

By-Laws
of the
ORCHARD HILLS-MAPLEWOOD HOME OWNERS ASSOCIATION

Article I. Nature and Purpose

Section 1. The name of this corporation is the Orchard Hills Maplewood Homeowners Association

Section 2. This association is a non-profit corporation organized under the Statutes of the State of Michigan and registered with the appropriate Michigan Bureau.

Section 3. The purposes of this association are as follows:

- (a) To represent the interests of the majority of the residents
- (b) To promote the health welfare and safety of the residents
- (c) To prevent neighborhood deterioration
- (d) To provide information and education to all residents
- (e) To lessen tensions and promote harmony among the residents.

Article II. Membership

Section 1. Any tenant or owner of a single-family residence with Lots 1 through 124 including outlot A and Lots 127 through 336 (Subdivision #2) of the Forest Hills Subdivisions, or Lots 1-188 of Smokler Maplewood Subdivision of Ann Arbor, Lots 56, 57, 60-74, 76 and 77 Lots on Ardenne, and Lots 1 through 28 of the Windemere Subdivision, as recorded in the office of the register of Deeds for Washtenaw County, Michigan, shall be a member of the association upon payment of annual dues, as set by the Board of Directors.

Section 2. No one household or organization shall be entitled to more than one membership, regardless of the amount of property owned or occupied within the subdivision.

Section 3. Membership in the Orchard Hills Athletic Club shall be independent of membership in the Orchard Hills Homeowners Association.

Article III. Board of Directors

Section 1. A Board of Directors shall be responsible for the management of association business, shall enact policies and programs for furtherance of the purposes of the association, shall conduct the affairs of the association, and shall periodically advise the membership of the actions and activities of the Boards and the committees.

Section 2. The Board of Directors shall consist of twelve members selected by the general membership for a term of two years, with six of the Directors' terms expiring each year.

Section 3. Any adult member of a member household of the association shall be eligible for election to the Board of Directors. No more than one member of a household may be elected at any one time.

Section 4. Directors are to be nominated from within the Association as designated in Article II, Section 1.

Section 5. If one of the Directors' offices becomes vacant, the Board may appoint an eligible person to fill the vacancy for the balance of the unexpired term.

Section 6. A Director may be recalled and his office shall be deemed vacant if at least two-thirds of the total membership petitions to recall him.

Section 7. A Director who fails to attend three (3) consecutive regularly scheduled Board meetings shall be deemed to have submitted a resignation to the Board, which will become accepted by an affirmative vote of 2/3 of the remaining directors.

Section 8. The Board of Directors shall meet at least twice a year at a time and place agreed upon among themselves. A notice of the meeting and an agenda of business shall be distributed to all Directors.

Section 9. The Board of Directors shall meet within two weeks after the annual meeting of the general membership for the purpose of electing from the Board members, the Officers of the association.

Section 10. Members of the Board of Directors who have not paid their dues may not vote on Board agenda items.

Section 11. At any meeting of the Board of Directors, seven Directors shall constitute a quorum for the purpose of conducting business. A majority vote of those present shall be adequate to adopt any motion relating to business noted in the agenda of the meeting; however, a vote of at least seven directors shall be required to adopt any motion relating to business not noted in the agenda.

Section 12. Proxy voting is allowed on Agenda items provided proxies are dated and signed or e-mailed by the absent director, indicate a yes/no vote on any item, and are delivered to the board prior to Board meeting. Between meetings, the Board may act by an e-mail vote provided at least seven Board members respond and the vote is unanimous.

Section 13. A Director may succeed himself in office.

Section 14. The Board of Directors shall submit a budget for approval by the general membership at every annual meeting of the association. The budget shall itemize the anticipated expenses of the association for the next succeeding calendar year, and the dues established for the year. This budget must be approved by a simple majority of the voting membership.

Section 15. The Board of Directors shall not have power to incur indebtedness in the name of the association.

Section 16. There shall be no disbursement of unbudgeted funds without a two-thirds vote of the total Board of Directors.

