

ARTICLE I

Name, Location, and Purpose

Section 1. The name of this Association shall be the Woodbine Improvement Association. This document shall replace any previous Association representing the Woodbine Subdivision.

Section 2. The principal office of the Association shall be located in Oakland County, Michigan. Meetings of members and directors may be held at such place within the State of Michigan as may be designated by the Board of Directors.

Section 3. The Woodbine Water Commission is not part of the Woodbine Improvement Association.

Section 4. The computer database that maintains the names and addresses of the residents of the Woodbine subdivision are shared with the Woodbine Water Commission for viewing, printing and editing of its data.

Section 5. The purpose of this Association is to be responsible for the control and maintenance of the Common Areas, establish and collect Annual Dues, and promote the best interests of the property owners within the subdivision by enforcing these By-Laws and Restrictions.

ARTICLE II

Definitions

Section 1. "Association" shall refer to the Woodbine Improvement Association.

Section 2. "Subdivision" or "Properties" shall mean and include all lots in Woodbine subdivision.

Section 3. "The Common Areas" are the two (2) locations of the entrance signs.

Section 4. For designation purposes, the Board of Directors will hereinafter be referred to as the "Board".

Section 5. "Owner(s)" shall mean and refer to the record owner, whether one or more persons or entity. When more than one person or entity has an interest in the fee simple title of any lot, the interest of all such persons collectively shall be that of a single owner.

Section 6. "Members" shall mean and refer to all those persons of adult age living in a household where dues are current. Only "Owners" have voting privileges, are Active members in good standing, can vote for and/or run for board of directors. Each lot, regardless of size, gets one (1) vote in all elections. Each lot shall designate one (1) person living in the household as the primary member for voting.

Section 7. "Annual Dues" shall mean the amount of money recommended by the Board of Directors to be collected from each member to be utilized for the operation and maintenance of the Subdivision as set forth herein, and shall not be deemed to include any special assessment.

Section 8. "Restrictions" shall mean the Declaration of Covenants, Conditions and Restrictions for Woodbine Improvement Association as recorded October 23, 1946 of the East ½ of the Southwest ¼ and the West ½ of the Southeast ¼ of Section 24 – T.I.N., R.9.E., Farmington Township, Oakland County, Michigan.

Section 9. "Email" shall refer to members who have an email address that is on record with the Association. Email may be used to correspond between Association and members. Email may be used for voting with the understanding that privacy may not be protected. All email correspondence received by residents shall be filed and stored for five (5) years.

Section 10. A "Restrictions" standing committee shall be established and appointed by the Board to review, approve, and enforce the Declaration of Covenants, Conditions and Restrictions as required.

Section 11. A "Social" standing committee shall be established and appointed by the Board to establish and organize social events and recommend activities to the Board.

### ARTICLE III

#### Membership

Section 1. *Association Membership.* Active members as defined in Section 3 of this article are eligible for voting in elections and receiving the benefits of membership. Membership in the Woodbine Improvement Association shall be limited to the Owner(s) of any lot as defined in Article II, section 5.

Section 1. *Non-Mandatory Membership.* Association membership shall not be mandatory for residents living in the Woodbine subdivision before January 1, 2009.

Section 2. *Mandatory Membership.* Association Membership is mandatory for all residents that move in after January 1, 2009 and subject to the dues and requirements of these by-laws.

Section 3. *Active Member.* A member that is current with paid dues is an active member. Only active members may vote in elections, join committees, or serve on the Board of Directors.

Section 4. *Inactive Member.* Any member that is in arrears of more than 30 days of moving in the subdivision or has not paid the annual dues before March 31 is an Inactive Member. Inactive members cannot vote in elections, join committees, or serve on the Board of Directors. An inactive member will be reinstated as an Active Member following 30 days of paying the current dues.

Section 5. *Transfer of Membership.* When an Active Member moves out of the subdivision, the Active membership is automatically transferred to the new owner and Active membership continues until December 31 of the current year.

Section 6. *Member Termination.* Membership in the Woodbine Improvement Association shall not be terminated. Non-payment of dues or other arrearages may be attached as a tax lien on the property.

#### ARTICLE IV

##### Assessments and Collections

Section 1. The Association will be responsible for the control and maintenance (as hereinafter defined) of the Common Areas and Areas of Common Responsibility.

