

Brookstone Village Subdivision Homeowners Association

By-Laws

ARTICLE I

Name and Object of Corporation

Section 1. Name. This Corporation shall be known as the Brookstone Village Subdivision Homeowners Association, hereinafter call the Association.

Section 2. Objects. The objects of the Association shall be to provide for the administration and maintenance of the Brookstone Village Subdivision, as per recorded plat thereof with the Wayne County Records, Wayne County, Michigan, pursuant to authority granted in Declarations of Covenants, Conditions and Restrictions for the aforesaid subdivision which are recorded at Liber 28035, Pages 49 through 66 (the "Declaration").

ARTICLE II

Membership

Section 1. Qualifications. The membership of the Association shall be comprised of all persons having a real property interest in lot or lots within Brookstone Village Subdivision or in lands, which are subject to the Declarations.

Section 2. Membership Rights Subject to Recorded Restrictions. The duties of members of the Association shall be as specified in the Declarations.

Section 3. Voting. Each Member shall be entitled to cast one vote per lot or parcel owned. In the event that more than one person claims an interest in the property, each such person claiming an interest shall be entitled to cast a fraction of a vote, the numerator of which shall be one and the denominator of which shall be the number of those persons claiming an interest in the property, except that in the case of joint tenants, the joint tenants present and voting shall be entitled to cast the entire fractional vote of their joint tenancy interest.

ARTICLE III

Government

Section 1. Board of Directors. The general management of the affairs of the Association shall be vested in the Board of Directors who shall be elected as provided for in Section 1 of Article V of these By-Laws. The number of directors shall be not less than three (3) nor more than seven (7), *initially five (5) which may be changed by a majority vote of the Board of Directors.*

Section 2. Officers. The officers of the Association shall consist of a President, a Vice President, a Secretary and a Treasurer who shall be members of the Board of Directors, as provided in Sections 3 of Article V of these By-Laws.

Section 3. President as Committee Member. The President of the Association shall be a member, ex officio, of all committees.

ARTICLE IV

Meetings

Section 1. Annual Meeting of Members. The annual meeting of the members of the Association shall be held in the month of September or October of each year at such time, date and place as may be established by the Board of Directors. Notice of the time and place of holding the annual meeting shall be mailed to each member at least ten (10) days previous thereto.

Section 2. Special Meeting of Members. Special meeting of members may be called by the President at any time on his own initiative or by the President or Secretary upon request of five (5) members to such officer made in writing. Notice of the meeting shall be mailed to each member at least ten (10) days previous to the meeting, and at such special meeting there shall only be considered such business as is specified in the notice of meeting.

Section 3. Quorum for Member Meeting. At all meetings of the Association, either regular or special, a majority of all members in good standing present shall constitute a quorum.

Section 4. Lack of Quorum. If a quorum is not present, the presiding officer may adjourn the meeting to a day and hour fixed by the presiding officer or *declare the meeting a Committee of the Whole and direct the Secretary to prepare a proxy vote on all issues requiring action by the membership. A proxy vote may also be called by the President and requires a majority of the membership to cast a ballot to be considered binding.*

Section 5. Order of Business. At all meetings of the Association, the order of business shall be as follows:

- (a) Reading of minutes of immediately prior meeting for information and approval.
- (b) Reports of officers.
- (c) Reports of committees.
- (d) Unfinished business.

ARTICLE V

Elections of Directors and Officers

Section 1. Election of Directors. The directors of the Association shall be elected at the annual meeting. The existing board of directors will canvas the Association members in good standing one month prior to the Annual meeting and present a proposal for the new board of directors to be voted on by the Association in its entirety. Any Association member in good standing can nominate any Association member for a specific position on the board and with a nomination second, that position will be removed from the current board's recommended board for an individual discussion and vote for that particular office.

Section 2. Terms of Directors. The directors of the Association shall serve a term of one (1) year and shall be entitled to succeed themselves. PROVIDED, the first Board of Directors shall be appointed by the representative of the developer as set forth in the Declarations and shall serve until such time as their replacements are elected.

Section 3. Membership Committee. There shall be a Membership Committee which shall be elected by the directors at the same meeting at which they elect the other officers. This committee shall be composed of three (3) persons, one (1) of which must be a director. An action by a majority of the committee shall be deemed to be the action of the whole committee. *The committee shall be responsible for the organization of the Association social activities.*

Section 4. Architectural and Landscape Committee. There shall be an Architectural and Landscape Committee which shall be elected by the Association membership. This committee shall be comprised of up to seven (7) persons, two (2) of whom must be directors. This committee will be responsible for architectural items outlined in the Deed Declarations and any other duties assigned by the Board of Directors.

Section 5. Finance Committee. There shall be a Finance Committee which shall be elected by the directors at the same meeting at which they elect the other officers. This committee shall be comprised of five (5) persons, two (2) of which shall be the Treasurer (the Chairman of the Committee) and the President, the other three (3) must be non-board members. This committee shall be responsible for preparing the budget and recommending the annual dues at the annual meeting for their approval. The non-board members shall have audit power over the books of the Association.

