

**WOODFIELD HOMEOWNERS ASSOCIATION  
AMENDED AND RESTATED BY-LAWS**

**ARTICLE I – NAME AND LOCATION**

This Michigan Non-profit Corporation shall be known as Woodfield Homeowners Association (“Association”), with its principal place of business located in the area designated as Lots 1 through 111 inclusive, Woodfield Subdivision in Washington Township, Macomb County, Michigan. The post office address of the Association shall be such a place or places within Woodfield Subdivision or the local post office as may be determined by the Board of Directors from time to time.

**ARTICLE II – PURPOSE**

The purposes of the Association shall be:

1. To promote and enforce the rights of property ownership of the members of the Association, including the enforcement of the Declaration of Covenants, Conditions and Restriction for Woodfield Subdivision (“Declaration of Covenants”), and the Covenant for Subdivision Open Space Plan, recorded with Macomb County Register of Deeds, for the purpose of protecting the character and value of the members’ property.
2. To promote and maintain the high quality residential character of Woodfield Subdivision.
3. To promote the best interest of the membership in any matters concerning zoning regulations affecting Woodfield Subdivision and any and all other matters which may involve contact with or activity before Washington Township and other governmental agencies. Provided, however, the Association shall not directly or indirectly participate in any partisan or nonpartisan political activity on behalf of or for the benefit of any candidate for any public office.
4. To engage in any matters and work toward any objectives for the betterment of Woodfield Subdivision and the membership of this Association.

**ARTICLE III – MEMBERSHIP AND VOTING RIGHTS**

**Section 1 – Membership**

Any person or persons who own a fee simple title or are otherwise purchasing title to the same part of a lot in the subdivision, which is subject to assessment, shall be a member of the Association. Membership shall be mandatory to and

may not be separated from ownership of any lot is subject to assessment, provided, however, there shall be only one (1) membership for any single lot and no individual shall be entitled to more than four (4) memberships regardless of the number of lots in which he may have legal interest.

## **Section 2 – Voting Rights**

Each membership in good standing shall be entitled to only one (1) vote in person or by proxy, as specified in Article IV or these By-laws. No vote shall be transferable to another member. No member shall be eligible to vote at any meeting of the Association unless all dues and assessments have been paid.

## **ARTICLE IV – MEMBERSHIP MEETINGS**

### **Section 1 – Annual Meeting**

An annual meeting of the membership shall be held during the first two (2) weeks in May of each year at the day, place and hour to be determined by the Board of Directors.

Written notice of the date, time, and place of the meeting shall be given by Secretary to each member. The notice shall state the matters to be considered at the meeting, and shall be distributed by first class mail or delivery to the residences of the members not less than 30 nor more than 60 days prior to the date of the meeting.

Those members present at the meeting, except as stated in Article IV, Section 5 of the Declaration of Covenants (voting to increase annual dues or to impose special assessment for capital improvements), shall constitute a quorum. Any member may submit a written proxy, which, if received prior to or at the meeting, shall be exercised by the person to whom the proxy is directed. A simple majority vote (51%) of those members present, including proxies, shall prevail except as otherwise provided in the Declaration of Covenants.

### **Section 2 – Special Meetings**

Special meetings of the membership may be called at any time at the determination of the Board of Directors, or by the concurrent action of any three (3) officers of the Association, or by a petition signed by a simple majority (51%) of the memberships in good standing. In the case of special meeting by petition, such petition shall designate the purpose for the meeting and be filed with the Secretary of the Association. Upon filing of the petition, the Board of Directors shall schedule and hold such special meeting not less than thirty (30) nor more than sixty (60) days from the date of filing.

Written notice of the date, time, and place of the meeting shall be given by the Secretary to each member. The notice shall state the matters to be considered at the meeting, and shall be distributed by first class mail or delivery to the residences of the members not less than 30 nor more than 60 days prior to the date of the meeting. No final action may be taken on any matter not specifically included in the notice of the meeting.

Those members present at the meeting, except as stated in Article IV, Section 5 of the Declaration of Covenants, shall constitute a quorum. Any member may submit a written proxy, which, if received prior to or at the meeting, shall be exercised by the person to whom the proxy is directed. A simple majority vote (51%) of those members present, including proxies, shall prevail except as otherwise provided in the Declaration of Covenants.

