

**BYLAWS OF
CENTRAL PARK MASTER COMMUNITY ASSOCIATION**

ARTICLE I

DEFINITIONS

Section 1. **Association.** "Association" shall mean the Central Park Master Community Association, a Michigan non-profit corporation.

Section 2. **Assessment Unit.** "Assessment Unit" shall have the same meaning as Assessment Unit as defined in Article I, Section 1, of the Declaration of Easements, Covenants, Conditions and Restrictions for the Central Park Master Community.

Section 3. **Declarant.** "Declarant" shall mean and refer to Grand/Sakwa of Shelby LLC, a Michigan limited liability company.

Section 4. **Declaration.** "Declaration" shall mean the Declaration of Easements, Covenants, Conditions and Restrictions for the Central Park Master Community.

Section 5. **Owner.** "Owner" shall have the same meaning as Owner as defined in Article I, Section 5, of the Declaration of Easements, Covenants, Conditions and Restrictions for the Central Park Master Community.

Section 6. **Owner's Associations.** "Owners Associations" shall have the same meaning as Owners Associations as defined in Article I, Section 6, of the Declaration of Easements, Covenants, Conditions and Restrictions for the Central Park Master Community.

ARTICLE II

PURPOSES

The purposes of the Association are set forth in the Articles of Incorporation of the Association.

ARTICLE III

MEMBERSHIP AND VOTING RIGHTS OF MEMBERS

Section 1. **Membership in the Association.** Membership in the Association shall be established in the manner set forth in its Articles of Incorporation.

Section 2. **Voting.** Voting by members of the Association shall be in accordance with the following provisions:

a. The presence in person or by proxy of members representing at least 35% percent in number of the Assessment Units qualified to vote shall constitute a quorum for holding a meeting of the members of the Association, except for voting on questions specifically required herein, or in the Articles of Incorporation or Bylaws of the Association, to require a greater quorum. The written vote of any person furnished at or prior to any duly called meeting at which meeting said person is not otherwise present in person or by proxy shall be counted in determining the presence of a quorum with respect to the question upon which the vote is cast.

b. Votes may be cast in person, by proxy or by a writing duly signed by the designated voting representative not present at a given meeting in person or by proxy. Proxies and any written votes must be filed with the Secretary of the Association at or before the appointed time of each meeting of the members of the Association. Cumulative voting shall not be permitted.

c. A majority, except where otherwise provided herein or in the Articles of Incorporation or Bylaws of the Association, shall consist of the votes of more than fifty (50%) percent of the Assessment Units qualified to vote and voted by members of the Association in person or by proxy (or written vote if applicable) at a given meeting of the members of the Association. A majority shall be required for all matters and shall control unless a greater percentage is specifically required herein or in the Articles of Incorporation of the Association or Declaration as to specific matters.

d. Other provisions as to voting by members, not inconsistent with the provisions herein contained, may be set forth in the Articles of Incorporation of the Association or Declaration.

Section 3. **Transfer.** The share of a member in the funds and assets of the Association cannot be separately assigned, pledged or transferred in any manner.

ARTICLE IV

MEETING OF MEMBERS

Section 1. **Meetings.** Meetings of members of the Association shall be held at the principal office of the Association or at such other suitable place convenient to the members as may be designated by the Board of Directors. Voting shall be as provided in Article III. Meetings of the Association shall be conducted in accordance with the Sturgis'Code of Parliamentary Procedure, Roberts Rules of Order or some other generally recognized manual of parliamentary procedure, when not otherwise in conflict with the Articles of Incorporation, the Bylaws of the Association, the Declaration or the law of the State of Michigan.

Section 2. **First Annual Meeting.** The first annual meeting of the members of the Association shall be held at such time as the first Board of Directors of the Association shall determine. At least fifteen (15) days written notice of the date, time and place thereof shall be given to each member. Thereafter, an annual meeting shall be held at such time and place as shall be determined by the Board of Directors.

Section 3. **Regular Meetings.** In addition to the annual meetings described in Section 2 of this Article IV, regular meetings of the members may be held at such times and places as shall be determined from time to time by the Board of Directors. Notice of regular meetings of the members shall be given to each member personally, by mail, telephone or telegraph, at least twenty (20) days prior to the date named for such meeting.

Section 4. **Special Meetings.** Special meetings of the members of the Association may be called by the President on ten (10) days notice to each member, given personally, by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting.

Section 5. **Waiver of Notice.** Before or at any meeting of the members, any member may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a member at any meeting of the members of the Association shall be deemed a waiver of notice by it of the time and place thereof. If all the members are present at any meeting of the members of the Association, no notice shall be required and any business may be transacted at such meeting.

