

BY-LAWS  
OF  
HUNTER'S RUN ASSOCIATION

ARTICLE I

Name and Location

The name of the corporation is "HUNTER'S RUN ASSOCIATION", a corporation of the State of Michigan. The principal office of the corporation shall be located at 2975 Hunter's Hill, Kalamazoo, Michigan 49004 but meeting of members and directors may be held at places within the County of Kalamazoo designated by the Board of Directors.

ARTICLE II

Definitions

Section 1.

"ASSOCIATION" means "HUNTER'S RUN ASSOCIATION", its successors and assigns.

Section 2.

"OWNER" means the record owner, whether one or more persons or entities, of a fee simple title to any residential lot or dwelling unit which is in the property, except that one holding an interest merely as security for the performance of an obligation shall not be deemed an owner and except that a contract purchaser in possession shall be deemed an owner.

Section 3.

“PROPERTIES” means real property described in Schedule A of the Declaration and other real property made subject to the provisions of these bylaws. “PROPERTY” means a particular parcel within the properties.

Section 4.

“COMMON AREAS” means the real property owned by the Association for the common use and enjoyment of the owners. No area shown or indicated on any plan or plat of the property shall be considered as a common area unless and until it has been conveyed to the Association for the common use and enjoyment of the owners.

Section 5.

“DWELLING UNIT” means an improved space designed for and ready for occupancy by an individual or single family for independent dwelling purposes, whether located in a detached, row or multiple-family.

Section 6.

OWNER OCCUPIED DWELLING UNIT” means a dwelling unit which is occupied by its owner for his residence even though it be rented by him during a temporary absence.

Section 7.

“LOT” means any numbered lot on a recorded plat and any unplatted parcel, but only after the unplatted parcel shall have been improved by a building containing a dwelling unit or dwelling units. Unplatted parcels shall be described in accordance with rules established by the Board of Directors.

Section 8.

“DECLARATION” means the Declaration of General Covenants, Conditions and Restrictions for Hunter’s Run Planned Unit Development recorded in Liber\_\_\_\_\_ of Deeds, Page \_\_\_\_\_, Kalamazoo County Records.

Section 9.

“DEVELOPER” means Watts Construction Co., Inc., its successors and assigns.

## ARTICLE III

### Meetings of Members

#### Section 1.

MEMBERS: All owners, except as otherwise provided in the Declaration, shall be members of the Association.

#### Section 2.

ANNUAL MEETINGS: The first annual meeting and each annual meeting thereafter shall be held within two weeks of \_\_\_\_\_ on the date, at the time, and at the place designated by the Board of Directors.

#### Section 3.

SPECIAL MEETINGS: Special meetings of the members may be called at any time by the President or by two member officers, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes.

#### Section 4.

NOTICE OF MEETINGS: Except as otherwise provided in the Declaration, written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of the notice, postage prepaid, at least fifteen days before the meeting to each member. The notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. Where a single address is given in the membership records for more than one member, a notice shall be proper if mailed to that address in an envelope addressed to all such members at that address.

#### Section 5.

QUORUM: A quorum for any action, except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws, shall consist of members entitled to cast 30 votes or 20% of the votes whichever is the lesser number. Regardless of a quorum, the members then present shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a required quorum shall be present.

Section 6.

PROXIES: At all meetings of members voting may be in person or by proxy. All proxies shall be in writing and shall be filed with the secretary. The directors may make reasonable regulations controlling proxies. Every proxy shall be revocable, shall not be valid for more than 11 months from its date of execution, and shall automatically cease when the giver of the proxy shall cease to be an owner or when the principal's membership privileges shall have been suspended.

ARTICLE IV

Board of Directors: Selection, Term of Office

Section 1.

NUMBER: The affairs of this Association shall be managed by a board of five (5) Directors, who need not be members of the Association.

Section 2.

TERM OF OFFICE: Initially, the Board of Directors shall be named by the developer, two directors for a term of two years and one director for a term of three years. Upon the sale by the developer of 75% of all lots in a subdivision all the lots in that subdivision shall be voted by their owner s.

Section 3.

