

KIMBERLEY NORTH IMPROVEMENT ASSOCIATION

BY-LAWS

ARTICLE I.

NAME AND ORGANIZATION

Section 1: This Corporation shall be organized as a non-profit Corporation under the provisions of Act 327 of the Public Acts of 1931, as amended, of the State of Michigan.

Section 2: The name of the Corporation is Kimberley North Improvement Association, herein called "The Association".

ARTICLE II.

PURPOSES

The Association may exercise any or all the following powers in the discretion of the Board of Directors:

1. All of the powers of the Lot Owners Association as described and set forth in the declarations of restrictions applicable to Kimberley North Subdivision No. 1 dated March 2, 1962, and recorded in Liber 4279, Pages 581 to 587 of the Oakland County Records; to Kimberley North Subdivision No. 2 dated January 21, 1963, and recorded in Liber 4391, Pages 579 to 585 of the Oakland County Records; to Kimberley North Subdivision No. 3 dated August 1, 1963, and recorded in Liber 4459, Page 67 of the Oakland County Records.
2. Improve and maintain roadways of said Kimberley North Subdivisions; plant trees and shrubbery therein and care for the same; collect and dispose of garbage, ashes and rubbish; employ night watchmen; care for vacant property; remove grass or weeds; construct, purchase, maintain or operate any community service and to do any other things necessary or advisable in the opinion of the Board of Directors for keeping the property neat or in good order; promote the health or general welfare of the members of the Association; examine and approve or disapprove of plans for improvements to be made in said Subdivisions and enforce building restrictions, conditions, obligations, reservations, rights, powers and charges applicable to said Subdivision.
3. Carry on any activity in connection with the purposes expressed above and incident thereto and not forbidden by the laws of the State of Michigan and with all the powers conferred upon corporations by the laws of the State of Michigan.

ARTICLE III.

MEMBERSHIP

Section 1. Definition of Membership: The owners of lots in Kimberley North Subdivision No. 1, Kimberley North Subdivision No. 2 and Kimberley North Subdivision No. 3, all located in the South 1/2 of Section 35, Town 2 North, Range 9 East, West Bloomfield Township, Oakland County, Michigan, shall be members of the Association.

Section 2. Land Contract Vendees: Where any of said lots have been sold on executory land contract, the land contract vendees thereof shall be considered to be the owners and members of the Association.

Section 3. Voting Rights of Membership: Each lot in said Kimberley North Subdivisions shall be a single membership and the owners thereof shall be entitled to one vote in the various meetings of the Association.

ARTICLE IV.

FINANCES

Section 1. Maintenance Fund: Each member shall pay to the Association the annual maintenance charge, which charge shall become due and payable annually in advance on the 1st day of January in each year beginning with January 1, 1965.

The annual maintenance charge shall be Five Dollars (\$5.00) per member for the year commencing January 1, 1965, and may be adjusted from year to year after 1965 by the Association as the needs of the property may, in the judgment of the Board of Directors, require, but in no event shall the annual maintenance charge be raised above Twenty Dollars (\$20.00) per lot except by the approval and consent in writing of seventy-five per cent (75%) of the members of the Association.

Said maintenance fund shall be used for such of the purposes set forth in Article II as the Board of Directors shall determine necessary and advisable, including the expenses of operating the Association, such operating expenses including but not limited to postage, rental of meeting quarters, legal fees, filing and franchise fees and other expenses necessary or incidental to the operation of a corporation.

The annual maintenance charge shall be a lien and encumbrance on the land with respect to which the charges are made. A certificate in writing issued by the Treasurer of the Association shall be given on demand to any member liable for said charges setting forth the status of the charges. The Association shall have the power and right in its own name to take and prosecute all suits, legal, equitable or otherwise which may, in the opinion of the Board of Directors, be necessary or advisable for the collection of such charges and to take such other steps as it deems expedient to impose said lien upon said land.

Section 2. Failure to Pay Annual Maintenance Charges: Any member who shall be thirty (30) days or more in default in the payment of the annual maintenance charge shall not be in good standing and shall not be entitled to vote at any meeting of the Association nor to hold office in the Association until all such delinquencies have been paid.

ARTICLE V.

MEMBERS' MEETINGS

Section 1. Annual Meeting: The annual meeting of the Association shall be held during the month of February in each year beginning with the year 1966 on such date and time and at such place as shall be determined by the Board of Directors and specified in the notice thereof.

Section 2. Order of Business at Annual Meeting: The order of business at the annual meeting of the members shall be as follows:

- (a) Roll call.
- (b) Reading of notice and proof of mailing.
- (c) Reading of minutes of last preceding meeting.
- (d) Report of President.
- (e) Report of Secretary.
- (f) Report of Treasurer.
- (g) Election of Directors.
- (h) Transaction of other business.
- (i) Adjournment.

