

**AMENDED AND RESTATED BYLAWS OF
WESTCHESTER VILLAGE HOMEOWNER ASSOCIATION
AS OF OCTOBER 25, 2019**

ARTICLE I

NAME

Section 1.01 **Name of Corporation.** The name of this Michigan non-profit corporation is the Westchester Village Homeowner Association (the "Corporation").

**ARTICLE II
CORPORATE OFFICE**

Section 2.01 **Principal Office of Corporation.** The principal office of this Corporation shall be located in Bloomfield Township, Oakland County, Michigan, and shall normally be the office of the Treasurer of the Corporation. The post office address for the transaction of business shall be such place or places within Bloomfield Township as the Board of Directors may determine from time to time.

**ARTICLE III
PURPOSE**

Section 3.01 **Purposes of Corporation.** The "Corporation" is organized to maintain and enforce the building and use restrictions as recorded for each of the four subdivisions that make up Westchester Village (Westchester Village Subdivisions #1, #2, #3, and Westchester Village located in Bloomfield Township, Oakland County, Michigan) (the "Subdivisions"), as the building and use restrictions may be amended from time to time; to maintain and improve the residential character of the neighborhood; to promote cordial and friendly relationships among the members of the Corporation; to improve living conditions and promote the general betterment of the Subdivisions; to own real estate in the community, but not for profit; and for such other purposes as may be beneficial to the general welfare of the community.

**ARTICLE IV
MEMBERSHIP**

Section 4.01 **Membership Unit.** A membership unit is the holder(s) of the record fee simple title to, and/or the land contract purchaser of, a lot in the Subdivisions, whether one or more persons or entities. The term "Owner" shall not include any mortgagee, land contract seller or any other person or entity having an interest in a lot merely as security for the performance of an obligation, unless and until such mortgagee, land contract seller or other person or entity shall have acquired fee simple title to such lot by foreclosure, forfeiture or other proceeding or conveyance in lieu of foreclosure. If more than one person or entity owns fee simple title to, or a land contract purchaser's interest in a lot, then the interests of all such persons or entities, collectively, shall be that of one owner.

Section 4.02 **Member In Good Standing.** A member in good standing is defined as a membership unit with its dues paid for the current fiscal year.

Section 4.03 **Revocation of Membership.** The Board of Directors may revoke the membership of any person found by the Board of Directors not to be qualified for membership or found to be delinquent in the payment of dues.

ARTICLE V VOTING RIGHTS

Section 5.01 **Voting Rights.** A membership unit shall be entitled to one vote and may vote either in person or by written proxy. In the case of a joint membership unit, the joint members of the membership unit shall be entitled to one vote between or among them and may vote either in person or by written proxy. At committee meetings and Board of Directors meetings, each committee member or Director shall have a single vote.

ARTICLE VI MEETINGS AND ELECTIONS

Section 6.01 **Annual Meetings.** The annual meeting of the membership shall be held at such time and place as specified by the Board of Directors in October of each year.

Section 6.02 **Quorum.** At any Annual Meeting or Special Meeting of the members of the Corporation, the members in good standing present shall constitute a quorum for the election of Directors and for the transaction of any other business. A simple majority of those present, either in person or by written proxy, shall decide the issue. A quorum for all Board of Directors meetings shall be defined as the majority of the seven (7) members of the Board. A majority of the Directors present, there being a quorum present, shall decide any question that may come before the meeting.

Section 6.03 **Meeting Notices.** At least ten days' written notice of all meetings of the membership shall be given by the Secretary by first class mail or delivery to the address of each member in good standing, or by email to the email address provided by each such member in good standing. In the case of non-resident members, deposit of the notices addressed to the last known address of the member in a regular U.S. Mail Box, or email delivery to the email address provided by the non-resident member, shall constitute compliance with this requirement.

Section 6.04 **Special Meetings.** Special meetings of the membership may be called at any time by resolution of the Board of Directors, or at the call of the President, or upon written request of ten members; provided, however, that the notice specified in Section 6.03 must be given before any special membership meeting. This notice must state the purpose of the special meeting.

Section 6.05 **Election of Directors.** All elections shall be by ballot or show of hands as determined by vote of the members present at the meeting. Candidates receiving a plurality of

the votes cast shall be declared duly elected. In case of a tie for any directorship, a run-off election will be held.

ARTICLE VII ORDER OF BUSINESS

Section 7.01 **Agenda for Regular Meetings**. At all regular meetings of the members of the Corporation, the following order of business shall be observed:

1. President will call meeting to order.
2. Reading and approval of the Minutes of the previous meeting.
3. Treasurer's report.
4. Standing Committee reports (including election of directors at the annual Meeting).
5. Old Business.
6. New Business.
7. Adjournment.

Section 7.02 **Agenda for Special Meetings**. At all special meetings of the members of the Corporation, the only item of business shall be the purpose for which the meeting was called.

Section 7.03 **Parliamentary Procedure**. Roberts Rules of Order, most recently revised edition, shall be the authority for the conduct of all meetings of the Corporation.

