
BYLAWS
of
HUBBARD FARMS NEIGHBORHOOD ASSOCIATION

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BYLAWS
OF
HUBBARD FARMS NEIGHBORHOOD ASSOCIATION
(A Michigan Nonprofit Corporation)

ARTICLE I - OFFICES

Section 1.01 **Name.** The name of the corporation is as stated above (hereinafter referred to as the “Corporation”).

Section 1.02 **Resident Agent and Registered Office.** The Resident Agent and Registered Office of the Corporation shall be a person and a location in the State of Michigan stated in the Articles of Incorporation. The Board of Directors may change the Resident Agent and/or Registered Office at any time.

Section 1.03 **Business Offices.** The Corporation may have business offices at such places as the Board of Directors may determine.

ARTICLE II - PURPOSE

Section 2.01 **General.** The purposes of the Corporation are as follows:

(a) To establish and promote a spirit of community, brotherhood, and sisterhood with pride in our neighborhood by working as a group and with other community groups like ours toward common goals including quality of life, safety, health, and having input as to the direction of our community.

(b) To educate and assist individuals interested in rehabilitation, revitalization and restoration of homes and rental buildings in our neighborhood.

(c) To create, modify, update, utilize, and respectfully manage communication technology systems to help us effectively disseminate, educate, and share information to neighborhood residents.

(d) To recognize that loyalty is due to the people already living in the neighborhood and to take actions that will encourage the current residents to stay.

(e) To preserve both our historic houses and the multi-ethnic and multi-economic makeup of the neighborhood.

(f) Our goals also include restoration and preservation of historic buildings; dissemination of information concerning such historic matters; and

(g) To exist as a nonprofit corporation under the provision of the laws of the State of Michigan, covering such corporations, and not for financial profit.

(h) To solicit and receive grants, contributions, and other property.

(i) To enter into contracts, to engage needed personnel and services, and to transfer, hold and invest such real property as may be required to carry out the purposes of this corporation.

(j) To abide by any other purposes set forth in Article II of the Articles of Incorporation of the Corporation.

ARTICLE III - ORGANIZATION

Section 3.01 **Organization.** The Corporation shall be a non-stock corporation, organized on a directorship basis pursuant to the Michigan Nonprofit Corporation Act, P.A. 162 of 1982, and any amendments thereto (“Act”).

ARTICLE IV - BOARD OF DIRECTORS

Section 4.01 **Functions.** Except as specifically provided in the Corporation’s Articles of Incorporation or these Bylaws, the business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors. All rights, powers, duties, and responsibilities relative to the management and control of the Corporation’s property, activities, and affairs are vested in the Board of Directors. In addition to the power and authority expressly conferred upon it by these Bylaws and the Articles of Incorporation, the Board of Directors may take any lawful action on behalf of the Corporation which is not, by law or by the Articles of Incorporation or by these Bylaws, required to be taken by some other party.

The Directors shall have the right to select, hire, supervise, and fire an Executive Director for the Corporation who shall be responsible for the Corporation’s day-to-day operations in consultation with the Corporation’s Officers, including the hiring and termination of employees and agents (if any) to carry out the work of the Corporation, establishing their duties, and performing any duties and functions as are specified by the Board or by any person to whom the board has given authority to supervise and direct the Executive Director.

Section 4.02 **Number, Selection and Term.** The number of Directors which shall constitute the Board of Directors shall be not less than three (3) persons and not more than thirteen (13) persons. The number to serve on the initial Board of Directors shall be determined by the Incorporators. Thereafter, the size of the Board of Directors shall be determined by the Directors. If the number of Directors falls below the minimum established by the Board (but not less than three (3)), the Board shall be deemed to have approved an amendment to these Bylaws to approve such lower number and the Board, as so constituted, may take action that binds the Corporation.

