

BY-LAWS
OF
WEST POINT HILLS SUBDIVISION HOMEOWNERS ASSOCIATION

ARTICLE I

Name and Object of Corporation

Section 1. **Name.** This Corporation shall be known as the West Point Hills Subdivision Homeowners Association (hereinafter called the "Association").

Section 2. **Objects.** The objects of the Association shall be to provide for the administration and maintenance of West Point Hills Subdivision pursuant to authority granted in the Covenants, Restrictions, Easements and Assessment Liens for the aforesaid subdivisions which are respectfully recorded at Liber 1395, pages 0270, et. seq. of Livingston County Records (the "Restrictions").

ARTICLE II

Membership

Section 1. **Qualifications.** The membership of the Association shall be comprised of all persons having a real property interest in a lot or lots within West Point Hills Subdivision.

Section 2. **Membership Rights Subject to Recorded Restrictions.** The duties of members of the Association shall be as specified in the Declarations.

Section 3. **Voting.** Each member shall be entitled to cast one vote per lot of parcel owned. In the event that more than one person claims an interest in the property, each such person claiming an interest shall be entitled to cast a fraction of a vote, the numerator of which shall be one and the denominator of which shall be those persons claiming an interest in the property except that, in the case of joint tenants, the joint tenants present and voting shall be entitled to cast the entire fractional vote of their joint tenancy interest.

ARTICLE III

Government

Section 1. **Board of Directors.** The general management of the affairs of the Association shall be vested in the Board of Directors who shall be elected as provided for in Section 1 of Article V of these By-Laws. The number of directors shall be not less than 5 (five) nor more than 9 (nine), as determined by the members.

Section 2. **Officers.** The officers of the Association shall consist of a President, a Vice President, a Secretary and a Treasurer, all of whom shall be members of the Board of Directors, as provided in Section 3 of Article V of these By-Laws.

Section 3. **President as Committee Member.** The President of the Association shall be a member, ex officio, of all Committees.

ARTICLE IV

Meetings

Section 1. **Annual Meeting of Members.** The annual meeting of the members of the Association shall be held in the month of April of each year at such time, date and place as may be established by the Board of Directors. Notice of the time and place of holding the annual meeting shall be hand delivered or mailed to each member at least ten (10) days previous thereto.

Section 2. **Special Meeting of Members.** Special meetings of members may be called by the President at any time on his own initiative or by the President or Secretary upon request of five (5) members to such officer made in writing. Notice of the meeting shall be hand delivered or mailed to each member at least ten (10) days previous to the meeting, and at such special specified in the notice of meeting.

Section 3. **Quorum for Members' Meeting.** At all meetings of the Association, either regular or special, twenty-five (25%) percent of all members in good standing present shall constitute a quorum.

Section 4. **Lack of Quorum.** If a quorum is not present, the presiding officer may adjourn the meeting to a day and hour fixed by him.

Section 5. **Order of Business.** At all meetings of the Members of the Association, the order of business shall be as follows:

- (a) Reading of the minutes of immediate prior meeting for information and approval
- (b) Reports of officers
- (c) Reports of committees
- (d) Election of directors
- (e) Unfinished business
- (f) New business
- (g) Reading and approval of minutes of meeting just held, if requested.

Section 6. **Meetings of Board.** Meetings of the Board of Directors shall be called by the President on his own initiative whenever in his judgment it may be deemed necessary, or by the Secretary upon request of any two members of the Board of Directors. Five (5) days notice of meetings of the Board shall be hand delivered or sent by mail to all directors, and shall be deemed sufficient notice of such meetings.

Section 7. **Quorum for Board Meeting.** A majority of the Board of Directors shall constitute a quorum for any meeting.

ARTICLE V

Election of Directors and Officers

Section 1. **Election of Directors.** The directors of the Association shall

be elected at the annual meeting of members. Each member shall be entitled to one vote for each director to be elected and the candidate or candidates receiving the greatest number or numbers of the votes cast shall be declared and elected.

Section 2. Terms of Directors. The directors of the Association shall serve a term of one (1) year and shall be entitled to succeed themselves. PROVIDED, the first Board of Directors may be appointed by the representatives of the Declarant (as defined in the Declarations) and shall serve until such time as their replacements are elected.

Section 3. Election of Officers. The Board of Directors shall elect from among their number a President, a Vice President, a Secretary and Treasurer. The meeting of the Board of Directors to elect officers shall be held within one (1) month following the annual meeting of the members. Officers elected shall hold office until new officers are elected.

Section 4. Initial Board Membership. The initial Board of Directors may be appointed by the Declarant as provided for in Section 2 of this Article V and shall serve until such time as the first annual meeting following the sale of eighty (80%) percent of the lots in West Point Hills Subdivision as provided for in the Declarations or until a successor is appointed by the Declarant. Notwithstanding the provisions of Article III, Section 1, the initial Board may be comprised of one (1) member.

