

KEATINGTON CEDARS ASSOCIATION BY- LAWS

ARTICLE I

Name

The name of the corporation is the Keatington Cedars Association.

ARTICLE II

Purposes

The purpose of this corporation shall be as follows:

Section 1 Preservation of rights, privileges and opportunities attendant to the ownership of property in Keatington Cedars Subdivision I, Township of Orion, County of Oakland, State of Michigan, as recorded on the applicable section of Oakland County records.

Section 2 To establish, preserve, maintain and enhance for the benefit of the community at large and the members, the social and general welfare, community consciousness, the educational opportunities, the recreational resources, the development and natural beauty of the community and any other worthwhile purpose that shall be in the best interest of the membership in the support of the common good.

ARTICLE III

Location

Section 1 The principal office of the Association shall be located at:

ARTICLE IV

Membership

Section 1 Every person or entity who is record owner of a free or undivided fee interest in any Lot which is subject to covenants of record to assessment by the Association shall be a member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a member.

Section 2 The rights of membership are subject to the payment of annual dues and special assessments levied by the Association, the obligation of which assessments is imposed against each owner of and becomes a lien upon the property against which such assessments are made as provided by Article 17 of the Amended Agreement and Declaration of Restrictions of Keatington Cedars Subdivision I to which the properties are subject and recorded in Liber 6809, page 816 Oakland County Records and which are attached hereto as Exhibit A.

Section 3 The membership rights of any member may be suspended by action of the Board of Directors as follows:

- A. If any member shall fail to pay dues or annual or special assessments within 30 days of the due date thereof, such rights may be suspended during the period when the dues or assessments remain unpaid, but, upon payment of same, such member's rights and privileges shall be automatically restored.
- B. If any member shall violate these by-laws and/or the Agreement and Declaration of Restrictions recorded with the Oakland County Register of Deeds, and such violation is continuing, then such membership may be suspended during the period when the violations continue, but, upon such violation ceasing, such member's rights and privileges shall be automatically restored 30 days after such violation shall have ceased, or, at such earlier time as the Board of Directors may determine; or
- C. If any member shall violate, in any other manner, these by-laws, the Agreement and Declaration of Restrictions or such other published rules and regulations adopted by the Directors governing behavior within the subdivision of the use of common properties and facilities, the Board of Directors, in their discretion, may suspend the rights of any such member for such violation for a period not to exceed 30 days.

ARTICLE V

Voting Rights

Section 1 The association shall have two classes of voting membership:

Class A

Class A members shall be all those owners as defined in Article IV, Section 1, with the exception of Reyst & Company. Class A members shall be entitled to two votes for each Lot in which they hold the interest required for membership by Article IV. When two persons hold such interest in any Lot, he/she shall be entitled to two votes. When two or more than two persons hold such interest in any Lot, all such persons shall be members, and the votes for such Lot shall be exercised as they among themselves determine, but in no event shall more than two votes be cast with respect to any such Lot.

Class B

The Class B member shall be Reyst & Company. Reyst & Company shall be entitled to six votes for each Lot in which it holds the interest required for membership by Article IV, provided that the Class B membership shall cease and become converted to Class A membership at such time as the total votes outstanding in Class A membership exceeds 100% of the total votes outstanding in the Class B membership. From and after such event, Reyst & Company shall be deemed to be a Class A member entitled to two votes for each Lot in which it holds the interest required for membership under Article IV.

Section 2 Quorum shall consist of one-third of the votes of each class of membership. Any action governed by the Agreement and Declaration of Restrictions applicable to the subdivision shall require a quorum as therein provided. The use of proxies at any meeting shall not be valid except that a voting member may appoint another voting member his/her proxy to attend a specified meeting; provided that the appointment be made by a proper written instrument dated and signed by the appointee and that the appointee file the said instrument with the Secretary before the final vote is counted.

