

**BY - L A W S**

**O F**

**BLOOMFIELD CROSSING HOMEOWNERS ASSOCIATION, INC.**

**As Amended March 19, 1991 and June 11, 2014**

**INDEX**  
**TO**  
**BY-LAWS**  
**OF**  
**BLOOMFIELD CROSSING HOMEOWNERS ASSOCIATION, INC.**

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**BY - LAWS**  
**O F**  
**BLOOMFIELD CROSSING HOMEOWNERS ASSOCIATION, INC.**

Article I

CORPORATE NAME

Section 1.01. NAME.

The name of this association shall be BLOOMFIELD CROSSING HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association").

Article II

PURPOSES AND OBJECTIVES

Section 2.01. PURPOSES.

The purposes for which the Association is organized are as follows:

(a) To exercise all of the rights, duties and powers which the Association may obtain under those certain Declarations of Restrictions for certain lots in Bloomfield Crossing Subdivision, Bloomfield Crossing Subdivision No. 2, and Bloomfield Crossing Subdivision No. 3, each executed by Resource Development Group III (collectively, the Declarations of Restrictions), which documents are or will be recorded in the Oakland County Register of Deeds Office.

(b) To promote the welfare of its members by maintaining and improving any common areas of the Bloomfield Crossing Subdivisions (hereinafter sometimes referred to collectively as the "Common Area") for the benefit of its members by enforcing the terms of the aforesaid Declaration of Restrictions, as amended, by representing its members before governmental boards or bodies, by arranging for the maintenance and development of the aforesaid Common Area, and by engaging in such other activities as are incidental thereto and not forbidden by the laws of the State of Michigan.

Section 2.02. OBJECTIVES.

The objectives of the Association shall be (a) the promotion and preservation of the individual and collective best interests of the homeowners in the Bloomfield Crossing Subdivisions, and (b) the maintenance of the Bloomfield Crossing Subdivisions as a first class residential development.

Section 2.03. NON-PROFIT STATUS.

The Association shall be a non-profit association, and accordingly, any net income which may result from the operation thereof shall be utilized solely for and shall inure to the common benefit of all of the owners of lots in the Bloomfield Crossing Subdivisions.

Section 2.04. NO PARTISAN POLITICS.

The Association shall at no time engage in any form of partisan politics whatsoever.

### Section 2.05. POWERS.

The Association shall, within the limits authorized by its Board of Directors as hereinafter provided, have the power with respect to matters affecting the common interest of the members thereof:

- (a) to encourage and promote the character of the Bloomfield Crossing Subdivisions as residential property of the highest character,
- (b) to exercise all of the powers and authority of the Association as described and set forth in the Declarations of Restrictions as more particularly set forth in Section 2.01 above, as such Declarations of Restrictions may be amended from time to time. Without limitation of the foregoing, the Association is organized among other things: to establish and enforce annual maintenance charges; to represent its members before governmental boards or bodies; to promote social and recreational activities; to invest and deal with monies of the Association not immediately required in such manner as from time to time may be determined; and to purchase or otherwise acquire and to hold and deal with such property, real, personal and mixed, as may be necessary or convenient in connection with any of the foregoing purposes. No payment shall be made from the funds of the Association to or for the use of any officer, director or member of the Association, or any other individual; provided, however, that the foregoing shall not be construed so as to preclude payment to any person for actual services or expenses incurred in connection with the activities of the Association or other ordinary and necessary expenses,
- (c) to provide coordination and assistance to all governmental authorities having jurisdiction over fire protection, police protection and other governmental activities with respect to all property within the Bloomfield Crossing Subdivisions, and
- (d) have such other powers as are now or may hereafter be granted to a non-profit association by Act No. 327 of the Public Acts of 1931, as amended.

## Article III

### MEMBERSHIP AND VOTING RIGHTS

#### Section 3.01. MEMBERSHIP.

Every person or entity who or which is a record owner of a fee or undivided fee interest in any lot in any of the Bloomfield Crossing Subdivisions and whose lot is subject to any of the Declarations of Restrictions shall be a member of the Association, but not including any owner who or which has sold its interest under an executory land contract. During such time as such a land contract is in force, the land contract vendee shall be considered to be the member of the Association.

#### Section 3.02. VOTING RIGHTS.

(a) The Association shall have one (1) class of voting membership. Members shall be all those owners as defined above. Each member shall be entitled to one vote for each lot in which he/she holds the interest required for membership. When more than one person holds any such interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one lot.

