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Debra A. Sutherland, Clinton Co



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CLINTON COUNTY, MI

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WOODRIDGE SUBDIVISION – PHASE I, HOMEOWNERS’ ASSOCIATION BYLAWS

ARTICLE I Purpose

The purpose for which the Woodridge Subdivision - Phase I, Homeowners’ Association is organized are those specific and general purposes set forth in the Declaration of Restrictions, recorded in Document #5278369, Pages 1 through 18, Clinton County Records. In furtherance of such purposes, this Association shall promote and maintain the safety, property values and general well-being of the members of the Association and the property of the members located within all phases of Woodridge Subdivision (the “Development”). The Association is organized to represent its members with respect to matters now or hereafter concerning one or more of its members regarding property located within the Development.

ARTICLE II Members

Section 1 Eligibility. Membership is mandatory. Every person or entity owning legal or equitable title to any real property included in the Development (including each tenant by the entirety, tenant in common joint tenant, or one vote for one lot) shall be eligible for membership in the Association, and no other person or entity shall be eligible for membership. Notwithstanding the foregoing, members of the family of an eligible Association member who live with the Association member in the Development shall enjoy the benefits of Association membership if the eligible member is an active member.

Section 2. Active Members. Notwithstanding Section 1 of this Article II, only eligible individuals or entities who have currently paid any and all dues and /or assessments levied by the Association within the time periods for making such payments shall be considered active members of the Association. Only active members shall be eligible for election or appointment as directors or officers of the Association, or for membership on an Association committee. Only active members shall be eligible to vote on any matter coming before the Association for decision. As used herein, the term "member" means only an active member.

ARTICLE III

Dues and Assessments

Section 1. Dues and Assessments. The Board of Directors shall determine the amount of dues and/or assessments to be Levied from time to time. Such dues and/or assessments shall be levied on a reasonable and uniform basis, as deemed appropriate by the Board of Directors for the intended purpose of such levy. The annual dues for the period January 1, 2026 through December 31, 2026 shall be \$200.00; and each year thereafter unless adjusted as provided herein.

Section 2. Notice of Dues and Assessment. On or no later than March 1 of each year, The Board of Directors shall cause a notice of any and all dues and/or assessments of members to be delivered by first-class mail or by personal delivery. The notice shall be addressed to the last-known member owner of the respective lot. Except in the case of Association dues to be used for the general purpose of defraying costs incurred by the Association in the normal conduct of its business, the notice shall state the general purpose of the levy and the method used to determine the amount of the assessment. Any failure by the Board to deliver the notice by the date and manner set forth above in this section 2 to this Article III shall not relieve the lot owner's obligation to pay the dues and/or assessments upon demand by the Board.

Section 3. Payment of Dues and Assessments. Each member shall pay the amount of dues and/or assessments levied within thirty days (30) receipt of the levy or by the time prescribed by other demand by the Board of Director. In any event, the time period for payment of the dues or assessments shall not exceed thirty (30) days.

Section 4. Default in Payment. If dues, maintenance charges and/or assessments or other charges ("charges") are not paid within the time period prescribed by the Board of Directors, they shall be considered as being in default. A member whose charges are in default shall no longer be an active member of the Association and shall lose the privileges of active membership, as set forth in Section 2 of Article II. The delinquent dues shall automatically become a lien on the member's lot as granted in the Restrictions, and the Board of Directors may foreclose on the lien. If a Director, officer or other duly appointed member loses the privileges of active membership, he or she shall immediately be relieved of all duties and privileges of such position. A member may again become an active member by paying to the Association all charges in default (including those levied while a member but not an active member), with interest (at the maximum rate allowed by law), costs and any applicable attorney fees payable up to the date the delinquent charges are paid. The Board of Directors, in its sole discretion, may waive any or all of the charges, and or interest and cost thereon, in the event of special circumstances; provided, however, that such waiver may only be made upon a seventy five percent (75%) vote of the Board of Directors in office.

If a member has been relieved of his or her position as a director or officer by virtue of a default hereunder, and such a vacancy has not been filled, upon reinstatement as an active member, such person shall again hold such position. If such vacancy has been filled, reinstatement shall not serve to entitle such person to such prior position.

ARTICLE IV

Meetings

Section 1. Procedure. Meetings of the Association shall be held at a suitable place convenient to the members, as may be designated by the Board of Directors. Each Member shall have one vote for each parcel owned within the development. Where a parcel is owned by more than one person, there shall be no more than one vote. This provision should not be interpreted to mean that each owner is not entitled to become an officer of the Association. Meetings of the Association shall be conducted by parliamentary procedure or such parliamentary procedures as the Association may adopt when not otherwise in conflict with the Articles of Incorporation, these Bylaws or the laws of the State of Michigan. In any event, each officer and member of the Board of Directors, including the President is entitled to a vote.

