

BY-LAWS

of

MEADOWBROOK ESTATES ASSOCIATION

Article I

MEMBERSHIP

Section 1. The membership of this corporation shall at all times consist of persons who own real estate, either individually or jointly with his or her husband or wife, within Meadowbrook Estates Subdivision (including Meadowbrook Renton Subdivision) being a part of the West one-half of the Southeast one-quarter of Section 1, and fifteen acres off the West side of the East one-half of the Southeast one-quarter of Section 1, Town 1 South, Range 8 East, Northville Township, Wayne County, Michigan, according to the plat thereof as recorded in Liber 43 at Page 97 of Plats, Wayne County Records.

(Amended 9/18/76)

Section 2.

(Repealed 9/18/76)

Section 3.

(Repealed 9/18/76)

Section 4.

(Repealed 9/18/76)

Article II

MEETINGS

Section 1. Place of Meeting. Any or all meetings of the members of this corporation shall be held at such time and place within the State of Michigan as the Board of Directors shall determine.

Section 2. Annual Meeting. The annual meeting of persons owning real estate shall be held between April 1 and July 1 of each year - at the time, on the day, and at the place designated in the call for such meeting. One of the purposes of such meeting shall be the election to the Board of Directors a number of persons necessary to fulfill requirements of Article IV, Sections 1 and 2.

(Amended 9/18/76)

Section 3. Notice of Annual Meeting. At least three (3) days prior to the date fixed by Section 2 of this Article for the holding of the annual meeting of members, notice of the time, place and purposes of such meeting shall be given to each member entitled to vote at such meeting.

Section 4. Delayed Annual Meeting. If, for any reason, the annual meeting of the members shall not be held on the day hereinbefore designated, such meeting may be called and held as a special meeting and the same proceedings may be had thereat as

at an annual meeting; provided, however, that the notice of such meeting shall be the same herein required for the annual meeting, namely, not less than three (3) days notice.

Section 5. Order of Business at Annual Meeting. The order of business at the annual meeting of the members shall be as follows:

- (a) Roll Call
- (b) Reading notice and proof of mailing
- (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 mentioned in the notice
- (i) Adjournment

provided that, in the absence of any objection, the presiding officer may vary the order of business at discretion.

Section 6. Special Meetings of Members. A special meeting of the members may be called at any time by the President or by a majority of the Board of Directors. The method by which such meeting may be called is as follows: Upon request by the President, or by a majority of the Board of Directors, the Secretary or an Assistant Secretary shall prepare, sign and mail the notices requisite to such meeting or shall give verbal notice of such meeting.

Section 7. Notice of Special Meeting of Members. At least one (1) day prior to the date fixed for the holding of any special meeting of members, written or verbal notice of the time, place and purposes of such meeting shall be given to each member entitled to vote at such meeting. No business not mentioned in the notice shall be transacted at such meeting.

Section 8. Waiver of Notice. Notice of the time, place and purpose of any meeting of the members may be waived either before or at the time of holding such meeting.

Section 9. Quorum of Members. Presence in person or by proxy of 25% of members representing eligible voting rights of this corporation shall constitute a quorum at any meeting of the members. (Amended 9/18/76)

### Article III

#### VOTING, ELECTIONS AND PROXIES

Section 1. Who is entitled to Vote. Except as the Articles, or a amendment or amendments thereto, otherwise provide, each parcel of Meadowbrook Estates assessed property (including Meadowbrook Renton), and, when in good standing, shall at every meeting be entitled to two (2) votes in person or by proxy upon each subject properly submitted to vote.

Persons owning real estate shall be considered to be in good standing provided, no assessment levied by the Association is due and owing. (Amended 9/18/76)

Section 2. Proxies. No proxy shall be deemed operative unless and until properly signed and filed with the Association secretary prior to the meeting to which it applies. Each proxy shall extend only to the meeting identified in the proxy. (Amended 9/18/76)

Section 3. Inspectors. Whenever any person entitled to vote at a meeting of the members 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 three (3) inspectors, who need not be members. 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 or for the decision of any question and shall determine the result. Their certificate of any vote shall be prima facie evidence thereof.

