

**BY-LAWS OF
KNOB HILL HOME OWNERS ASSOCIATION**

Adopted September 4, 1963

ARTICLE I

Meetings

Section 1. Place of meeting. Any or all meetings of members and of the board of directors of this corporation shall be held within the State of Michigan at a place designated by a by-law or resolution adopted by the board of directors.

Section 2. Annual meetings of members. After the year 1963 (the year of organization) an annual meeting of the members shall be held in each year on the first Monday in October at 8:00 o'clock P.M., one of the purposes of which shall be the election of the board of directors.

Section 3. Notice of annual meeting of members. At least ten (10) days prior to the date fixed by Section 2 of this article for the holding of the annual meeting of members, written notice of the time, place and purpose of such meeting shall be mailed, as hereinafter provided, or delivered to each member entitled to vote at such meeting.

Section 4. Delayed annual meeting. If, for any reason the annual meeting of the members shall not be held on the day hereinbefore designated, such meeting may be called and held as a special meeting, and the same proceedings may be had thereat as at an annual meeting, provided, however, that the notice of such meeting shall be the same herein required for the annual meeting, namely, not less than a ten-day notice.

Section 5. Order of business at annual meeting. The order of business at the annual meeting of the members shall be as follows:

- (a) Roll call,
- (b) Reading notice and proof of mailing,
- (c) Reading of minutes of last preceding meeting,
- (d) Report of President,
- (e) Report of Secretary,
- (f) Report of Treasurer,
- (g) Election of directors,

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(h) Transaction of other business mentioned in the notice,

(i) Adjournment,

provided that, in the absence of any objection, the presiding officer may vary the order of business at discretion.

Section 6. Special meetings of members. A special meeting of the members may be called at any time by the president, or by a majority of the board of directors. The method by which such meeting may be called is as follows: upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the president, or by a majority of the board of directors, the secretary or and assistant secretary shall prepare, sign and mail the notices requisite to such meeting. Such notice may be signed by stamped, typewritten or printed signature of the secretary or of an assistant secretary.

Section 7. Notice of special meeting of members. At least three days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place and purpose of such meeting shall be mailed, as hereinafter provided, or delivered to each member entitled to vote at such meeting. No business not mentioned in the notice shall be transacted at such meeting.

Section 8. Organization meeting of board. At the place of holding the annual meeting of members and immediately following the same, the board of directors as constituted upon final adjournment of such annual meeting shall convene for the purpose of electing officers and transaction any other business properly brought before it, provided, that the organization meeting in any year may be held at a different time and place than that herein provided, by consent of a majority of the directors of such new board.

Section 9. Regular meetings of board. Regular meetings of board. Regular meetings of the board of directors shall be held not less frequently than once every three months at such time and place as the board of directors shall from time to time determine. No notice of regular meetings of the board shall be required.

Section 10. Special meetings of board. Special meetings of the board of directors may be called by the president at any time by means of such written notice by mail of the time, place and purpose thereof to each director as the president in his discretion shall deem sufficient, but action taken at any such meeting shall not be invalidated for want of notice it such notice shall be waived as hereinafter provided.

Section 11. Notices and mailing. All notices required to be given by any provision of these by-laws shall state the authority pursuant to which they are issued (as "by order of the president" or "by order of the board of directors" as the case may be) and shall bear written, stamped, typewritten or printed signature of the secretary of assistant secretary. Every notice shall be deemed duly served when the same has been delivered to a member or deposited in the United States mail, with postage fully prepaid, plainly

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addressed to the sendee at his, her or its last address appearing upon the membership record of this corporation.

Section 12. Waiver of notice. Notice of the time, place and purpose of any meeting of the members or of the board of directors, may be waived by telegram, radiogram, cablegram or other writing, either before or after such meeting has been held.

ARTICLE II

Quorum

Section 1. Quorum of members. Presence in person or by proxy of members representing 15% of the voting rights of this corporation shall constitute a quorum at any meeting of members.

Section 2. Quorum of directors. A majority of the directors shall constitute a quorum.

ARTICLE III

Voting, elections and Proxies

Section 1. Who entitled to vote. Except as the articles or and amendment, or amendments, thereto otherwise provide, each member of this corporation shall, at every meeting of the members, be entitled to one vote in person or by proxy upon each subject properly submitted to vote.

