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Lisa Brown, Clerk/Register of Deeds

**AMENDED AND RESTATED BYLAWS OF
DUNBAR OAKS SUBDIVISION ASSOCIATION, INC.**

ARTICLE I: PURPOSE

This corporation is a Michigan non-profit entity, as it does not contemplate pecuniary gain or profit to the members of the corporation. The purposes for which it is formed are as follows:

To provide an entity to administer the affairs of DUNBAR OAKS NO. 1 SUBDIVISION and DUNBAR OAKS NO. 2 SUBDIVISION, a part of the Northeast ¼ of Section 8, Town 1 North, Range 9 East, of the City of Farmington Hills, Oakland County, State of Michigan, and within this purpose to:

- (a) Maintain, preserve, regulate, improve and beautify the open space and/or park areas serving said subdivisions;
- (b) Promote the health, safety, and welfare of owners of residential lots within said subdivision;
- (c) Enforce any and all building and use restrictions, conditions, reservations, powers, and charges applicable to said subdivision;
- (d) Uphold and enforce any existing open space agreement;
- (e) Fix assessments to be levied against the residential lots within said subdivision; and
- (f) Do any other things that will promote the common benefit and enjoyment of the residents of said subdivision.

13-08-217-000-ent
lots 1-70 Dunbar Oaks No. 1
13-08-218-000-ent
lots 71-84 Dunbar Oaks No. 2

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ARTICLE II: MEMBERSHIP, VOTING AND DUES

SECTION 1. MEMBERS

Each lot owner in DUNBAR OAKS NO. 1 SUBDIVISION and DUNBAR OAKS NO. 2 SUBDIVISION shall be a member of the association and no other person or entity shall be entitled to membership. A lot owner shall be defined as the owner of record as of January 1 of each year from and after the date of incorporation

SECTION 2. JOINT OWNERS

For purposes of voting according to these Bylaws, there shall be one vote per lot. If a lot is owned jointly by more than one member, the joint owners must determine which of the joint owners will cast the vote for their lot. Only one vote will be eligible to be counted per lot. If two or more votes are cast for a lot that is owned by more than one member, only one vote will be counted as determined by the board of directors in its discretion, unless the members of the jointly owned lot provide explicit instruction to the board as to which vote should be counted prior to the vote. Only lot owners who are members in good standing shall be entitled to a vote.

SECTION 3. VOTING

Votes of the membership may be cast in person or by proxy. Proxies must be delivered in writing to the association's secretary at least 5 days prior to an annual or special meeting of the membership. Proxies can be delivered to the secretary by email to an email address designated by the secretary, by regular mail, or by hand delivery to an address designated by the secretary. A proxy is valid only for the specific meeting for which it is delivered to the secretary. A new proxy must be delivered for each meeting for which a proxy is intended to be used.

SECTION 4. DUES

The association shall assess annual dues on each lot in the Dunbar Oaks Subdivision. Annual dues shall be paid by lot owners to the association in an amount to be set by the board of directors at a regular meeting of the board occurring prior to the annual meeting of the association. The dues amount set by the board of directors shall be ratified by a vote of 66.6% of the members who have a right to vote and are present in person or by proxy at the annual meeting. A minimum of Four Hundred and Fifty Dollars (\$450.00) of the annual dues assessment shall be earmarked for the Dunbar Oaks Maintenance Fund.

ARTICLE III: MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

All meetings of the members shall be held at a reasonably convenient location within the City of Farmington Hills, Michigan, pursuant to a resolution adopted by the board of directors.

SECTION 2. ANNUAL MEETINGS

The annual meeting of the association shall be held each year on the second Tuesday of June or such earlier date as determined by the board of directors. At the annual meeting, the members shall elect a board of directors in accordance with the requirements of Article IV of these bylaws. The members also may transact such other business of the association as may properly come before them. If for any reason the annual meeting is not held pursuant to this Section, then such meeting may be called and held as a special meeting and subject to the notice requirements for a special meeting set forth in this Article 3.

SECTION 3. SPECIAL MEETINGS

Special meetings of the members may be called by resolution of the board of directors, or by members of the association holding at least 40 percent of the votes. If the special meeting is called by members of the association, a petition showing the signatures of the requisite percentage of members and the agenda for the special meeting must be presented to the secretary of the board of directors who shall then schedule the meeting and notify the membership of the special meeting to be held within 30 days of being presented with the members' petition. Only business listed in the notice for the special meeting may be transacted at the special meeting, upon the vote of the majority of members present with a right to vote at the special meeting, provided a quorum is present.

