

BY-LAWS

OF

THE PARKVIEW HILLS COMMUNITY ASSOCIATION, INC.

ARTICLE I

Name and Location

The name of the corporation is "THE PARKVIEW HILLS COMMUNITY ASSOCIATION, INC.", the same being a corporation pursuant to the laws of the State of Michigan. The principal office of the corporation shall be located at 3505 Greenleaf Boulevard, Kalamazoo, Michigan but meetings of members and directors may be held at such places within the State of Michigan and County of Kalamazoo as may be designated by the Board of Directors.

ARTICLE II

Definitions

Section 1.

"ASSOCIATION" shall mean and refer to "THE PARKVIEW HILLS COMMUNITY ASSOCIATION, INC.", its successors and assigns.

Section 2.

"OWNER" shall mean and refer to 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 such 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" shall mean and refer to that certain real property described in Schedule A of the Declaration and to such other real property as may hereafter be made subject to the provisions of these bylaws. "PROPERTY" shall mean a particular parcel within the properties.

Section 4.

"COMMON AREAS" shall mean all 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" shall mean an improved space designed for and ready for occupancy by an individual or single family for independent dwelling purposes, whether located in a detached, semi-detached, row or multiple-family structure.

Section 6.

"OWNER OCCUPIED DWELLING UNIT" shall mean a dwelling unit which is occupied by its owner for his residence even though the same be rented by him during a temporary absence.

Section 7.

"LOT" shall mean any numbered lot on a recorded plat and any unplatted parcel but only after such 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" shall mean the Declaration of General Covenants, Conditions and Restrictions for Parkview Hills Planned Unit Development recorded in Liber ____ of Deeds, Page _____, Kalamazoo County Records.

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 of the members shall be held on the second Tuesday of May, and each subsequent regular annual meeting of members shall be held on the same day of the same month of each year thereafter at the hour of 8:00 o'clock P.M. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first business day following which is not a legal holiday.

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 such notice, postage prepaid, at least fifteen days before such meeting to each member. Such 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 such address in an envelope addressed to all such members at such 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 1/10th of the votes. 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 and shall automatically cease when the giver of the proxy shall cease to be an owner or when his 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: At the first annual meeting, the members shall elect two (2) directors for a term of one year, two (2) directors for a term of two years, and one (1) director for a term of three years; and at each annual meeting thereafter the members shall elect two (2) directors for a term of three years except that one shall be elected every three years.

Section 3.

REMOVAL: Any Director may be removed from the Board, with or without cause, by a majority of the votes cast at a meeting called for such purpose. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4.

COMPENSATION: No Director shall receive compensation for any service he may render to the Association as Director. However, any Director may be reimbursed for his actual expenses incurred in the performance of his 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 taken at a meeting of the Directors and such 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, by a majority of the votes cast at a duly constituted meeting. 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 prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment 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 less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members. Nominations may also 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. 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 in odd numbered months without notice, 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.

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 such meeting.

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.

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 membership by other provisions of these bylaws, the 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;
- (b) Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and opportunity for hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations, except that for a continuing infraction such rights may be suspended during the continuation of such infraction.
- (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) Employ a manager, an independent contractor, and such other employees as they deem necessary, and to prescribe their duties.
- (e) Extend the privileges of the recreation facilities to non-members, charging fees not less than amounts paid therefor, directly or on a proportionate basis, by members. The Board of Directors shall, by resolution, make such determination.
- (f) Enter into service contracts with owners or other associations within PARKVIEW HILLS Planned Unit Development, or, after being duly authorized, on behalf of such owners or other associations.
- (g) Close the books of the corporation against transfer of membership for a stated period not to exceed forty (40) days prior to any meeting.

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, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;
- (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:
 - (1) Fix the amount of the annual assessment against each lot at least forty-five (45) days in advance of each annual assessment period;
 - (2) Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period;
 - (3) Take such steps as may be proper to collect delinquent assessments, penalties and interest or other sums due to the Association.
- (d) Issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid, making a reasonable charge therefor.
- (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 pursuant to Section 4. below.

Section 2.

ELECTION OF OFFICERS: The election of officers shall take place at the first 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 his successor shall be elected and shall qualify, unless he shall sooner resign or shall be removed, or otherwise be disqualified to serve.

Section 4.

SPECIAL APPOINTMENTS: The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5.

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 6.

VACANCIES: A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7.

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 4 of this article.

Section 8.

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

PRESIDENT

(a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall 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 his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by him 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; 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; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX

Committees

The Board of Directors shall appoint an Architectural Control Committee, as provided by the Declaration, a nominating committee as provided by these Bylaws, 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 shall at all times, during reasonable business hours, be subject to reasonable inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for reasonable inspection by any member at the principal office of the Association, where copies 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 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.

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.

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 THE PARKVIEW HILLS COMMUNITY ASSOCIATION, INC. have hereunto set our hands this _____ day of _____, 19 ____.

CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of THE PARKVIEW HILLS HOMEOWNERS' ASSOCIATION, INC. a Michigan corporation, and

THAT the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof held on the _____ day of _____, 19____.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this _____ day of _____, 19____.

Secretary