

# Olde Franklin Towne Homeowners Association, Inc.

## Bylaws

Updated 11/10/2025

### Article I

#### NAMES AND OFFICES

**Section 1. Name.** The name of this corporation is Olde Franklin Towne Homeowners Association, Inc. (hereinafter the "Association").

**Section 2. Offices.** The office of the Association shall be within the City of Farmington Hills, County of Oakland, State of Michigan. The Association shall designate a registered office in accordance with the laws of the State of Michigan and shall maintain it continuously. The Association may have offices at such other places within and without the State of Michigan as the Board of Directors may from time to time determine.

### Article II

#### PURPOSE

This corporation does not contemplate pecuniary gain or profit to the members thereof and the purpose or purposes for which it is formed is to provide an entity to administer the affairs of Olde Franklin Towne Subdivision (the Subdivision ) in the City of Farmington Hills, Oakland County, Michigan, and within this purpose to:

- (a) Supervise and maintain the parks described as Outlots of the Subdivision, according to the building and use restrictions set forth in Building and Use Restrictions recorded at liber 4642, pages 775-9, Oakland County Records;
- (b) Promote the welfare of its members by maintaining and beautifying the several subdivisions in which its members are located, by enforcing building and use restrictions, by representing its members before governmental boards or bodies, by promoting social and recreational activities and by engaging in such other activities as are incidental thereto and are not forbidden by the laws of the State of Michigan, and with all the powers conferred upon corporations by the laws of the State of Michigan;

- (c) Maintain, preserve, regulate, improve, and beautify the open space and/or park areas serving the Subdivision;
- (d) Promote the health, safety, and welfare of Owners of residential lots within the Subdivision;
- (e) Fix assessments to be levied against the residential lots within the Subdivision; and
- (f) Do any other things that will promote the common benefit and enjoyment of the residents of the Subdivision.

### Article III

#### MEMBERSHIP AND VOTING

**Section 1. Membership.** Each record fee simple title holder of homes in the Subdivision (an Owner ) shall be a Member of the Association. An Owner shall be defined as the owner of record as of January 1 of each year. Each Member shall be entitled to one vote on each matter submitted to the Members; provided, however, that there shall be only one vote per home. If a home is owned by two or more Members, then the Owners of that home shall designate in writing one Owner as its proxy to cast its vote and represent the home. If no proxy is filed, it is understood that the owner present at meetings has the consent of the other owner(s) to act for the home. If one or more owners of the same home voice their opposition at a meeting, the vote for that home will be invalid until one representative is established. If a home is owned by a corporation, trust, or other non-natural person who is a Member, then it shall designate, in writing, a natural person as its proxy to cast its vote and represent the home.

**Section 2. Voting Rights of Members.** The Owner(s) of each home within the Subdivision shall be entitled to one vote at the various meetings of the Association.

**Section 3. Transfer of Membership.** The rights of each Owner shall be appurtenant to his or her ownership of a home, may not be separated from said ownership, and shall automatically pass to the heirs, successors, and assigns (including mortgagees) of an Owner upon the recordation of the change in ownership of the home in the Oakland County Records, and in the records of the Association.

**Section 4. Annual Meeting.** An annual meeting of the Association shall be held on the first Monday in November in each calendar year, or at such times as may be designated by the Board of Directors or the President of the Association. In no event shall any annual meeting of the Association be held later than fourteen

months after the last annual meeting of the Association. However, failure to hold a timely annual meeting shall in no way affect the terms of Officers or Directors of the Association or of the validity of actions of the Association. The purpose of the annual meeting of the Association shall be to elect Directors and to transact such other matters as may properly come before the Association. The annual meetings shall be held at a place designated by the Board of Directors or the President of the Association.

**Section 5. Special Meetings.** Special meetings of the Association may be called by the President or by a majority of the Board of Directors then in office, or upon the written request of twenty-five percent (25%) of the Members in good standing, when submitted in writing to the Secretary. The purpose of each special meeting shall be stated in the notice and may only include purposes that are lawful and proper for Members to consider.

**Section 6. Place of Meeting.** The Board of Directors may designate any place within the State of Michigan, County of Oakland, as the place of meeting for any meeting of Members. If no designation is made, then the place of meeting shall be the principal office of the Association within the County of Oakland, State of Michigan.

