

**MONROVIA BEACH CLUB
HARBORPOINTE CONDOMINIUM ASSOCIATION BYLAWS**

**ARTICLE I
ADOPTION OF CONDOMINIUM BYLAWS**

The Bylaws of Monrovia Beach Club Harborpointe, a condominium (hereinafter known as the Condominium Association Bylaws).

**ARTICLE II
MEETINGS**

SECTION 1. Meetings of the Association shall be held at a 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, the Bylaws of the Association, the Condominium Master Deed or the law of the State of Michigan.

SECTION 2. The annual meeting of members of the Association shall be held the first Saturday of June of each year at such time and place as shall be determined by the Board of Directors. At such meetings, there shall be elected, by ballot of 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. It shall be the duty of the President to call a special meeting of the co-owners as directed by resolution of the Board of Directors or upon a petition signed by one-third (1/3) of the co-owners presented to the Secretary of the Association. Notice of any special meeting shall state the time and place of such meeting and the purposes thereof. No business shall be transacted at a special meeting except as stated in the notice.

SECTION 4. It shall be the duty of the Secretary (or other Association officer in the Secretary's absence) to serve a notice of each annual or special meeting, stating the purpose thereof, 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 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. If any meeting of owners cannot be held because a quorum is not in attendance, the owners who are present may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

ARTICLE III **BOARD OF DIRECTORS**

SECTION 1. The affairs of the Association shall be governed by a Board of Directors, all of whom must be members of the Association. Directors shall serve without compensation.

SECTION 2. The first Board of Directors shall be composed of three (3) persons elected annually by the Members. The term of office of each Director shall be one (1) year. The Director shall hold office until its successor has been elected.

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

SECTION 4. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the members of the Association shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum. Each person so elected shall be a Director until a successor is elected at the next annual meeting of the Association.

SECTION 5. At any regular or special meeting of the Association duly called, any one or more of the Directors may be removed with or without cause by a majority of the co-owners and a successor may then and there be elected to fill the vacancy thus created. Any Director, whose removal has been proposed by the co-owners, shall be given an opportunity to be heard at the meeting.

SECTION 6. The first meeting of a newly elected Board of Directors shall be held within thirty (30) days of election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order legally to constitute such meeting, providing a majority of the whole Board shall be present.

SECTION 7. 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 two (2) 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, electronic messaging or facsimile, at least ten (10) days prior to the date named for such meeting.

SECTION 8. 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, electronic messaging 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 (1) Director.

SECTION 9. 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 meetings of the Board shall be deemed a waiver of notice by him of the time and place thereof. 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 10. At all meetings of the Board of Directors, a majority 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 the minutes thereof, shall constitute the presence of such Director for purposes of determining a quorum.

SECTION 11. 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.

ARTICLE IV **OFFICERS**

SECTION 1. The Association shall consist of a President who shall be a member of the Board of Directors, a Vice President, a Secretary and a Treasurer. The Board may appoint such other officers as, in their judgment, may be necessary. Any two (2) offices, except that of President, may be held by one (1) person.

SECTION 2. 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. Upon 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 successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

SECTION 4. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and of the Board of Directors. He shall have all of the general powers and duties which are usually vested in the office of

the President of an association, including, but not limited to, the power to appoint committees from among the members of the Association from time to time as he may, in his discretion, deem appropriate to assist in the conduct of the affairs of the Association.

SECTION 5. The Vice-President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If neither the President nor the Vice-President is able to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. The Vice-President shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

SECTION 6. 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 shall have charge of the corporate seal, which shall be a device for creating a raised impression of the Association's name and state of incorporation on documents executed on behalf of the Association, and of such books and papers as the Board of Directors may direct; and he shall, in general, perform all duties incident to the office of the Secretary.

SECTION 7. The Treasurer shall have the responsibility for the Association funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Association. He 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.

SECTION 8. 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 **FINANCE**

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

SECTION 2. 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. 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 or the Board of Directors from time to time.

ARTICLE VI
INDEMNIFICATION OF OFFICERS AND DIRECTORS

SECTION 1. 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 in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, whether or not he 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 misfeasance or malfeasance in the performance of his 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. 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. In the event there has been no judicial determination as to indemnification, an opinion of independent counsel as to the propriety of indemnification must be obtained if requested by a vote of fifty-one (51%) per cent of the co-owners.

ARTICLE VII
AMENDMENTS

SECTION 1. These Bylaws (but not the Condominium Bylaws) may be amended by the Association at a duly constituted meeting for such purpose, by an affirmative vote of two-thirds of the co-owners present in person, by proxy or written vote as such vote is defined in the Condominium Bylaws.

SECTION 2. 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-third (1/3) or more in number of the members of the Association whether meeting as members or by instrument in writing signed by them.

SECTION 3. 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 of these Bylaws.

SECTION 4. Any amendment to these Bylaws shall become effective upon adoption of the same in accordance with Section I of this Article VII without approval by the State of Michigan and without recording in the office of the Register of Deeds.

SECTION 5. A copy of each amendment to these Bylaws shall be furnished to every member of the Association after adoption.

ARTICLE VIII
COMPLIANCE

SECTION 1. These Bylaws are set forth to comply with the requirements of Act No. 327 of the Public Acts of Michigan of 1931, as amended, Act No. 284 of Public Acts of Michigan of 1972, and Act No. 59 of Public Acts of Michigan of 1978, as amended, and with the duly recorded Master Deed of the Condominium and Exhibits A and B attached thereto. In case any of these Bylaws conflict with the provisions of said statute or with the provisions of said Master Deed or the Exhibits hereto, the provisions of the statute and said Master Deed shall be controlling.