Provided, that, in the absence of any objection, the presiding officer may vary the order of the business at his discretion.

Section 3. Special Members' Meetings: A special meeting of the members may be called at any time by the President or by a majority of the Board of Directors or upon the written request of twenty five per cent (25%) of the members when submitted in writing to the Secretary.

Section 4. Notice of Meetings of Members: At least five (5) days prior to the date of any meeting, written notice of the time and place of such meeting shall be mailed by first class mail to each member entitled to vote at such meeting at his address shown on the records of the Association. The notice of a special meeting shall state the matters to be considered and no action may be taken on any matter not set forth in the notice of special meeting.

Section 5. Quorum: Twenty seven (27) members of the Association shall constitute a quorum for the transaction of business at any meeting of members.

Section 6. Rules of Order: Except as may be otherwise provided herein, meetings of the members and of the Board of Directors shall be governed by Roberts Rules of Order.

ARTICLE VI.

BOARD OF DIRECTORS

Section 1. Number and Terms of Directors: The business, property and affairs of the Association shall be managed by a Board of Directors composed of the President, Vice President, Secretary and Treasurer of the Association and three (3) Directors. The Board of Directors shall be elected at the organization meeting to serve until the annual meeting to be held in February of 1960. Thereafter the Board of Directors shall be elected at each annual meeting to serve until the next annual meeting or until their successors have been elected and qualified.

Section 2. Election of Directors: Not less than ninety (90) days prior to each annual meeting the President shall appoint a nominating committee to consist of three (3) members of the Association who are not on the Board of Directors. The nominating committee shall submit a list of nominations for the offices of President, Vice President, Secretary, Treasurer and Director. At least two (2) nominations shall be made for each office to be filled. The names of the nominees shall be included in the notice to the members of the annual meeting. Additional nominations may be made from the floor at the annual meeting. The members shall vote by secret ballot separately for the President, Vice President, Secretary and Treasurer and shall vote by secret ballot for the three (3) Directors to be elected. Candidates receiving the highest number of votes for a particular office shall be deemed to be elected.

Section 3. Vacancies: Vacancies on the Board of Directors shall be filled by appointment made by the remaining Directors. Each person so appointed to fill a vacancy shall serve for the remainder of the term of the Director whom he replaced.

Section 4. Action by Unanimous Written Consent: If and when the Directors shall severally or collectively consent in writing to any action to be taken by the Association, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Directors.

Section 5. Power to Appoint other Officers and Agents: The Board shall have the power to appoint such other officers and agents as the Board may deem necessary for the transaction of the business of the Association.

Section 6. Meetings of the Board of Directors: Regular meetings of the Board of Directors shall be held at such times and places as the majority of the Board of Directors may from time to time determine. Special meetings of the Board of Directors may be called at any time by the President or Secretary or by a majority of the Board of Directors. Directors shall be notified in writing of the time, place and purpose of special meetings of the Board at least three (3) days prior thereto. Any Director shall, however, be deemed to have waived such notice by his attendance at any meeting.

Section 7. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 6. Compensation: No Director or officer shall receive any salary or compensation for his services to the Association unless otherwise specially ordered by the Board of Directors or by By-Law.

ARTICLE VII.

OFFICERS

Section 1. President: The President shall be the chief executive officer of the Association. He shall preside over all meetings of the Board and of the members. He shall have general and active supervision of the business of the Association subject, however, to the right of the Board of Directors to delegate any specific power except such as may be by statute exclusively conferred upon the President, to any other officer or Director of the Association. He shall be ex officio a member of all committees.

Section 2. Vice President: In case the office of President shall become vacant by death, resignation or otherwise, or in case of the absence of the President or his disability to discharge the duties of his office, such duties shall devolve upon the Vice President who shall do and perform such other acts as the Board of Directors may, from time to time, authorize him to do.

Section 3. Secretary: The Secretary shall attend all meetings of the members and of the Board of Directors and shall preserve in books of the Corporation true minutes of the proceedings of all such meetings. He shall give all notices required by statute, by-law or resolution. He shall perform such other duties as may be delegated to him by the Board of Directors.

Section 4. Treasurer: The Treasurer shall have custody of all corporate funds and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursements. He shall deposit all moneys in the name of the Association in such depositories as may be designated for that purpose by the Board of Directors. He shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Board of Directors at the regular meetings of the Board and at the annual meeting of the members an account of all his transactions as Treasurer and of the financial condition of the Association. The Board of Directors may require the Treasurer to give bond for the faithful performance of his duties.

ARTICLE VIII.