Section 5. Annual Board Meeting. The Board of Directors of the Association shall determine at each annual meeting of the total budget required for the forthcoming year and may levy an annual assessment against each Lot within the Subdivision. Each Lot Owner shall be required to pay such annual assessment levied by the Association within thirty (30) days after notice to the Lot Owner. Any assessment unpaid after thirty (30) days shall be considered delinquent and shall bear interest at a rate of seven (7%) percent per annum from the date of notice to the date of payment. Delinquent assessments shall be considered a lien against the applicable Lot prior to all other liens, except that of a first mortgage held by an institutional lender, and the Association shall be entitled to perfect and foreclose such lien pursuant to applicable Michigan law.

ARTICLE VI

Vacancies in Office

If a vacancy occurs among the officers or in the Board of Directors, the vacancy shall be filled for the unexpired term by the Board of Directors.

ARTICLE VII

Duties of Officers

Section 1. President. The President shall preside at all meetings of the Association and of the Board of Directors and shall appoint such committees as he or the Association shall consider expedient or necessary. The President shall be chief executive officer of the Association.

Section 2. Vice President. In the absence of the President, the Vice President shall perform his duties, and, in the absence of both President and Vice President, the Treasurer shall preside and assume the duties of the

President.

Section 3. **Secretary.** The Secretary shall keep the minutes of all meetings of the Members of the Association and of the Board of Directors; shall, if requested, read such minutes at the close of each meeting for approval; and shall hand deliver or mail out all notices for meetings of the Association or the Board of Directors. He shall perform such other duties as may be required of him by the By-Laws, the President or the Board of Directors.

Section 4. **Treasurer.** The Treasurer shall have charge of all receipts and monies of the Association, deposit them in the name of the Association in a bank approved by the Board of Directors, and disburse funds as ordered or authorized by the Board of Directors. He/she shall keep regular accounts of his/her receipts and disbursements, submit his/her record when requested, and give an itemized statement at regular meetings of the Members of the Association. He shall sign checks and withdrawal slips on behalf of the Association upon any and all of its bank accounts, and the same shall be honored on his/her signature alone. The Treasurer shall post a fidelity bond in such amount as shall be determined by the directors. The cost of the bond shall be paid by the Corporation.

Section 5. **Execution of Instruments.** The President and the Secretary or the Treasurer shall, on being so directed by the Board, sign all leases, contracts or other instruments in writing.

ARTICLE VIII

Duties and Powers of Board of Directors

Section 1. **Management of Association.** The Board of Directors shall have general charge and management of the affairs, funds, and property of the Association. The Board shall have full power, and it shall be the Board's duty, to carry out the purposes of the Association according to the Declaration and its Articles of Incorporation and By-Laws; to determine whether the conduct of any member is detrimental to the welfare of the Association; and to fix the penalty for such misconduct or any violation of the By-Laws.

Section 2. **Rule Making.** The Board of Directors may make rules for the conduct of the members and use of the Association property, and define and limit, as applicable, the privileges of the members and their guests, not inconsistent, however, with anything set forth in these By-Laws or in the Declarations.

Section 3. **Appointment of Committees.** The Board of Directors may appoint such committees as it deems necessary; it may vote the expenditure of monies as it deems necessary or advisable; and it may contract for the lease or purchase in the name of the Association of properties or facilities for the use of the members.

Section 4. **Authority to Impose Liability on Members.** The Board of Directors may levy assessments upon the members of this Association for purposes consistent with those purposes set forth in the Declarations previously described and provide for the collection thereof in the manner set forth therein and herein.

Section 5. **Place of Directors' Meetings.** The meetings of the directors

may be held in the Township of Hamburg, Livingston County, Michigan or in any place within said Livingston County, Michigan. Meetings shall not be held outside Livingston County and the State of Michigan.

ARTICLE IX

Compensation of Directors and Officers

Neither the officers, directors, nor members serving on committees shall receive any salary or compensation for services rendered to the Association.

ARTICLE X

Application Fees and Dues

Assessments. The manner of assessments shall be as set forth in the Declarations and herein, and the Association shall be entitled to provide for the collection of such assessments in the manner set forth therein and herein.

ARTICLE XI

Miscellaneous

Section 1. **Notices.** All notices to members shall be mailed to their addresses as given on the books of the Association, and such mailing shall constitute presumptive evidence of service thereof.

Section 2. **Amendments.** These By-Laws may be amended only by a majority vote of the members present at a regular or special meeting of the Association, provided notice of the purport of such proposed amendment has been stated in the call for the meeting.

Section 3. **Restrictions.** The Declarations are expressly adopted as part of these By-Laws as if fully written herein, and any definitions contained therein, or any rights or obligations specified therein shall be the same as if they were fully set forth herein.

These By-Laws are adopted by W. Thomas Rea the President of Four Bears Development Corporation on December _____, 1992.

W. Thomas Rea