Section 6. Initial Board Membership. The initial Board of Directors shall be appointed by the developer as provided for in Sections 2 of this Article V and shall serve until such time as the first annual meeting following the sale of 75 % of the lots in Brookstone Village Subdivisions as provided for in the Declarations or until a successor is appointed by the developer. Notwithstanding the provisions of Article III, Section 1, the initial Board may be comprised of one (1) member.

Section 7. Other Committees. The Associations shall have such committees as set forth in the Declarations. The Association may have such other committees as the Board determines.

ARTICLE VI

Vacancies in Office

If a vacancy occurs among the officers or in the Board of Directors, the vacancy shall be filled for the unexpired term by the Board of Directors.

ARTICLE VII

Duties of Officers

Section 1. President. The President shall preside at all meetings of the Association and of the Board of Directors and shall appoint such committees as he or the Association shall consider expedient or necessary.

Section 2. Vice President. In the absence of the President, the Vice President shall perform his duties, and, in the absence of both President and Vice President, the Treasurer shall preside and assume the duties of the President.

Section 3. Secretary. The Secretary shall keep the minutes of all meetings of the Association and of the Board of Directors; shall, if requested, read such minutes at the close of each meeting for approval; and shall mail all notices for meetings of the Association and the Board of Directors. He shall perform other duties as may be required of him by the By-Laws, the President, or the Board of Directors.

Section 4. Treasurer. The Treasurer shall have charge of all receipts and moneys of the Association, deposit them in the name of the Association in a bank approved by the Board of Directors, and disburse funds as ordered or authorized by the Board of Directors. He shall keep regular accounts of his receipts and disbursements, submit his records when requested by the Finance Committee, and give an itemized statement at regular meetings of the Association. He shall sign checks and withdrawal slips on behalf of the Association in conjunction with one other officer.

Section 5. Execution of Instruments. The President and the Secretary or the Treasurer shall, on being so directed by the Board, sign all leases, contracts, or other instruments in writing.

ARTICLE VIII

Duties and Powers of the Board of Directors

Section 1. Management of Association. The Board of Directors shall have general charge and management of the affairs, funds (as directed below), and property of the Association. The Board shall have full power, and it shall be the Board's duty, to carry out the purposes of the Association according to its Articles of Incorporation and By-Laws; to determine whether the conduct of any member is detrimental to the welfare of the Association, and to fix the penalty of such misconduct or any violation of the By-Laws or rules.

Section 2. Rule Making. The Board of Directors may make rules for the conduct of the members and use of the Association property and define and limit the fishing, boating, and swimming privileges of the members and their guest, not inconsistent, however, with anything set forth in these By-Laws or in the Declaration of Covenants, Conditions, and Restrictions previously described.

Section 3. Appointment of Committee. The Board of Directors may appoint such committees as it deems necessary.

Section 4. No Authority to Impose Liability on Members. The Board of Directors shall may levy assessments upon the members of this Association for purposes consistent with those purposes set forth in the Declarations previously described and provide for the collection thereof in the manner set forth therein.

Section 5. Place of Directors Meetings. The meetings of the directors may be held in the City of Northville, Wayne County, Michigan or in any place in said Wayne County, Michigan. They shall not be held outside the State of Michigan.

Section 6. Power to Disburse Funds. The Board of Directors shall have the power to spend funds from within the approved annual budget, approved at the annual meeting. The annual dues shall be sufficient to cover the annual budget, excess funds not spent from the budget, shall be placed in reserve. The Board of Directors shall have the power to spend up to 10% of the reserve upon unanimous vote of the Board. Expenditures from the reserve for not-recurring items may be approved at the annual meeting or a special meeting by two-thirds vote. If approved items exceed the reserve amount, special assessment must accompany the approval.

ARTICLE IX

Compensation of Directors and Officers

Neither the officers, directors, nor members serving on committees shall receive any salary or compensation for services rendered to the Association, except the Secretary and Treasurer, who shall receive such sum per annum payable quarterly as may be fixed by the Board of Directors.

ARTICLE X

Application Fees and Dues

The manner of assessments shall be as set forth in the Declarations, and the Association shall be entitled to provide for the collection of such assessments in the manner set forth therein.

ARTICLE XI

Miscellaneous

Section 1. Notices. All notices to members shall be mailed to their addresses as given on the books of the Association, and such mailing shall constitute presumptive evidence of service thereof.

Section 2. Amendments. These By-Laws may be amended only by a majority vote of the members present at the regular or special meeting in the Association, provided notice of the purpose of such proposed amendment has been stated in the call for the meeting. These By-Laws may also be amended by the initial Board of Directors without necessity of a meeting of the Association.

Section 3. Restrictions. The Declarations are expressly adopted as part of these By-Laws, and any definitions contained therein or any rights or obligations specified therein shall be the same as if they were fully set forth herein.

Henry Fritz, Vice President

Approved:

John Pawloski, President