

BY-LAWS
OF
CROSSCREEKS OWNERS ASSOCIATION

ARTICLE I – NAME AND PURPOSE

Section 1. *Name and Location.* The name of the corporation is CROSSCREEKS OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association". The principal office of the corporation shall be located at the home of the Association's current year's president, but meetings of members and directors may be held at such places within the State of Michigan, County of Monroe as may be designated by the Board of Directors.

Section 2. *Purpose.* To provide a common undertaking by all homeowners for the use and enjoyment of the common areas of said Association.

ARTICLE II – DEFINITIONS

Section 1. *"Association"* shall mean and refer to the owners of the real estate of Crosscreeks Development as set forth in the plat recorded in Liber 714, Page 78.11, records of plats, Monroe County, Michigan and in accordance with the declarations attached thereto and made a part thereof.

Section 2. *"Properties"* shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within jurisdiction of the Association.

Section 3. *"Common Area"* and *"Recreation Area"* shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. *"Lot"* shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the "Common Area" and "Recreation Area" and any exempt property as set forth in the declaration of Covenants, Conditions and Restrictions.

Section 5. *"Owner"* shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. *"Declarant"* shall mean and refer to OAKGLEN, INC., its successors, and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 7. *"Declaration"* shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the office of Register of Deeds, Monroe County, Michigan.

Section 8. *"Member"* shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III – MEETING OF MEMBERS

Section 1. *Annual Meetings.* The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the second Thursday of March of each year thereafter, at a time designated by the officers of the Association. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. *Special Meetings.* Special meetings of the members may be called at any time by the president or by the Board of Directors or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership.

Section 3. *Notice of Meetings.* Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, or by hand delivery, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. *Quorum.* The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-quarter (1/4) of the votes of the total membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. *Proxies.* At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary at the meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot. All proxies unless otherwise stated shall pertain to a specific meeting and shall be revoked at termination of that meeting.

ARTICLE IV – BOARD OF DIRECTORS / OFFICERS: SELECTION: TERM OF OFFICE

Section 1. *Number.* The affairs of this Association shall be managed by a Board of four (4) officers plus one (1) director at large. The officers shall consist of a president, vice president, secretary, and treasurer.

Section 2. *Term of Office.* The Incorporators shall elect four officers and one director at large for a term of one year each. At each annual meeting thereafter, the members shall elect each officer plus director at large except the president who after the first year of incorporation shall always be the previous year's vice president.

Section 3. *Removal.* Any director may be removed from the Board with cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. *Compensation.* No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. *Action Taken Without a Meeting.* The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V – NOMINATION AND ELECTION OF DIRECTORS / OFFICERS

Section 1. *Nomination.* Nomination for election to the Board of Directors / Officers shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors / Officers and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors / Officers prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors / Officers as it shall in its discretion determine, but not less than three. Such nominations shall be made from among members. Nominees must be homeowners.

Section 2. *Election.* Election to the Board of Directors / Officers shall be by secret written ballot. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI – MEETINGS OF DIRECTORS / OFFICERS

Section 1. *Regular Meetings.* Regular meetings of the Board of Directors / Officers shall be held at least semi-annually at such place and hours as may be fixed from time to time by the resolution of the board. Should said meeting fall upon a legal holiday, then the meeting shall be held at the same time on the next day which is not a legal holiday.

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

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

ARTICLE VII – AUTHORITY AND DUTIES OF THE BOARD OF DIRECTORS / OFFICERS

Section 1. *Authority.* The Board of Directors / Officers shall have authority to:

- a. suggest and publish rules and regulations governing the use of the Common Area and facilities;
- b. suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association;
- c. exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;
- d. declare the office of a member of the Board of Directors / Officers to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors / Officers; and
- e. employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties as adopted within the annual budget and/or special assessment.

Section 2. *Duties.* It shall be the duty of the Board of Directors / Officers to:

- a. cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;
- b. supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed;
- c. as more fully provided in the Declaration, to:
 1. fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
 2. send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 3. File a lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.
- d. issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- e. procure and maintain adequate liability and hazard insurance on property owned by the Association;
- f. cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- g. cause the Common Area to be maintained.

