

# By Laws

## BYLAWS OF PARK PLACE ESTATE HOMEOWNER'S ASSOCIATION, INC.

### ARTICLE ONE

#### NAME

The name of this Corporation shall be Park Place Estate Homeowner's Association, Inc. (herein after referred to as the Association).

### ARTICLE TWO

#### PURPOSES AND OBJECTS

In amplification of the purposes for which the Association has been formed as set forth in the Articles of Incorporation, the purposes and objects are as follows:

- A. To develop a community designed for safe, healthful, and harmonious living.
- B. To promote the collective and individual property and civic interests and rights of all persons, firms, and corporations owning property in the subdivision known as Park Place Subdivision, located in the City of Novi, as such property is shown on the Plat recorded in the Oakland County Register of Deeds, at Liber 276, Pages 28 – 37 inclusive.
- C. To care for the improvements and maintenance of the gateways, public easements, parkways, grass plots, and any facilities of any kind dedicated to community use and other open spaces and other ornamental features of the subdivision, which now exist or which may subsequently be installed or constructed in such subdivision.
- D. To assist the owners in maintaining in good condition and order all vacant lots now existing or that subsequently will exist in the tract, and further assisting the owners of such lots or tracts of land in preventing them from becoming a nuisance and a detriment to the beauty of the tract and to the value of the improved property in the tract, and to take any action with reference to such vacant lots as may be necessary or desirable to keep them from becoming such nuisance and detriment.
- E. To aid and cooperate with the members of the Association and all property owners in the Subdivision in the enforcement of such conditions, covenants, and restrictions on the appurtenant to their property as are now in the existence, as well as any other conditions,

covenants, and restrictions as shall subsequently be approved by a majority vote of the members of the Association.

F. In general, but in connection with the foregoing, to do any and all things necessary to promote the general welfare of the residents and owners of any portions of the Subdivision and their property interests in the Subdivision.

G. To acquire, own, or lease such real and personal property as may be necessary or convenient for the transaction of its business and the fulfillment of its purposes and objects, and to exercise all rights, powers, and privileges of ownership to the same extent as natural persons might or could do.

H. To arrange social and recreational functions for its members.

I. To exercise any and all powers that may be delegated to it by the owners of real property in the tract.

J. This Association shall not engage in political activity or pursue political purposes of any kind or character.

K. By affording a means of collective action in community projects.

L. By strengthening communication through the dissemination of information of an advisory and/or educational nature.

M. By representing its Members before governmental boards or bodies.

N. By enforcing the Park Place Subdivision Declaration of Covenants, Conditions, and Restrictions as amended, originally recorded at Liber 22019 Page 428.

## **ARTICLE THREE**

### **MEMBERS**

A. Class of Members. The corporation shall have one class of members. The qualification and rights shall be as follows:

1. Every beneficial owner, as distinguished from a security owner, of a residential unit in Park Place Subdivision, as particularly described by these bylaws, shall be a member. In construing the provisions of this paragraph, beneficial owners shall include the owner of any unit or any lot in the above-described subdivision that has been re-subdivided under a condominium program.

2. Membership shall include an undertaking by the applicant to comply with and be bound by the Articles of Incorporation, these bylaws and amendments to them, and the policies, rules, and regulations at any time adopted by the Association in accordance with these bylaws. Membership shall be accomplished by payment of the first year's dues in advance.

3. Membership in this Association shall terminate on such member's ceasing to be a beneficial owner of a residential building site, lot, or unit in or on the property described in these bylaws.

B. Voting Rights. Each member in good standing shall be entitled to vote on each matter submitted to a vote of the members, provided, however, that each member shall be the sole beneficial owner of a residential building site or residential unit in Park Place Subdivision. A member shall have one vote for each residential building site of which he or she is a beneficial owner. Where two or more owners own a lot, only one vote for such lot or unit owned shall be allowed, and such joint owners shall designate and register with the secretary of the Association the name of that owner entitled to cast such single vote.

1. At membership meetings all votes shall be cast in person, or by proxy registered with the secretary.

2. The board of directors is authorized to establish regulations providing for voting by mail

C. Assignment of Rights. A beneficial owner who is a member of the Association may assign his or her membership rights to the tenant residing in or on the beneficial owner's building site or unit. Such assignment shall be effected by filing with the secretary of the Association a written notice of assignment signed by the beneficial member.

## **ARTICLE FOUR**

### **MEETINGS OF MEMBERS**

A. Annual Meeting. An annual meeting of the members for the purpose of hearing reports from all officers and standing committees and for electing directors shall be held in the City of Novi, Oakland County, Michigan, in January of each year. The annual meeting shall be held on the third Wednesday in January of each year. The time and place shall be fixed by the directors.

B. Regular Meetings. In addition to the annual meetings, regular meetings of the members shall be had at such time and place as shall be determined by the board of directors.

C. Special Meetings. A special meeting of the members may be called by the board of directors. A special meeting of the members must be called within thirty (30) days by the

president, or the board of directors, if requested by not less than ten (10%) percent of the members having voting rights.

D. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members shall be delivered either personally or by mail to each member entitled to vote at such meeting, not less than twenty-one (21) days before the date of such meeting, or at the direction of the secretary.

E. Quorum. The members holding thirty (30%) percent of the vote that may be cast at any meeting shall constitute a quorum at any meeting of the members. In the absence of a quorum, a majority of the members present may adjourn the meeting without further notice.

F. Proxies. At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after six (6) months from the date of its execution, unless otherwise provided in the proxy.