**Section 7. Notice of Meeting.** Written or printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered personally or by mail not less than ten (10) nor more than thirty (30) days<sup>6</sup> before the date of the meeting. Notice shall be given by or at the direction of the President or the Secretary or the persons calling the meeting to each Member of record entitled to vote at the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the Member at his or her address as it appears on the records of the Association with postage thereon prepaid.

**Section 8. Waiver of Notice.** A handwritten waiver of notice signed by a Member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

**Section 9. Action Without Meeting.** Any action of the Members may be taken without a meeting, without prior notice, and without a vote, if a consent in writing setting forth the action so taken is signed by a majority of Members of the Association. Within ten (10) days after obtaining such authorization by written consent, notice must be given to those Members who have not consented in writing. The notice shall fairly summarize the material features of the authorized action. Any certificate to be filed as a result of the Members action under this section shall state that written consent was given in accordance with MCLA

450.2407.

**Section 10. Voting Record.** The officers having charge of the membership records of the Association shall make, at least three (3) days before each meeting of Members, a complete list of the Members entitled to vote at such meeting or any adjournment thereof. The list shall be kept on file at the registered office of the Association, or at the principal place of business of the Association and any Member shall be entitled to inspect the list at any time during usual business hours. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member at any time during the meeting. If the requirements of this section have not been substantially complied with, then upon demand of any Member in person or by proxy, the meeting shall be adjourned until the requirements are met. If no such demand is made, failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

**Section 11. Member Quorum and Voting.** Unless otherwise required in the Articles of Incorporation, ten (10%) percent of the Members in good standing, actually present, notwithstanding proxies<sup>1</sup> shall constitute a quorum for the transaction of business at a meeting of Members. If a quorum is present, unless otherwise provided by law or in the Articles of Incorporation, the affirmative vote of a majority of the Members at the meeting entitled to vote on the subject matter shall be the act of the Members. After a quorum has been established at a Members meeting, the subsequent withdrawal of Members, so as to reduce the number of Members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. If a quorum is not present when a meeting starts, then a majority of the Members at the meeting may adjourn the meeting from time to time without further notice until a quorum is present.

**Section 12. Proxies.** Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act for him or her by proxy. Every proxy shall be in writing and shall be signed by the Member or his or her otherwise duly authorized attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

**Section 13. Order of Business.** The order of business at all meetings of the Members shall be as follows:

- (a) Roll call;
- (b) Reading of notice and proof of delivery;
- (c) Reading of minutes of last preceding meeting;
- (d) Reports of officers;
- (e) Election of directors;

- (f) New business;
- (g) Adjournment.

Provided, however, that in the absence of any resonable objection, the order and substance of business may be varied at the discretion of the presiding officer.

**Section 14. Dues.** Each Member shall pay dues to the Association in an amount to be set by the Board of Directors in accordance with Article X of these Bylaws.

## Article IV

### BOARD OF DIRECTORS

**Section 1. General Powers.** Subject to the limitations of the Articles of Incorporation, these Bylaws, and the Michigan Nonprofit Corporation Act concerning corporate action that must be authorized or approved by the Members of the Association, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Association shall be controlled by the Board of Directors. In addition to the duties imposed by these Bylaws or by resolutions of the Association, the Board of Directors shall be responsible for the care, upkeep, and surveillance of the common areas and open space and/or park areas of the Subdivision. The Board of Directors shall also be responsible for collection of annual assessments from the Members.

**Section 2. Number, Qualification, Election, and Tenure.** The number of Directors shall be the number of Directors elected from time to time in accordance with these Bylaws, but shall never be less than three (3) nor more than fifteen (15)<sup>4</sup>.

The number of Directors may be increased or decreased within the aforementioned limits from time to time by election in accordance with these Bylaws. The Directors must be Members of the Association and residents of the Subdivision. Directors shall be elected by the Members at the November annual meeting of the Members and shall serve until the next succeeding November annual meeting and until their successors have been elected and qualified.

