

BYLAWS  
OF  
STILLMEADOW ASSOCIATION, INC.

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ARTICLE I

NAME AND LOCATION

Section 1. This corporation, a Michigan non-profit corporation, shall be known herein as the “Association”.

Section 2. Its principal office shall be located in Bloomfield Township, Oakland County, Michigan.

Section 3. The residence of the then current secretary is designated as the address of the Association for each year.

ARTICLE II

NATURE AND PURPOSE

Section 4. The purposes for which this Association is organized are:

To promote the public health, safety and general welfare of residents and owners of property located in Stillmeadow Subdivision in the Township of Bloomfield, County of Oakland and State of Michigan; to provide a peaceful, tranquil and restful living environment for the residents of said Stillmeadow Subdivision in the Township of Bloomfield, County of Oakland, Michigan; to maintain building and use and other restrictions and regulations in said Stillmeadow Subdivision in the Township of Bloomfield, County of Oakland, Michigan, whether said restrictions and regulations are of a public or private nature and to prevent the violation of said restrictions and regulations; to promote the establishment of and amendments to zoning ordinances in the Township of Bloomfield, County of Oakland, Michigan, insofar as they shall directly or indirectly affect said Stillmeadow Subdivision of the Township of Bloomfield, County of Oakland, Michigan; to do, directly or indirectly, all acts which may be found necessary or advisable for the accomplishment of the above purposes.

## ARTICLE III

### MEMBERSHIP AND VOTING RIGHTS

Section 5. Each and every owner of real property located in Stillmeadow Subdivision in the Township of Bloomfield, Oakland County, Michigan, shall be a member in the Association for each calendar year upon payment of the full amount of the applicable annual dues.

Section 6. Each title holder who pays the annual dues, or special assessments, shall be in good standing and shall be entitled to one vote at all meetings of the members of the Association. Owners of multiple pieces of property shall be entitled to only one vote.

Section 7. Residents of this Subdivision who are not members in good standing of the Association shall not have the right to vote at any annual or special meetings and shall not be eligible to be elected to office.

## ARTICLE IV

### MEETING OF THE MEMBERS

Section 8. The regular annual meeting of the members of the Association shall be held in the month of January on a date and at a place selected by the Board of Directors. The membership shall be notified of such meeting in writing sent or delivered to his or her last known address. At such meeting, the membership shall elect the board of Directors of the Association and transact such other business as may properly be brought before the meeting.

Section 9. Special meetings of the members of the Association may be called at any time by the President, by any two other members of the Board of Directors, or by any five Association members. The call for special meetings must be in writing directed to the membership and must state the business to be transacted. The business transacted at any special meeting of the members shall be limited to the purpose or purposes for such meeting as stated in the notice thereof.

Section 10. Notice of the time and place of all meetings of the members of the Association shall be prepared by the Secretary and distributed to each member at least one week before the date thereof.

Section 11. At any meeting of the members of the Association, the lesser of 15 members or 25% of the existing membership shall constitute a quorum. A majority of the members present at a meeting, provided that a quorum is present, shall be all that is required to transact any business properly presented to the meeting unless otherwise required by statute, the Articles of Incorporation or these By-laws.

## ARTICLE V

### ORDER OF BUSINESS

Section 12. After the President has called the meeting to order, the following routine shall be observed at all meetings of the members of the Association:

1. Roll call of Officers and Directors
2. Reading of the minutes of the previous meeting

3. Introduction of new members
4. Treasurer's report
5. Reports of committees
6. Correspondence
7. Old business
8. New business
9. Announcements
10. Adjournment

## ARTICLE VI

### DIRECTORS

Section 13. The Association shall be governed by a Board of Directors consisting of seven members in good standing. The Board of Directors may exercise all such powers of the Corporation and do all such lawful acts as are not by statute, by the Articles of Incorporation or by these By-laws directed or required to be done by the members.

Section 14. The directors shall be elected to such office by the members of the Association each year at the annual meeting of the members. The seven individuals receiving the majority of the votes shall stand elected.

Section 15. In case of a vacancy arising on the board for any reason, the remaining directors by affirmative vote of the majority thereof may elect a successor to hold office for the unexpired term of the director whose place shall have been vacated and the individual so elected shall serve as a director until the election of his or her successor.

Section 16. The President and Secretary of the Association shall act as President and Secretary respectively of the Board of Directors and each shall assume duties as may be expedient to his or her successor.