ARTICLE VIII FISCAL YEAR

Section 8.01 **Fiscal Year**. The fiscal year of this Corporation shall be the calendar year.

ARTICLE IX DIRECTORS

Section 9.01 **Size of Board Of Directors.** The Corporation shall be governed by a Board of Directors consisting of seven (7) members in good standing of the Corporation.

Section 9.02 **Quorum.** At any meeting of the Board of Directors, a majority of the entire membership of the Board shall constitute a quorum for the transaction of business. A majority of the Directors present, there being a quorum present, shall decide any question that may come before the meeting.

Section 9.03 **Vacancies.** If the office of any Director shall become vacant for any reason, a quorum of the remaining Directors may elect a successor who shall hold office until the next annual meeting.

Section 9.04 **Powers.** The Board of Directors shall have power: To elect the officers of the Corporation, to confirm the appointment of committees by the President, and to employ and fix compensation of agents, clerks, employees, and attorneys. In addition to the powers and authority expressly conferred upon them by these By-Laws, the Board of Directors may exercise all such other powers and do all such things as may be necessary for the purposes of the Corporation, subject nevertheless to the provisions of law, the Articles of Incorporation, and these By-Laws.

Section 9.05 **Term.** Elected Directors shall hold office for a term of three (3) years, unless elected to fill an unexpired term, with terms staggered so that to the extent possible the term of two (2) Directors expires in any given year. These terms shall commence upon election at the annual meeting.

Section 9.06 **Absences.** More than three absences from regular Board meetings during any year of a Board member's term of office shall be permissible grounds for the removal of that member by the Board of Directors.

Section 9.07 **Meeting by Conference Telephone Call.** Members of the Board of Directors may participate in and act at any meeting of the Board of Directors by means of conference telephone or other communications equipment if all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting.

ARTICLE X OFFICERS

Section 10.01 **Titles – Election – Term.** The elected officers of this Corporation shall be a President, Vice President, Secretary and Treasurer. They shall be elected annually by the Board of Directors from the membership of the Corporation, and shall hold office until their qualified successors are elected. The office of Secretary and Treasurer may be united in one person. These officers shall be elected and appointed at the first meeting of the Board of Directors after

the annual meeting. The officers may simultaneously serve as members of the Board of Directors.

Section 10.02 **Duties of Officers.** The duties of the officers of the Corporation shall be as follows:

(A) **President** – It shall be the duty of the President to preside at all meetings of the Corporation and Board of Directors, and at the annual meeting of the Corporation membership, shall present his or her annual report. The President shall appoint and be an ex-officio member of all committees, with all committee appointments to be subject to the approval of the Board of Directors; shall sign all written contracts and obligations; and shall perform such other duties as are incident to this office.

(B) **Vice President** – The Vice President, in the absence or disability of the President, shall have the powers and perform the duties of the President. The Vice President will also have the responsibility of service as Chairperson of the Membership Committee.

(C) **Secretary** – The Secretary shall keep the minutes of the meetings of the Corporation and the Board of Directors; shall conduct the correspondence of the Board and the Corporation; issue all notices and announcements relating to the affairs of the Corporation; sign all written contracts and obligations of the Corporation; make a report to the members of the Corporation at the annual meeting; and perform such other duties as are incident to the office or as prescribed by the Board of Directors.

(D) **Treasurer** – It shall be the duty of the Treasurer to receive and keep account of all money received and to deposit same in the name of the Corporation in such bank or trust company as may be designated by the Board of Directors, such money to be withdrawn as the Board may direct; report to the Board at each regular meeting thereof and present to the membership a complete report for the preceding year at the annual meeting thereof; disburse the funds of the Association by checks or as the Board may be resolution direct.

The Treasurer shall serve as the Resident Agent of the Corporation. The Treasurer shall also be responsible for preparing and submitting on a timely basis all annual reports and tax returns required by the United States or State of Michigan.

Section 10.03 **Compensation of Officers And Directors.** The Officers and Directors of the Corporation shall not receive any remuneration for services rendered in that capacity.

ARTICLE XI COMMITTEES

Section 11.01. **Appointment of Committees.** All Committees, as needed, shall be appointed from Corporation members in good standing by the President by and with the advice and consent of the Board of Directors. Vacancies shall be filled in like manner.

Section 11.02 **Standing Committees.** Standing Committees shall be appointed to serve at the discretion of the Board of Directors and as deemed necessary throughout the year and shall be constituted of the number of members that the Board of Directors shall deem expedient and their duties shall be as follows:

(A) **Membership.** To keep custody of the register of the members of the Association and membership unit cards not issued; to develop an effective plan of membership, having at its objective bringing into the Association, as members, all eligible resident property owners in the Subdivisions; to suggest methods of solicitation, either voluntary or compensated; to nominate for appointment or employment by the Board proper persons to solicit memberships; to supervise the work of solicitors; to promote acquaintance, fellowship and neighborliness among the members of the Association and in general to be charged with the responsibility of maintaining the membership of the Association at all times at its maximum.