(b) every person holding a membership in the Association shall be entitled to

vote at meetings of the Association; provided that (i) all the dues and special assessments theretofore assessed against such member with respect to his/her lot have been fully paid, (ii) if there be more than one person owning legal title to a lot, such persons shall collectively be entitled to only one membership and vote with respect to said lot, and (iii) if more than one lot shall be owned by the same person, then such person shall be entitled to a vote for each lot owned.

#### Article IV

#### DUES AND ASSESSMENTS

##### Section 4.01. ANNUAL DUES.

The Board of Directors and officers of the Association shall prepare and submit to the members of the Association at the annual meeting thereof a proposed annual budget and dues statement for the Association for the ensuing fiscal year, which shall recite all anticipated expenditures. Such budget and dues shall be subject to approval by vote of a majority of the members in attendance and represented by proxy at such annual meeting, and if such budget and/or dues proposal is not so approved, the same may be modified or amended by the vote of a majority of the members in attendance at such meeting, in which event, said revised budget and/or dues shall thereupon become the approved budget and dues for the ensuing fiscal year. The annual dues (annual charge) of the Association are set at \$125 per year, and can be modified in accordance with the approved budget, provided that in no event shall the annual dues of the Association be increased by more than \$25 over the amount charged for the current fiscal year.

##### Section 4.02. ASSESSMENTS.

Items of expenditure of the Association which are not general and reoccurring in nature shall not be included in the annual budget of the Association, but rather shall be deemed to be items of special assessment, and accordingly shall be submitted in writing by the Board of Directors of the Association to all the members of the Association and the same shall be subject to the written approval of two-thirds (2/3) of the members of the Association eligible to vote. The ballot with respect to any such special assessment shall be given personally or mailed by the Secretary of the Association or his designate to all members of the Association entitled to vote, and such ballots shall clearly recite the purpose of the proposed special assessment, the entire cost of the project involved, the cost per membership in the Association, financing arrangements, if any, the date by which such special assessment must be paid (if other than as provided in Section 4.03 hereof), if approved by the members, and the specific date by which the ballot must be returned to a designated address or location, which date shall be not less than fifteen (15) days from the date such ballot is delivered or mailed by the Secretary of the Association or his designate. It shall be the responsibility of each member of the Association to make certain that his ballot is returned to the designated address or location if he desires his vote to be counted with respect to such special assessment. All ballots not returned to the designated address or location within the time specified therein shall be deemed negative votes with respect to the special assessment involved.

##### Section 4.03. PAYMENT.

Annual dues of the Association with respect to the budget of the ensuing fiscal year of the Association shall be paid by April 1 of the year in which such dues become due; any dues unpaid at that time shall thereafter be subject to interest at the rate of seven percent (7%) per annum. Special assessments, approved as aforesaid by two-thirds (2/3)

of the members of the Association eligible to vote, shall be due and payable within thirty (30) days after the mailing to the members of written notice of the passage of such special assessment by the Treasurer of the Association, unless a longer period of time for payment is specified in such notice; any special assessments unpaid after such thirty (30) days shall thereafter be subject to interest at the rate of seven percent (7%) per annum. All payments of dues and/or special assessments shall be made to the Treasurer of the Association and deposited into the account of the Association.

#### Section 4.04. LIEN.

The annual maintenance charge and any duly approved special assessments shall be a lien and an encumbrance on the land with respect to which said charge is made and it is expressly agreed that by acceptance of title to any of said lots the owner (not including the mortgagee as long as it is not the owner) from the time of acquiring title thereto shall be held to have covenanted and agreed to pay to the Association all charges provided for herein which were then due and unpaid to the time of his acquiring the title, and all such charges thereafter falling due during his ownership thereof. A certificate in writing issued by the Association or its agent shall be given on demand to any owner or prospective purchaser liable for said charges, which shall set forth the status of such charges. This certificate shall be binding upon the parties. The lien provided for herein shall be subordinate to the lien of any mortgage or mortgages. Sale or transfer of any lot shall not affect the maintenance charge or any special assessment lien. The sale or transfer of any lot pursuant to a decree of foreclosure under mortgage or any proceeding in lieu of foreclosure thereof shall, however, extinguish the lien of such maintenance charges as to payments thereof which became due and prior to such sale or transfer. No sale or transfer shall relieve such lot from liability for any maintenance charges. By his acceptance of title each owner shall be held to vest in the Association the right and power in its own name to take and prosecute all suits (legal, equitable, or otherwise) which may in the opinion of the Association be necessary or advisable for the collection of such charge or charges or the enforcement of the By-Laws or the subject Declarations of Restrictions.

