

**AMENDED AND RESTATED ASSOCIATION BYLAWS OF
OAKWOOD MEADOWS HOMEOWNERS ASSOCIATION**
Passed on October 22nd, 2014

**ARTICLE I
NAME AND LOCATION**

1.01 Name. The name of the corporation is Oakwood Meadows Homeowners Association (the "Association"). It is a non-profit, non-political Michigan cooperation on a non-stock, mandatory membership basis. It is comprised of Oakwood Meadows and Oakwood Meadows 2 subdivisions.

1.02 Location of Principal Office. The principal office of the Association shall be that which is on file with State of Michigan. The location of the principal office of the Association may be changed by the Board of Directors as designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

2.01 Definitions Defined in Declaration. All terms defined in the Amended and Restated Declaration of Covenants, Conditions, and Restrictions for Oakwood Meadows and Oakwood Meadows No. 2 subdivisions . Livingston County Records (the "Declaration"), shall have the same meanings when used herein. The Amended and Restated Association Bylaws for Oakwood Meadows shall govern and bind both the Oakwood Meadows Subdivision and Oakwood Meadows No. 2 Subdivision.

**ARTICLE III
MEMBERSHIP AND VOTING RIGHTS**

3.01 Membership in the Association. Every person or entity who is a record Owner of a fee interest or Land Contract Vendee's interest of a Lot in the Subdivisions shall be a member of the Association. Notwithstanding anything else to the contrary set forth in this Article, any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a member of the Association. Only a Member in good standing (as defined in the Declaration of Restrictions), and/or their legal representatives, may speak at meetings of the Association or address the Board or other Owners at any such meetings.

3.02 Voting Designation. Except as limited in these Bylaws, each Owner shall be entitled to one vote for each Lot owned, provided that such Owner is in good standing and not in default with respect to Association assessments not being in the arrears. In the case of any Lot owned jointly by more than one Owner, the voting rights appurtenant to that Lot may be exercised only jointly as a single vote.

3.03 Voting. All votes of the membership shall be anonymous. Votes may be cast in person, in writing duly signed by the designated voting representative, or by any other means allowed by the voting procedures adopted by the Association for a given vote, provided they meet 3.02. Any proxies, written votes or other votes cast by means allowed hereunder must be filed with the Secretary of the Association at or before the appointed time of each meeting of the Owners of the Association or voting deadline if no meeting held. Votes may be cast by mail, fax, delivery, electronically, or any other method approved by the Association in advance of the vote. Cumulative voting shall not be permitted.

ARTICLE IV MEETINGS OF MEMBERS

4.01 Annual Meetings. Annual meeting of the members shall be held within four (4) weeks after the close of each fiscal year of the corporation at such time and place specified in the notice to the members of the meeting. Meetings of Members and Directors may be held at any place within a five (5) mile radius of the subdivision. Written notice of each annual meeting, as well as any change in the date of the annual meeting as provided for herein, shall be given to all Members at least ten (10) days before the date for which the meeting is or was originally scheduled. At the annual meeting, there shall be elected by ballot of the Members, a Board of Directors in accordance with the requirements of Article V of these Bylaws. The Members may also transact at annual meetings such other business of the Association as may properly come before them.

4.02 Special Meetings. Special meetings of the members may be called at any time by the President or a majority of the members of the Board of Directors or upon the written request to the President with a minimum of 15 per cent (15%) of the votes of the entire Membership entitled to vote.

4.03 Notice of Meetings. Except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws, or person authorized to call the meeting, not less than ten (10) days or more than forty-five (45) days before the date of the meeting. Such notice shall specify the place, day and hour of the meeting and, in case of special meeting, the exact purpose of the meeting, including the text of any proposals.

4.04 Order Of Business. The order of business of each meeting shall be as follows:

- A. Call to Order by President;
- B. Introduction of new members;
- C. Reading of minutes of previous meeting;
- D. Officers reports;
- E. Committee reports;
- F. Election of officers and directors (at annual meetings);
- G. Old business;
- H. New business;
- I. Announcements; Membership Comments and Questions
- J. Adjournment;

4.04 Quorum. A minimum of 51% of the eligible voting members of the Association shall constitute a quorum at any regular or special meeting of the membership.

4.05 Proxies. At all meetings of members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable, be of duration of not more than twelve (12) months and shall automatically cease upon conveyance by the Member of his/her Lot.

