



**Proposed
By-Laws**
Updated on
February 21, 2018

**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". 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.

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. Since completion of the subdivision neither developer retains any duties or 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. Unless the Board of Directors decides otherwise each regular annual meeting of the members shall be held on the second Tuesday of November at 7:00 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 one-fourth (1/4) of the voting membership.

Section 3. 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.

Section 4. 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.

Section 5. 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.
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 five (5) of whom need to be members of the Association.

Section 2. 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.

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/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.

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 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.

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. 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.

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. Board members shall not abstain from voting except members may recuse themselves for conflict of interest.

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 members 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;

(d) 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;

(e) procure and maintain adequate liability and hazard insurance on property owned by the Association;

(f) require that individuals assisting the treasurer in his/her duties per Article VIII, section 8, d, provide proof of bond;

(g) cause association funds to be spent for the benefit of the association including but not limited to the common areas;

(h) 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; 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 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 thirty (30) days after the due date a penalty of 20% of the dues assessment shall be applied 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/her 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 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 By-Laws shall control; and in the case of any conflict between the Declaration and these By Laws, the By-Laws 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

_____ day of _____, _____.

Michael Cappuccitti President	Ruthann Bruce Vice President
Roxanne Henke Secretary	Robert Fortune Treasurer
John Kouchoukos Parks Chairman	Robert Birch Trustee
Jake Brasseur Trustee	Jeffery Hall Trustee
Ryan Miner Trustee	

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