### Article V

#### MEMBERS' MEETINGS

##### Section 5.01. PLACE OF MEETINGS.

Annual and special meetings of the Association shall be held at such place within the State of Michigan as may be fixed from time to time by the Board of Directors and stated in the notice of the meeting or in a duly executed waiver of notice thereof.

##### Section 5.02. ANNUAL MEETING.

The annual meeting of the Association for the election of Directors and for the transaction of such other business as may properly come before the meeting shall be held on the fourth Tuesday in February in each year, if not a legal holiday under the laws of said state, and if so, on the next succeeding business day at such hour as may be named in the notice of said meeting. If the election of directors shall not be held on the date indicated herein for any annual meeting or at any adjournment of such meeting, the Board of Directors shall cause the election to be held at a special meeting as soon thereafter as conveniently may be.

##### Section 5.03. SPECIAL MEETINGS.

A special meeting of the Association may be called at any time and for any purpose or purposes by the President, a Vice-President, the Secretary, the Treasurer or the Board

of Directors or by written request therefore by at least twenty percent (20%) of the members of the Association entitled to vote at such meeting. If any newly created directorship or any vacancy occurs in the Board of Directors a special meeting may be called by any member for the purpose of filling the newly created directorship or electing a successor to the vacant position (which may have been temporarily filled, by the Board of Directors, pursuant to Section 6.10 of these By-Laws).

#### Section 5.04. NOTICE OF MEETINGS.

A written notice of the place, date and hour of each meeting, whether annual or special, and any adjournment thereof, shall be given personally or by mail to each member entitled to vote thereat at least ten (10) but not more than sixty (60) days prior to the meeting unless a shorter time is provided by the Michigan Nonprofit Corporation Act and is fixed by the Board of Directors. The notice of any special meeting shall also state the purpose or purposes for which the meeting is called and by or at whose direction it is being issued. If any notice, as provided in Section 1.04 is mailed, it shall be directed to the member in a postage prepaid envelope at his address as it appears on the record of members, or, if he shall have filed with the Secretary a written request that notices to him be mailed to some other address, then directed to him at such other address.

#### Section 5.05. WAIVER OF NOTICE.

Notice of meeting need not be given to any member who submits a waiver of notice, signed in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice to such meeting, shall constitute a waiver of notice by him.

#### Section 5.06. INSPECTORS OF ELECTION.

The Board of Directors, or any officer or officers duly authorized by the Board of Directors, in advance of any meeting of members, may appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at the meeting may, and on the request of any member entitled to vote thereat shall, appoint one or more inspectors. In case any person appointed fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting or at the meeting by the chairman of the meeting. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability. The inspectors shall determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all member. On request of the person presiding at the meeting or any member entitled to vote thereat, the inspectors shall make a report in writing of any challenge, question or matter determined by them and execute a certificate of any fact found by them.

#### Section 5.07. QUORUM AND ADJOURNMENT.

At all meetings of the Association, except as otherwise provided by statute or the Articles of Incorporation, twenty of the members entitled to vote thereat, present in person or by proxy, shall be necessary and sufficient to constitute a quorum for the transaction of business. The members present in person or by proxy at any of such meetings at which a quorum is initially present may continue to do business until



adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. By a vote of the majority of members present, in person or by proxy, whether or not a quorum is present, may, by resolution, adjourn the meeting, to another place and time, from time to time for a period not exceeding fourteen (14) days in anyone case. At any such adjournment meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

#### Section 5.08. MEMBERS' VOTE.

The voting rights of the members shall be as set forth in Section 3.02 above. Whenever any action is to be taken by vote at a meeting of the members, it shall, except as otherwise required by statute or by the Articles of Incorporation, be authorized by a majority of the votes cast by such members present in person or by proxy and entitled to vote, a quorum being present as provided in Section 5.07 above.

#### Section 5.09. PROXIES.

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. Every proxy must be in writing and signed by the member or his attorney-in-fact. No proxy shall be valid after the meeting for which it is given.

#### Section 5.10. ORGANIZATION OF MEMBERS' MEETINGS.

At every meeting of members, the President, or in his absence, a Vice-President, or in the absence of the President and Vice-President, a chairman chosen by a majority in interest of the members of the Association present in person or by proxy and entitled to vote, shall act as chairman; and the Secretary, or in his absence any person appointed by the Chairman, shall act as Secretary.

