

By-Laws
of the
ORCHARD HILLS-MAPLEWOOD HOMEOWNERS ASSOCIATION

Article I. Nature and Purpose

Section 1. The name of this corporation is the Orchard Hills Maplewood Homeowners Association (“OHMHA” or “the 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. The Association has also been approved as a 501(c)(4) organization by the Internal Revenue Service. This status indicates that the Association does not need to pay taxes on monies raised; however, neither dues nor donations to OHMHA are tax deductible.

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 protect the residential nature and character of the neighborhood and prevent neighborhood deterioration
- d. To inform all residents of local issues affecting the neighborhood and the community at large while remaining non-partisan.
- e. To build community and promote harmony among the residents.
- f. To protect the environment and natural resources of the neighborhood and the community at large.
- g. To engage in activities to support and promote the above

Article II. Membership

Section 1. The owners of any single-family residence on 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 and, upon voluntary payment of annual dues as set by the Board of Directors, for the period of June 1 through May 31st, may exercise their vote, hold office, and take advantage of other Association benefits. For purposes of these by-laws term “owner” shall refer to the individual, or one or more individuals, who hold title to a residence described in this section who shall be entitled to a single membership in the Association regardless of the number of co-owners.

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

owner shall consist of an individual along with any entities that the individual owners have an affiliation with, or beneficial ownership of, that may own property in the Association. An owner who directly or indirectly owns multiple properties in the Association shall nonetheless have to be treated as a single member and shall have a single vote. An owner may confer their voting rights to a tenant for a specified period no greater than the tenant's period of occupancy.

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 (Board) 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 Board and its 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 serve on the Board 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' seats 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 the seat shall be deemed vacant if at least two-thirds of the total dues-paying membership petitions to recall that Director.

Section 7. A Director who fails to attend three (3) consecutive regularly scheduled Board Meetings may be deemed to have submitted a resignation to the Board, which would 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 a meeting and an agenda of business shall be distributed to all Directors. Meetings may be conducted by remote communication as set forth in the Michigan Nonprofit Corporation Act.

Section 9. The Board of Directors shall meet within two weeks after the Annual Meeting of the general membership for the purpose of electing the Officers of the Association from among the Board Members. _

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

Section 11. At any meeting of the Board of Directors, ~~seven~~ a simple majority of the total seated Directors shall constitute a quorum for the purpose of conducting

business. With a quorum, a majority vote of those present shall be adequate to adopt any motion relating to business noted in the published agenda of the meeting. However, a positive vote of at least a simple majority of the total number of seated Directors shall be required to adopt any motion relating to business not noted in the agenda.

Section 12. Proxy voting is allowed on published 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 remote communication provided at least a simple majority of seated Board Members approve any motion.

Section 13. Despite the quorums established in Sections 11 and 12, disbursement of unbudgeted funds requires a two-thirds vote of approval from the Board with at least 10 seated Board members.

Section 14. The Board of Directors shall submit a budget for approval by the dues-paying 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. A Director may succeed himself in office.

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.

Section 4. The Secretary shall keep records and minutes of all Association and Board Meetings, and shall maintain a record of all official correspondence.

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, with the funds available. The Treasurer shall be responsible for maintaining a current signature cards with the Association's bank. The Treasurer shall be a member of the Budget and Finance Committee.

Article V Committees

Section 1. There shall be a Nominating Committee, a Budget and Finance Committee, a Membership 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 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.

Section 3. 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 at each meeting

Section 4. The Nominating Committee shall be comprised of the members of the Board of Directors whose terms are not expiring. This committee will attempt to find candidates to stand for election. They may elect their own chair.

Section 5. The Membership Committee is tasked with

- a. Maintaining a membership database
- b. Providing labels, when needed, for distribution of a Newsletter to the Neighborhood
- c. Leading any Board approved membership campaigns

Section 6. The Budget and Finance Committee shall include at least 3 members of the Board, including the Treasurer, and may include non-Board members chosen from the general membership. Duties of this committee shall be: To make recommendations to the Board, as necessary, to implement policies to safeguard the Association accounts from fraud and provide transparency to the community as to the Association's fiscal health

- a. To regularly review bank records and statements, comparing them to the treasurer's report, serving as auditors of the fiscal health of the Association
- b. To inform the Board of any discrepancies
- c. To file annual reports with the State and the IRS
- d. To aid in the preparation of the draft annual budget to the Board for approval and publication prior to the Annual General Meeting

Article VI. General Meetings

Section 1. A General Meeting of the members of the Association shall be held whenever 20% of the dues-paying members petition for such a meeting or whenever the Board of Directors calls such a meeting.

Section 2. Notice of all General Meetings of the Association shall be posted on the Association Website (OHMHA.org) and delivered by remote communication to all members who provide their email to the Board of Directors or delivered to the residence of a member at least one week, but not longer than one month, prior to the

date of the meeting.

Section 3. The notice of a General 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 4. Any business pertinent to the affairs of the Association may be conducted at any General Meeting.

Section 5. 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 6. The general membership shall not have the power to incur indebtedness in the name of the Association.

Section 7 At any General Meeting of the Association, a simple majority of the dues-paying members voting shall be adequate to adopt any motion unless otherwise provided in the by-laws. A quorum for a General Meeting shall consist of 10% of the dues-paying membership.

Section 8. There shall be an Annual General Meeting of the members of the Association held in June at a time and place designated by the Board of Directors.

Section 9. Six new members of the Board of Directors 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 dues-paying household voting may vote for as many candidates as there are offices to be filled. Any additional candidates necessary to fill vacancies on the Board may also be elected at an Annual Meeting.

Section 10. Ballots may be cast by dues-paying members, following any election instructions, either using a paper ballot and mailing or delivering it to the designated Board member, casting it electronically online at the Association Website (OHMHA.org) or at any in-person meeting by delivering it to the designated proctor.

Section 11. The Board of Directors shall designate members of the Association who are not up for election to tally all ballots.

Section 12. The latest edition of Robert's Rules of Parliamentary Procedure may be followed at meetings.

Article VII. Amendment

Section 1. These by-laws may be amended by a two-thirds vote of the dues-paying 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

Section 4. Revised June 9, 2021