All Director positions shall initially be filled by a vote of the Incorporators and thereafter, as these Directors terms expire, by a vote of the Neighbors, meaning any person 18 years old or older living within the District. The Board of Directors shall, from time to time, prescribe the method by which elections shall take place. Such method shall be reasonably designed to allow for participation by all the Neighbors. Prior to such election, the Board of Directors shall (1) provide an opportunity for any Neighbor to nominate any Neighbor as a candidate for the Board of Directors and (2) provide notice of the election, at least one (1) week before the election, to all the Neighbors using a method reasonably designed to give notice to all the Neighbors. Such notice shall include the names of all nominees for the Board of Directors. The nomination process shall occur no later than March 31, and the election shall occur no later than April 30.

Directors shall be elected by a plurality of the votes cast at an election. In case of a tie, the

Directors who are tied shall draw lots to determine the winner or winners.

All Directors shall serve two (2) year terms, with the terms of one-half of the Directors expiring each year. To accomplish this, if an even number of initial Directors, one-half of the initial Board of Directors shall serve until the first election, which is estimated to occur on or before April 30, 2018, and one-half shall serve until the second election, which is estimated to occur April 30, 2019, with the Incorporators designating which initial Directors will serve each of those terms. If an odd number of initial Directors, divide the total number of initial Directors minus one in half. That number of initial Directors shall serve until the first election and the remaining initial Directors shall serve until the second election with the Incorporators designating which Directors will serve each of those terms. Thereafter as a Director's term expires, the person elected to fill that position shall serve for a two (2) year term. A Director may serve an unlimited number of consecutive terms.

Time that has been served as a Director prior to the adoption of these Bylaws shall not count in determining the amount of time a Director has served.

Section 4.03 **Meetings.**

The Board of Directors may set the time and place for regular meetings of the Board as is necessary to conduct the business of the Corporation. The Board shall use its best efforts to meet monthly, including the annual meeting.

The annual meeting of the Board of Directors of the Corporation shall be held on a date, time, and place determined by the Board of Directors; however, the Board shall use its best efforts to not schedule a meeting for a holiday. At the annual meeting, the Board shall fill any Director positions whose terms have expired or that are vacant and the Board may consider any other business that is properly brought before the meeting. If less than a quorum of Directors attends an annual meeting, then the matters that were to be considered at such annual meeting may be taken up by the Board at any later regular, special, or annual meeting or by unanimous written consent.

Special meetings of the Board of Directors may be called by the Secretary of the Corporation upon the request of the Chair or a majority of all Directors.

Meetings of the Board of Directors may be held at any place or places that are convenient to the Directors.

Section 4.04 **Notice of Meetings.** Unless required by the Act or otherwise provided in these Bylaws, the annual, regular, and special meetings of the Board of Directors shall be held pursuant to notice of the time, place, and purpose thereof given to each Director in any of the following manners: (a) by notice given personally, either orally or in writing, at least twenty-four (24) hours before the meeting; (b) by notice given by speaking directly to the Director orally by telephone at least twenty-four (24) hours before the meeting; (c) by electronic transmission (as described in Section 11.05 below) given at least twenty-four (24) hours before the meeting; or (d) by written notice sent by mail, which is mailed at least three (3) days before the date of the meeting.

Notice of all meetings will also be sent to the resident members of the corporation at least twenty-four (24) hours before the meeting in the manner described above. All resident members are responsible for updating the Corporation as to their contact information, including mailing address, email address, and telephone number.

If a purpose of any Director meeting is to vote to amend the Corporation's Articles of Incorporation or Bylaws, then notice of the meeting shall be given to all Directors as stated in Section 12.01.

The Board of Directors may, by resolution, set the date, time, and place for regular meetings of the Board or approve a method for determining when a regular meeting will be held (e.g. 5:30 pm on the first Monday of each month at a designated location). A Director shall have received notice of the regular meeting dates if she or he is present at the meeting at which the resolution approving the meeting dates was adopted, or, if the Director was not present at the meeting and was given a notice, as described above, informing him or her of the regular meeting dates; in such case, no further notice has to be given to the Director of the date, time, and place of any regular meeting. In case the Board shall change the date, time, or place of regular meetings, notice of this action shall be promptly given to each Director who shall not have been present at the meeting at which the action was taken, with the notice being given as required for annual meetings of the Board.