#### Article IV

##### BOARD OF DIRECTORS

Section 1. Number and Term of Directors. The business property and affairs of this corporation shall be managed by a Board of Directors composed of seven (7) persons who shall be members of this corporation. Each Director shall be elected for a term of three years, except that in the first election of Directors under the provisions of this amendment, two Directors shall be elected for one year, two Directors for two years, and three Directors for three years. (Amended 4/19/65)

Section 2. Vacancies. Vacancies in 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 make such election at their next annual meeting or at any special meeting duly called for that purpose and held prior thereto.

Section 3. Action by Unanimous Written Consent. If and when the Directors shall severally or collectively consent in writing to any action to be taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Directors.

Section 4. (Repealed 9/18/76)

Section 5. Power to Elect Officers. The Board of Directors shall select a President, one (1) or more Vice Presidents, a Secretary and a Treasurer. The President and Vice President or Vice Presidents must be chosen from the membership of the Board of Directors and the office of Secretary and Treasurer may be combined in one (1) person.

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

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

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

Section 9. Delegation of Powers. For any reason deemed sufficient by the Board of

Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 10. Power to Appoint Executive Committee. The Board of Directors shall have power to appoint by resolution an executive committee composed of three (3) or more Directors, who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the corporation between meetings of the Board.

Section 11. Power to Require Bonds. The Board of Directors may require any officer or agent to file with the corporation a satisfactory bond conditioned for faithful performance of his duties.

Section 12. Organization Meeting of the Board. At the place of holding the annual meeting of members and immediately following the same, 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 13. Meetings of the Board. Regular meetings of the Board of Directors of this corporation shall be held at such time and place within the State of Michigan as the Board shall from time to time determine. Special meetings of the Board may also be called at any time by the President upon one (1) day written or verbal notice.

Section 14. Waiver of Notice. Notice of the time, place and purpose of any special meeting of the Board of Directors may be waived either before or at the time of holding such meeting.

Section 15. Quorum of Directors. Any four (4) of the Directors shall constitute a quorum.

Section 16.

(Repealed 9/18/76)

## Article V

### OFFICERS

Section 1. President. The President shall be selected by and from the membership of the Board of Directors. He shall be the chief executive officer of the corporation. 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 corporation and shall see that all orders and resolutions of the Board are carried into effect. He shall be ex officio a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation.

Section 2. Vice Presidents. The Vice Presidents shall be chosen from the membership of the Board. The function of such Vice President shall be the performance of the duties and exercise of 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 of the executive committee, and shall preserve in books of the corporation true minutes of the proceedings of all such meetings. He shall safely keep in his custody the seal of the corporation and shall have authority to affix the same to all instruments where its use is required. 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 or by the executive committee.

Section 4. Treasurer. The Treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements; he shall deposit all moneys, securities and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the Board of Directors. He shall disburse the funds of the corporation 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 corporation. If required by the Board, he shall deliver to the President of the corporation, and shall keep in force, a bond in form, amount and with surety or sureties satisfactory to the Board, conditioned for the faithful performance of the duties of his office and for restoration to the corporation in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, money and property of whatever kind in his possession or under his control belonging to the corporation.

## Article VI

### EXECUTION OF INSTRUMENTS

Section 1. Checks, etc. All checks, drafts and orders for payment of money shall be signed in the name of the corporation by such officers or agents as the Board of Directors shall from time to time designate for that purpose.

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 any Vice President, and the Secretary, or Assistant Secretary, may execute the same in the name and behalf of this corporation and may affix the corporate seal thereto. The Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instrument in behalf of this corporation.

Article VII

POWER TO BORROW MONEY

The power and authority to borrow money and issue its promissory note or bond for the repayment thereof with interest and to mortgage its property as a security for its debts or other lawful engagements is not delegated to the Board of Directors of this corporation, but is retained by the members thereof, and property action on the part of the members of this corporation shall be requisite to the validity of any such note, bond, evidence of indebtedness or mortgage.

Article VIII

SEAL

The seal of this corporation shall have inscribed thereon the name of this corporation, together with the words "Corporate Seal - Michigan."

Article IX

AMENDMENT OF BY-LAWS

These by-laws may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of persons owning real estate and entitled to vote at any regular or special meeting of the members, if notice of the proposed amendment, alteration, change, addition, or repeal be contained in the notice of the meeting.

(Amended 9/18/76)