

CONSTITUTION OF FRANKLIN WOODS ASSOCIATION

Article I - Name

The name of this organization shall be Franklin Woods Association. (hereinafter Association). Being defined as lots located in the Franklin Woods Subdivision.

Article II - Objectives

Section I - The objectives of this Association shall be:

- A) To promote and preserve the best interests of homeowners in the area, both individually and collectively, and to do all those things necessary or advisable which will tend to make the area a better place in which to live.
- B) To consistently and equitably enforce the declaration of restrictions and any restrictions of this constitution, and to approve plans or modifications of property in accord with stated general objectives.
- C) To promote social activity within the area, to deal with problems of safety, sanitation, drainage, beautification, road maintenance, and any other areas of common concern.

Section II - This Association shall represent area home owners in external affairs. This Association shall be entirely apart from partisan politics except in matters pertaining to the Association.

Section III - This Association shall not be operated for profit and any net income which may result from its operation shall not enure, in whole or in part, to the benefit of any individuals.

Article III - Membership

Section I - Membership in this association shall be mandatory and limited to any natural person holding, either solely, jointly or in common, as home owner for his or her own use as a private residence, legal title in fee, or vendee's interest in a building contract or land contract, to a lot within the Association, or any natural person renting a house within the Association for his or her own use as a private resident. Joint and common owners and lessees shall be entitled to membership provided: that not more than one (1) membership may be secured for each lot.

Section II - Members whose lot dues are in arrears shall not be in good standing and shall not have a vote or hold any office or appointment. Notices shall not be required to be given to members not in good standing. Reinstatement to good standing shall only be accomplished by payment of full current years dues and of all delinquent dues for prior years, as well as any delinquent special assessments, or any outstanding liens.

Article IV - Dues and Assessments

Section I - Annual dues per membership, in an amount recommended by Board of Directors upon submission of an annual budget to cover ordinary and general Association expenses, and approved by a majority of the Association membership present at the annual meeting, shall be due on July 1 of each year.

Section II - For purposes of financing Association activities, projects, and obligations, special assessments may be recommended by the Board of Directors to the membership in an amount necessary to defray such expenses. Such assessments, as approved by a majority of the membership present at the meeting of assessment recommendation, shall be paid by the total membership to the treasurer.

Section III - Each owner of a lot, by the acceptance of a deed, is deemed to covenant and agree to pay to the Association annual dues and special assessments. The annual dues and special assessments together with interest thereon at the rate of seven (7) percent per annum, and the cost of collection, including a reasonable attorney fee, shall be a charge against the land and shall be a continuing lien upon the property of the nonpaying owner(s). Any such lien against the property may be recorded with the register of deeds for the County of Oakland and may be foreclosed judicially or by advertisement in accordance with the statute on mortgage foreclosures. Dues and special assessments, interest and the cost of collection, and a reasonable attorney fee shall also be the personal obligation of the person(s) who were the owners of the property at the time the dues or special assessment came due.

Article V - Property Modifications

Section I - Any property modification, as defined in Section III of this Article, requiring approval of the Association must be presented to the Director of Property Modification. The member seeking approval from the Association is responsible for securing approval by a majority of the Board, which is five (5) members, as well as approval of the two (2) contiguous members to the property on which the proposed modification is to take place.

Section II - This approval must be secured in writing.

Section III - Definition of Property Modifications:

(a) Any Bloomfield Township approval of a property modification which is contingent on the property owner securing the Association approval of such modification.

(b) Any property modification not already precluded by the "Declaration of Restrictions" which is attached to this Constitution, and as set forth in Section III of Article V.

(c) Any amendment adopted by the Association in accordance with Article XII of this Constitution.

Section IV - The Board of Directors can establish whatever procedures are necessary to implement this article.

Article VI - Association Meetings, Voting, and Quorum

Section I - The annual meeting of the Association shall be held in the month of June. *Changed to Sept or Oct.*

Section II - Special or additional meetings, whenever deemed necessary or advisable, may be called by the president or any three (3) members of the Board of Directors.

Section III - A special meeting shall also be called by the Secretary at the written request of twenty (20) active members.

Section IV - Written notice of every meeting of the Association stating the time, place, purpose or objective thereof, shall be given to the membership at least seven (7) days before the date of the meeting.

Section V - Each membership shall be entitled one (1) vote on any question at Association meetings. The use of proxies at any such meeting is prohibited. Twenty percent (20%) of the membership in good standing shall constitute a quorum at any such meetings for the transaction of business. No vote shall be valid except at meetings held in accordance with this Constitution.

Article VII - Board of Directors

Section I - The Board of Directors shall be the managing body of the Association.

Section II - The Board of Directors, nine (9) in number, shall consist of the Association's four (4) officers and five (5) additional directors.

