

## 200 RIVER PLACE LOFTS

### ASSOCIATION BYLAWS

#### ARTICLE I

##### ADOPTION OF CONDOMINIUM BYLAWS

The Bylaws of 200 River Place Lofts (hereinafter known as the "Condominium Bylaws") as attached to the Master Deed and recorded in Liber 32689, Pages 16 through 84, Wayne County Records, are hereby incorporated by reference and adopted in their entirety as a part of the Bylaws of this corporation.

#### ARTICLE II

##### MEETINGS

Section 1. **Place of Meeting.** Meetings of the Association shall be held at the principal office of the Association or at such other 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 Sturgis' Code of Parliamentary Procedure, 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 Corporation, the Condominium Master Deed or the law of the State of Michigan.

Section 2. **First Annual Meeting and Annual Meetings.** The First Annual Meeting of members of the corporation shall be held in accordance with Article I, Section 6 of the Condominium Bylaws. The date, time and place of the First Annual Meeting shall be set by the Board of Directors. Thereafter, the annual meetings of members of the Association shall be held on the third Tuesday of September each succeeding year commencing at least eight (8) months after the First Annual Meeting, 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 Corporation as may properly come before them.

Section 3. **Special Meetings.** It shall be the duty of the President to call a special meeting of the Co-owners as required in accordance with Article III, Section 2, 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. Notice of Meetings.** 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 by Article I, Section 2(e) the Condominium Bylaws 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. Adjournment.** If any meeting of Co-owners cannot be held because a quorum is not in attendance, the Co-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.

**Section 6. Action Without Meeting.** Any action which may be taken at a meeting of the members (except for the election or removal of Directors) may be taken without a meeting by written ballot of the members. Ballots shall be solicited in the same manner as provided in Section 5 for the giving of notice of meetings of members. Such solicitations shall specify (a) the number of responses needed to meet the quorum requirements; (b) the percentage of approvals necessary to approve the action; and (c) the time by which ballots must be received in order to be counted. The form of written ballot shall afford an opportunity to specify a choice between approval and disapproval of each matter and shall provide that, where the member specifies a choice, the vote shall be cast in accordance therewith. Approval by written ballot shall be constituted by receipt within the time period specified in the solicitation of (i) a number of ballots which equals or exceeds the quorum which would be required if the action were taken at a meeting; and (ii) a number of approvals which equals or exceeds the number of votes which would be required for approval if the action were taken at a meeting at which the total number of votes cast was the same as the total number of ballots cast.

**Section 7. Consent of Absentees.** The transactions of any meeting of members, either annual or special, however called and noticed, shall be as valid as though made at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy; and if, either before or after the meeting, each of the members not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

## ARTICLE III

### BOARD OF DIRECTORS

Section 1. **Number and Qualification of Directors.** The Board of Directors shall initially be comprised of three (3) members and shall continue to be so comprised until enlarged to not more than five (5) members in accordance with Section 2 of this Article. Thereafter, the affairs of the Association shall be governed by a Board of not more than five (5) Directors, all of whom must be members of the Association or officers, partners, trustees, employees or agents of members of the Association, except for the first Directors appointed by the Developer in accordance with Section 2 of this Article. Directors shall serve without compensation.

#### Section 2. **Election of Directors.**

(a) **First Board of Directors.** The first Board of Directors, or its successors as appointed by the Developer, shall manage the affairs of the Association until the appointment of the first non-developer Co-owners to the Board. Immediately prior to the election of the first non-developer Co-owners to the Board, the Board shall be increased in size from three (3) persons to not more than five (5) persons. Thereafter, elections for non-developer Co-owner Directors shall be held as provided in subsections (b) and (c) below.

