

## **BYLAWS OF BLOOMFIELD VILLAGE ASSOCIATION**

### **ARTICLE I – MEMBERSHIP**

Section 1. Membership in the Association may be held by all adult persons who are residing as owners, contract purchasers, or lessees in Judson Bradway's Bloomfield Village, Judson Bradway's Bloomfield Village No. 1, Judson Bradway's Bloomfield Village No. 2, Judson Bradway's Bloomfield Village No. 3, Judson Bradway's Bloomfield Village No. 4, Judson Bradway's Bloomfield Village No. 6, Judson Bradway's Bloomfield Village No. 7, Judson Bradway's Bloomfield Village No. 8, Judson Bradway's Bloomfield Village No. 9, Judson Bradway's Bloomfield Village No. 10, Judson Bradway's Bloomfield Village No. 11, Judson Bradway's Bloomfield Village No. 12, of Bloomfield Township, Oakland County, Michigan.

Section 2. The Board of Trustees may, in its discretion, grant membership to any person not qualified under Section 1 above for a period as determined by the Board.

Section 3. Annual dues shall be paid by all members in such amounts and at such times as may be fixed by the Board of Trustees. Failure to pay such dues within the time fixed by the Board shall automatically suspend such person from membership without further action by the Board of Trustees.

### **ARTICLE 2 – MEMBERSHIP MEETINGS**

Section 1. There shall be an annual meeting of the members of the Association at eight o'clock in the evening on the date in May and at a place to be designated each year by the Board of Trustees.

Section 2. The Board of Trustees may call a special meeting of the members, and within thirty (30) days after receipt of a written request signed by fifty (50) members, it shall call a special meeting of the membership. Special meetings shall be at such times and at such places as designated by the Board of Trustees.

Section 3. No meeting of the Association shall be held outside the limits of Bloomfield Township, Oakland County, Michigan.

Section 4. Notice of each annual meeting shall be mailed to each member at least twenty (20) days prior to the day of the meeting. Notice of each special meeting and all adjournments shall be mailed to each member at least ten (10) days prior to the date of the meeting. Notice of each special meeting shall state the purposes for which it is called, and the business transacted at such meeting, or any adjournments thereof, shall be limited to the purposes stated in the notice.

Section 5. Except as otherwise specified in the Bylaws, any matter properly put to the membership for vote at any regularly called annual meeting or special meeting shall be decided by a majority of the members present in person at the meeting. However, if the meeting notice did not state that the matter voted upon was to be considered, then the vote upon that matter shall not be valid unless more than half of the members are present in person at the meeting.

Section 6. The President of the Board of Trustees shall preside at each annual and special meeting. The order of business at each meeting shall be:

- a. Reading of minutes of prior annual meeting and all intervening special meetings, unless waived by vote of the members; and
- b. Report of the Treasurer; and
- c. Report of Board of Trustees; and
- d. Old and new business; and
- e. Report of judges of election of Trustees.

### **ARTICLE III – MANAGEMENT**

Section 1. The association shall be managed and controlled by a Board of Trustees which shall consist of nine members which shall be increased to twelve members immediately subsequent to the annual meeting of the members in May 1975.

Section 2. The Board of Trustees shall hold meetings at such times and at such places as the President shall direct. Notice stating the time and place for such meetings shall be mailed to each Trustee not less than five (5) days prior to each meeting.

Section 3. The Board of Trustees may appoint any member of the Association to fill any vacancy in the Board for the unexpired term of the vacant trusteeship.

Section 4. Following each annual meeting of the Membership, the Board shall elect from its number a President, a Vice President, a Secretary, a Treasurer, and may elect an Assistant Secretary and an Assistant Treasurer. These officers shall have the powers and duties usually associated with their respective offices, and any one or all of the officers may be removed by a vote of a majority of the Board.

Section 5. The Board may appoint committees whose membership, powers and duties shall be prescribed by the Board.

Section 6. The Board shall keep a record of its proceedings which shall be open for inspection by any member of the Association in good standing.

Section 7. The Board of Trustees shall control and manage all the affairs of the Association, make rules and regulations on matters not otherwise stated herein for the governing of the Association and shall interpret the Bylaws and rules where necessary, and have such other powers not specifically reserved to the members.

