

**Revisions Approved on November 27, 2007 by the VOCAA Executive Council and submitted for member approval on December 18, 2007.**

**BYLAWS  
OF  
VILLAGE OAKS COMMON AREAS ASSOCIATION**

**ARTICLE I  
NAME AND LOCATION**

The name of the corporation is VILLAGE OAKS COMMON AREAS ASSOCIATION, a Michigan non-profit corporation, hereinafter referred to as the “Association”. The principal office of the corporation shall be located at 22859 Brook Forest Road, Novi, MI 48375, but meetings of the members, directors and executive council may be held at such places within the State of Michigan as may be designated by the Board of Directors.

**ARTICLE II  
DEFINITIONS**

**SECTION 1.** The following words when used in these By-Laws shall have the following meanings:

- (a) “Association” shall mean and refer to a Michigan non-profit corporation and any successor thereto.
- (b) “The Properties” shall mean and include HEATHERWOODE, HEATHERWYKE, and HEATHERLEA SUBDIVISIONS, as described in Exhibit A to the Declaration of Covenants, Conditions and Restrictions, hereinafter referred to as the “Declaration”. FAIRFIELD FARMS, Liber 6201, Pages 438 and 439, HEATHERGREENE, Liber 6447, Pages 108, 109 and 110 SUBDIVISIONS, and those Lots in HEATHERBREA SUBDIVISION as may elect to be subject to the Declaration, as herein provided, all of which Subdivisions may be referred to herein as the “Existing Properties”.

- (c) “Lakes” shall mean and refer to natural and man-made bodies of water that also serve as retention ponds within the Association’s boundaries.
- (d) “Off-Site Waste Water Run Off” includes those land areas in which waste water runoff drains in Village Oaks common Areas Association Lakes, i.e. Lakewood, Whispering Meadows, Turtle Creek, Charrington Green, Heatherbrea (non-members of VOCAA only, and those additional areas yet to be defined.
- (e) “Common Area(s) shall mean and refer to those areas denoted as Park or Lake upon any recorded Plat of the Properties and owned by the Association and to be devoted to the common use and enjoyment of the Owners of Lots in the Properties, and any improvements thereon, except those parcels donated to the City.
- (f) “Lot” shall mean and refer to any Lot shown on a Plat by the developer of the Properties which is subject to the restrictions of the Declaration and which is restricted therein for residential purposes and for the construction hereon of a single-family dwelling, and shall include such dwelling when built.
- (g) “Owner” shall mean and refer to the record Owner whether one or more persons or entities, of the fee simple title to any Lot, or a land contract vendee, but not including any mortgagee unless and until such mortgagee shall have acquired such fee simple title pursuant to foreclosure or any proceeding, or conveyance, in lieu of foreclosure. Where more than one person or entity has an interest in the fee simple title to any Lot, or is a land contract vendee, the interest of all such persons collectively shall be that of a single Owner. Owner shall not include those having an interest in a Lot merely as security for the performance of an obligation.
- (h) “Member” (Class “A”) shall mean and refer to all those Owners who are members of the Association, as defined in the Declaration, (one vote per Lot).
- (i) “General Development Plan” shall mean and refer to the Site Plan for the Community of Village Oaks submitted to the City of Novi by the developer and shall include subsequent amendments thereto, including rearrangement of the non-single family structures and areas of same as permitted by the ordinances of the City of Novi.
- (j) “RUD Plan” (Residential Unit Development” shall mean and refer to that portion of the General Development Plan dealing with the development of single-family housing and filed with the City of Novi as the RUD Plan for Village Oaks.

**ARTICLE III**  
**MEETING OF MEMBERS**

**SECTION 1. ANNUAL MEETING.** The Annual Meeting of the members shall be held at the hour of 8:00 p.m. within 45 days from the completion date of the review of the financial statements performed by an independent accountant, but no later than the 4<sup>th</sup> Tuesday of March.

The prime purpose of the Annual Meeting is:

- (a) Elect members of Board of Directors
- (b) Review financial position of the Association
- (c) Approve selection of the Accounting Firm
- (d) Any other business deemed necessary

**SECTION 2. SPECIAL MEETINGS.** Special meetings of the members may be called at any time by the majority of the Board of Directors, or upon written request of 10% of members in good standing. (one vote per Lot).

**SECTION 3. NOTICE OF ANNUAL OR SPECIAL MEETINGS.** Written notice of each meeting of the members shall be given by, or at the direction of the secretary of the Board of Directors or person authorized to call the meeting by mailing a copy of such notice, postage prepaid, at least fifteen (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 of the Association for the purpose of notice. Such notice shall specify the place, day, hour of the meeting and matters to be brought before the meeting of the members.