ARTICLE VI

Dues and Assessments

Section 1 ***As amended September 1, 1981*** Annual membership dues shall be paid one year in advance on a fiscal year basis commencing on the first day of April 1982. The amount of such dues may be voted on at any regular or special meeting of the membership.

Section 2 Special assessments may be voted on at any regular or special meeting of the membership provided that the entire membership be notified at least seven (7) days in advance of such meeting, a quorum be present, and the measure passed by 51% of a total of the members voting, including permissible proxies.

ARTICLE VII

Section 1 ***As amended September 1, 1981*** General meetings of the membership shall be held semi-annually, the second Thursday in March and September.

Section 2 Special meetings of the members may be called by a seven-day written notice to the entire membership by a resolution of the Board of Directors or by a signed petition from a quorum of voting members.

Section 3 Written notice of every meeting of members giving a starting time, place and proposed actions shall be given each member at least seven (7) days before the date of such meeting by first-class mail to that effect.

ARTICLE VIII

Board of Directors

Section 1 Within the limitations stated in these by-laws the Board of Directors shall be the managing body of this Association and shall be authorized to grant to committees and other agents as it deems advisable, the authority to conduct specific activities.

Section 2 ***As amended March 12, 1991*** The Board of Directors, five (5) in number, shall consist of the four (4) officers of the Association and one (1) Non-Officer Director elected directly by the membership. The Non-Officer Director must have previously served as an officer of the Association. All officers and the Non-Officer Director shall serve without remuneration.

Section 3 The President of the Association shall be the presiding officer of the Board of Directors, and the Secretary of the Association shall act as Secretary of the Board.

Section 4 The Board of Directors shall hold not less than one (1) meeting per quarter each year, at times and places determined by such Board. Five (5) days written notice of each Board meeting shall be given to each member of the Board.

Section 5 Each Board member shall have one (1) vote on each question at the Board meeting. Proxies and action at other than scheduled meetings shall not be valid. Three (3) Board members shall constitute a quorum at any Board meeting and an affirmative vote of the majority of those present shall be necessary for the transaction of business.

ARTICLE IX

Officers

Section 1 The officers of this Association shall be a presidents, vice-president, secretary and treasurer.

Section 2 ***As amended March 14, 1991*** Regular Term: The officers of the Association and the Non-Officer Director shall serve commencing the first Thursday in September following their election at the September semi-annual meeting or until their successors are elected and qualify, whichever is later, as follows:

PRESIDENT	1 Year
VICE-PRESIDENT	2 Years (1 st year as Vice President 2 nd year as President)
TREASURER	2 Years (elected in even-numbered years)
SECRETARY	1 Year
DIRECTOR	2 Years (elected in odd-numbered years)

Note: This means in odd-numbered years, the Vice-President becomes the President and a new Vice-President, Secretary and Director are elected. In even-numbered years, the Vice –President becomes the President and a new Vice-President, Secretary and Treasurer are elected.

Section 3 Partial Term: In the case of a president's inability or unwillingness to complete a term the vice-president shall succeed to the office of president and an appointee of the Board of Directors shall succeed to the office of vice-president. In the event of any other officer's inability or unwillingness to complete a term an appointee of the Board of Directors shall succeed to such vacated office.

Section 4 Succession: All officers shall be eligible to serve consecutively for two (2) terms.

Section 5 The president shall be the chief executive officer of the Association and shall preside at all meetings.

Section 6 The vice-president shall preside at meetings in the absence of the president and shall perform such other duties as may be assigned by the president.

ARTICLE IX

Officers continued . . .

Section 7 The Treasurer shall collect all dues and other receipts of the Association, and shall have custody of the funds of the Association in a bank approved by the Board of Directors, and shall account for all receipts and disbursements. The treasurer shall maintain complete records for proper duration of time. Expenditures shall be made solely for expenses of the Association and its purposes as outlined in Article II of the Articles of Incorporation. At the close of each fiscal year, the treasurer (then going out of office) shall prepare and sign an annual financial report covering the fiscal year then ending and shall within 30 days after the close of such fiscal year submit such report to the Board of Directors.