### Article VI

#### DIRECTORS

#### Section 6.01. GENERAL POWERS.

The business and affairs and all of the powers of the Association, except as otherwise provided by the Articles of Incorporation, the By-Laws or by statute, shall be managed by the Board of Directors of the Association.

#### Section 6.02. NUMBER, QUALIFICATIONS AND TERM OF OFFICE.

The initial Board of Directors as designated in the Articles of Incorporation shall manage the affairs of the Association until the successor Board of Directors is elected at the first annual or special meeting of members convened pursuant to these By-Laws. The successor Board of Directors shall consist of seven (7) persons, four (4) of whom shall be the elected officers of the Association, two (2) of whom shall be nonofficer members of the Association, and one (1) of whom shall be the most recent past President of the Association. Any member of the Association shall be eligible to become a director of the Association provided that his/her dues and special assessments are paid in full. The number of directors may be decreased or increased by amendment of these By-Laws by a majority in interest of the members entitled to vote. Except as otherwise provided by statute, the Articles of Incorporation or these By-Laws, the directors shall hold office until their respective successors shall have been elected and qualified, or until death, resignation or removal.

### Section 6.03. ELECTION.

Except as otherwise provided by these By-Laws, the directors of the Association shall be elected by the members at the annual meeting of the Association. The entire number of directors to be elected shall be voted for at one and the same time and not separately. Such election shall be by ballot whenever requested by any person eligible to vote at such meeting; but, unless so requested, such election may be conducted in any manner approved by the members at such meeting.

### Section 6.04. MEETINGS OF DIRECTORS.

Regular meetings of the Board of Directors shall be held at such times and places as the majority of the Board of Directors may from time to time determine; provided, however, that the Board of Directors shall meet at least quarter-annually, once in each quarter of each calendar year.

### Section 6.05. QUORUM AND MANNER OF ACTION

A majority of the directors in office at the time of any meeting of the Board of Directors, present in person, shall be necessary and sufficient to constitute a quorum for the transaction of business. The vote of a majority of the directors present at the time of such vote, if a quorum is present at the time of such vote, shall be the act of the Board of Directors, except as otherwise required by statute or the Articles of Incorporation. A majority of the directors present, whether or not a quorum is present, may by resolution adjourn any meeting, to another place and time, from time to time for a period not exceeding fourteen (14) days in any one case. If the directors shall severally and/or collectively consent in writing to any act taken or to be taken by the Association, such action shall be valid Association action as though it had been authorized at a meeting of the Board of Directors.

### Section 6.06. COMPENSATION.

Each director of the Association shall serve without fee or compensation of any kind whatsoever; provided, however, that nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefore or from receiving reimbursement from the Association for expenses incurred by him/her for or on behalf of the Association.

### Section 6.07. REMOVAL OF DIRECTORS.

By a vote of the majority of all the members eligible to vote, one or more or all of the directors may be removed from office for or without cause.

### Section 6.08. RESIGNATIONS.

Any director may resign at any time by giving written notice thereof to the Board of Directors, the President or the Secretary of the Association. Such resignation shall take effect at the time specified in such notice; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### Section 6.09. VACANCIES.

Any newly created directorships and vacancies occurring on the Board of Directors by reason of death, resignation, retirement, disqualification or removal shall be temporarily filled by a vote of a majority of the directors then in office, although less than a quorum. Unless a successor director is elected by a vote of the members, pursuant to Section 1.03 of these By-Laws, any director elected by the Board of Directors to temporarily fill a vacancy shall hold office for the unexpired portion of the term of his predecessor.

#### Section 6.10. ORGANIZATION OF BOARD MEETING.

At each meeting of the Board of Directors, the President, or in his absence, a director chosen by a majority of the directors present, shall act as chairman of the meeting. The Secretary, or in his absence, any person appointed by the chairman, shall act as secretary of the meeting.

### Article VII

#### OFFICERS

##### Section 7.01. OFFICERS.

The elected officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer. The President or the Board of Directors may also appoint such other officers and agents as may from time to time appear to be necessary or advisable in the conduct of the affairs of the Association. No more than one (1) office may be held by the same person at any time. Officers of the Association shall consist of members of the Association whose dues and special assessments have been fully paid.

