

**BY-LAWS**  
**OF**  
**WHISPERING MEADOWS HOMEOWNERS ASSOCIATION**

**ARTICLE I**  
**NAME AND LOCATION**

The name of the corporation is WHISPERING MEADOWS HOMEOWNERS ASSOCIATION, a Michigan non-profit corporation, hereinafter referred to as the "Association". The principal office of the corporation shall be located at 18610 West Eight Mile Road, Southfield, Michigan 48075~ but meetings of members and directors may be held at such places within the State of Michigan as may be designated by the Board of Directors.

**ARTICLE II**  
**DEFINITION**

Section 1. The following words when used in these By-Laws, shall have the following meanings:

(a) "**ACREAGE PARCELS**" shall mean and include certain parcels of real property designated as Parcel B and as Parcel C in the Retention Basin Declaration.

(b) "**ASSOCIATION**" shall mean and refer to the proposed non-profit corporation and any successor thereto.

(c) "**COMMON AREA(S)**" shall mean and refer to those areas denoted as Park upon any recorded Plat of the Properties and intended to be owned by the Association and to be devoted to

the common use and enjoyment of the owners of Lots in the Properties, and any improvements thereon.

(d) "DECLARATION" shall mean and refer to the "Declaration of Covenants, Conditions and Restrictions, Whispering Meadows Residential Unit Development", the same being recorded in Liber

Pages 734 through 735, Oakland County Records.

(e) "DEVELOPER" shall mean and refer to KAUFMAN AND BROAD HOMES, INC., a Michigan corporation, or its assigns, if such successors or assigns should acquire more than one unbuilt Lot, or one or more undeveloped parcels of land, for the purpose of development.

(f) "**GENERAL DEVELOPMENT PLAN**" shall mean and refer to the Site Plan for the Whispering Meadows Subdivision submitted to the City of Novi by Developer and shall include subsequent amendments thereto, as permitted by the ordinances of the City of Novi.

(g) "**LOT**" shall mean and refer to any Lot or proposed Lot shown on a Plat or proposed Plat by the Developer of the Properties which is subject to the restrictions of the Declaration and which is subject to the restrictions of the Declaration and which is restricted therein for residential purposes and for the construction thereon of a single-family dwelling, and shall include such dwelling when built.

(h) "**MEMBER**" shall mean and refer to all those Owners who are members of the Association, all in accordance with the terms of and as set forth in the Declaration.

(a) "**OWNER**" shall mean and refer to the record Owner, whether one or more persons or entities, of the fee simple title to any Lot, or a land contract vendee, but not including any mortgagee unless and until such mortgagee shall have acquired such fee simple title pursuant to foreclosure or any proceeding or conveyance in lieu of foreclosure. Where more than one person or entity has an interest in the fee simple title to any Lot, or is a land contract vendee, the interests of all such persons collectively shall be that of a single Owner. Owner shall not include those having an interest in a Lot merely as security for the performance of an obligation.

(j) "**THE PROPERTIES**" shall mean and include proposed Whispering Meadows Subdivision, as described in Exhibit A to the Declaration, which Subdivision may be referred to herein as the "Existing Property", and such parts(s) of additions thereto, hereinafter referred to as the "Additions to the Existing Property", as may hereafter be brought within the jurisdiction of the Association by Developer, pursuant to the Declaration or any Supplemental Declaration thereto.

k) "**RETENTION AREAS**" shall mean certain retention areas located on the properties and on other real property owned by the Developers also located in the City of Novi, Oakland County, Michigan, more particularly described in Exhibit B attached hereto and incorporated herein, which real property may be developed for multiple family housing and which together with

the property shall hereinafter sometimes be referred to as the Property South of Nine Mile Road.

(l) "**RETENTION BASIN**" shall mean and refer to the Retention Basin denoted as "Park Village Retention Basin" in the General Development Plan.

(m) "**RETENTION BASIN DECLARATION**" shall mean and refer to the "Park Village Retention Basin Declaration of Covenants, conditions and Restrictions", the same being recorded in Liber 7132, Pages 700 through 775, Oakland County Records.

(n) "**RUD PLAN**" (Residential Unit Development) shall mean and refer to that portion of the General Development Plan, as the same may be amended from time to time, dealing with the proposed development of single-family housing and filed with the City of Novi as the RUD Plan for Whispering Meadows. The precise number and configuration of proposed Lots may vary prior to final platting depending upon changes in the RUD Plan as such changes are approved by the City of Novi.

**ARTICLE III**  
**MEETING or MEMBERS**

Section 1. Annual Meetings. The first annual meeting of the members shall, be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the 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 day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership.

Section 3. Notice of meetings. 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 (15) days such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. 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.

Section 4. Quorum. The presence at the meeting of members entitle to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Notice and Quorum for Certain Actions Authorized Under the Declaration and the Retention Basin Declaration.

Written notice of any meeting of the members called for the purpose of taking any action under Article v, Sections 3 or 5 of the Declaration, or under Article IV, Sections 3 or 5 of the Retention Basin Declaration, shall be sent to all members at least thirty (30) days in advance of such meeting and shall set forth the purpose thereof. At the first meeting so called under said provisions of the Declaration or the Retention Basin Declaration, the presence at the meeting of members or of proxies entitled to cast fifty-one (51%) percent of all the votes of each of the outstanding Class A and Class B memberships shall constitute a quorum. If the required quorum is not present at such meeting, another meeting may be called, subject to the notice requirement set forth above, and the required quorum at such subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting provided that such subsequent meeting shall be held not more than sixty (60) days following the preceding meeting at which a quorum was not present.

