

PROPOSED CONSTITUTION
FEBRUARY 2022

WILLOWBROOK COMMUNITY ASSOCIATION

Purpose

To maintain and enforce building restrictions imposed upon the property within the subdivision in which members reside; to aid in maintaining the character of the neighborhood; to promote the social, educational and general welfare of all members; to afford a means for collective action in community projects.

ARTICLE I

Name and Location

The name of the corporation shall be "WILLOWBROOK COMMUNITY ASSOCIATION". The location of this corporation shall be Sections 24 & 25 in the City of Novi, Oakland County, Michigan. The registered office of this corporation shall be in the vicinity of Willowbrook Estates Subdivision 1, 2, and 3 in the Village or City of Novi, County of Oakland, Michigan. The exact location shall be determined by the Board of Directors.

ARTICLE II

Membership

Section 1. All persons owning property in Willowbrook are members of the Willowbrook Community Association.

Section 2. ACTIVE: All persons owning property in Willowbrook Subdivision shall be ACTIVE members of the corporation upon payment to the secretary and/or treasurer of such annual fees as shall then be in force.

Each dues paying household in good standing shall be entitled to cast one vote at all meetings of members.

ARTICLE III

Fees

Section 1. The fiscal year of the corporation shall begin October 1 and end September 30 of each year.

Section 2. Each member of the association shall be required to pay the annual association fee set forth by the board of directors for the forthcoming year. Payment of fee constitutes ACTIVE membership in good standing in the Association, and ACTIVE members shall be entitled to all rights and privileges, and services provided by the Willowbrook Community Association, except where restricted in other sections of this constitution. The Association fee shall be fifteen dollars (\$15.00) annually.

Section 3. Annual fees shall be paid in advance and shall be deemed due on the first day in October of each year.

- Section 4. Any member whose fee for the current year shall not have been paid on or before October 1 shall be deemed delinquent. It shall be the duty of the secretary and/or treasurer to mail notice of delinquency to the delinquent homeowner on or before October 15 of each year. A member household whose fee remains unpaid on October 31 of each year shall be automatically suspended from membership in good standing until the fee is paid in full. The secretary and/or treasurer may accept installment payments for the Association fee in "hardship" cases upon authorization of the Board of Directors
- Section 5. (a) The funds of the Association shall be deposited in the name of the Association in such bank or banks as the directors shall direct. It is preferable that all deposits be made in a bank within the city of Novi.
- (b) Funds of the Association shall be withdrawn only at the direction of the Association, signed by the Treasurer and countersigned by one other officer.
- (c) The treasurer shall not sign checks or orders drawn on the General Fund to amounts exceeding in total the recurring sum of \$100.00 per month unless or until such expenditures have been authorized by resolution of the members.
- (d) The directors shall not authorize non-recurring expenditures exceeding the sum of \$200.00 each without vote of the members at a regular or special meeting of the members.
- Nothing herein contained shall be construed as prohibiting the issuance, signature, countersignature, and authorization of checks covering necessary operating expenses of the Association generally authorized by the members.
- Section 6. It shall be the duty of the treasurer to render a financial report concerning the Association to the members at least annually.
- Section 7. There shall be a review of the Association Financial records yearly to coincide with the annual elections. The reviewer shall be selected by the current Board of Directors and results made available at the meeting when annual elections are held.
- Section 8. The treasurer and secretary shall each be given a yearly nominal fee of \$500.00.
- Section 9. The president, vice-president, and directors shall each be given a yearly nominal fee of \$200.00. Participation in 70% of the Willowbrook meetings/activities is required of all officers and directors.

ARTICLE IV

Rules of Eligibility

- Section 1. The officers shall consist of a President, Vice-President, and Secretary and/or Treasurer. These officers shall be elected and only ACTIVE members in good standing shall be eligible and shall hold office for a term of one (1) year. For election of officers, only members in good standing shall be allowed to vote as defined in Article II.
- Section 2. In addition to the officers listed under Article IV, Section I, there shall be a maximum of eight (8) directors elected for one-year terms.

