

UNIVERSITY COMMONS ASSOCIATION

RESTATED BYLAWS

THE UNIVERSITY COMMONS ASSOCIATION BYLAWS ARE HEREBY RESTATED AS OF THE 20th DAY OF AUGUST 2009.

ARTICLE I

ADOPTION OF CONDOMINIUM BYLAWS

The Condominium Bylaws of University Commons Association, a residential condominium (the "Condominium Bylaws"), as attached to the Amended and Restated Master Deed (the "Master Deed") and recorded in Liber 4761, Page 68, Washtenaw County Records, Michigan, as amended, are hereby incorporated by reference and adopted in their entirety as a part of the bylaws of this Corporation. The Corporation is therein and hereinafter referred to as the "Association."

ARTICLE II

MEETINGS OF MEMBERS

Section 1. Procedure. Meetings of the Association shall be held at the principal office of the Association or at such other suitable place convenient to the members as may be designated by the Board of Directors. Only a Co-owner or Owner as defined in Article III, Section 3.10 of the Master Deed or the spouse who meets the definition of Qualified Occupant in Section 6.2(A) of the Condominium Bylaws may be a member of the Association. Voting on all matters shall be as provided in Article I, Section 1.3 of the Condominium Bylaws. Unless otherwise provided for herein, any voting requirement referencing a majority of the members or a specific percentage of the members shall mean a majority or the percentage of the number of votes of all of the members entitled to vote with respect to such matter or present at the meeting (whether in person or by proxy) as the case may be.

Section 2. Meetings. Annual meetings of members of the Association shall be held at such time on such day as the Board of Directors shall annually determine. At such meetings there shall be elected by ballot of the members a Board of Directors in accordance with the requirements of Article III 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. It shall be the duty of the president to call a special meeting of the members as directed by resolution of the Board of Directors or upon a petition signed by thirty-three and one-third (33-1/3%) percent of the members presented to the Secretary of the Association. Notice of any special meeting shall state the time and place of such meeting

and the purposes thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 4. Notice. It shall be the duty of the Secretary (or other Association officer designated by the President in the Secretary's absence) to serve notice of each annual, special or other 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 or by electronic mail, or personal delivery of a notice to the representative of each member at the address shown in the notice required to be filed with the Association by Article I, Section 1.3(c), of the Condominium Bylaws shall be deemed notice served. Such notice may also be served by placing a copy thereof in the University Commons mail slot of the member or may be given by including and prominently displaying said notice in any publication regularly published at least semi-annually by or on behalf of the Association and mailed at postage rates in compliance with regulations of the United States Postal Service and addressed to the representative of each member at the address specified in the notice required to be filed with the Association under Article I, Section 1.3(c) of the Condominium Bylaws. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver, when filed in records of the Association, shall be deemed due notice.

Section 5. Adjournment. If any meeting of members cannot be held because a quorum, as defined in the Condominium Bylaws, is not in attendance, the members who are present may adjourn the meeting for not more than thirty (30) days.

Section 6. Attendance via Conference Telephone or Similar Communications Equipment. A member may attend and participate in a meeting of members via a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other; provided that all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Such participation by a member in a meeting shall constitute presence in person at the meeting.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Number. The affairs of the Association shall be governed by a board of not more than five (5) nor less than three (3) directors, all of whom must be members of the Association. No more than one (1) member from a condominium unit may serve on the Board of Directors at the same time. Directors shall serve without compensation.

Section 2. Election; Terms. Directors shall be elected for staggered terms of office. The term of office of each director shall be fixed at two (2) years. Up to three (3) directors but not less than two (2) shall be elected in even numbered years and up to two (2) directors but not less than one (1) shall be elected in odd numbered years. The directors shall hold office until their successors have been elected and hold their first meeting.

Section 3. Powers. The Board of Directors shall have the powers and duties set forth in the Condominium Documents and to carry out the purposes of the Corporation set forth in the Articles of Incorporation. The Board of Directors shall have all powers and duties necessary for the administration of the affairs of the Association and may do all such acts and things as are not by law, the Master Deed (including the Exhibits thereto) and Articles of Incorporation, or these By-Laws prohibited or directed to be exercised and done by the members. In addition to the foregoing duties imposed by these By-Laws or any further duties which, may be imposed by resolution of the members, the Board of Directors shall be responsible specifically for the following:

