directors. The President shall appoint chairmen of the various operating committees from the members of the Board of Directors. All shall hold office for the term of at least one (1) year or until their successors are elected and qualified.

Section 6. Power to Appoint Other Officers and Agents. The Board of Directors shall have power to appoint such other officers and agents as the Board may deem necessary for transaction of the business of the Association.

Section 7. Removal of Officers and Agents. Any officer or agent may be removed by the Board of Directors whenever in the judgement of the Board the business interests of the Association will be better served.

Section 8. Power to Fill Vacancies. The Board shall have power to fill any vacancy in any office occurring for any reason whatsoever.

Section 9. Compensation. The Directors and Officers shall receive no compensation for their services as such.

ARTICLE VIII

OFFICERS AND ARCHITECTURAL CONTROL COMMITTEE

Section 1. President. The President shall be the chief executive officer of the Association. He shall preside over all meetings of the Board and of the members. He 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 shall be a member of all standing committees and shall have the general powers and supervision association. He shall have the authority to retrieve all records and monies kept by the Treasurer upon request.

Section 2. Vice-President. The 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 of the Board of Directors, and shall preserve in books of the Association true minutes of the proceedings of all such meetings. He shall give all notices required by statute By-Law or resolution. He shall perform such other duties as may be delegated to him by the Board of Directors.

Section 4. Treasurer. The Treasurer shall have custody of all Association funds and shall keep in books belonging to the Association full and accurate accounts of all receipts and disbursements; he shall deposit all monies in the name of the Association in such depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall be responsible for keeping the Maintenance Fund for Meadowbrook Forest and, Meadowbrook Forest II in a separate account from all monies. He 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 transactions as Treasurer and of the financial condition of the Association. The Board of Directors may require the Treasurer to give bond for the faithful performance of his/her duties.

Section 5. Architectural Control Committee. The deed restrictions filed for five (5) plats of Meadowbrook Hills, the plat for Meadowbrook Woods, and the plat for Meadowbrook Forest subdivisions specify the general responsibility of the Architectural Control Committee: "it shall have authority to pass on plans and specifications and otherwise guide the development of the subdivision as planned and restricted (within such deed restriction of record). The Architectural Control Committee shall prepare rules and regulations for the conduct of its duties and shall provide for removal, replacement, and resignation of its members." Accordingly, this section of the Association's By-Laws sets forth the above direction.

A. Responsibilities

The Architectural Control Committee (hereinafter Committee) functions as an organizational component of the Meadowbrook Hills-Woods-Forest Homeowners' Association of Farmington Hills, Michigan (hereinafter Association). In fulfilling its general responsibility, the Committee will:

- o receive and approve new home plans
- o receive and act on petitions of residents for approval of plans to alter building or property
- o receive and act on complaints of violations of deed restrictions
- o on its own initiative, be alert to and act on activity involving enforcement of the deed restrictions
- o periodically issue general communications to residents reminding them of selected or general summary of the deed restrictions
- o publish reminders of opportunities to amend deed restrictions
- o submit an annual report to the Association Annual Meeting

B. Committee Membership

The Committee will consist of three (3) members; either the President or Vice-President of the Association's Board of Directors and two (2) other qualified persons appointed by the Board of Directors. The Board member elected from Meadowbrook Forest shall sit on the Committee until such time as all lots in the Meadowbrook Forest Subdivision are built upon. Committee members are disqualified from voting on their own property proposals or modification plans.

C. Petition Procedures

In the event a builder or lot owner wishes to build a home, or a resident wishes to add to his home, change the exterior structure, add a pool, etc., the following procedure is to be followed:

- 1. Architectural plans and specifications are to be prepared in detail in accordance with deed restrictions.**
- 2. Three copies of the plans and specifications are to be submitted to a member of the Architectural Control Committee prior to submission to the City.**
- 3. The Committee will review the plans for compliance with the subdivision's "Restrictions of Record". They will then recommend action to the Board of Directors.**
- 4. The Board will approve or reject the plan in writing if not in accordance with architectural specifications. Two copies will be returned to the resident and the other copy will be maintained in the Committee files.**
- 5. Thirty (30) days will be allowed for processing by the Committee.**

D. Meetings and Organizations

The Committee will meet as required on call of its chairperson or the Board of Directors. The Chairperson will be responsible for assuring the prompt discharge of committee duty. The names of Committee members are to be submitted to the City of Farmington Hills each year.

Committee decisions are to be in writing to petitioner or violator and are to be rendered within thirty (30) days of a petition or complaint.

In normal course of its deliberations, the Committee will obtain the opinion and views of the proximate affected neighbors. (For example, at least three (3) properties from each affected side of the proposed property modification.) Views and opinions must be in writing and signed in order to be considered by the Committee.

E. Enforcement, Retention of Counsel

In the event a property owner fails to comply with the decision of the Board, the Board may seek compliance through the courts. With the concurrence of a special meeting of the Homeowners' Association, the Board may retain legal counsel and expend up to fifty percent of the Association's available funds for legal and court costs. Such action will include the recovery of such funds in successful actions. If the Association's funds are inadequate to seek compliance through the courts, the matter may be brought before the association at annual or special meetings to consider voluntary assessments to fund such legal actions.

ARTICLE IX

EXECUTION OF INSTRUMENTS

Section 1. Checks, etc. All checks, drafts, and orders for payment of money in any amount, shall be signed in the name of the Association and shall be countersigned by the President, Vice-President or Secretary of the Association.

Section 2. Contracts, Conveyances, etc. When the execution of any contract, conveyance, or other instrument has been authorized without specification of the executing officers, the President, or the Vice-President, and the Secretary may execute the same in the name and on behalf of this Association. The Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instruments on behalf of the Association.

ARTICLE X

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 entitled to vote at any regular or special meeting of the members if notice of the proposed amendment, alteration, change, addition, or repeal is contained in the notice of meeting.