Section 17. The first meeting of each Board of Directors shall be held not later than ten days following the annual meeting of the members of the Association each year. The directors shall be notified of all board meetings at least two days in advance of each meeting except in the case of the first meeting. Special meetings of the Board of Directors shall state the purpose thereof. Notice of a meeting may be waived in writing by an individual entitled thereto.

Section 18. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 19. Any director who does not fulfill the duties of his office may be removed by vote of at least five of the remaining members of the Board of Directors or by a two-thirds majority vote of the membership present at a special meeting.

Section 20. Unless otherwise restricted by the Articles of Incorporation or these By-laws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if prior to or after such action a written consent thereto is signed by all members of the Board and such written consent is filed with the minutes of the proceedings of the Board.

## ARTICLE VII

### OFFICERS

Section 21. The officers of the Association shall be appointed by the Board of Directors from among its members and shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may also appoint additional Vice Presidents and one or more Assistant Secretaries and Assistant Treasurers.

Section 22. The appointment of the officers of the Association shall occur at the first meeting of the Board of the Association. Such officers shall serve until their successors are appointed.

Section 23. The officers shall have such authority and shall perform such duties as are set forth in these By-laws and as may from time to time be prescribed by the Board of Directors. All officers and other agents of the Association shall be subject to removal at any time by the affirmative vote of a majority of the Board of Directors.

Section 24. The President, subject to the direction and action of the Board of Directors, shall have full charge of the business of the Association; shall keep the Board of Directors fully informed; shall freely consult with the Board of Directors concerning business of the Association; shall preside over all meetings of the members of the Association and of the Board of Directors; shall do and perform such other duties as either may from time to time be assigned to him or her by the Board of Directors or as are incident to his or her office, and shall appoint such committees as he or she shall deem necessary to serve the purpose for which the Association has been established.

Section 25. The Vice President shall preside over all meetings of the members of the Association in the absence or incapacity of the President and shall assume such other duties and possess such other powers as the Board of Directors shall assign from time to time. If more than one Vice President is appointed, the Board of Directors shall designate their order of succession to act in place of the President.

Section 26. The Secretary shall keep the minutes of all meetings of the members of the Association and of the Board of Directors; shall attend to giving and serving of all notices of the Association not provided for heretofore; shall have charge of such books and papers as the Board of Directors may direct, all of which shall, at all reasonable times, be open to the examination of any director upon application, and shall perform all other duties incident to the office of Secretary. In the absence or incapacity of the President and Vice Presidents, he or she shall preside over all meetings.

Section 27. The Treasurer shall have charge of all funds and financial documentation of the Association; shall deposit Association funds in whatever depository the Board of Directors shall designate; shall sign all receipts and vouchers for payments made to the Association; shall pay all obligations of the Association when the same are due from funds of the Association when same are adequate or available; whenever required by the Board, shall render a statement of the Association's cash account; shall enter regularly in the books of the Association a full and accurate account of all moneys received and paid by him or her for or on account of the Association; shall, at all reasonable times, exhibit his or her books and accounts to any Association member upon his or her application to do so; shall perform all other acts as are incident to the office of Treasurer. The Treasurer may be bonded to the Association for the faithful performance of his or her duties in such sum as the Board of Directors shall require. The Treasurer shall make all books and accounts available to the incoming directors, for their audit prior to their assuming office.

## ARTICLE VIII

### GENERAL PROVISIONS

#### FINANCIAL STATEMENT

Section 28. The Board of Directors shall present at each annual meeting and at any special meeting of the members a full and clear statement of the financial condition of the Association.

#### CHECKS

Section 29. All checks or other demands for money of or from the Corporation shall be signed by such officer or officers of such other person or persons as the Board of Directors may from time to time designate.

#### DUES

Section 30. The Association shall be financed by dues payable annually from every lot in Stillmeadow Subdivision. The amount of such dues payable per lot shall be established by a majority of the members in attendance at a meeting, regular or special, held prior to the date on which the first request for payment of such dues is mailed or delivered to the members of the Association.

Section 31. Dues so levied, or special assessments approved by the members as provided by the By-laws of Stillmeadow Association, Inc., whether charged on a per lot, or other basis, shall be a lien upon any platted lots within the subdivision in which the delinquent property owner has an interest.

Section 32. The lien shall be enforced in such a manner as the Board of directors may provide from time-to-time.

## ARTICLE IX

### AMENDMENTS

Section 31. These By-laws may be altered, amended and/or repealed at any meeting, regular or special, of the members if notice of such proposed alteration, amendment or repeal is contained in the notice of such meeting.