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BY-LAWS  
OF  
RAMBLEWOOD ASSOCIATION

ARTICLE I

NAME AND LOCATION: The name of the corporation is RAMBLEWOOD ASSOCIATION, hereinafter referred to as the "Association." The principal office of the corporation shall be located at 24007 Telegraph Road, Southfield, Michigan 48075, but meetings of members and directors may be held at such places within the State of Michigan, County of Oakland, as may be designated by the Board of Directors.

ARTICLE II

Section 1. "Association" shall mean and refer to RAMBLEWOOD ASSOCIATION, a Michigan non-profit corporation, its successors and assigns.

Section 2. "Planned Residential Development" shall mean and refer to that certain property located in the West ½ of Section 5, City of Farmington Hills, Oakland County, Michigan known as "Ramblewood," and having been approved by the City of Farmington Hills according to the applicable ordinances and to be developed according to the approved General Plan of Development and the Agreement for Planned Residential Development as recorded in Liber 6576, pages 129 to 183 inclusive, Oakland County Records.

Section 3. "Subdivision" shall mean and refer to that certain real property described as:

RAMBLEWOOD SUBDIVISION NO. 1, being part of Section 5, City of Farmington Hills, Oakland County, Michigan

And such additions thereto as may hereafter be brought within the jurisdiction of the Association. It is contemplated that the Developer will at some future date add proposed RAMBLEWOOD SUBDIVISIONS NO. 2, NO. 3 and NO. 4 together with the Common Areas contained therein to the jurisdiction of the Association.

Section 4. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the owners as is more particularly described in Exhibit B to the Agreement for Planned Residential Development.

Section 5. "Lot" shall mean and refer to a lot as defined in the Agreement for Planned Residential Development.

Section 6. "Stock" shall mean and refer to the shares of stock of Ramblewood Association, a Michigan non-profit corporation organized on a stock basis and issued to its members in accordance with Section 5 of the Agreement for Planned Residential Development.

Section 7. "Declarant" shall mean and refer to RAMBLEWOOD DEVELOPMENT COMPANY, a Michigan Corporation, its successors and assigns, if such successors or assigns should acquire more than one undeveloped lot or undeveloped acreage parcel for multiple residential use from the Declarant for the purpose of development.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Agreement for Planned Residential Development.

### ARTICLE III

#### VOTING RIGHTS

Section 1. The Association shall issue shares of stock to its members in accordance with the terms of Section 5 of the Agreement for Planned Residential Development. Each shareholder is entitled to a number of votes equal to the number of shares of stock held by him.

Section 2. Shares of stock shall not be transferable by assignment, sale or other method of transfer but must be returned to the Association to be reissued if so required in the name of the assignee, purchaser or transferee as the case may be in accordance with the Agreement for Planned Residential Development as aforesaid. The Board of Directors shall cause complete records to be kept on a current basis of the ownership of issued shares of stock, the number of votes attributable thereto, and all transfers or assignments. Each share of stock shall contain thereon a restriction provision to accomplish the terms of this section.

### ARTICLE IV

#### MEETING OF MEMBERS

Section 1. Annual Meetings – The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, 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 of eight o'clock P.M.

If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

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 fifty votes or more according to the official records of the Association.

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 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 of notice. Each member shall register his address with the secretary, and notices of meetings shall be mailed to him at such address. 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 the total membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Agreement for Planned Residential Development, 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, acreage parcel, or condominium unit as the case may be.

## ARTICLE V

### BOARD OF DIRECTORS

Section 1. Number – The affairs of this Association shall be managed by a Board of not less than three (3) members nor more than six (6) members. The first Board of Directors shall be appointed by the Declarant and serve a term of three (3) years. Thereafter the Board of Directors shall be elected by the membership.

Section 2. Term of Office – At the third annual meeting the members shall elect not less than three directors for a term of three years, and the balance of the Directors, if any, shall be elected for two year terms.

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. Vacancies – Vacancies in the Board of Directors shall be filled by the majority of the remaining directors, any such appointed director to hold office until his successor is elected by the members, who may make such election at the next annual meeting of the members or at any special meeting duly called for that purpose.

Section 5. 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 6. 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 of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

## ARTICLE VI

### NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination – Nomination for election to the Board of Directors shall be made by a Nomination 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 of such annual meeting until the close of 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 Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## ARTICLE VII

### 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 or any officer 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 VIII

### POWERS AND DUTIES OF THE 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 and limited use recreational facilities so designated by the Declarant, 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 Common Area or limited use 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 30 days for infraction of the published rules and regulations;

(c) Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not specifically reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Agreement for Planned Residential Development;

(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, independent contractors, and professionals and such other employees as they deem necessary, and to prescribe their duties.

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 a duly called special meeting when such statement is requested and to keep a current record of shareholders in accordance with Section 2 of Article III hereof;

(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 Agreement for Planned Residential Development to:

(1) Determine prior to November 1<sup>st</sup> of each year the total amount to be raised by the annual assessment charge and/or additional annual charge for the next succeeding year to cover all expenses relative to the Common Area and/or limited use recreational facilities as the case may be.

(2) Send written notice of each assessment to every member subject thereto at least thirty (30) days in advance of each annual assessment period; and

(3) Collect all assessments and foreclose the lien, if necessary, against any property for which assessments are not paid or 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) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(g) Cause the Common Area to be improved, maintained, and preserved, as is more fully defined in the Agreement for Planned Residential Development;

(h) Cause the terms and conditions of use by members of the limited use recreational facilities.

(i) To exercise for the Association all powers, duties and authority vested in or delegated to the Association.

## ARTICLE IX

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices – 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 and shall be by majority vote of the directors.

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 officer 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 herein, 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 of 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 of 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 or management agent duly appointed by the Board of Directors shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed resolution of the Board of Directors; provided however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board; shall sign all checks and promissory notes of the Association, provided same shall also be signed by the president or vice-president; keep proper books of account; cause an annual audit of the Association books to be made by a certified public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE X

COMMITTEES

The Association shall appoint a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE XI

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, but subject to inspection by any member. The Agreement for Planned Residential Development, 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 XII

PROXIES

Section 1. At all corporate meetings of members, each member may vote in person or by proxy.

Section 2. All proxies shall be in writing and filed with the secretary. No proxy shall extend beyond a period of eleven (11) months, and every proxy shall automatically cease upon sale by the member of his lot.

ARTICLE XIII

INDEMNITY

To the full extent permitted by law, the Corporation shall indemnify each person made or threatened to be made a party to any civil or criminal action or proceeding by reason of the fact he, or his testator or intestate, is or was a director, officer or managerial employee of the Corporation unless such person is finally adjudged to be liable for gross negligence or acted in bad faith in the performance of his duties.

ARTICLE XIV

CORPORATE SEAL

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

ARTICLE XV

AMENDMENTS

Section 1. These By-Laws may be amended, at a regular meeting of the members, by a vote of two-thirds of the members in person or by proxy, provided that those provisions of these By-Laws, which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in

fact governed by the Agreement for Planned Residential Development may not be amended except as provided in such Agreement.

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 Agreement for Planned Residential Development and these By-Laws, the Agreement for Planned Residential Development shall control.

ARTICLE XVI

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the thirty-first 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 the RAMBLEWOOD ASSOCIATION, have hereunto set our hands this 21<sup>st</sup> day of October, 1976.

*Melville*

MELVIN B. ROSENHAUS

*Norman J. Cohen*

NORMAN J. COHEN

*Gordon V. Garlick*

GORDON V. GARLICK