

AMENDED AND RESTATED CONSTITUTION AND
AMENDED AND RESTATED BYLAWS
OF
PINE LAKE ESTATES ASSOCIATION

ARTICLE I
Name

Section 1. The name of the Corporation is, PINE LAKE ESTATES ASSOCIATION.

ARTICLE II
Office

Section 2. The principal office of the Corporation shall be located at the residence of the Secretary, in West Bloomfield Township, Oakland County, Michigan.

Section 3. The Corporation may have an office at such other place as the Board of Directors may, from time to time, determine, or the business of the Corporation may require.

ARTICLE III
Purpose

Section 4. The nature of the business, or objects or purposes to be transacted, promoted or carried on, are: To promote, foster and improve the health, safety, welfare and recreation facilities and improvements for the good and enjoyment of all owners or real property in the Pine Lake Estates Subdivision and any subdivision annexed thereto; and to maintain and enforce, in accordance with law; the building and use restrictions appertaining to property in the subdivision and any subdivision annexed thereto, and for such other purposes as may be beneficial to the general welfare in the subdivision.

ARTICLE IV
Membership

Section 5. All residents owning property in the subdivision shall be eligible to membership in the Corporation.

Section 6. Any resident owning property in the subdivision may become a member upon payment of the first assessment of the association and annual fees assessed.

ARTICLE V
Voting Rights

Section 7. Each residential property owner shall be entitled to one (1) vote as long as all assessed fees for the property are paid, including any and all assessed penalties issued in the case of delinquency, (herein referred to as an “Active Member”). Should a resident property owner maintain any owed balance of assessed fees or associated assessed penalties for delinquency, the resident property owner shall not be entitled to any votes. In case of joint ownership, the right to vote shall be accorded to the member whose name shall appear on the real property deed for the resident property, however in the event more than two (2) names shall appear on the real property deed, the right to vote shall be limited to one (1) of the persons whose name appears on said deed.

ARTICLE VI
Meetings

Section 8. Annual Meeting. The annual meeting of the membership shall be at the principal office of the Corporation, or at such place as shall be designated by the Board of Directors, beginning between the hours of seven (7:00) and eight (8:00) o'clock in the evening, on a day in the period included by the third Friday of April and the first Friday in May, in each year and said day not to be a legal holiday. The Annual Meeting may only be attended by property owners who are Active Members as defined in Section 11 below.

Section 9. Notices. Notice of the annual meeting shall be given, in writing; to all active members of the Corporation, at least fourteen (14) days prior to the date set for the annual meeting, and such notice shall be served upon, or mailed to each active member, at such address as appears on the books of the Corporation. Each active member may reserve the right to receive notices via electronic communications. In event an active member agrees to an electronic notice, said notice shall be at least fourteen (14) days prior to the date set for the annual meeting. Along with the notice shall be a call for candidates to serve as Directors, as described in Article VII. Eligible candidates will be able to submit a biography to the Secretary of the corporation for distribution to the association before the annual meeting and which may be available in print at the annual meeting.

Section 10 (a). Special Meetings. Special meetings of the Corporation may be called by the President, or by any two (2) members of the Board of Directors, or upon petition, in writing, addressed to the President or the Board of Directors, signed by two (2) active members of the Corporation.

(b). Special meetings shall be held at the principal office of the Corporation, or at such other place as shall be designated by the Board of Directors.

Section 11. Active Members. Active Members shall be resident property owners in said subdivision or any subdivision annexed thereto, who have become members and have paid in full their membership fee or dues, as required by these Bylaws.

Section 12. Quorum. All Active members present at a regular or special meeting shall constitute a quorum for the transaction of business. A majority of the vote cast by active members shall control.

ARTICLE VII

Directors

- Section 13.
- (a) The business of the Corporation shall be managed by the Board of Directors.
 - (b) The number of Directors, which shall constitute the whole Board, shall be nine (9) and from time to time can be increased or decreased as necessary as long as there is an odd number of directors at any one time and no fewer than five (5).
 - (c) The Directors shall be elected at the annual meeting and each shall serve until their successor shall be elected and qualified. The term of office for each Director elected shall be for a term of three (3) years; however only three Directors shall be elected at any annual meeting.
 - (d) If the office of any Director or Directors becomes vacant by reason of death, resignation, disqualification, removal from office, or otherwise, the majority of the remaining Directors, although less than a quorum, shall choose a successor, who shall hold office for the unexpired term in respect to which such vacancy occurred, or until the next election of Directors.
 - (e) The Board of Directors shall be elected from active membership.
 - (f) The regular meeting of the Board of Directors shall be held one (1) month preceding the annual meeting of the membership, and within one (1) month subsequent to said annual meeting, and also at such other time as the Board of Directors may designate.
 - (g) Any board member may be removed from office for just cause and another elected in his place by a majority vote as herein provided.
 - (h) At any meeting of the Board of Directors, a majority of the entire membership of the Board as then constituted by the Bylaws shall constitute a quorum for the transaction of business; and a majority of the

Directors present, there being a quorum present, shall decide any question that may come before the meeting.

- (i) The Board of Directors shall confirm the appointment of the committees appointed by the President and shall have such, other powers to do all things that may be necessary for the purpose of the Corporation.

