

**BYLAWS
OF
EMERALD LAKES VILLAGE
HOMEOWNERS ASSOCIATION**

Amended May 23, 2012

ARTICLE I

NAME

The name of the Association shall be known as the Emerald Lakes Village Homeowners Association, as incorporated with the State of Michigan on July 17, 1968 under Section 81, Act 327 of the Public Acts of 1931.

ARTICLE II

GEOGRAPHIC AREA

The geographic area included in the Association shall be all of the lots located in Emerald Lakes Village Subdivisions numbered one (1) through eight (8) and Sandshores Subdivisions numbered one (1) through four (4), which are part of Section 2, T. 2 N., R. 11E., located in the City of Troy, Oakland County, Michigan. Any reference to Emerald Lakes Village Homeowners Association shall be construed to include all of the aforementioned, commonly known as Emerald Lakes Village.

ARTICLE III

PURPOSE

Section A. The purpose of this Association shall be to promote the best interest of the property owners and residents within the area named and in a broad way to advocate and protect the best interests of the area as a residential community, to analyze, compile and disseminate information on

laws and regulations of interest to the members and to determine and make known to government the views of the community relating to such matters.

Section B. To facilitate the purpose as defined in Section A of this Article, this Association may hold memberships in any Michigan lake and stream association which may be beneficial to this Association.

ARTICLE IV

MEMBERSHIP

Membership in this Association is mandatory and limited to persons, firms and corporations owning real property in Emerald Lakes Village subdivisions, as defined in Article II. All such property owners shall automatically become members of this Association upon acquiring any real property in said subdivision whether by purchase, gift, adverse possession or any other means whatsoever. Membership in said Association shall automatically terminate upon the members ceasing to own any such real property. The owner of such real property shall be determined to be the legal titleholder as registered in the Oakland County Register of Deeds.

ARTICLE V

MEMBERSHIP MEETINGS

Section A. ANNUAL MEETING OF MEMBERS. An annual meeting of the members shall be held in each year on the second Monday in October, unless otherwise ordered by the Board of Directors, but no later than November first. Such meeting shall be held at a time and place as determined by said Board of Directors. The agenda of said meeting shall include the election of officers and directors, the approval of the annual budget and such other business as necessary.

Section B. NOTICE OF ANNUAL MEETING OF MEMBERS. The Board of Directors shall give notice of the annual meeting to all members delivered

to their address of record not less than five (5) days prior to the meeting. Said notice shall include a proposed agenda for said meeting. Any defect in said notice may be waived by any member adversely affected by said defect, but only as to his notice. Notification via the neighborhood newsletter and website will be sufficient for these purposes.

Section C. QUORUM. Five percent (5%) of the homes in the Association constitutes a quorum of members at any meeting.

Section D. ORDER OF BUSINESS. The order of business at the annual meeting of members shall be in such sequence as the presiding officer, in his/her discretion, may determine.

Section E. NOTICE OF SPECIAL MEETING OF MEMBERS. At least five (5) days prior to the date fixed for the holding of any special meeting of members, the Board of Directors shall give written notice of the time, place and purposes of said meeting, to each member entitled to vote at said meeting. No business not mentioned in the notice shall be transacted at said meeting.

Section F. VOTING. The owner or owners of each building site in Emerald Lakes Village shall be entitled to one (1) vote for each such building site. Votes may only be cast in person at Membership Meetings, provided that written notice of said meetings shall have been delivered to all members as outlined in Article V, Sections B and E. Voting by proxy is not permitted.

Section G. Unless otherwise stated in these Bylaws, a majority vote of the members voting in person shall prevail at all voting situations in general meetings.

Section H. Absent provisions herein to the contrary, the meetings of the Association shall be conducted in accordance with the latest edition of *Robert's Rules of Order*.

Section I. SPECIAL MEETING OF MEMBERS. A special meeting of the members may be called at any time by the President, a majority of the Board of Directors, or by a signed petition of twenty (20%) per cent of the members presented to the Board of Directors for verification, with the Board calling for the meeting designating the date, time and place of said meeting. The Corresponding Secretary shall prepare, sign and have delivered notices requisite to such meeting. Such notice may be signed by stamped, typewritten or printed signature of the Corresponding Secretary.

ARTICLE VI

BOARD OF DIRECTORS

Section A. ELECTION OF DIRECTORS. The business, property and affairs of this Association shall be managed by a Board of Directors, comprised of the officers of the Association plus up to ten (10) additional members. The members of the Board shall be elected by ballot of the members of the annual meeting except that if there is but one (1) candidate for an office, the candidate shall be elected by acclamation.