If the Board decides that a Director can participate in a meeting by conference call or other remote communication, pursuant to Section 4.15 below, this shall be stated in the notice of the meeting, together with instructions the Director can use to join the meeting by conference call or other remote communication.

Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting, unless she or he, at the beginning of the meeting, or when she or he arrives, objects to the meeting or the transacting of business at the meeting and after objecting does not vote for or assent to any action taken at the meeting.

Section 4.05 **Resignation.** A Director may resign at any time by giving written notice to the Board or to the Chair or Secretary of the Corporation. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt, and the acceptance of the resignation shall not be necessary to make it effective.

Section 4.06 **Removal.** Any Director or Officer may be removed at any time, for cause, by vote of a two-thirds (2/3) majority of Directors then in office.

Section 4.07 **Vacancies.** An opening on the Board of Directors resulting from a vacancy or an increase in the number of Directors shall be filled at any time, at an annual or special meeting, by the affirmative vote of a majority of the remaining Directors, though less than a quorum, or by an action by unanimous written consent. A person elected by the Directors to fill a vacancy in a Director position shall serve for the unexpired portion of the term of the Director who is being replaced. A Director elected by the Directors because of an increase in the number of Directors shall serve for an initial term that is approved by the Directors, not to exceed two (2) years, with the number of years in the initial term being such that the terms of approximately one-half of all Directors will expire every year.

Section 4.08 **Quorum.** The presence of a majority of the total number of Directors then in office shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present may reschedule the meeting for a date certain. Notice of the rescheduled meeting shall be given pursuant to the terms of these Bylaws.

Section 4.09 **Voting.** The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater vote is required by law, by the Articles of Incorporation or by these Bylaws. Each Director present shall have one vote. Except for voting by unanimous written consent, pursuant to Section 4.10, Directors must be present in person to vote (including being present by remote communication). No proxy voting is allowed and Directors cannot send persons to act in their place.

Section 4.10 **Action by Unanimous Consent.** Action required or permitted to be taken at a meeting of the Board of Directors or a committee thereof may be taken without a meeting if, before or after the action, all members of the Board of Directors or of the committee consent to the action in writing or by electronic transmission. The written consents shall be filed with the minutes of the proceedings of the Board of Directors or the committee. The consent has the same effect as a vote of the Board of Directors or the committee for all purposes.

Section 4.11 **Compensation of Directors.** A Director, as such, shall not be compensated for the performance of services for the Corporation, but may, by resolution of the Board of Directors, receive reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by the Director in her or his capacity as a Director. A Director may also be compensated for duties or services she or he performs that are beyond the scope of her or his duties as a Director, with the payment being subject to the provisions of Article IX below.

Section 4.12 **Discharge of Duties.** A Director or Officer shall discharge the duties of that position in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner she or he reasonably believes is in the best interests of the Corporation. In discharging her or his duties, a Director or Officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by any of the following:

- (a) one or more Directors, Officers, or employees of the Corporation, or of a domestic or foreign corporation or business organization under joint control or common control, whom the Director or Officer reasonably believes to be reliable and competent in the matters presented;
- (b) legal counsel, public accountants, engineers, or other persons as to matters the Director or Officer reasonably believes are within the person's professional or expert competence;
- (c) a committee of the Board of which she or he is not a member if the Director or Officer reasonably believes that the committee merits confidence.

A Director or Officer is not entitled to rely on information described in subsections (a), (b), or (c) above if she or he has knowledge concerning the matter in question that makes reliance otherwise unwarranted.

If a Director or Officer is subject to the Uniform Prudent Management of Institutional Funds Act, MCLA 451.921 to 451.931 (the "UPMIFA"), the Director, in discharging her or his duties under such act shall conform to the standards of the UPMIFA .