**Section 3. Annual Meetings.** The Board of Directors shall hold annual meetings at the same place as and immediately following the annual meeting of Members for the purpose of the election of officers and the transaction of such other business as may come before the meeting. If a majority of the Directors are present at the annual meeting of Members, no prior notice of the annual meeting of the Board of Directors shall be required. However, another place and time for such meeting may be fixed by written consent of all of the Directors.

**Section 4. Regular Meetings.** Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall be determined from

time to time by the Board of Directors.

**Section 5. Special Meetings.** Special meetings of the Board of Directors may be called by the Chairman of the Board (if there is one), the President or a majority of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix a reasonable time and place for holding them.

**Section 6. Electronic Communications Meetings.**<sup>5</sup> Directors may participate in meetings of the Board of Directors by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time and participation by such means shall constitute presence in person at such a meeting. If by electronic mail (e-mail), notice is sent to all current Directors. Any decision resulting from a meeting by e-mail will require a vote from a majority of Directors in office at the time, however all communication will be sent to all Directors. If a decision is reached, minutes of this meeting and vote will be retained by the Secretary of the Association.

**Section 7. Action Without Meeting.** Any action of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken signed by all of the Directors is filed in the minutes of the Board of Directors. Such consent shall have the same effect as a unanimous vote.

**Section 8. Notice and Waiver.** Notice of any special meeting shall be given at least three (3) days prior thereto by written notice delivered personally, by mail, by telegram, or by electronic mail (e-mail) to each Director at his or her address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice is given by e-mail such notice is deemed to be delivered on the date it is sent. Any Director may waive notice of any meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

**Section 9. Quorum and Voting.**<sup>7</sup> At all meetings of the Board of Directors, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws. The vote of a majority of Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting from time to time without notice until a quorum is present.

**Section 10. Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors even though it is less than a quorum of the Board of Directors, unless otherwise provided by law or the Articles of Incorporation. A Director elected to fill a vacancy shall hold office only until the next election of Directors by the Members. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting of Members or a special meeting of Members called for that purpose.

**Section 11. Removal.** At any meeting of Members called expressly for that purpose, any Director or Directors may be removed from office, with or without cause, by majority vote of the Members. New Directors may be elected by the Members for the unexpired terms of Directors removed from office at the same meetings at which such removals are voted. If the Members fail to elect persons to fill the unexpired terms of removed Directors, and if the Members did not intend to decrease the number of Directors to serve on the Board, then the vacancies unfilled shall be filled in accordance with provisions in these Bylaws for vacancies.

**Section 12. Compensation.** No Director shall receive any salary or compensation for his or her services as Director unless otherwise specially ordered by the Board of Directors.

**Section 13. Limited Liability.** A Director of the Association shall not be personally liable to the corporation or its Members for monetary damages for a breach of fiduciary duty as a Director, except for liability:

- (a) For any breach of the Director's duty of loyalty to the corporation or its members;
- (b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) Resulting from a violation of Section 551(1) of the Michigan Nonprofit Corporation Act;
- (d) For any transaction from which the Director derived an improper personal benefit;
- (e) For any act or omission occurring before January 1, 1988; or
- (f) For any act or omission that is grossly negligent.

In the event the Michigan Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Association shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act, as so amended. Any repeal, modification, or adoption of any provision in these Bylaws inconsistent with this Article shall not adversely affect any right or protection of a Director of the Association existing at the time of such repeal, modification or adoption.

**Section 14. Indemnification.** The Association shall, to the fullest extent permitted by the Michigan Nonprofit Corporation Act, including but not limited to Section 561 thereof, as the same may be amended and supplemented, indemnify any and all persons, including Directors and Officers, whom it shall have power to indemnify under said Act from and against any and all expenses, liabilities, or other matters referred to in or covered by said Act, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of members, or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

## Article V

### OFFICERS

**Section 1. Officers.** The officers (the Officers ) of this Association shall be a President, Vice President, Secretary, and Treasurer, and shall be elected by the Board of Directors. A Chairman of the Board, additional Vice Presidents and such other officers as may be deemed appropriate may be elected by the Board of Directors from time to time. Any two or more offices may be held by the same person. A failure to elect a President, Vice President, Secretary, or Treasurer shall not affect the existence of the Association.

