

# ADA MOORINGS CONDOMINIUM

## ASSOCIATION BYLAWS

### ARTICLE I

#### ADOPTION OF CONDOMINIUM BYLAWS

The Condominium Bylaws of Ada Moorings (the "Condominium Bylaws"), as attached to the Master Deed and recorded in Liber 4640, Pages 826 through 893, Kent County Records, are incorporated by reference and adopted in their entirety as a part of the Bylaws of this Corporation ("Bylaws"). The Corporation is therein and hereinafter referred to as the "Association."

### ARTICLE II

#### MEETINGS

Section 1. Procedure. Meetings of the Association shall be held at the principal office of the Association or at such other suitable place convenient to the co-owners as may be designated by the Board of Directors. Voting shall be as provided in the Condominium Bylaws. Meetings of the Association shall be conducted in accordance with Roberts Rules of Order or some other generally recognized manual of parliamentary procedure, when not otherwise in conflict with the Articles of Incorporation, these Bylaws, the Condominium Bylaws, the Master Deed or the laws of the State of Michigan.

Section 2. Annual Meetings. The first meeting of members of the Association shall be held in accordance with Article III, Section 1, of the Condominium Bylaws. The date, time and place of the first meeting shall be set by the Board of Directors, and at least ten (10) days' written notice thereof shall be given to each co-owner. Thereafter, the annual meetings of members of the Association shall be held on the first Monday in May in each succeeding year at such time and place as shall be determined by the Board of Directors. At such meetings there shall be appointed or elected by the co-owners a Board of Directors in accordance with the requirements of Article III of these Bylaws. The co-owners may also transact at annual meetings such other business of the Association as may properly come before them.

Section 3. Special Meetings. Special meetings of the members of the Association shall be held in accordance with the provisions of Article III, Section 4 of the Condominium Bylaws.

Section 4. Notice. It shall be the duty of the Secretary (or other Association officer designated by the President in the Secretary's absence) to serve a notice of each annual or special meeting, stating the purpose of the meeting, as well as the time and place where it is to be held, upon each co-owner of record, at least ten (10) days but not more than sixty (60) days

prior to such meeting. The mailing, postage prepaid, of a notice to the representative of each co-owner at the address shown in the notice required to be filed with the Association by Article II, Section 3 of the Condominium Bylaws shall be deemed notice served. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver, when filed in the records of the Association, shall be deemed due notice.

Section 5. Adjournment. If any meeting of co-owners cannot be held because a quorum, as defined in the Condominium Bylaws, is not in attendance, the members who are present may adjourn the meeting for not more than thirty (30) days.

Section 6. Attendance Via Conference Telephone or Similar Communications Equipment. A member may attend and participate in a meeting of members via a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other; provided that all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Such participation by a member in a meeting shall constitute presence in person at the meeting.

### ARTICLE III

#### BOARD OF DIRECTORS

Section 1. Number. The affairs of the Association shall be governed by a Board of three (3) Directors, all of whom, except for the first Board of Directors designated by the Incorporator and their appointed successors, must be members (or directors, partners, officers or employees of members) of the Association and shall be elected pursuant to the Condominium Bylaws. Directors shall serve without compensation.

Section 2. Appointment or Election; Terms. The first Board of Directors designated by the Incorporator and their appointed successors shall manage the affairs of the Association until a successor Board of Directors is appointed or elected in the manner provided for by the Condominium Bylaws. Prior to the time of the election of all Directors by the co-owners without appointment by the Developer, the Directors shall serve one (1) year terms unless they sooner resign, are removed pursuant to these Bylaws, or are replaced in accordance with the provisions of the Condominium Bylaws. At the time of the first election of all Directors by the co-owners without appointment by the Developer, so as to establish staggered terms, the first two Directors so elected (or those two receiving the most votes) shall serve a term of two (2) years, and the last one elected (or that one receiving the least votes). Thereafter, all Directors shall serve two-year terms. The Directors shall hold office until their successors have been elected and hold their first meeting.

Section 3. Powers. The Board of Directors shall have the powers and duties set forth in the Condominium Bylaws.

Section 4. Initial Meeting. The first meeting of the Board of Directors following the appointment or election of any new Director shall be held within ten (10) days of the appointment or election of the new Director at such place as shall be fixed by the Directors upon receipt of notice that such new Director was appointed or elected, and no notice shall be necessary to the Directors in order legally to constitute such meeting, providing a majority of the whole Board shall be present.

Section 5. Regular Meetings. Regular meetings of the Board of Directors may be held at such times and places as shall be determined from time to time by a majority of the Directors, but at least three (3) such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally, by mail, telephone or facsimile, at least ten (10) days prior to the date named for such meeting.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by the President on three (3) days' notice to each Director, given personally, by mail, telephone or facsimile, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of one Director.

Section 7. Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be deemed a waiver of notice by him or her of the time and place thereof unless his or her appearance is for the purpose of protesting the holding of such meeting. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 8. Quorum. At all meetings of the Board of Directors, two (2) of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice. The joinder of a Director in the action of a meeting by signing and concurring in the minutes of the meeting shall constitute the presence of such Director for purposes of determining a quorum, but no proxies shall be permitted.

