



**ARTICLE I: DESCRIPTION OF CHRISTIAN HILLS SUBDIVISION**

**Section 1:**

The name and title by which this organization shall be known in law is Christian Hills Association and shall be referred to hereinafter as the Association.

**Section 2:**

The purpose or purposes for which the organization is formed are as follows:

- A. The maintenance, improvement and general betterment of property location within “Christian Hills No. 1,” “Christian Hills No. 2”, and “Christian Hills No. 3” subdivisions, and located in Section 20, Town 3 North, Range 11 East, Rochester Hills, Oakland County, Michigan and such areas as the Bylaws of the organization may from time to time designate.
- B. For the maintenance and enforcement of building and use restrictions applicable thereto.
- C. For the promotion of cooperation among lot owners and residents of said subdivision as well as resident and lot owners in adjoining subdivisions.
- D. In general for such purposes as may be beneficial to the general welfare of said property and persons residing therein, but not for profit.

**Section 3:**

The post office address for the transaction of business shall be the residence of the Treasurer.

**Article II. Association Membership**

**Section 1.**

Eligible for membership in this Association shall be those persons who own a lot in the areas known as Christian Hills Subdivisions 1, 2, or 3.

**Section 2.**

Active Membership is defined as a homeowner or lot owner whose annual dues are current.

**Section 3.**

Active membership entitles deed holders one vote and to hold one elected office. All residents, active or non-active members, may attend all meetings and social events except for special Board Meetings declared “closed”.



**Article III. Meetings (Directors and/or Members) and Meeting Communication**

**Section 1:**

The Annual Meeting of the members for the election of officers and directors shall be held during the fourth week of October each year. Officers and directors elected at this meeting will take office in January.

**Section 2:**

In addition to the Annual Meeting held in October, General Membership Meetings may be held as necessary.

**Section 3:**

Special Meetings of the Board and/or Association members may be called at any time by the President or by a majority of the Directors. It shall be the duty of the President to call such meetings whenever requested in writing by ten or more members of the Association.

**Section 4:**

Notice of any Special Meeting giving the matters to be discussed shall be sent by electronic communications unless mailed correspondence is expressly requested by the member.

**Section 5:**

A quorum at a membership meeting shall consist of the majority present.

**Section 6:**

Regular meetings of the Board of Directors shall be held each month as necessary.

**Article IV: Officers and Directors**

**Section 1:**

The Officers of this Association shall consist of a President, Vice President, Secretary, and Treasurer who by virtue of their office shall be members of the Board of Directors.

**Section 2:**

The Officers shall be elected at the October Meeting and shall hold office for the term of one year, beginning January 1<sup>st</sup>.



**Section 3:**

Elections of Officers shall be by ballot.

**Section 4:**

Four new Directors shall be elected annually to serve one year.

**Section 5:**

The Board of Directors shall be composed of the Chairperson of the Architectural Control Committee and the four Directors elected in accordance with Article IV Section 1. The retiring President shall become a member of the Board of Directors for a period of one year following his/her retirement from office, making a six member Board.

**Section 6:**

The Board of Directors shall determine the policies and activities of the Association, prepare a budget, approve all bills, taking counsel with committees and have general management of the Association,

**Article V: Duties of Officers and Board of Directors**

**Section 1:**

The President shall preside at all meetings of the Association and of the Board of Directors. He/She shall appoint such committees for the Association as may be deemed necessary. He/She shall call Special Meetings of the Board of Directors at such times as he may deem advisable or at the request of two members of the Board of Directors.

**Section 2:**

The Vice President shall discharge the duties of the President in his/her absence. He/she shall coordinate the activities of all standing committees and also perform such duties as may be assigned by the President of the Board of Directors.

**Section 3:**

The Secretary shall attend all meetings of the Association and shall keep a true and accurate record of their proceedings and shall also keep an up-to-date set of Bylaws for the Association. The Secretary shall notify all officers of their election and committees of their appointments, notify all board members prior to each Board meeting and advise the host/hostess of the number to attend. He/She shall notify all members of date, time, and place of meetings and shall compile and publish the information on the website after approval of the Board. He/She shall also keep a list of all dues paying members and in general conduct the correspondence of the Association.



**Section 4:**

The Treasurer shall collect and account for all monies of the Association and make disbursement only as authorized by the Board of Directors. A report shall be prepared and presented at each Board Meeting. A report shall be prepared for each general meeting accounting for all monies to the last general meeting and presented.

**Section 5:**

At the January meeting the incoming Board of Directors shall present an Annual Budget for the ensuing year for approval by the membership.

**Section 6:**

At the expiration of the terms of all Officers they shall deliver to their successors all monies, books, and other property belonging to the Association which may be then in their possession or under their control.

**Section 7:**

A majority of the Board of Directors shall constitute a quorum for the transaction of business.

**Section 8:**

In case of a vacancy among the Officers, such vacancy shall be filled by the Board of Directors at their next meeting. In case of a vacancy in any of the four directorships, (past President and Architecture Control Committee are separate) vacancy shall be filled by the Association at the next succeeding regular meeting by nominations from the floor and ballot, provided that at least one week shall have elapsed between the occurrence of such vacancy and such meeting.

**Article VI: Committees**

**Section 1:**

Committees will be established as deemed necessary by the Board and as volunteers are available. The basic committees may consist of: Social and Entertainment; Safety; Health and Education; Public Relations; Welcoming and Membership; Improvement and Zoning; and Community Center.

