

**BYLAWS  
OF  
ENGLISH MEADOWS RESIDENTIAL PROPERTY OWNERS ASSOCIATION**

February 18, 2003 (Adopted)  
May 14, 2018 (Revised and Adopted)

**ARTICLE I – ORGANIZATION**

**Section 1.** The name of this corporation shall be English Meadows Residential Property Owners Association.

**Section 2.** The organization may at its pleasure by a vote of the membership body change its name. A change of name pursuant to this Section shall be adopted by a majority vote of the membership and a certificate thereof shall be filed in the manner provided by law.

**ARTICLE II – PURPOSES**

**Section 1.** The following are the purposes for which this organization has been organized: to own, maintain, and govern all common areas declared and established by the Developer for the benefit of English Meadows subdivision, and any other subdivisions for which common areas are intended to be owned, maintained, and governed by the English Meadows Residential Property Owners Association and to engage in such activities as may be necessary and incidental thereto including specifically, but not by way of limitation, the financing of the corporation by dues and assessments upon the owners of any lot, or lots, in any of the said subdivisions for which common areas are established and declared to be owned, maintained, and governed by the corporation, and, for such purposes, to engage in any activity for which nonprofit corporations may be organized under the laws of the State of Michigan.

**ARTICLE III – MEMBERSHIP**

**Section 1.** Membership in this corporation shall be open to all who become members according to this Article.

**Section 2.** The corporation is organized on a membership basis. The owners of each residential lot in English Meadows subdivision for the benefit of which common areas are declared and established to be owned, maintained, or governed by the English Meadows Residential Property Owners Association, shall be members of this corporation.

**Section 3.** All members which are not delinquent in the payment of dues as defined by these Bylaws shall be members in good standing and entitled to vote at any membership meeting as provided by law and these Bylaws.

**Section 4.** The members of this corporation shall be entitled to voting rights as set forth in these Bylaws and as otherwise predicated on the number of lots owned by each of the members. There shall be one vote on the basis of each residential lot regardless of the number of persons who may be owners of such lot.

**Section 5.** There shall be three (3) classes of members which are as follows:

1. Class A members shall be those persons who own a residential lot in fee simple.
2. Class B members shall be those persons who own the equitable interest in a residential lot, such as land contract vendees.
3. Class C members shall be those persons who own only the legal title to a residential lot, such as land contract vendors.

Class A members and Class B members shall be voting members of the Corporation. Class C members shall not have any voting rights except as provided in these Bylaws.

Any Class C member or members who shall be the owner or owners of the legal title of the residential lot owned by any Class B member or members whose dues are delinquent, may pay the amount of the delinquent dues and shall then be permitted to exercise the voting rights of the said Class B members until the said Class C member or members who have paid such dues shall have been fully reimbursed by the said Class B members. Upon such reimbursement the voting rights of such Class B member or members shall be restored.

In the event that any Class B member or members shall be delinquent in any payment to any Class C member or members on any land contract, or purchase agreement, between them such Class C member shall be entitled to exercise the voting rights of such Class B member or members and the Class B member or members shall not be entitled to exercise any such voting rights until the delinquency shall have been cured.

#### **ARTICLE IV – MEETINGS**

**Section 1.** The term “meeting of this corporation” as used in these Bylaws shall mean the meeting of the members in good standing which may otherwise be referred to as meetings of the membership.

**Section 2. *Annual Meeting.*** The annual membership meeting of this corporation shall be held at a time and place determined by the Board. The secretary shall cause to be mailed to every member in good standing at his or her address as it appears in the membership roll book of this organization a notice telling the time and place of such annual meeting.

**Section 3. Regular Meetings.** Regular meetings of this organization shall be held at such times and places as determined by a majority vote of the Board of Directors.

**Section 4. Quorum.** The presence of a majority of the members in good standing shall constitute a quorum and shall be necessary to conduct the business of this organization. However, members in good standing who elect not to attend meetings automatically give their implied consent to decisions made by the majority of those present.