### **Section 3 – Quorum to Increase Dues or Levy Special Assessments**

Written notice of any meeting called for purpose of taking any action authorized under Article IV, Sections 3 or 4 of the Declaration of Covenants (i.e., increase of annual dues or levying of special assessments) shall be sent to all members not less than 30 days, nor more than 60 days, in advance of the meeting. At the first such meeting called, the presence of members or of proxies entitled to cast sixty (60%) percent of all the votes of the membership, shall constitute a quorum. If the required quorum is not present, another meeting may be called subject to the same notice requirement and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

### **Section 4 – Conduct of Meetings**

The President shall chair each meeting of the membership and the following order of business shall prevail. Provided, however, the order of business, as well as any matters contained therein, may be modified or waived by a voice vote of the members present. Roberts Rules of Order shall govern the meetings of the Association.

1. Roll Call of Officers and Board of Directors
2. Reading and approval of the minutes of the previous meeting
3. Treasurer's Report
4. Reports of Committees and Correspondence
5. Old Business
6. New Business
7. Announcements
8. Adjournments

## **ARTICLE V – DUTIES AND POWERS OF BOARD OF DIRECTORS AND OFFICERS**

### **Section 1 – Board of Directors**

The Board of Directors shall carry out the general policies of the Association and the various actions directed by the membership, and do any and all things directed by the membership or necessary to the conduct of such business of the Association. The Board may hire an auditor, accountant, attorney, appraiser, or insurance agent, when necessary. The Board of Directors shall be comprised of nine persons: four (4) Officers and five (5) Directors to be elected by the membership.

The following shall pertain to the operation of the Board:

1. The Board shall meet not later than three (3) weeks following the induction of new officers each year, and thereafter, at least once every three (3) months. Special meetings of the Board may be called by the President or any three (3) members of the Board on such occasions, as they may deem necessary.
2. The Secretary shall give written notice of the date, time, and place of each meeting of the Board to each of its members not less than three (3) calendar days before the date of such meeting. The notice shall be personally delivered to the members or may be sent by first class mail addressed to the last known address of the respective members.
3. A majority of the members of the Board shall constitute a quorum.
4. All matters coming before the Board shall be decided by a simple majority vote of those Board members present.

### **Section 2 – Officers**

The membership shall elect the following Officers at the annual meeting. The duties of the Officers shall be as prescribed hereafter:

1. **PRESIDENT** - He/she shall be the presiding Officer at all meetings of the membership and the Board of Directors, and he/she shall be the Chief Administrative Officer of the Association. The President's only voting right at Board of Directors meetings shall be as tiebreaker in times of a deadlock. The President shall serve in an advisory capacity for one (1) year after he/she served the position of President.
2. **VICE-PRESIDENT** - He/she shall serve in the absence of the President in his/her place and stead, and otherwise, his/her duties shall consist of

assisting the President and the Board of Directors as may be designated and required from time to time. The Vice-President will assume the duties of any vacated office until filled by election.

3. **SECRETARY** - He/she shall be responsible for and maintain minutes and other records of all meetings of the Association and Board of Directors and shall handle such other customary and appropriate clerical duties of the Association. He/she shall enroll a complete list of all members and their addresses in regard to membership, the Board of Directors, and of the respective committees.
4. **TREASURER** - He/she shall be responsible for all funds received and disbursed by the Association or on its behalf, and he/she shall maintain appropriate records and provide accounting for all such receipts and disbursements. It shall be the duty of the Treasurer to prepare and file all forms, reports, etc., which may be required by law, by State, Federal or other governmental agency.
  - A. **FUNDS** - All monies of the Association shall be deposited in a Bank approved by the Board of Directors. The Treasurer's account shall be audited annually, or at any other time prescribed by a simple majority vote of the remaining members of the Board of Directors, by an auditor selected by the Board.
  - B. **DISBURSEMENTS** - The Board of Directors shall have authority to approve expenditures up to \$1,000.00. Any expenditure over \$1,000.00 must be approved by the membership of the Association.

For expenditures up to \$1,000.00, no funds shall be released (except for nominal payments up to \$10.00) until an expenditure request form has been signed by at least five (5) Board members. Three (3) bids shall be required before any purchases over \$100.00 are made.

All disbursements of Association funds shall be made by check. Each check shall have two authorized signatures. Authorized signees shall be the President or Vice-President and the Treasurer.
  - C. **BONDING** – The Board of Trustees may arrange for the Treasurer to be bonded for an amount to be determined by them through an accredited bonding company.
  - D. **MEETINGS** – The Treasurer shall determine whether a quorum has been achieved and that a majority of the membership is voting at all meetings of the Association.