Section 2. *Annual Dues.* The membership dues, as determined annually by the Board, shall be due and payable during the months of January, February, and March of each year. Dues paid after March 31 are considered late and will be assessed an additional penalty of \$15. The Treasurer shall provide thirty (30) days written notice to the membership. Written notice shall be in the form of U.S. Mail. Dues are not refundable.

Section 3. *Delinquency.* Should any member remain in arrears for a period in excess of thirty (30) days, he/she shall, without action of the Association or Board, be automatically suspended and denied any and all privileges of the Association. Such suspension shall remain in effect as defined in Article III, Section 3, (Inactive Member).

Section 4. *Special Assessments.* Special assessments may be determined and levied on the Association members by the Board, subject to an affirmative vote of 51% of the voting members. Such assessments shall be due and payable thirty (30) days after written notice to the membership by the Treasurer.

#### ARTICLE V

##### Record Keeping

Section 1. Records of the members shall be kept and maintained by the Secretary of the Association and shall be available for inspection by the general membership.

Section 2. *Records.* The records, computer data and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member through the Secretary or viewable on a Web site established by the Association.

## ARTICLE VI

### Board of Directors

Section 1. *Organization.* The affairs of this Association shall be managed by a Board of four (4) Directors. The Board of Directors shall be elected by the Owners, and all Directors must be Owners as defined by these bylaws.

Section 2. *Powers.* In order to conduct a meeting and make decisions, there must be a quorum of the board present. A quorum is defined in Article VIII, Section 3. These By-Laws grant to the Board the following authority:

- a. To authorize the President to appoint those special committees as in his/her judgment are necessary for the proper management of the Association, to define and delegate the duties and powers of both standing committees and special committees, and through the Treasurer, to establish a budget for each committee.
- b. To recommend annual dues to the membership for their approval at the Association meetings.
- c. To make, alter, or amend Association Rules and provide penalties for infractions of the Rules, By-Laws, and Restrictions.
- d. To authorize the purchase of services, materials or supplies and to contract for whatever may be reasonably required in the operation and maintenance of the Association, and to make such alterations and improvements in the property of the Association facilities or modify or discontinue any Association facilities, where such action in their discretion is necessary or expedient.
- e. A member of the Board of Directors may be removed from office by a majority vote of the Board.
- f. To choose a successor who shall hold office for the unexpired term in the event of a vacancy in the offices of Vice-President, Secretary, Treasurer, as provided in Article VII, section 3.
- g. To direct the President to call special meetings of the Association, in accordance with these By-Laws.

- h. To elect a residing officer in the event that both the President and Vice President offices are vacant.
- i. To approve the employment of such professional or other assistance as it may deem necessary in the proper promotion, improvement and management of the Association where such service is not directly chargeable to a specific committee, and to maintain uniformity of action of various committees on matters affecting employment and pay of employees.
- j. To annually approve a budget for the Association.

## ARTICLE VII

### Officers

Section 1. *Positions.* The officers of the Association shall consist of a President, Vice President, a Secretary, Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. *Election of Officers.* The election of officers shall take place at the first meeting of the Board of Directors following the annual meeting of the members and shall be as by secret ballot as directed by Article XI.

Section 3. *Term.* The officers of this Association shall be elected for a term of three (3) years unless he or she shall sooner resign, or shall be removed, or until their successors are elected, or otherwise disqualified to serve.

Section 4. *Vacancies.* A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced. If two (2) or more offices become vacant within six (6) months following the election, a new election shall be called to fill the vacancies.

Section 5. *Resignation and Removal.* Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A resignation by email is acceptable only if a signed document is also provided to the board.

Section 6. *Special Appointments.* The Board may elect other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board may, from time to time, determine.

Section 7. *Multiple Offices.* The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 6 of this article.

Section 8. *Compensation.* No director shall receive compensation for any service rendered to the Association. However, any director may be reimbursed for actual expenses incurred in the performance of duties as a director.

Section 9. *President.* The President shall be the Chief Executive Officer of the Association, performing any and all legal duties of the office of the President. Specific duties of the President are:

1. Preside at all meetings of the Association and Board.
2. Call special meetings of the members of the Association.
3. Enforce all rules and regulations of the Association.
4. Be an ex officio member of all committees.
5. Shall sign all written instruments.
6. Authorize all checks disbursing unbudgeted Association funds, subject to the approval of the Board.
7. Countersign all Association checks, subject to the approval of the Board.
8. Perform all duties as may be required by the Board.