**Section 2. Election and Term of Office.** The Officers of the Association shall be elected annually by the Board of Directors at its meeting after each annual meeting of the Members. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each Officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided.

**Section 3. Removal.** Any Officer may be removed from office at any time, with or without cause, on the affirmative vote of the Board of Directors, whenever, in its judgment, the best interests of the Association will be served thereby. Removal shall be without prejudice to any contract rights of the person so removed, but election of an Officer shall not of itself create contract rights.

**Section 4. Vacancies.** Vacancies in offices, however occasioned, may be filled at anytime by election by the Board of Directors, for the unexpired terms of such offices.

**Section 5. Duties.** The Chairman of the Board, or the President, if there is no

Chairman of the Board, shall preside at all meetings of the Board of Directors, and of the Members. The President shall be the chief executive officer of the Association. Subject to the foregoing, the Officers of the Association shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these Bylaws, or as may be assigned to them from time to time by the Board of Directors.

**Section 6. Salaries/Compensation.** No Officer shall be paid a salary or otherwise compensated for his or her services as an Officer of the Association unless otherwise specially ordered by the Board of Directors.

**Section 7. Delegation of Duties.** In the absence or disability of any Officer of the Association or for any other reason deemed sufficient by the Board of Directors, the Board may delegate his or her powers or duties to any other Officer or to any other Directors.

## Article VI

### COMMITTEES

**Section 1. Creation of Committees.** The Board of Directors may, by resolution passed by a majority of the whole Board, designate an Executive Committee and one or more other committees.

**Section 2. Executive Committee.** The Executive Committee (if there is one) shall consult with and advise the Officers of the Association in the management of its affairs and shall have and may exercise, to the extent provided in the resolution of the Board of Directors creating such Executive Committee, such powers of the Board of Directors as can be lawfully delegated by the Board.

**Section 3. Other Committees.** Such other committees shall have such functions and shall exercise such power of the Board of Directors as can be lawfully delegated and to the extent provided in the resolution or resolutions creating such committee or committees.

**Section 4. Meetings.** Regular meetings of the Executive Committee, and other committees may be held without notice at such time and at such place as shall from time to time be determined by the Executive Committee or such other committees, and special meetings of the Executive Committee or such other committees may be called by any member thereof upon two (2) days notice to the other members of such committee, or on such shorter notice as may be agreed to in writing by each of the other members of such committee, given either personally or in the manner provided in these Bylaws pertaining to notice for Directors meetings.

**Section 5. Vacancies.** Vacancies on the Executive Committee or on other committees shall be filled by the Board of Directors then in office at any regular or special meeting of the Board of Directors.

**Section 6. Quorum.** At all meetings of the Executive Committee or other committees, a majority of the committees members then in office shall constitute a quorum for the transaction of business.

**Section 7. Manner of Acting.** The acts of a majority of the members of the Executive Committee or other committees present at any meeting at which there is a quorum shall be the act of such committee.

**Section 8. Minutes.** The Executive Committee (if there is one) and the other committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

## Article VII

### BOOKS, RECORDS, AND REPORTS

**Section 1. Report to Members.** The Association shall send an annual report to the Members of the Association not later than four (4) months after the close of each fiscal year of the Association. Such report shall include a balance sheet as of the close of the fiscal year of the Association and a revenue and disbursement statement for the year ending on such closing date. Such financial statements shall be prepared from and in accordance with the books of the Association, but need not be audited or otherwise prepared in accordance with generally accepted accounting principles.

**Section 2. Inspection of Corporate Records.** Any person who is a Member of the Association shall have the right, for any proper purpose and at any reasonable time, on written demand, stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of Members of the Association. Upon the written request of any Member, the Association shall mail to such Member a copy of the most recent balance sheet and revenue and disbursement statement. If such request is received by the Association before such financial statements are available for its last fiscal year, the Association shall mail such financial statements as soon as they become available. In any event, the financial statements must be mailed within four (4) months after the close of the last fiscal year. Additionally, balance sheets and revenue disbursement statements shall be filed in the registered office of the Association in Oakland County, Michigan, shall be kept for at least five (5) years, and shall be subject to inspection during business hours by any Member, in person, or by agent.

