

SUBDIVISION BYLAWS

WOODBLOFF OWNERS ASSOCIATION, INC.

ARTICLE I

ADOPTION OF PLAT AND UNIFORM PLAN OF RESTRICTIONS OF RECORD

The Plat of the subdivision of Woodbluff as recorded at Liber 4, Pages 70-73 of Plats, Mackinac County, Michigan and the Uniform Plan of Restrictions recorded at Liber 253, Pages 351-358, Mackinac County Records, are hereby incorporated by reference and adopted in their entirety as part of the Bylaws of this Association.

ARTICLE II MEETINGS

- A. Annual meetings of members of the Association shall be held each year at such time and place convenient to the members as may be designated by the Board of Directors. Meetings shall be conducted in accordance with Robert's Rules of Order or some other generally recognized manual of parliamentary procedure. For the purposes of conducting the annual meeting, a quorum shall be defined as a number equal to or greater than one-third (1/3) of the original total number of lots (38) in the Woodbluff Subdivision as represented by members in attendance or by way of proxy or electronic device.
- B. At each annual meeting, there shall be elected, by ballot of the members in attendance, a Board of Directors in accordance with the requirements of these Bylaws. Members may also transact at such meetings other business of the corporation as may properly come before them. Each member will be entitled to one (1) vote for each of the original thirty-eight (38) lots in the subdivision. Members may participate in any meeting by way of proxy or electronic device.
- C. It shall be the duty of the president to call a special meeting of the members as directed by resolution of the Board of Directors or upon a petition signed by one-third (1/3) of the members presented to the secretary of the Association. Notice of any special meeting shall state the time and place of such meeting and the purposes thereof. No business shall be transacted at a special meeting except as stated in the notice.
- D. It shall be the duty of the secretary (or other Association officer in the secretary's absence) to serve a notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, upon each member of record, at least ten (10) days but not more than sixty (60) days prior to such meeting. Notice can be served by email or by regular mail, postage prepaid to the most current address supplied to the secretary of the Association. Any member may waive such notice and such waiver, when filed in the records of the Association, shall be deemed due notice.

- E. If any meeting of members cannot be held because a quorum is not in attendance, the members who are present may adjourn the meeting for a time not less than forty-eight (48) hours from the time the original meeting was called.

ARTICLE III
BOARD OF DIRECTORS

- A. The affairs of the corporation shall be governed by a board of not less than three (3) directors. All directors must be an owner of a lot in the Woodbluff subdivision. Directors shall serve without compensation.
- B. The term of office of each director shall be one (1) year until such time of the annual meeting following their election.
- C. The Board of Directors shall have the following powers and duties:
1. To manage and administer the affairs of and maintain the Woodbluff subdivision and any common elements thereof;
 2. To set and collect assessments from the members of the Association and to use the proceeds thereof for the purposes of the Association;
 3. To carry insurance and collect and allocate the proceeds thereof;
 4. To rebuild improvements after casualty;
 5. To contract with or employ persons, firms, corporations or other agents to assist in the management, operation, maintenance and administration of the subdivision;
 6. To borrow money and issue evidences of indebtedness in furtherance of any and all of the purposes of the business of the Association, and to secure the same by mortgage, pledge, or other lien on property owned by the Association; provided, however, that any such action shall also be approved by an affirmative vote of more than seventy-five (75%) percent of all the members of the Association;
 7. To make rules and regulations in accordance with these Bylaws;
 8. To establish such committees as it deems necessary, convenient, or desirable, except as noted below, and to appoint persons thereto for the purpose of implementing the administration of the subdivision and to delegate to such committees any functions or responsibilities which are not by law or the subdivision documents required to be performed by the Board:

Finance: chaired by the treasurer, to carry out duties outlined in the Financial Policy Guidelines;

Architectural Review: to carry out duties outlined in the Architectural Review Committee Operating Procedures.

9. To enforce the provisions of the subdivision documents, including, but not limited to, the authorization of the filing of liens on subdivision properties for assessments not paid by the due date.
 10. Other than normal and recurring operating expenses, expenditures must be approved by a vote of the members of the Association as outlined in the Financial Policy Guidelines.
- D. Vacancies on the Board of Directors, caused by any reason other than the removal of a director by a vote of the members of the Association, shall be filled by the vote of the majority of the remaining directors, even though they may constitute even less than a quorum. In the event that there are no remaining directors, the Association shall fill vacancies. Each person so elected shall be a director until a successor is elected at the next annual meeting of the Association.
- E. At any regular or special meeting of the Association duly called, any one or more of the directors may be removed with or without cause by a majority of the members and a successor may then and there be elected to fill the vacancy created. Any director whose removal has been proposed by the members shall be given an opportunity to be heard at the meeting.
- F. The first meeting of the newly elected Board of Directors shall be held as soon as practical at such place as shall be fixed by the directors at the meeting at which such directors were elected, and no notice shall be necessary to the newly elected directors in order legally to constitute such a meeting, providing a majority of the whole board shall be present.
- G. Meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the directors, but at least two such meetings shall be held during each fiscal year. Reasonable notice of meetings of the Board of Directors shall be given to each director, personally, by mail, telephone, or email, prior to the date set for such meeting.
- H. At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