ARTICLE V BOARD OF DIRECTORS

5.01 General Powers. The business and affairs of the Association shall be managed by a Board of Directors.

5.02 Number, Term and Qualification. The Board of Directors shall consist of eight (8) Directors, all of who shall be members in good standing of the Association. At the first annual meeting after adoption of these Amended Bylaws, all Directors and nominees shall stand for election regardless of their remaining unexpired terms. The four (4) candidates receiving the highest number of votes shall be elected for two year terms and the next four (4) candidates in numbers of votes shall be elected for one year terms. At each annual meeting thereafter, the Members shall elect the number of directors needed to fill the vacancy, or vacancies created by the director or directors whose term(s) is (are) expiring, to serve for a term of two years. No two occupants of the same Lot may serve on the Board of Directors at the same time. Each Director shall hold office until his death, resignation, retirement, removal, disqualification, or his successor is elected. In the event of a tie for the final seat up for election in any year, the tie will be broken by a floor vote of those in attendance at the meeting entitled to vote.

5.03 Nomination. Nomination for election to the Board of Directors will be made by a Nominating Committee appointed by the Board of Directors. Any Member in good standing (reference 3.02) wishing to run for election to the Board may submit his or her name, on or before the date that is forty five (45) days before the Annual Meeting is to be held. Good standing of candidates shall be determined as of the deadline date for nominations. Not less than two (2) months prior to the annual meeting of the membership of the Association, the Board of Directors shall appoint up to three (3) persons from among the membership in good standing of the Association, none of whom shall then be acting as director of the Association to constitute the Committee. The Nominating Committee shall, not than less than one (1) month prior to the date of the said annual meeting, submit to the Board of Directors a slate of candidates for the open directorships to be filled at such annual meeting. At least twenty one (21) days before the annual meeting is held, the Board shall distribute to all members of the Association a list of candidates No nominations from the floor or write in candidates shall be allowed. Written ballots for voting on Directors shall be accepted from members not attending the Annual Meeting, provided they are submitted to the secretary prior to the election, and such ballots shall be counted in determining the presence of a quorum at said Annual Meeting.

5.04 Election. Except as provided in Section 5.06 of this Article, the Directors shall be elected at the annual meeting of the members by written, electronic or other approved ballot. The candidates receiving the highest number of votes shall be elected to the open positions. Neither cumulative voting nor fractional voting is permitted.

5.05 Removal. At any regular meeting of the Association duly called and held, any one or more of the Directors may be removed with or without cause by the affirmative vote of a minimum of fifty one percent (51%) of all Members in good standing, and a successor may then and there be elected to fill the vacancy thus created. In addition, any director who is absent from any two consecutive meetings of the Board of Directors, regular or special, or is absent from an aggregate of four (4) such meetings, without an excuse satisfactory to the Board of Directors, may be removed as a director by a majority vote of the Board of Directors. Replacement of such Director shall be by appointment by the remaining Directors and such appointee shall serve the remainder of the replaced Director's term. Any Director whose removal has been proposed by the Members shall be given an opportunity to be heard at the meeting.

5.06 Vacancies. A vacancy occurring in the Board of Directors shall be filled by the majority vote of the remaining Directors. The successor, shall serve for the unexpired term of his/her predecessor.

5.07 Compensation. No Director shall receive compensation for any service he/she may render to the Association in the capacity of Director. However, any Director may be reimbursed for his/her actual expenses incurred in the performance of his duties.

ARTICLE VI MEETINGS OF DIRECTORS

6.01 Regular Meetings. The Board of Directors shall meet at least once every three (3) months at such place, date and time as the President shall specify. A written notice of each such meeting shall be given to each Director at least one (1) week prior to the date of the meeting.

6.02 Special Meetings. Special meetings of the Board of Directors may be called by the President, at his/her discretion, or shall be called by the President upon written request of a majority of the then acting Directors. Three (3) days prior, written notice of each special meeting, stating the time, date, place and general purpose(s) of such special meeting, shall be given to all Directors; provided, however, that such notice may be waived by a majority of the then acting Directors in the event of an emergency or other cause for urgent action.

6.03 Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing or orally, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meetings of the Board shall be deemed a waiver of notice by that Director of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

6.04 Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business. A Director will be considered present and may vote on matters before the Board by teleconference or electronically.

