

COUNCIL OF HOMEOWNER ASSOCIATIONS BYLAWS

ARTICLE 1 ORGANIZATION

This shall be a non profit organization known as the Council of Homeowner Associations of the Farmington area; hereinafter referred to as "the Council".

ARTICLE 2 OBJECTIVES

The objectives and purposes of the Council shall be as follows:

A. To foster, protect and promote the orderly growth, improvement, and development of the Farmington area in accordance with the wishes of COHA members and those planning concepts most beneficial to them.

B. To strengthen communication and cooperation between homeowner associations by providing information of an advisory and informative nature.

C. To assist in the formation of new homeowner associations.

D. To act as an advisory group to various city offices regarding the attitudes of the Council's membership on various issues.

E. The Council shall not engage in overt political activity such as supporting specific candidates for public office. However, it may provide general informational activities such as a forum for all candidates for a particular office to express their views and respond to questions.

ARTICLE 3 MEMBERSHIP

The membership of the Council shall consist of a representative of each dues paid single family or condominium homeowner association in the cities of Farmington or Farmington Hills. Each homeowner association shall have one (1) vote in Council elections.

ARTICLE 4 DUES

Annual dues will be \$35 per Association on a calendar year basis. Dues are due January 1st each year.

ARTICLE 5 OFFICERS AND TRUSTEES

The officers of the Council shall be:

- A. Chairperson (who shall also be President)
- B. First Vice-chairperson (who shall also be First Vice President)
- C. Second Vice-chairperson (who shall also be Second Vice President)
- D. Secretary
- E. Treasurer

The Board of Directors (Board) of the Council shall consist of the five officers and two to five trustees.

The Vice-chairpersons, Secretary, Treasurer and one to four trustees, as per interest, shall be elected annually by the membership of the Council at a meeting held on the Third Tuesday each March, or as such meeting may be adjourned, and shall hold their respective offices for a period of one year. The immediate past Chairperson shall automatically become a Trustee for one year. The first Vice-chairperson shall automatically succeed to the position of Chairperson. A majority vote of the members voting at the annual election shall be required to elect Officers and Trustees.

No Officer or Trustee shall hold the same office for more than two consecutive terms unless there is no other candidate for that particular office. No Officer or Trustee may be reelected to any office, except as stated above unless a period of one year has elapsed since last holding that office. All Officer and Trustees shall be duly appointed representatives of member Homeowner Associations of the Council. There may be no more than two Officers or Trustees from the same Homeowners Association.

Only members of Associations that are members in good standing of the Council shall be eligible for election or appointment as an Officer or Trustee.

Between elections, Board vacancies shall be filled by appointment by the remaining Board. Each appointee shall remain in office until a successor is elected.

Any Board member who is absent without excuse from three Board meetings within a twelve month period may be suspended from the Board.

ARTICLE 6 NOMINATIONS

The Board shall appoint a nominating committee that shall:

- A. Prepare and distribute to each member a notice of a forthcoming election and solicit nominations of candidates.
- B. Prepare and cause the names of all eligible candidates for whom nominations are received to be printed alphabetically, with additional space for write-in candidates, upon a ballot. Such ballots shall indicate only the name and Homeowner Association of each candidate and these shall be the official ballots used in the annual elections for the purpose of electing Officers and Trustees to the Board.

C. Serve upon each member entitled to vote an official ballot. If more than one candidate is running for an office, then a brief, oral biography may be presented at the election meeting.

D. Prepare a list of eligible members who may vote in the Annual Election.

Additional nominations may be made from the floor by any member in good standing. No absentee ballots will be accepted.

Tally the votes and report the election results to the Board for announcement to the membership.

ARTICLE 7. DUTIES AND AUTHORITY OF OFFICERS AND TRUSTEES

Chairperson:

A. Shall preside at all meetings of the Council and Board;

B. Shall appoint all committees and be an ex-officio member of such committees;

C. Shall call meetings of the Board and/or the Council at such times as he/she deems necessary;

D. Shall call special meetings of the Board and/or Council at the request of not less than three members of the Board;

E. Shall carry out the will of the Board and/or the Council as expressed at their meetings and, in general, conduct the affairs of the Council in a manner consistent with the authority and responsibility pertaining to his/her office;

F. Shall obtain meeting space for Board and Council meetings.

First Vice-chairperson:

A. In the absence of the Chairperson, or in the event of his/her inability to act, the Chairperson's duties shall be given to the First Vice-chairperson;

B. Shall be in charge of such standing committees as designated by the Chairperson or the Board;

C. Shall coordinate COHA Candidates Night.

Second Vice-chairperson:

A. In the absence of the Chairperson and First Vice-chairperson, or in the event of the inability of both to act, their duties shall be given to the Second Vice-chairperson;

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B. Shall be in charge of such standing committees as designated by the Chairperson or Board;

Secretary:

A. Shall keep all meeting minutes and organizational documents, correspondence and other papers and property in a safe place;

