

BY-LAWS
of
PHEASANT RUN HOMEOWNERS ASSOCIATION

ARTICLE I – NAME, TERRITORY AND INCORPORATION

SECTION 1 The name of this association shall be the PHEASANT RUN HOMEOWNERS ASSOCIATION and shall be known hereinafter as 'Association'.

SECTION 2 The geographical territory of the Association shall include the residences in the area known as PHEASANT RUN SUBDIVISION, Bloomfield Township, Oakland County, Michigan (E. ½ N.E. ¼ SEC 10 T.2.N. R.IOE. and W. ½ N.E. ¼ SEC. 10 T.2.N. R.IOE.).

SECTION 3 The Association shall be incorporated as a non-profit corporation under the laws of the State of Michigan. In the event of dissolution of the Association, any remaining assets are to be distributed to a charitable organization selected by the last Board of Directors and/or Members at the last official meeting.

ARTICLE II – PURPOSE

The purpose of the Association is as follows: (A) To advocate for the member's rights as property owners. (B) To represent members of the Association on problems of housing, transportation, sanitation, taxation, building restrictions, zoning ordinances, streets and sidewalks, schools and all other matters of public interest. (C) To generally promote and advance the communication and welfare of the membership of the Association.

ARTICLE III – MEMBERSHIP AND DUES

SECTION 1 Membership in the Association shall be divided into two categories: (A) Active Membership, which is open to all deed holders or land contract purchasers of residences in the area described in Article 1, Section 2. (B) Associate Membership, which is open to all renters under formal lease to residences in the area described in Article 1, Section 2. SECTION 2 Each residence shall be limited to one Active Membership.

SECTION 3 Active Memberships shall entitle each deed holder or land contract purchaser living in the residence to vote and hold office in the Association.

SECTION 4 Associate Memberships shall not be entitled to vote or hold office in the Association.

SECTION 5 The Board of Directors reserves the right to request proof of qualifying residency for any Active or Associate Member or any individuals applying for membership in the Association.

SECTION 6 The Association shall be financed as follows: (A) Active Members shall pay dues each year as established and approved by the Board of Directors. (B) Associates Members shall pay annual dues equal to 50% of any dues paid by Active Members. (C) Funds raised from such other sources as the Association may adopt from time to time.

SECTION 7 An Active or Associate Member who meets the residency requirements in Article III, Section 1 and is current on all Association dues and fees shall be defined as a Member "in good standing".

SECTION 8 Annual dues shall be due and payable to the Treasurer of the Association no later than _____. Any Member whose dues are in arrears three (3) months shall automatically cease to be a Member of the Association.

SECTION 9 Any Member dropped from the Association for non-payment of dues shall be restored to membership upon payment of all dues in arrears and assessments, if any, incurred by a Member in good standing during the fiscal year in which the previous Member requests his/her reinstatement as a Member in good standing.

ARTICLE IV – GOVERNMENT

SECTION 1 The government of this Association shall be vested in a Board of Directors consisting of not less than five (5), but not more than nine (9) members.

SECTION 2 The Board of Directors shall have control and management of the property and finances of the Association and shall appoint, form its members, the offices of President, Vice President, Secretary and Treasurer.

SECTION 3 The Treasurer of the Association shall obtain a second signature from the President when making withdrawals from the Association's bank accounts other than checks written to carry on day-to-day business. The Vice President will sign in place of the President if both President and Treasurer reside in the same household.

SECTION 4 The Board of Directors shall cause to be kept a full, true and accurate record of the business and property of the Association, and when requested, to present a statement thereof to the Members upon request.

SECTION 5 No Officer, Director or other Member of the Association shall have authority to make an agreement or contract, or commit the Association to a course of action with any other person or organization except by express prior authority of the Board of Directors, and in no event shall any agreement or contract be made binding upon this Association for longer than three (3) years. All agreements of contracts will be concurred and agreed upon by the majority of the Board.

SECTION 6 No Member of this Association shall have a vested interest in the assets of the Association.

ARTICLE V – NOMINATION AND ELECTION OF THE DIRECTORS

SECTION 1 Not less than thirty (30) days prior to the date of the Annual Meeting (as established in Article VI, Section 1), the President shall appoint, subject to the approval of the majority of the Board of Directors, a Nomination/Election Committee of not more than three (3) to make and submit a list of candidates for the Board of Directors. A notice shall be printed and distributed to the Members of the Association prior to the Annual Meeting stating the upcoming nomination/selection of the Directors for the following year. The names of not less than the total number of candidates required to bring the Board to a full membership shall be submitted to the voting membership.

SECTION 2 Voting shall not be limited to the nominees. Additional nominations may be made from the floor.

SECTION 3 It shall be the duty and responsibility of the Nomination/Election Committee to: (A) Accumulate the submissions of candidate names; (B) Supervise the election at the Annual Meeting using one of the following methods: (1) Secret Ballot (prepared ballot form) (2) Process of acclamation (C) Make all necessary arrangements for and be responsible for the orderly conduct of the election of the Officers/Directors in accordance with the By-Laws of the Association.

SECTION 4 Only Active Members of the Association who are Members in good standing shall be eligible for election to the Board of Directors, signing of petitions, or voting. No Active Member admitted to membership in the Association within five (5) days of the election shall be eligible for nomination or to vote. Voting shall be either in person or by written proxy.