(b) **Appointment of Non-developer Co-owners to Board Prior to First Annual Meeting.** Not more than one hundred twenty (120) days after conveyance of legal or equitable title to non-developer Co-owners of twenty-five (25%) percent in number of the Units that may be created, one (1) of the Directors shall be selected by non-developer Co-owners. Not later than one hundred twenty (120) days after conveyance of legal or equitable title to non-developer Co-owners of fifty (50%) percent in number of the Units that may be created, two (2) of the Directors shall be elected by non-developer Co-owners. When the required percentage of conveyances have been reached, the Developer shall notify the non-developer Co-owners and request that they hold a meeting and elect the required Director or Directors, as the case may be. Upon certification by the Co-owners to the Developer of the Director or Directors so elected, the Developer shall then immediately appoint such Director or Directors to the Board to serve until the First Annual Meeting of Members unless he is removed pursuant to Section 5 of this Article or he resigns or becomes incapacitated.

#### (c) **Election of Directors at and After First Annual Meeting.**

(i) Not later than one hundred twenty (120) days after conveyance of legal or equitable title to non-developer Co-owners of seventy-five (75%) percent in number of the Units that may be created, the non-developer Co-owners shall elect all Directors on the Board, except that the Developer shall have the right to designate at least one Director as long as the Units that remain to be created and sold equal at least ten (10%) percent of all Units that may be created in the Project. Whenever the seventy-five (75%) percent conveyance level is achieved, a meeting of Co-owners shall

be promptly convened to effectuate this provisions, even if the First Annual Meeting has already occurred.

(ii) Regardless of the percentage of Units which have been conveyed, upon the expiration of fifty-four (54) months after the first conveyance of legal or equitable title to a non-developer Co-owner of a Unit in the Project, the non-developer Co-owners have the right to elect a number of members of the Board of Directors equal to the percentage of Units they own, and the Developer has the right to elect a number of members of the Board of Directors equal to the percentage of Units which are owned by the Developer and for which all assessments are payable by the Developer. This election may increase, but shall not reduce, the minimum election and designation rights otherwise established in subsection (i). Application of this subsection does not require a change in the size of the Board of Directors.

(iii) If the calculation of the percentage of members of the Board of Directors that the non-developer Co-owners have the right to elect under subsection (ii), or if the product of the number of members of the Board of Directors multiplied by the percentage of Units held by the non-developer co-owners under subsection (b) results in a right of non-developer Co-owners to elect a fractional number of members of the Board of Directors, then a fractional election right of 0.5 or greater shall be rounded up to the nearest whole number, which number shall be the number of members of the Board of Directors that the non-developer Co-owners have the right to elect. After application of this formula, the Developer shall have the right to elect the remaining members of the Board of Directors. Application of this subsection shall not eliminate the right of the Developer to designate one (1) Director as provided in subsection (i).

(iv) At the First Annual Meeting, the number of the members of the Board of Directors shall be set as five (5). Three (3) Directors shall be elected for a term of two (2) years and two (2) Directors shall be elected for a term of one (1) year. At such meeting all nominees shall stand for election as one slate and the three (3) persons receiving the highest number of votes shall be elected for a term of two (2) years and the two (2) persons receiving the next highest number of votes shall be elected for a term of one (1) year. At each annual meeting held thereafter, either two or three Directors shall be elected depending upon the number of Directors whose terms expire. After the First Annual Meeting, the term of office (except for two of the Directors elected at the First Annual Meeting) of each Director shall be two (2) years. The directors shall hold office until their successors have been elected and hold their first meeting. Notwithstanding the above, any members of the Board of Directors appointed by the Developer in accordance with subparagraph (i) of this paragraph (c) shall be deemed holders of the one (1) year term for the purposes of this subparagraph. If more than two (2) Directors are appointed by the Developer, the Developer shall designate two (2) of its appointees to serve one (1) year terms and the remaining appointees to serve two (2) year terms. At such time as a Director appointed by the Developer is required to be replaced by a non-developer Co-owner, the vacancy shall be filled in accordance with Section 4 hereof.