Section 2. Meetings. Annual meetings of members of the Association shall be held on a date set by the Board of Directors at such time and place as shall be determined by the Board of Directors. At such meetings there shall be elected by ballot by the members of the Board of Directors in accordance with the requirements of these Bylaws. The members may also transact at annual meetings such other business of the Association as may properly come before them.

Section 3. Special Meetings. Special meetings of the members of the Association may be called by the Board of Directors or the holders of forty percent (40%) or more of the total votes of the Association. The notice of any special meeting shall set forth the business to come before the members, and only such business shall be transacted.

Section 4. Notice Period. It shall be the duty of the Secretary (or other Association Officer designated by the President 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 member 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 a member at the address filed with the Association, or a personal delivery of such notice, 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. Quorum; Adjournment. Presence at a meeting of the holders of thirty percent (30%) or more of the votes of the Association shall constitute a quorum. If any meeting of members cannot be held because a quorum is not in attendance, the members who are present may adjourn the meeting for not more than thirty (30) days.

Section 6. Proxies. Every Member entitled to vote or execute consents shall have the right to do so either in person or by an agent or agents authorized by a written proxy executed by the Member or his duly authorized agent and filed with the Secretary of the Association. A proxy shall be deemed executed if the Member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the Member or the Member's attorney in fact. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless (i) revoked by the Member executing it prior to the vote pursuant thereto, or (ii) written notice of the death or incapacity of the maker of the proxy is received by the Association before the vote pursuant thereto is counted; provided, however, that no proxy

shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of any proxy shall not exceed three (3) years from the date of execution.

Section 7. Form of Solicited Proxies or Written Ballots. Any form of proxy or written ballot distributed by any person to the Members shall afford an opportunity on the proxy or written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the proxy or written ballot is distributed, to be acted upon at the meeting for which the proxy or written ballot is solicited, except it shall not be mandatory that a candidate for election to the governing body be named in the proxy or written ballot. Any such form of proxy also shall provide, subject to reasonable specified conditions, (i) confirmation that, where the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that choice; (ii) the proposed action; (iii) the time by which the ballot must be received by the Association in order to be counted; (iv) the number of responses needed to meet the quorum requirement, and (v) the percentage of approvals necessary to approve the proposed action. The proxy also shall identify the person or persons authorized to exercise the proxy and the length of time it will be valid. Failure to comply with this paragraph shall not invalidate any Association action taken.

Section 8. Record Date. The Board may fix a date, not more than ninety (90) nor less than ten (10) days preceding the date of any annual or special meeting of the Members, as a record date for the determination of the Members entitled to notice of and to vote at any such meeting. Only Members of record and in good standing as of the record date shall be entitled to notice of and to vote at any such meeting, notwithstanding any transfer of a membership on the books of the Association after such record date.

ARTICLE V

Board of Directors

Section 1. Number. Affairs of the Association shall be governed by a Board of not less than three (3) nor more than five (5) Directors, all of whom must be active members of the Association. Directors shall serve without compensation.

Section 2. Election and Term. At the first annual meeting of the Association, the Members shall elect Directors to fill all positions on the Board. The original Directors so elected shall, by drawing lots, designate that two (2) of the Directors so elected shall serve for a term of one (1) year, while the remaining Directors shall serve for two (2) years. At each annual meeting thereafter, the Members shall elect two (2) Directors respectively, for a term of two (2) years, to succeed those Directors whose terms have expired.

Section 3. Nomination. Nominations for the office of Director shall be made by a Nominating Committee consisting of a chairman, who shall be a member of the Board, and two (2) or more Members of the Association. All members of the Nominating Committee shall be appointed by the Board prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Notice to the Members of the meeting shall include the names of all those who are nominees at the time the notice is sent. Nominations may also be made by the Members from the floor at the annual meeting or such other meetings

at which Directors are to be elected. All candidates shall have a reasonable opportunity to communicate their qualifications to Members and to solicit votes.

Section 4. Election Procedures. Election to the Board shall be by secret written ballot. Every Member entitled to vote at any election of Directors in which more than two (2) Directors are to be elected, shall be required to cast one vote for each open Director position in order for the ballot to count. The nominees receiving the largest number of votes, up to the number of vacancies to be filled, shall be elected as Directors.

Section 5. Removal. At any properly noticed annual or special meeting of the Members, any Director or Directors may be removed from office. Such removal must be approved by a majority of all Members present, or by proxy.

