

THE MEADOWS PROPERTY OWNERS ASSOCIATION

BYLAWS

ARTICLE I – FORMATION OF ASSOCIATION

Section 1. Authority for Formation. The Meadows Property Owners Association thereafter referred to as the Association is herein formed under the participation of the membership.

Section 2. Formation. The Association was formed on November 7, 1988, during which interested residents discussed and approved the action to form the Association. The Association is a non-profit organization in the State of Ohio.

Section 3. Membership. Membership in the Association are the owners in the Cavalear Development known as The Meadows Plat I and II in Sylvania Township, Lucas County, Ohio.

ARTICLE II – PREAMBLE

The purpose of the Association is for the betterment of maintenance and community relations in The Meadows area, representation of the owners before the Township, County and/or State officials on matters affecting the area and the organization of neighborhood activities. The Association will not support any political candidate.

ARTICLE III – MEMBER MEETINGS

Section 1. Semi-Annual Meeting of Members. The semi-annual meetings of the members of the Association shall be held in April and October each year beginning in 1989, within the Sylvania Community and at a time to be determined by the Board. Notice of the meeting date, time and place shall be given in writing to each member at least fourteen (14) days prior to the date of such meeting by U.S. Mail.

Section 2. Special Meetings. A special meeting of the members may be called at any time by the President, a majority of the Board, or by any twenty-five (25) members. Written notice of the meeting shall be given to each member at least fourteen (14) days prior to the date of such meeting. The meeting shall be held within the Sylvania Community. All notices of meeting shall specify the time, date, place and object thereof.

Section 3. Quorum. As all meetings of members, the members in attendance at a meeting by proxy or in person will constitute a quorum.

Section 4. Voting by Proxy. Members may vote or act in person or by proxy. The person appointed as proxy need not be a Member of the Association. Designation by a member or members of a proxy to vote or act on his or their behalf shall be made in writing directed to the Board Members and shall be revocable at any time by actual notice to the Board by the member or members making such designation. Notice to the Board in writing or in open meeting of the revocation of the designation of a proxy shall not affect any vote or act previously taken or authorized.

ARTICLE IV – THE BOARD

Section 1. Qualification of Board Members. The number of Board members shall be nine (9). Only property owners of The Meadows may be elected to the Board; and, only one (1) representative per lot(s) may be elected to the Board.

Section 2. Election of Board Members. The nomination and election of these Board Members shall be held at the October meeting of the members.

Section 3. Term of Office. The term of office of Board Members shall be one two (2) year term starting with the fiscal year, but being elected at the October meeting and shall serve until their successors are elected. Board Members shall serve no more than two consecutive elected terms. Five (5) members will be elected on the odd year and four (4) members on the even number year.

Section 4. Meetings of the Board. The Board shall hold an annual meeting. The purpose will be the election of the officers of the Association.

Section 5. Regular Meetings of the Board. Regular meetings of the Board shall be held at such time and place within the Sylvania Community as the Board shall from time to time determine. Notice of meeting shall be given to each Board Member at a reasonable length of time prior to the date of such meeting.

Section 6. Special Meetings of the Board. Special meetings of the Board may be called and held within the Sylvania Community by the President, or by any three (3) Board Members at any time. Notice of meetings shall be given to each Board Member at a reasonable length of time prior to the date of such meeting.

Section 7. Quorum. At all Board meetings, at least five (5) members shall constitute a quorum.

ARTICLE V – POWERS AND DUTIES OF THE BOARD MEMBERS

Section 1. Duty to Elect Officers. The Board shall elect a President, Vice President, a Secretary and a Treasurer.

Section 2. Powers of the Board. The Board shall have control and management of the business and funds of the Association, subject only to the action of the members in a duly convened meeting. It may adopt by-laws not inconsistent with these regulations; promulgate and enforce rules governing the use of the Association funds; fill vacancies in its own membership; appoint standing or special committees of the Association and/or change their personnel.

Section 3. Power to Appoint Other Officers and Agents. The Board shall have the power to appoint such officers and agents as they may deem necessary for transaction of business of the Association.

Section 4. Power to Fill Vacancies. The Board shall have the power to fill any vacancy in any office (including vacancies on the Board) occurring for any reason whatsoever.