## Article VIII

### NONPROFIT OPERATION

The Association will not have or issue shares of stock. No dividends will be paid.

No part of the income or assets of the Association will be distributed to its Members, Directors or Officers, without full consideration. The Association may contract in due course with its Members, Directors and Officers without violating this provision.

## Article IX

### FISCAL YEAR

The fiscal year of the Association shall be January 1 to December 31 of any given year. That period was selected by the Board of Directors as the taxable year of the Association for federal income tax purposes.<sup>9</sup>

## Article X

### FINANCES AND ASSESSMENTS/OBLIGATIONS OF MEMBERS

**Section 1. Maintenance Fund.** Each Member shall pay to the Association the annual maintenance assessment ("dues" ) imposed by the Association to meet all communal expenses, which may include expenses of administration as well as expenses for upkeep and maintenance of the open space areas within the Subdivision, which charge shall become due and payable annually in advance on the first day of January, in each year.

**Section 2. Annual Dues.** The annual dues shall be Four Hundred Dollars (\$400.00)<sup>3,10</sup> per Member for the year in advance and may be adjusted from year to year by the Association as the needs of the Association may, in the judgment of the Board of Directors, require. In no event shall the annual dues be increased except by recommendation of the Board of Directors and by approval of the majority of the Members in good standing of the Association in attendance at a General Association Meeting. Approval shall make any such increase binding upon all Members of the Association.<sup>2</sup>

**Section 3. Special Assessment.** Notwithstanding the foregoing, the Board of Directors shall have the authority to assess a special assessment, not to exceed Fifty Dollars (\$50.00) per Member, no more often than once per year, upon the unanimous vote or written consent of the Board of Directors. Any such special assessment shall be due and payable thirty (30) days after notice thereof shall

have been given to each Member and shall be subject to Section 4 of this Article X.

**Section 4. Use of Maintenance Fund.** The maintenance fund shall be used for such of the following purposes as the Board of Directors in its reasonable discretion shall determine necessary and advisable: For improving and maintaining the Out lots of the Olde Franklin Towne Subdivision, and roadways and entrance-ways of the subdivision, including within the Association; for planting trees and shrubbery and the care thereof; for employing night watchmen; for caring for vacant property; for removing grass or weeds; for constructing, purchasing, maintaining or operating any community service or for doing any other things necessary or advisable in the opinion of the Board of Directors for keeping the property neat or in good order; for expenses incident to the examination of plans and to the enforcement of building restrictions, conditions, obligations, reservations, rights, powers and charges as applicable to said subdivision; for the expense of operating the Association, including postage, rental of meeting quarters, legal fees, filing and franchise fees and other expenses necessary or incidental to the operation of a corporation.

**Section 5. Lien.** The annual dues assessed against Members shall constitute a lien and encumbrance on the land with respect to which the charges are made. A certificate in writing issued by the Treasurer of the Association shall be given on demand to any Member liable for said charges setting forth the status of the charges. The Association may enforce collection of delinquent dues by suit at law for a money judgment, or by foreclosure of the lien securing payment. In an action for foreclosure, a receiver may be appointed to collect a reasonable rental for the premises from the Owner thereof. The expenses incurred in collecting unpaid assessments, including interest, costs, and attorney fees, shall be chargeable to the Owner in default.

**Section 6. Voting Rights, Late Fees, and Interest.** In addition to the provisions of Section 4 hereof, any Member who shall be thirty (30) days or more in default in the payment of the annual maintenance charge or the payment of any special assessment shall not be in good standing and shall not be entitled to vote at any meeting of the Association nor to hold office in the Association until all such delinquencies have been paid in full. Any Member who shall be ninety (90) days or more in default in the payment of the annual maintenance charge or the payment of any special assessment, shall incur a fee of fifty dollars (\$50.00) annually.<sup>8,11</sup>

## Article XI

### MORTGAGES

**Section 1. Notice Requirement.** An Owner who mortgages his or her property within the Subdivision shall notify the Association, through the Secretary of the

Association, of the name and address of his or her mortgagee, whereupon the Association shall maintain such information in a book entitled *Mortgagees of Lots*.