##### Section 7.02. ELECTION OF OFFICERS.

The officers of the Association shall be elected at the annual meeting of the Association, and every member eligible to vote shall have the right to vote in person for such officers. Not less than one (1) month prior to the annual meeting of the Association, the Board of Directors of the Association shall appoint a nominating committee consisting of three (3) members of the Board of Directors. It shall be the duty of such nominating committee to prepare a slate of nominees for officers of the Association, and said slate shall be submitted in writing to all of the members of the Association at least ten (10) days prior to the annual meeting of the Association at which said election is to take place. Additional nominations shall be accepted from the floor at the time of such meeting. The nominee for the office in question receiving the largest number of votes shall be declared elected and he/she shall hold office until the next annual meeting, of the Association, and until their respective successors shall have been elected and shall have qualified, or until death, resignation or removal. In the event of a tie, an immediate runoff election shall be held as to the nominees thus tied, unless one of such nominees withdraws. Such election shall be by ballot whenever requested by any person eligible to vote at such meeting; but, unless so requested, such election may be conducted in any manner approved by the members at such meeting.

##### Section 7.03. COMPENSATION.

Each officer of the Association shall serve without fee or compensation of any kind whatsoever; provided, however, that nothing herein contained shall be construed to preclude any officer from serving the Association in any other capacity and receiving compensation therefore or from receiving reimbursement from the Association for expenses incurred by him/her for or on behalf of the Association.

##### Section 7.04. REMOVAL OF ELECTED OFFICERS.

By a vote of the majority of the members eligible to vote, any officer may be removed from office for or without cause.

##### Section 7.05. RESIGNATIONS.

Any elected or appointed officer may resign at any time by giving written notice thereof to the Board of Directors, the President or the Secretary of the Association. Such resignation shall take effect at the time specified therein, and unless otherwise

specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### Section 7.06. VACANCIES.

Any newly created offices and vacancies occurring in any office of the Association by reason of death, resignation, retirement, disqualification or removal shall be temporarily filled by a vote of a majority of the Board of Directors. Unless a successor officer is elected by a vote of the members at a special meeting of the Association called pursuant to these By-Laws, any officer elected by the Board of Directors to temporarily fill a vacancy shall hold office for the unexpired portion of the term of his predecessor.

#### Section 7.07. THE PRESIDENT.

The President shall be the chief executive officer of the Association and, subject to the control of the Board of Directors, shall have general and active charge, control and supervision of all its business and affairs and shall see that all orders and resolutions of the Association and the Board of Directors are carried into effect. He shall act as chairman at all meetings of the Board of Directors and the members. The President shall have general authority to execute contracts in the ordinary course of business of the Association in the name and on behalf of the Association; to cause the employment or appointment of such employees and agents of the Association (other than officers or agents elected or appointed by the Board of Directors) as the conduct of the business of the Association may require, and to fix their compensation; to remove or suspend any such employee or agent for or without cause; and, in general, to exercise all the powers generally appertaining to the office of the president of an association such as the Association.

#### Section 7.08. THE VICE-PRESIDENT.

During the absence or disability of the President, the Vice-President shall exercise all the functions of the President. The Vice-President shall also have such power and discharge such duties as may be assigned to him from time to time by the Board of Directors.

#### Section 7.09. THE SECRETARY.

The Secretary shall attend all meetings of the Association and the Board of Directors and shall record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall, when requested, perform like duties for all committees appointed by the President or the Board of Directors. He shall attend to the giving of notice of all meetings of the members, the Board of Directors and committees. He shall keep and account for all books, documents, papers and records of the Association, except those for which some other officer or agent is properly accountable. He shall generally perform all the duties appertaining to the office of secretary of an association such as the Association. In the absence of the Secretary, such person as shall be designated by the President shall perform his duties.

#### Section 7.10. THE TREASURER.

The Treasurer shall have the care and custody of all the funds of the Association and shall deposit the same in such banks or other depositories as the Board of Directors, or any officer or officers, or any officer and agent jointly, duly authorized by the Board of Directors, shall, from time to time, direct or approve. He shall keep a full and accurate account of all monies received and paid on account of the Association, and shall render a statement of his accounts whenever the Board of Directors shall require. He

shall perform all other necessary acts and duties in connection with the administration of the financial affairs of the Association, and shall generally perform all the duties usually appertaining to the office of treasurer of an association such as at the Association. When required by the Board of Directors, he shall give bonds for the faithful discharge of his duties in such sums and with such sureties as the Board of Directors shall approve the cost of which bonds shall be paid by the Association. In the absence of the Treasurer, such person as shall be designated by the President shall perform his duties.