Section B. TERM OF DIRECTORS. All directors elected at an annual meeting shall hold office for a period of one (1) year or until their successors are duly elected. However, if a director shall cease to be a member of said Corporation, he shall cease to be a director.

Section C. VACANCIES. The Board shall have the power to fill any vacancy of any office occurring for any reason whatsoever. Vacancies in the Board shall be filled by appointment made by the remaining directors. However, that said appointment shall be approved by two-thirds (2/3) of the remaining directors.

Section D. REGULAR MEETINGS OF THE BOARD. Regular meetings of the Board shall be held not less frequently than once in each month at such time and place as the Board of Directors shall determine. No notice

of regular meetings of the Board shall be required. In the event the directors in their discretion shall determine that monthly meetings are unnecessary, then the directors, by majority vote, may dispense with such meeting.

Section E. SPECIAL MEETINGS OF BOARD. Special meetings of the Board may be called by the President or a majority of the Board at any time. A written or an oral notice of said meeting stating the date, time, place and purpose of said meeting shall be given to each member of the Board.

Section F. Sixty (60%) percent of the directors present in person shall constitute a quorum at any meeting of the Board of Directors.

Section G. ACTION BY UNANIMOUS WRITTEN CONSENT. If and when the directors shall severally or collectively unanimously consent in writing to any action to be taken by the Corporation, such action shall be a valid corporate action as though it had been authorized at a meeting of the Board of Directors.

Section H. DUTIES AND POWERS. It shall be the duty of the Board of Directors to care for the property and interest of the Association and to determine the policies for the conduct of its affairs consistent with such specific instructions as the Board may receive from the Association members. The Board shall have the power to raise and expend funds, to promote the welfare of the Association, and to employ by all such means, not in conflict with these Bylaws or with the laws of the land, as it may deem proper and expedient to secure the objectives for which the Association is organized.

Section I. POWER TO APPOINT OTHER OFFICERS AND AGENTS. The Board of Directors shall have the power to appoint such officers and

agents as the Board may deem necessary for transaction of the business of the Corporation.

Section J. REMOVAL OF OFFICERS AND AGENTS. Any officer or agent may be removed by the Board whenever, in the judgment of the Board, the interests of the Corporation will best be served thereby.

Section K. 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 (1) capacity.

ARTICLE VII

OFFICERS AND DUTIES

Section A. The officers of this Association shall consist of the following: President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer.

Section B. PRESIDENT. The President shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the Association and Board of Directors meetings. The President shall appoint, with the approval of the Board, the chairperson of any Special Committees and shall cooperate with that chairperson when necessary in appointing members of that committee. The President shall call any meetings of the Board of Directors at such time as deemed advisable or upon request of no fewer than three (3) members of the Board. It is the duty of the President to carry out the will of the Board and the Association as expressed at their respective meetings and, in general, conduct the affairs of the Association in a manner consistent with the authority and responsibilities of the office. The President or assignee, when representing Emerald Lakes Village outside of normal ELV membership meetings or Board meetings, must

have prior approval of either the Board of Directors or the membership to act on behalf of the Emerald Lakes Village membership. Without such approval the President or assignee speaks as a private citizen.

Section C. VICE-PRESIDENT. The Vice-President shall perform the duties and exercise the powers of the President during the absence or inability of the President to serve and shall also be an official member of all committees. The Vice-President shall serve as sergeant-at-arms at all meetings of the members to determine specifically the eligibility of all persons to vote.

Section D. RECORDING SECRETARY. The Recording Secretary shall attend all regular business meetings and meetings of the Board of Directors and maintain a true and accurate record of the proceedings in books of the Corporation. It shall be the duty of the Recording Secretary to mail the minutes of the previous meeting to all Board of Directors, five (5) to ten (10) days prior to the next meeting. In the exceptional case that mailing minutes is impossible, the Recording Secretary shall read the minutes of the previous meeting to the Board members at the next meeting. The Recording Secretary shall file the annual report with the State of Michigan for non-profit corporations as it concerns this Association and shall safely keep in his/her custody the seal of the Corporation and shall have authority to affix the same to all instruments where its use is required. The Recording Secretary shall perform such other duties as may be delegated by the Board of Directors.

Section E. CORRESPONDING SECRETARY. The Corresponding Secretary shall give all notices required by statute, Bylaw or resolution and carry on the correspondence of the Association as directed by the Board. The Corresponding Secretary shall be responsible for preparing the periodic Association newsletter and shall perform all such other duties as may be delegated by the Board of Directors.