**Section 2. Report of Unpaid Dues.** The Association shall at its discretion or at the request of a mortgagee of any lot within the Subdivision, report any unpaid assessments due from the Owner of such lot to the mortgagee.

## Article XII

### AMENDMENTS

These Bylaws may be altered, amended, or replaced and new Bylaws may be adopted by the Board of Directors; provided that any Bylaws or amendments thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the Members, or a new Bylaw in lieu thereof may be adopted by the Members. No Bylaw that has been altered, amended, repealed, or adopted by such a vote of the Members may be altered, amended or repealed by a vote of the Board of Directors for a period two (2) years after the action of the Members.<sup>2</sup> A copy of each amendment to these Bylaws, certified by the Secretary of the Corporation, shall be sent to each Member and shall be filed and maintained in the registered office of the Association and in its principal place of business. Furthermore, if the Articles of Incorporation of the Association are amended, a copy of the amendment filed by the Michigan Department of Consumer and Industry Services, Corporation, Securities & Land Development Bureau, shall be maintained in the registered office of the Association and its principal place of business.

Dated: May 17, 1999

#### AMENDMENT NOTES:

<sup>1</sup>(Article III, Section 11) The words actually present, not notwithstanding proxies were added at a meeting of the Board in June, 1999.

<sup>2</sup>(Article X, Section 2) This section was amended to allow dues to be increased by majority vote of Members present at a General Meeting (Annual or Special) open to the entire Association. This action was approved at the General Meeting in November, 2000.

NOTE: The change described above approved in 2000 in accordance with Article 12 added this wording to Article 10, Section 2: "... in attendance at a General Association Meeting. Approval shall make any such increase binding upon all Members of the Association." Also, the following wording was removed from Article 12: "This procedure shall not be used to increase the dollar amounts set

forth in section 2 of Article X of these Bylaws." This action taken in accordance with Article 12 was in effect as of the 2000 meeting, however, due to a clerical error, the changes were not applied to this document until 1/20/2020.

<sup>3</sup>(Article X, Section 2) An increase in annual dues from \$150.00 to \$225.00 was approved by the Members in attendance at the General Meeting in November, 2001. An increase in annual dues from \$225.00 to \$400.00 for fiscal years 2018 and 2019 only was approved by the Members at the General Meeting in November, 2017. (NOTE: While this raise was approved for two years it was left to the Board to decide if the increase was needed for 2019. The board did indeed deem the increase not needed and dues returned to \$225.00 for fiscal year 2019.)

An increase in annual dues from \$225.00 to \$325.00 was approved by the Members in attendance at the OFTHA General Meeting on November 15, 2021.

<sup>4</sup>(Article IV, Section 2) The maximum number of directors was increased from 11 to 15 at the August 12, 2008 meeting of the board.

<sup>5</sup>(Article IV, Section 6) This Section was amended to include meetings and voting by electronic mail (e-mail) at a meeting of the Board on August 12, 2008

<sup>6</sup>(Article III, Section 7) The maximum number of days notice before a general meeting was changed from 14 to 30 at the meeting of the Board on October 28, 2008.

<sup>7</sup>(Article IV, Section 9) This Section was amended to require a majority of the entire board to be present to constitute a quorum at a meeting of the Board on October 28, 2008

(Article IV Section 12)--Presumption of Assent. This entire section was rescinded at a meeting of the Board on October 28, 2008

All of the above amendments made in 2008 were approved by the Members at the General meeting on November 11, 2008.

<sup>8</sup>(Article X, Section 6) Wordage concerning the assessment of interest penalties for non-payment of dues were removed based on the decision to do so at the January 12, 2016 meeting of the BOD and approved by the membership at the 2016 General Meeting.

<sup>9</sup>(Article X, Section 6) The selection of January 1 to December 31 as the Fiscal Year for the Association was enacted at the Board of Directors meeting on Tuesday, February 11, 25.

<sup>10</sup>(Article X, Section 2) An increase in annual dues from \$325.00 to \$400.00 was approved by the Members in attendance at the General Meeting in November, 2025.

**<sup>11</sup>(Article X, Section 6) The increase of the Late Fee from \$25.00 to \$50.00 for the Association was enacted at the Board of Directors meeting on Monday, April 28, 2025.**