SECTION 4. NOTICES OF MEETINGS

Notices of meetings, annual or special, shall be given in writing to members entitled to vote at the meeting by the secretary or, if there be no such officer, or in the case of his or her neglect or refusal, by any director. Such notices shall be given either personally or by first-class mail or other means of written communication as directed by each member, addressed to the member at the address such member has indicated to the secretary for the purpose of notice. Notice shall be given not less than ten (10) nor more than thirty (30) days before the date of the meeting.

Such notice shall state the place, date, and hour of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and that no other business may be transacted, or (2) in the case of an annual meeting, those matters which the board at the time of the mailing of the notice, intends to present for action by the members, but, subject to the provisions of Section 6 of this Article, any proper matter may be presented at the annual meeting for such action. The notice of any meeting at which directors are to be elected shall include the names of the nominees which, at the time of the notice, the board of directors intends to present for election. Notice of any adjourned meeting need not be given unless a meeting is adjourned for forty-five (45) days or more from the date set for the original meeting.

SECTION 5. QUORUM

Thirty (30%) percent of the members with a vote (one vote per subdivision lot), represented in person or by proxy, shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of the majority of members represented at the meeting and entitled to vote on any matter shall be the act of the membership, unless the vote of a greater number is required by law and except as provided in the following paragraphs of this section.

The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action is approved by at least a majority of the members required to constitute a quorum. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the members represented either in person or by proxy, but no other business may be transacted except as provided in the foregoing provisions of this section. Any meeting adjourned for lack of a quorum shall be rescheduled for a date within 30 days of the original meeting date and re-noticed to the members within 48 hours of the adjournment.

SECTION 6: ORDER OF BUSINESS

The order of business at all regular meetings of the members shall be as follows:

- (a) Roll call;
- (b) Reading of notice and proof of mailing;
- (c) Reading or written presentation of minutes of last preceding meeting;
- (d) Reports of officers;
- (e) Election of directors;
- (f) Transaction of other business set forth in the meeting notice; and
- (g) New business.

ARTICLE IV. BOARD OF DIRECTORS

SECTION I. POWERS

Subject to any limitations in the Articles of Incorporation and to the provisions of the corporation's code, the business and affairs of the association shall be managed, and all corporate powers shall be exercised by, or under the direction of, the board of directors.

In addition to the duties imposed by these bylaws or by resolutions of the membership, the board of directors shall be responsible for the care, upkeep and surveillance of the open space areas and common areas of DUNBAR OAKS NO. 1 SUBDIVISION and DUNBAR OAKS NO. 2 SUBDIVISION. In this regard, the board of directors shall be responsible for the fulfillment of any matters that may relate to a Planned Unit Development Agreement with the City of Farmington Hills, dated May 2, 1977. The board of directors shall also be responsible for establishing and collecting annual assessments from the members.

SECTION 2. NUMBER

The authorized number of directors shall be up to ten (10), consisting of four (4) officers and six (6) at-large directors. In order to be eligible to serve as a director of the association, one must be a member of the association.

SECTION 3. ELECTION AND TENURE OF OFFICE

The directors shall be elected at the annual meeting of the association members and hold office for three (3) years and until their successors have been elected and qualified.

SECTION 4. VACANCIES

A vacancy on the board of directors shall exist in the case of death, resignation, or removal of any director or in case the authorized number of directors is increased, or in case the members fail to elect the full authorized number of directors at any annual or special meeting of the members at which any director is elected. The board of directors may declare vacant the office of a director who has been declared of unsound mind by an order of court or who has been convicted of a felony.

Except for a vacancy created by the removal of a director, vacancies on the board of directors may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice complying with this Article of these Bylaws, or (3) a sole remaining director. Vacancies occurring on the board by reason of the removal of directors may be filled only by approval of the members. Each director so elected to fill a vacancy shall hold office until the next annual meeting of the members and until his or her successor has been elected and qualified.

The members may elect a director at any time to fill a vacancy not filled by the directors. Any such election by written consent other than to fill a vacancy created by the removal of a director requires the consent of a majority of the members entitled to vote.

Any director may resign effective upon giving written notice to the chairperson of the board of directors, the president, the secretary or to the board of directors unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a later time, a successor may be elected to take office when the resignation becomes effective. Any reduction of the authorized number of directors does not remove any director prior to the expiration of such director's term in office.