**Section 3. Powers and Duties.** The Board of Directors shall have the powers and duties set forth in the Condominium Bylaws.

**Section 4. Vacancies.** Vacancies in the Board of Directors (including the First 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, except that the Developer shall be solely entitled to fill the vacancy of any Director whom it is permitted in the first instance to designate. Each person so elected shall be a director until a successor is elected at the next annual meeting of the Association. Vacancies among Directors elected by non-developer Co-owners may be filled only through election of non-developer Co-owners and shall be filled in the manner specified in Section 2, Article III.

**Section 5. Removal.** At any regular or special meeting of the Association duly called with due notice of the removal action proposed to be taken, any one or more of the directors may be removed with or without cause by the affirmative vote of more than fifty (50%) percent in number and in value 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. The Developer may remove and replace any or all of the Directors selected by it at any time or from time to time in its sole discretion. Only the Developer may remove Directors appointed by the Developer, except that non-developer Co-owners appointed to the Board of Directors prior to the First Annual Meeting may be removed in the same manner set forth in this Section for removal of Directors generally.

**Section 6. First Meeting.** 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.** 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 or telegraph, at least ten (10) days prior to the date named for such meeting.

**Section 8. Special Meetings.** 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 or telegraph, 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 director.

**Section 9. Telephonic Participation.** Any director may participate in a meeting of the Board of Directors or any committee thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear or otherwise communicate with each other. Participation in a meeting pursuant to this section constitutes presence at a meeting.

Section 10. **Waiver of Notice.** 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 of 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 11. **Quorum.** 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 in the minutes thereof, shall constitute the presence of such Director for purposes of determining a quorum.

Section 12. **Fidelity Bonds.** The Board of Directors shall require that all officers and employees of the Association or management companies handling or responsible for Association funds shall furnish adequate fidelity bonds. The premiums on such bonds shall be expenses of administration of the Association.

## ARTICLE IV

### OFFICERS

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

Section 2. **Election.** 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. **President.** The President shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and 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 4. **Vice-President.** 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 5. **Secretary.** 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 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 6. **Treasurer.** The Treasurer shall have 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 7. **Removal.** 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. No such removal action may be taken, however, unless the matter shall have been included in the notice of such meeting. The officer who is proposed to be removed shall be given an opportunity to be heard at the meeting.

Section 8. **Duties.** 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

### SEAL

The corporation may (but need not) have a seal. If the Board determines that the Association shall have a seal, then it shall have inscribed thereon the name of the corporation, the words "Corporate Seal" and "Michigan."

## ARTICLE VI

### FINANCE

Section 1. **Records.** The finances of the corporation shall be handled in accordance with the Condominium Bylaws.

Section 2. **Fiscal Year.** The fiscal year of the corporation 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. **Bank.** The funds of the corporation 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 of, the Board of Directors from time to time. The funds may be invested from time to time in accounts or deposit certificates of such bank or savings association as are insured by the Federal Deposit Insurance Corporation and may also be invested in interest-bearing obligations of the United States Government.

## ARTICLE VII

### AMENDMENTS

Section 1. **Proposal.** 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 2. **Meeting.** 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 3. **Voting.** 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 a simple majority of the Co-owners present in person, by proxy or written vote as such vote is defined in Article I, Section 2(i) of the Condominium Bylaws.

Section 4. **When Effective.** 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. **Copy.** A copy of each amendment to these Bylaws shall be furnished to every member of the Association after adoption; provided, however, that any amendment to these Bylaws that is adopted in accordance with this Article shall be binding upon all persons who have an interest in the Project irrespective of whether such persons actually receive a copy of the amendment.



## **ARTICLE VIII**

### **COMPLIANCE**

These Bylaws are set forth to comply with the requirements of Act No. 59 of the 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 statutes or with the provisions of said Master Deed or the Exhibits thereto, the provisions of the statutes or Master Deed shall be controlling.

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