**SECTION 4. QUORUM.** The presence at the meetings of members in good standing entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of members, one vote per Lot of members in good standing, 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, and reschedule the meeting upon discretion of the Board of Directors. Notice of the rescheduled meeting must be given in flier form, delivered to each member, at least three (3) days prior to the rescheduled meeting. A notice of the following quorum statement must be included in the notice to

reschedule. At subsequent meeting, if no quorum is presented or represented, a quorum will be assumed from the members present and the proxies cast from the rescheduled meeting.

**SECTION 5. PROXIES.** At all meetings of members, each member in good standing may vote in person or by proxy, (one vote per Lot). All proxies shall be in writing and filed with the secretary of the Board of Directors. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

#### **ARTICLE IV**

##### **BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE**

**SECTION 1. NUMBER.** The affairs of the Association shall be managed by a Board of Directors comprised of 15 (fifteen) members, all of whom are in good standing of the Association.

**SECTION 2. TERM OF OFFICE.** Directors shall be elected by ballot by polarity vote of the members at the annual meeting of the members and each Director shall be elected to serve for the term of one year and until his successor shall be elected and shall qualify.

**SECTION 3. REMOVAL.** Any Director may be removed from the Board, with or without cause, by secret ballot of majority vote of all the members of the Association in good standing, either by voting in person or by proxy. 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 the 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 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, which may be provided in by e-mail, of the majority of 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**

**SECTION 1. NOMINATION.** Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations must be made from among members in

good standing.

**SECTION 2. ELECTION.** Election to the Board of Directors 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, (member in good standing-one vote per Lot). The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## **ARTICLE VI**

### **MEETINGS OF DIRECTORS**

**SECTION 1. REGULAR MEETINGS.** Regular meetings of the Board of Directors shall be held bi-monthly, at such date, place, and hour as may be fixed from time to time by resolution of the Board of Directors.

**SECTION 2. SPECIAL MEETINGS.** Special meetings of the Board of Directors shall be held when called by the Chairperson of the Board of Directors, or any two Directors.

**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**

### **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**SECTION 1. GENERAL POWERS:** The business, property and affairs of the Association shall be governed by the Board of Directors or otherwise designated by the Board of Directors. The Board of Directors shall have the power to do any lawful acts or things reasonable, necessary or desirable for carrying out the Association's purposes, and for protecting the lawful rights and interests of its members in connection therewith. These include, but are not limited to:

- (a) Declaring the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors, unless otherwise excused by the Chairperson of the Board of Directors.
- (b) As more fully provided in the Declaration, to:

1. Fix the amount of the annual assessment for each Lot at least (30) days in advance of each annual assessment period;
  2. Send or cause to be sent written notice of each assessment to every Owner subject hereto at least thirty (30) days in advance of each annual assessment period; and
  3. Issue or cause the appropriate office to issue liens or subsequent foreclosures against any property for which assessment are delinquent or to bring an action at law against the Owner personally obligated to pay the same.
- (c) Issue or to cause an appropriate office 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 issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (d) Procure and maintain, or cause an appropriate office to procure and maintain, adequate liability and hazard insurance on property owned by the Association.
- (e) Cause all Board of Directors, officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
- (f) Cause the Common(s) areas, including the lakes, pool and clubhouse, to be maintained;
- (g) The Board of Directors, on behalf of the Association, may borrow such money and issue such promissory notes necessary to maintain and/or improve the common areas and facilities or for purposes deemed necessary by the Board. Such funds shall be used in accordance with policies and procedures adopted by the Board.

**SECTION 2. BUDGET & CONTRACTS.** The Board of Directors shall have the responsibility to approve an annual budget, plans, policies, and all contracts. The Board of Directors will manage all funds of the Association.

**ARTICLE VIII**  
**OFFICERS OF THE BOARD OF DIRECTORS AND THEIR DUTIES**

**SECTION 1. ENUMARATION OF OFFICERS.** The officers of the Board of Directors of this Association shall be a Chairperson and Vice Chairperson, 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 OF THE BOARD OF DIRECTORS.** The election of officers of the Board of Directors shall take place at the first meeting of the Board of Directors following the election of the Board of Directors.

**SECTION 3. TERM.** The officers of the Board of Directors of this Association shall be elected annually by the Board and hold office until the end of the elected year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

**SECTION 4. SPECIAL APPOINTMENT.** The Board may elect such other officers of the Board of Directors as the affairs of the Association may require, each of whom shall hold office for such a period, have such authority, and perform such duties as the Board may, from time to time, determine.

