

EXHIBIT A

AMENDED AND RESTATED ASSOCIATION BYLAWS OF FOX RUN GREEN HOMEOWNERS ASSOCIATION, INC.

ARTICLE I NAME AND LOCATION

1.01 Name. The name of the corporation is Fox Run Green Homeowners Association, Inc. (the "Association").

1.02 Location of Principle Office. The principal office of the Association shall be that which is on file with State of Michigan. The location of the principal office of the Association may be changed by the Board of Directors. Meetings of Owners and Directors may be held in such places within Oakland County, Michigan, as may be designated by the Board of Directors.

ARTICLE II DEFINITIONS

2.01 Definitions Defined in Declaration. All terms defined in the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Fox Run Green recorded in Liber _____, Pages ____ et seq., Oakland County Records (the "Declaration"), shall have the same meanings when used herein.

ARTICLE III MEMBERSHIP AND VOTING RIGHTS IN THE ASSOCIATION

3.01 Membership. Every person or entity who is a record Owner of fee interest in any Lot shall be a mandatory Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot. Notwithstanding anything to the contrary herein, any person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member of the Association. Only Owners, and their legal representatives, or board invited guests may speak at meetings of the Association or address the Board of Directors or other Owners at any such meetings. Any person in violation of this provision or the rules of order governing the meeting, which are incorporated herein by reference, may be removed from such meeting without any liability to the Association or its Board of Directors.

3.02 Voting Rights. The voting rights of Owners are as provided herein and in the Bylaws and Articles of Incorporation. Each Owner shall be entitled to one vote for each Lot owned, provided that such Owner is in "good standing." As used in this Amended and Restated Declaration and in the Subdivisions Documents, "good standing" shall mean that the Owner is not in default in the payment of any Assessment. In the case of any Lot owned jointly by more than one Owner, the voting rights appurtenant to that Lot may be exercised only jointly as a single vote. When an entity or more than one person holds an ownership interest in a Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast in respect to any Lot.

3.03 Voting. Votes may be cast by mail, fax, delivery, electronic transmission in any such manner authorized by the person entitled to receive such notice, or any other method approved by the Association in advance of the vote. Any proxies, written votes or other votes cast by means allowed hereunder must be filed with the Secretary of the Association or the Association's management agent at or before the appointed time of each meeting of the Owners of the Association or voting deadline if no meeting is to be held. Cumulative voting shall not be permitted. As used in these Bylaws, "electronic transmission" means transmission by any method not directly involving the physical transmission of paper, which creates a record that may be retrieved and retained by the Association and may be directly reproduced in paper form by the Association through an automated process.

ARTICLE IV MEETINGS OF MEMBERS

4.01 Annual Meetings. Regular annual meetings of the Members shall be held in the month of October each year at such time and place specified in the notice to the Members of the meeting. The Board of Directors may, acting by a majority vote, change the date of the annual meeting in any given year provided that at least one such meeting is held in each calendar year. At the annual meeting, there shall be elected by ballot of the Owners a Board of Directors in accordance with the requirements of Article V of these Bylaws. The Owners may also transact at annual meetings such other business of the Association as may properly come before them.

4.02 Special Meetings. Special meetings of the Members may be called at any time by the President or a majority of the Members of the Board of Directors or upon the written request of the Members entitled to cast not less than one-third (1/3rd) of the votes of the entire membership.

4.03 Notice of Meetings. Except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws, written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, to each Member entitled to vote at such meeting, by hand delivery or by mailing a copy of such notice, postage prepaid, addressed to the Member's address last appearing on the books of the Association or supplied by such Member to the Association for the purpose of notice. Such notice may also be given by electronic transmission in any such manner authorized by the person entitled to receive such notice. Notice shall be given not less than fourteen (14) days or more than sixty (60) days before the date of the meeting. Such notice shall specify the place, day and hour of the meeting and, in case of special meeting, the exact purpose of the meeting, including the text of any proposals to be voted on at such special meeting. Waiver by a Member in writing of the notice required herein, signed by them before or after such meeting, shall be equivalent to the giving of such notice.

