



BYLAWS OF  
WESTBRIAR VILLAGE SUBDIVISION NO. 2 HOMEOWNER ASSOCIATION

ARTICLE I

Terms of Covenant

Section 1. The terms, conditions, provisions, restrictions, covenants and agreements set forth in certain Building and Use Restrictions incorporated herein by reference and constitute Article I of these Bylaws, and the following bylaw provisions, the Building and Use Restrictions shall control.

ARTICLE II

The Administration of the Association

Section 1. The Common Areas of the Subdivision described in the aforesaid Building and Use Restrictions shall be administered by a non-profit corporation, hereinafter called the "Association," organized under the laws of the State of Michigan, and responsible for the management, maintenance, operation and administration of the common elements, easements and common affairs of the Subdivision in accordance with the Building and Use Restrictions, Deed, these Bylaws, the Articles of Incorporation, duly adopted Rules and Regulations of the Association, and the laws of the State of Michigan. All members of the Association and all persons using or entering upon or acquiring any interest in any lot shall be subject to the provisions and terms set forth in the aforesaid Restrictions, Bylaws, Articles, Rules and Regulations, and laws.

Section 2. Membership in the association shall be in accordance with the Building and Use Restrictions. Voting members are entitled to one (1) vote per lot upon payment of annual assessment.

Section 3. The association shall keep books of account showing expenditures and receipts of each fiscal year. Such accounts and all other association records shall be open for inspection by the members.

Section 4. The affairs of the Association shall be governed by a Board of Directors, all of whom shall serve without compensation. Directors must be members of the Association. If a member is a partner or corporation, then any partner of the Partnership, or officer or director of the Corporation shall be qualified to serve as a director.

Section 5. The Board of Directors shall have all powers and duties necessary for the administration of the affairs of the Association and may do all acts and things necessary thereto subject to the provisions of the Building and Use Restrictions, these Bylaws, Articles of Incorporation and applicable laws. In addition to the foregoing general duties, the Board of Directors shall be responsible specifically for the following:

- (I) To manage and administer the common affairs of the Subdivision.
- (II) To collect assessments from the Association and to use the proceeds thereof for the purposes of the Association.
- (III) To carry insurance of all kinds as deemed necessary and to collect and allocate the proceeds thereof.
- (IV) To rebuild improvements after casualty.
- (V) To contract for and employ persons, firms, corporations or other agents to assist in the management, operation, maintenance and administration of the Association.
- (VI) To acquire, maintain and improve, and to buy, operate, manage, sell, convey, assign, mortgage or lease any real or personal property on behalf of the Association in furtherance of any of the purposes of the Association.
- (VII) To maintain positive balance in all money accounts. The board does not have the power to borrow money without a specific 80% majority of the association membership in agreement. These members must authorize in writing their approval.
- (VIII) To make reasonable rules and regulations governing use of the common Areas.
- (IX) To establish such committees as it deems necessary, convenient or desirable and to appoint persons thereto for the purpose of implementing the administration of the Association and to delegate to such committees any functions or responsibilities.
- (X) To enforce the provisions of the Building and Use Restrictions, these Bylaws and the Articles of Incorporation.

### ARTICLE III

Section 1. Meetings of the Association members shall be held at the principal office of the Association or at such other suitable place convenient to the members as may be designated by the Board of Directors. Meetings of the Association members shall be conducted in accordance with Sturgis' Code of Parliamentary Procedure, Roberts Rules of Order or some other generally recognized manual of parliamentary procedure, when not otherwise in conflict with the Articles of Incorporation, the Bylaws of the Association, or the laws of the State of Michigan.

Section 2. Annual meetings of the association shall be held during the first week on October of each year. The date, time, and place of the annual meetings shall be set by the Board of Directors, and at least ten (10) days written notice thereof shall be given to each voting member. At such meetings there shall be elected by ballot of the voting member, a Board of Directors if there term has expired in accordance with the requirements of Article IV of these Bylaws. No elected Director shall be eligible for re-election to the same office in which they have served two consecutive terms or any part therein. One term shall be defined as a period of two years, beginning with January 1<sup>st</sup> following the election at the October annual meeting and extending to December (31<sup>st</sup>) of the succeeding year. The members may also transact, at annual meetings, such other business of the association as may properly come before them.

Section 3. It shall be the duty of the President to call a special meeting of the members as directed by resolution of the Board of Directors. The President shall also call a special meeting upon a petition signed by one quarter (1/4) of the voting members. Notice of any special meeting shall state the time and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 4. It shall be the duty of the Secretary (or other Association officer in the Secretary's absence) to give notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, to each voting member, at least ten (10) days but not more than sixty (60) days prior to such meeting. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association shall be deemed due notice. Notice to any member, director or officer may be given orally in person or by telephone or in writing by first class mail or delivery to the recipient's residence or office address.

#### ARTICLE IV

##### The Affairs of the Association

Section 1. The affairs of the Association shall be governed by a Board of Directors all of whom must be members of the Association or officers, partners, trustees, employees or agents of members of the Association except as heretofore stated.

Section 2. At the first annual meeting at which the Class A members shall be entitled to vote, the Board of Directors shall be five (5) persons.

Section 3. Vacancies in the Board of Directors (including the first board of directors named in the Articles of Incorporation) caused by any reason other than the removal of the director by a vote of the members of the Association shall be filled by vote of the majority of the remaining directors, even though they may constitute less than a quorum. Each person so elected shall be director until a successor is elected at the next annual meeting of the Association.