ARTICLE IV
OFFICERS

- A. The principal officers of the Association shall be a president, who shall be a member of the Board of Directors, a vice-president, secretary, and treasurer. Any two offices, except that of president and vice-president, may be held by one person.
- B. The officers of the Association shall be elected annually by the Board of Directors at the organization meeting of each new board and shall hold office at the pleasure of the board.
- C. Upon affirmative vote of the majority of the members of the Board of Directors, any officer may be removed either with or without cause, and his successor elected at any regular meeting of the Board of Directors or at any special meeting of the Board of Directors called for such purpose.
- D. The president shall be the chief executive officer of the Association. He shall preside at all meetings of the Association. He shall have all the general powers and duties which are usually vested in the office of the president of an association.
- E. The vice-president shall take the place of the president and perform his duties whenever the president shall be absent and unable to act. If neither the president nor the vice-president is able to act, the Board of Directors shall appoint some other member of the board to do so on an interim basis. The vice-president shall also perform such other duties as shall, from time to time, be imposed upon him by the Board of Directors.
- F. The secretary shall keep the minutes of all the meetings of the Board of Directors and the minutes of all the meetings of the members of the Association; he shall have charge of the corporate seal and such books and papers as the Board of Directors may direct; and he shall, in general, perform all duties incident to the office of the secretary.
- G. The treasurer shall have responsibilities for the Association's funds and securities and shall be responsible for keeping full and accurate account of all receipts and disbursements and books belonging to the Association. The treasurer shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Association, and in such depositories as made, from time to time, be designated by the Board of Directors. The Treasurer shall be responsible for filing required annual reports with the Michigan Secretary of State, and required annual tax returns to the Internal Revenue Service.
- H. The officers shall have other duties, powers, and responsibilities as shall, from time to time, be authorized by the Board of Directors.

ARTICLE V
SEAL

The corporation may have a seal which shall have inscribed thereon the name of the corporation, the words "corporate seal," and "Michigan."

ARTICLE VI
FINANCE

- A. The finances of the corporation shall be handled in accordance with the Subdivision Bylaws and the adopted Financial Policy Guidelines adopted by the Board of Directors.
- B. The fiscal year of the corporation shall be an annual period commencing January 1 through December 31 of each year.
- C. The funds of the corporation shall be deposited in such bank as may be designated by the Board of Directors and shall be withdrawn only upon the check or order of such officers.

ARTICLE VII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved, by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder, based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors (with the director seeking reimbursement abstained) approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights with which such director or officer may be entitled. At least ten (10) days prior to payment of any indemnification of which it has approved, the Board of Directors shall notify all members thereof.

ARTICLE VIII
AMENDMENT

- A. These Bylaws may be amended by the Association at a duly constituted meeting for such purpose, by affirmative vote of a simple majority of the members present in person, by proxy, or electronic device.
- B. Amendments to these Bylaws may be proposed by the Board of Directors of the Association acting upon the vote of the majority of the directors or by at least one-third (1/3) of the members of the Association. Bylaws can only be amended by a majority vote of the members. Each member will be entitled to one (1) vote for each of the original

thirty-eight (38) lots of the subdivision. The member may participate in any meeting by way of proxy or electronic device.

- C. Upon any such amendment being proposed, a meeting for consideration of the same shall be duly called in accordance with the provisions of Article II of these Bylaws.
- D. Any amendment to these Bylaws shall become effective upon adoption of the same in accordance with Paragraph A of Article VIII above, without approval by the State of Michigan, and without recording same in the Office of the Register of Deeds.
- E. A copy of each amendment to these Bylaws shall be furnished to every member of the Association after adoption.

ARTICLE IX
COMPLIANCE

These Bylaws are set forth to comply with the requirements of Act 162 of the Public Acts of Michigan of 1982, as amended, Act 59 of the Public Acts of Michigan of 1978, as amended, Act 9 of the Public Acts of Michigan of 2008, and Acts 557, 558 and 559 of the Public Acts of Michigan of 2014, and with the duly recorded Plat and Uniform Plan of Restrictions of the Subdivision. In the case any of these Bylaws conflict with the provisions of said statutes or with the provisions of said Uniform Plan of Restrictions, provisions of the statute and Uniform Plan of Restrictions shall control.

Woodbluff Owners Association, Inc.

BY: _____

Woodbluff Owners Association, Inc.

Subscribed and sworn to before me this _____ day of _____, 2018.

NOTARY PUBLIC