**SECTION 5. RESIGNATION AND REMOVAL.** Any officer of the Board of Directors may be removed from office with or without cause by the Board. Any officer of the Board of Directors may resign at any time giving written notice to the Board, the chairperson or the secretary. 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 of the Board of Directors may be filled by appointment by the Board of Directors from the Board. The officer appointed to such vacancy shall serve the remainder of the term of the Board of Director officer he replaces.

**SECTION 7. MULTIPLE OFFICES.** No person shall simultaneously hold more than one of any other Board of Director offices except in the case of special offices created pursuant to Section 4 of this Article.

**SECTION 8. DUTIES.** The duties of the officers of the Board of Directors are as follows:

(a) **Chairperson:** The Chairperson shall preside at all meetings of the Board of Directors, shall have the authority to sign and execute all bonds, contracts, and other obligations in the name of the association when so authorized by the Board of Directors, and shall do such other things and perform acts as set forth in the continuing resolutions adopted, from time to time, by the Board of Directors.

(b) **Vice Chairperson:** The Vice Chairperson shall assume the duties and authority in the absence or incapacity of the Chairperson. Further duties of this office may be set forth in the continuing resolutions adopted, from time to time, by the Board of Directors.

(c) **Secretary:** The Secretary shall be the Secretary of the Association and keep records and minutes of all meetings of the Board of Directors and Executive Committee. Further duties of this office may be set forth in the continuing resolutions adopted, from time to time, by the Board of Directors.

(d) **Treasurer:** The Treasurer shall be the Treasurer of the Association and keep records of all receipts and distributions as set forth in the continuing resolutions adopted, from time to time, by the Board of Directors.

(e) **Checks:** All checks issued by the Association require two (2) signatures of officers of the Board of Directors.

## **ARTICLE IX**

### **BOARD OF DIRECTOR'S COMMITTEE'S**

**SECTION 1. STANDING COMMITTEES:** The standing Committees of the Board of Directors are the Executive Committee, the Nominating Committee, Lakes Committee, Architectural Control Committee and the Audit Committee. Said committee members shall meet as directed by the Board of Directors and their meetings shall be governed by the same rules for meetings of the Board of Directors. Minutes shall be recorded at each committee meeting and shall be presented to the Board of Directors. All committee members shall serve at the pleasure of the Board of Directors.

(a) **Executive Committee:** This committee shall meet bi-monthly with the power to cancel or add meetings as deemed necessary. The committee shall consist of the Board of Directors' officers and other directors as set forth in the continuing resolutions adopted, from time to time, by the Board of Directors. All proceedings, records, and other duties of this committee, shall be set forth in the continuing resolutions adopted, from time to time, by the



Board of Directors. The Executive Committee shall be responsible for the hiring and supervision of all staff positions so established by the association within budgets approved by the Board of Directors.

**(b) Nominating Committee:** This committee shall meet no less frequently than quarterly. The committee shall consist of a minimum of three (3) directors. All proceedings, records, and duties of this committee shall be set forth in the continuing resolutions adopted, from time to time, by the Board of Directors.

**(c) Audit Committee:** The Board of Directors shall form this committee annually and it shall consist of three (3) directors and/or members of the association who are not serving on the Executive Committee or and Officer of the Board of Directors. All proceedings, records, and duties of this committee shall be set forth in the continuing resolutions adopted, from time to time, by the Board of Directors.

**(d) Architectural Control Committee:** The Board of Directors shall form this committee annually and it shall consist of three (3) directors and/or members of the association. This committee shall meet no less frequently than monthly. All proceedings, records, and duties of this committee shall be set forth in the continuing resolutions adopted, from time to time, by the Board of Directors.

**(e) Lakes Committee:** This committee shall meet no less frequently than quarterly. The committee shall consist of three (3) directors and/or members of the association. All proceedings, records, and duties of this committee shall be set forth in the continuing resolutions adopted, from time to time, by the Board of Directors.

**SECTION 2. OTHER COMMITTEES.** The Board of Directors may form other committees (e.g. Finance, Activities, Facilities, Public Relations and Welcoming) through the adoption of continuing resolutions. Powers, proceedings, records, and duties shall be set forth in the resolutions and the committees shall consist of directors and/or members of the association.

## **ARTICLE X**

### **CONTINUING RESOLUTIONS**

**SECTION 1:** The Board of Directors may enact continuing resolutions. Such continuing resolutions may not conflict with the bylaws of this association and shall be reviewed annually by the Board of Directors.

**SECTION 2:** The Secretary of this Association shall record and make available all continuing resolutions for Board of Directors review, upon request.

## **ARTICLE XI** **BOOKS AND RECORDS**

**SECTION 1.** The following books, records and papers of the Association shall be subject to inspection at the clubhouse in presence of any officer of the Board of Director, by appointment, by any member upon written request to the Board of Directors;

- (a) Current ledgers;
- (b) Individual's own assessment billing ledger card;
- (c) Financial statements.