Section III - One (1) annual meeting of the Board of Directors shall be held not less than thirty (30) days prior to the annual meeting of the Association. The Board of Directors shall hold such additional meetings as deemed necessary or advisable by the President to conduct business on behalf of the membership of the Association. Five (5) days notice of each Board meeting shall be given to each member of the Board.

Section IV - The President of the Association shall be the presiding officer of the Board of Directors, and the Secretary of the Association shall act as Secretary of the Board.

Section V - Each Board member shall have one (1) vote on any question at Board meetings. The use of proxies is prohibited. Five (5) Board members shall constitute a quorum at any Board meeting.

Article VIII - Officers

Section I - The officers of the Association shall be a president, a vice president, a treasurer, and a secretary.

Section II - The term of the officers of the Association shall be one year following their election until their successors are elected. A vacancy in any officer position shall be filled by majority vote of the Board of Directors.

Section III - No officer except secretary or treasurer shall be eligible to serve more than two (2) consecutive terms in the same office.

Section IV - The President shall be the chief executive officer of the Association and shall preside at all meetings.

Section V - The Vice President shall preside at meetings in the absence of the President and shall perform such other duties as may be assigned to him by the President.

Section VI - The Treasurer shall collect all dues and other receipts of the Association. The Treasurer shall have custody of the funds of the Association which shall be banked within the State of Michigan and only in a bank approved by the Board of Directors. The Treasurer shall account for all receipts and disbursement. The Treasurer shall maintain complete records for proper durations of time. Expenditures shall be made solely for expenses of the Association and its purposes as outlined in Article II of this constitution. All disbursements are to be processed by the Treasurer. There shall be no petty cash funds. The Treasurer shall prepare a report to be presented at the annual meeting and any other reports as requested by the Board of Directors.

Section VII - The Secretary shall make and keep accurate records of actions taken at all meetings of the membership and directors, and shall give a written report of the same at the next meeting. The Secretary shall maintain a book of Board policies and a book of Membership policies. The Secretary shall handle correspondence of the Association, and shall issue the notices of meetings. In the absence of the Secretary at any meeting a secretary pro-tem shall be appointed by the presiding officer.

Section VIII - Non-officer Directors

A) - There shall be five (5) non-officer members of the Board of Directors.

B) - In the case of a non-officer director's inability or unwillingness to complete a term, a non-Board-member appointee of the Board of Directors shall succeed to the vacated office.

C) - No non-officer director shall be eligible to serve for more than two (2) successive terms.

Article IX - Elections

Section I - At the Association's annual meeting:

(a) a president, vice-president, treasurer, secretary, and five (5) non-officer directors shall be elected.

(b) the nominee for each position receiving the largest number of votes shall be declared elected. In the event of a tie, an immediate run-off election shall be held as to the nominees tied unless a nominee withdraws his/her nomination.

(c) voting will be conducted by voice vote, show of hands or roll call as determined by the presiding officer.

Article X - Recall

The holder of any elective office, whether or not succeeding thereto by appointment or otherwise, may be removed from office at any meeting of the members after a ten (10) days' written notice of intention to remove is given to all members, and upon an affirmative vote of a two-thirds (2/3) majority of the members present.

Article XI - Amendments

Section I - This Constitution of the Franklin Woods Association may be amended in the following manner:

Any member may file with the secretary such amendment or amendments which they think advisable. The secretary shall submit such proposed amendment(s) to the Board of Directors, who, will call a meeting for consideration of the proposed amendment, and after due consideration, shall report to the Association within sixty (60) days a recommendation for or against adoption, or the Board may recommend further alterations, additions, or omissions. However, any submitted amendment must be read in its original form at the Association meeting and may be adopted without any of the alterations, additions, or omissions that may be recommended by the Board of Directors.

Section II - A two-thirds (2/3) majority vote of the members of the Association present and voting shall be required for the adoption of any amendment to this constitution.

Article XII - Committees

Section I - The President shall, with the concurrence of the Board of Directors, appoint such committees as may be deemed necessary or advisable to serve the best interests of the Association.

Section II - The President shall be empowered to appoint committee chairpersons, and is expected to use best judgment in assessing the related experience, specialized abilities, and personal interests of the committee membership in making such appointment.

Section III - The committee chairperson will upon request of the President submit a written report of progress, recommended action, or project completion.

Section IV - A committee chairperson or committee member may be removed from committee membership by the appointment of the President of another person as a replacement.

Article XIII - Parliamentary Authority

Section I - All meeting of the Association shall be conducted in accordance with the forms and regulations set forth in Robert's Rules of Order.

THIS CONSTITUTION WAS APPROVED AND ADOPTED BY A MAJORITY VOTE OF THE FRANKLIN WOODS ASSOCIATION AT A SPECIAL ASSOCIATION MEETING HELD ON WEDNESDAY SEPTEMBER 23, 1998.