

HIDDEN HILLS NEIGHBORHOOD ASSOCIATION

BYLAWS OF ASSOCIATION

ARTICLE I - NAME

The name of this organization shall be the Hidden Hills Neighborhood Association.

ARTICLE II - OBJECTIVES

Section 1

The objectives of this Association shall be to promote the best interests of homeowners in the Hidden Hills area. This Association shall not be operated for profit; and any net income which may result from its operation shall not inure, in whole or in part, to the benefit of any individuals.

Section 2

The Association shall be entirely apart from partisan politics.

Section 3

The Association shall, from time to time, as its Board of Directors may determine:

- (a) represent its members before governmental, judicial, and other groups and authorities;
- (b) enter contractual agreements for the best interest of its members;
- (c) promote and enforce zoning and other restrictions deemed necessary for the general protection of all its members (this shall not be deemed to diminish any member's property rights, including those pertaining to restrictions or zoning); and
- (d) do all those things advisable or desirable which will tend to make the Hidden Hills area a better place in which to live.

ARTICLE III - MEMBERSHIP

Section 1

Each natural person owning (either solely, jointly, by the entirety, or in common, and regardless of whether the ownership is of legal title in fee or of a vendee's interest in a land contract or a construction agreement), as homeowner for his or her own use as a private residence, a lot within the area, is entitled to general membership in this Association. Each general member is entitled to attend all meetings and express his or her views on subjects which concern the Association.

Section 2

(A) Voting rights are limited to those members whose current dues are fully paid (hereinafter referred to as "voting members").

(B) There may be no more than one full membership for each lot.

(C) No person, or household, shall be entitled to more than one membership regardless of the number of lots owned.

(D) Officers, committee chairpersons or directors shall not serve unless their current dues and assessments are fully paid.

ARTICLE IV - DUES AND SPECIAL ASSESSMENTS

Section 1

The Board of Directors elected at the November meeting shall submit to the membership at the Annual Meeting in January a proposed annual budget to cover the ensuing fiscal year, from January 1 to December 31. This proposed budget shall not result in annual dues levy in excess of \$30.00 per membership. A majority of the voting members present at the Annual Meeting may approve the budget as submitted and recommended by the Board of Directors, or may modify the proposed budget, subject, however to said \$30.00 limitation.

Section 2

Annual dues levied to cover the annual budget shall become due and payable within thirty (30) days following the date of the Annual Meeting. All payments of dues shall be made to the Treasurer.

Section 3

Any new member paying dues during the last quarter of the year will be given credit for the following year's dues.

Section 4

The members may, by two-thirds vote, approve a special assessment for all members to cover extraordinary expenses such as capital improvements, legal expenses, or items of an emergency nature. A special meeting to approve a special assessment may be called in the manner set forth in Article V.

ARTICLE V - MEETINGS

Section 1

The Annual Meeting of the Association shall be held during the month of January.

Section 2

A meeting shall be held on one of the first ten (10) days in November for the election of officers and board members. Other special or additional meetings as are deemed necessary or advisable may be called by the President or any three members of the Board of Directors.

Section 3

A special meeting shall also be called by the Secretary at the written request of 20% of the voting members.

Section 4

Written notice of every meeting of the Association, stating the time, place and purpose thereof shall be given to the membership by the Secretary at least seven (7) days before the date of the meeting.

ARTICLE VI - BOARD OF DIRECTORS

Section 1

The Board of Directors shall be the managing body of this Association.

Section 2

The Board of Directors shall consist of the Association's four (4) officers, three (3) additional non-officer directors, and the past President will remain on the Board for the following year to assure continuity.

Section 3

The Board of Directors shall hold such meeting(s) as are 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 the members of the Board provided, however, that any director may waive notice, and by attendance shall be deemed to have waived notice.

Section 4

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 5

Directors shall take office immediately upon their election, and shall hold office for one (1) year, or until their successors are elected, whichever is later.

Section 6

In the case of any director's resignation, the Board of Directors shall appoint a successor to fill the vacancy resulting therefrom.

Section 7

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

ARTICLE VII - OFFICERS

Section 1

The officers of this Association shall be a President, a Vice President, a Treasurer and a Secretary.

