

UNIVERSITY HILLS ASSOCIATION, INC.
BY-LAWS

ARTICLE I.

NAME

The name of the Corporation is UNIVERSITY HILLS ASSOCIATION, INC., herein called the "Association."

ARTICLE II.

PURPOSES

The purpose or purposes for which the Association is formed are as follows:

1. To exercise all of the powers of the Lot Owners Association as described and set forth in a certain Declaration of Restrictions dated October 18, 1966, and recorded in Liber 4954 pages 28 to 35, Oakland County Records.
2. To promote the welfare of its members by maintaining and beautifying the several subdivisions in which its members are located, by enforcing building and use restrictions, by representing its members before governmental boards or bodies, by promoting social and recreational activities, and by engaging in such other activities as are incidental thereto and not forbidden by the laws of the State of Michigan, and with all the powers conferred upon corporations by the laws of the State of Michigan.

ARTICLE III.

Section 1. Definitions of Membership: The owners of lots in University Hills No. 1 Subdivision, University Hills No. 2 Subdivision, and lots in additional subdivisions to which the scope of the restrictions described in Article II, paragraph 1, above shall be extended as provided in paragraph 13 of said restrictions, are eligible to be members.

Membership in the Association shall be mandatory for each lot owner in University Hills No. 2 Subdivision, and for each lot owner in such additional subdivisions to which the restrictions may be extended in accordance with said paragraph 13, and/or their successors and assigns.

A member shall be defined as every person or entity who or which is a record owner of a fee or undivided fee interest in any lot included within the purview of this Association, but not including owners who have sold their interest under executor land contract. During such time as such a land contract is in force, the land contract vendee shall be considered to be the member of the Association.

Section 2. Classes of Membership: The Association shall have two classes of voting membership:

Class A- Class A Members shall be all those owners as defined above with the exception of the Orchard Lane Land Company, or its successors. Class A. Members shall be entitled to one vote for each lot in which they hold the interest required for membership. When more than one person holds any such interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one lot.

Class B- Class B. Members shall be the Orchard Lane Land Company, or its successors. The Class B membership shall be entitled to five votes for each lot in which the Orchard Lane Land Company or its successors hold the interest required for membership.

ARTICLE IV.

FINANCES

Section 1. Maintenance Fund: Each member except lot owners in University Hills No. 1 Subdivision shall pay to the Association the annual maintenance charge as outlined in the Deed Restrictions applicable to the lot owned by the member.

The amount of said annual charge shall be established and may be adjusted from year to year by the University Hills Association, as the needs of the property may in their judgment require, but in no event shall such a charge be more than \$250.00 per lot except by the approval and consent in writing of 51% of the members of the University Hills Association, which approval and consent shall make any such additional assessment binding upon all the owners of property in said University Hills No. 2, 3, and 4 Subdivisions.

Lot owners in University Hills No. 1 Subdivision who become members of the University Hills Association, shall pay annual dues to the Association in an amount equal to the maintenance charge required of other members, which dues shall become part of the maintenance fund.

Said Maintenance Fund shall be used for such of the following purposes, as the Association shall determine necessary and advisable:

For improving and maintaining common areas and property of the Association, roadways and entrance-ways of the University Hills Subdivisions, for planting trees, shrubbery, and the care thereof; for collecting and disposing of garbage, ashes and rubbish; for employing night watchmen; for caring for vacant property; for removing grass or weeds; for constructing, purchasing, maintaining or operating any community service, or for doing and other things necessary or advisable in the opinion of the University Hills Association for the general welfare of the members for expenses incident to the examination of plans as herein provided and to the enforcement of these building restrictions, conditions, obligations, reservations, rights, powers, and charges.

The annual maintenance charge and dues shall be a lien and encumbrance on the land with respect to which the charges are made. A Certificate in writing issued by the Treasurer of the Association shall be given on demand to any member liable for said charges setting forth the status of the charges. The Association shall have the power and right in its own name to take and prosecute all suits, legal, equitable, or otherwise, which may, in the opinion of the Board of Directors, be necessary or advisable for the collection of such charges and to take such other steps as it deems expedient to impose said lien upon said land.

Section 2. Special Assessments: Special assessments may be levied by the Board of Directors for the purposes of activities within the general powers of the Association but not within the specific purposes for which the maintenance fund may be used. No special assessment shall be levied against the members of the Association without having the approval of at least two-thirds (2/3) of the members in person or by proxy at a regular meeting or at a special meeting of the Association called for that purpose.

Section 3. Failure to Pay Fees or Assessments: Any member who shall be thirty (30) days or more in default in the payment of the annual maintenance charge or dues, or in the payment of any special assessment shall not be in good standing and shall not be entitled to vote at any meeting of the Association nor to hold office in the Association until all such delinquencies have been paid.

ARTICLE V.

MEMBERS' MEETINGS

Section 1. Annual Meeting: The annual meeting of the Association shall be held each year during the month of October, on such date and time and as such place as shall be determined by the Board of Directors and specified in the notice thereof.