Section 6 **Adjournment.** If, at any meeting of the members of the Association, there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice. The joinder of a member in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such member for purposes of determining a quorum and ratification by such member of any action taken or authorized at such meeting.

ARTICLE V

BOARD OF DIRECTORS

Section 1. **Number and Qualification of Directors.** The Board of Directors shall be comprised 4 members. The Board of Directors of the Association shall consist of one Director from each of the Owners' Associations. Directors shall serve without compensation.

Section 2. **Election of Directors.** Nominees for the Board of Directors shall be separated into groups for each of the Owners Associations. Members of the Association shall vote for one nominee from each of the Owners' Associations. The nominee from each of the Owners' Associations receiving the highest votes shall become a Director. Two Directors shall be elected for a term of 2 years and 2 Directors shall be elected for a term of 1 year. The 2 persons receiving the highest number of votes shall be elected for a term of 2 years and the 2 persons receiving the next highest number of votes shall be elected for a term of 1 year. . After the First Annual Meeting, the term of office (except for 2 of the Directors elected at the First Annual Meeting for one year) of each Director shall be 2 years. The Directors shall hold office until their successors have been elected and hold their first meeting.

Section 3. **Powers and Duties.** Subject to the limitations of the Articles of Incorporation or Act No. 162 of the Public Acts of 1982, as may be amended from time to time, as to action to be authorized or approved by the members, and subject to the duties of the Directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under authority of, and the business and affairs of the Association shall be controlled by, the Board of Directors, it is hereby expressly declared that the Directors shall have the following powers:

a. To select and remove all other officers, agents and employees of the Association, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the Bylaws and fix their compensation;

b. To conduct, manage and control the affairs and business of the Association, to maintain any property of the Association in Community Areas and to make such rules and regulations therefore, not inconsistent with law, with the Articles of Incorporation or the Bylaws, as they may deem best;

c. To adopt, make and use a corporate seal, and to prescribe the forms of certificates of membership, and to alter the form of such seal and of such certificates from time to time, as in their judgment they may deem best, provided such seal and such certificates shall at all times comply with the provisions of law;

d. To appoint committees and to delegate to such committees, subject to the control of the Board of Directors, any of the powers and authority of said Board except the power to adopt, amend or repeal the Bylaws;

e. To levy and collect annual assessments as provided in the Articles of Incorporation and in accordance with Article IV of the Declaration and to enforce the collection thereof; provided, however, that all special assessments shall be levied and collected only in accordance with the provisions of the Declaration;

f. To arrange and contract for landscaping, management and maintenance services and any other functions of behalf of the members of the corporation and owners of Assessment Units in the Central Park Master Community to the extent provided in the Declaration or otherwise delegated to the corporation;

g. To pay real and personal property taxes and special assessments which are or would become a lien on the property of the Association, if any;

h. To contract and pay premiums for fire, casualty, liability and other insurance, including indemnity and other bonds, on said property facilities;

i. To delegate such of its powers and duties as may be properly delegable to a professional management company;

j. To borrow money in furtherance of the purposes of the Association and to secure repayment of the same by mortgage, pledge or lien of Association properties; subject, however, to any rights of the Owners of Assessment Units to approve the same as may be required under the Declaration.

k. To lease, license, sell, convey or otherwise dispose of property of the Association in furtherance of the purposes of the Association; subject, however to any rights of the Owners of Assessment Units to approve the same as may be required under the Declaration.

l. To do all other such acts as may be required by or are consistent with the purposes of the Association, provided such are permitted by law, the Declaration, the Articles of Incorporation, and/or the Bylaws.

Section 4. **Removal.** No Director of the Association may be removed at any time by the members of this Association.

Section 5. **Meetings.** Regular meetings, special meetings, notice of meetings, quorum requirements, voting, and majority voting requirements for meetings of the Board of Directors are as described in Articles III and IV hereof for meetings of members of the Association.

Section 6. **Fidelity Bonds** The Board of Directors shall require that all officers and employees of the Association handling or responsible for Association funds furnish adequate fidelity bonds. The premiums on such bonds shall be expenses of administration and paid for by the Association.

ARTICLE VI

OFFICERS

Section 1. **Officers.** The principal officers of the Association shall be a President, who shall be a member of the Board of Directors, a Vice President, Secretary and a Treasurer. The Directors may appoint additional Vice-Presidents, an Assistant Treasurer, an Assistant Secretary, or any of them and such other officers as in their judgment may be necessary. Any two offices except that of President and Vice President may be held by one person.