Section 2. Proxies. No proxy shall be deemed operative unless and until signed by the member and filed with the corporation. In the absence of limitation to the contrary contained in the proxy the same shall extend to all meetings of the members and shall remain in force 30 days from its date, and no longer.

Section 3. Inspectors. Whenever any person entitled to vote at a meeting of the members shall request the appointment of inspectors, a majority of the members present at such meeting and entitled to vote thereat shall appoint not more than three inspectors, who need not be members. If the right of any person to vote at such meeting shall be challenged, the inspectors shall determine such right. The inspectors shall receive and count the votes either upon an election or for the decision of any questions and shall determine the result. Their certificate of any vote shall be prima facie evidence thereof.

ARTICLE IV

Board of Directors

Section 1. Number and term of directors. The business, property and affairs of this corporation shall be managed by a board of directors composed of nine (9) persons

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who shall be members of this corporation. Each director shall hold office for the term of one year or until his successor is elected and qualified.

Section 2. Election. The members of the board of directors shall be elected by majority vote of all the members voting at annual meeting of the corporation.

Three (3) directors shall be resident in Area number 1, two (2) directors shall be resident in Area number 2, two (2) directors shall be resident in Area number 3, and two (2) additional directors at large may be resident in any area.

Section 3. Definition of Areas. Areas for the election of directors shall be designated as follows:

Area #1 shall be comprised of lots facing Hoit Tower, Mark Hopkins, and Van Ness Drive numbers 5398 to 5491 inclusive; being subdivision lots 1 to 6 inclusive, 19 to 25 inclusive, and 32 to 57 inclusive.

Area #2 shall be comprised of lots facing Van Ness Court, Clarendon Crest Court, Fairmont Hill Court, and Van Ness Drive, house numbers 5221 to 5390 inclusive; being subdivision lots 7 to 18 inclusive and 73 to 85 inclusive.

Area #3 shall be comprised of lots facing Nob Hill Court and Van Ness Drive, house numbers 5011 to 5211 inclusive; being subdivision lots 58 to 72 inclusive and lots 86 to 93 inclusive.

Section 4. Vacancies. Vacancies in the board of directors shall be filled by appointment made by the remaining directors. Each person so elected to fill a vacancy shall remain a director until his successor has been elected by the members, who may make such election at their next annual meeting or at any special meeting duly called for that purpose and held prior thereto.

Section 5. Action by unanimous written consent. If and when the directors shall severally or collectively consent in writing to any action to be taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the board of directors.

Section 6. Power to elect officers. The board of directors shall select a president, one or more vice presidents, a secretary and treasurer. No officer except the president need be a member of the board, but a vice president who is not a director shall not succeed to nor fill the office of president.

Section 7. Power to appoint other officers, agents and committees. The board of directors shall have power to appoint such other officers, agents and committees as the board may deem necessary for transaction of the business of the corporation.

Section 8. Removal of officers, agents and committees. Any officer, agent or committee may be removed by the board of directors whenever in the judgment of the board the business interests of the corporation will be served thereby.

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Section 9. Power to fill vacancies. The board shall have the power to fill any vacancy in any office occurring from any reason whatsoever.

Section 10. Delegation of powers. For any reason deemed sufficient by the board of directors, whether occasioned by absence or otherwise, the board may delegate all or any of the powers and duties of any officer to any other officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 11. Power to appoint executive committee. The board of directors shall have power to appoint by resolution an executive committee composed of two or more directors who, to the extent provided in such resolution, shall have and exercise the authority of the board of directors in the management of the business of the corporation between meetings of the board.

Section 12. Power to require bonds. The board of directors may require any officer or agent to file with the corporation a satisfactory bond conditioned for faithful performance of his duties.

Section 13. Compensation. Directors and officers shall serve in that capacity without compensation.

ARTICLE V

Officers

Section 1. President. The president shall be selected by, and from the membership of, the board of directors. He shall be the chief executive officer of the board and of the members. He shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board are carried into effect. He shall be ex officio a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

Section 2. Vice Presidents. At least one vice president shall be chosen from the membership of the board. Such vice presidents as are board members, in the order of their seniority, shall perform the duties and exercise the powers of the president during the absence or disability of the president.