REMOVAL; VACANCY: Any Director may be removed from the Board, with or without cause, by a majority of the votes cast at a meeting called for that purpose. In the event of death, resignation or removal of a director, the director's successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of the predecessor. Notwithstanding this paragraph the Developer shall have sole authority to remove and appoint directors until 75% of the lots in the first plat of Hunter's Run shall have been sold.

Section 4.

COMPENSATION: No Director shall receive compensation for any service rendered to the Association as Director. However, any Director may be reimbursed for actual expenses incurred in the performance of director's duties.

Section 5.

ACTION TAKEN WITHOUT A MEETING: The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though at a meeting of the Directors and the action shall be entered in the minutes of the next meeting of the Directors.

Section 6.

CORPORATE ACTION: The action of the Association shall be determined, unless otherwise provided in the Declaration or these By—Laws, by a majority of the votes cast at a duly constituted meeting of Directors. The certificate of an officer of the Association, attested to by a member of the Board of Directors, and bearing the seal of the Association, shall be conclusive proof of action taken by the Board of Directors or by members of the Association.

ARTICLE V

Nomination and Election of Directors

Section 1.

NOMINATION: Nomination for election to the Board of Directors shall be made by a Nominating Committee. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors before each annual meeting to serve from the close of that annual meeting until the close of the next annual meeting. The appointments shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not fewer than the number of vacancies that are to be filled. Nominations may be made from among members or non—members and may be made from the floor at the annual meeting.

Section 2.

ELECTION: Election to the Board of Directors shall be by secret written ballot at the annual meeting or at a special meeting called for that purpose. Balloting by writing may be waived by a majority of those voting. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The person receiving the largest number of votes for a vacancy shall be elected. Cumulative voting is not permitted.

## ARTICLE VI

### Meetings of Directors

#### Section 1.

REGULAR MEETINGS: Regular meetings of the Board of Directors shall be held on such date and at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next business day which is not a legal holiday. The annual meeting of the Board shall be held immediately following the annual meeting of members.

#### Section 2.

SPECIAL MEETINGS, NOTICES: Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, by mailing notice to each director not less than three (3) days before the meeting. Attendance of a Director at a meeting constitutes a waiver of notice except where the Director attends the meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### Section 3.

QUORUM: Three directors shall constitute a quorum for the transaction of business. Every act done or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

#### Section 4.

ACTION WITHOUT A MEETING: Any action which might be taken at a meeting of the Board may be taken without a meeting if before or after the action all Board members consent to it in writing. The written consents shall be filed immediately with the minutes of the proceedings of the Board. The consent shall have the same effect as a vote of the Board for all purposes.

## ARTICLE VII

### Powers and Duties of the Board of Directors

#### Section 1.

POWERS: The Board of Directors shall have all powers, duties and authority vested in or delegated to this Association and not reserved to the Developer or to the membership by other provisions of these By—Laws, Articles of Incorporation, the Declaration or the Laws of the State of Michigan. Without limiting the generality of the foregoing, the Board of Directors shall have the power to:

- (a) Adopt and publish rules and regulations governing the use of the Common Area and facilities and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof. Exercise powers given to the Board in the Declarations and in the Covenants and restrictions of the various within the planned unit development.
- (b) Suspend the voting rights and right to use of the common areas by a member after notice and opportunity for hearing, for a period not to exceed sixty (60) days for violation of the Declaration of General Covenants, Conditions and Restrictions, the Conditions, Covenants and Restrictions of the Plat of Hunter's Run, or any infraction of published rules and regulations, except that for a continuing infraction such rights may be suspended during the continuation of such infraction and except that rights to use of the streets within the properties may not be suspended.
- (c) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.
- (d) Close the books of the corporation against transfer of membership for a stated period not to exceed forty (40) days prior to any meeting.
- (e) Appoint committees and give them such powers and duties as the Board may direct, except for the rights reserved to the Developer of Hunter's Run Planned Unit Development in the Declaration of General Covenants, Conditions and Restrictions recorded in Liber \_\_\_\_\_, page \_\_\_\_\_ Kalamazoo County Records.

Section 2.