Section F. TREASURER. The Treasurer shall be responsible for accurate maintenance of all financial records and shall render to the President and directors an account of all transactions, the financial report, and the financial forecast of the Association at the regular meetings of the Board and/or whenever requested by them. The Treasurer shall be responsible for the following actions: (1) to prepare an annual financial statement and a tentative budget for the oncoming fiscal year; (2) to oversee all functions of any assistant treasurer; (3) to collect all monies due the Association; (4) to process all lien procedures created by delinquent dues; (5) to deposit all monies, securities and other valuable effects in the name of the Association; and (6) to disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements and maintaining an accurate record of all expenditures.

Section G. BONDING. The Treasurer and any other persons entrusted with the handling of funds or property of the Association shall, at the discretion of the Board of Directors, furnish (at the expense of the Association) a fidelity bond approved by the Board, in such a sum as the Board shall prescribe.

Section H. COMPENSATION OF OFFICERS AND DIRECTORS. Officers and directors shall serve without material compensation. The Association or Board of Directors may provide from Association funds for such necessary incidental expenses as may be incurred by such officers or directors in the transacting of Association business.

ARTICLE VIII

MAINTENANCE AND OPERATING FUND

Section A. All of the building sites in Emerald Lakes Village shall be subject to an annual maintenance charge for the purpose of creating a fund to be known as the Maintenance and Operating Fund. The annual charge

for each year shall be determined each year by the Board of Directors and approved at the annual meeting by a two-thirds (2/3) majority of the members voting. Such annual charge may be adjusted upward or downward from year to year as the needs of the Association may require. Such charge shall be mailed to the property owner at the last known address and shall be paid annually in advance on the first day of January in each year. Current year dues must be paid in full by the date specified in the Association's current Policy Letter entitled *Delinquent Dues and Property Liens* to avoid late fees, fines, penalties, interest, and costs. Such Assessment shall be binding upon all building sites and the owner thereof constituting the membership of this Association. For purposes of this Section, the member responsible for said annual charge shall be the person or persons in whose name the deed for said building site is recorded in the Oakland County Register of Deeds on the first day of each calendar year.

Section B. The Board of Directors, its successors and assigns, shall apply the total amount arising from said annual charge to the payment of operating expenses as well as any reserves or expenses incurred for maintaining, landscaping and otherwise improving the building sites designated or available for use by the members for recreational purposes, the entrance ways, the street islands and gardens and the waters of the lakes within the village.

Section C. Upon the recommendation of the Board of Directors, a special assessment may be approved at the annual meeting of the members or at any special meeting of the members by a favorable vote of no less than two-thirds (2/3) of the votes cast. Said assessment shall be in addition to the annual maintenance charge and shall be binding on all building sites in the subdivisions and enforceable in the same manner as the annual maintenance charge. Said special assessment shall be for a specific

purpose to be designated at the meeting and shall run for not more than one (1) year.

Section D. Participation in the programs of this Association shall be open only to those members who are current in their annual maintenance and operating fund assessments.

Section E. Any unpaid dues, assessments, penalties and interest determined by the Board of Directors shall become a lien on the property as stipulated in the Association's current Policy Letter entitled *Delinquent Dues and Property Liens*, and the Covenant Restrictions. A notice of the impending lien shall be sent by the Treasurer to each property in arrears.

ARTICLE IX

COMMITTEES

Section A. The Standing Committees of this Association shall be (1) Lakes, (2) Maintenance, (3) Restrictions and Architectural Control, (4) Security, (5) Membership, (6) Special Projects, (7) Adult Social, (8) Children's Social, (9) Audit and (10) Nominating.

The chairpersons of the first six (6) Standing Committees are members of the Board of Directors. The Board of Directors may also designate any Special Committees it deems necessary specifying in its designation the purpose of such committee. Unless otherwise provided, the elected chairperson shall be a member of the Board of Directors. Additional members of each committee shall be approved by the Board of Directors upon recruitment by the committee chairman, or in the case of Special Committees, at the time the committee is designated. Vacancies in any committee shall be filled in the same manner as soon as possible after the vacancy occurs.

Section B. STANDING COMMITTEES. These are the purposes of each Standing Committee:

1. **LAKES COMMITTEE.** The Lakes Committee shall be composed of a chairperson and a representative from each lake. The chairperson is responsible to maintain the health and cleanliness of all lakes within Emerald Lakes Village, arrange for lake treatment as required and investigate lake and environmental problems including abnormal lake levels, aquatic life, and animal control. The ELV Homeowners Association has the authority to control nuisance animals and Canada Geese in any way the Association deems appropriate within the laws of the State of Michigan.

