

Lansing, Michigan

*To All To Whom These Presents Shall Come:*

*I, Richard K. Helmbrecht, Director, Michigan Department of Commerce,  
Do Hereby Certify That Articles of Incorporation of \_\_\_\_\_*

SMOKLER TRUESDELL ASSOCIATION

*were duly filed in this office on the 14th day of August, 1974,  
in conformity with Act 284, Public Acts of 1972, as amended, and Act 327, Public  
Acts of 1931, as amended.*

*In testimony whereof, I have hereunto set my  
hand and affixed the Seal of the Department,  
in the City of Lansing, this 14th day  
of August, 1974.*

*Richard K. Helmbrecht*  
Director

This document represents a faithful digital restoration of the original. Margins and pagination differ from the original.

**BY LAWS  
OF  
SMOKLER TRUESDELL ASSOCIATION  
A Non-Profit Michigan Corporation**

**ARTICLE I.**

Name and Location. The name of the corporation is SMOKLER TRUESDELL ASSOCIATION, hereinafter referred to as the "Association". The principal office of the corporation shall be located at 19400 West Ten Mile Road, Southfield, Michigan but 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.**

**DEFINITIONS**

Section 1. "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, with all the attendant duties and rights.

Section 2. "Association" shall mean and refer to SMOKLER TRUESDELL ASSOCIATION, a Michigan non-profit corporation, its successors and assigns.

Section 3. "Properties" shall mean and refer to that certain real property herein before described, and such additions thereto as may hereinafter be brought within the jurisdiction or the Association.

Section 4. "Common Areas" shall mean and refer to those areas of land denoted as Blue Mountain Park, Loveland Park, and Winter Park on the recorded plat of the Properties and intended to be owned by the Association, and to be devoted to the common use and enjoyment of the Owners or the property and any improvements thereon.

Section 5. "Lot" shall mean and refer to any parcel of land shown as such upon any recorded plat of the Properties with the exception of the Common Areas herein above defined and otherwise restricted herein for residential purposes, and for the construction and occupancy thereon of a single-family dwelling in accordance herewith and shall include such dwelling.

Section 6. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot, part of the Properties, who occupies such Lot as his residence, 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, the interests of all such persons collectively shall be that of a single Owner.

Section 7. "Member" shall mean and refer to all those Owners who are members of the Association as hereinafter set forth.

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

Section 1. Annual Meetings. The first annual meeting of the members shall be held on January 2, 1975, unless the Board of Directors decides otherwise, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter at the hour at 8:00 P.M.

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) or 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 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 to the Association for the purpose or 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-tenth (1/10) of the votes of each class of 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. 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 this Association shall be managed by a Board of nine (9) directors, who need not be members of the Association, however, so long as the Class A members exceed one-third of the Class B members, the affairs of the Association shall be conducted by a Board of Directors consisting of three (3) directors .

Section 2. Term of Office. At the first annual meeting the members shall elect 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; and at each annual meeting thereafter, the members shall elect three directors for a term of three years.

Section 3. Removal. Any director may be removed from the Board with or without 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**

Section 1. Nomination. Nomination for election to the Board of Directors 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, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close or such annual meeting until the close or 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 as it 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.

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 Declarations. 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 monthly, without notice, at such place and hour as may be fixed from time to time by resolution of the Board.

Should said meeting fall upon a legal holiday, then that 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 the president of the Association, or by any two directors, 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.**

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

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area(s) and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.

(b) suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(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 to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary and to prescribe their duties.

(f) execute and record evidence of any member's delinquency and the fact of the Association's lien with the appropriate Register of Deeds office, and designate any officer of the Association to execute and acknowledge such instrument.

Section 2. Duties. It shall be the duty of the Board of Directors 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) foreclose the 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;
  - i. 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;
  - ii. procure and maintain adequate liability and hazard insurance on property owned by the Association;
  - iii. cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
  - iv. cause the Common Area(s) to be maintained;
  - v. cause the exterior of the dwellings to be maintained.

## **ARTICLE VIII.**

### **OFFICERS AND THEIR DUTIES**

**Section 1. Enumeration of Officers.** The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, 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 the first meeting of the Board of Directors following each annual meeting of the members

**Section 3. Term.** The officers of this Association shall be elected annually by the Board, 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 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 officers may be removed from office with or without cause by the Board. Any officer may resign at any time, giving written notice to the Board, the president 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 may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of

the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person: No person shall simultaneously hold more than one of any of the other 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; 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 checks and 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 or him by the Board.

Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the board and of the members; keep the corporate seal of the Association, and affix it on all papers requiring said seal; serve notice of meetings or 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 moneys of the Association, and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of each to the members.

**ARTICLE IX.**

**COMMITTEES**

The Board of Directors shall appoint such committees as deemed appropriate in carrying out its purpose.

**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.**

**ASSESSMENTS**

As more fully provided in the Declaration, 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 from the date of delinquency at the rate of six (6%) percent per annum and the 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 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 non-use of the Common Area(s) or abandonment of his Lot.

**ARTICLE XII.**

**CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words: SMOKLER TRUESDELL ASSOCIATION.

**ARTICLE XIII.**

**AMENDMENTS**

Section 1. These By-Laws may be amended at a regular or special meeting of the Class A members by a vote of a majority of a quorum of members present in person or by proxy.

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.

**ARTICLE XIV.**

**EXTERIOR MAINTENANCE**

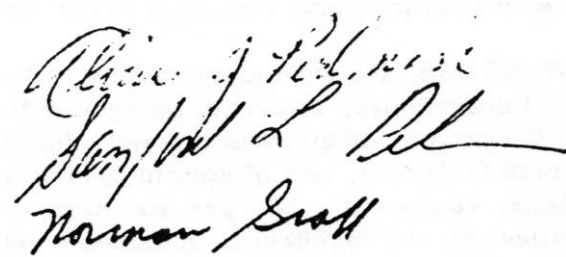
In the event an Owner of any Lot in the Properties shall fail to maintain the premises and the improvements situated thereon in a manner satisfactory to the Board of Directors, the Association, after approval by two-thirds (2/3) vote of the Board of Directors, shall have the right through its agents and employees, to enter upon said parcel and to repair maintain and restore the Lot and the exterior of the buildings and any other improvements erected thereon. The cost of such exterior maintenance shall be added to and become part of the assessment to which such Lot is subject.



**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 of SMOKLER TRUESDELL ASSOCIATION, have hereunto set our hands this 14<sup>th</sup> day of August, 1974.



Norman Scott