Section 3. The directors, together with the officers listed under Article IV, Section 1, shall constitute the Board of Directors. The rules of eligibility for the office of director shall be the same as for the other officers. It shall be the general policy, but not mandatory, that each section of the Willowbrook Subdivision (Willowbrook Subdivision 1, 2, and 3) shall be represented by at least two directors.

ARTICLE V

Duties of Officers

Section 1. The President shall be the chief executive officer of the Association and chairman of the Board of Directors. He/she shall preside at all meetings of the Association and of the Board of Directors, and he/she shall be ex officio, a member of all standing committees, and shall see that all resolutions and orders of the Board of Directors are carried into effect.

Section 2. The Vice-President shall fulfill all the duties of the President in case of the absence or disability of the latter, or such other duties as the Board of Directors shall prescribe.

Section 3. The Secretary shall have direct charge of all corporate books, records, and seals of the Association. He/she shall issue notices of all directors and members meetings and shall attend and keep the minutes of the same. He/she shall keep an accurate and up to date record of the names and addresses of all members. He/she shall perform all other duties as are incident to the office.

Section 4. The Treasurer shall have custody of all moneys and securities of the Association and shall give bond in such sum and with such surety as the directors may require conditioned upon the faithful performance of the duties of his/her office. The Board of Directors shall arrange for the treasurer to be bonded for an amount to be determined by them through an accredited bonding company.

Section 5. The Secretary and Treasurer positions may be combined however, the nominal fee provided the officer fulfilling both offices shall be \$500.00.

ARTICLE VI

Board of Directors

Section 1. The business and property of this organization shall be managed by the Board of Directors. A quorum for transacting business at any regular or special meetings of the Board of Directors shall consist of five.

Section 2. The Board of Directors shall meet once a month exempt in July and August, at a time and place to be determined by them. Special meetings of the Board of Directors may be held at any time at the call of the President or by mutual agreement of the directors or; upon written request of ten ACTIVE members of the Association.

Section 3. The Board of Directors shall receive monthly reports from all committees for necessary action or for submission to the Association at their meetings. The Board of Directors shall receive individual copies of the minutes of all regular and special meetings for consideration and analysis.

Section 4. In the event of the death, disqualification, or resignation of a member of the Board of Directors, the remaining directors shall elect a successor to serve until the next annual meeting at which time a successor shall be elected by the general membership to fill such vacancy. Any member of the board of directors serving less than a full year's term will be given a prorated nominal fee.

ARTICLE VII

Meetings

Section 1. The Association shall hold two regular meetings annually during the month of September and the month of February.

Section 2. Special meetings of the Association may be held at any time upon the call of the President, the Board of Directors, or if requested in writing, by twenty-five ACTIVE members.

Section 3. A quorum shall consist of a majority of ACTIVE members present, in good standing.

Section 4. The secretary shall give written notice of time, place, and purpose of all meetings of the Association to its entire membership in good standing at least five days prior to the date of the meeting.

Section 5. By unanimous consent of the Board of Directors, special meetings of the Board of Directors may be held at any time and place without prior notice.

ARTICLE VIII

Nominations and Elections

Section 1. The annual nomination and election of officers and directors shall be during the month of September and shall take office effective on October 1st. Each candidate who receives a majority of the valid votes cast shall be declared elected to the office for which said votes are cast.

ARTICLE IX

Committees

Section 1. The President, with the consent of the Directors, shall appoint all committees except such, if any, as shall be designated by vote of the members or otherwise directed herein.

Section 2. The regular committee(s) shall be as follows:

(a) Restrictions Committee: This committee shall be charged with the enforcement of building and use restrictions, and assist neighbors in calling to the attention of the proper authorities any violation or infractions of zoning ordinances and building codes of the Village or City of Novi.

ARTICLE X

Amendments

This constitution may be amended at any regular meeting of members by two-thirds vote of the ACTIVE members present and entitled to vote provided the proposed amendment has been submitted in writing at the immediately preceding meeting of members.