

OWNER INFORMATION BOOK

FARMINGTON HILLS HUNT CLUB

**A RESIDENTIAL COMMUNITY
LOCATED IN THE CITY OF FARMINGTON HILLS
OAKLAND COUNTY, MICHIGAN**

**AMENDED AND RESTATED BYLAWS
FARMINGTON HILLS HUNT CLUB**

**AMENDED AND RESTATED ASSOCIATION BYLAWS OF FARMINGTON HILLS HUNT
CLUB HOMEOWNERS ASSOCIATION
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**AMENDED AND RESTATED ASSOCIATION BYLAWS OF
FARMINGTON HILLS HUNT CLUB HOMEOWNERS ASSOCIATION**

**ARTICLE I
NAME AND LOCATION**

Section 1. Name. The name of the corporation is Farmington Hills Hunt Club Homeowners Association (the "Association").

Section 2. Location of Principal Office. The principal office of the Association shall be that which is on file with State of Michigan. The location of the principal office of the Association may be changed by the Board of Directors. Meetings of Owners and Directors may be held in such places within Oakland County, Michigan, as the Board of Directors may designate.

**ARTICLE II
DEFINITIONS**

All terms defined in the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Farmington Hills Hunt Club Subdivisions Nos. 1, 2, and 3 (the "Declaration"), shall have the same meanings when used in these Bylaws.

**ARTICLE III
MEMBERSHIP AND VOTING RIGHTS IN THE ASSOCIATION**

Section 1. Membership. Every person or entity who is a record Owner of the fee interest in any Lot is a mandatory member of the Association.

Section 2. Voting Rights. Each Owner in good standing is entitled to one vote for each Lot owned. In the case of any Lot owned jointly by more than one Owner, the voting rights appurtenant to that Lot may be exercised only jointly as a single vote. Except as otherwise set forth in these Bylaws or in the other Subdivision Documents, when reference is made to a majority or specific percentage of Owners, the reference shall be deemed to be reference to a majority or specific percentage of the votes of Owners in good standing.

Section 3. Voting Method. Votes may be cast in person, by proxy or by any other means allowed by the voting procedures adopted by the Board of Directors for a given vote. The Board of Directors may permit the casting of votes by mail, delivery, electronic transmission, or any other method that the Board approves. Any proxies, written votes or other votes cast by means allowed in these Bylaws must be filed with the Association's Secretary or such other person or entity that the Board may designate at or before the appointed time of each Association meeting or voting deadline if no meeting is held. Cumulative voting is not permitted.

Section 4. Action without Meeting. Any action that may be taken at an Association meeting (except for electing or removing Directors) may be taken without a meeting by written vote or ballot of the Owners. Written votes or ballots shall be solicited in the same manner as provided in these Bylaws for the giving of notice of Association meetings. The solicitations shall specify: (1) the

proposed action; (2) that the Owners can vote for or against any proposed action; (3) the percentage of approvals necessary to approve the action; and (4) the time by which written votes must be received to be counted. Approval by written vote or ballot shall be constituted by receipt, within the time specified in the written vote or ballot, of a number of approvals that equals or exceeds the number of votes that would be required for approval if the action were taken at a meeting.

ARTICLE IV OWNER MEETINGS

Section 1. Place of Meetings. Association meetings shall be held at any suitable place convenient to the Owners as the Board may designate. Association meetings shall be guided by Roberts Rules of Order or some other generally recognized manual of parliamentary procedure when not otherwise in conflict with the Articles of Incorporation, the Amended and Restated Declaration or the laws of the State of Michigan. Owners must be in good standing to speak at Association meetings or to address the Board or Owners at any Association meetings.

Section 2. Annual Meeting. The Association shall hold its annual meeting in the month of March each succeeding year at a date, time and place as the Board of Directors determines. The Board may change the date of the annual meeting in any given year, provided that at least one meeting is held in each calendar year. At the annual meeting, there shall be elected by ballot or acclamation of the Owners a Board of Directors in accordance with the requirements of Article V of these Bylaws. The Owners may also transact at annual meetings other Association business as may properly come before them.

Section 3. Special Meetings. Special meetings of the Owners may be called at any time by a majority of the Board of Directors or upon the written request of the Owners in good standing entitled to cast not less than one-third (1/3rd) of the votes of the entire membership.

