

**GOLF HIGHLANDS HOMEOWNERS ASSOCIATION**  
**BYLAWS**

**ARTICLE I**  
**DEFINITIONS**

All capitalized terms not defined in these Bylaws shall have the meaning set forth in the Declaration of Covenants, Conditions, and Restrictions Golf Highlands No. 1 dated February 19, 2003 and recorded in Liber 206526 Page 268, Oakland County Records, as the same may be amended from time to time (the "Declaration").

**ARTICLE II**  
**MEMBERSHIP**

Membership in the Association is governed by Article III of the Declaration.

**ARTICLE III**  
**VOTING**

**Section 1. Eligibility to Vote; Voting Rights.** Eligibility to vote and voting rights shall be as provided in Article III of the Declaration.

**Section 2. Quorum.** Except as provided in the Declaration for the first meeting, the presence in person or by proxy of 50% of the Lot Owners qualified to vote shall constitute a quorum for holding a meeting of the members of the Association, except for voting on questions specifically required by the Declaration, Articles of Incorporation or these Bylaws 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.

**Section 3. Voting.** Votes may be cast only in person or by a writing duly signed by the Lot Owner entitled to vote 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.

**Section 4. Majority.** A majority, except where otherwise provided herein, shall consist of more than 50% of those qualified to vote and present in person or by proxy (or written vote, if applicable) at a given meeting of the members of the Association. Whenever provided specifically herein, a majority may be required to exceed the simple majority hereinabove set forth.

**ARTICLE IV**  
**MEETINGS**

**Section 1. Place of Meeting.** Meetings of the Association shall be held at the principal office of the Association or at such other suitable place convenient to the Lot Owners as may be designated by the Board of Directors. Meetings of the Association shall be conducted in accordance with 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 Declaration or the laws of the State of Michigan.

**Section 2. First Annual Meeting.** The First Annual Meeting of members of the Association may be convened only by the Declarant and may be called at any time after more than fifty (50%) percent of the total number of Lots that may be created in the Subdivision have been sold. In no event, however, shall such meeting be called later than thirty (30) days after the conveyance of legal or equitable title to non-developer Lot Owners of one hundred (100%) percent of the total number of Lots that may be created in the Subdivision. Declarant may call meetings of members for informative or other appropriate purposes prior to the First Annual Meeting of members and no such meeting shall be construed as the First Annual Meeting of members. The date, time and place of such meeting shall be set by the Board of Directors, and at least ten (10) days' written notice thereof shall be given to each Lot Owner.

**Section 3. Annual Meetings.** Annual meetings of members of the Association shall be held on a date chosen by the Board of Directors of the Association in each succeeding year after the year in which the First Annual Meeting is held, at such time and place as shall be determined by the Board of Directors; provided, however, that the second annual meeting shall not be held sooner than eight (8) months after the date of the First Annual Meeting. At such meetings there shall be elected by ballot of the Lot Owners a Board of Directors in accordance with the requirements of Article V of these By-Laws. The Lot Owners may also transact at annual meetings such other business of the Association as may properly come before them.

**Section 4. Special Meetings.** It shall be the duty of the President to call a special meeting of the Lot Owners as directed by resolution of the Board of Directors or upon a petition signed by one third (1/3) of the Lot Owners presented to the Secretary of the Association. Notice of any special meeting shall state the time and place of such meeting and the purposes thereof. No business shall be transacted at a special meeting except as stated in the notice.

**Section 5. Notice of Meetings.** It shall be the duty of the Secretary (or other Association officer in the Secretary's absence) to serve a notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, upon each Lot Owner of record, at least twenty (20) days but not more than sixty (60) days prior to such meeting. The mailing, postage prepaid, of a notice to the representative of each Lot Owner at the address of the Lot or such alternate address provided to the Association in writing shall be deemed notice served. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver, when filed in the records of the Association, shall be deemed due notice.

**Section 6. Adjournment.** If any meeting of Lot Owners cannot be held because a quorum is not in attendance, the Lot Owners who are present may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

**Section 7. Order of Business.** The order of business at all meetings of the members shall be as follows: (a) roll call to determine the voting power represented at the meeting; (b) proof of notice of meeting or waiver of notice; (c) reading of minutes of preceding meeting; (d) reports of officers; (e) reports of committees; (f) appointment of inspectors of election (at annual meetings or special meetings held for the purpose of electing Directors or officers); (g) election of Directors (at annual meeting or special meetings held for such purpose); (h) unfinished business; and (i) new business. Meetings of members shall be chaired by the most senior officer of the Association present at such meeting. For purposes of this Section, the order of seniority of officers shall be President, Vice President, Secretary and Treasurer.