Section 8. A quorum of the Board shall consist of seven (7). The acts of a majority of Trustees present shall constitute the acts of the Board, except as larger vote may be required by law or as otherwise specifically provided in these Bylaws. If all members of the Board shall consent in writing to any action to be taken or resolution of the Board, such action or resolution shall be valid as though it had been authorized at a meeting of the Board. (Section 8 added by amendment approved November 1978).

## ARTICLE IV – ELECTION OF BOARD OF TRUSTEES

Section 1. Only members nominated in accordance with these Bylaws shall be eligible for election to the Board of Trustees.

Section 2. The Board of Trustees shall be elected by the members of the Association by secret ballot at each annual meeting of the Association.

Section 3. For the purposes of election of the Board of Trustees the Association shall be divided into four election districts described as follows:

*District 1:*

- Lots 1 - 273 of Judson Bradley's Bloomfield Village
- Lots 686 - 751 of Judson Bradley's Bloomfield Village No. 3

Being those lots each of the center line of Cranbrook Road from Maple to Covington Road and thence east of the center line of Covington Road extending north to Quarton Road.

*District 2:*

- Lots 290 - 419 of Judson Bradley's Bloomfield Village
- Lots 420 - 462 of Judson Bradley's Bloomfield Village No. 1
- Lots 488 - 554 of Judson Bradley's Bloomfield Village No. 1
- Lots 752 - 777 of Judson Bradley's Bloomfield Village No. 4
- Lots 1285 - 1311 of Judson Bradley's Bloomfield Village No. 7

Being those lots bounded on the east by Cranbrook and Covington Roads; on the north by Covington Place, Endsleigh and Bradley Boulevard; on the west by Overhill Road; on the south by Maple Road.

*District 3:*

- Lots 463 - 487 of Judson Bradley's Bloomfield Village No. 1
- Lots 555 - 566 of Judson Bradley's Bloomfield Village No. 1
- Lots 778 - 1011 of Judson Bradley's Bloomfield Village No. 4
- Lots 1254 - 1258 of Judson Bradley's Bloomfield Village No. 6
- Lots 1312 - 1317 of Judson Bradley's Bloomfield Village No 8

Being those lots bounded on the west by Lahser Road, on the east by Overhill Road, on the south by Maple Road, on the north by the northern boundaries of Judson Bradley's Bloomfield Village No. 4.

*District 4:*

- Lots 567 - 685 of Judson Bradley's Bloomfield Village No. 2
- Lots 1259 - 1284 of Judson Bradley's Bloomfield Village No. 7
- Lots 1318 - 1363 of Judson Bradley's Bloomfield Village No. 9
- Lots 1369 - 1451 of Judson Bradley's Bloomfield Village No. 9

Being those lots bounded on the north by Quarton Road; on the east by Covington Road; on the south by Covington Place, Endsleigh and Bradway Boulevard; on the west by the western boundary of Judson Bradway's Bloomfield Village Subdivision No. 2 and Subdivision No. 9.

Section 4. At least forty-five (45) days prior to each annual meeting, the Board of Trustees shall appoint a nominating committee of five (5) from the active members of the Association, four (4) of whom shall be the four (4) retiring members of the Board of Trustees.

Section 5. The nominating committee shall meet and shall nominate either one or two members from each of the Districts of the Association to be candidates for election to the Board of Trustees.

Section 6. The names of the candidates nominated by the nominating committee shall be filed with the Secretary not less than thirty-five (35) days prior to the annual meeting. The Secretary shall include in the notice of the annual meeting the names of the candidates and shall designate the District in which each candidate resides.

Section 7. Any member may be nominated for the Board by a petition signed by not less than twenty-five (25) of the members, which petition shall be filed with the Secretary five (5) days prior to the annual meeting. Any candidate so nominated shall be deemed a candidate for the District in which he resides.

Section 8. The President shall appoint three members to be judges of the election.

Section 9. Each member may cast one (1) vote for one (1) candidate from each of the four (4) election Districts.

Section 10. Notwithstanding the provisions heretofore made in this Article, at the first meeting of the membership at which these Bylaws are adopted, the first Board of Trustees shall be elected to hold office until the first annual meeting of the Association in April of 1943. At this meeting, there shall be nominated for election to the Board of Trustees eighteen (18) or more members, who may be nominated at the meeting from the floor. Balloting at this meeting shall be by the persons in attendance at the meeting and not by proxy. The three (3) candidates receiving the greatest number of votes shall be declared elected for a term of three (3) years; the next three (3) candidates receiving the greatest number of votes shall be declared elected for a term of two (2) years; and the next three (3) candidates receiving the next greatest number of votes shall be declared elected for a term on one (1) year. Thereafter, at each annual meeting, successors to the members whose terms of office shall expire shall be elected in accordance with prior sections of this Article of the Bylaws for a term of three (3) years.