**Section 5. Special Meetings.** Special meetings of this organization may be called by the president when he/she deems it for the best interest of the organization. Notices of such meetings shall be mailed to all members at their addresses as they appear in the membership roll book at least thirty (30) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting, and by whom called.

At the request of a majority of the members of the Board of Directors or ten percent of the members of the organization the president shall cause a special meeting to be called but such request must be made in writing at least thirty (30) days before the requested scheduled date.

## **ARTICLE V – VOTING**

**Section 1.** At all meetings, except for the election of officers and directors, all votes shall be by voice unless a ballot is requested by members, except that for election of officers ballots shall be provided and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot.

## **ARTICLE VI – ORDER OF BUSINESS**

1. Roll call
2. Approval of the agenda
3. Approval of the minutes of the preceding meeting
4. Reports of committees
5. Reports of officers
6. Old and unfinished business
7. New business
8. Adjournments

## **ARTICLE VII – BOARD OF DIRECTORS**

**Section 1.** The business of this organization shall be managed by a Board of Directors consisting of three (3) members together with the officers of this organization. Directors, other than those who are also officers, are directors at large.

**Section 2.** The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of one (1) year each.

**Section 3.** The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

**Section 4.** A majority of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held quarterly.

**Section 5.** Each director shall have one vote and such voting may be done by proxy.

**Section 6.** The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

**Section 7.** Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year. If no majority of the members of the Board exists, such vacancies shall be filled by a majority vote of the membership.

**Section 8.** The president of the organization shall be chairperson of the Board of Directors.

**Section 9.** A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interests of the organization, for this hearing.

## **ARTICLE VIII – OFFICERS**

**Section 1.** The officers of the organization shall be as follows:

President  
Vice President  
Secretary  
Treasurer

**Section 2.** The officers shall be elected at the annual membership meeting and shall hold office for one (1) year each or until their successors are elected whichever shall last occur. A person must receive a majority of the votes cast to be elected as an officer of the corporation.

**Section 3.** The president shall preside at all members' meetings, present at each annual meeting of the organization an annual report of the work of the organization, appoint all committees, temporary or permanent, see that all books, reports and certificates as required by law are properly kept or filed, be one of the officers who may sign the checks or drafts of the organization, and have such powers as may be reasonably construed as belonging to the chief executive of any organization.

**Section 4.** The vice president shall in the event of the absence or inability of the president to exercise his or her office become acting president of the organization with all the rights, privileges and powers as if he or she had been the duly elected president.

**Section 5.** The secretary shall keep the minutes and records of the organization in appropriate books, file any certificate required by any statute, federal or state, give and serve all notices to members of the organization, be the official custodian of the records and seal of the organization, present to the membership at any meetings any communication addressed to the secretary of the organization, submit to the Board of Directors any communications which shall be addressed to the secretary of the organization, attend to all correspondences of the organization and exercise all duties incident to the office of secretary.

**Section 6.** The treasurer shall have the care and custody of all monies belonging to the organization, be solely responsible for such monies or securities of the organization and be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

**Section 7.** The treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meetings and shall exercise all duties incident to the office of Treasurer.

**Section 8.** A person may hold two (2) or more offices and may execute instruments in each and both of said capacities unless otherwise required by law or the Articles of Incorporation.

**Section 9.** No officer or director shall for reason of the office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as director or officer.

#### **ARTICLE IX – DUES**

**Section 1.** The dues of this organization shall be as set by the Board of Directors.

## **ARTICLE X – AMENDMENTS**

**Section 1.** These Bylaws may be altered, amended, repealed, or added to by an affirmative vote of not less than a majority of the members.

## **ARTICLE XI – SPECIAL PROVISIONS: VACANCIES AND RE-ELECTION**

**Section 1.** The Provisions of Article XI are attached and incorporated by reference.