**Section 8. Action Without Meeting.** Any action which may be taken at a meeting of the members (except for the election or removal of Directors) may be taken without a meeting by written ballot of the members. Ballots shall be solicited in the same manner as provided in Section 5 for the giving of notice of meetings of members. Such solicitations shall specify (a) the number of responses needed to meet the quorum requirements; (b) the percentage of approvals necessary to approve the action; and (c) the time by which ballots must be received in order to be counted. The form of written ballot shall afford an opportunity to specify a choice between approval and disapproval of each matter and shall provide that, where the member specifies a choice, the vote shall be cast in accordance therewith. Approval by written ballot shall be constituted by receipt, within the time period specified in the solicitation, of (i) a number of ballots which equals or exceeds the quorum which would be required if the action were taken at a meeting; and (ii) a number of approvals which equals or exceeds the number of votes which would be required for approval if the action were taken at a meeting at which the total number of votes cast was the same as the total number of ballots cast.

**Section 9. Consent of Absentees.** The transactions at any meeting of members, either annual or special, however called and noticed, shall be as valid as though made at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy; and if, either before or after the meeting, each of the members not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**Section 10. Minutes, Presumption of Notice.** Minutes or a similar record of the proceedings of meetings of members, when signed by the President or Secretary, shall be presumed truthfully to evidence the matters set forth therein. A recitation in the minutes of any such meeting that notice of the meeting was properly given shall be prima facie evidence that such notice was given.

## ARTICLE V BOARD OF DIRECTORS

**Section 1. Number and Qualification of Directors.** The Board of Directors shall be comprised of five (5) persons, all of whom must be members of the Association or officers, partners,

trustees, employees or agents of members of the Association, except for the first Board of Directors. Directors shall serve without compensation.

**Section 2. Election of Directors.** Prior to such time as Declarant has conveyed legal and equitable title to not less than one hundred percent (100%) of the total Lots in the Subdivision the Board of Directors shall be appointed by the Declarant. Subsequent to such time as Declarant has conveyed legal and equitable title to not less than one hundred percent (100%) of the total Lots in the Subdivision the Board of Directors shall be elected by the Lot Owners.

**Section 3. Powers and Duties.** The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Association and may do all acts and things as are not prohibited by the Declaration, Articles of Incorporation or these Bylaws or required thereby or hereby to be exercised and done by the Lot Owners.

**Section 4. Other Duties.** In addition to the foregoing duties imposed by these Bylaws or any further duties which may be imposed by resolution of the members of the Association, the Board of Directors shall have those duties identified in Article V.J of the Declaration.

**Section 5. Vacancies.** Prior to such time as Declarant has conveyed legal and equitable title to not less than one hundred percent (100%) of the total of the Lots in the Subdivision, vacancies in the Board of Directors shall be filled by the Declarant. Subsequent to such time as Declarant has conveyed legal and equitable title to not less than one hundred percent (100%) of the total Lots in the Subdivision, vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining Directors, even though they may constitute less than a quorum. Each person so elected shall be a Director until a successor is elected at the next annual meeting of the members of the Association.

**Section 6. Removal.** Prior to such time as Declarant has conveyed legal and equitable title to not less than one hundred percent (100%) of the total of the Lots in the Subdivision one or more of the Directors may be removed with or without cause by the Declarant. Subsequent to such time as Declarant has conveyed legal and equitable title to not less than one hundred percent (100%) of the total of the Lots in the Subdivision, at any regular or special meeting of the Association duly called with due notice of the removal action proposed to be taken, any one or more of the Directors may be removed with or without cause by the affirmative vote of more than fifty (50%) percent of all of the Lot Owners qualified to vote and a successor may then and there be elected to fill any vacancy thus created. The quorum requirement for the purpose of filling such vacancy shall be the normal fifty (50%) percent requirement set forth in Article III, Section 4. Any Director whose removal has been proposed by the Lot Owners shall be given an opportunity to be heard at the meeting. The Declarant may remove and replace any or all of the Directors selected by it at any time or from time to time in its sole discretion.

**Section 7. First Meeting.** The first meeting of a newly elected Board of Directors shall be held within ten (10) days of election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order to legally constitute such meeting, providing a majority of the whole Board shall be present.

**Section 8. Regular Meetings.** Regular meetings of the Board of Directors may be held at such times and places as shall be determined from time to time by a majority of the Directors, but at least two (2) such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director personally, by mail, telephone or telegraph, at least ten (10) days prior to the date named for such meeting.

**Section 9. Special Meetings.** Special meetings of the Board of Directors may be called by the President on three (3) days notice to each given personally, by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of two (2) Directors.

**Section 10. Waiver of Notice.** Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meetings of the Board shall be deemed a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

**Section 11. Fidelity Bonds.** The Board of Directors may require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate fidelity bonds. The premiums on such bonds shall be expenses of administration.

## 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, a Secretary and a Treasurer. The Directors may appoint an Assistant Treasurer, and an Assistant Secretary, 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 (1) person.

**(a) President.** The President shall be the chief executive officer of the Association. The President shall preside at all meetings of the Association and of the Board of Directors. The President 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 or her discretion deem appropriate to assist in the conduct of the affairs of the Association.

**(b) 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 do so on an interim basis. The Vice President shall also

perform such other duties as shall from time to time be imposed upon him or her by the Board of Directors.