4.04 Remote Communication Attendance; Remote Communication Meetings. A Member may participate in a meeting of the Members by a conference telephone or by other means of remote communication through which all persons participating in the meeting may hear each other, if the Board determines to permit such participation and (a) the means of remote communication permitted are included in the notice of the meeting or (b) if notice is waived or not required. All participants shall be advised of the means of remote communication in use and the names of the participants in the meeting shall be divulged to all participants. Members participating in a meeting by means of remote communication are considered present in person and may vote at such meeting if all of the following are met: (a) the Association implements reasonable measures to verify that each

person considered present and permitted to vote at the meeting by means of remote communication is a Member or proxy holder; (b) the Association implements reasonable measures to provide each Member and proxy holder a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings; and (c) if any Member or proxy holder votes or takes other action at the meeting by means of remote communication, a record of the vote or other action is maintained by the Association. A Member may be present and vote at an adjourned meeting of the Members by means or remote communication if they were permitted to be present and vote by the means of remote communication in the original meeting's notice given. Except for the annual meeting of the Members, the Board may hold a meeting of the Members conducted solely by means or remote communication.

4.05 Quorum. Except as otherwise provided in the Articles of Incorporation, the Declaration or these Bylaws, the presence of Members or their proxies entitled to cast ten percent (10%) of the votes of the entire Membership in good standing (or the equivalent number of votes received through means not involving a meeting) shall constitute a quorum for any action.

4.06 Adjournment for Lack of Quorum. If any meeting of Owners cannot be held because a quorum is not in attendance, the Owners who are present may adjourn the meeting to a time not less than forty eight (48) hours from the time the original meeting was called. The quorum for each subsequent meeting shall be reduced by one-half from the quorum requirement of the previously scheduled meeting.

4.07 Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable, be of a duration of not more than eleven (11) months and shall automatically cease upon conveyance by the Member of their Lot.

4.08 Minutes. Minutes or a similar record of the proceedings of all meetings of Members and the Board of Directors must be kept by the Association and, when signed by the President or Secretary, shall be presumed truthfully to evidence the matters set forth therein. A recitation in the minutes of any such meeting that notice of the meeting was properly given shall be prima facie evidence that such notice was given.

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

number of approvals that equals or exceeds the number of votes that would be required for approval if the action were taken at a meeting.

ARTICLE V BOARD OF DIRECTORS

5.01 General Powers. The business and affairs of the Association shall be managed by a Board of Directors.

5.02 Qualification and Number. The Board of Directors shall consist of nine (9) Directors, all of whom shall be Members of the Association and shall be in good standing. For purposes of these Bylaws, good standing shall be deemed to include a Member who is current in all financial obligations owing to the Association. Any Director who is delinquent in any financial obligation owed to the Association, including late fees, shall pay in full the amount due within sixty (60) days of the delinquency. During the period of delinquency, the Director shall not be permitted to vote. If the Director does not comply with the delinquency cure time period, and notwithstanding the provisions of Section 5.05, the Director shall be deemed removed from the Board of Directors for the remainder of the Director's term and the vacancy shall be filled in accordance with Section 5.06. No two occupants of the same Lot may serve on the Board of Directors at the same time. Directors shall serve without compensation.

5.03 Term. The respective terms of office for the Directors have been staggered based on election procedures previously adopted by the Association. In each year, three Directors shall be elected for three year terms depending on how many Directorships expire that year. All Directors shall hold office until their successors have been elected and hold their first meeting.

5.04 Nomination. Nomination for election to the Board of Directors may be made from the floor at the annual meeting of the Members.

5.05 Removal. At any regular or special meeting of the Association duly called and held, any one or more of the Directors may be removed with or without cause by the affirmative vote of more than fifty (50%) percent of all Owners in good standing, and a successor may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the Owners shall be given an opportunity to be heard at the meeting.

5.06 Vacancies. Vacancies in the Board of Directors caused by any reason other than the removal of a Director by a vote of the Members shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum. Each person so appointed shall be a Director until the Members elect a successor at the next annual meeting of the Association, and any Director so elected by the Members shall serve as a Director for the remainder of the unexpired portion of the term of the Director who they replaced. In the event that any Director is absent for three board meetings in a row, that Director shall be deemed to have automatically resigned. Any director who is deemed to have resigned as a result of three consecutive missed meetings may submit a written request for reconsideration within ten days from the date of the third missed meeting. The remaining Board members will consider any matters raised in the written request for reconsideration at its next regularly scheduled meeting and shall take whatever action they deem appropriate.

5.07 Compensation. No Director shall receive compensation for any service they may render to the Association in the capacity of Director. However; any Director may be reimbursed for their actual expenses incurred in the performance of their duties.