SECTION 5. REMOVAL

At a duly called special meeting, any or all of the directors may be removed without cause if such removal is approved by a majority of the outstanding voting members, subject to the provisions of the corporation's code. Any director whose removal has been proposed by members shall be given an opportunity to be heard at the meeting.

The Circuit Court of Oakland County, Michigan, on the suit of members holding at least ten (10%) percent of the number of outstanding memberships, can remove from office any director in case of fraudulent or dishonest acts or gross abuse of authority or discretion with reference to the association and may bar from re-election any director so removed for a period prescribed by the court. The association shall be made a party to such action.

SECTION 6. PLACE OF MEETINGS

Meetings of the board of directors shall be held at such time and place as shall be determined from time to time by a majority of the directors. Meetings of the board may be held through the use of conference telephone, electronically by email communication, by skype, or other similar communications methods as the board of directors may designate and so long as each director has the ability to engage in such alternative means of communication.

SECTION 7. REGULAR AND SPECIAL DIRECTORS' MEETINGS

At least four (4) regular meetings shall be held of the board of directors in each calendar year. Notice of the dates and times of these regular meetings shall be provided by the secretary as determined by the board.

Special meetings of the board of directors may be called by the president of the board, vice president, secretary, or any two directors. Special meetings of the board of directors shall be held upon seven (7) days' written notice by mail, or forty-eight (48) hours' notice delivered personally, by telephone, or by email. The notice should provide the place or manner and date and time of the meeting and provide the purpose for the meeting.

If any meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place shall be given before the time of the resumed meeting to all directors who were not present at the time of adjournment of the original meeting.

SECTION 8. QUORUM AND BOARD ACTION

A quorum for all meetings of the board of directors shall consist of a majority of the sitting board.

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board, subject to the provisions of the corporation's code. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

A majority of the directors present at a meeting may adjourn any meeting to another time and place, whether or not a quorum is present at the meeting.

SECTION 9. WAIVER OF NOTICE

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though undertaken at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waivers of notice or consents need not specify the purpose of the meeting.

SECTION 10. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the board may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be delivered to the secretary and filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as a unanimous vote of the directors.

SECTION 11. COMPENSATION

No salary or compensation shall be paid directors for their services.

ARTICLE V: OFFICERS

SECTION 1. OFFICERS

The officers of the association shall be a president, a vice president, a secretary, and a treasurer. The association also may have such other officers with such titles and duties as shall be determined by the board of directors. Any number of offices may be held by the same person.

SECTION 2. ELECTION

All officers of the corporation shall be chosen by, and serve at the pleasure of, the board of directors and shall hold office for one year.

SECTION 3. REMOVAL AND RESIGNATION

An officer may be removed at any time, either with or without cause, by the board. An officer may resign at any time upon written notice to the association, given to the board, the president, or the secretary of the association. Any such resignation shall take effect at the date of receipt of such notice or at any other time specified therein.

SECTION 4. PRESIDENT

The president shall be the chief executive officer and general manager of the association and shall, subject to the direction and control of the board of directors, have general supervision, direction, and control of the business and affairs of the association. He or she shall preside at all meetings of the members and directors and be an ex officio member of all the standing committees and shall have the general powers and duties of management usually vested in the office of president of a corporation and shall have such other powers and duties as may from time to time be prescribed by the board of directors or these bylaws, including the power to appoint committees from among the members.

SECTION 5. VICE PRESIDENT

In the absence or disability of the president, the vice president shall perform all the duties of the president and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the president. The vice president shall have such other powers and perform such other duties as may from time to time be prescribed by the board of directors or these bylaws.

SECTION 6. SECRETARY

The secretary shall keep a book of minutes of all meetings of directors and members. The minutes shall state the time and place of holding of all meetings; whether regular or special, and if special, how called or authorized; the notice thereof given or the waivers of notice received; the names of those present at directors' meetings; the number of members present or represented at association meetings; and an account of the proceedings thereof.

The secretary shall give, or cause to be given, notice of all meetings of the association and directors required to be given by law or by the provisions of these bylaws.

The secretary shall have such other powers and perform such other duties as may from time to time be prescribed by the board or these bylaws.