Section 3. Secretary. The secretary shall attend all meetings of the members and of the board of directors, and of the executive committee, and shall preserve in books such meetings. If the corporation has a seal, he shall safely keep it in his custody and shall have authority to affix the same to all instruments where its use is required. He shall give all notices required by statute, by-law or resolution. He shall perform such other duties as may be delegated to him by the board of directors or by the executive committee.

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Section 4. Treasurer. The treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements; he shall deposit all moneys, securities and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the board of directors. He shall disperse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meetings of the board, and whenever requested by them, an account of all his transactions as treasurer and of the financial condition of the corporation. If required by the board he shall deliver a bond in form, amount and with a surety or sureties satisfactory to the board, and for restoration to the corporation in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind in his possession or under his control belonging to the corporation.

Section 5. Assistant secretary and assistant treasurer. The assistant secretary, in the absence or disability of the secretary, shall perform the duties and exercise the powers of the treasurer.

ARTICLE VI

Execution of Instruments

Section 1. Checks etc. All checks, drafts and orders for payment of money shall be signed in the name of the corporation by such officers or agents as the board of directors shall from time to time designate for that purpose.

Section 2. Contracts, conveyances, etc. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the president or any vice-president, and the secretary, or assistant secretary, may execute the same in the name and behalf of this corporation and may affix the corporate seal thereto, if any. The board of directors shall have power to designate the officers and agents who shall have authority to execute any instrument in behalf of this corporation.

ARTICLE VII

Power of Board to assess Members for
Maintenance Fund and enforce Restrictions

The board of directors shall have full power and authority to assess members whenever in the discretion of the board the exercise of said power is required in the general interests of the subdivisions (Knob Hill Subdivision No. 1, 2, and 3) or any of them, for funds for the constructing, installing, repairing and maintenance of the improvements made at entrance ways to the subdivision and within the subdivisions, such as gas lighting for streets, street signs, fencing, shrubbery and lawn, which shall require constructing, installing, repairing or maintenance, and for the enforcing of the building

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and use restrictions. The assessments shall be collectible in advance and borne by all the lots equally. The annual assessment shall not exceed \$25.00 per lot.

ARTICLE VIII

Membership and Dues

All lot owners of the subdivisions (Knob Hill Subdivisions 1, 2, and 3) shall be members of this corporation. Only those members, however, who have paid their dues shall be active members and entitled to vote at any meeting of the members, or be eligible to become a member of the board of directors or an officer of this corporation.

Persons who are residents in the subdivisions but who are not lot owners shall be eligible to membership upon payment of dues.

There shall be only one vote per lot, provided however, if a lot owner is an active member but is not a resident of one of the subdivisions, and the person residing in the residence located on the said lot is not a lot owner but is an active member, then in such event both the lot owner and the resident shall each be entitled to one vote.

The dues of all members shall be a sum of Five dollars, payable annually on or before the first Monday in October at 8:00 o'clock P.M. in each year.

Any member in default in payment of dues shall be ipso facto suspended from all privileges of active membership as numerated above.

ARTICLE IX

Amendment of By-Laws

These by-laws may be amended or altered by resolution offered by any member in writing at any regular meeting of the members; provided such resolution lay on the table until the next regular or special meeting, when it shall require 2/3 vote of the members present to adopt.

These by-laws may also be amended or altered at any regular meeting of the members by 2/3 vote of the members present if notice of the proposed amendment or alteration is mailed or delivered to each member not less than 10 days prior to the meeting at which the proposed amendment or alteration is to be presented or offered.

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AMENDMENT 1

Adopted: Annual Members Meeting Oct. 5, 1981

ARTICLE VII - "The annual assessment shall not exceed \$25.00 per lot." Is changed to, "The annual assessment shall not exceed \$50.00 per lot. "

AMENDMENT 2

Adopted: Annual Members Meeting Oct. 11, 1993

ARTICLE VII – "The annual assessment shall not exceed \$50.00 per lot" is changed to "The annual assessment shall be \$70.00 plus dues."