Section 8 The Secretary shall make and keep accurate records of actions taken at all meeting of members and directors, shall give a written report of the same at the next meeting, shall handle correspondence of the Association and shall issue the notice of meetings. In the absence of the Secretary at any meeting, a Secretary Pro-tem shall be appointed by the presiding officer.

ARTICLE X

Elections

Section 1 At each September semi-annual meeting of the membership, a president, vice-president, treasurer, secretary and one trustee shall be elected by a simple majority of the membership present at such meeting, provided there be a quorum, by a written ballot and insofar as possible, two nominees shall be offered for each office.

ARTICLE XI

Finances

- Section 1 ***As amended September 1, 1981*** Approval of the budget by a majority of the members present, at any regular or special meeting, provided a quorum is present, shall constitute approval for all such expenditures listed in the budget, as they become payable.
- Section 2 Other Monies: Any other monies derived from any other source shall be placed in the General Fund. These monies may be used in any manner as authorized by the Board of Directors in accordance with Section 1 of this Article unless these monies are obtained specifically for a designated purpose, in which case the monies shall be set aside for that purpose and shall be so noted in the treasurer's ledger and in the annual budget accounting.
- Section 3 Special Charges or Assessments: In the event that special charges or assessments are placed upon the membership by the members themselves, in accordance with these by-laws, such money shall be placed in a special fund and must be used for such purposes for which such special fund were collected.
- Section 4 ***As amended September 1, 1981*** All funds shall be placed in a local bank in the County of Oakland, State of Michigan, and withdrawals therefrom shall be made only by check, and all checks shall be signed by the treasurer and one of the following officers: President or Vice-President.

ARTICLE XII

Recall

- Section 1 The holder of any elective office whether or not succeeding thereto by appointment or otherwise, may be removed from office at a special meeting of the members after a seven (7) day written notice of intention to remove is given to all members by first call mail upon an affirmative vote by roll call of 2/3 of the voting members who are present or represented by proxy as herein above provided (if quorum is present), the holder of such office shall be removed.
- Section 2 The replacement of any officer made necessary by Section 1 shall be filled by procedures contained in Article IX, Section 3.

ARTICLE XIII

Committees

Section 1 The president shall, with the approval of the Board of Directors, appoint the following standing committees and their chairpersons and such other committees and their chairpersons as may be necessary to carry out the objectives of the Association:

- A. ***As amended September 1, 1981*** Architectural Control Committee: The ACC is empowered as declared in the Keatington Cedars Subdivision I Deed Restriction (Liber 6809, Page 816) to investigate and act upon any proposal or complaint which involves the architectural integrity or esthetic value of the community of Keatington Cedars.
- B. ***As amended September 1, 1981*** Roads and Grounds Committee: The purpose of which is to study and make recommendations on upkeep and beautification of cul-de-sacs, entrance ways, and other open areas set aside as Association grounds, to establish rules and regulations for behavior on the Association property (but excluding beach and playground areas) and a means of enforcement thereof; and to maintain liaison with law enforcement agencies for proper policing of the properties of the sub-division.
- C. Political Committee: The purpose of which is to maintain liaison with local government, to report on proposed legislation and to offer same so as to benefit the Association.
- D. ***As amended September 1, 1981*** Beach and Ecology Committee: The principal duties of which shall be to maintain and improve the beach and playground properties owned or under the control of the Association, to establish rules and regulations for behavior on beach and playground properties and a means for enforcement thereof, and to maintain a liaison with law enforcement agencies for proper policing of the properties.

Section 2 ***As amended September 1, 1981*** Appointed committees shall make reports in writing at semi-annual meetings and at such times as directed by the President.