- a. To manage and administer the affairs and maintenance of the Condominium and the common elements thereof.
- b. To levy, collect and disburse assessments against and from the members and to use the proceeds thereof for the purposes of the Association, to enforce assessments through liens and foreclosure proceedings when appropriate, and to impose late charges for non-payment of said assessments.
- c. To carry insurance and collect and allocate the proceeds thereof.
- d. To rebuild improvements to the common elements after casualty.
- e. To contract for and employ persons, firms, corporations or other agents to assist in the management, operation, maintenance and administration of the condominium project.
- f. To acquire, maintain, and improve, and to buy, sell, convey, assign, mortgage or lease any real or personal property (including any unit in the condominium project, easements, rights-of-way and licenses) on behalf of the Association in the furtherance of any of the purposes of the Association, including (but without limitation) the lease or purchase of any unit in the Condominium for use by a resident manager.
- g. To borrow money and issue evidences of indebtedness in furtherance of any or all of the purposes of the business of the Association, and to secure the same by mortgage, pledge, or other lien on property owned by the Association; provided, however, that any such action shall first be approved by affirmative vote of sixty percent (60%) of the members.
- h. To enforce the provisions of the Condominium Documents.
- i. To make policies, rules, restrictions, and regulations governing the use and enjoyment of the Condominium by members and their tenants, guests, employees, invitees, families and pets and to enforce such policies, rules, restrictions, and

regulations by all legal methods, including, without limitation, imposing fines and late payment charges, or instituting eviction or legal proceedings.

- j. To make policies, rules, restrictions, and regulations and/or to enter into agreements with institutional lenders the purposes of which are to enable obtaining mortgage loans by unit members which are acceptable for purchase by the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Government National Mortgage Association and/or any other agency of the Federal government or the State of Michigan, or by any other institutional participant in the secondary mortgage market which purchases or insures mortgages.
- k. To levy, collect and disburse fines against and from the members after notice and hearing thereon and to use the proceeds thereof for the purposes of the Association.
- l. 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 Condominium and to delegate to such committees any functions or responsibilities which are not by law or the Condominium documents required to be performed by the Board.
- m. To assert, defend, or settle claims on behalf of all members in connection with the common elements of the Condominium project. The Board shall provide at least a ten (10) day written notice to all members on actions proposed by the Board with regard thereto.
- n. To do anything required of or permitted to it as administrator of the condominium project by the Condominium By-Laws or by the Act.

Section 4. Rights and Regulations. The Board of Directors may make, and amend from time to time, policies, rules, restrictions, and regulations respecting the use and enjoyment of the Units, the Limited Common and Common Elements in the Condominium and such other policies, rules, restrictions and regulations as are necessary for the maintenance and control of the Condominium. Copies of all such policies, rules, restrictions and regulations and amendments thereto shall be furnished to all members and shall become effective thirty (30) days after mailing or delivery thereof to the designated voting representative of each member. Any such policy, rules, restrictions or regulations or amendments may be revoked at any time by the affirmative vote of more than fifty percent (50%) of all members in number and in Value.

Section 5. Management Agent. The Board of Directors shall employ for the Association a professional management agent at reasonable compensation established by the Board to perform such duties and services as the Board shall authorize, including but not limited to, the duties listed in Section 3 of this Article, and the Board may delegate to such management agent any other duties or powers which are not by law or by the Master Deed or Condominium

By-Laws or by the Articles of Incorporation or By-Laws of this Association required to be performed by or have the approval of the Board of Directors or the members. In no event shall the Board of Directors be authorized to enter into any contract with a professional management agent in which the maximum term is greater than three years, which is not terminable by the Association upon 90-day written notice thereof to the other party, or which provides for a termination fee and no such contract shall violate the provisions of Section 55 of the Act.

Section 6. 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 elected shall be a Director until a successor is elected or designated at the next annual meeting of the Association and shall act for the unexpired term of his/her predecessor.

Section 7. Removal. At any regular meeting of the Association duly called, and at any special meeting of the Association called in whole or in part for such purpose, and subject to the requirements of Article II hereof, any one or more of the Directors may be removed with or without cause by the affirmative vote of more than fifty percent (50%) of all members. At that time, a successor shall then be elected to fill the vacancy thus created. A successor Director so elected shall serve until the end of the term of the person he/she was elected to replace. Any Director whose removal has been proposed by the members shall be given an opportunity to be heard at the meeting.

Section 8. Initial Meeting. The first meeting of a newly elected Board of Directors shall be held within ten (10) days after its election at such place as shall be fixed by the Directors at the meeting at which such Directors were elected, and no notice shall be necessary to the newly elected Directors in order to legally constitute such meeting, providing a majority of the whole Board shall be present.

Section 9. Regular Meetings. Regular meetings of the Board of Directors may be held at such times and places as shall be determined from time to time by a majority of the Directors, but at least two (2) such meetings shall be held during each fiscal year. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, telecopy, telephone, e-mail, or other form of common telecommunication, at least five (5) days prior to the date named for such meeting.

Section 10. Special Meetings. Special meetings of the Board of Directors may be called by the President on three (3) days' notice to each Director, given personally or by mail, telecopy, telephone, e-mail, or other form of common telecommunication, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of one Director.

Section 11. Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board

shall be deemed a waiver of notice by him/her of the time and place thereof unless his/her appearance is for the purpose of protesting the holding of such meeting. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 12. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If at any meeting of the Board of Directors, there be less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting as originally called may be transacted without further notice. The joinder of a Director in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such Director for purposes of determining a quorum, but no proxies shall be permitted.