ARTICLE VIII
Officers

- Section 14. The officers of the Corporation shall consist of the President; Vice-President; Secretary; and Treasurer, who shall be elected by the Board of Directors, at their regular meeting, within one (1) month subsequent to the annual meeting of the membership, for a term of one (1) year and shall hold office until their successor or successors are elected and qualified.
- Section 15. The President, Vice-President, Secretary and Treasurer will automatically be members of the Board of Directors.

ARTICLE IX
Duties

- Section 16.
 - (a) President - The President shall preside at all meetings of the Corporation and of the Board of Directors. He shall appoint all standing and special committees and shall be ex-officio member of such committees. He shall call meetings of the Board of Directors at such times as he may deem advisable and shall call special meetings of the Board of Directors at the request of two (2) members of the Board. It is his duty to carry out the will of the Board and of the Corporation as expressed at their respective meetings, and, in general, to conduct the affairs of the Corporation in a manner consistent with the authority and responsibility pertaining to his office.
 - (b) Vice-President - The Vice-President, in the absence of the President, shall discharge the duties of the President.
 - (c) Secretary - The Secretary shall give notice of all meetings of the Board of Directors and of the Corporation, and shall attend all such meetings and keep a true and accurate record of their proceedings. He shall enroll a complete list of all members of the Corporation with their addresses on the Roll of Membership.

He shall carry on the correspondence of the Corporation and perform such other duties as instructed by the Board of Directors or by the Corporation.

(d) Treasurer - The Treasurer shall be responsible for collecting and accounting for all monies received by and expended for the use of the Corporation and shall make disbursements only as authorized by the Board of Directors or the Membership. Committees collecting authorized assessments shall turn all such monies over to the Treasurer for disbursements. All disbursements of funds shall be by approved by any Officer or Director of the Corporation. Any checks or payments over five thousand (\$5,000) dollars shall require approval by two or more officers and/or directors.

(e) Members-At-Large – All members of the Board shall either be an officer and/or Committee Chair. President, Treasurer and Secretary shall designate the Committees annually and members of the Board shall be voted by a majority of the Board of Directors to lead and/or have an active role on a Committee. All non-officer Board Members shall serve on or lead a committee.

ARTICLE XI.

Dues and Assessments

Section 19.

The dues of the Corporation shall be at least eighty dollars (\$80.00), per year, for resident property owners, payable on the 1st day of July of each year. The amount of such dues may be determined by most of the active members present at any annual meeting, or at a special meeting on notice duly given, a quorum being present. Special assessments may be levied only on approval by a majority of the active members present at any annual meeting, or at a special meeting on notice duly given, a quorum being present; and the notice given shall declare the reason for such assessment. This amount shall be increased as necessary to cover the costs of conducting the business of the Corporation, as well as to cover the costs for improvements to the Association's common areas. In order to raise the dues, a majority of the active members present at the Annual Meeting or Special Meeting shall vote to approve an increase. Only active members may vote for a change of the dues and assessments. Any payments not received timely shall be assessed a late fee of at least ten dollars and late fees shall be required for the member to become an active member. In the event the member does not pay their fees, the association may file liens on the member's real property and the costs to secure said lien shall be repaid by the member in order to have the lien released.

ARTICLE XII
Order of Business

- Section 20.
- (a) All meetings of the Corporation shall be conducted in accordance with the forms and regulations set forth in Robert's Rule of Order and/or may be conducted by the President, at his or her discretion.
 - (b) The following order of business shall be observed at the annual meetings of this Corporation:
 - (i) Calling of the meeting to order.
 - (ii) Reading and approval of the minutes of the last annual meeting.
 - (iii) Reports of Officers and Committees.
 - (iv) Elections.
 - (v) Unfinished Business
 - (vi) New Business.
 - (vii) Action to adjourn.

ARTICLE XIII
Election of Directors

- Section 21.
- (a) Open Director Positions will be voted upon at the annual meeting of the corporation from among Active Members who declare a desire to serve on the Board of Directors for a three (3) year term under the provisions stated in Article VII.
 - (b) A desire for candidacy can be made prior to or at the annual meeting.
 - (c) Voting will be conducted via anonymous paper ballot provided either at the time of voting or via absentee ballot, otherwise known as by proxy.
 - (d) All ballots submitted at either the annual meeting or via proxy will be collected and counted by the Secretary of the corporation, along with assistance and reconfirmation by a non-Director Active Member

attending the annual meeting. In the event that the Secretary is a candidate in the election, the Vice President or another designated officer of the Board of Directors will conduct the election.

(e) Absentee, or proxy ballots, for the election of Directors will be provided to all Active Members to allow for those who are unable to attend to cast a vote.

ARTICLE XIV Amendments

Section 22.

These By-Laws may be amended in the following manner: Any member or group of members, may file with the Secretary such amendment or amendments as he may think advisable. The Secretary shall submit this amendment or amendments to the Board of Directors, who, after due and thorough consideration, shall report to the Corporation at its next meeting, with a recommendation for or against adoption, or the Board may recommend alterations, additions or omissions. The amendment or amendments, in its, or their original form, must, however, be read at the meeting of the Corporation and may be adopted by the Corporation without the alterations, additions or omissions recommended by the Board. A majority vote of the active members of the Corporation present and voting shall be required for the adoption of any amendment.