Section 4. Notice of Meetings. The Secretary or other Board authorized person shall serve each Owner a notice of each annual or special meeting at least ten (10) days, but not more than sixty (60) days, prior to the meeting. Notice of Association meetings shall be mailed to the Owner at the address last appearing on the Association's books or supplied by the Owner to the Association for the purpose of notice or, in lieu of the foregoing, notice may be given by electronic transmission, or notice may be hand delivered to the Residence if the Owner is a resident of the Residence. The notice shall specify the place, day and hour of the meeting and, in case of special meeting, the exact purpose of the meeting, including the text of any proposals to be voted on at the special meeting. Waiver by an Owner in writing of the required notice, signed by them before or after the meeting, shall be equivalent to the giving of notice.

Section 5. Remote Communication Attendance; Remote Communication Meetings. An Owner may participate in a meeting of the Owners by a conference telephone or by other means of remote communication through which all persons participating in the meeting may hear each other, if the Board determines to permit such participation and (a) the means of remote communication permitted are included in the notice of the meeting or (b) if notice is waived or not required. All participants shall be advised of the means of remote communication in use and the names of the participants in the meeting shall be divulged to all participants. Owners participating in a meeting by means of remote communication are considered present in person and may vote at the meeting if all of

the following are met: (a) the Association implements reasonable measures to verify that each person considered present and permitted to vote at the meeting by means of remote communication is an Owner or proxy holder; (b) the Association implements reasonable measures to provide each Owner and proxy holder a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Owners, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings; and (c) if any Owner or proxy holder votes or takes other action at the meeting by means of remote communication, a record of the vote or other action is maintained by the Association. An Owner may be present and vote at an adjourned Owner meeting by means of remote communication if they were permitted to be present and vote by the means of remote communication in the original meetings notice given. The Board may hold an Owner meeting conducted solely by means of remote communication.

Section 6. Quorum. The presence in person or by proxy of 35% of the Owners in good standing constitutes a quorum for holding an Owner meeting. The written vote of any person furnished at or prior to any duly called meeting at which meeting the person is not otherwise present in person or by proxy, or by the date as is established for voting in cases where no meeting is held, shall be counted in determining the presence of a quorum with respect to the question upon which the vote is cast. Any Owner who participates by remote communication in an Association meeting, as provided in Section 4 above, shall also be counted in determining the necessary quorum.

Section 7. Adjournment for Lack of Quorum. If any Owner meeting 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. The quorum for each subsequent meeting shall be reduced by one-half from the quorum requirement of the previously scheduled meeting.

Section 8. Minutes. The Association must keep minutes or a similar record of the proceedings of all Owner and Board of Director meetings. A recitation in the minutes of any such meeting that notice of the meeting was properly given shall be prima facie evidence that notice was given.

ARTICLE V BOARD OF DIRECTORS

Section 1. Qualification and Number. All Directors must be Owners, trustees of trusts owning Residences or officers, directors, members or employees of business entities owning Residences. The Board shall consist of nine (9) members. No two occupants of the same Lot may serve on the Board of Directors at the same time. Directors shall serve without compensation, although Directors may be reimbursed for actual expenses incurred in the performance of their duties.

Section 2. Term. At the first annual meeting following adoption of these Bylaws, all Directors shall stand for election as a single slate. The five Directors receiving the highest number of votes shall be elected for a term of 2 years. The four Directors receiving the next highest number of votes shall be elected for a term of 1 year. In each year thereafter, either five or four Directors shall be elected for 2-year terms depending on how many directorships expire that year. All Board members shall hold office until their successors have been elected and hold their first meeting.

Section 3. Removal. At any regular or special Association meeting duly called and held, any one or more of the Directors may be removed with or without cause by the affirmative vote of more than fifty (50%) percent of all Owners in good standing, and a successor may then and there be elected to fill the vacancy thus created, with the successor Director serving until the end of the term of the Director who they replaced. Any Director whose removal has been proposed by the Owners shall be given an opportunity to be heard at the meeting.

Section 4. Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the Owners shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum. Each person so appointed shall be a Director until the end of the term of the Director who they replaced and a successor is elected at the Association's annual meeting.

Section 5. Powers. The Board of Directors shall have power to:

A. Management. To fulfill all responsibilities and duties, and exercise all rights and privileges, set forth in the Declaration, these Bylaws, and any Rules and Regulations of this Association;

B. Collecting Assessments. To levy and collect assessments from the Owners and to use the proceeds thereof for the purposes of the Association in accordance with the Declaration;

C. Insurance. To carry insurance relative to all Association property and the Common Areas, and to collect and allocate the proceeds thereof;

D. Rebuild Improvements. To rebuild improvements after casualty, subject to the terms of the Declaration;

E. Contract and Employ Persons. To contract for and employ persons, firms, corporations or other agents to assist in the management, operation, maintenance and administration of the Association, its property, areas of responsibility set forth in the Declaration and the Common Areas;