Section 6. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

## 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; provided, however, that prior to the first annual meeting of the members, the Board shall consist of three (3) Directors, as appointed by the incorporators in the articles of incorporation of this Association, who shall serve until the election of Directors at the first annual meeting of members of this 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 when the term of the single director expires, only one (1) director shall be elected at such annual meeting.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. 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. 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.

**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. Nominations may also be made from the floor at the annual meeting. 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, except that prior to the first annual meeting, the Nominating Committee shall consist of the Chairman. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members (except for such first meeting), 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 nomination may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the



members of 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 persons receiving the largest number of votes 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 quarterly 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 day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days' notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or 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**

**POWER AND DUTIES OF THE BOARD OF DIRECTORS**

Section 1. Powers. The Board of Directors shall have power to:

(a) adopt and publish rules and regulations governing the use of the Common Area and facilities and the Retention Basin and any recreational facility connected with it, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

(b) charge reasonable admission and other fees for the use of any recreational facility situated upon the Common Areas or connected with the Retention Basin;

(c) 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 hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

(d) 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; and

(e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties;

(f) dedicate or transfer all or any part of the Common Areas, the Retention Basin and Retention Areas to any public agency,

authority or utility for such purposes, subject to such conditions as may be agreed to by the members, but only in accordance with the additional terms and conditions set forth in Article IV, Section 3(d) of the Declaration (with respect of the Common Area(s) and in Article II, Section 3(d) of the Retention Basin Declaration (with respect to the Retention Basin and Retention Areas);

(g) fix, levy, collect and apply the annual assessments or charge, special assessments for capital improvements (as described in the Declaration), and the annual charge for the maintenance and renewal of the Retention Basin and the Retention Areas, the charge annually to enable the Association to assist VOCA in the maintenance and renewal of that portion of the storm drainage system north of Nine Mile Road (the "VOCA System Charge"), the annual Retention Basin frontage charges and special charges for capital improvements in connection with the Retention Basin and the Retention Areas (as described in the Retention Basin Declaration), all in accordance with the Declaration and the Retention Basin Declaration;

(h) exercise for the Association all powers, duties and authority invested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, the Declaration or the Retention Basin Declaration.

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 Class A 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 and subject to the terms of the Declaration and the retention Basin Declaration, to:

(1) fix the amount of the annual assessment or charge (as provided in the Declaration), the annual charge for the maintenance and renewal of the Retention Basin and the Retention Areas, the VOCA System Charge and the annual Retention Basin frontage charge (each as provided in the Retention Basin Declaration), against each Lot and, in the case of the annual charge for the maintenance and renewal of the Retention Basin and the Retention Areas and the VOCA System Charge, against the Acreage Parcels at least thirty (30) days in advance of each assessment period, prepare a roster or schedule of the Lots and the owners of the Acreage Parcels, the assessments and charges applicable thereto which shall be kept in the office of the Association and shall be open to inspection by the Owner and by any owner of all or any portion of the Acreage Parcels subject thereto and thereupon send written notice of each assessment to every Owner and to every owner of all or any portion of the Acreage Parcels; provided, however, that if any such assessment is not fixed at least thirty (30) days in advance of any applicable assessment period, such assessment shall not become delinquent until sixty (60) days following the date notices of such assessment are sent to Owners; and

(2) levy, collect and apply the aforesaid assessments and charges, all in accordance with the terms and conditions of the Declaration and the Retention Basin Declaration; and

(3) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date, to bring an action at law against the Owner or against the owner(s) of all or any portion of the Acreage Parcels personally obligated to pay the same or otherwise to take such steps calculated to secure the collection of such overdue assessments, all in the manner and at such times as it shall deem expedient and appropriate;

(d) issue, or to cause an appropriate officer to issue, upon demand by any Owner or by any owner of all or any portion of the Acreage Parcels, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificates 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(s), the Retention Basin and the Retention Areas to be administered and maintained in accordance with the Declaration (in the case of the Common

Areas) and in accordance with the Retention Basin Declaration (in the case of the Retention Basin and the Retention Areas).

**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 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 by resolution, create.

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 unless he or she shall resign sooner, or shall be removed, or otherwise 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 by 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 offices of the secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of the offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

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 lease, mortgages, deeds and other written instrument and shall co-sign all checks and promissory notes.

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 of 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 Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

**ARTICLE X**  
**BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

**ARTICLE XI**  
**ASSESSMENTS**

As more fully provided in the Declaration and the Retention Basin Declaration, each member and the owner(s) of all or any portion of the Acreage Parcels are obligated to pay to the Association certain assessments and charges described above 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) percent per annum, in the case of assessment and charges under the Declaration and six (6) percent per annum, in the case of assessments and charges under the Retention Basin Declaration, and the Association may bring an action at law against the Owner or against the owner(s) of all or any portion of the Acreage Parcels personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment.

**ARTICLE XII**  
**CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words: (NO SEAL)

**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 a quorum of members present in person or by proxy.

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 the Retention Basin Declaration and these By-Laws, the Declaration and the Retention Basin 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 Whispering Meadows Homeowners Association, have hereunto set our hands as of this 17th day of September, 1979.

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Saverio Rotella

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Burton A. Binder

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Charles Snider

**CERTIFICATION**

I, the undersigned, do hereby certify:

THAT I am duly elected and acting secretary of the  
Whispering  
Meadows Homeowners Association, a Michigan corporation, and,

THAT the foregoing By-Laws constitute the original By-Laws  
of said Association, as duly adopted by the written approval of  
the Board of Directors thereof, as of the 17th day of September,  
1979.

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Secretary