## **ARTICLE VI - ELECTION AND TERMS OF OFFICERS AND BOARD OF DIRECTORS**

### **Section 1 – Nomination for Office**

At the annual meeting, a minimum of two (2) nominees from the general membership shall be made for each of the following offices: President, Vice-President, Secretary, Treasurer and Directors. Each nominee selected must be a member of the Association in good standing, and must indicate a willingness to serve in said office if subsequently elected. Additional nominations for the offices to be filled may be made from the floor by an active member at the annual meeting, provided the eligible member nominated is present and willing to serve.

### **Section 2 – Election of Officers and Board of Directors**

Election of Officers and Directors shall be by secret ballot. Candidates receiving the greatest number of votes cast for respective offices shall be elected, and of those elected, no two (2) Candidates shall be from the same household. The general membership shall vote for Officers and Directors by mail. Ballots will be returned to the President and counted by an election committee made up of three (3) persons who are not candidates for election to office. Those elected will take office June 1.

### **Section 3 – Terms of Officers**

The Officers shall hold their respective offices for the term of one (1) year following their election and until successors take office, but not more than three (3) consecutive terms. A minimum of two (2) years must pass between consecutive office terms for all Officers and Board of Directors following three (3) terms in office.

### **Section 4 – Terms of Board of Directors**

The Board of Directors shall be elected the first time by order of majority votes cast. The leading three (3) candidates shall be installed as two (2) year terms and the next two candidates shall be installed as one (1) year terms. Following the initial election, the Board of Directors shall be elected on alternating years of two (2) Board of Directors and three (3) Board of Directors to replace the Board of Directors leaving office.

## **ARTICLE VII – REMOVAL AND VACANCIES**

The Association may remove from office an Officer or Director whenever, in its judgment, the welfare of the Association requires such removal, provided that a statement, signed by at least ten (10%) percent of the members in good standing and setting forth the intention to ask for such removal, shall be filed with the Secretary, with the President or with any member of the Board of Directors and shall be read by him/her at the next regular or special meeting of the Association. The Association may proceed, by a vote of not less than two-thirds (2/3) of active members present (including proxies), to carry out and put into effect such removal.

If an Officer or Director resigns, is removed from office, or is otherwise unable to fulfill his or her duties, the Board may appoint any member of the Association in good standing to complete the remainder of the term of that Officer or Director.

## **ARTICLE VIII – DUES AND ASSESSMENTS**

### **Section 1 – Dues**

Payment of annual dues is mandatory. Dues shall be fifty (\$50.00) dollars per lot per year, payable no later than June 1 of each calendar year. As stated in Article IV, Section 2 of the Declaration of Covenants, the purpose of said dues levied by the Association shall be used exclusively to promote the recreation, health, safety, and welfare of the residents in the properties and for the improvement and maintenance of the Common Area.

### **Section 2 – Special Assessments**

Special assessments may be imposed only for the purposes and by the methods set forth in Article IV of the Declaration of Covenants.

### **Section 3 – Unpaid Dues and Assessments**

Any member whose dues and assessments are not paid within thirty (30) days of each calendar year shall be deemed not in good standing and that member's voting rights shall be automatically suspended until dues and assessments have been paid.

Any dues or assessment not paid within thirty (30) days after the due date shall bear interest from the due date at the rate of six (6%) percent per annum. The Association may bring action of law against the owner for nonpayment of dues and assessments, as stated in

Article IV, Section 1 of the Covenants, Conditions, and Restrictions. In addition, the unpaid dues and assessments shall be a lien on the property. No owner may waive or otherwise escape liability for the dues and assessments provided for herein by non-use of the Common Area or abandonment of his lot.

#### **Section 4 – Increase of Dues**

The annual dues may be increased each year by not more than five (5%) above the dues for the previous year by the Board of Directors, without a vote of the full membership.

The maximum annual dues may be increased by more than five (5%) percent by a vote of two-thirds (2/3) of the members, who are voting in person or by proxy, at the Annual Meeting or a Special Meeting duly called for this vote.

### **ARTICLE IX – COMMITTEES**

#### **Section 1 – Special Committees**

The Board of Directors shall create such committees as it may deem necessary and appropriate from time to time for any business or other purpose related to the business of the Association. The President may create such special committee, as he/she deems necessary and appropriate and appoint the members thereof subject to the consent of the Board.

#### **Section 2 – Building Control Committee**

This committee shall consist of the Building Director and two (2) appointed members appointed by the Board to assist him.

*This information was retyped for the purpose of having a master copy with which to make copies available to members of the Association. No changes were made to the material contained in this document which was copied from document noted "Draft #2, 5/23/94".*

January 2001