Section 3. Officers / Directors shall not be held liable to the Association or its members for acts committed in performance of their authority or prescribed duties.

ARTICLE VIII – OFFICERS AND THEIR DUTIES

Section 1. *Enumeration of Offices.* The officers of this Association shall be a president, a vice president, a secretary, and a 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 each annual meeting of the members with the exception of the president who shall always be the previous year's vice president.

Section 3. *Term.* The officers of this Association shall be elected by the Association Membership and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. *Special Appointments.* The Board of Directors / Officers may elect such 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 5. *Resignation and Removal.* Any officer may be removed or suspended from office with cause by the Board. Any officer may resign at any time given written notice to the Board of Directors / Officers. 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.

Section 6. *Vacancies.* A vacancy in any office may be filled by appointment by the Board of Directors / Officers. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. *Multiple Offices.* The office of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. *Duties.* The duties of the officers are as follows:

PRESIDENT

- a. The president shall preside at all meetings of the Board of Directors / Officers; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments; and shall co-sign all promissory notes.

VICE PRESIDENT

- b. The vice president shall act in the place and stead of the president in the event of his absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board of Directors/Officers. The vice president shall automatically ascend to the office of the president at the annual meeting following her / his election to the office of vice president.

SECRETARY

- c. 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.

TREASURER

- d. 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 / Officers; shall co-sign all checks with any other officer of the Association; shall cosign promissory notes of the Association; keep proper books of accounts; and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX – COMMITTEES

The Association or Board of Directors / Officers may appoint a Nominating Committee or any other committee it deems necessary as provided in these By-Laws.

ARTICLE X – BOOKS AND RECORDS

The books, records, 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 at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI

As more fully provided in the Declaration of Covenants, Conditions and Restrictions, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest as provided for in the Declaration of Covenants, Conditions and Restrictions, and Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

ARTICLE XII

The budget will be presented for approval at each annual meeting. A special vote may be taken in writing or at a meeting for any special expenditure not included in the budget. A majority vote in favor of the budget (or expenditure) will approve such budget (or expenditure).

ARTICLE XIII – CORPORATE SEAL

The Association shall have no corporate seal.

ARTICLE XIV – AMENDMENTS

Section 1. These By-Laws may be amended at a regular or special meeting of the members by a vote of two-thirds (2/3) of the members of the Association.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control, and in the case of any conflict between the Declaration of Covenants, Conditions and Restrictions and these By-Laws, the Declaration of Covenants, Conditions and Restrictions shall control.

ARTICLE XV
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the directors/officers of the CROSSCREEKS OWNERS ASSOCIATION, have hereunto set our hands this 30th day of July, 1980.

Phyllis Wiswell
Phyllis Wiswell

William F. Werynski
William F. Werynski

Margaret E. Currie
Margaret E. Currie

STATE OF MICHIGAN)
) ss:
COUNTY OF MONROE)

Before me, a Notary Public, in and for said County of Monroe, State of Michigan, appeared the above named directors/officers of CROSSCREEKS OWNERS ASSOCIATION who acknowledged that they did sign the foregoing instrument as their free act and deed and that the statements contained therein are true as they verily believe.

Sworn to before me and subscribed in my presence this 30th day of July, 1980.

Donna E. Trower
Donna E. Trower

DONNA E. TROWER
Notary Public, Monroe County, Michigan
My Commission Expires September 27, 1982
Commission Expires

CERTIFICATION

I, the undersigned, do hereby certify:

THAT, I am the duly elected and acting secretary of the Directors/Trustees of Crosscreeks Owners Association, a Michigan corporation, and,

THAT, the foregoing By-Laws constitute the original By-Laws of said Association, as duly adopted at a meeting of the Board of Directors, ^{AND HOMEOWNERS} thereof, held on the 9th day of July, 1980.

IN WITNESS WHEREOF, I have hereunto subscribed my name as secretary of said Association, this 30th day of July, 1980.

John R. S...