Section 4.13 **Directors' Liability for Corporate Actions.** Directors who vote for or concur in any of the actions described in Section 551(1) of the Act, including, making a loan to a Director or Officer of the Corporation or to a subsidiary that is contrary to the Act, are jointly and severally liable to the Corporation for its benefit or for the benefit of its creditors for any legally recoverable

injury suffered by the Corporation or those creditors as a result of the action in an amount that does not exceed the difference between the amount paid or distributed and the amount that lawfully could have been paid or distributed. A Director is not liable under this section if she or he complied with the requirements of Section 541 of the Act.

Section 4.14 Participation in Meeting by Telephone or Remote Communication.

Provided the Chair or the Board approves of using conference telephone or other means of remote communication during a meeting, a member of the Board of Directors or of a committee designated by the Board may participate in a meeting by means of conference telephone or other means of remote communication by means of which all persons participating in the meeting can communicate with each other. This includes participation through the internet or other forms of electronic communications approved by the Board, provided that a record of the communications at the meeting can be created and maintained for the minutes of the meeting.

If conference telephone or other means of remote communication will be used in a meeting, the notice of the meeting shall advise Directors of this and provide them with instructions on how to remotely connect to the meeting. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting and a Director may vote, as if physically present at the meeting.

The Board may adopt procedures for conducting meetings by means of electronic communications devices. Such procedures shall comply with the Act, these Bylaws and the Corporation's Articles of Incorporation.

Section 4.15 Minutes of Meetings. Minutes shall be taken for all meetings of the Board of Directors and committees with authority to act on behalf of the Board. The minutes shall document the action taken at the meeting, when it was taken and who made the motions and the decisions that were made and any information required to show how decisions complied with any policies of the Corporation, including the conflict of interest and compensation policies. The person who records such minutes shall use her or his best efforts to prepare written minutes and circulate these to the Board by the later of the following dates: the next meeting of the Board or committee or thirty (30) days after the date of the meeting.

Section 4.16 Report to Directors. The Corporation, at least once each calendar year, shall prepare or have prepared a report of the Corporation for the preceding fiscal year and present the report at the annual meeting of the Board of Directors and such other times as the Board may direct. The report shall include all of the following for the Corporation's preceding fiscal year:

- (a) its income statement.
- (b) its year-end balance sheet, including trust funds and funds restricted by donors or the Board.
- (c) its statement of source and application of funds, if the Corporation prepared that statement.
- (d) any other information required by the Act.

The report may be distributed by electronic transmission or by making the report available for electronic transmission. If the report is distributed electronically, the Corporation shall provide the report in written form to a Director on request.

Section 4.17 **Examination of Books and Records.** A Director may examine any of the Corporation’s books and records for a purpose reasonably related to her or his position as a Director. A Director wishing to examine any books and records shall submit a notice to the Secretary of the Corporation that she or he wishes to examine books and records and attempt to reasonably describe the books and records to be inspected. The Corporation shall use its best efforts to gather the requested books and records for examination. The examination shall take place at the office of the Corporation, unless the Board or Chair selects another location that is reasonably near to the Corporation’s office. The Corporation shall allow the examination to be conducted within a reasonable period of time following receipt of the notice from the Director asking to examine the books and records. The Board may adopt additional procedures for the examination of books and records by a Director.

Section 4.18 **Residency Requirement for Directors.** All Directors shall be residents of the area known as the “Hubbard Farms Historic District” in Detroit, which has boundaries of West Vernor to the North, W. Grand Boulevard to the East, West Lafayette to the South, and Clark Street to the West (the “District”), unless the Board of Directors approves a waiver of this requirement for any candidate.