Article IV. Officers

Section 1. The officers of the association shall be the President, Vice-President, Secretary, and the Treasurer. They shall be members of the Board of Directors and be selected by it as herein provided. They shall hold office for a term of one year.

Section 2. The President shall preside at all meetings of the Board of Directors and the general membership of the association. The President shall serve as the Chief Executive Officer of the association. The President shall not be eligible to succeed himself or herself in the office for more than three consecutive terms.

Section 3. The Vice-President shall act as President in the absence of the President and shall further act as the coordinator of all committees.

Section 4. The Secretary shall keep records and minutes of all association and board meetings, shall maintain a record of all official correspondence, and shall supervise the publication and distribution of official notices and the agenda of meetings.

Section 5. The Treasurer shall be responsible for the collection of membership dues. The Treasurer shall hold the funds of the association in a separate account in the name of the association, and shall keep an accurate record of all receipts and disbursements. The Treasurer shall prepare a financial report for the annual meeting of the association and shall, whenever requested, render an account to the Board of Directors, of the financial condition of the association and have the financial records ready for an audit. The Treasurer shall disburse the funds of the association by check, signed by two of the four executive officers, and with the funds available. The Treasurer shall be responsible for maintaining a current signature cards with the Association's bank.

Section 6. The Chairs of the committees shall initiate programs and maintain the business pertinent to the purpose of their committees, subject to the approval of the Board of Directors. They shall report their committee's activities to the Board of Directors.

Article V Committees or Positions

Section 1. There shall be a Nominating Committee, a Budget and Finance Committee, a Communications Committee and such other committees established by the Board of Directors as may be necessary to carry out the purposes of the association.

Section 2. The Nominating Committee shall be comprised of the members of the Board of Directors whose terms are not expiring. They shall elect their own chair.

Section 3. The Chairs of all committees shall be members of the Board of Directors and selected by it as herein provided. The members of all committees may be appointed by the respective committee chairmen from the general membership of the association.

Article VI. General Meetings

Section 1. There shall be an annual meeting in June of the members of the association at a time and place designated by the Board of Directors.

Section 2. Six new members of the Board of Directors and any additional members necessary to fill vacancies on the Board shall be elected at each annual meeting. Candidates may be nominated by any member, as well as by the Nominating Committee. In voting for candidates for the Board of Directors, every household voting may vote for as many candidates as there are offices to be filled.

Section 3. Any business pertinent to the affairs of the association may be conducted at any general meeting.

Section 4. A general meeting of the members of the association shall be held whenever 20% of the members petition for such a meeting or whenever the Board of Directors call such a meeting.

Section 5. Notice of all meetings of the association shall be delivered to the residence or place of business of every member at least one week, but not longer than one month, prior to the date of the meeting.

Section 6. The notice of the meeting shall specify the date, time, and place of the meeting, the names of the candidates for the Board of Directors proposed by the Nominating Committee (if any), the text of proposed amendments to the by-laws (if any), and the business to be considered at the meeting.

Section 7. At any general meeting of the association, any decision properly taken which conflicts with a prior decision of the Board, shall be binding on the Board.

Section 8. The general membership shall not have the power to incur indebtedness in the name of the association.

Section 9. At any general meeting of the association, a simple majority of the members voting shall be adequate to adopt any motion unless otherwise provided in the by-laws. A quorum shall consist of 10% of the membership, including those casting absentee ballots.

Section 10. Any member not able to be present at a meeting may cast an absentee ballot for candidates for the Board of Directors and items on the agenda. The ballot shall be delivered to the Treasurer prior to the meeting.

Section 11. The Board of Directors shall designate members of the association who are not Directors to act as officers of election at the meetings to distribute and tally all ballots.

Section 15. The latest edition of Robert's Rules of Parliamentary Procedure shall be followed at all meetings.

Article VII. Amendment

Section 1. These by-laws may be amended by a two-thirds vote of the members of the association voting in the election.

Section 2. No amendment shall be effective unless it is set out verbatim in the notice of the meeting at which the amendment is adopted.

Section 3. Revised June 2, 2006