DUTIES: It shall be the duty of the Board of Directors to:

- (a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members.
- (b) Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.
- (c) As more fully provided in the Declaration, to fix, assess and collect the annual and special assessments.
- (d) Cause to be issued upon demand by any person, a certificate setting forth whether or not any assessment has been paid, making a reasonable charge therefor. A certificate acknowledging payment of an assessment shall be conclusive evidence of such payment.
- (e) Procure and maintain adequate liability and hazard insurance on property owned by the Association.
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
- (g) Cause the Common Area to be maintained in accordance with the stated purposes of the Declaration.



## ARTICLE VIII

### Officers and Their Duties

#### Section 1.

ENUMERATION OF OFFICES: The officers of this Association shall be a president and vice—president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time provide for by resolution.

#### Section 2.

ELECTION OF OFFICERS: The election of officers shall take place at the annual meeting of the Board of Directors following each annual meeting of the members.

#### Section 3.

TERM: The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year or until the officer's successor shall be elected and shall qualify, unless the officer shall sooner resign or shall be removed, or otherwise be disqualified to serve.

#### Section 4.

RESIGNATION AND REMOVAL: Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.

VACANCIES: A vacancy in any office shall be filled by appointment by the Board. The officer appointed to the vacancy shall serve until the qualification of a successor elected at the next annual meeting of members.

Section 6.

MULTIPLE OFFICES: The office of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 1 of this article.

Section 7.

DUTIES: The duties of the officers shall be as follows unless otherwise provided by the Board of Directors:

PRESIDENT

(a) The president shall be the chief executive officer and shall have the general control and management of the business affairs of the association between meetings of the Board of Directors. The president shall preside at all meetings of the Directors and members, shall sign all leases, mortgages, deeds and other written instruments and co—sign all checks and promissory notes, unless otherwise ordered by the Board.

VICE—PRESIDENT

(b) The vice—president shall act in the place and stead of the president in the event of the president's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

SECRETARY

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members have charge of the books and papers of the Corporation; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

## TREASURER

(d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; shall render such accounts and present such statements as the Directors may require; prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and make a copy of each available to each member. The Board shall have the power to delegate any of the duties of the treasurer to other officers.

## ARTICLE IX

### Committees

Subject to the provisions in the Declaration of General Covenants, Conditions and Restrictions and Articles of Incorporation the Board of Directors shall appoint an architectural control committee and shall appoint the nominating committee and such other committees as it may deem appropriate in carrying out its purposes.

## ARTICLE X

### Books and Records

The books, records and papers of the Association, including the Declaration, the Articles of Incorporation, and the By—Laws of the Association, shall be at all times, during reasonable business hours, be subject to reasonable inspection by any member. Copies of the Declaration, the Articles of Incorporation and the By—Laws of the Association may be purchased at reasonable cost.

## ARTICLE XI

### Assessments

- A. As more fully provided in the Declaration, each member shall pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of seven (7%) per cent per annum, and the Association may bring an action at law against the owner personally obligated to pay the same or may foreclose the lien against the property, and interest, costs and reasonable attorneys' fees of any such action shall be added to the amount of such assessment. No owner may escape liability for the assessments provided for herein by non—use of the common area or abandonment or conveyance of his property.
- B. The sale or transfer of an unimproved portion of an unplatted parcel which has been subject to assessment shall create a new parcel for assessment purposes. It shall not be assessable until it is improved as provided in the Declaration. An assessment levied on the parcel from which it is subdivided shall not be applicable to the unimproved portion conveyed and the Board of Directors shall, upon request, give a certificate to such effect in recordable form. The Board of Directors may collect a reasonable fee for such certificate.

## ARTICLE XII

### Corporate Seal

The seal embossed at this point shall be the corporate seal of the Association:

## ARTICLE XIII

### Amendments

#### Section 1.

Except as provided in this section, these By—Laws may be amended at a regular or special meeting of the members by a vote of a majority of members present in person or by proxy, provided the substance of the proposed amendment is contained in the notice of the meeting. No amendment which affects the architectural review committee which is adopted during the period of time when the Developer has special rights in that committee shall be valid without the affirmative vote of the Developer.

#### Section 2.

In the case of any conflict between the Articles of Incorporation and these By—Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By—Laws, the Declaration shall control.

## ARTICLE XIV

### Miscellaneous

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the Directors of HUNTER’S RUN ASSOCIATION have hereunto set our hands this \_\_\_\_\_ day of \_\_\_\_\_, 1999.

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