Section 2

The officers of the Association shall take office immediately upon their election and shall serve for a term of one (1) year or until their successors are elected, whichever is later.

Section 3

In the case of the President's resignation, the Vice President shall succeed to the office of President, and a non-board member appointed by the board of Directors shall

succeed to the office of Vice President. In the case of the Vice President's, Treasurer's or Secretary's resignation, a non-board member appointed by the Board of Directors shall succeed to such vacated office.

Section 4

No officer, except the Secretary or Treasurer, shall be eligible to serve more than two (2) consecutive terms in the same office.

Section 5

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

Section 6

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 or her by the President.

Section 7

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 in a bank approved by the Board of Directors, and shall account for all receipts and disbursements. The Treasurer shall maintain complete and accurate financial records. Expenditures shall be made solely as authorized by the Board of Directors. All requests for disbursements must be approved by the Treasurer and either the President or Vice President. There shall be no petty cash funds. All checks paying out Association funds shall be signed by the Treasurer and countersigned by the President or, in his absence, the Vice President. At the close of each fiscal year, the Treasurer shall prepare and sign an annual financial report covering the fiscal year then ended and shall, within ten (10) days after the close of such fiscal year, submit such report to the Board of Directors.

Section 8

The Secretary shall make and keep accurate records of actions taken at all meetings of the membership and directors, shall give a written report of the same at the next meeting, shall give one (1) copy of all minutes and notices to each member of the Board, shall give notices of elections and appointments, shall handle the 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.

ARTICLE VII - VOTING AND QUORUM

Section 1

Each voting member shall be entitled to one (1) vote on any question at Association meetings (however, a husband and wife may exercise the privilege of one-half (1/2) vote each if both are present). The use of proxies at any such meeting is prohibited. Twenty percent (20%) of the voting members shall constitute a quorum at any meeting for the transaction of business. If a quorum is present, a majority vote of those members present shall be necessary to approve any action.

Section 2

Each Board member shall have one (1) vote on any question at Board meetings. The use of proxies is prohibited. Four (4) directors shall constitute a quorum at any meeting of the Board of Directors.

ARTICLE IX - ELECTIONS

Section 1

At an Association meeting on one of the first ten (10) days in November:

(a) A President, Vice President, Treasurer and Secretary shall be elected by secret ballot from a slate of nominees for each such office, and

(b) Three (3) non-officer directors shall be elected by secret ballot from a slate of nominees.

Section 2

The nominees receiving the largest number of votes shall be declared elected and shall take office immediately. In the event of a tie, an immediate run-off election shall be held.

Section 3

At an appropriate time prior to the November election meeting, the Board of Directors shall appoint a nominating committee consisting of one (1) Board member and two (2) voting members. It shall be the duty of this committee to prepare a slate of nominees in accordance with Section 1 of this Article IX, said slate to be submitted to the membership at least ten (10) days prior to the election meeting. Additional nominations shall be accepted from the floor.

ARTICLE X - RECALL

The holder of any elective office, whether succeeding thereto by appointment or otherwise, may be removed from office as follows:

- (a) A petition to recall, signed by twenty-five percent (25%) of the voting members, shall be presented to any member of the Board;
- (b) Twenty (20) days written notice of a special meeting of the membership to consider and act upon such petition to recall shall be given to all voting members; and
- (c) The petition to recall shall pass by affirmative vote, by roll call, of two-thirds (2/3) of all voting members at the special meeting held for such purpose.

ARTICLE XI - AMENDMENTS

Section 1

These Bylaws of Association may be amended in the following manner:

- (a) Any member may file with the Secretary such amendment or amendments as he may think advisable.
- (b) The Secretary shall submit such proposed amendment(s) to the Board of Directors, who, after due consideration thereof, shall report to the Association within sixty (60) days with a recommendation for or against adoption.
- (c) Such proposed amendment shall be submitted to all voting members for approval at the next following special or regular meeting as provided in Article V and shall be approved by two-thirds (2/3) of the voting members.

ARTICLE XII - COMMITTEES

Section 1

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

Section 2

The President shall appoint committee chairpersons.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

All meetings of the Association shall be conducted in accordance with Robert's Rules of Order.

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