Section 2. Order of Business of Annual Meeting: The order of business at the annual meeting of the members shall include at least the following:

- a) Count of members in attendance
- b) Report of President
- c) Report of Treasurer
- d) Election of Directors

Provided that, in the absence of any objection, the presiding officer may vary the order of business or agenda items to be included at his discretion.

Section 3. Special Members' Meetings: A special meeting of the members may be called at any time by the President or by a majority of the Board of Directors or upon the written request of twenty-five (25%) percent of the members when submitted in writing to the Secretary.

Section 4. Notice of Meetings of Members: At least fifteen (15) days prior to the date of any meeting, written notice of the time and place of such meeting shall be mailed by first class mail to each member entitled to vote at such meeting at his address shown on the record of the Association. The notice of a special meeting shall state the matters to be considered and no action may be taken on any matter not set forth in the notice of special meeting.

Section 5. Quorum: Twenty-five (25) voting memberships shall constitute a quorum for the transaction of business at any members' meeting. If, however, such quorum shall not be present or represented by proxy at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting until a quorum shall be present or be represented. A reconvened meeting shall be called in any event not later than forty-five (45) days from the date of adjournment.

Section 6. Proxy Voting: At all meetings of members, each member may vote in person or by proxy and shall be entitled to the number of votes set forth in Article III, Section 2. All proxies shall be received in writing and filed with the Secretary prior to the start of the meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his or her Lot.

ARTICLE VI.

BOARD OF DIRECTORS

Section 1. Number and Terms of Directors: The business, property, and affairs of the Association shall be managed by a Board of Directors composed of seven (7) persons: President, Vice President, Secretary, Treasurer, Grounds Manager and two At-Large positions. All Directors and Committee Chairpersons must be members in good standing of the association.

Section 2. Vacancies: Vacancies on the Board of Directors shall be filled by appointment made by the remaining Directors. Each person so appointed to fill a vacancy shall serve for the remainder of the term of the Director whom he replaced.

Section 3. 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 Association, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Directors.

Section 4. Power to Elect Officers: The Board of Directors shall select a President, a Vice President, a Secretary, a Treasurer, a Grounds Manager, and two At-Large positions, who shall be members of the Board of Directors. The Board of Directors positions shall hold office for the term of two (2) years, unless he or she shall sooner resign, or shall be

removed, or otherwise disqualified to serve or until their successors is elected and qualify. Only one person from each household may be elected to a Board position.

Section 5. Power to Appoint Other Officers and Agents: The Board shall have the power to appoint such other officers and agents as the Board may deem necessary for the transaction of the business of the Association.

Section 6. Meetings of the Board of Directors: Regular meetings of the Board of Directors shall be held at such times and places as the majority of the Board of Directors may from time to time determine. Special meetings of the Board of Directors may be called at any time by the President or Secretary or by a majority of the Board of Directors. Directors shall be notified in writing of the time, place, and purpose of special meetings of the board at least three (3) days prior thereto. Any Director shall, however, be deemed to have waived such notice by his attendance at any meeting.

Section 7. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 8. Compensation: No Director or officer shall receive any salary or compensation for his services to the Association unless otherwise specifically ordered by the Board of Directors or by By-Law. However, any Director may be reimbursed for his/her actual expenses incurred in the performance of his or her duties.

ARTICLE VII.

OFFICERS

Section 1. President: The President shall be the chief executive officer of the Association. He shall preside over all meetings of the Board and of the members. He shall have general and active supervision of the business of the Association, subject, however, to the right of the Board of Directors to delegate any specific power such as may be statute exclusively conferred upon by the President to any other officer or Director of the Association. He shall be ex officio a member of all committees.

Section 2. Vice President: In case of the office of President shall become vacant by death, resignation, or otherwise, or in case of the absence of the President or his disability to discharge the duties of his office, such duties shall, for the time being, devolve upon the Vice President, who shall do and perform such other acts as the Board of Directors may, from time to time, authorize him to do.

Section 3. Secretary: The Secretary shall attend all meetings of the members and of the Board of Directors and shall preserve in books of the Association, true minutes of the proceedings of all such meetings. 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.

Section 4. Treasurer: The Treasurer shall have custody of all corporate funds and shall keep in books belonging to the Association full and accurate accounts of all receipts and disbursements. He shall deposit all moneys in the name of the Association in such depositories as may be designated for that purpose by the Board of Directors. He shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Board of Directors at the regular meetings of the Board and at the annual meeting of the members an account of all his transactions as Treasurer, and of the financial condition of the Association. The Board of Directors may require the Treasurer to give bond for the faithful performance of his duties.

Section 5. Grounds Manager: The Grounds Manager shall be responsible for coordinating repairs, upkeep, and enhancements to the commons areas, cul-de-sacs, and subdivision entrances. The Grounds Manager shall serve as the Chairman of the Maintenance Committee and shall report activity regularly to the Board of Directors.

ARTICLE VIII.

AMENDMENTS

These By-Laws may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the members if notice of the proposed amendment, alteration, change, addition or repeal be contained in the notice of the meeting; provided, however, that no amendments may be made to these By-Laws which would contradict, restrict, or otherwise conflict with any of the restrictions recorded for the Subdivision, included with the jurisdiction of this Association.

AMENDED 3/31/22