F. Real or Personal Property. To acquire, maintain and improve, and to buy, operate, manage, sell, convey, assign, mortgage or lease any real or personal property (including any easements, rights-of-way and licenses) on behalf of the Association in furtherance of any of the purposes of the Association;

G. Taxes. To pay real and personal property taxes and governmental; special assessments which are or may become a lien on the Association property or the Common Areas;

H. Rules and Regulations. To make rules and regulations in accordance with the Declaration;

I. Committees. To establish committees as it deems necessary, convenient or desirable and to appoint persons thereto for the purpose of implementing the administration of the Association property and the Common Areas and to delegate to the committees, or any specific Officers or Directors of the Association any functions or responsibilities which are not by law or the Declaration or Articles of Incorporation required to be performed by the Board;

J. Representative Duties. To represent Owners on matters of mutual interest before any governmental and administrative bodies, boards and agencies;

K. Enforce Subdivision Documents. To enforce the provisions of the Subdivision Documents including, without limitation, the Declaration, the Articles of Incorporation, the Amended Association Bylaws and the Association's Rules and Regulations;

L. Other. In furtherance of the foregoing purposes, to enter into any kind of activity, to make and perform any contract and to exercise all powers necessary, incidental or convenient to the administration, management, maintenance, repair, replacement and operation of the Subdivisions, the Common Areas and property under the jurisdiction of the Association.

Section 6. Regular Meetings. Regular Board of Directors meetings may be held at times and places as shall be determined from time to time by a majority of the Directors. At least two (2) meetings shall be held during each fiscal year. Notice of regular Board meetings shall be given to each Director personally, or by mail, telephone or electronic transmission at least five (5) days prior to the date of the meeting, unless waived by the Director.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the president upon three (3) days' notice to each Director. Notice of special Board meetings shall be given to each Director personally, or by mail, telephone or electronic transmission. The notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the president, secretary or other appropriate officer in like manner and on like notice on the written request of two Directors.

Section 8. Quorum and Vote. The presence of a majority of the Directors then in office at a meeting shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which there is a quorum shall be the acts of the Board of Directors. A Director will be considered present and may vote on matters before the Board by remote communication, electronically or by any other method giving the remainder of the Board sufficient notice of the absent Director's vote and position on any given matter. If at any Board meeting there be less than a quorum present, the majority of those present may adjourn the meeting. At any adjourned meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice.

Section 9. Action without Meeting. Any action permitted to be taken by the Board of Directors at a meeting of the Board shall be valid in the absence of a meeting if consented to in writing, including by electronic transmission, by a majority of the Board of Directors; provided, that all Board members must first be provided with notice personally, by mail, telephone or electronic transmission, of the proposed action before any action is approved. Further, the presiding Association officer, in exceptional cases requiring immediate action, may poll all Directors by phone for a vote, and provided the action is consented to by the requisite number of Directors, the vote shall constitute valid action by the Board. The results of any vote along with the issue voted upon pursuant to this Section shall be noted in the minutes of the next Board meeting to take place.

Section 10. Closing of Board of Director Meetings; Privileged Minutes. The Board of Directors, in its discretion, may close a portion or all of any meeting of the Board of Directors to the

Owners or may permit Owners to attend a portion or all of any meeting of the Board of Directors. Any Owner shall have the right to inspect, and make copies of, the minutes of the meetings of the Board of Directors; provided, however, that no Owner shall be entitled to review or copy any minutes of meetings of the Board of Directors to the extent that said minutes reference privileged communications between the Board of Directors and counsel for the Association, or any other matter to which a privilege against disclosure pertains under Michigan Statute, common law, the Michigan Rules of Evidence, or the Michigan Court Rules.

Section 11. Remote Communication. Board members may participate in any meeting by means of conference telephone or other means of remote communication through which all persons participating in the meeting can communicate with the other participants. Participation in a meeting by these means constitutes presence in person at the meeting.

ARTICLE VI OFFICERS AND THEIR DUTIES

Section 1. Designation. The principal Association officers are a president, vice president, secretary and treasurer. The Directors may appoint other officers as may be necessary. Any two offices except that of president and vice president may be held by one person. The President must be a member of the Board of Directors. Officers shall serve without compensation, although Officers may be reimbursed for actual expenses incurred in the performance of their duties.

Section 2. Appointment. The Board of Directors shall appoint the Association's officers annually and all officers shall hold office at the Board's pleasure.

