

10/30/57

CONSTITUTION AND BY-LAWS OF
NORTHVILLE ESTATES
CIVIC ASSOCIATION

Article I

Section 1. The name and title by which said corporation is to be known in law is: Northville Estates Civic Association.

Article II

Section 1. The principal office or place of business of the corporation shall be at 47055 S. Chigwidden, Novi Township, Oakland County, Michigan.

Article III

Membership

Section 1. The membership of the Association consists of those persons whose names are duly recorded in its Roll of Membership.

Section 2. (a) Membership shall be of two classes: (1) Active, and (2) Associate. All classes must be residents of the community known as Northville Estates. Each membership shall consist of 2 members, each entitled to a vote.

(b) Active members must be owners of residence property situated in Northville Estates subdivision. They shall be eligible to hold elective office in the Association. Owners

(c) Associate Members must be occupants of residence property situated in Northville Estates subdivision. They shall be entitled to all of the privileges of the Association, except the right to hold elective office. Residents

Section 3. Ownership of all property, both real and personal, belonging to the Association, shall be exclusively vested in the Active Members.

Section 4. Any person meeting the foregoing requirements for membership may present to the Secretary his application for Active or Associate membership, in writing on forms supplied by the Association. The Secretary shall promptly submit the application to the Board of Directors who shall promptly investigate or otherwise determine the admissability of the applicant as a member. An affirmative vote of a majority of the Directors shall be necessary for election to membership.

Article IV

Purpose

Section 1. The purpose of this association is: To promote the interest and welfare of the residents of Northville Estates; to construct and maintain buildings for the use of its members; to maintain park facilities for the use of its members; to enforce building restrictions within the subdivisions included in Northville Estates;

to procure the construction of necessary public improvements within these subdivisions and insure their proper maintenance, and to do any and all other matters of interest to the welfare and advancement of the property and residents of Northville Estates.

Article V

Meeting of Members

Section 1. ANNUAL MEETINGS. The annual meeting of the members of the Association for the election of officers and directors shall be held between January 15 - February 15 of each year. The date of this meeting shall be set by the Board of Directors. At this meeting annual reports of the retiring officers and directors shall be presented and such other business transacted as shall properly come before the meeting.

Section 2. REGULAR MEETINGS. In addition to the annual meeting, regular meetings of the members for the transaction of business shall be held quarterly.

Section 3. SPECIAL MEETINGS. Special meetings of members, other than those regulated by statute may be called at any time by the president or by a majority of the directors. It shall also be the duty of the president to call such meeting whenever requested in writing to do so by ten (10) per cent of the members of the Association having at that time power to vote, upon the matter or matters to be considered at the meeting.

Section 4. PLACE OF MEETINGS. All meetings of the Members shall be held in a place designated by the President or Board of Directors, and shall be called to order promptly at 8:00 P. M.

Section 5. NOTICES. A notice of every meeting, stating the time, place and object thereof, shall be given by serving personally or by mailing, postage prepaid, at least ten (10) days before such meeting, a copy of such notice addressed to each member at his postoffice address.

Section 6. QUORUM. All members having been duly informed in accordance with Article V Section 5, any number of members present at a regularly called meeting and having at that time the power to vote upon the matter or matters to be considered shall constitute a quorum for the transaction of business. Matters voted upon shall be confined to the agenda set forth in the notice of meeting except that if 2/3 of the membership is present, any new business may be transacted. A majority of the votes cast shall be controlling.

Article VI

Officers and Directors

Section 1. OFFICERS. The officers of this association shall consist of a President, a Vice-President, a Secretary, and a Treasurer.

Article VI (Continued)

Section 2. DIRECTORS. The directors of this Association shall consist of the four officers named above and three additional members elected by the Association.

Section 3. ELECTION. The officers and directors shall be elected from the Active Members, at the annual meeting and shall hold their respective offices for the term of approximately one (1) year following their election and until their successors are elected and have qualified, unless previously removed by action of the Association.

Section 4. NOMINATING COMMITTEE. (a) Not later than December 1 of each year the President shall appoint a Nominating Committee whose duty it shall be to select nominees for the office of President, Vice-President, Secretary, Treasurer, and three (3) Directors, and to report its recommendations which shall be delivered to the members at least 10 days prior to the annual meeting.

(b) It shall be the duty of the Nominating Committee whenever possible to select not less than two nominees for each office to be filled and it shall be a qualification of such nominees that those selected have indicated to the Nominating Committee a willingness to serve in said office, if subsequently elected.