ARTICLE V - OFFICERS

Section 5.01 **Officers.** The Officers of the Corporation shall be a Chair, a Vice Chair, a Treasurer, and a Secretary (the preceding positions are referred to collectively as the “Officers”). The Officers shall be elected by the Board of Directors at its first meeting and at each annual meeting thereafter. The Board of Directors of the Corporation may from time to time elect or appoint other Officers including Vice Chairs, Assistant Treasurers, and Assistant Secretaries, as the Board may deem advisable, and such Officers shall have such authority, and shall perform such duties as from time to time may be prescribed by the Board of Directors. Any two or more offices, except that of Chair and Secretary, may be held by the same person. In addition to the powers and duties of the Officers of the Corporation as set forth in these Bylaws, the Officers shall have such authority and shall perform such duties as from time to time may be determined by the Board of Directors. No Officer shall execute, acknowledge, or verify any instrument in more than one capacity if the instrument is required by law or the Articles of Incorporation or Bylaws to be executed, acknowledged or verified by two (2) or more Officers.

Each Officer shall be elected for a term extending until the next annual meeting of the Board of Directors or until her or his resignation or removal.

Section 5.02 **Chair.** The Chair shall preside over meetings; set and Review Agendas for all meetings in consultation with the Board of Directors; prepare correspondence on behalf of the Corporation as needed by the Board; ensure that proper meeting notices are provided to Association members and public as required in Bylaws; and perform other duties as assigned by the Board of Directors.

The office of Chair shall be equivalent to the office of President described in Section 531 of the Act.

Section 5.03 **Vice Chair.** The Vice Chair shall preside over meetings in the absence of the Chair; take meeting minutes at meetings in the absence of the Secretary (as long as the Chair is not also absent); and perform other duties as assigned by the Board of Directors.

The office of Vice Chair shall be equivalent to the office of Vice President described in Section 531 of the Act.

Section 5.04 **Secretary.** The Secretary shall take meeting minutes; manage and maintain all documents related to the Corporation; maintain a record of the Corporation’s resident membership in consultation with Treasurer; maintain a current list of the members of the Board of Directors and their contact information; and perform other duties as assigned by the Board of Directors.

Section 5.05 **Treasurer.** The Treasurer shall create and manage the Corporation’s budget; receive funds and deposit into depositories as agreed upon by board; disburse funds as approved by Board; report on the Corporation’s finances as they relate to the budget; regularly enter financial activity into a ledger available to the Board for review; maintain a record of resident membership dues in partnership with Secretary; ensure the Corporation’s compliance with Michigan and federal nonprofit filing legislation; and perform other duties as assigned by the Board of Directors.

Section 5.06 **Compensation of Officers.** No Officer of the Corporation shall be compensated for the performance of services for the Corporation, but may, by resolution of the Board of Directors, be reimbursed for actual, reasonable, and necessary expenses incurred in her or his capacity as an Officer.

Section 5.07 **Resignations.** Any Officer may resign at any time by giving written notice to the Board of Directors or to the Chair of the Corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the resignation shall be immediately effective on receipt, and acceptance of such resignation shall not be necessary to make it effective.

Section 5.08 **Removal.** Any of the Officers designated in Section 5.01 of this Article V may be removed by the Board of Directors, with or without cause, whenever in its judgment the best interests of the Corporation will be served thereby, by the vote of a majority of the total number of Directors.

Section 5.09 **Vacancies.** If there is a vacancy in any Officer position, the vacancy may be filled by the Board of Directors. Any person elected to fill a vacancy shall serve until the next election of Officers by the Directors and shall exercise the full power and authority of the Officer position to which she or he is elected.

Section 5.10 **Discharge of Duties; Reliance on Reports.** An Officer shall discharge her or his duties as an Officer and shall be entitled to rely on reports, etc., in the same manner as specified for a Director in Section 4.12.