G. Voting by Mail. Where directors or officers are to be elected by members, or where there is an act requiring the vote of the members, such election or vote on such proposed action may be conducted by mail in such manner as the board of directors shall determine.

## **ARTICLE FIVE**

### **BOARD OF DIRECTORS**

A. General Powers. The affairs of the Association shall be managed by the board of directors, subject to instructions of the members of the Association at a regular meeting, or subject to the approval of the membership as expressed by a vote of the membership.

B. Number, Tenure, and Qualifications. The number of directors shall be not less than five (5). Each director shall be a member of the Association, and shall hold office until the annual meeting of the members following his or her original qualification, and until his or her successor shall have been elected and qualified. Terms of all officers shall be for 1 year. The President shall serve an additional year immediately after his / her term expires as the director at large.

C. Regular Meetings. The board of directors shall meet regularly at least quarterly, at a time and place it shall select.

D. Special Meetings. A special meeting of the board of directors may be called by or at the request of the president or of any two (2) directors.

E. Notices. Notice of any special meeting of the board of directors shall be given at least seven (7) days prior to such meeting, by written notice delivered personally, sent by

telephone facsimile (fax) equipment, or sent by mail to each director. Any director may waive notice of any meeting.

F. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board, but if less than a majority of the directors are present at such meeting, a majority of the directors present may adjourn the meeting, without further notice.

G. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these bylaws.

H. Vacancies. Any vacancy occurring in the board of directors, and any directorship to be filled by reason of the increase in the number of directors, shall be filled by election by the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

## **ARTICLE SIX**

### **OFFICERS**

A. Officers. The officers of the corporation shall be a president, a vice-president, a secretary, and a treasurer.

B. Qualifications and Method of Election. The officers shall be members of the Association, shall be elected by the board of directors, and shall serve for a term of one year. The officers shall be members of the board of directors.

C. President. The president shall preside at all meetings of the Association and of the board of directors at which he or she is present, shall exercise general supervision of the affairs and activities of the Association, and shall serve as a member ex officio of all standing committees.

D. Vice-President. The vice-president shall assume the duties of the president during the president's absence.

E. Secretary. The secretary shall keep the minutes of all of the meetings of the Association and of the board of directors, which shall be an accurate and official record of all business transacted. The secretary shall be custodian of all Association records.

F. Treasurer. The treasurer shall receive all Association funds, keep them in a bank or other savings institution approved by the board of directors, and pay out funds only on notice signed by the treasurer or the President. However, any check in the amount of Two Hundred

(\$200) Dollars or more must be signed the treasurer and the President. The treasurer shall be a member ex officio of the finance committee, if any.

G. Immediate Past President / Director at Large (if the past President cannot serve out his / her term) shall serve as an additional director to ensure continuity within the organization and other duties as appropriately agreed by the directors.

## **ARTICLE SEVEN**

### **FEES AND ASSESSMENTS**

A. Ownership. Record ownership of a residential building site shall establish the owner as a member of the Association.

B. Annual Assessments. The annual assessment shall be the same for each member as set forth in Section 4.3 of the Park Place Subdivision Declaration of Covenants, Conditions, and Restrictions (herein after referred to as "Declaration").

C. Payment of Assessments. The annual assessment shall be payable in accordance with Section 4.3 of the Declaration on April 1<sup>st</sup> of each year. However the Board of Directors may allow assessments to be paid on a monthly or quarterly basis.

D. Special Assessments. Special assessments may be levied on members of this Association in accordance with Section 4.4 of the Declaration.

E. Default in Payment of Assessments. In addition to the requirements of Section 4.10 of the Declaration, when any Member shall be in default of the payment of annual or special assessments for a period of thirty (30) days from the date on which such assessments become payable, he or she shall, for purposes of voting, not be considered as a member in good standing. In addition, such member shall be dropped from active membership and placed on the inactive list. Such member shall not be reinstated until he or she has paid assessments in full, and until such time as such member is reinstated, he or she shall have no rights of any kind arising out of a membership in the Association.

F. Assignment of Assessments. If any member whose assessments are paid shall, during the year in which such assessments are paid, terminate his or her membership by sale of his or her unit in Park Place Subdivision, then he or she shall be entitled to assign to the buyer of such building the benefit of the paid up assessments.

## **ARTICLE EIGHT**

### **FISCAL YEAR**

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

## **ARTICLE NINE**

### **INDEMNIFICATION OF OFFICER AND DIRECTORS**

All present and former directors or officers of the Association are hereby indemnified against all expenses or costs actually and reasonably incurred by him or her in any action, suit, or proceeding to which he or she is made a party by reason of his or her holding the position. This indemnification shall also cover expenditures incurred in good faith and anticipation of, or in preparation for, threatened or proposed litigation. It shall also cover the good faith settlement of any action, suit, or proceeding, whether formally instituted or not. No indemnification may be authorized for any officer or director adjudicated to be liable for any gross negligence or wrongful and willful misconduct in the performance of his or her duties toward the Association.

## **ARTICLE TEN**

### **AMENDMENTS**

Any proposed amendment to these bylaws must be submitted in writing at a meeting of the members of the Association. Such proposed amendments shall be discussed at the meeting of the members following the meeting at which the proposed amendment was submitted, and shall be voted on by the members of the Association at a date that shall not be earlier than the second meeting following the initial submission of the proposed amendment. Such proposed amendment must be signed by ten (10%) percent of the members of the Association, shall be read to the meeting by the secretary, and shall be printed on ballots distributed to all members by mail.

A proposed amendment shall become effective when approved by a majority of the members entitled to vote.