(c) Additional nominations for the offices to be filled may be made from the floor by any member at the annual meeting provided the member nominated is present and is willing to serve.

Section 5. BALLOT. (a) Election of officers and directors shall be by secret ballot. Candidates receiving the greatest number of votes cast for the respective offices shall be declared elected. The use of sticker candidates is prohibited and any such votes for sticker candidates shall be void.

(b) Balloting - It shall be the duty of the President to see that a proper polling place is provided to assure the taking of a secret ballot; that the Secretary is present with the Roll of Membership and that only qualified members are permitted to vote; that a sufficient number of tellers are appointed to insure an honest, impartial and prompt tabulation of votes and report of election during the course of the annual meeting.

(c) ABSENTEE BALLOT. In the event a member, otherwise qualified to vote, is unable to appear in person at the polling place during the hours designated for voting, he shall not thereby be deprived of his right vote but may obtain an absentee ballot from the Secretary in advance of the election. Such ballot when marked by the voter must be placed by him in a sealed envelope with no writing thereon, which envelope in turn shall be placed in another sealed envelope which must bear the name and address of the member voting. This envelope may then be delivered by messenger to the tellers in charge of the polling place, who shall see that the name appearing

Article VI (Continued)

on the outer envelope is checked by the Secretary against the Roll of Membership to ascertain if it is the name of a qualified voter, and if so this envelope shall be opened and the plain envelope enclosing the ballot shall then be placed in the sealed ballot box. Should the name of the envelope not be that of a qualified voter, the ballot shall immediately be destroyed.

(d) In the event of a tie vote for any office, either nominee for the office may request a recount of the votes cast, in which event the President shall nominate a new set of tellers who shall forthwith proceed with a new tabulation of the votes cast and report their findings before adjournment of the annual business meeting. Should the recount disclose a tie vote or should no recount be requested, a selection to fill the office shall immediately be made by drawing.

Article VII

Duties and Powers of Officers and Directors

Section 1. PRESIDENT. The President shall preside at all meetings of the Association and of the Board of Directors. He shall appoint all standing and special committees and shall be ex-officio member of such committees. He shall call meetings of the Board of Directors at such times as he may deem advisable and shall call special meetings of the Board at the request of two (2) members of the Board. It is his duty to carry out the will of the Board and of the Association as expressed at their respective meetings, and, in general, to conduct the affairs of the Association in a manner consistent with the authority and responsibility pertaining to his office.

Section 2. VICE-PRESIDENT. The Vice-President, in the absence of the President, shall discharge the duties of the President.

Section 3. SECRETARY. The Secretary shall give notice of all meetings of the Board of Directors and of the Association, and shall attend all such meetings and keep a true and accurate record of their proceedings. He shall enroll a complete list of all members of the Association with their addresses on the Roll of Membership. He shall carry on the correspondence of the Association and perform such other duties as instructed by the Board of Directors or by the Association. In the absence or incapacity of the Secretary, the President or any one of the officers may be authorized by the Board of Directors to perform such duties of the Secretary as may become necessary during his absence or incapacity.

Section 4. TREASURER. The Treasurer shall keep account of all monies received by and expended for the use of the Association. All checks shall be signed by the Treasurer and countersigned by the President or the Secretary in the President's absence. When his term of office expires, the Treasurer shall deliver to his successor all monies, books, papers, and other property belonging to the Association

Article VII (Continued)

which may then be in his possession or under his control, and in the absence of such successor, the Treasurer shall deliver all such monies, books, papers and other property to the President of the Association upon the order and direction of the Board of Directors. In the absence or incapacity of the Treasurer, the President, or any of the officers may be authorized by the Board of Directors to issue checks or perform such other duties of the Treasurer as may become necessary during his absence or incapacity.

Section 5. FUNDS. All monies of the Association shall be deposited in a bank approved by the Board of Directors. The Treasurer's accounts shall be audited annually by the Board of Directors or by a competent auditor selected by the Board.

Section 6. RECORDS. When the term of office of the Secretary and, or Treasurer expires, they shall deliver to their successors all money, books, papers and other property belonging to the Association which may then be in their possession or under their control, and in the absence of such successor, they shall deliver all such monies, books, papers and other property to the President of the Association upon the order and direction of the Board of Directors.