ARTICLE VI RESIDENT MEMBERS

Section 6.01 **Non-voting Members.** The Corporation may have resident members, if approved by the Board of Directors. All resident members shall meet such requirements for membership as are established by the Board of Directors, from time to time. Resident membership of the Corporation is open to all residents of the District. All residents of the District are welcome to participate in the activities and discussions of the Corporation. Any resident may become a resident member by completing a membership form, paying the required member dues, and satisfying any other requirement set by the Board of Directors from time to time. Each resident

member agrees to support and abide by the Articles of Incorporation and the Bylaws of this Corporation as they may from time to time be amended. Whenever a resident member ceases to be a resident of property in the District, her or his resident membership in the Corporation shall automatically terminate. A person shall be a resident member for such term as is established by the Board of Directors.

No resident member of the Corporation shall have any right to a binding vote on any matter involving the Corporation, nor shall any resident member have any of the rights granted by the Act to members in a membership corporation. The Board of Directors may, from time to time, consult with the resident members on District-wide issues and hold non-binding votes of the resident members as it sees fit. A resident member shall not have any interest in any of the Corporation's assets or have the right to file a claim against the Corporation seeking to compel the Corporation or the Board of Directors to take certain action, or refrain from taking certain action. A resident member shall also not have any right to file any suit in any court seeking to have the Corporation dissolved or requesting any other relief or remedies from the Corporation or any of its Officers or Directors.

The Board of Directors may allow resident members to cast non-binding votes regarding any matter at any meeting.

Section 6.02 **Member Dues.** The Board of Directors may, from time to time, establish reasonable annual membership dues to be paid by all resident members as a condition for becoming and remaining a resident member. Annual membership dues may be reduced or waived for certain members as the Board of Directors sees fit.

ARTICLE VII - COMMITTEES

Section 7.01 **General.** The Board of Directors may designate standing committees with such duties and powers as it may provide in order to carry out the programs and purposes of the Corporation. Special committees may be appointed by the Chair, with the consent of the Board of Directors. The Chair, with the consent of the Board of Directors, shall designate the persons to serve on each committee, fill vacancies on committees, and serve as Chairperson of the committee. Membership on committees, except executive committees, is open to all persons, Directors and non-Directors. Each committee shall make such reports of its activities to the Board of Directors as the Board may request. Each member of a committee serves at the pleasure of the Board and may be removed at any time by vote of the Board.

Pursuant to Section 527 of the Act, the Board of Directors may designate a committee as an "executive committee". To the extent provided in a resolution of the Board, an Executive Committee may exercise any or all powers and authority of the Board, except as stated in these Bylaws. The membership of an executive committee shall consist of one or more Directors of the Corporation. The Board may designate one or more Directors as alternate members of an executive committee who may replace an absent or disqualified member at a meeting of the executive committee. The members of the executive committee present at a meeting of the committee and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another Director to act at the meeting in place of the absent or disqualified member. The members of an executive committee serve at the pleasure of the Board.

Committees that are not executive committees shall not exercise any of the power or

authority of the Board of Directors, but may perform under the direction of the Board those functions described in these Bylaws or determined from time to time by the Board. The Board resolution that creates the committee shall state the purposes of the committee, the terms and qualifications of committee members, and the ways in which committee members are selected and removed. Membership can include individuals who are and are not Directors or Officers of the Corporation.

Section 7.02 **Powers.** Any committee shall exercise such powers and perform such duties as are permitted by the Act and stated in these Bylaws or as the Board of Directors may, from time to time authorize; however, no committee shall have the power or authority to:

amend the Articles of Incorporation;

adopt an agreement of merger or conversion;

amend the Bylaws of the Corporation;

fill vacancies in the Board;

fix compensation of the Directors for serving on the Board or on a committee;

declare a distribution authorized under Section 301 of the Act; or

take any other action prohibited by law, the Articles of Incorporation or these Bylaws.

Section 7.03 **Rules for Committees.** The Board of Directors may adopt rules regarding the conduct of committees and their meetings, including rules for the calling of meetings, quorum requirements and voting. To the extent it is not inconsistent with the rules adopted by the Board of Directors, each committee may establish its own rules to govern the conduct of its activities.