Section 5. Power to Remove Board Members and Officers. The Board shall have the power to remove any Board Member and/or Officer of the Association for cause by the affirmative vote of seven (7) members of the Board or two thirds (2/3) of the members present or by proxy at a duly convened or special meeting of the members.

Section 6. Delegation of Powers. For any reason deemed sufficient by the Board, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other Officer or Board member.

Section 7. Balanced Budget. The Board must maintain a balanced budget.

ARTICLE VI – DUTIES OF OFFICERS

- (a) President. The President shall preside at all meetings of the Members and Board; sign records thereof; create committees and appoint chair people thereof and perform generally all the duties usually performed by the President of like associations and such other and further duties as shall be from time to time required.
- (b) Vice President. The Vice President shall perform all the duties of the President in the temporary absence of the latter, and shall perform such other duties as the President shall direct.
- (c) Secretary. The Secretary shall keep accurate minutes of all the proceedings of the members and Board of the Association and properly maintain these minutes; perform such duties as may be required by the President of Board, which shall include maintaining a current list of all members, and sending notices of general and special meetings to members, Officers, and Board. The Secretary must also distribute to each member the meeting minutes of previous meetings of the Board or of the membership at the semi-annual meetings.
- (d) Treasurer. The Treasurer shall receive and have in charge all monies and securities belonging to the Association, including the collection of dues and shall disburse and otherwise deal with the same as shall be ordered by the Board.

The Treasurer shall keep an accurate account of all monies received and disbursed. The Treasurer shall generally perform such duties as may be required of him by the President and/or Board. On expiration of term of office, the Treasurer shall turn over to successor or the Board all money and property of the Association. The Treasurer shall be asked to prepare a budget for each year to be submitted for approval by the Board at the annual meeting of the Board. The Treasurer shall submit a financial statement to all the members at the semi-annual meetings.

ARTICLE VII – COMPENSATION OF BOARD AND OFFICERS

The Board Members and Officers of the Association shall serve without compensation.

ARTICLE VIII – VOTING

Section 1. Allocation of Votes. Each lot owner of record shall have one (1) vote on all matters presented for action at any of the meetings of members, including the election of the Board.

ARTICLE IX – FISCAL YEAR

The fiscal year of the Association shall be January 1 through December 31.

ARTICLE X – ASSESSMENTS

Section 1. Authorization; Personal Obligation of Owners; Lien. Subject and pursuant to the authorization set forth in the Declaration of Restrictions, and subject to these Bylaws, the members shall at the semi-annual meeting in October make reasonable assessments against the lots in The Meadows. Each owner of a lot in The Meadows shall be personally obligated to pay all lawful assessments levied by the members against such lot and each member of the Association hereby covenants and agrees to pay all lawful assessments. Each assessment, together with interest, cost, and reasonable attorney's fees, shall be a charge on the land and shall be a continuing lien upon the property against which each such assessment is made. If at the semi-annual meeting of October a quorum is not present then assessment shall remain the same as the previous year that was approved by the members.

Section 2. Notice of Assessments. Written notice stating the amount and due date of assessments shall be given to the Members of the Association at least fourteen days prior to the due date. The notice must be delivered by U.S. Mail. Refer to Article VI, Section 6.8 of the Declaration of Restrictions for The Meadows.

ARTICLE XI – EXECUTION OF INSTRUMENTS

Section 1. Dispersal of Funds. Checks, drafts and orders for payment of money shall be signed in the name of the Association by any two (2) of the nine (9) Board Members (preferably the President, Vice President and Treasurer). Two signatures will be required at all times.

Section 2. Contracts. The authorization of any contract approved by the Board binding the Association in excess of One Hundred Dollars (\$100.00) shall require the signature of the President or Vice President and Treasurer of the Association.

ARTICLE XII – AMENDMENTS

These bylaws may be amended, supplemented and/or repealed by the written assent of more than sixty-six and two thirds (66-2/3%) percent of all members eligible to vote. The vote shall be taken at a duly called meeting of the members of the Association. Proxy votes in writing shall be recognized at such meeting.

ARTICLE XIII – AUDIT

The Board shall appoint a qualified person(s), outside the Association to audit the records, books and accounts of the Association every two years.