Section 6. Vacancies. A vacancy shall be deemed to exist in the case of the death, resignation or removal of any Director. Any vacancy created by the death or resignation of a Director may be filled by a vote of a majority of the remaining Directors, though less than a quorum, and each Director so elected shall serve for the unexpired term of his predecessor. Any vacancy created by the removal of a Director shall be filled by an election of the Members of the Association according to the provisions of Section 4 of this Article. If the authorized number of Directors is increased as provided in these Bylaws, but additional Directors are not elected at the meeting at which such increase is authorized, or at an adjournment thereof, or in case the Members at any time fail to elect the full number of authorized Directors, a vacancy or vacancies shall be deemed to exist. The Members may at any time elect Directors to fill any vacancy not filled by the Directors, and may elect the additional Directors at the meeting at which an amendment of the Bylaws is voted authorizing an increase in the number of Directors. No reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

Section 7. Regular Meetings. Regular meetings of the Board shall be held as necessary, and as the Board determines, at such place and hour as may be fixed by resolution of the Board. Notice of time and place of each meeting shall be communicated to Directors not less than four (4) days prior to the meeting date; provided, however, that notice of a meeting need not be given to any Director who has signed a waiver of notice or written consent to the holding of the meeting.

Section 8. Special Meetings. Special meetings of the Board may be called by written notice signed by the President of the Association, or by any two (2) Directors other than the President, after not less than seventy-two (72) hours notice to each Director. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. The notice shall be sent to all Directors or communicated in a manner prescribed for notice of regular meetings not less than seventy-two (72) hours prior to the scheduled time of the meeting; provided, however, such notice need not be given to any Director who signs a waiver of notice or a written consent to holding of the meeting.

Section 9. Attendance at Board Meetings; Executive Sessions. Regular and special meetings of the Board shall be open to all Members of the Association; provided, however, that Members who are not on the Board may not participate in any deliberation or discussion unless expressly so authorized by the vote of a majority of a quorum of the Board. The Board may, by the vote of a majority of a quorum, adjourn a regular

or special meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Association is or may become involved, matters that relate to the formation of contracts with third parties, and other business of a similar nature. Executive sessions shall not be open to the general membership, but the nature of any and all business to be considered in executive session shall first be announced in open session. Any matter discussed in executive session shall be generally noted in the minutes of the Board. In any matter relating to the discipline of a Member, the Board shall meet in executive session if requested by the Member being disciplined, and the Member shall be entitled to attend the executive session.

Section 10. Quorum. A majority of the number of Directors as fixed by these Bylaws shall constitute a quorum for the transaction of business. Every act or decision made or done by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board.

Section 11. Organizational Meeting. Immediately following each annual meeting of the Members, the Board shall hold a regular meeting for the purpose of organization, election of Officers and the transaction of other business. Notice of such meeting is hereby waived.

Section 12. Adjournment. A quorum of the Directors may adjourn any Board meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, the majority of the Directors present at any Board meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 13. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors consent in writing to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of the Directors.

Section 14. Indemnification of Directors and Officers. The Association may reimburse, indemnify and hold harmless each Director and Officer of the Association and each person who, at the request of the Association acts as a director, officer or employee of any other corporation in which the Association has an interest, from and against all loss, cost, liability and expense which may be imposed upon or reasonably incurred by him, including reasonable settlement payments, in connection with any claim, action, suit or proceeding or threat thereof, made or instituted, in which he may be involved or be made a party by reason of his being or having been a Director, Officer or employee of the Association or such other corporation, or by reason of any action alleged to have been taken or omitted by him in such capacity. The right of indemnification provided herein, shall inure to each person referred to herein, whether or not the claim asserted against him is based on matters which arose in whole or in part prior to the adoption of this Section and in the event of his death shall extend to his legal representatives.

Section 15. Fees and Compensation. No Director or Officer shall receive any salary or compensation for his services as a Director or Officer. Nothing herein shall be construed to preclude any Director or Officer from servicing the Association as agent, counsel, or in any capacity other than as Director or Officer, and receiving compensation for such services. Directors may also be reimbursed for any actual expenses incurred in the performance of duties as Directors.

Section 16. Records. The Board shall cause to be kept a complete record of all its acts and association affairs and to present a statement thereof to the Members at annual meetings of Members or at any special meeting where such statement is requested in writing by one-fourth (1/4) of the Members entitled to vote.

ARTICLE VI

Officers

Section 1. Officers. The Officers of the Association shall be a President and Vice President, who shall at all times be Directors, a Secretary and a Treasurer (who may, but need not be Directors), and such other officers as the Board may from time to time by resolution establish.

Section 2. Election. The Officers of the Association shall be elected by the Board at the organization meeting of each new Board and shall hold office at the pleasure of the Board.