(B) **Restrictions and Zoning.** To be alert in the discovery of violations of restrictions in each part of the Subdivisions and to promptly report such violations to the Board of Directors for instructions; to carry out such instructions in the making of investigations or the taking of action designed to eliminate such violations; to employ, under the direction of the Board, investigators and legal counsel as necessary of desirable; in general to be active in the enforcement of all restrictions in all three Subdivisions, to draft and formulate additional restrictions and zoning regulations or amendments thereto as necessary.

(C) **Architectural Control.** To provide the approving authority for plans and specifications involving construction or erection on and/or for excavation or grading of property in the Westchester Village Subdivisions as defined in Article III, Section 3.01, and the enforcement of deed restrictions, as they may be amended from time to time.

(D) **Drainage, Grounds and Roads.** To carry out the Board's instructions in relation to entrances, drainage, and roads in the Subdivisions and Association-owned property; to conduct an early Spring survey of road conditions within the Subdivisions and request necessary maintenance from the Township.

(E) **Community Monitor.** To supply the Board and the membership with information concerning their interests as property owners gathered as a result of attending meetings (Township Board of Trustees, United Homeowner's Association, Board of Education, etc.), reviewing written materials (newspapers, legal notices, meeting minutes, etc.), reviewing information on the internet, and other sources of information.

(F) **Public Safety.** To carry out the Board's instruction with regard to civil defense, citizens watch, fire and police protection and traffic regulations.

(G) **Public Information.** To publish a periodic news bulletin; act as an organ of information for the Association and its Board of Directors; and publish an annual directory of residents of Greater Westchester Village.

(H) **Neighborhood Activities.** To develop plans, supervise, direct and organize social, entertainment and recreation activities for the members.

Section 11.03 **Nominations Committee.** Before each annual meeting of the members of the Corporation, this Committee shall be appointed. The duties of this committee are to nominate candidates for the office of Director, the names to be reported to the President and the notice of each annual meeting shall contain a list of the candidates so nominated; to prepare and have printed the official ballot for use at the Annual Meeting and to list thereon the names of candidates nominated by them and any other candidates who make themselves known to the Chairman of this committee not less than five days prior to such annual meeting. Write-in votes for any other Corporation members may be cast during the election meeting.

Section 11.04 **Special Committees.** Special Committees may be appointed from time to time as the Board of Directors may deem expedient and with such members and with such duties and powers as the Board may prescribe.

Section 11.05 **Delegation of Duties to Committees.** The Board of Directors may delegate to any committee such powers and duties, in addition to those prescribed by these By-Laws, as the Board may deem wise.

Section 11.06 **Fiscal Control.** No Committee shall incur any expense or financial obligation without the express consent of the Board of Directors.

ARTICLE XII FEES

Section 12.01. **Dues and Assessments.** The payment of annual dues, in amounts determined by the Board of Directors of the Corporation from time to time, shall be mandatory for each membership unit, as defined in Article IV, Section 4.01. As of the adoption of these Amended and Restated bylaws, the annual dues are One Hundred Dollars per calendar year. The Board of Directors of the Corporation may not increase the annual dues by more than ten percent (10%) over the annual dues in the prior calendar year unless the increase in dues is approved by the members of the Association at a duly-called meeting of the membership.

Annual dues shall be paid on or before March 31 of each year. The payment of dues shall be in default if any installment thereof is not paid to the Corporation in full on or before the due date for such installment. A late charge not to exceed Twenty-Five Dollars (\$25.00) per installment shall be assessed automatically by the Corporation upon each installment that is in default for ten (10) or more days, until paid in full. Each Owner shall be personally liable for the payment of all accrued

dues and late charges. In addition, unpaid dues and late charges shall constitute a lien upon the lot of the Owner.

ARTICLE XIII INDEMNIFICATION AND INSURANCE

Section 13.01 **Indemnification**. Each person who is or was a director or officer of the Corporation, or member of a committee of the Corporation, and each person who serves or has served at the request of the Corporation as a trustee, director, officer, partner, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation to the fullest extent permitted by the non-profit corporation laws of the State of Michigan as they may be in effect from time to time; provided, however, that the preceding shall not require the Corporation to indemnify any person for any liability, tax or expense to the extent it results in the imposition of tax under Section 4958 of the Internal Revenue Code. The Corporation may, to the extent authorized from time to time by the Council, grant rights to indemnification to employees or agents of the Corporation and others to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

Section 13.02 **Insurance**. The Corporation may purchase and maintain insurance against any liability asserted against and incurred by the Corporation or any person affiliated with the Corporation in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify such person against such liability under Section 13.01

ARTICLE XIV AMENDMENTS

Section 14.01. **By Membership**. The By-Laws of this Corporation may at any time be amended at any general or special meeting of the Corporation, by a majority vote of members of the Corporation in good standing who are present at such general or special meeting, as set forth in Section 6.02. Notice of the proposed amendments shall be contained in the notice of any membership meeting. Amendments by the members of the Corporation may be given immediate effect.