## Article VIII

### COMMITTEES

#### Section 8.01. APPOINTMENT AND POWERS.

The President, with the concurrence of the Board of Directors, shall appoint such committees as shall be deemed necessary or advisable in the efficient operation of the business and affairs of the Association and such committees shall have such powers and duties as may be specifically authorized in writing by the President and approved by the Board of Directors. The President shall also appoint an individual to act as chairman of any such committee.

#### Section 8.02. TERM OF OFFICE.

Any committee so appointed shall continue in existence at the pleasure of the President or the Board of Directors.

#### Section 8.03. RESIGNATION AND REMOVAL.

Any committee member may resign at any time by giving written notice thereof to the President, and such resignation shall take effect at the time specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any committee member may be removed from office by the President or the Board of Directors for or without cause.

#### Section 8.04. COMPENSATION, VACANCIES AND QUALIFICATION.

Each member of a committee shall serve without fee or compensation of any kind whatsoever; provided, however, that nothing herein contained shall be construed to preclude any member of a committee from serving the Association in any other capacity and receiving compensation therefore or from receiving reimbursement from the Association for expenses incurred by him/her for or on behalf of the Association. Any vacancies occurring on any committee by reason of death, resignation, retirement, disqualification or removal shall be filled by the President or the Board of Directors if either of them so elects. All members of committees shall be members of the Association whose dues and assessments have been paid in full.

## Article IX

### ANNUAL BUDGET

#### Section 9.01. ANNUAL BUDGET.

The elected officers and directors of the Association shall have the responsibility of preparing the annual budget for the Association for the one (1) year period beginning with the next following April 1, and shall present the same, together with any proposed special assessments, to the members at the annual meeting of the Association. A copy of such annual budget shall be furnished to all members of the Association not less than ten (10) days prior to the annual meeting of the Association.

## Article X

### MISCELLANEOUS

#### Section 10.01. FISCAL YEAR.

The fiscal year of the Association shall be the calendar year.

#### Section 10.02. SIGNATURES ON NEGOTIABLE INSTRUMENTS.

All bills, notes, checks or other instruments for the payment of money shall be signed or countersigned by such officers or agents and in such manner as from time to time may be prescribed by resolution of the Board of Directors, or may be prescribed by any officer or officers, or any officer and agent jointly, duly authorized by the Board of Directors.

#### Section 10.03. REGISTERED OFFICE.

The registered office of the Association shall be as designated from time to time by the President; provided, however, that the same shall at all times be one of the residences in the Bloomfield Crossing Subdivisions, except for the initial registered office set forth in the Articles of Incorporation of the Association.

#### Section 10.04. PARLIAMENTARY PROCEDURE.

All meetings of the Association and the Board of Directors thereof shall be conducted in accordance with the forms, rules and regulations set forth in Robert's Rules of Order.

#### Section 10.05. DECLARATION OF RESTRICTIONS AND AGREEMENT FOR SUBDIVISION OPEN SPACE PLAN.

The Association and the members thereof hereby ratify and confirm and agree to be bound by the Declarations of Restrictions. The aforesaid Declarations of Restrictions, as such may be amended from time to time, is hereby incorporated herein by reference and made a part hereof. In the event of any conflict arising between these By-Laws and the Declarations of Restrictions, the terms of such Declarations of Restrictions shall be deemed to be controlling.

## Article XI

### AMENDMENTS

#### Section 11.01. AMENDMENTS

These By-Laws may be amended or repealed in whole or in part at a meeting of the Association called for the purpose of so amending or repealing the same by the vote, in person at such meeting or by proxy, of twenty of the members of the Association eligible to vote. Notice of the proposed amendment or repeal shall be given to all members of the Association at least thirty (30) days prior to the scheduled date of the meeting of the Association at which the same shall be voted upon. Any member of the Association whose dues and assessments are current may propose to the President an amendment or repeal of the By-Laws and upon receipt thereof the President shall call a special meeting of the Association for the purpose of considering the same, at which time the proposal shall be voted upon, all pursuant to these By-Laws.

The undersigned, being the sole original director of Bloomfield Crossing Homeowners Association, Inc., a Michigan nonprofit corporation, has hereby executed the foregoing By-Laws for the regulation of the business and affairs of the Association.