Section 4. At any regular or special meeting of the Association duly called and held, any one or more of the directors may be removed with or without cause by a majority of the members in attendance at the meeting, and a successor may then and there be elected to fill the vacancy shall be given an opportunity to be heard at the meeting.

Section 5. The first meeting of a newly elected Board of Directors shall be held within then (10) days of the election, with the out-going Board of Directors, at such place and time as shall be fixed by the directors at the meeting at which such directors were elected, and no notice shall be necessary to the newly elected directors in order legally to constitute such meeting. A Finance committee shall be appointed at this time, consisting of at least three members of the association, including the treasurer, who may serve as chairman. This committee shall prepare an annual budget for approval by the association at a general meeting in January.

Section 6. Regular meetings of the Board of Directors may be held at such times and places as shall be determined from time to time by a majority of the directors. At least two such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each director, personally, or by mail, telephone or email at least five (5) days prior to the date of the meeting.

Section 7. Special meetings of the Board of Directors may be called by the president on three (3) day's notice to each director, given personally, or by mail, telephone or email, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the president or secretary in like manner and on like notice on the written request of one director.

Section 8. Before or at any meeting of the Board of Directors, any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meetings of the Board shall be deemed a waiver of notice, by that director of the time and place thereof. If all the directors are present at any meeting of the Board, not notice shall be required and any business may be transacted at such meeting.

Section 9. At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice. The jointer of the director in the action of a meeting by signing and concurring in the minutes thereof, shall constitute the presence of such director for purposes of determining a quorum.

#### ARTICLE V

## The Affairs of the Board of Directors & Officers

The principal officers of the association shall be a president, first vice-president, second vice-president, recording corresponding secretary, and secretary treasurer.

Section 2. The Board of Directors shall be the officers of the association, elected annually by the association in accordance to Article III, section 2.

Section 3. The President shall be the chief executive officer of the association, and shall preside at all meetings of the association and of the Board of Directors. The president shall have all of the general powers and duties which are usually vested in the office of the president of a corporation, including, but not limited to the power to appoint committees as may be deemed appropriate to assist in the conduct of the affairs of the association.

Section 4. The First Vice-President and Second Vice-President shall take the place of the president (in succession) and perform the president's duties whenever the president shall be absent or unable to act. If neither the president nor the vice presidents are able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. The vice presidents shall also perform such other duties as shall from time to time imposes by the Board of Directors.

Section 5. The recording-corresponding secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the members of the association and shall have charge of the corporate seal, if any, to file and preserve all important correspondence, to keep a corrected file of the members of the association, and of such book and papers as the Board of Directors may direct, and shall, in general perform all duties incident to the office of secretary.

Section 6. The secretary-treasurer shall have responsibility for all association funds and securities and shall be responsible to submit a financial statement at each meeting of the Board of Directors and at each regular meeting of the association. The treasurer shall also submit to the association, at the end of the fiscal year, an audited financial statement. The treasurer shall be responsible for the deposit of all monies and other valuable papers of the association, in the name and to the credit of the association, in such depositories as may from time to time be designated by the Board of Directors.

Section 7. The officers shall have such other duties, powers and responsibilities as shall, from time to time, be authorized by the Board of Directors. Each committee, as established by the Board of Directors, shall contain at least one (1) Director of the Board.

## ARTICLE VI

(Finances)

Section 1. The finances of the association shall be handled in accordance with the Building and Use Restrictions and generally accepted accounting procedures.

Section 2. Annual dues shall be determined by the Board of Directors for all homeowners, due beginning of January of each calendar year. Failure to comply with this section shall automatically constitute forfeiture of voting rights in the association.

Section 3. The fiscal year of the association shall begin on the first (1) day of January and shall end on the last day of December.

Section 4. The funds of the association shall be deposited in such insured institution as may be designated by the Board of Directors (and shall be withdrawn only upon the check or order by the Board of Directors). The funds shall be administered by the Board of Directors under the authorization of the general membership.

#### ARTICLE VIII

##### (Amendments)

Section 1. These Bylaws (other than Article 1) may be amended at any meeting of the association by the majority vote of all voting members present provided that an advance notice of the intended amendment shall have been published to all members at least ten (10) calendar days in advance of the meeting and absentee ballots be permitted if presented to the Board of Directors or any Director of the Board prior to the meeting.

#### ARTICLE IX

##### (Committees)

Section 1. Standing committee's shall be comprised of at least one member from each block. If there is not a block representative, it will be necessary to ask each owner of that block to be a member of the committee before that block is exempted from the committee. Blocks shall be defined as:

Block 1 Lots 100-103.113-133	26 Homes
Barrington Street	
Block 2 Lots 104-112.139-148, 168-175	26 Homes
WestBriar Ct and Forestwood Drive	
Block 3 Lots 134-136, 149-167	22 Homes
McClumpha and Whittlessey Lake Dr	
Block 4 Lots 137.138, 176-196	23 Homes

## Rockledge Street

Section 2. Standing committees shall be reformed with each election of a Board of Directors.

Section 3. Standing committees and special committees have the power to recommend, but action can only be taken by the Board of Directors and/or the general membership.

## ARTICLE X

Section 1. Each member of the Board of Directors shall keep a record of all business transacted by the Director and submit an annual report to the association. At the close of his/her term of office, they shall turn over their successor all books, papers, equipment, and the files of their office.