

Kimberley Association BY-LAWS

ARTICLE I

GENERAL PROVISIONS

1.1 Name and Location. The name of the Home Owners Association is The Kimberley Association (the "Association."). The legal name of the non-profit, non-political organization is KIMBERLEY ASSOCIATION, INC. The principal office of the Association shall be located at the residence of the current Association President, Farmington Hills, Michigan but meetings of Members and Board of Directors may be held within the state of Michigan, County of Oakland, as may be designed by the Board of Directors.

1.2 Fiscal Year. The fiscal year of the Association begins on May 1st and runs thru April 30th.

1.3 Interpretation. In the case of any conflict, the (1) provisions of Federal, state and city law, (2) the Association's Declaration of Covenants, Conditions and Deed Restrictions (filed as Restrictions on Kimberley Subdivision, September 17, 1959) ("Declaration"), (3) Articles of Incorporation, (4) these Bylaws, and (5) Rules and Regulations shall prevail in that order.

1.4 Objectives – The objectives and purpose of the Kimberley Association shall be as follows

- a) To protect and promote the welfare of the membership
- b) To advance the interests of the membership in person and property
- c) To maintain a wholesome, healthy and safe environment in the area
- d) To take preventative action on all items detrimental to the membership and/or the community

ARTICLE II

DEFINITIONS

2.1 Lot Owner. A Lot Owner is the person(s) and/or entity(ies) one who is listed on the current deed as filed in the Oakland County Register of Deeds for lots within the Kimberley Subdivision.

2.2 Member. A Member of the Association is a Lot Owner or Resident of a lot within the Kimberley Subdivision whose dues are current for the fiscal year.

2.3 Non-Active Member. A Non-Active Member of the Association is a Lot Owner or Resident of a lot within the Kimberley Subdivision whose dues are not current for the fiscal year. Non-Active Members will not be permitted to vote or participate in functions, meetings, events, etc. that are paid for by Members.

2.4 Resident. A person with a valid written leasehold interest in a lot located within the Kimberley Subdivision.

ARTICLE III

MEETING OF MEMBERS

3.1 Annual Meetings. The Association's annual meeting of the Members shall be held after the fiscal year (April 30th) in May each year at such place and time as the Board of Directors may designate. The purpose of the annual meeting shall be for electing the Board of Directors, presenting reports from all members of the Board of Directors (including but not limited to the budget), updating the Members of previous and future community plans, making decisions regarding the association, and for any other association affairs that may come up. Notices of meetings shall be posted to the Association's website, newsletter, email distribution list, social media and at entrances to the subdivision at least fourteen days before the meeting.

3.2 Special Meetings. Special meetings of the Members may be called by the President, the Board of Directors, or the written request of the majority of Members, at any time. The purpose of the meeting shall be stated in the call to the meeting and at least 14 (fourteen) days' advance notice shall be given.

3.3 Eligibility to Vote. All Members must be current and in good standing with the Association to be entitled to (1) vote, (2) hold elective or appointive office, and/or (3) serve on committees as may be established. Only Lot Owners who are Members may vote. Only one vote is allowed to be cast per lot. Residents of the Kimberley Subdivision who are not lot owners cannot vote or hold office but may still become Members to attend Association events.

3.4 Quorum. Ten percent (10%) of the Members shall constitute a quorum for purposes of an association meeting.

3.5 Proxies. Proxy votes are not permitted.

3.6 Voting. Voting is permitted to begin fourteen (14) days prior to the meeting at which the ballots will be counted. If more than one vote is received from a particular lot from owners of record, the first properly executed ballot received will be considered the only ballot for any particular lot. Ballots will be available on the Association's website (www.thekimberleyassociation.com). Signed and dated ballots may be emailed to the President of the Board of Directors, hand delivered to a member of the Board of Directors, brought to the meeting, or completed at the meeting. A vote is passed by simple majority of all Member votes collected by the time of the vote on the day of the meeting assuming a quorum has been established. The outcome of every vote will be posted to the Association website. Members shall have the right to vote on:

- a) Election of the members of the Board of Directors.
- b) Removal of member of a Board of Directors.
- c) Any amendment to these bylaws.
- d) Any other business deemed necessary by the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

4.1 Composition. The Association's Board of Directors ("Board of Directors") shall be composed of the elected Officers and Directors. As used in these Bylaws, "Entire Board" means the total number of Officers and Directors excluding vacancies. The Board of Directors shall consist of four Officers:

- President
- Vice President
- Secretary
- Treasurer

and nine Directors:

- Membership
- Architecture
- Roads and Safety
- Hospitality
- Social
- Landscaping
- Newsletter
- Technology
- Community Affairs

4.2 Powers. The Board of Directors shall have all the powers and rights necessary to administer the Association's affairs and to perform the Association's responsibilities and to exercise its rights as set forth in these Bylaws, the Declaration, and the Articles provided that such rights and powers are not inconsistent with the provisions of state laws and limited by the provisions of the Association's Declaration. In particular, but not limited to, the Board of Directors have the power to:

- Remove a Member of the Board of Directors in the event of a member of the Board of Directors accruing three consecutive unexcused absences to the regular meetings of the Board of Directors on a discretionary basis; and
- Employ and supervise third party service providers and independent contractors including but not limited to attorneys, insurance agents and landscape contractors as the Board of Directors may deem necessary to perform its functions subject to budget approval.