ARTICLE IV

OFFICERS

Section 1. Designation. The officers of the Association shall be a President, who shall be a member of the Board of Directors, Vice-President, Secretary and a Treasurer. The Directors may appoint an assistant Treasurer and such other officers as in their judgment may be necessary. Any two offices except that of President and Vice-President may be held by one person. An Assistant Secretary or Assistant Treasurer need not be a member of the Board of Directors.

Section 2. Election. The officers of the Association shall be elected annually by the Board of Directors at the organizational meeting of each new Board of Directors and shall hold office at the pleasure of the Board of Directors.

Section 3. Removal. Upon affirmative vote of a majority of the members of the Board of Directors, any officer may be removed either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called in whole or in part for such purpose.

Section 4. President.

- a. Shall be the chief executive officer of the Association.
- b. Presides over meetings of the Board and Membership.
- c. Acts as liaison between the Board and the management company and in collaboration with the management company monitors and evaluates employee performance.

- d. With the advice and consent of the Board appoints chairs for standing committees and informs the Board of their purpose and membership.
- e. With the advice and consent of the Board the President may appoint standing and ad hoc committees to accomplish special tasks, e.g., Legal (when an item of University Commons business or activity appears to implicate legal issues, the President has the authority to engage legal counsel on behalf of the Board. The President shall, however, obtain the consent of the Board before committing it to a legal fee on any single matter in excess of \$1,000.00), Bylaws, Nominating, Finance, and Governance.

Section 5. Vice-President. There shall be one (1) Vice-President. The Vice President shall take the place of the President and perform his/her duties whenever the President shall be absent or unable to act.

Section 6. Secretary.

- a. Responsible for minutes of the meetings of the Board and Membership as well as University Commons correspondence and records.
- b. Acts as formal liaison with University of Michigan leadership.

Section 7. Treasurer.

- a. Oversees budget development and monitoring.
- b. Reports on financial matters to the Board and Membership.
- c. Oversees management of the reserve funds.
- d. Oversees management of University Commons Restricted Fund.
- e. Monitors the management company financial services, including the payment of bills and taxes, collection of dues and assessments and maintenance of adequate insurance coverage.

To accomplish these tasks, the Treasurer is authorized to utilize the membership and outside advisors for advice on specific issues as needed.

Section 8. Other Duties. The officers and Board members shall have such other duties, powers and responsibilities as shall, from time to time, be authorized or imposed upon them by the Board of Directors.

ARTICLE V

SEAL

Section 1. Description. If so determined by the Board of Directors, the Association shall have a seal, which shall have inscribed thereon the name of the Corporation, and the words "Corporate Seal" and "Michigan."

ARTICLE VI

FINANCE

Section 1. Handling. The finances of the Association shall be handled in accordance with the Condominium Bylaws.

Section 2. 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.

Section 3. Depository. The funds of the Association shall be deposited in such banks, trust companies, savings and loan associations, and other financial institutions whose accounts are insured by the Federal Deposit Insurance Corporation or Securities Investor Protection Corporation, one or more, as may be designated by the Directors and shall be withdrawn only upon the check or order of officers, employees or agents as are designated by resolution of the Board of Directors from time to time.

ARTICLE VII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify every Association Director and officer as provided in Article XVII of the Condominium Bylaws.

ARTICLE VIII

AMENDMENTS

Section 1. Method. These Bylaws (but not the Condominium Bylaws) may be amended by the Association, at a duly constituted meeting for such purpose, by an affirmative vote of a two-thirds (2/3) majority of the members present in person or by proxy, as provided in the Condominium Bylaws.

Section 2. Proposed. Amendments to these Bylaws may be proposed by the Board of Directors of the Association acting upon the vote of the majority of the Directors or by one-third or more in number of the members of the Association, whether meeting as 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 the provisions of Article II, Section 3, of the Bylaws. Such meeting may be an annual meeting or special meeting.

Section 4. Effective Date. Any amendment to these Bylaws shall become effective upon adoption of the same in accordance with Section 1 of Article VIII without approval by the State of Michigan and without recording in the office of the Register of Deeds.

Section 5. Distribution. A copy of each amendment to these Bylaws shall be furnished to every member of the Association after adoption, but failure to make such distribution shall not affect the validity of any amendment otherwise duly adopted.

ARTICLE IX

COMPLIANCE

These Bylaws are set forth to comply with the requirements of the Act and the Articles of Incorporation ("Articles"), and with the duly recorded Master Deed of the Condominium and Condominium Bylaws attached thereto. In case any of these Bylaws conflict with the provisions of the Act, or any other applicable law, or Articles of Incorporation, or with the provisions of said Master Deed or Condominium Bylaws thereto, the provisions of the Act, law and said Master Deed or Condominium Bylaws shall be controlling.