SECTION 7. TREASURER

The treasurer shall be the chief financial officer of the association and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the association. The treasurer shall deposit monies and other valuables in the name and to the credit of the association with such depositories as may be designated by the board of directors. He or she shall disburse the funds of the association in payment of the just demands against the association as authorized by the board of directors upon two (2) signatures of board members (the treasurer's and one additional director's signature); shall render to the president and the directors, whenever they request it, an account of all his or her transactions as treasurer and of the financial condition of the association; and shall have such other powers and perform such other duties as may from time to time be prescribed by the board of directors or the bylaws.

If directed to do so by the board of directors, the treasurer shall obtain a bond for his activities as treasurer of the association. Cost of the bond shall be paid for from association funds.

SECTION 8. COMPENSATION

The officers shall not receive compensation for their services.

ARTICLE VI: ASSOCIATION RECORDS AND REPORTS

SECTION 1. INSPECTION BY MEMBERS

The accounting books and records of the association and the minutes of proceedings of the association and the board and committees of the board shall be open to inspection upon the written request to any board member of the association by a member, at such reasonable time convenient to the treasurer, secretary, or such other board member in possession of such books and records.

SECTION 2. INSPECTION BY DIRECTORS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind.

SECTION 3. CONTRACTS, ETC.

The board of directors, except as otherwise provided by the bylaws, shall authorize at least two (2) officers to enter into any contract or execute any instrument in the name and on behalf of the association. Contracts or instruments signed by less than two (2) officers shall be considered invalid. Such signature authority must be confined to specific instances. Unless so authorized by the board of directors, no officer or agent shall have any power or authority to bind the association by any contract, or to pledge its credit, or to render it liable for any purpose or to any amount.

ARTICLE VII: LIMITED LIABILITY OF DIRECTORS AND OFFICERS

The directors and officers of the association are volunteers and, as such, shall have no personal liability for monetary damages based on claims of breach of fiduciary duties. In addition, the directors and officers shall be indemnified by the association to the fullest extent permitted by law for actions taken within the scope of their duties as directors and officers.

ARTICLE VIII: AMENDMENT OF BYLAWS

Bylaws may be adopted, amended or repealed by the affirmative for or by the written consent of a majority of the voting members of the association.

ARTICLE IX: OBLIGATIONS OF MEMBERS

SECTION 1. PAYMENT OF DUES

Every member is obligated to pay the annual dues assessment levied by the association against the subdivision lot owned by the member to meet all project communal expenses, which may include expenses of administration as well as expenses for upkeep and maintenance of the open space areas. It shall be the duty of the treasurer to send to each member a statement of dues on or before March 31 of each year. Dues of the association shall be payable by the members on or before July 1 of each year. In order to be a member in good standing, annual due payments must be paid current. A lot owner in default shall not be entitled to vote at any meeting of the association so long as the default continues.

SECTION 2. LIENS

All dues assessed against members shall become a lien upon the property of members in accordance with the restrictions on July 1 of each year. The association may enforce collection of delinquent dues by suit at law for a money judgment, or by foreclosure of the lien securing payment. In an action for foreclosure a receiver may be appointed to collect a reasonable rental for the premises from the lot owner thereof. The expenses incurred in collecting unpaid assessments including interest, costs, and attorney fees shall be chargeable to the lot owner in default and shall also become a lien upon the property.

SECTION 3. COMMUNAL PROPERTY

The open space and park areas are for the common use of all members of the association. For the mutual benefit and enjoyment of all members, members shall refrain from loud or obnoxious behavior in the open space areas. Personal property such as picnic tables, charcoal grills, tents and the like shall not be allowed to remain in or upon open space areas.

ARTICLE X: REPORT TO MORTGAGEES

The association shall, at the request of the member or at the request of a mortgagee of a member's property, report any unpaid assessments due from the owner of such property.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the board of directors of the corporation on the date set forth below.

Martha J. Grier
Secretary
11-13-19
Date

Acknowledged before me this 24th day of Septemeber, 2021 by Janet Holm, the President and Authorized Agent of Dunbar Oaks Subdivision Association, a Michigan non-profit corporation, on behalf of the corporation.

DUNBAR OAKS SUB. ASSOC.
PRESIDENT

Janet Holm
JANET HOLM
PRESIDENT and AUTHORIZED
AGENT

Prepared By and after recording return to:
Janet Holm
28835 W King William Dr
Farmington Hills, MI 48331

Angela Nicole Reive

Notary Public
Oakland County, MI

My Commission expires : 3-3-2025

Acting in Oakland County