4.3 Duties. It shall be the Board of Directors' responsibility to:

- Maintain a complete and detailed record of all the Association's transactions and acts and furnish said records to the Members when such records are requested in writing by Members who are entitled to vote; at a minimum a summary shall be presented annually at the association meeting.
- Supervise the Association's officers, directors, employees, and volunteers to ensure proper and ethical performance of the assigned duties.

4.4 Compensation. No director or officer shall receive compensation for their services on the Board of Directors. However, by resolution of the Board of Directors, a member of the Board of Directors may be reimbursed for actual expenses incurred in the performance of their duties in accordance with the budget.

4.5 Removal of a member of the Board of Directors. Any or all of the members of the Board of Directors may be removed for cause by:

- a) by a vote of at least sixty-six percent (66%) of the Members; OR
- b) by a vote of at least sixty-six percent (66%) of the entire Board of Directors.

4.6 Resignation. A member of the Board of Directors may resign at any time by giving written notice to the Board of Directors and the resignation shall take effect upon receipt of said notice, unless stated otherwise.

ARTICLE V

MEETING OF THE BOARD OF DIRECTORS

5.1 Regular Meeting. A regular meeting of the Board of Directors shall be held quarterly or as required to conduct the Association's business.

5.2 Special Board Meetings. Special meetings may be called by the president or upon the written request of three members of the Board of Directors. The purpose of the meeting shall be stated in the call and at least three days' notice shall be given via text, email, or in writing.

5.3 Quorum for Board of Directors. A quorum shall require a minimum of 4 (four) members of the Board of Directors consisting of a minimum of two (2) Officers.

5.4 Action of the Board. The act of the Board of Directors shall be valid if the required quorum is obtained at the time of the vote. Each member of the Board of Directors present shall have one vote regardless of the number of lots, which that member of the Board of Directors may own.

5.5 Notice of Meetings. Regular meetings of the Board of Director may be held without notice to Members at such time and place, within the state of Michigan, as it may from time to time determine.

5.6 Action Without a Meeting. An action that is required or permitted to be taken by the Board of Directors or the committee may be taken without a meeting, only if the action is approved by the Board of Directors in writing or email and a resolution is adopted authorizing the action. The resolution shall be filed with the minutes of the proceedings and Association's records.

ARTICLE VI

OFFICERS AND THEIR DUTIES

6.1 Officers. The four Officers of the Association shall be the President, Vice-president, Secretary and Treasurer.

6.2 Term of Office. Officers shall assume their duties at the close of the meeting at which they are elected. Officers shall serve for a term of 2 (two) years.

6.3 Vacancy in Office. A vacancy in any office shall be filled by the Association’s Board of Directors and shall be voted into office by the membership at the next annual meeting.

6.4 Removal and Resignation. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with cause. The death, resignation, or removal of an officer shall create a Vacancy in Office.

6.5 Duties. Officers shall perform the duties provided in this section.

a) President. The president shall be the chief executive officer of the corporation:

- i. Shall preside at all meetings of the members and of the Board of Directors to ensure that all orders and resolutions of the Board of Directors are carried into effect.
- ii. Shall appoint all standing and special committees
- iii. Shall call standard and special meetings of the Board of Directors
- iv. Shall carry out the will of the Association.

b) Vice-President. During the absence or disability of the President, the Vice-President shall have all the powers and functions of the President and perform such duties as the Board of Directors shall prescribe. The vice-president shall:

- i. Ensure an annual review of the treasurer’s annual report.
- ii. Champion special projects as identified by the Board of Directors.

c) Secretary. The Secretary shall:

- i. Attend and give notice of all meetings of the Association and the Board of Directors;
- ii. Record all votes and minutes of all proceedings in a consistent, true and accurate manner;
- iii. Be responsible for preparing and making available a list of Association Members entitled to vote, indicating the names and addresses at each membership meeting;
- iv. Shall carry on all correspondence of the Association as instructed by the Association Board of Directors, the President or the Association.
- v. Maintain all the Association documents and records in a proper and safe manner. Including but not limited to:
 - Insurance
 - Licensing and regulatory affairs including LARA Annual Filings
 - Articles of Incorporation
 - Declaration of Covenants, Conditions, and Deed Restrictions
 - Articles of Incorporation
 - Bylaws
 - Rules and regulations
 - Meeting Minutes for all formal meetings
 - Current Insurance Certificate
- vi. Post all Board meeting minutes and annual meeting minutes on the Associations website