5.08 Powers. The Board of Directors shall have power to:

A. Management. To fulfill all responsibilities and duties, and exercise all rights and privileges, set forth in the Declaration, these Bylaws, and any Rules and Regulations of this Association;

B. Collecting Assessments. To levy and collect assessments from the Owners and to use the proceeds thereof for the purposes of the Association in accordance with the Declaration;

C. Insurance. To carry insurance relative to all Association property and the Common Areas, and to collect and allocate the proceeds thereof;

D. Rebuild Improvements. To rebuild improvements after casualty, subject to the terms of the Declaration;

E. Contract and Employ Persons. To contract for and employ persons, firms, corporations or other agents to assist in the management, operation, maintenance and administration of the Association, its property, areas of responsibility set forth in the Declaration and the Common Areas;

F. Real or Personal Property. To acquire, maintain and improve, and to buy, operate or manage any real or personal property (including any easements, rights-of-way and licenses) on behalf of the Association in furtherance of any of the purposes of the Association;

G. Taxes. To pay real and personal property taxes and governmental; special assessments which are or may become a lien on the Association property or the Common Areas;

H. Borrow Money. To borrow money and issue evidences of indebtedness in furtherance of any and all of the purposes of the business of the Association, and to secure the same by mortgage, pledge, or other lien on property of the Association;

I. Rules and Regulations. To make rules and regulations in accordance with the Declaration;

J. Committees. To establish such committees as it deems necessary, convenient or desirable and to appoint persons thereto for the purpose of implementing the administration of the Association property and the Common Areas and to delegate to such committees, or any specific Officers or Directors of the Association any functions or responsibilities which are not by law or the Declaration or Articles of Incorporation required to be performed by the Board;

K. Representative Duties. To represent Members of the Association on matters of mutual interest before any governmental and administrative bodies, boards and agencies;

L. Enforce Documents. To enforce the provisions of the Declaration, the Articles of Incorporation and the Amended Association Bylaws; and

M. Other. In furtherance of the foregoing purposes, to enter into any kind of activity, to make and perform any contract and to exercise all powers necessary, incidental or convenient to the administration, management, maintenance, repair, replacement and operation of the Subdivisions, the Common Areas and property under the jurisdiction of the Association.

ARTICLE VI MEETING OF DIRECTORS

6.01 Regular Meetings. Regular meetings of the Board of Directors may be held at such times and places as shall be determined from time to time by a majority of the Directors. At least two (2) such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally, or by mail, facsimile, electronic transmission in any such manner authorized by the Director entitled to receive the notice, or telephone at least five (5) days prior to the date of the meeting, unless waived by such Director.

6.02 Special Meetings. Special meetings of the Board of Directors may be called by the president upon three (3) days' notice to each Director, given personally, or by mail, facsimile, electronic transmission in any such manner authorized by the Director entitled to receive the notice, or by telephone, which notice shall state the time, place and purpose of the meeting. Upon the written request of at least two Directors, the president or secretary shall also call a special meeting of the Board of Directors on like notice.

6.03 Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may in writing or orally waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meetings of the Board shall be deemed a waiver of notice by that Director of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

6.04 Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. A Director will be considered present and may vote on matters before the Board by proxy, by teleconference, electronically or by any other method giving the remainder of the Board sufficient notice of the absent Director's vote and position on any given matter, provided however, that any vote not in writing is confirmed in writing not later than the next meeting of the Board. If, at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting.

6.05 Action without Meeting. Any action permitted to be taken by the Board of Directors at a meeting of the Board shall be valid if consented to in writing, including by electronic transmission, by the requisite majority of the Board of Directors. Further, the presiding officer of the Association, in exceptional cases requiring immediate action, may poll all Directors by phone for a vote, and provided the action is consented to by the requisite number of Directors, such vote shall constitute valid action

by the Board, provided the results of the vote and the issue voted upon are noted in the minutes of the next Board meeting to take place.

6.06 Closing of Board of Director Meetings; Privileged Minutes. The Board of Directors, in its discretion, may close a portion or all of any meeting of the Board of Directors to the Members of the Association or may permit Members of the Association to attend a portion or all of any meeting of the Board of Directors. Any Member of the Association shall have the right to inspect, and make copies of, the minutes of the meetings of the Board of Directors; provided, however, that no Member of the Association shall be entitled to review or copy any minutes of meetings of the Board of Directors to the extent that said minutes reference privileged communications between the Board of Directors and counsel for the Association, or any other matter to which a privilege against disclosure pertains under Michigan Statute, common law, the Michigan Rules of Evidence, or the Michigan Court Rules.