6.05 Action without Meeting. Any action permitted to be taken by the Board of Directors at a meeting of the Board shall be valid if consented to in writing, including by electronic transmission, by unanimous consent of the Board of Directors. Further, the presiding officer of the Association, in exceptional cases requiring immediate action, may poll all Directors for a vote. Provided the action is consented to by the requisite number of Directors, such vote shall constitute valid action by the Board, provided the results of the vote and the issue voted upon are noted in the minutes of the next Board meeting to take place.

6.06 Closing of Board of Directors' Meetings to Members; Privileged Minutes. The Board of Directors, in its discretion, may close a portion or all of any meeting of the Board of Directors to the members of the Association or may permit members of the Association to attend a portion or all of any meeting of the Board of Directors. Any Member of the Association shall have the right to inspect, and make copies of, the minutes of the meetings of the Board of Directors; provided, however, that no Member of the Association shall be entitled to review or copy any minutes of meetings of the Board of Directors to the extent that said minutes reference privileged communications between the Board of Directors and counsel for the Association, or any other matter to which a privilege against disclosure pertains under Michigan Statute, common law, the Michigan Rules of Evidence, or the Michigan Court Rules.

6.07 Remote Communication Participation. Board members may participate in any meeting by means of conference telephone or other means of remote communication through which all persons participating in the meeting can communicate with the other participants. Participation in a meeting by such means constitutes presence in person at the meeting.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

7.01 Powers. The Board of Directors shall have power to:

A. Adopt and publish rules and regulations governing the conduct of meetings, the use of the Common Areas and the personal conduct of the members and their guests there on and collect reimbursement for damages for infractions thereof, and adopt and publish rules and regulations interpreting and/or supplementing the restrictions and covenants applicable to the Property, and take any and all actions deemed by the Board to be necessary or appropriate to enforce such rules and regulations;

B. Suspend a Member's voting rights during any period in which he/she is not a member in good standing.

C. Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the Members by other provisions of these Bylaws, the Articles of Incorporation or the Declaration;

D. Employ insured contractors, as it deems necessary and prescribe their duties, In the event that a contract is entered into, such contract must be terminable by the Board of Directors without cause or penalty on not more than ninety (90) days notice and shall be for a period not to exceed three years;

E. Employ attorneys, accountants and other persons or firms to represent the Association when deemed necessary;

F. Grant easements for the installation and maintenance of sewage, utility or drainage facilities upon, over, and under and across the Common Areas without the consent of the members when such easements are necessary for the convenient use and enjoyment of the Property;

G. To establish such committees as it deems necessary.

7.02 Duties. It shall be the duty of the Board of Directors to:

A. Keep a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting.

B. Supervise all contractors and see that their duties are properly performed;

C. Except as may be limited by the Declaration to:

(1) Send written notice of proposed annual assessments based on forecast of budget, to every member at least thirty (30) days before the first day of each fiscal year.

(2) Establish a vote on the annual assessments for each membership lot to be approved by a majority vote of the members in good standing at each annual meeting. All annual assessments shall be due and payable on the first day of each fiscal year of the Association. All assessments shall be deemed to be in arrears if not paid in full within sixty (60) days after becoming due.

(3) As to any Lot for which an assessment remains unpaid, the Board may, at its option and in its discretion, enforce the payment thereof by bringing legal action against the Member personally obligated to pay the assessment and place a lien for the amount in arrears plus lien cost, against such Lot or resolve such delinquency in any other manner deemed to be in the best interest of the Association.

D. Issue, upon demand by any Association member or owner, a certificate setting forth whether or not any or all assessments have been paid. A reasonable charge may be established by the Board of Directors for the issuance of such certificate. If a certificate states that an assessment has been paid, such certificate shall be conclusive evidence of payment;

- E. Procure and maintain (i) adequate liability insurance covering the Association, (ii) officers' and Directors' errors and omissions insurance, (iii) fidelity bond coverage, and (iv) full replacement value hazard insurance on the real and personal property owned by the Association;
- F. Ensure that the common areas are properly maintained;
- G. Establish and maintain an adequate reserve fund for the periodic maintenance, repair and replacement of the improvements constructed on the common areas;
- H. Provide such notices to and obtain such consents from the Owners of lots within the Subdivisions as is required by the Declaration or these Bylaws;
- I. Pay all ad valorem taxes and public assessments levied against the real and personal property owed in fee by the Association, if any;
- J. Hold annual and special meetings and elections for the Board of Directors;
- K. Prepare annual budgets and financial statements for the Association and make same available for inspection by the members and their agents at all reasonable times;
- L. Exercise for the Association all powers, duties and authority vested in or delegated to the Association.