ARTICLE VIII INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 8.01 **Indemnification.** The Corporation may, in the complete discretion of the Board of Directors, and to the extent that the Board may approve, indemnify in full or in part any person to the extent allowed by the Act, as amended.

Section 8.02 **Liability Insurance.** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, nondirector volunteer, or agent of the Corporation, or that is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, nondirector volunteer, or agent of another foreign or domestic corporation, foreign or domestic business corporation, limited liability company, partnership, joint venture, trust, or other enterprise, for profit or nonprofit, against any liability asserted against the person and incurred by the person in that capacity or arising out of the person's status as such, whether or not the Corporation has the power to indemnify the person against liability under the provisions of the Act, as amended.

ARTICLE IX CONFLICTS OF INTEREST

Section 9.01 **Provisions Regarding Payment of Compensation and Property Transfers; Conflicts of Interest.** The Corporation's Directors, officers, managers, and key employees interact and do business with members of the community served by the Corporation. While acting

on behalf of the Corporation, they have a duty to not advance their personal interests and to conduct their affairs in a manner that will avoid conflicts of interest with the Corporation.

The Board shall create and enforce a Conflicts of Interest Policy in accordance with the guidelines established in the Act. The Conflicts of Interest Policy shall establish policies and procedures for determining when a Director, Officer, or other person has a conflict of interest and which specifies procedures for reviewing, voting upon, and performing any contract or transaction with such an interested person or with an entity in which such person has an interest.

ARTICLE X -FISCAL YEAR

Section 10.01 **Fiscal Year/Accounting Methods.** The fiscal year of the Corporation shall be determined by the Board of Directors. The Board shall also determine the particular accounting methods and principles to be followed by the Corporation.

ARTICLE XI - MISCELLANEOUS PROVISIONS

Section 11.01 **Contracts, Conveyances, Etc.** Unless otherwise directed by the Board of Directors, all conveyances, contracts, and instruments of transfer and assignment shall be specifically approved by the Board of Directors and shall be executed on behalf of the Corporation by such Officers or agents as may be specifically authorized by the Board of Directors.

Section 11.02 **Execution of Instruments.** Unless otherwise designated by the Board of Directors, all Corporation instruments and documents including, but not limited to, checks, drafts, bills of exchange, acceptances, notes, or other obligations or orders for the payment of money shall be signed by such Officers of the Corporation as from time to time are designated by resolution of the Board of Directors. The Board of Directors may also require that checks or drafts be signed by two (2) or more persons.

Section 11.03 **Borrowing.** No loans and no renewals of any loans shall be contracted on behalf of the Corporation except as authorized by the Board of Directors of the Corporation.

Section 11.04 **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts, and other orders for the payment of money which are payable to the order of the Corporation shall be endorsed, assigned, and delivered by such person or persons and in such manner as may from time to time be designated by the Board of Directors.

Section 11.05 **Method of Giving Notices.** Any notice required by statute or by these Bylaws to be given by the Corporation to the Directors, Officers, or other person entitled to receive notice (a "Recipient"), unless otherwise provided herein or in any statute, shall be given by any of the following methods: personal delivery; telephone; mail; or electronic transmission. The Corporation may select the method(s) of notice that it wishes to use in any instance. Any notice given pursuant to Section 4.04 above, shall also comply with the terms of that Section.

Section 11.06 **Headings and Parenthetical Insertions.** The Article and Section headings included in these Bylaws have been used solely for convenience and shall in no event act as or be used in conjunction with the interpretation of these Bylaws.

Section 11.07 Severability. Each and every paragraph, sentence, term, and provision of these Bylaws shall be considered severable in that, in the event a court finds any paragraph, sentence, term, or provision to be invalid or unenforceable, the validity and enforceability, operation, or effect of the remaining paragraphs, sentences, terms, or provisions shall not be affected, and these Bylaws shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

Section 11.08 Conflict with Statute. In the event any Article or Section of these Bylaws shall conflict with the Michigan Non-Profit Corporation Act, the Act shall control.