Section 3. Removal. The Board of Directors may remove any officer either with or without cause, and the successor to the removed officer may be elected at any regular Board meeting or at any special Board meeting called for such purpose.

Section 4. President. The president shall be the Association's chief executive officer and shall preside at all Association and Board meetings. The president has all the general powers and duties which are usually vested in the office of the president of a nonprofit corporation including, but not limited to, the power to appoint committees from among the Owners from time to time in the president's reasonable discretion to assist in the conduct of the Association's affairs.

Section 5. Vice President. The vice president shall take the place of the president and perform the president's duties whenever the president is absent or unable to act. If neither the president nor the vice president can act, the Board of Directors shall appoint some other Board member to so do on an interim basis. The vice president shall also perform other duties as shall from time to time be imposed by the Board of Directors.

Section 6. Secretary. The secretary shall keep the minutes of all Board and Association meetings, be responsible for maintaining a record of the minutes and of the books and other records as the Board of Directors may direct, and shall in general perform all duties incident to the office of the secretary.

Section 7. Treasurer. The treasurer is responsible for keeping full and accurate accounts of

all receipts and disbursements in the Association's books. The treasurer shall also be responsible for depositing all money and other valuable Association papers, in the name of and to the Association's credit, in such depositories that the Board may designate from time to time.

ARTICLE VII JUDICIAL ACTIONS AND CLAIMS

Actions on behalf of and against the Owners shall be brought in the Association's name. Subject to the express limitations on actions in these Bylaws and in the Association's Articles of Incorporation, the Association may assert, defend or settle claims on behalf of all Owners in connection with the Common Areas.

ARTICLE VIII FINANCES, BOOKS AND RECORDS

Section 1. Fiscal Year. The Association's fiscal year shall be an annual period commencing on the date the Board may initially determine. The commencement date of the Association's fiscal year is subject to change by the Board of Directors for accounting reasons or other good cause.

Section 2. Annual Report. After each fiscal year, the Board of Directors shall create and distribute to the Owners a report summarizing the Association's business and accounting for the prior year's financial transactions.

Section 3. Banking; Investment of Funds. Association funds shall be deposited in such bank or other depository as the Board may designate and shall be withdrawn only upon the check or order of those officers, employees or agents as are designated by Board resolution from time to time. Association funds shall only be held in accounts that are fully insured or backed by the full faith and credit of the United States Government. The Association may only utilize depositories or instruments where there is no risk of principal loss for investment of its monies.

Section 4. Inspection of Records. Subject to the Association's rules and regulations, the Association's books, records and papers shall, during reasonable business hours, be subject to inspection at the Association's principal office by any Owner.

ARTICLE IX INDEMNIFICATION

Section 1. Indemnification of Directors, Officers and Volunteers. Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including actual and reasonable counsel fees and amounts paid in settlement incurred by or imposed upon the Director or officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, to which the Director or officer may be a party or in which they may become by reason of their being or having been a Director or officer of the Association, whether or not they are a Director or officer at the time the expenses are incurred, except in those cases where the Director or officer is adjudged guilty of willful or wanton misconduct or gross negligence in the performance of the Director's or officer's

duties, and except as otherwise prohibited by law; provided that, in the event of any claim for reimbursement or indemnification based upon a settlement by the Director or officer seeking the reimbursement or indemnification, the indemnification shall apply only if the Board of Directors (with the Director seeking reimbursement abstaining) approves the settlement and reimbursement as being in the Association's best interest. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the Director or officer may be entitled. The Board of Directors shall notify all Owners of payment of any indemnification that it has approved at least ten (10) days before payment is made. The indemnification rights of this Article shall be at all times construed to be consistent with those contained in the Articles of Incorporation of the Association.

Section 2. Directors' and Officers' Insurance. The Association shall provide liability insurance for every Director and every officer of the Association for the same purposes provided above in Section 1 and in amounts as may reasonably insure against potential liability arising out of the performance of their respective duties. No Director or officer shall collect for the same expense or liability under Section 1 above and under this Section 2; however, to the extent that the liability insurance provided to a Director or officer was not waived by the Director or officer and is inadequate to pay any expenses or liabilities otherwise properly indemnifiable under the terms of this Article, a Director or officer shall be reimbursed or indemnified only for the excess amounts under Section 1 above or other applicable statutory indemnification.

ARTICLE X MISCELLANEOUS

Section 1. Amendments. These Bylaws may be amended or repealed and new Bylaws adopted at any regular or special Association meeting, or by other methods allowed by these Bylaws for voting upon matters, by the affirmative vote of a majority of Owners in good standing.

Section 2. Conflicts. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control. In the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.