2. **MAINTENANCE COMMITTEE.** The Maintenance Committee, composed of a chairperson and assistants as needed, shall arrange for and supervise the maintenance of lake access lots, entranceways and street islands.

3. **RESTRICTIONS AND ARCHITECTURAL CONTROL COMMITTEE.** The Restrictions and Architectural Control Committee, composed of a chairperson and assistants as needed, shall respond to questions or complaints and recommend action, subject to the approval of the Board of Directors, relative to such items as landscaping, nuisances, driveways, animals, signs, fences, etc., and generally carry out the provisions of the restriction agreement.

4. **SECURITY COMMITTEE.** The Security Committee, composed of a chairperson and assistants as needed, shall be responsible for maintaining additional security within the village to patrol effectively as necessary according to a schedule to be determined. The committee shall acquire and maintain equipment necessary for this task, subject to the approval of the Board.

5. **MEMBERSHIP COMMITTEE.** The Membership Committee, consisting of a chairperson and assistants as needed, shall personally meet and welcome new residents, provide them with the Association restrictions and Bylaws and acquaint them with all facets of the Association. The chairperson shall obtain all necessary information to permit registration of the new resident on the Association roster. It shall also be the duty of this committee to maintain an accurate membership list with addresses and lot numbers included.

6. **SPECIAL PROJECTS COMMITTEE.** The Special Projects Committee, composed of a chairperson and assistants as needed, shall be responsible for placement of such budgeted village improvements within the fiscal year subject to available funds. Said improvements shall be of major nature, outside the scope of general maintenance. The chairperson shall be responsible for obtaining competitive bids for all acquisitions, construction and installations and letting of contracts as long as the accepted bid is within the budget. Final designs and all non-budgeted expenditures shall be subject to the approval of the Board.

7. **ADULT SOCIAL COMMITTEE.** The Adult Social Committee, composed of a chairperson and assistants as needed, shall organize, promote and publicize social activities for and among members.

8. **CHILDREN'S SOCIAL COMMITTEE.** The Children's Social Committee, composed of a chairperson and assistants as needed, shall organize, promote and publicize children's social activities for and among members.

9. **AUDIT COMMITTEE.** An Audit Committee composed of two (2) persons shall be elected at the annual meeting. Neither member shall serve as a Board member while serving on this committee. The Audit Committee shall audit all financial records of the Association and present

its report to the members at the annual meeting in writing. The Audit Committee shall carefully examine all insurance policies to determine the amount and kind of insurance in force and include this information in its report.

10. NOMINATING COMMITTEE.

a) The Nominating Committee, composed of non-board members, shall evaluate and select qualified candidates for election as officers and members of the Board of Directors at the annual meeting.

b) The Nominating Committee shall be composed of three (3) members who shall be elected at the annual meeting from nominations made at large.

c) The members of the Nominating Committee shall serve for the year following their election. They shall meet and consider the qualifications of the potential candidates and shall secure the consent of each potential candidate to serve, if elected.

d) The candidates of the Nominating Committee shall be made known to the membership in conjunction with the announcement of the special or annual meeting at which the election is to take place.

e) A vacancy in the Nominating Committee among those elected at the annual meeting shall be filled by action of the Board in appointing a non-board member to serve the remainder of the term.

Section C. SPECIAL COMMITTEES. The Board of Directors may designate any Special Committees it deems necessary, specifying in its designation the purpose of said committee. The President, with the approval of the Board, shall appoint the chairperson and any other members of all Special Committees.

ARTICLE X

AMENDMENTS

Section A. The Articles of Incorporation and Bylaws may be amended at any annual meeting or special meeting called for the purpose by a majority of those present at said meeting, provided that written notice of said meetings shall have been delivered to all members as per Article V, Section B, at least twenty (20) days prior to the date of said meeting, which notice shall include the proposed amendment.

Section B. AMENDMENT, HOW EFFECTED. Any member or group of members may file with the Recording Secretary such amendment as he deems advisable. The Recording Secretary shall submit this amendment to the Board of Directors who shall give due and thorough consideration and report to the members at said meeting specified in Section A of this Article, with a recommendation for or against adoption, or the Board may recommend alterations, additions or omissions.

ARTICLE XI

NOTICES

Publication via newsletter and website will be considered adequate notification wherever notice is required by these Bylaws.