Section 10. *Vice President.* The Vice President shall act in the place and stead of the President in the event of an absence, inability or improper refusal to act, and shall exercise and discharge such other duties as may be required of the President of the Board.

Section 11. *Secretary.* The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board. The Secretary shall provide and distribute copies of the minutes of each meeting to the board within 15 days following the meeting. Copies may be emailed to board members.

Section 12. *Treasurer.* The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board; shall sign all checks and promissory notes of the Association; keep proper books of account; and shall prepare an annual budget and statement of income and expenditures for presentation to the members at its regular annual meeting, and deliver a copy of each to the members.

## ARTICLE VIII

### Meetings

Section 1. *Executive Meetings.* Executive meetings of the Board of Directors shall be held as often as the Board of Directors shall deem to be appropriate and/or necessary without notice to the owners, at such place and hour as may be fixed from time to time by resolution of the Board. An Executive meeting may be closed to the public as determined by the board members.

Section 2. *Special Meetings.* Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3. *Quorum.* A majority of the entire board of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by the board of directors at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. *Regular Meetings.* Regular meetings may be called annually or periodically as requested by Board members, and include all Active members of the Association and residents.

Section 5. *Committee Meetings.* The chairman of any committee may call a meeting of committee members to discuss and recommend approval issues to the Board of Directors.

## ARTICLE IX

### Amendments

Section 1. A Quorum of 51% of the membership present is required to vote on these amendments. These By-Laws may be amended, at a regular or special meeting by a 2/3 vote of the members present.

Section 2. All proposed amendments to these By-Laws must be hand delivered, mailed or emailed (for members with email addresses) to each member at least thirty (30) days prior to being voted upon.

Section 3. All votes cast concerning any proposed amendment to these By-Laws shall be counted and the results announced by the tellers appointed by the members at an official meeting of the membership, email notice, whether or not the votes are cast by written (absentee) ballot, in person or via proxy.

## ARTICLE X

### Woodbine Subdivision Drop Box

Section 1. *Definition.* A “Drop Box” shall be defined as a subdivision internal mailbox and marked as “Association Internal Mail only” and “Not For U. S. Mail”, and be used for receiving correspondence from residents of the Woodbine subdivision for the Woodbine Improvement Association.

Section 2. *Location.* The location of the Drop Box shall be in front of the Pump House at 28381 Briar Hill drive.

## ARTICLE XI

### Nomination and Election of Directors

Section 1. *Nomination.* Nominations for election to the Board of Directors shall be made by the Nominating Committee. Nominations may also be made via meetings, email notice, or hand delivered notices. The nominating committee shall consist of a Chair, who shall be a member of the Board of Directors, and two or more members of the Association. The nominating committee shall be appointed by the Board and shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. The President shall not be a member of the Nominating Committee.

Section 2. *Election.* Election to the Board of Directors shall be by secret written ballot. At such election, the members in good standing may cast one vote for each lot owned. All ballots must be returned to the Association via the “Drop Box. The board shall determine an “Election Day” meeting be held to count the votes received. The persons receiving the largest number of votes shall be elected. The newly elected Board members will take office immediately.

## ARTICLE XII

### Fiscal Year

Section 1. The Fiscal year of the Association shall be from January 1 through December 31.



ARTICLE XIII

Dissolution

Section 1. A two-thirds (2/3) yes vote of the members present at any regular or special meeting can dissolve this Association. All outstanding bills will be paid by the Treasurer. All remaining business will be turned over to an outside management company.

ARTICLE XIV

Parliamentary Authority

Section 1. The rules contained in Robert's Rules of Order shall act as a guide to govern meetings where they are not in conflict with these by-laws, or other rules of this Association.

- File BYLAWS.doc
- Microsoft Word format

The By-Laws of the Woodbine Improvement Association were accepted by the majority of the resident membership this 7<sup>th</sup> day of March 2009.

The current Board of Directors have witnessed and signed this document and have affixed the seal of the Woodbine Improvement Association to it.

President: Bryan Pizzuti \_\_\_\_\_

Vice President: Robert Baker \_\_\_\_\_

Secretary: Heidi Schmidt \_\_\_\_\_

Treasurer: Andy Howell \_\_\_\_\_

NOTE: SIGNATURES ON FILE WITH MASTER COPY.

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