ARTICLE XII AMENDMENTS AND ADDITIONS

Section 12.01 Amendments. The Articles of Incorporation may be altered or amended as follows: (a) by the affirmative vote of a majority of all Directors present at a meeting provided a quorum exists and that notice of the meeting has been given to all Directors at least twenty (20) days before the meeting; (b) by the affirmative vote of a majority of all Directors then in office who are present at a meeting provided a quorum exists and that notice of the meeting has been given to all Directors at least ten (10) days before the meeting; or (c) by an action by unanimous written consent. The notice of the meeting that is sent to all Directors shall contain a copy of the proposed amendment or describe the substance of the proposed amendment.

These Bylaws may be amended: (a) by the affirmative vote of a two-thirds (2/3) majority of all Directors then in office who are present at a meeting provided a quorum exists and that notice of the meeting has been given to all Directors at least ten (10) days before the meeting; or (b) by an action by unanimous written consent. The notice of the meeting that is sent to all Directors shall contain a copy of the proposed amendment or describe the substance of the proposed amendment.

Any amendment to the Articles or Bylaws shall be effective when approved by the Directors as stated herein, unless the Board approves a later effective date.

Section 12.02 Rules, Regulations and Policies. The Directors may adopt additional rules, regulations, and policies, general or specific, for the conduct of meetings, and additional rules, regulations, and policies, general or specific, for the conduct of the affairs of the Corporation provided, however, no such additional rule, regulation or policy shall be inconsistent with or in contravention of any provision of the Articles of Incorporation or these Bylaws.

I certify that the foregoing Bylaws were adopted by the Corporation on the __28th__ day of __February_____, _2018__.

Elizabeth Luther, Secretary

**RESOLUTION OF THE BOARD OF DIRECTORS
HUBBARD FARMS NEIGHBORHOOD ASSOCIATION
TO RECOMMEND ACCEPTANCE OF THE BYLAWS**

Section 4.02 of the Bylaws of the Hubbard Farms Neighborhood Association (the “Bylaws”) requires that “[t]he nomination process [for Directors] shall occur no later than March 31, and the election shall occur no later than April 30.” The Bylaws do not set a specific date by which elections must occur. The Bylaws do, however, give the Board of Directors authority to, “from time to time, prescribe the method by which elections shall take place.”

Due to the unforeseeable circumstances surrounding the COVID-19 pandemic, nominations and elections for the Board of Directors have been delayed. The board member terms that are ending and would have been filled had a nomination and election process taken place are held by Amy Amador, Anthony Benavides, Peter Landon, Hannah Miller, Martha Potere, Robert Rodriguez, and Deb Sumner (together, the “Expiring Terms”).

RESOLVED that the Board of Directors hereby extends the Expiring Terms until such time as a nomination and election process can be completed.

FURTHER RESOLVED that the Board of Directors hereby amends the Bylaws so that the nomination process shall occur no later than September each year beginning with the year 2021 (the “Nomination Date”), and the election process shall occur no later than October each year, beginning with the year 2021 (the “Election Date”) to fill the Expiring Terms.

FURTHER RESOLVED that the Board of Directors hereby extends the terms of the Directors without Expiring Terms for one year from the Election Date so as to ensure that the terms of one-half of the Directors continue expiring each year as set out in the Bylaws.

FURTHER RESOLVED that the Board of Directors hereby authorizes the use of virtual meetings, nominations, and elections and any other technology or process the Board of Directors sees fit to plan and execute the nomination and election processes.

CERTIFICATION

I, the undersigned, hereby certifies that I am the duly elected Secretary of the Corporation and the foregoing is a true and correct copy of the resolution adopted by the Board of Directors of the Hubbard Farms Neighborhood Association on June 15, 2021.

Date: June 15, 2021

Name: Amy Amador

Signature: _____