B. Shall take minutes of the proceedings of the Council and Board; shall maintain a complete list of the Council members; shall notify Board and Council members in advance of all meetings and handle the correspondence of the Council at the direction of the Board;

C. Shall deliver to his/her successor all materials under his/her control pertaining to the Council;

Treasurer:

A. Shall disburse and receive monies for the purposes of the Council;

B. Shall maintain accounts of all funds received or disbursed on behalf of the Council;

C. Shall, at any time, be required to give a bond of such sum as the Board may deem advisable; the cost of such bond to borne by the Council;

D. The Treasurer's accounts shall be audited annually, or as frequently as deemed necessary by the Board, by a competent auditor or committee appointed by the Chairperson;

E. The Treasurer shall prepare an annual report based on the calendar year which shall be presented at the March meeting of the Council's membership;

F. A dual signatory shall be established to disburse funds from the Council's accounts. The Treasurer shall be one signer; the other may be either the Chairperson or Vice-chairperson;

G. Shall maintain a post office box;

H. Shall deliver to his/her successor all materials under his/her control pertaining to the Council.

Trustee:

A. Shall attend Board meetings;

B. Shall represent the Council's membership;

C. Shall serve on any committee as designated by the Board or Chairperson.

Board:

- A. Shall care for the property and interests of the Council;
- B. Shall coordinate the activities of member Homeowner Associations on such programs and projects as determined by the Council;
- C. Shall observe the following expense approval process:
 - Up to \$300, approval by Chairperson
 - Up to \$500, approval by Board
 - Over \$500, approval by Council
- D. All Board members serve without compensation, but will be reimbursed for personal expenses incurred in connection with the transaction of Council business;
- E. A majority of the members of the Board shall constitute a quorum. A majority vote of the quorum shall be required to ratify Board actions;
- F. All Officers and Trustees shall have equal voting rights as members of the Board of Directors.

ARTICLE 8 STANDING COMMITTEES

The following standing committees currently exist; the Chairperson may add or subtract from this list at his/her discretion:

- Planning
- Public Safety
- City Council
- Schools
- Multi-Cultural Multi-Racial Council
- Beautification

ARTICLE 9 MEETINGS OF THE COUNCIL

- A. The Annual Meeting of the Council shall be on the Third Tuesday of January.
- B. The Council shall meet at least every two months, except for July and August.
- C. Notices of scheduled meetings of the Council shall be sent to members at least fourteen days in advance of the meeting.
- D. Forty percent of the members of the Council shall constitute a quorum for the transaction of business at any Council meeting.
- E. A majority of the votes cast shall be required for the adoption of any action.

ARTICLE 10 MISCELLANEOUS

A. The Bylaws of the Council may be amended or repealed at any regular or special meeting of the Council provided, however, that written notice of such proposed amendment be provided to Council members at least fourteen days prior to the meeting. Two thirds of the votes cast shall be required for the adoption of bylaw amendments.

B. The Council may remove from office any Officer or Trustee whenever, in its judgment, the welfare of the Council requires such removal, provided that a statement, signed by at least seven members, setting forth the intention to ask for such removal, shall be filed with the Chairperson or Secretary and be read aloud at a meeting of the Council. A special meeting of the Council shall be held within thirty days after the reading of the removal request to determine by secret ballot whether or not such removal shall occur.

C. No Officer, Trustee or member of the Council shall conduct himself/herself in any manner which would imply he/she is speaking for the Council without approval of the Board.'

ARTICLE 11 OFFICER, TRUSTEE AND VOLUNTEER LIABILITY

The Michigan Non Profit Corporation Act of 1984 provides protection of volunteer officers, trustees and members in the event of a lawsuit against the Council. Volunteer officer, trustee or member shall not be personally liable to the Council or its members for monetary damages for a breach of their fiduciary duty, except for liability:

A. For any breach of the officer's, trustee's or member's duty of loyalty to the Council and its members;

B. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

C. Resulting from a violation of Section 450.2551 (1) of the Michigan Non Profit Act;

D. For any transaction for which the officer, trustee or member derived an improper personal benefit;

E. An act or omission that is grossly negligent; or

F. An act or omission occurring before the effective date of the Act.

The Council assumes the liability for all acts or omissions of a volunteer officer, trustee or member occurring on or after the effective date of the Act if all the following are met:

A. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;

B. The volunteer was acting in good faith;

C. The volunteer's conduct did not amount to gross negligence or willful or wanton misconduct;

D. The volunteer's conduct was not an intentional tort; or

E. The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle as described in Section 209 (e) (v) of the Michigan Non Profit Corporation Act.

ARTICLE 12 RULES OF ORDER

A. All meetings of the Council and Board shall be conducted in accordance with the latest revised edition of Robert's Rules of Order.

B. The following order of business shall be observed in the conduct of Council meetings:

- Call meeting to order
- Approval of minutes of last meeting
- Treasurer's Report
- Reports of Officers and Committees
- Elections (as needed)
- Unfinished Business
- New Business
- Adjournment