6.07 Remote Communication. Members of the Board of Directors may participate in any meeting by means of conference telephone or other means of remote communication through which all persons participating in the meeting can communicate with the other participants. Participation in a meeting by such means constitutes presence in person at the meeting.

ARTICLE VII OFFICERS AND THEIR DUTIES

7.01 Enumeration of Offices. The officers of the Association shall be President, who shall at all times be a Member of the Board of Directors, Secretary, Treasurer and such Vice President(s) and other officers as the Board may from time to time by resolution appoint.

7.02 Election of Officers and Term. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Owners. Each officer shall hold office for one (1) year unless they shall sooner resign, be removed, or be otherwise disqualified to serve.

7.03 Special Appointments. The Board may appoint such 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 from time to time determine.

7.04 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.

7.05 Vacancies. The Board may fill any vacancy in any office. The person appointed to such vacancy shall serve for the remainder of the term of the officer they replace.

7.06 Multiple Offices. No person shall simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to Section 8.03 of this Article. Notwithstanding the foregoing, the offices of Secretary and Treasurer may be held by the same person.

7.07 Duties. The duties of the officers are as follows:

A. President. The President shall be the chief executive officer of the Association, and shall preside at all meetings of the Association and of the Board of Directors. The President shall have all of the general powers and duties which are usually vested in the office of the president of a corporation.

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 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 the Members, keep appropriate current records showing the Members of the Association and their addresses, and perform such other duties as required by the Board.

D. Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all funds of the Association and disburse such funds as directed by resolution of the Board of Directors, keep proper books of account, issue or cause to be issued all requested certificates setting forth whether the assessments applicable to a specific Lot have been paid, cause an annual independent review of the Association books to be made by an independent public accountant at the completion of each fiscal year, prepare an annual budget and a statement of income and expenditures to be represented to the membership at its regular annual meeting, and deliver a copy of each to the Members, and, if directed by resolution of the Board of Directors, sign all checks of the Association.

ARTICLE VIII JUDICIAL ACTIONS AND CLAIMS

8.01 Judicial Actions and Claims. Actions on behalf of and against the Owners shall be brought in the name of the Association. Subject to the express limitations on actions in these Bylaws and in the Association's Articles of Incorporation, the Association may assert, defend or settle claims on behalf of all Owners in connection with the Common Areas. Any action brought in the name of the Association against owners requires a two-thirds (2/3^{rds}) affirmative vote of the full board. A quorum is not permitted.

ARTICLE IX FINANCES, BOOKS AND RECORDS

9.01 Investment of Funds. Funds of the Association shall only be held in accounts that are fully insured and/or backed by the full faith and credit of the United States Government. Only depositories or instruments where there is no risk of principal loss may be utilized by the Association for investment of its monies.

9.02 Banking. The funds of the Association shall be deposited in such bank or other depository as may be designated by the Board of 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.

9.03 Inspection of Records. The books, records and papers of the Association shall, at all times during reasonable business hours, be subject to inspection by any Owner or their agent. The Subdivisions Documents shall be available for inspection by any Owner at the principal office of the Association, where copies may be purchased at reasonable cost.

9.04 Fiscal Year. The fiscal year of the Association shall be an annual period commencing on such date as may be initially determined by the Board of Directors. The commencement date of the fiscal year of the Association shall be subject to change by the Board of Directors for accounting reasons or other good cause.

ARTICLE X MISCELLANEOUS

10.01 Indemnification of Directors and Officers. Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including actual and reasonable counsel fees and amounts paid in settlement incurred by or imposed upon the Director or officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, to which the Director or officer may be a party or in which they may become by reason of their being or having been a Director or officer of the Association, whether or not they are a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty or willful or wanton misconduct or gross negligence in the performance of the Director's or officer's duties, and except as otherwise prohibited by law; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors (with the Director seeking reimbursement abstaining) approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled. At least ten (10) days prior to payment of any indemnification that it has approved, the Board of Directors shall notify all Owners thereof. The indemnification rights of this Article shall be at all times construed to be consistent with those contained in the Articles of Incorporation of the Association.

10.02 Amendments. These Bylaws may be amended or repealed and new Bylaws adopted at any regular or special meeting of the Owners, or by other methods allowed by the these Bylaws for voting upon matters, by the affirmative vote of two-thirds (2/3^{rds}) of all Owners in good standing.

10.03 Conflicts. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control. In the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

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