Section 3 ***As added by amendment September 1, 1981*** The Chairperson or any member of any Committee may be removed from office by appointment of another person by the President. No Committee Chairperson shall serve more than three (3) successive years as Chairperson of the Committee.

ARTICLE XIV

Rules of Order

Roberts Rules of Order shall be the parliamentary authority governing matters of procedure.

ARTICLE XV

Amendments

These by-laws may be amended at any meeting of members after a 30-day written notice given by first-class mail, of intention to amend, together with the wording of the proposed amendment(s) delivered to the Secretary, upon an affirmative vote of the majority of the voting members present or represented by proxy as herein above provided, quorum being present.

FIRST AMENDMENT
TO
KEATINGTON CEDARS ASSOCIATION BY-LAWS
KEATINGTON CEDARS SUB-DIVISION I

Whereas, **ARTICLE XV** provides for a method of amending the by-laws of the Keatington Cedars Association, providing, in full, as follows:

These by-laws may be amended at any meeting of members after a 30-day written notice given by first-class mail, of intention to amend, together with the wording of the proposed amendment(s) delivered to the Secretary, upon an affirmative vote of the majority of the voting members present or represented by proxy as herein above provided, quorum being present.

Now, therefore, an affirmative vote of the majority of the voting members, present or represented by proxy, having been cast at a membership meeting, duly called, quorum being present, as evidenced by the minutes of said meeting, the by-laws of the Keatington Cedars Association, Keatington Cedars Sub-Division I, are hereby amended as of September 1, 1981, as follows:

ARTICLE VI, Section 1, is hereby amended to read in its entirety as follows:

Annual membership dues shall be paid one year in advance on a fiscal year basis commencing on the first day of April 1982. The amount of such dues may be voted on at any regular meeting of the membership.

ARTICLE VII, Section 1, is hereby amended to read in its entirety as follows:

General meetings of the membership shall be held semi-annually, the second Thursday in March and September.

ARTICLE XI, Section 1, is hereby amended to read in its entirety as follows:

Approval of the budget by a majority of the members present, at any regular or special meeting, provided a quorum is present, shall constitute approval for all such expenditures listed in the budget, as they become payable.

ARTICLE XI, Section 4, is hereby amended to read in its entirety as follows:

All funds shall be placed in a local bank in the County of Oakland, State of Michigan, and withdrawals therefrom shall be made only by check, and all checks shall be signed by the Treasurer and any one of the following officers; President or Vice-President.

ARTICLE XIII, Section 1, Paragraph A, is hereby amended to read in its entirety as follows:

Architectural Control Committee: The ACC is empowered as declared in the Keatington Cedars Sub-Division I Deed Restrictions (Liber 6809, Page 816) to investigate and act upon any proposal or complaint which involves the architectural integrity or esthetic value of the community of Keatington Cedars.

ARTICLE XIII, Section 1, Paragraph B, is hereby amended to read in its entirety as follows:

Roads and Grounds Committee: The purpose of which is to study and make recommendations on upkeep and beautification of cul-de-sacs, entrance ways, and other open areas set aside as Association grounds, to establish rules and regulations for behavior on the Association property (but excluding beach and playground areas) and a means of enforcement thereof; and to maintain liaison with law enforcement agencies for proper policing of the properties of the sub-division.

ARTICLE XIII, Section 1, Paragraph D, is hereby amended to read in its entirety as follows:

Beach and Ecology Committee: The principal duties of which shall be to maintain and improve the beach and playground properties owned or under the control of the Association, to establish rules and regulations for behavior on beach and playground properties and a means for enforcement thereof, and to maintain a liaison with law enforcement agencies for proper policing of the properties.

ARTICLE XIII, Section 2, is hereby amended to read in its entirety as follows:

Appointed committees shall make reports in writing at semi-annual meetings and at such times as directed by the President.