- vii. Maintain a section on the Kimberley Association website for questions from members, and the Board of Directors' answers. Two or more members of the Board of Directors must review and approve the answers. Questions from members on social media shall be referred to the association website for official response.
 - viii. Perform such other duties as may be prescribed by the Board of Directors.
- d) Treasurer. The Treasurer shall:
- i. Have the custody of the Association funds;
 - ii. Maintain complete and accurate accounts of receipts and disbursements in the Association.
 - iii. Deposit all dues and other money in the Associations bank account. This Shall be done within 30 days.
 - iv. Disburse the funds of the Association as may be ordered or authorized by the Board of Directors and preserve proper receipts for such disbursements.
 - v. Prepare, the annual budget and financial report immediately after May 1.
 - vi. Present to the President and Board of Directors at the regular meetings of the Board of Directors, or whenever they require it, an account of all transactions.
 - vii. Present a full financial report at the annual meeting of the Members.
 - viii. The Treasurers accounts shall be reviewed annually.
 - ix. All expenditures which exceed budgeted amounts must be approved by the Board of Directors.
 - x. Only the Treasurer and one additional designated officer should have or use debit cards. Appropriate receipts should be maintained by the Treasurer.
 - xi. Maintain a secure login for banking and not share info with anyone.
 - xii. Perform such other duties as are given to the Treasurer by these Bylaws or as from time to time are assigned to the Treasurer by the Board of Directors or the President.

6.6 Elections. The Officers and Directors shall be elected at the Member's annual meeting.

ARTICLE VII

COMMITTEES

The Board of Directors may designate from among its members an executive committee and other committees, each consisting of two or more members of the Board of Directors, by resolution adopted by a majority of the entire Board of Directors. Each such committee shall serve at the pleasure of the Board of Directors. Committees are recommending bodies who may be charged with investigating, studying and analyzing issues of interest or concern of the Board of Directors.

ARTICLE VIII

BOOKS AND RECORDS

The Association's books, records and documents shall be subject to inspection by any Member of the Association during reasonable business hours with twenty-one days' notice in writing. Copies may be purchased at a reasonable cost.

Furthermore, all outgoing officers, directors, employees, or committee members must relinquish all official documents, records, and any materials and property of the Association to the newly elected members or the President within 10 (ten) days after election, removal, or resignation.

ARTICLE IX

DUES

Dues for the year are accepted on or before May 1 of each year. These dues cover membership from May 1 through April 30. The amount of the annual dues will be set at the annual meeting. Dues are currently \$40 (forty dollars) for the 2023-2024 fiscal year. There will be no collection of unpaid dues for the current year. Back dues will neither be accumulated nor collected.

ARTICLE X

RULES OF ORDER

All meetings of the association or the Board of Directors shall be conducted in accordance with Roberts Rules of Order.

The following order of business shall be observed:

1. Call meeting to order.
2. Approve minutes of last annual, regular or special meeting.
3. Reports of Officers and Trustees
4. Elections
5. Unfinished business
6. New Business
7. Adjournment

AMENDMENTS

10.1 Amendment. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of a greater than 66 (sixty-six) percent of Members.

10.2 Severability. In the case of any conflict between these Bylaws and the Declaration, the Declaration shall control. If any conflict exists between the Articles and these Bylaws, the Articles shall control. The law shall always prevail.

10.3 Effective Date. Amendments to these Bylaws are effective upon their approval in the manner set forth above, unless a later effective date is specified therein.

10.4 Termination. The Association may be dissolved only as provided in the Articles of Incorporation and the Declaration. The Association shall be dissolved upon termination of the Declaration as provided therein. Upon a dissolution of the Association, obligations of the Association are deemed automatically assumed by the Owners, in addition to any direct obligations the Owners may have to the Association pursuant to the Declaration.

Change History

Date Approved	Description of Change	Meeting Type	Entered by
5/1/2000	Revision of By-Laws approved at meeting	Vote at Annual Meeting	
5/13/2013	Revision of By-Laws approved at meeting	Vote at Annual Meeting	
5/16/2018	Re-Write of By-Laws approved at meeting	Vote at Annual Meeting	T. Rooney, Secretary
11/20/2023	Re-Write of By-Laws approved at meeting	Special meeting	Nastassja Mead, Secretary

CERTIFICATION

I the undersigned, to hereby certify:

THAT I am the duly elected and acting President of Kimberley Association, Inc., a Michigan corporation, and,

THAT the foregoing Bylaws constitute the revised Bylaws of the Association, as duly adopted by a vote of the Association's Members that closed on the 20th day of November, 2023.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 7th day of May, 2024.

By:



Name: Roxanne Fitzpatrick

Title: President