Section 2. **Election.** The officers of the Association shall be elected annually by the Board of Directors at the annual meetings referenced in Article IV, Section 2 above and shall hold office at the pleasure of the Board.

Section 3. **Removal.** Upon a majority vote of the Board of Directors, any officer may be removed either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

Section 4. **President.** The President shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and of the Board of Directors. He shall have all of the general powers and duties which are usually vested in the office of the President of an association, including, but not limited to, the power to appoint committees from among the members of the Association from time to time as he may in his discretion deem appropriate to assist in the conduct of the affairs of the Association.

Section 5. **Vice President.** The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice President is able to act, the Board of Directors shall appoint some other member of the Board to so do on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

Section 6. **Secretary** The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the members of the Association; he shall have charge of the corporate seal and of such books and papers as the Board of Directors may direct; and he shall, in general, perform all duties incident to the office of the Secretary.

Section 7. **Treasurer.** The Treasurer shall have responsibility for the Association funds and securities and shall be responsible for keeping full and accurate account of all receipts and disbursements in books belonging to the Association. He shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Association, and in such depositories as may, from time to time, be designated by the Board of Directors.

Section 8. **Duties.** The officers shall have such other duties, powers and responsibilities as shall, from time to time, be authorized by the Board of Directors.

ARTICLE VII

FINANCES

Section 1. **Annual Assessment.** Annual Assessments shall be determined in accordance with the provisions of the Declaration.

Section 2. **Amount.** The amounts of all assessments shall be determined in accordance with the provisions of the Declaration.

Section 3. **Records.** The Association shall keep detailed books of account showing all expenditures and receipts incurred by or on behalf of the Association. Such accounts and all other Association records shall be open for inspection by all members and all owners of Assessment Units during reasonable working hours. The Association shall prepare and distribute to each member at least once each year a financial statement, the contents of which shall be defined by the Association. The books of account shall be audited at least annually by qualified independent auditors; provided, however, that such auditors need not be certified public accountants nor does such audit need to be a certified audit.

Section 4. **Management Agent.** The Board of Directors may, in its discretion, employ for the Association a professional management agent at reasonable compensation established by the Board to perform such duties and services as the Board shall authorize.

Section 5. **Veto.** Notwithstanding the foregoing, a majority of the Owners of Assessment Units shall have the right, at any meeting duly convened for such purpose, to exercise general control over the financial decisions of the members and directors of the Association pursuant to the terms and provisions of the Declaration.

Section 6. **Fiscal Year.** The fiscal year of the Association shall be an annual period commencing on such date as may be initially determined by the Directors. The commencement date of the fiscal year shall be subject to change by the Directors for accounting reasons or other good cause.

Section 7. **Bank.** The funds of the Association shall be deposited in such bank as may be designated by the Directors and shall be withdrawn only upon the check or order of such officers, employees or agents as are designated by resolution of the Board of Directors from time to time. Reserves and other surplus funds of the Association may be invested from time to time in savings accounts or certificates insured by the Federal Deposit Insurance Corporation or in obligations of the United States Government.

ARTICLE VIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and officer of the Association shall be indemnified by the Association against all expenses and liabilities, including actual and reasonable counsel fees and amounts paid in settlement, incurred by or imposed upon him in connection with any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except as otherwise prohibited by law; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors (with the director seeking reimbursement abstaining) approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled. At least ten days prior to payment of any indemnification which it has approved, the Association shall notify all members thereof. Further, the Board of Directors is authorized to carry officers' and directors' liability insurance covering acts of the officers and directors of the Association in such amounts as it shall deem appropriate.

ARTICLE IX

AMENDMENTS

Section 1. **General.** Amendments to these Bylaws shall be adopted only upon the affirmative vote of 75% of the Owners of the Assessment Units.

Section 2. **Proposal.** Amendments to these Bylaws may be proposed by one or more of the members of the Association whether at a meeting of members or by instrument in writing signed by it or them.

Section 3. **Meeting.** Upon any such amendment being proposed, a meeting for consideration of the same shall be duly called in accordance with the provisions of Article IV of these Bylaws.

Section 4. **When Effective.** Any amendment to these Bylaws shall become effective upon adoption of the same in accordance with Section 1 of this Article IX.

ARTICLE X

COMPLIANCE

These Bylaws are set forth to comply with the requirements of Act No. 162 of the Public Acts of Michigan of 1982, as may be amended from time to time, and with the duly recorded Declaration in the event that these Bylaws conflict with the provisions of such statute or with the provisions of the Declaration, the provisions of the statute and the Declaration shall be controlling.