

Bylaws
Meadowbrook Village

AMENDED
BY-LAWS
OF
MEADOWBROOK VILLAGE HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

MEMBER CERTIFICATE HOLDERS

1. Membership in this corporation shall be limited solely to the individual, person, partnership or corporation owning or purchasing under contract one or more units within the boundaries of Meadowbrook Village Amended, Condominium Development. Anyone who has conveyed all of his interest in and to any unit in Meadowbrook Village Amended, Condominium Development, shall thereupon cease to be a member of this corporation.
2. One certificate of Meadowbrook Village Homeowners Association, Inc., shall be issued as evidence of membership to the owners of record or contract purchasers of each unit within Meadowbrook Village, Condominium Development, and each certificate shall be represented by one certificate. In the event any unit within Meadowbrook Village, Condominium Development, is owned or is being purchased under contract by two or more persons, a single certificate shall be issued in the names of all of said owners or contract purchasers, and said owners or contract purchasers shall designate to the corporation, in writing, the one of their number who shall have the power to vote said certificate at any and all meetings of the members, and the one so designated shall be the only one considered as a member for the purpose of voting or holding office in the corporation. No certificate shall be issued to other than the owners or contract purchasers of one or more units within Meadowbrook Village, Condominium Development. Any member who has conveyed (including a contract seller) all of its interest in any unit within Meadowbrook Village, Condominium Development, shall forthwith surrender its certificate or certificates evidencing membership in the

corporation, and a new certificate shall be issued in the name of the party acquiring the interest in any unit within said Condominium Development. Failure to surrender such certificate shall nevertheless, upon the conveyance by a member of his interest in any unit within said Condominium Development, void said member's certificate and all of said member's rights as a member of this corporation, and the Secretary of the corporation is hereby authorized to cancel said member's certificate or certificates on the books of the corporation and issue a new certificate or certificates in its or their place to the party or parties entitled thereto.

3. Annual meetings of member certificate holders for the election of the Board of Directors and the transaction of the general business of the corporation shall be held on the first Monday of December of each year, unless such day be a legal holiday in which case the meeting shall be held on the next succeeding day which is not a legal holiday, or said annual meetings shall be held on such other date as determined by the majority of the Board of Directors.

4. Notices of the annual and any special meeting shall be mailed to the last known address of each member as the same appears on the records of the corporation at least fifteen (15) days prior to such meeting.

5. The President, or in his absence, a chairman appointed by the members present, shall call meetings of members to order, and shall act as chairman thereof. The Secretary of the corporation shall act as Secretary at all meetings of the members. In his absence, the presiding officer may appoint any person to act as Secretary.

6. A majority of the certificates issued, if represented by members present, either in person or by proxy, shall constitute a quorum at all meetings of members.

7. If, at any annual or special meeting, a quorum shall fail to attend in person or by proxy, a majority of those members attending in person or by proxy at the time said meeting is called, may at the end of one hour adjourn

the meeting from time to time without further notice, until a quorum shall attend, and thereupon any business may be transacted which might have been transacted at the meeting as originally called had the same been then held.

8. No proxy shall be validated at any annual or special meeting unless said proxy was signed and executed within one year of the date of said meeting, and no proxy shall be binding upon a purchaser of property from the grantor of the proxy.

9. Special meetings of the members of the corporation shall be called by the Board of Directors of the corporation upon the petition of twenty percent (20%) of the members entitled to vote at such meeting.

ARTICLE II

BOARD OF DIRECTORS

1. The business and affairs of the corporation shall be managed and controlled by a Board of Directors of not less than three nor more than five Directors as provided for in the Articles of Incorporation.

2. Each Director shall serve for the term for which he shall have been elected and until his successor shall have been duly elected and qualified, subject to and in accordance with the Articles of Incorporation.

3. Election to the Board of Directors shall be by ballot of the members. A plurality of the votes cast shall be required to elect. The members may also remove a Director by a plurality vote.

4. Immediately after each annual meeting, the newly elected Directors shall meet for the purpose of organization, the election of officers, and the transaction of any other business. All other meetings of the Board shall be held periodically or as determined by the Board of Directors. Notice of all Directors' meetings shall be given by mail or direct contact not less than four (4) days before the time of the meeting. A majority of the Board of Directors shall

constitute a quorum for the transaction of business. The vote of a majority of the Directors present at any meeting in favor of or against any proposition shall prevail, except as herein otherwise provided.

5. Any member of the Board who shall absent himself from an annual meeting, unless he shall present reason satisfactory to the Board, shall be deemed to have resigned and shall cease to be a member of the Board. He may be reinstated by a majority vote of the Board as a member.

6. In the event of a vacancy among the Directors through death, resignation, disqualification, or other cause, the remaining Directors, by affirmative vote of a majority thereof, may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant and until the election of an acceptance by his successor.

7. So Director shall receive compensation for any services he may render to the corporation, provided however, that any Director may be reimbursed for his actual expenses (excluding travel) incurred in the performance of his duties.

ARTICLE III

OFFICERS

1. The executive officers of the corporation shall be a President, Vice President, and a Secretary-Treasurer (which office of Secretary-Treasurer shall be held by one person). All officers shall be subject to removal at any time, with or without cause, by the affirmative vote of the majority of the whole Board. Each officer elected shall serve for the term for which he is elected or until his successor shall have been elected and qualified.

2. The President, or in his absence, the Vice President, shall preside over all meetings of the member stockholders, and over all meetings of the Board of Directors. In the absence of both the President and Vice President, a temporary Chairman shall be elected.

3. The Secretary-Treasurer shall keep a complete record of all proceedings and reports of minutes of member stockholder meetings and minutes of the Board of Directors meetings, and shall perform all other duties usually appertaining to the office of Secretary and Treasurer.

ARTICLE IV

AMENDMENTS

These By-Laws may be amended at a regular or special meeting of the members by a vote of a majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is a Class B membership. In the case of any conflict between the Articles of Incorporation or these By-Laws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and the By-Laws, the Declaration shall control.

ARTICLE V

ASSESSMENTS

1. Meadowbrook Village Homeowners Association, Inc., shall maintain the common areas within Meadowbrook Village Amended, Condominium Development, and other areas which they are legally permitted to maintain.

2. The Board of Directors shall assess and collect from each member of the corporation such sums as may be necessary to properly carry out the responsibilities and obligations herein imposed. Each member's pro rata share of said expenses shall be determined by the Board of Directors, and shall be in the ratio or proportion of one share for each unit owned, subject to the Declaration of Restrictions.

3. Invoices for said assessments shall be submitted monthly, or at such other regular intervals as may be fixed by the Board of Directors.

4. All powers and duties of the Board of Directors as set forth in the Declaration of Restrictions for Meadowbrook Village Amended, Condominium Development, and the Articles of Incorporation are by reference incorporated herein.

ADOPTED by the Board of Directors of Meadowbrook Village Homeowners Association, Inc., this 14 day of Jan, 1982

James G. Page
SECRETARY

ATTEST:

James G. Page
PRESIDENT