

**BAYBERRY FARMS COMMUNITY  
ASSOCIATION BYLAWS**

Set forth below are the Bayberry Farms Community Association Bylaws as amended on March 16, 2011, by an affirmative vote of a majority of the Members pursuant to Section 1 of Article VIII of the Bylaws.

**ARTICLE I**

**PURPOSE**

The purposes for which the Bayberry Farms Community Association (the "**Association**") is organized shall be those specific and general purposes set forth in the Articles of Incorporation of the Association. In furtherance of such purposes, this Association shall promote and maintain the safety, property values, and general well-being of the Members of the Association and the property of the Members located within the Bayberry Farms Development.

The Association is organized to represent its Members with respect to matters now or hereafter concerning one or more of its Members regarding property located within the Bayberry Farms Development.

**ARTICLE II**

**DECLARATION; ARTICLES OF INCORPORATION**

Applicable provisions of the Amended and Restated Declaration of Covenants and Conditions for Bayberry Farms Development, as it may from time to time be amended (the "**Declaration**") and Restated Articles of Incorporation of the Association, as they may from time to time be amended (the "**Articles of Incorporation**"), are incorporated herein by reference. Capitalized terms not defined in these Bylaws have the meanings set forth in the Declaration and Articles of Incorporation.

**ARTICLE III**

**MEMBERS**

Section 1. Members. Only "Owners" as defined by the Declaration shall be "**Members**" of the Association. The term "Members" shall refer to "Owners" as defined by the Declaration. Only Members who have currently paid any and all dues and/or assessments levied by the Association within the time periods for making such payments shall be eligible for election or appointment as directors or officers of the Association, or for membership on any Association committee and entitled to vote on any matter coming before the Association for decision. For purposes of the preceding sentence, an officer, director, partner, member, manager, trustee or employee of a Member that is a corporation, partnership, limited liability company or trust, shall also be deemed eligible

to serve as a director or officer of the Association, or member of an Association committee.

Section 2. Procedure. Meetings of the Association shall be held at a suitable place convenient to the Members as may be designated by its board of directors ("Board of Directors"). Voting shall be as provided in the Declaration and these Bylaws. Meetings of the Association shall be conducted in accordance with 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 laws of the State of Michigan.

Section 3. Annual Meetings. The annual meetings of Members of the Association shall be held on a date set by the Board of Directors, at such time and place as shall be determined by the Board of Directors, or on such other day as shall be determined by the Board of Directors. At such meetings there shall be elected by ballot of the Members a Board of Directors in accordance with the requirements of **Article IV** of these Bylaws. The Members may also transact at annual meetings such other business of the Association as may properly come before them.

Section 4. Special Meetings. The Board of Directors may call special meetings of the Members of the Association. These meetings shall be held at a suitable place for the Members, as may be designated by the Board of Directors. The notice of any special meeting shall set forth the business to come before the Members, and only such business shall be transacted.

Section 5. Notice. It shall be the duty of the Secretary (or other Association officer designated by the President 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 Member of record, at least ten (10) days but not more than sixty (60) days prior to such meeting. The mailing, postage prepaid, of a notice to a Member at the address filed with the Association, or personal delivery of such notice, shall be deemed notice served. Any Member may, by written waiver or notice signed by such Member, waive such notice, and such waiver, when filed with the records of the Association, shall be deemed due notice.

Section 6. Proxies. A Member entitled to vote at a meeting or to express consent or dissent without a meeting may authorize other persons to act for the Member by proxy. The proxy shall be signed by the Member or the Member's authorized agent or representative, and shall not be valid after the expiration of one (1) year, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the Member executing it, except as otherwise provided by statute.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

Section 1. Directors' Powers. The Board of Directors shall have all 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 law or the Declaration, or required thereby to be exercised and done by the Members.

Section 2. Number of Directors. The Board of Directors shall consist of nine (9) Directors: one (1) director representing and elected by the Owners of the Commercial Parcels, five (5) directors representing and elected by the Owners of the Residential Parcels, excluding any Residential Parcels that are Condominium units, one (1) director representing and elected by the Residential Parcels that are Condominium units, one (1) director representing and elected by the Owner of the BFV Apartment Parcel, and one (1) at-large director elected by all the Members. If any of the chairpersons of committees appointed pursuant to **Article VI** below have not been elected as Directors, those chairpersons shall be appointed non-voting Directors of the Board of Directors.

Section 3. Vacancies. If there are no Members willing or able to represent one (1) or more of the respective properties in **Section 2** above, the position will become at-large until someone from the properties in **Section 2** above is willing to fill the position. Vacancies in the Board of Directors caused by reason other than the removal of a Director by a vote of the Members of the Association shall be filled by 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 meeting of the Members of the Association.