SECTION 5 The Board of Directors will abide by the following: (A) Any member of the Board of Directors may serve an unlimited number of consecutive one year terms in the same office if elected to do so. (B) The Directors elected at the Annual Meeting shall take office at the meeting of the Board of Directors immediately following their election and shall have no responsibilities or powers as Directors until said meeting. (C) Any member of the Board of Directors who shall miss two (2) or more consecutive regular meetings of the Board may, at the discretion of the Board, and by a majority vote of Directors present at a regular or special Board meeting, provided a quorum is present, be removed from office.

SECTION 6 If any member of the Board of Directors resigns or is removed from office, such opening on the Board may be filled for the unexpired term by a majority vote of the remaining members of the Board of Directors at the next Board meeting.

ARTICLE VI – MEETINGS AND QUORUMS

SECTION 1 The Annual Meeting of the Association for the election of the Board of Directors shall be held in _____ of each year, at such place as the Board of Directors may determine. Directors elected at the Annual Meeting shall assume their offices at the meeting of the Board of Directors immediately following their election.

SECTION 2 Special meetings of the Association may be called by the President at his/her own discretion. Also, the President shall call a special meeting of the Association upon the request of three (3) members of the Board of Directors or upon the receipt of a petition, filed with the Secretary and signed by at least 25% of the Active Members in good standing, requesting such a meeting. The President shall set the place and

time of all special meetings, but shall honor, so far as possible, specific requests included in the petition,

SECTION 3 Notification of all membership meetings shall state the place, time, and purpose of such meetings and shall be made by telephone, email or special flier not less than seven (7) days prior to such meeting.

SECTION 4 Those Active Members in good standing who are present, plus 50% of the Board of Directors, shall constitute a quorum for the transaction of business at any membership meeting and a majority vote of the Active Members in good standing present shall rule except as provided by law or under these By-Laws.

SECTION 5 The Board of Directors shall meet no later than sixty (60) days following the Annual Meeting and at least once each calendar quarter thereafter and those meetings shall be open to the membership of the Association. Special Board meetings may be called by the President as deemed necessary. The Secretary shall give notice of such meetings to each Director at least seven (7) days prior to such meetings personally or mail, email, or telephone and shall, in case of such meetings, state the purpose of the meeting. A majority of the members of the Board of Directors shall constitute a quorum to transact any business pertaining to the Association.

ARTICLE VII – OFFICERS AND THEIR DUTIES

SECTION 1 The Officers of the Association shall consist of a President, Vice President, Secretary and Treasurer who by virtue of their office shall also be members of the Board of Directors

SECTION 2 The new Board of Directors shall elect by ballot, and not more than sixty (60) days following the Annual Meeting each year, a President, Vice President, Secretary, and Treasurer. Those Officers shall take office immediately at the meeting and hold office for a term of one year or until their successors are elected. No Member shall hold more than one elected office at a time.

SECTION 3 The Officers of the Association shall, in general, perform the duties as follows: (A) President. The President shall preside over all meetings of the Association and the Board of Directors. The President shall appoint such committees of the Association as may be deemed necessary. The President shall call special meetings of the Association and Board of Directors as provided in the ByLaws.. (B) Vice President. The Vice President shall discharge the duties of the President in his/her absence. (C) Secretary. The Secretary shall give notice of all meetings of the Association and Board of Directors in accordance with the By-Laws and keep a true and accurate record of their proceedings. The Secretary shall also maintain a complete list of all Members of the Association with their last known addresses. (D) Treasurer. The Treasurer shall be responsible for: (1) The receipt of membership fees, dues, and all other monies owed the Association. (2) Keeping the Board of Directors informed of the Members in good standing of the Association. (3) All disbursement of Association monies and maintaining adequate financial records in accordance with acceptable accounting practices. SECTION 4 At the expiration of the terms of the Secretary and Treasurer, they shall deliver to their successors all monies, books and other property belonging to the Association which may then be in their possession or under their control.

ARTICLE VIII – DIRECTORS

SECTION 1 Directors not holding specific offices of the Association shall have the following responsibilities (as a group) which will include but not be limited to: (A) Membership – to promote and maintain the membership of the Association. (B) Restrictions and Zoning – to note non-observance of ordinances of the township, restrictions of the subdivision, and laws of the State of Michigan and to make recommendations to the Board of Directors relative to the same. (C) Social Activities and Publicity – to promote organization, fellowship, and communication among the Members of the Association. (D) Parliamentarian – to interpret parliamentary procedure and the By-Laws of the Association.

SECTION 2 An auditing committee of two (2) Directors shall be appointed by the President at the first meeting of the newly elected Board of Directors to audit the out-going Treasurer's accounts and to report the results of such audit at the next Board of Directors meeting. Audits shall be performed as of the month ending after the expiration of the out-going Treasurer's term of office.

ARTICLE IX – AMMENDMENT OF BY-LAWS

These By-Laws may be altered, amended in whole or in part, or may be replaced by a majority vote of

those Active Members in good standing attending any membership meeting scheduled by the President plus 50% of the Directors provided that such proposed amendments have been submitted in writing to the at the previous membership meeting.

ARTICLE X – PARLIAMENTARY AUTHORITY

Robert’s Rules of Order, Revised, shall govern the proceedings of all meetings except where otherwise provided in these By-Laws.

ARTICLE XI - INDEMNIFICATION

SECTION 1 The Association shall be required to obtain and keep in full force and effect liability insurance covering the Association, its Directors and Officers. The cost of such insurance shall be the sole responsibility of the Association.

SECTION 2 The Association, its directors and officers performing normal Association duties shall be indemnified by the Association against any and all judgments, fines, and other expenses if acting in good faith for the best interest of the Association and its members, and if there is no reasonable cause to believe the conduct unlawful.