- A. **Architectural Control Committee** – shall consist of four owners of lots in the sub-division, elected by a vote at the annual Meeting. When there are an insufficient number of volunteers the Board of Directors will fill the position(s) on said Committee. The Chairperson of the Architectural Control Committee shall be a voting member and recognized as a member of the Board of Directors.



- B. Welcoming & Membership** – Chairperson and members of committee shall call upon each new resident(s) when a new resident moves into their home in the subdivision. The Chairperson or a committee member shall advise the new residents of the existence of the Association and its purpose and invite the new homeowner(s) to become members. The Chairperson shall keep an up-to-date record of all residents and their addresses and advise the President and Secretary of the new residents’ name, address, and telephone numbers if available.
  
- C. Landscape Committee** – Chairperson and committee shall be responsible for carrying out the recommendations of the Board relative to maintaining and improving the Association and Community Center, lots 53 and 54, belonging to the Association.
  
- D. Social & Entertainment** – Chairperson shall be responsible for reserving location for General Meetings. He/She and the committees shall prepare a calendar of social events as desired by the membership and approved by the Board of Directors and conduct these events.

**Section 2:**

Each standing committee shall have a Board of Director as it’s Chairperson. Said individual Committee directors will be elected by the members.

**Article VII: Dues**

**Section 1:**

The membership dues shall be \$40.00 per year payable January first of each year. Persons becoming eligible for membership after July first shall be admitted for one-half the annual dues.

An increase in dues will be determined by the Board of Directors and presented at the annual meeting. Special assessments may also be required on an as needed basis for a specified time period or project and residents will be notified in advance of the general meeting to be held on these matters.

**Section 2:**

The Treasurer shall annually bill all members for yearly dues.

**Article VIII: Adding or Amending the By-Laws**

**Section 1:**

These Bylaws may be added to, amended or repealed by the Active Members of the Association at any meeting, provided:

- a. The members of the Association must be notified at least two weeks prior to the meeting involving the change.



- b. The members of the Association must be specifically notified of the intention to vote to add to, amend or repeal the Bylaws during the time of the above mentioned meeting.

The Board of Directors will present their recommendations on the Amendments at the meeting.

A two-thirds vote of the Members of the Association present and voting at said Meeting shall be required for such changes.

With the ratification of these Bylaws, any and all previous Bylaws for this Association are to have no further effect on this Association.

These By-laws are to have no effect on the Restriction Agreement signed by the members. (with the exception of the provisions which deal with the election of the Architectural Control Committee.)

### **Article IX: Roberts Rules of Order**

Roberts Rules of Order (Revised) shall be the parliamentary authority for all matters of procedure not specifically covered by these By-laws.

### **Article X: Indemnification of Board**

#### **Section 1: Scope of Indemnification**

The Association shall indemnify to the fullest extent authorized or permitted by the Michigan Nonprofit Corporation Act, MCL 450. et. seq., any person, or the person's estate or personal representative who is made or threatened to be made a party to an action, site, or proceedings (whether civil, criminal administrative, or investigative) because the person is or was a director or an officer of the Association or serves or served in any other enterprise at the request of the Association. Persons who are not Directors or Officers of the Association may be similarly indemnified in respect of services rendered to the Association or at the Request of the Association to the extent authorized at any time by the Board of Directors of the Association. The provisions of this section shall apply to the Directors and Officers who have ceased to render service and shall inure to the benefit of their heirs, personal representatives, executors, and administrators. This right of indemnify or otherwise, shall not be exclusive and the Association may indemnify any person, by agreement or otherwise on whatever terms and conditions the Board of Directors of the Association approves. Any agreement for the indemnification of any director, officer, employee, or other person may provide indemnification rights that are broader or otherwise different than those set forth in the Michigan Nonprofit Corporation Act, unless otherwise prohibited by law.



## **Section 2: Authorization of Indemnification**

Any indemnification under this section (unless ordered by a court) shall be made by the Association only when authorized in the specific case on a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because that person has met the applicable standard of conduct set forth in this section and after 10 days' written notice to all Owners of the facts surrounding the request for indemnification. The determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding; (b) if a quorum is not obtainable or, even if obtainable, when a quorum of disinterested Directors directs, by independent legal counsel (who may be the regular counsel of the Association) in a written opinion; or (c) by the members by a majority vote of a quorum at a meeting of the members.

## **Section 3: Advancing Expenses**

The Association may pay expenses incurred in defending a civil or criminal action, suit, or proceeding described in Article Ten (10) Section 1 in advance of the final disposition of the action, suit, or proceeding as authorized by the Board of Directors on receipt of an agreement by or on behalf of the Directors, officer, employee or agent to repay the amount unless it is ultimately determined that the person is entitled to be indemnified by the Association as authorized in this section.

## **Section 4: Insurance**

The Association may purchase and maintain insurance on behalf of any person who is or was a Director, an officer, an employee, or an agent of the Association or who is or was serving at the request of the Association or as a director, an officer, an employee, or an agent of another Association, partnership, joint venture, trust, or other enterprise against any liability asserted against that person and incurred by that person in any capacity for the Association or arising out of the status, whether or not the Association would have the power to indemnify that person against the liability under the provisions of this section.

## **Section 5: Mergers**

For the purposes of this section, references to the Association include all constituent entities absorbed in a consolidation or merger, as well as the resulting or surviving entity, so that any person who is or was a Director, an officer, an employee, or an agent of such a constituent entity or who is or was serving at the request of the constituent entity as a Director, an officer, an employee, or an agent of a corporation, partnership, joint venture, trust, or other enterprise shall stand in the same position under the provision of this Section 5 with respect to the resulting or surviving Association as that person would if that person had served the resulting or surviving Association in the same capacity.