Section 4. Election; Terms. The Directors shall serve for a three (3) year term with one-third (1/3) of the Board of Directors being up for election at each annual meeting.

Section 5. Resignation. A Director may resign at any time by providing written notice to the Association. Notice of resignation will be effective upon receipt or at a later date designated in the notice.

Section 6. Removal. At any regular or special meeting of the Association duly called, any one or more of the Directors may be removed with or without cause by a majority of the Members and a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the Members shall be given an opportunity to be heard at the meeting at which his or her removal is proposed to be voted upon. A Director who no longer qualifies as a Member, or as an officer, director, partner, member, manager, trustee or employee of a Member that is a corporation, partnership, limited liability company or trust, under Article III, Section 1, above, shall be automatically removed as a Director, without the need for a vote of Members or Directors.

Section 7. 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 four (4) 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 8. Special Meetings. Special meetings of the Board of Directors may be called by the President on three (3) days notice to each Director, given personally, by mail, email, or telephone, 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 with the consent of a majority of the Board of Directors.

Section 9. Waiver of Notice. Before, after, or at any such 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 meeting of the Board of Directors 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 10. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there be less than a quorum present, 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 Director in the action of a meeting by signing and concurring in the minutes thereof, shall constitute the presence of such Director for the purposes of determining a quorum.

Section 11. Bonding. The Association shall furnish adequate fidelity bonds that cover all officers of the Association handling or responsible for Association funds.

Section 12. Contracts. The Board of Directors has the power to contract for and employ persons, firms, corporations or other agents to assist in the management, operation, maintenance and administration of the Development.

Section 13. Compensation. Directors shall receive no compensation for their services as Directors unless expressly provided for in resolutions duly adopted by an affirmative vote of not less than sixty percent (60%) of the Members of the Association.

## **ARTICLE V**

### **OFFICERS**

Section 1. Designation. 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 Board of 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 those of President and Vice President may be held by one person.

Section 2. Appointment. The officers of the Association shall be appointed 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 sixty-six and two-thirds percent (66-2/3%) 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. The President shall preside over all meetings of the Association and Board of Directors. The President shall have all of the general powers and duties which are given to the office of President by this Association, and the power to appoint committees from among the Members of the Association the President deems appropriate in conducting Association business.

Section 5. Vice President. The Vice President shall take the place and perform the duties of the President whenever the President is absent or unable to serve. If neither the President nor Vice President is able to perform their duties, the Board of Directors shall appoint another member of the Board to serve on an interim basis. The Vice President shall also perform such duties as shall be imposed by the President and/or 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 incidental to the office of Secretary.

Section 7. Treasurer. The Treasurer shall have responsibility for the Association funds and securities and shall be responsible for keeping full and accurate accounts 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. The Treasurer shall prepare and distribute to each Member at least once per year the Association's financial statements. The Treasurer shall ensure that expenditures for the maintenance and repair of Association property and any other expenses incurred by or on behalf of the Association are properly recorded. The Board of Directors has the power to contract for and employ persons, firms, corporations or other agents to assist the Treasurer in his or her responsibilities.

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 VI**

### **STANDING AND SPECIAL COMMITTEES**

Section 1. Architectural Review Committee. The Board of Directors may appoint the Architectural Review Committee described in the Declaration. The people serving on this committee shall serve at the pleasure of the Board of Directors.

Section 2. Restriction Review Committee. The Board of Directors may appoint the Restriction Review Committee described in the Declaration. The people serving on this committee shall serve at the pleasure of the Board of Directors.

Section 3. Other Committees. The Board of Directors may appoint such standing or special committees as are deemed necessary, and shall define the duties of each appointed committee. The committees shall meet at the call of the President or the chairperson of each respective committee. The chairperson of each respective committee shall report to the Board of Directors at each regular meeting on the committee's activities.

## **ARTICLE VII**

### **FINANCE**

Section 1. Finances. The finances of the Association shall be handled in accordance with the Declaration.

Section 2. 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 3. Depository. The funds of the Association shall be deposited in such bank or other depository 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.

## **ARTICLE VIII**

### **AMENDMENTS**

Section 1. Method. These Bylaws may be amended by the Association at a duly constituted meeting for such purpose, by an affirmative vote of a majority of the Members of the Association, in which sixty-six and two-thirds percent (66-2/3%) of the Members are present in person, by proxy or written vote.

Section 2. Proposed Amendments. Amendments to these Bylaws may be proposed by the Board of Directors of the Association and/or by Members of the Association.

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 these Bylaws.

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

Section 5. Distribution. A copy of each amendment to these Bylaws shall be furnished to every Member of the Association after adoption. Failure to furnish a copy of each amendment to every Member shall not affect the application of the amendment to all of the Members.

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