ARTICLE XIV – ARCHITECTURAL CONTROL

Section 1. Selection of Architectural Control Committee. A minimum of three (3) members shall be appointed by the Board to be the Architectural Control Committee. Members of the Architectural Control Committee may or may not be members of the Board.

Section 2. Term. Each committee member shall serve for a one-year term and no more than two (2) consecutive years.

Section 3. Duties of Architectural Control Committee. The Architectural Control Committee shall review and approve all blueprints prior to construction in accordance with Article II of the Declaration of Restrictions of The Meadows.

ARTICLE XV – VACANT LOTS

Each property owner shall be responsible for maintaining their lot. Any debris must be cleared and any weed, high grass and/or brush shall be kept at a height not to exceed twelve inches. Any violator shall be given written notice with thirty (30) days to comply after which time, the Board shall order the work done with the property owner being assessed for the expense incurred.

ARTICLE XVI – ENFORCEMENT OF BYLAWS AND DEED RESTRICTIONS

When deemed necessary by the Board, an attorney may be retained on behalf of the Association to enforce these bylaws and the deed restrictions. It is recommended that such person be a neutral party and not live in The Meadows. Enforcement of these bylaws and deed restrictions will be at the expense of the Association if the violator corrects the violation within 30 days after being notified of the violation by the Board. If the violation is not corrected within the 30 day period then, the expense incurred shall be assessed against the violator by means allowed in these bylaws, i.e. (a lien against the property) unless the Board grants an extension.

ARTICLE XVII – INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS

Section 1. Indemnification of Board Members and Officers. Each Board Member and Officer of the Association shall be indemnified by the Association against the costs and expenses incurred by him in connection with the defense of any suit, action, or proceeding to which he is made a party by reason of his being or having been a Board Member or Officer of the Association (whether or not he is a Board Member or Officer at the time of incurring such costs and expenses), except with respect to matters to which he shall be adjudged in such action, suit, or proceeding to be liable for dereliction or gross negligence in performance of his duty as such Board Member or Officer. In the case of the settlement of any action, suit or proceeding to which any Board Member or Officer of the Association, or any former Board Member or Officer of the Association is made a party or which may be threatened to be brought against him by reason of his being or having been a Board Member or Officer of the Association, he shall be indemnified by the Association against the costs and expenses (including the costs of settlement) reasonably incurred by him in connection with such action, suit, or proceeding (whether or not he is a Board Member or Officer at the time of incurring such costs and expenses), if (1) the Association shall be advised by independent counsel that such Board Member or Officer was not derelict or grossly negligent in the performance of his duty as such Board Member or Officer with respect to the matters covered by such action, suit, or proceeding, and the costs to the Association of indemnifying such Board Member or Officer (and all other Board Members and Officers,

if any, entitled to indemnifications hereunder in such case) if such action, suit, or proceeding were carried to a final adjudication to their favor would exceed the amount of costs and expenses to be reimbursed to the Board Members and Officers as a result of such settlement, or (2) the holders of a majority of the voting power of disinterested Association members approve such settlement reimbursement to such Board Member or Officer of such costs and expense. The phrase "disinterested Association members" shall mean all members of the association other than (1) any Board Member or Officer of the Association who at the time is or may be entitled to indemnification pursuant to the foregoing provision; (2) any corporation or organization of which any such Board Member or Officer owns of record or beneficially 10% or more of any class of voting securities; (3) any firm of which the Board Member or Officer is a partner, and (4) any spouse, child, parent, brother, or sister of any such Board Member or Officer. The foregoing rights of indemnification shall inure to the benefit of the heirs and legal representatives of each such Board Member or Officer and shall not be exclusive of any rights to which any Board Member or Officer may be entitled as a matter of law or under the Declaration of Restrictions of The Meadows, any vote or Association members, or any agreement.

Section 2. In the event the Association is required to provide indemnification for a Board Member or Officer pursuant to Section 1 above, and the funds of the Association are insufficient to cover all of the costs and expenses so incurred, then there shall be an automatic assessment on a pro-rata basis against each member to collect the total amount of money needed to pay all such costs and expenses. This provision may be enforced by the filing of a lien on the lot of any member who does not pay the automatic assessment.