



2018 BALLOT & PROXY

Name: _____

Address: _____

Lot No.: _____

Signature: _____

MOTIONS

Motions made from the floor that are recommended by the board. (Board recommends 'Vote For'.)

- Vote For
- Vote Against

BY-LAW REVISIONS

The board recommends 'Vote For' the By-Law revisions.

- Vote For
- Vote Against

ARTICLE I. Name and Location. The name of the corporation is SMOKLER TRUESDELL ASSOCIATION, hereinafter referred to as the "Association". Contact the Association at P.O. Box 87066, Canton MI, 48187. Meetings of members and directors may be held at such places within the State of Michigan as may be designated by the Board of Directors.

ARTICLE II, section 1. Definitions. "Developer" shall mean and refer to BERT L. SMOKLER & COMPANY a Michigan corporation, its respective successors assigns heirs and personal representatives, but from and after the recordation of the Plat for Smokler Truesdell Subdivision and the Declaration of Covenants and Restrictions, Huntley Homes, INC, shall be deemed the Developer. Since completion of the subdivision neither developer retains any duties or rights.

ARTICLE III, section 1. Meeting of Members. Annual Meeting. Unless the Board of Directors decides otherwise each regular annual meeting of the members shall be held on the third Tuesday of November at 7:00 P.M.

ARTICLE III, section 2. Meeting of Members. 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 one-fourth (1/4) of the voting membership.

ARTICLE III, section 3. Meeting of Members. Notice of Meetings. Notice of each meeting of the members shall be given to each member entitled to vote by, or at the direction of the secretary or person authorized to call the meeting fifteen (15) business days before the meeting. Notices shall be mailed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose or notice. Notices may also be hand delivered to the lot address or provided via electronic means when the member has agreed to electronic communications. 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.

ARTICLE III, section 4. Meeting of Members. Quorum. A meeting quorum shall exist when one-tenth (1/10) of the members entitled to vote, or of proxies entitled to vote, are present. The quorum may then vote any action except if specified otherwise in the Articles of Incorporation or the Declaration. If a quorum is not present at a meeting the members are entitled to adjourn the meeting by simply announcing an adjournment at the meeting. The meeting shall be adjourned until a quorum can be present. All votes cast at meetings where a quorum is present shall be decided by a majority of the votes cast.

ARTICLE III, section 5. Meeting of Members. Proxies. At all meetings of members, each member may vote in person or by proxy. Proxies shall include all items planned to be voted on. All proxies shall be filed with the secretary. Proxies may be submitted in writing or electronically. The secretary shall determine the eligibility to vote. Every proxy shall be revocable, and shall automatically cease upon conveyance by the member of his/her Lot. Proxies shall be tabulated and voted by an individual selected by the board.

ARTICLE IV, section 1. Board of Directors. Number. The affairs of this Association shall be managed by a Board of nine (9) directors five (5) of whom need to be members of the Association.

ARTICLE IV, section 2. Board of Directors. Term of Office. Board members shall be elected for a three (3) year term. Each year the members shall elect three directors. The board may from time to time, at their discretion, designate three directors for a term of one year, three directors for a term of two years, and three directors for a term of three years to reestablish the election cycle.

ARTICLE IV, section 4. Board of Directors.

Compensation. No director shall receive compensation for any service he/she may render to the Association while serving in his/her capacity as a director. However, a director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties. A director may be selected to provide contract services not part of his/her board responsibilities. Any board member considered for contract services must recuse himself/herself from voting and be absent during voting.

ARTICLE IV, section 5. Board of Directors. 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 approval of a majority of directors (5). Any action so approved shall have the same effect as though taken at a meeting of the directors and read into the meeting minutes of the next regular board meeting.

ARTICLE V, section 1. Nomination and Election of Directors. Nominations. Nominations for election to the Board of Directors shall be made by a Nominating Chair. Nominations may also be made from the floor at the Annual meeting. The Nominating Chair shall be a member of the Board of Directors. The Nominating Chair shall be appointed by the Board of Directors in the first board meeting following the annual membership meeting to serve until the close of the next annual meeting. The Nominating Chair shall make as many nominations for election to the Board of Directors as he/she shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members within the constraints of Article IV, section 1.

ARTICLE VI, section 3. Meetings of Directors. 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. Board members shall not abstain from voting except members may recuse themselves for conflict of interest.

ARTICLE VII, section 2, a. Powers and Duties of Board of Directors. Duties. 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 members entitled to vote;

ARTICLE VII, section 2, f. Powers and Duties of Board of Directors. Duties. require that individuals assisting the treasurer in his/her duties per Article VIII, section 8, d, provide proof of bond;

ARTICLE VII, section 2, g. Powers and Duties of Board of Directors. Duties. cause association funds to be spent for the benefit of the association including but not limited to the common areas;

ARTICLE VIII, section 8, d. Officers and Their Duties. Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all moneys of the Association; shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; shall keep proper books of account and cause an annual review of association finances at the completion of each fiscal year except that the treasurer, individuals involved in keeping financial records or any person having banking authority shall be excluded from conducting the review; shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting; shall provide the membership a copy of the budget in writing or electronic format. The treasurer may personally perform these duties or delegate and oversee their completion.

ARTICLE XI. Assessments. As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid thirty (30) days after the due date a one-time \$25 penalty assessment shall be made. The Association then may bring any action at law deemed necessary against the Owner personally obligated to pay the same. Legal action may include securing a continuing lien or foreclosure of the lien against the property which the assessment is made. The Owner shall be responsible for all costs, interest and reasonable attorney fees of any such action. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area(s) or abandonment of his/her Lot.

ARTICLE XIII, section 1. Amendments. These By-Laws may be amended at a regular or special meeting of the members by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XIII, section 2. Amendments. In the case of any conflict between the Articles of Incorporation and these By-Laws, the By-Laws shall control; and in the case of any conflict between the Declaration and these By Laws, the By-Laws shall control.