**SECTION 2,** The following books and records are restrictive in nature and shall not be subject to member inspection:

- (a) Delinquent lists;
- (b) Foreclosure lists;
- (c) Lien lists;
- (d) Other legal actions; and
- (e) Assessment billing ledger cards of other individuals/Association Members.

## **ARTICLE XII** **ASSESSMENTS**

**SECTION 1.** As provided in the Declaration, Article VI, Section 3 and 4, 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.

**SECTION 2.** Any assessment not paid when due shall be delinquent. Assessments which are not paid within thirty (30) days after the due date shall bear interest from the date of delinquency at a rate of six (6%) percent per annum.

**SECTION 3.** The Association may bring an action at law against the owner personally obligated to pay the same and/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.

**SECTION 4.** No owner may waive or otherwise escape liability for the assessments provided for herein because of non-use of the Common Area(s) or abandonment of his Lot.

## **ARTICLE XIII** **AMENDMENTS**

**SECTION 1.** These By-Laws may be amended at an Annual Meeting or Special Meeting of the members in good standing, by a vote of a majority of a quorum of members present in person or by proxy as per Article III, Section 4.

**SECTION 2.** Proposed amendments and supporting rationale shall be submitted in writing to the Chairman of the Board of Directors. Upon review by the Executive Committee, a recommendation of approval or disapproval with respective explanation shall be submitted to the Board of Directors. The Board of Directors will then comply with Section 1 of this Article.

**SECTION 3.** Only members in good standing may submit proposed amendments.

**SECTION 4.** In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

## **ARTICLE XIV** **MISCELLANEOUS**

**SECTION 1.** The fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December of every year.

**SECTION 2.** The General Membership list of the Association shall not be circulated outside the Association without the approval of the Board of Directors.

**SECTION 3.** Explanation of terms:

(a) General Fund shall consist of monies derived from semi-annual assessments and/or any special assessments as approved by the General Membership and/or the Board of Directors;

(b) Special Accounts, those accounts within the General Fund which are established and controlled by the Board of Directors; and

(c) Clubhouse Fund shall consist of monies derived from rentals of the facility, pool fees and any activities designated by the Board of Directors.

**SECTION 4.** The current edition of Roberts Rules of Order (revised) shall apply to meetings of the Board of Directors, and all committees, to the extent that such rules are not

inconsistent with these Bylaws and with the rules and policies expressly established by the Board of Directors.

**ARTICLE XV**  
**INDEMNIFICATION OF DIRECTORS, OFFICERS AND**  
**EMPLOYEES; INSURANCE**

**SECTION 1. PROCEEDINGS AGAINST ASSOCIATION AGENTS:** The association shall have power to indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the association) by reason of the fact that the person is or was a Board of Directors member, officer, employee, Committee member or agent of the Association. The indemnification shall be against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred in connection with such action, suit or proceeding. Association shall have the power to indemnify the Board of Directors member, officer, employee, Committee member or agent of the Association, only if (s)he acted in good faith and in a manner (s)he reasonably believed to be in or not opposed to the best interests of the Association or its members, and with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful.

**SECTION 2. PROCEEDINGS BY OR IN THE RIGHT OF THE ASSOCIATION:** The Association shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of, the Association to procure a judgment in its favor by reason of the fact that the person is or was a Director, employee, or agent of the Association. The indemnification shall be against expenses (including attorney's fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit. The Association shall indemnify any person only if that person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Association or its members. However, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of a duty to the Association unless, and only the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case,

such person is fairly and reasonable entitled to indemnity for such expenses which such court shall deem proper.

**SECTION 3. CORPORATE AGENT SUCCESSFUL IN PROCEEDING:** To the extent that a person referred to above, or in defense of any claim, issue, or matter therein, that person shall be indemnified against expenses (including attorney's fees) actually and reasonable incurred.

**SECTION 4. EXPENSES PAYABLE IN ADVANCE:** Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit, or proceeding, as authorized in the Michigan Nonprofit Association Act, upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount, if it is ultimately determined that the person is not entitled to be indemnified by the Association.

**SECTION 5. RIGHTS NOT EXCLUSIVE:** Further provisions may be made to indemnify directors or officers in any action, suit, or proceeding, whether contained in the articles, bylaws, a resolution of the Board of Directors, an agreement or otherwise, so long as such provisions are not in conflict with the Michigan Nonprofit Association Act. Moreover, the indemnification provided herein continues as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

**SECTION 6. LIABILITY INSURANCE:** The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Association against any liability asserted against that person and incurred by that person in such capacity or arising out of that person's status as such, whether or not the Association would have power to indemnify that person against liability pursuant to the Michigan Nonprofit Act.