COMMITTEES

Section 1. Standing Committees: The following standing committees shall be appointed each year by the President with the advice and consent of the Board of Directors:

1. Maintenance Committee
2. Architectural Review and Restrictions Committee
3. Auditing Committee

Section 2. Other Committees: Other committees may be authorized by the Board of Directors and appointed by the President with the advice and consent of the Board of Directors.

Section 3: Committees shall be advisory only to the Board of Directors unless specific authority to act on behalf of the Association is delegated to a Committee by the Board of Directors.

ARTICLE IX.

POLITICAL ACTIVITY

No officer, director, member of a committee or other member of this Association shall undertake any partisan or non-partisan political activity in the name of the Association and no such person shall use the Association for furtherance of any partisan or non-partisan candidate or political activity. This prohibition shall not, however, prevent the Association from representing its members before any governmental body or public official with respect to any matter having a direct bearing upon or relationship to the purposes for which this Association is formed. Political activity within the prohibition stated in this paragraph shall be grounds for the expulsion of any officer, director or committee member found guilty of such activity by the Board of Directors after a hearing upon the charges.

ARTICLE X.

AMENDMENTS

These By-Laws may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the members present and entitled to vote at any regular or special meeting of the members if notice of the proposed amendment, alteration, change, addition or repeal be contained in the notice of the meeting; provided, however, that no amendments may be made to those By-Laws which would contradict, restrict, or otherwise conflict with any of the restrictions recorded for the Subdivision included within the jurisdiction of this Association.

AMENDMENTS TO THE BY-LAWS:

Amendment 1 (to Article IV, Section 1); The immediate past president will automatically become chairman of the board for the year succeeding his elected term of office. As chairman he will have no voting power.

Amendment 2 (to Article VI, Section 2); A slate which does not include two candidates for each office may only be presented at the election if previously accepted by a majority of the board at an official board meeting.

THIRD AMENDMENT TO KIMBERLY NORTH IMPROVEMENT ASSOCIATION BYLAWS

Upon the authority contained in Article X of the Kimberly North Improvement Association Bylaws, and upon approval of a majority of the members present and qualified to vote at a duly called meeting held on June 16, 2015, the Association Bylaws of Kimberly North Improvement Association are hereby amended as follows:

The existing Article IV, Section 2 shall be replaced and superseded by the following section, which said original Section shall be of no further force and effect:

Section 2. Failure to Pay Annual Maintenance Charges: Any assessment levied hereunder against any lot which is not paid within ten (10) days after the due date (together with expenses of collection set forth below) shall bear interest from the due date at the rate of seven (7%) percent per annum and the Association may additionally charge a reasonable late fee to be determined by its Board of Directors.

In addition to constituting a lien against the lot, the maintenance assessments shall be the personal responsibility of the owner of the lot at the time the assessment is levied. The Association may bring an action at law against the owner personally obligated to pay the assessment, interest, late payment fees, and attorneys fees and costs, and/or may foreclose the lien against the lot in the same manner that real estate mortgages may be foreclosed by action under Michigan law. The expenses incurred in collecting or foreclosing upon any such delinquent assessments, including interest, costs and attorneys fees (not limited to statutory fees), shall be chargeable to the owner in default and shall be secured by the lien on their lot. The aggregate amount of the unpaid assessment, interest, late payment fees, attorney's fees and collection costs, shall also be a lien against the lot corresponding to the unpaid assessment. No owner may waive or otherwise escape liability for the assessments provided for herein.

A member in default shall not be in good standing and as such shall not be entitled to vote at any meeting of the Association so long as such default continues. Any and all costs and expenses, including attorney's fees and costs, incurred by Kimberly North Improvement Association in any action seeking to enforce the terms of the Restrictions and/or the Bylaws shall be chargeable against the Homeowner in default, their personal obligation, and shall also constitute a lien against the Homeowner's lot.

Except as amended hereby, the original Association Bylaws of Kimberly North Improvement Association shall remain in full force and effect.

KIMBERLY NORTH
IMPROVEMENT ASSOCIATION

Ronald L Toth
By: RONALD L. TOTH
Its: President

STATE OF MICHIGAN)
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COUNTY OF)

On this 13 day of August, 2015, the foregoing Third Amendment to Kimberly North Improvement Association Bylaws was acknowledged before me by Ronald L. Toth, its President.

Dawn A Eastom
Dawn A. Eastom, Notary Public
Wayne County, Michigan
My commission expires: 9-1-15
Acting in Oakland County

Drafted by:

John L. Finkelmann, Esq.
23201 Jefferson Avenue
St. Clair Shores, MI 48080

NOTARY PUBLIC
State of Michigan
DAWN A. EASTOM
My Commission Expires 9-1-15