Section 9. Bonding. The Board of Directors shall require that all officers and employees of the Association handling or responsible for Association funds shall furnish

adequate fidelity bonds. The premiums on such bonds shall be Expenses of Administration (as defined in the Condominium Bylaws).

## ARTICLE IV

### OFFICERS

Section 1. Designation. The principal officers of the Association shall be a President, Secretary, and a Treasurer, who shall all be members of the Board of Directors. One person may hold up to two (2) offices.

Section 2. Election. The officers of the Association shall be elected annually by the Board of Directors at the organizational meeting of each new Board and shall hold office at the pleasure of the Board.

Section 3. Removal. Upon the affirmative vote of a majority of the members of the Board of Directors, any officer may be removed either with or without cause, and his or her successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called in whole or in part for such purpose.

Section 4. President. The President shall be the chief executive officer of the Association. He or she shall preside at meetings of the Association and of the Board of Directors. He or she shall have all of the general powers and duties which are usually vested in the office of the President of a corporation, including, but not limited to, the power to appoint committees from among the members of the Association from time to time as he or she may in his or her discretion deem appropriate to assist in the conduct of the affairs of the Association.

Section 5. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the members of the Association; he or she shall have charge of the corporate seal and of such books and papers as the Board of Directors may direct; and he or she shall, in general, perform all duties incident to the office of the Secretary.

Section 6. Treasurer. The Treasurer shall have responsibility for the Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements, specifying the operating expenses clearly, in books belonging to the Association. He or she shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Association, and in such depositories as may, from time to time, be designated by the Board of Directors. He or she shall ensure expenditures for the maintenance and repair of common elements and any other expenses incurred by or on behalf of the Condominium are properly recorded. In accordance with Article V, Section 3 of the

Condominium Bylaws, the Treasurer shall prepare and distribute to each co-owner at least annually an Association financial statement. Pursuant to Section 54 of the Michigan Condominium Act (Act 59 of the Public Acts of 1978, as amended) ("Act"), this Section 6 is not subject to amendment.

Section 7. Other Duties. The officers shall have such other duties, powers and responsibilities as shall, from time to time, be authorized by the Board of Directors.

## ARTICLE V

### SEAL

If so determined by the Board of Directors, the Association shall have a seal which shall have inscribed thereon the name of the Corporation, and the words "Corporate Seal" and "Michigan."

## ARTICLE VI

### FINANCE

Section 1. Handling. The finances of the Association shall be handled in accordance with the Condominium Bylaws.

Section 2. Fiscal Year. The fiscal year of the Association shall be an annual period commencing on such date as may be initially determined by the Directors. The commencement date of the fiscal year shall be subject to change by the Directors for accounting reasons or other good cause.

Section 3. Depository. The funds of the Association shall be deposited in such bank as may be designated by the Directors and shall be withdrawn only upon the check or order of such officers, employees, or agents as are designated by resolution of the Board of Directors from time to time.

## ARTICLE VII

### INDEMNIFICATION OF OFFICERS AND DIRECTORS

As provided in Article IV, Section 5 of the Condominium Bylaws, every Director and every officer of the Association shall be indemnified by the Association against all expenses and

liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a Director or officer of the Association, whether or not he or she is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful and wanton misconduct or gross negligence in the performance of his or her duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors (with the Director seeking reimbursement abstaining) approves such settlement and reimbursement as being in the best interest of the Association and such approval is based on a judicial opinion or opinion of independent counsel as to the propriety of indemnification if the majority of the co-owners request such opinion. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled. At least ten (10) days prior to payment of any indemnification which it has approved, the Board of Directors shall notify all co-owners thereof.

## ARTICLE VIII

### AMENDMENTS

Section 1. Method. These Bylaws may be amended as provided in the Master Deed and in Section 4 below.

Section 2. Proposed. Amendments to these Bylaws may be proposed by the Board of Directors of the Association acting upon the vote of the majority of the Directors or by one or more of the members of the Association whether meeting as members or by instrument in writing signed by them.

Section 3. Meeting. Upon any such amendment being proposed, a meeting for consideration of the same shall be duly called in accordance with the provisions of Article II, Section 4 of these Bylaws.

Section 4. Amendments Prior to Initial Meeting. Prior to the first meeting of members, these Bylaws may be amended by the Board of Directors of the Association upon the motion of a Director, so long as such amendments shall not increase or decrease the benefits or obligations, or materially affect the rights, of any member of the Association.

Section 5. Effective Date. Any amendment to these Bylaws shall become effective upon adoption without recording in the Office of the Register of Deeds.

Section 6. Distribution. A copy of each amendment to these Bylaws shall be furnished to every member of the Association after adoption, but failure to make such distribution shall not affect the validity of any amendment otherwise duly adopted.

## ARTICLE IX

### COMPLIANCE

These Bylaws are set forth to comply with the requirements of the Act, and with the duly recorded Master Deed of the Condominium and **Exhibit A** and **Exhibit B** attached to the Master Deed. In case any of these Bylaws conflict with the provisions of the Act, or any other applicable law, or with the provisions of the Master Deed or the exhibits to the Master Deed, the provisions of the Act, law, and the Master Deed shall be controlling, as set forth in Article XVI of the Condominium Bylaws.

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