Prior to the annual meeting to be held in 1975, the nominating committee shall nominate from District No. 4:

- a. Either one (1) or two (2) candidates for election to the Board of Trustees for a term of three years, and
- b. Either one (1) or two (2) candidates for a term of two (2) years, and
- c. Either one (1) or two (2) candidates for a term of one (1) year.

Thereafter at each annual meeting, the candidates shall be nominated and elected in accordance with the preceding Sections of this Article IV.

Section 11. Notwithstanding any provision to the contrary contained in this Article, an elected retiring member of the Board of Trustees shall be neither appointed to, nor nominated to be a candidate for election to, the Board within the period of one (1) year following the termination of his office.

Section 12. Notwithstanding any provision to the contrary contained in this Article IV, the nominating committee may nominate one (1) member only for each of the Districts of the Association. In the event that no nomination by petition, in accordance with Article IV, Section 7 of these Bylaws, has been made for a District, then at the annual meeting, the member nominated by the committee shall be declared elected as Trustee for that District without vote of the membership.

## **ARTICLE V – MISCELLANEOUS**

Section 1. This Association has been organized as a non-profit organization having no capital stock and the members shall not be subject to any assessment for any purpose other than the annual dues as fixed by the Board.

Section 2. The Board of Trustees is hereby authorized to fix the time for payment and the amount of the annual dues, not to exceed Ten (\$10.00) Dollars.

Section 3. The fiscal year of the Association shall terminate on December 31 of each year.

## **ARTICLE VI – AMENDMENTS**

Section 1. These Bylaws may be amended at any annual meeting, or at any special meeting of the members called for that purpose, by a vote of two thirds (2/3) of the members present at such meeting.

Section 2. These Bylaws may be amended at any time by the Board of Trustees by a vote of not less than six (6) Trustees through April 1975, and thereafter by a vote of not less than eight (8) Trustees; provided, however, that the Board shall not amend any provision hereof which shall have the effect of changing the manner of selection or term of office of the Board of Trustees, or which shall change Article V, Section 2, pertaining to limitation of annual dues of members.

Section 3. Proposed amendments to the Bylaws may not be voted on at any Annual or special Meeting unless the text of such proposed amendments is included in the notice of such meeting.

## **ARTICLE VII (added 5/16/89)**

The Bloomfield Village Association shall in the case of Trustees (directors), officers, manager and committee members of the Association and may by affirmative action of the Board in the case of other employees or agents of the Association, indemnify such person(s) with regard to any action, suit or proceeding in the manner described in, and to the fullest extent permitted under, Section 561 through 565, inclusive, of the Michigan Nonprofit Corporation Act, being Act 162 of the Public Acts of 1982 as the same may be amended from time to time.

The Association may, by affirmative action of the Board, purchase and maintain insurance on behalf of any person who is or was a person described above, against any liability asserted against the person and incurred by the person in the person's capacity as trustee, officer, manager, committee member, employee or agent to the Association.

A Trustee of this Association who is a volunteer director as defined in Section 110 (2) of the Michigan Nonprofit Corporation Act, is not personally liable to the Association or its members of monetary damages for a breach of such trustee's fiduciary duty arising under the Michigan Nonprofit Corporation Act, the Michigan Uniform Management of Institutional Funds Act, or other applicable law; except that nothing herein shall be construed to eliminate or limit the liability of a trustee for any of the following:

- a. A breach of the trustee's duty of loyalty to the Association or its members;
- b. Acts or Omissions not in good faith or that involved intentional misconduct or a knowing violation of law;
- c. A violation of Section 551 (1) of the Michigan Nonprofit Corporation Act, as amended;
- d. A transaction from which the trustee derived an improper personal benefit;
- e. An Act or Omission occurring before the effective date of this Amendment (January 1, 1988);
- f. An Act or Omission that is grossly negligent.

If the Michigan Nonprofit Corporation Act is hereafter amended to authorize Association action further eliminating or limiting the personal liability of directors, then liability of a trustee of the Association shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act, as so amended. Any repeal, or modification of this Article, shall not adversely affect any right or protection of any trustee of this Association existing at the time of such repeal or amendment.

Version History:

September 21, 2015 – Transcribed version adopted.