ARTICLE VIII OFFICERS AND THEIR DUTIES

8.01 Enumeration of Offices. The officers of the Association shall be a President, a Secretary, a Treasurer, and such Vice President(s) and other officers as the Board may from time to time by resolution appoint, all of who shall at all times be members of the Board of Directors.

8.02 Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

8.03 Term. The officers of the Association shall be elected annually by the Board and each shall hold office for one (1) year unless they shall sooner resign, be removed, or be otherwise disqualified to serve.

8.04 Resignation and Removal. Any officer may be removed from office, with or without cause, by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and, unless otherwise specified

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

8.05 Vacancies. A vacancy in any office shall be filled by the Board. The person appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

8.06 Multiple Offices. No person shall simultaneously hold more than one office.

8.07 Duties. The duties of the officers are as follows:

A. President. The president shall be the chief executive officer of the Association, and shall preside over all meetings of the Association and of the Board of Directors. The president shall have all of the general powers and duties which are vested in the office of the president of a corporation, including, but not limited to, the power to appoint committees from among the members of the Association from time to time at the president's discretion as may be deemed appropriate to assist in conducting the affairs of the Association. The President shall also see that orders and resolutions of the Board are carried out and in the absence of delegation of such power to another officer, sign all leases, deeds and other written legal instruments on behalf of the Association. Co-sign all checks of the Association.

B. Vice President. The Vice President shall act in place of the President in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.

C. Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association and their addresses; and perform such other duties as required by the Board.

D. Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all funds of the Association and disburse such funds as directed by resolution of the Board of Directors; keep proper books of account; issue, or cause to be issued, all requested certificates setting forth whether the assessments applicable to a specific Lot have been paid; cause an annual independent review of the Association books to be made by an independent public accountant at the completion of each fiscal year; prepare an annual budget and a statement of income and expenditures to be presented to the Membership at its regular annual meeting, and deliver a copy of each to the members; and, if directed by resolution of the Board of Directors, co-sign all checks of the Association.

ARTICLE IX JUDICIAL ACTIONS AND CLAIMS

9.01 Judicial Actions and Claims. Actions against the Lot Owners shall be brought in the name of the Association. Subject to the express limitations on actions in these Bylaws

and in the Association's Articles of Incorporation, the Association may assert, defend or settle claims on behalf of all Lot Owners in connection with the Common Areas.

**ARTICLE X
FINANCES, BOOKS AND RECORDS**

10.01 Investment of Funds. Funds of the Association shall only be held in accounts that are fully insured and/or backed by the full faith and credit of the United States Government. Only depositories or instruments where there is no risk of principal loss may be utilized by the Association for investment of its monies.

10.02 Banking. The funds of the Association shall be deposited in such bank or other depository as may be designated by the Board of Directors and shall be withdrawn only upon the order of such officers as are designated by resolution of the Board of Directors from time to time.

10.03 Inspection of Records. The books, records and papers of the Association shall, at all times during reasonable business hours, be subject to inspection by any Member or their agent. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

**ARTICLE XI
MISCELLANEOUS**

11.01 Indemnification of Directors and Officers. Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including actual and reasonable counsel fees and amounts paid in settlement incurred by or imposed upon the Director or officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, to which the Director or officer may be a party or in which he/she may become by reason of his/her being or having been a Director or officer of the Association, whether or not he/she is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty or willful or wanton misconduct or gross negligence in the performance of the Director's or officer's duties, and except as otherwise prohibited by law; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors (with the Director seeking reimbursement abstaining) approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled. At least ten (10) days prior to payment of any approved indemnification, the Board of Directors shall notify all Members thereof. The indemnification rights of this Article shall be at all times considered to be consistent with those contained in the Articles of Incorporation of the Association.

11.02 Amendments. These Bylaws may be amended or repealed and new Bylaws adopted, by a minimum of fifty one (51%) of the Association members eligible to vote.

11.03 Conflicts. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control. In the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

11.04 Fiscal Year. The fiscal year of the Association shall begin on the first day of April and end on the last day of March of every year.

11.05 Meeting Rules The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws of order the Association may adopt.

11.06 Notices. Whenever under the provisions of these Bylaws notice is required to be given, to any director, officer or member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, by depositing the same in the post office in a post-paid sealed wrapper, addressed to such member, officer or director at such address as appears on the books of the corporation. Notice may also be given by electronic transmission when such method has been consented to. Any member, director, or officer may waive any notice required to be given under these Bylaws.