Section 7. DUTY AND POWER OF DIRECTORS. It shall be the duty of the Board of Directors to care for the property and interests of the Association and to determine policies for the conduct of its affairs, consistent with such specific instructions as the Board may receive from the Association. The Board shall have the power to raise and expend funds to promote the welfare of the Association and to employ all such means, not in conflict with these By-Laws, or with the laws of this State, as it may deem proper and expedient to secure the objects for which the Association is organized.

Section 8. MEETINGS OF DIRECTORS. The Board of Directors shall meet as often and at such time and place as the President, or the Board itself, may deem advisable. Five (5) Directors present in person at meetings of the Board of Directors shall constitute a quorum for the transaction of business.

Section 9. REMOVAL. The association may remove from office any officer or director whenever, in its judgment, the welfare of the Association requires such removal, provided that a statement signed by at least twenty-five (25%) per cent of the members in good standing and setting forth the intention to ask for such removal, shall be filed with the Secretary, or with the President, or with any member of the Board of Directors, and shall be read at a stated meeting of the Association. Thereafter, but not before the next stated meeting of the Association, the Association may proceed, by a vote of not less than two-thirds of the members present, to carry out and put into effect such removal.

Article VII (Continued)

Section 10. VACANCY. In case a vacancy shall occur among the Board of Directors said vacancy shall be filled within 30 days by vote of the Board of Directors for the balance of the unexpired term.

Article VIII

Dues and Assessments

Section 1. (a) The dues and assessments of the members shall be for such amount or amounts as shall be determined by the Members, at any meeting, to be necessary to meet the needs and defray the expenses of the Association.

(b) Until this By-Law is amended, the following schedule of dues, payable in advance shall apply to Active and Associate members.

\$20.00 for each membership for the full calendar year commencing January 1st, or for new members admitted during the months of January, February, and March.

\$15.00 for each new membership admitted during the months of April, May, and June.

\$10.00 for each new membership admitted any time after July 1st.

Section 2. BILLINGS AND PAYMENT OF DUES. During the month of December of each year the Treasurer shall prepare and mail to all members whose names appear on the Roll of Membership an invoice specifying the dues for the ensuing year, and requesting payment thereof in advance of the date of the annual meeting.

Section 3. DELINQUENCY. (a) Any member whose dues remain unpaid by the following April 1st forfeits his right to vote and to enjoy the other rights and privileges of the Association.

(b) If his dues are still unpaid by the following July 15th, such delinquent member shall be dropped from the Roll of Membership. Re-instatement thereafter shall only be possible by special resolution of the Board of Directors following payment of all delinquent dues.

Section 4. RESIGNATION. Any member wishing to resign his membership may do so in good standing by filing his resignation with the Secretary provided his dues are paid to date. Such member shall then be eligible for reinstatement by special resolution of the Board of Directors.

Section 5. EXPULSION. The Association may expel any of its members whenever, in its judgment, the welfare of the Association requires such expulsion. Provided, however, that special notice of the expulsion proceedings shall be given the member against whom they are brought, by the Secretary by registered mail, at least ten (10) days before the meeting at which they are to be submitted to the Association for vote, and that the member shall be given ample opportunity to speak in his own behalf before the vote of expulsion is taken. A vote of not less than two-thirds of the members present shall be necessary to carry out and put in effect such expulsion. A member so expelled shall not be entitled to any refund for dues paid.

Article IX

Amendments

Section 1. These by-laws may be amended in the following manner. Any member or group of members, may file with the Secretary such amendment or amendments as he may think advisable. The Secretary shall submit this amendment or these amendments to the Board of Directors, who, after due and thorough consideration shall report to the Association at its next meeting, with a recommendation for or against adoption, or the Board may recommend alterations, additions or omissions. The amendment, or amendments, in its, or their original form, must, however, be read at the meeting of the Association and may be adopted by the Association without the alterations, additions or omissions recommended by the Board. A two-thirds vote of the members of the Association present and voting shall be required for the adoption of any amendment.

Article X

Order of Business

Section 1. All meetings of the Association shall be conducted in accordance with the forms and regulations set forth in Roberts Rules of Order.

Section 2. The following order of business shall be observed at the business meeting of this Association:

- (a) Calling of the meeting to order.
- (b) Reading of the minutes of the last regular meeting.
- (c) Reports of Officers and Committees.
- (d) Elections.
- (e) Unfinished business.
- (f) New business.
- (g) Motion to adjourn.