

**BY-LAWS OF
BLOOMFIELD-BERKSHIRES
IMPROVEMENT ASSOCIATION**

**ARTICLE I
NAME**

The name of this Association shall be the Bloomfield-Berkshires Improvement Association, a non-profit Michigan Corporation, to be governed by the following By-Laws.

**ARTICLE II
LOCATION**

Section 1. This Association shall be comprised of the Resident-Owners located in Bloomfield Township of Oakland County included in the area bounded on the North by Lincoln Drive (both sides), on the East by Lahser Road, on the South by Fourteen Mile Road, and on the West by Bingham Road.

Section 2. The registered office of this Association shall be the residence of the President of the Association.

**ARTICLE III
PURPOSE**

Section 1. It shall be the purpose of this Association to protect and promote the joint interests of its members, by independent or joint community action, to maintain, improve and protect its area as a desirable residential community.

Section 2. Its functions shall include, in part, the following:

1. Approval of building plans and building alterations.
2. Enforcement of subdivision deed restrictions.
3. To act in the interest of its members in matters pertaining to road maintenance, sewers, water, drainage, road signs, road reflectors, unsightly premises, dead trees, fire and police protection, zoning and other matters of importance to Association Members.
4. Publish and distribute periodically a directory of residents.
5. Maintain good liaison with governmental officials and other Improvement Associations.

**ARTICLE IV
MEMBERSHIP**

Section 1. There shall be two classes of membership: Active and Associate.

Section 2. **Active Membership** shall include dues paying Resident-Owners. **Associate Membership** shall include owners of vacant lots, and non-dues paying residents.

Section 3. Associate Membership shall be automatic when a person buys a lot or home in the Association area. Active Membership shall start when the Annual dues are received by the Treasurer. The Annual dues shall be \$30.00 payable January 1st.

Section 4. For the purpose of voting, each Active Membership shall include no more than two resident adult voters, each of whom shall be entitled to cast one vote at membership meetings and elections. Only Active members in good standing shall have voting privileges. Only Active members shall receive notices of meetings where a vote is to be taken.

ARTICLE V DIRECTORS

Section 1. The Board of Directors shall be elected by the Association Membership, and shall consist of ten Active Association Members, representing as equitably as possible the following six districts and residing in the districts they represent:

- District #1 All of Lincoln, both sides, between Lahser and Telegraph.
- District #2 East side of Bingham, between Fourteen Mile and Lincoln, together with Parkwood and Pinewood.
- District #3 East Greenwich and West Greenwich.
- District #4 Old Mill, together with Ann Rose and Chula Vista.
- District #5 Jackson Park, Parkstone, Melody Lane and Fourteen Mile.
- District #6 Sherwood, Wedgewood, Parkhurst and the west side of Lahser, between Fourteen Mile and Lincoln.

Section 2. All Directors' terms shall be for a minimum of three years.

Section 3. In the event of a Director's removal from the area, Board vacancies may be filled by the remaining Directors until the next annual meeting and election.

ARTICLE VI OFFICERS

Section 1. Officers shall consist of a President, a Vice-President, a Secretary and a Treasurer. All officers must be Active Member property

owners and residents. Officers shall be named by the Directors. Officers' terms shall be for two years only.

Section 2. The President shall be the chief executive officer of the Association. He shall preside at all Membership meetings and shall see that all orders of the Members and the Board of Directors are carried out. He shall be an ex-officio member of all standing committees and shall have the same powers and duties of supervision as the president of any corporation.

Section 3. The Vice-President shall assume the duties of the President in the event of the latter's absence.

Section 4. The Secretary shall conduct correspondence, issue notices of meetings and prepare minutes of said meetings. The Secretary shall keep an accurate list of all associate members, names and addresses, and telephone numbers.

Section 5. The Treasurer shall have custody of all monies and shall give bond and surety, as the Board of Directors may require. The Treasurer shall keep books of account and shall submit them, with all vouchers, receipts, records and other papers, to the Directors for their examination and approval, when required. The Treasurer shall issue dues notices to Active Members, and each year invite Associate Members to become Active Members, and collect all monies and disburse same on vouchers as approved by the Board of Directors. The Treasurer shall keep an up-to-date list at all times of Active Members.

ARTICLE VII FINANCES

Section 1. All checks shall be signed by the Treasurer and countersigned by the President or Vice-President. No monies shall be borrowed without authorization of Association Members. The funds of the Association shall be deposited in the Association's name in a bank approved by the Board of Directors. An audited report shall be submitted at each Annual Meeting.

Section 2. The fiscal year shall begin January 1st.

ARTICLE VIII MEETINGS

Section 1. There shall be quarterly meetings of the Board of Directors, such meetings to be called by the Secretary at the direction of the President. Five members of the Board shall constitute a quorum. A vote of the majority of Directors present shall be required to take affirmative

action. The Secretary shall mail a resume of each meeting to the Directors as soon as possible after each meeting if such action is directed by the President. Upon request to the Secretary, any Active Member is entitled to attend any Board meeting to discuss a specific topic and will be notified of time and place.

Section 2. An Annual Meeting shall be held each year for Association Members for the purpose of reporting on Association activities, voting on items requiring an Association vote, and electing Association Board members.

Section 3. Special meetings may be called by the President on his own initiative or at the request of three Board members or twenty Active Association members. The Secretary shall mail to all Active members a notice of such special meetings, stating place, time and the agenda, at least ten days before the meeting.

Section 4. By written, signed request to the Secretary, any Active Member may add a clearly described item to the published agenda of any meeting.

Section 5. To save time and avoid possible misunderstandings, all agenda items shall be discussed and dispatched in numerical sequence prior to opening the meeting for a general discussion of non-agenda topics.