The following **Section 3** is hereby added to **ARTICLE XIII**:

The Chairperson or any member of any Committee may be removed from office by appointment of another person by the President. No Committee Chairperson shall serve more than three (3) successive years as Chairperson of the Committee.

**SECOND AMENDMENT
TO
KEATINGTON CEDARS ASSOCIATION BY-LAWS
KEATINGTON CEDARS SUBDIVISION NO. 1**

WHEREAS, **ARTICLE XV** provides for a method of amending the By-laws of the Keatington Cedars Association, providing, in full, as follows:

“These By-laws may be amended at any meeting of members after a thirty (30) day written notice given by first-class mail, of intention to amend, together with the wording of the proposed amendment or amendments delivered to the secretary, upon an affirmative vote of the majority of the voting members present or represented by proxy as hereinabove provided, quorum being present.”

NOW, THEREFORE, an affirmative vote of the majority of the voting members, present or represented by proxy, having been cast at a membership meeting, duly called, quorum being present, as evidenced by the minutes of said meeting, the By-Laws of the Keatington Cedars Association, Keatington Cedars Sub-Division No. 1, are hereby amended as of March 11, 1982 as follows:

ARTICLE IX, Section 2 is hereby amended to read in its entirety as follows:

Regular Term: The officers of the Association shall serve commencing the first Thursday in September following their election at the September semi-annual meeting or until their successors are elected and qualify, whichever is later, as follows:

President	1 year
Vice-President	2 years (1 st year as Vice-President 2 nd year as President)
Treasurer	2 years
Secretary	1 year

NOTE: This means in September 1982, we must elect a President, Vice-President, Treasurer and Secretary. In September 1983, the Vice-President becomes the President and we must elect a new Vice-President and Secretary. In September 1984, the Vice-President becomes President and we must elect a new Vice-President, Secretary and Treasurer.

In even-numbered years we must elect a Vice-President, Secretary, and Treasurer and in odd-numbered years a Vice-President and Secretary must be elected.

**THIRD AMENDMENT
TO
KEATINGTON CEDARS ASSOCIATION BY-LAWS
KEATINGTON CEDARS SUBDIVISION NO. 1**

WHEREAS, **ARTICLE XV** provides for a method of amending the By-laws of the Keatington Cedars Association, providing, in full, as follows:

“These By-laws may be amended at any meeting of members after a thirty (30) day written notice given by first-class mail, of intention to amend, together with the wording of the proposed amendment or amendments delivered to the secretary, upon an affirmative vote of the majority of the voting members present or represented by proxy as hereinabove provided, quorum being present.”

NOW, THEREFORE, an affirmative vote of the majority of the voting members, present or represented by proxy, having been cast at a membership meeting, duly called, quorum being present, as evidenced by the minutes of said meeting, the By-Laws of the Keatington Cedars Association, Keatington Cedars Sub-Division No. 1, are hereby amended as of March 14, 1991 as follows:

ARTICLE VIII, Section 2, is hereby amended to read in its entirety as follows:

The Board of Directors, five (5) in number, shall consist of the four (4) officers of the association and one (1) non-officer Director elected directly by the membership. The non-officer Director must have previously served as an officer of the association. All officers and the non-officer Director shall serve without remuneration.

ARTICLE IX, Section 2, is hereby amended to read in its entirety as follows:

Regular Term: The officers of the Association and the Non-Officer Director shall serve commencing the first Thursday in September following their election at the September semi-annual meeting or until their successors are elected and qualify, whichever is later, as follows:

PRESIDENT	1 Year
VICE-PRESIDENT	2 Years (1 st year as Vice President 2 nd year as President)
TREASURER	2 Years (elected in even-numbered years)
SECRETARY	1 Year
DIRECTOR	2 Years (elected in odd-numbered years)

Note: This means in odd-numbered years, the Vice-President becomes the President and a new Vice-President, Secretary and Director are elected. In even-numbered years, the Vice-President becomes the President and a new Vice-President, Secretary and Treasurer are elected.