**(c) 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 or she shall have charge of the corporate seal, if any, 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.

**(d) Treasurer.** The Treasurer shall have responsibility for the Association's funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. The Treasurer 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 2. Election.** The officers of the Association shall be elected annually by the Board of Directors at the organizational meeting of each new Board and shall hold office at the pleasure of the Board.

**Section 3. Removal.** Upon affirmative vote of a majority of the members 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. No such removal action may be taken, however, unless the matter shall have been included in the notice of such meeting. The officer who is proposed to be removed shall be given an opportunity to be heard at the meeting.

**Section 4. 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. Records.** The Association shall keep detailed books of accounts showing all expenditures and receipts of the Association. Such accounts and all other Association records shall be open for inspection by the Lot Owners and their mortgagees during normal business hours.

**Section 2. Fiscal Year.** The fiscal year of the Association shall be the calendar year.

**Section 3. Bank.** Funds of the Association shall be initially deposited in such bank or savings association 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. The funds may be invested from time to time in accounts or deposit certificates of such bank or savings association as are insured by the Federal Deposit Insurance

Corporation or the Federal Savings and Loan Insurance Corporation or their current statutory successors and may also be invested in interest bearing 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 counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding 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 in such cases wherein the Director or officer is adjudged guilty of willful and wanton misconduct or gross negligence in the performance of his duties; 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 interests 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 10 days prior to payment of any indemnification which it has approved, the Board of Directors shall notify all Lot Owners thereof.

**GOLF HIGHLANDS HOMEOWNERS ASSOCIATION**  
**AMENDMENT TO BYLAWS**

Pursuant to MCL 450.2231(b) the Board of Directors of Golf Highlands Homeowners Association adopts the following amendment to the Bylaws of the association.

ARTICLE IX, Judicial Actions and Claims is deleted and in its place the following Article IX, Fines, is adopted:

ARTICLE IX

FINES

The Board of Directors is authorized to issue fines to Homeowners for violations of the Declaration of Covenants, Conditions And Restrictions, the Board of Directors subject to the following procedural requirements.

NOTICE-Notice of the violation must be delivered personally to the Homeowners or mailed via First Class and/or Certified Mail. The notice shall contain the provision violated, together with a factual description of the alleged offense.

NOTICES SENT WITHIN A 6 MONTH PERIOD FOR THE SAME OFFENSE WILL CONSTITUTE A SECOND, THIRD OR FOURTH NOTICE OF THE PREVIOUS FIRST NOTICE REGARDLESS OF THE YEAR THAT THE NOTICES FALL INTO. SECOND, THIRD AND FOURTH NOTICES INCLUDE VIOLATION CHARGES.

VIOLATIONS THAT CONTINUE OR OCCUR DURING SUCCESSIVE WEEKS SHALL BE DEEMED ONGOING VIOLATIONS FOR WHICH A FINE MAY BE IMPOSED FOR EACH WEEK IN WHICH A VIOLATION OCCURS.

OPPORTUNITY TO DEFEND-The offending Homeowner shall have an opportunity to appear before the Board or submit a written response to the Notice of Violation and offer evidence in defense of the alleged violation. The appearance before the Board shall be at its next scheduled meeting, or at a special meeting called for such purpose, but in no event shall the Homeowner be required to appear less than 10 days from the date of the notice.



DEFAULT-Failure to respond to the Notice of Violation shall constitute a default.

HEARING AND DECISION-Upon appearance by the Homeowner before the Board and presentation of evidence of defense, or in the event of the Homeowner's default, the Board shall, by majority vote of a quorum of the Board, decide whether a violation has occurred. The Board's decision is final.

AMOUNTS-After default of the Homeowner, or upon above procedure, the following fines shall be levied:

FIRST VIOLATION NOTICE-No fine shall be levied.

SECOND VIOLATION NOTICE - Twenty-Five (\$25.00) Dollar Fine.

THIRD VIOLATION NOTICE - Fifty (\$50.00) Dollar Fine.

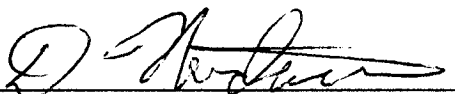
FOURTH VIOLATION --One Hundred (\$100.00) Dollar Fine.

FIFTH VIOLATION AND SUBSEQUENT VIOLATIONS – Two Hundred Fifty (\$250.00) Dollar Fine.

COLLECTION-The fines levied shall be assessed against the Homeowner and shall be due and payable together within 30 days after the Board's decision. Fines may be collected in accordance with Article X, D of the Declaration.

THE ABOVE AMENDMENT TO THE BYLAWS OF GOLF HIGHLANDS HOMEOWNERS ASSOCIATION WAS ADOPTED BY THE MAJORITY VOTE OF THE BOARD OF DIRECTORS OF THE ASSOCIATION ON May 17, 2020.

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PRESIDENT

Dated May 17, 2020