Section 6. The Annual Meeting of the Association Members shall be held during the month of October, or as otherwise called by the President.

Section 7. Twenty Active Members shall constitute a quorum at any Association Meeting, and affirmative action can be taken by a majority vote of those Active Members present.

ARTICLE IX NOMINATIONS AND ELECTIONS

Section 1. There shall be a Nominating Committee to consist of five Active Association Members, as follows:

- (a) The President
- (b) Two Directors, to be selected by the Board of Directors, from those who have one or more years remaining in their terms of office.
- (c) Two Active Association members to be appointed by the President.

Section 2. It shall be the duty of this Committee to prepare a nominating slate of Active Members for the Annual Meeting and forward a list of the

nominees to the Secretary not later than two weeks before the Annual Meeting.

Section 3. Upon receipt of the list of nominees from the Nominating Committee, the Secretary shall mail the list of the nominees to the Active Membership, this to be done not later than ten days before the Annual Meeting.

Section 4. At the Annual Meeting, Active Members placed in nomination by the Nominating Committee, and any additional Active Members placed in nomination from the floor, shall be elected by ballot of the Active Membership. A majority of the votes cast for any Active Member for the Board of Directors shall constitute election.

ARTICLE X COMMITTEES

Section 1. At the first Board Meeting after the Annual Meeting, the President shall appoint the following committees:

1. Plans Approval and Restrictions
2. Community Improvements and Services
3. Membership and Welcoming
4. Entertainment
5. Publicity

Section 2. A Director shall serve as Chairman of each committee.

Section 3. A report of each Committee's activities shall be made available for reading at each Board of Director's Meeting.

ARTICLE XI AMENDMENTS

These By-Laws may be amended at any Annual Meeting of the Members, or at any Special Meeting called for this purpose, by a two-thirds vote of all Members in good standing present, provided said amendments have been submitted to all Members by letter at least ten days prior to such meeting.

ARTICLE XII MEMBERSHIP RESPONSIBILITY

Section 1. The membership recognizes that the Board of Directors and the officers will, from time to time, need special assistance.

Section 2. When a new neighbor moves into the area, it will be the automatic responsibility of the two adjacent residents to visit the new

arrival briefly, inform them about our Association, invite them to join, and then notify the Secretary of their correct name, address, and telephone number. If possible, an Association Directory and By-Laws should be left at this time with the new neighbor.

Section 3. If a member dies, it shall be the automatic responsibility of the adjacent neighbors to notify the Secretary by telephone at once, so appropriate and timely Association action can be taken.

Article XIII LIMITS TO BOARD AND COMMITTEE MEMBER LIABILITY

Section 1. To the fullest extent permitted by statute, a Board or committee member shall not be personally liable to BBIA or other Board or committee members for monetary damages for a breach of that member's fiduciary duty. In this Article, all references to committee member include Task Force members.

Section 2. To the fullest extent permitted by statute, BBIA shall assume all liability of any Board or committee member for all acts or omissions of BBIA or any Board or committee member relating to the operations of BBIA.

Section 3. To the extent permitted by law, BBIA shall indemnify any Board or committee member who is a party or is threatened to be made a party to a threatened, pending or completed action or suit resulting from that member's actions or non actions as a member or officer of BBIA. Said indemnification shall include, without limitation, all costs and expenses of said person, including actual and reasonable attorney's fees.

Section 4. The provisions of this Article shall apply to all present and past Board or committee members, and to all officers of BBIA.

Section 5. Expenses incurred in defending a civil or criminal action, suit or proceedings described in Section 1, 2 and 3 of this Article may be paid by BBIA in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of the Board or committee member or officer, to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by BBIA.

Section 6. The Corporation assumes liability for all acts or omissions of any Board or committee member acting in a volunteer capacity on behalf of BBIA provided that:

1. the member was acting or reasonably believed he/she was acting within the scope of his/her authority;
2. the member was acting in good faith;
3. the member's conduct did not amount to gross negligence or willful and wanton misconduct;
4. the member's conduct was not an intentional tort; and
5. the member's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle as described in S209 (e)(v) of the Michigan Nonprofit Corporation Act.

Revision history

<u>Date</u>	<u>Revision</u>
2/19/2003	Article IV, Section 4 revised. Annual dues increased from \$10 to \$25. Amendment approved at the February 19, 2003 annual meeting of the Bloomfield-Berkshire Improvement Association.
3/3/2004	Article II, Section 1 and Article V, Section 1, District #2 revised to reflect Bingham, not Telegraph, as the western boundary of the Association.
3/3/2004	Article IV, Section 4 revised to cover the situation where the resident-owners are not husband and wife.
3/3/2004	Article V, Section 1 revised to eliminate the requirement that the Board of Directors consist of six men and four women.
3/3/2004	Article VI, Section 4 and 5 revised to gender-neutral references to the Secretary and Treasurer.
3/3/2004	Article VIII, Section 2 revised to make the October regular meeting required only if deemed necessary by the Board of Directors and to eliminate the requirement of a Spring or Fall Dinner Dance.
2/24/2005	Article IV, Section 4 revised. Annual dues increased from \$25 to \$30. Amendment approved at the February 24, 2005 annual meeting of the Bloomfield-Berkshire Improvement Association.
10/23/2008	Article VIII, Section 2 revised to change the time of the Annual Meeting from February to October.

- 10/22/2013 Article IX, Section 2 revised to be consistent with the change of the Annual Meeting from February to October.
- 10/22/2013 Article X, Section 1 revised to be consistent with the change of the Annual Meeting from February to October.
- 10/19/2016 Article XIII added and approved at the 10/19/2016 Annual Meeting.