Section 3. Term. The Officers of the Association shall be elected annually by the Board, and each shall hold office for the terms as determined by the Board, unless he sooner resigns, is removed or is otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such interim or other Officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may determine.

Section 5. Resignation and Removal. Any Officer may be removed from office with or without cause by the Board. Any Officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled in the manner prescribed for regular election by the Board. The person elected to such vacancy shall serve for the remainder of the term of the Officer he replaces.

Section 7. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of the other offices except in the case of special offices created pursuant to Section 4 above.

Section 8. Duties. The duties of the Officers shall be as follows;

- (a) **President.** The President shall preside at all meetings of the Board, shall be the chief executive officer of the Association and, subject to the control of the Board and provisions of the Declaration, shall have general supervision, direction and control of the business and affairs of the Association. The President shall sign all leases, mortgages, deeds, and other written instruments and promissory notes of the Association. The President shall be an ex officio member of any standing committees and shall have the

general powers and duties of management usually vested in the office of the president of an association, and such other powers and duties as may be prescribed by the Board or these Bylaws.

(b) Vice President. The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act; and shall exercise and discharge such other duties as may be required of him by the Board.

(c) Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of its members; keep, or cause to be kept, appropriate current records showing the Members of the Association, together with their addresses and telephone numbers, and shall perform such other duties as may be required by the Board.

(d) Treasurer. The Treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of the Association. Books of account shall be open to inspection by any Director or Member at reasonable times as determined by the Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by the Board, shall co-sign all checks and promissory notes of the Association, shall render to the President and Directors whenever they request it an account of all of his transactions as Treasurer and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

ARTICLE VII

Standing and Special Committees

Section 1. Building Review Board. The Board of Directors shall appoint the Building Review Board called for in the Declaration. The people serving on the Board shall serve at the pleasure of the Board of Directors. The Building Review Board shall not have plenary approval powers over any architectural elements of the subdivision. The Building Review Board's main function shall be to collect architectural requests from homeowners and home builders, review materials submitted, request further documentation as necessary, and make recommendations to the Board for final approval or disapproval of the requests.

Section 2. Other Committees. The President or the Board of Directors may appoint such standing or special committees as deemed necessary and shall define the duties of each appointed committee. Committees shall meet at the call of the President or the chairperson of each respective committee and shall report to the Board of Directors as requested.

ARTICLE VIII

Finance

Section 1. Fiscal Year. The fiscal year of the Association 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. The initial fiscal year end shall be December 31, 2026.

Section 2. Depository. The Funds of the Association shall be deposited in such financial institution 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. In the event the Board of Directors resolution delegates its management responsibilities and authority hereunder to a third party management company, said management company shall collect all dues and assessments and pay expenses of the Association in accordance with sound business practices and provide the Board of Directors an accounting no less than on an annual basis.

ARTICLE IX Indemnification of Officers and Directors

The Association shall indemnify every Association Director and officer to the fullest extent authorized by the laws of the State of Michigan.

ARTICLE X Amendments

Section 1. Method. These Bylaws may be amended by the Association, at a duly constituted meeting, by a majority vote.

Section 2. Proposed. Amendments to these Bylaws may be proposed by the Board of Directors of the Association acting upon the vote of a majority of the Directors or by one-third or more in number of the active members of the Association whether meeting as active members or by instrument in writing signed by them.

Section 3. Meeting. Upon any such amendment being proposed, a meeting for consideration of the same shall be duly called in accordance with these Bylaws.

Section 4. Distribution. A copy of each amendment to these Bylaws shall be furnished to every active member of the Association after adoption, but failure to make such distribution shall not affect the validity of any amendment otherwise duly adopted.

IN WITNESS WHEREOF, these Bylaws have been executed on December 23, 2025, by Thomas C. Motz, President of Motz Development Inc., developer of Woodridge Subdivision-Phase I.

MOTZ DEVELOPMENT INC.,
a Michigan corporation

By: _____
Thomas C. Motz, Its President

STATE OF MICHIGAN)

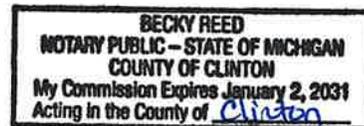
) ss.

CLINTON COUNTY)

Acknowledged before me in Clinton County, Michigan, on December 23, 2025, was Thomas C. Motz, President of Motz Development Inc., a Michigan Corporation.

Becky Reed

Becky Reed, Notary Public
Clinton County, Michigan
My Commission Expires: 1/2/2031
Acting in Clinton County, Michigan



Drafted By:

Thomas C. Motz, Developer
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