

## BY-LAWS

(Code of Regulations)

OF

GREENFIELD ESTATES  
PROPERTY OWNERS ASSOCIATION, INC.

### ARTICLE I

#### NAME AND LOCATION

The name of the Association is Greenfield Estates Property Owners Association, Inc. ("the Association"), which corporation, not-for-profit, is created pursuant to the provisions of Chapter 1701 of the Revised Code of Ohio. The principal office of the Association shall be as set forth in its Articles of Incorporation, ("the Articles"), and the place of meetings of property owners (Members) and of the Trustees of the Association shall be at such place in Fairfield County, Ohio, as the Board of Trustees ("the Board"), may from time to time designate.

### ARTICLE II

#### PROPERTY OWNERS (MEMBERS)

Section 1. Composition. Each Property Owner, as defined herein, is a Member of the Association. "Property Owner" and "Property Owners" means that person or those persons owning a fee simple interest in any lot in Greenfield Estates, a residential subdivision in Section 9, Greenfield Township, Fairfield County, Ohio, as now or hereafter constituted. "Person" means a natural individual, corporation, partnership, trustee, or other legal entity capable of holding title to real property.

Section 2. Annual Meeting. Regular annual meetings of the Members shall be held in the first calendar quarter of each year hereafter, on a date and at an hour established, from time to time, by the Board.

Section 3. Special Meetings. Special meetings of the Members may be called at any time by the President, by the Board, or by written request to the Board by Members entitled to exercise a majority or more of the voting power of Members.

Section 4. Notice of Meetings. Written notice of each meeting of Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such a notice, postage prepaid, at least ten (10) days before such meeting, to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by each Member to the Association for the purpose of notice, or by hand delivering a copy of that notice at such address at least ten (10) days before the meeting. The notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 5. Quorum. A majority of the Members entitled to vote, either personally or by proxy, shall constitute a quorum for conducting business at such meeting.

Section 6. Proxies. At any meeting of Members, a Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary prior to the meeting. Every proxy shall be revokable and shall automatically cease upon conveyance by a Member of his, her or its Lot.

Section 7. Voting Rights. Each Lot in Greenfield Estates, as now or hereafter constituted shall be entitled to one (1) vote no matter how many persons own an undivided fee simple interest therein. The co-owners of any Lot shall indicate in a writing signed by all of the Property Owners of such Lot for the records of the Association which of them shall act as the voting Member. Such designation shall remain in full force and effect until superceded by a similar written designation expressly revoking the prior designation and making a new designation.

Section 8. Voting Power. Except as otherwise provided for herein or by law, a majority of the voting power of Members present, either personally or by proxy, at a regular or special meeting at which there is a quorum shall be sufficient to determine any matter properly before the Members at such meeting. The rules of Roberts Rules of Order shall apply to the conduct of all meetings of Members except as otherwise specifically provided for herein or by law.

Section 9. Action in Writing Without Meeting. Any action that could be taken by Members at a meeting may be taken without a meeting with the affirmative vote or approval, in a writing or writings, of Members having not less than a majority of the voting power of Members, or such greater proportion of the voting power as may be required under the terms hereof or by law.

### **ARTICLE III**

#### **BOARD OF TRUSTEES**

Section 1. Initial Trustees. The initial trustees shall be those three (3) persons named as the initial Trustees in the Articles. The initial Trustees shall serve until the first regularly scheduled meeting of the Members called pursuant to the terms hereof.

Section 2. Successor Trustees. The Board shall consist of five (5) members. At the first annual meeting of the Members, one (1) of the Trustees shall be elected for a term of one (1) year, two (2) of the Trustees shall be elected for a term of two (2) years, and two of the Trustees shall be elected for a term of three (3) years. Thereafter, each successor Trustee shall be elected for a term of three (3) years.

Section 3. Removal. Any Trustee may be removed from the Board, with or without cause, by a majority of the voting Members. In the event of the death, resignation or removal of a Trustee, that Trustee's successor shall be selected by the remaining members of the Board and shall serve until the next annual meeting of Members, when a Trustee shall be elected to complete the term of such deceased, resigned or removed Trustee.

Section 4. Nomination. Nominations for the election of Trustees shall be made in writing by a Member, which writing shall be delivered to the principal office of the Association, not later than thirty (30) days prior to the annual meeting of the Members. Except during the initial meeting of the Members, there shall be no nominations for the election of Trustees from the floor at any meeting.

Section 5. Election. Election to the Board by the voting Members shall be by oral or written ballot. At such elections, the voting Members or their proxies may cast, in respect to each vacancy, such voting power as they are entitled to exercise under the provisions hereof. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 6. Compensation. Unless otherwise determined by the voting Members at a meeting

duly called and noticed for such purpose, no Trustee shall receive compensation for any service rendered to the Association as a Trustee. However, any Trustee may be reimbursed for his or her actual expenses incurred in the performance of duties.

Section 7. Regular Meetings. Regular meetings of the Board shall be held no less than annually, without notice, on such date and at such place and hour as may be fixed from time to time by resolution of the Board.

Section 8. Special Meetings. Special meetings of the Board shall be held when called by the President of the Board, or by any two Trustees, after not less than three days' notice to each Trustee.

Section 9. Quorum. The presence at any duly called and noticed meeting, in person or by proxy, of Trustees entitled to cast a majority of the voting power of Trustees shall constitute a quorum for such meeting.

Section 10. Voting Power. Except as otherwise provided for herein or by law, a majority of the voting power of Trustees present, either personally or by proxy, at a regular or special meeting at which there is a quorum shall be sufficient to determine any matter properly before the Trustees at such meeting.

Section 11. Action in Writing Without Meeting. Any action that could be taken by the Board at a meeting may be taken without a meeting with the affirmative vote or approval, in writing or writings, of all of the Trustees.

Section 12. Powers. The Board shall exercise all powers and authority that are not specifically and exclusively reserved to the Members by law or by other provisions hereof, and without limiting the generality of the foregoing, the Board shall have the right, power and authority to:

- (a) take all actions deemed necessary or desirable to comply with all requirements of law;
- (b) enforce the covenants, conditions and restrictions affecting Greenfield Estates as now or hereafter in effect;
- (c) repair, maintain and improve all common areas, if any;
- (d) establish, enforce, levy and collect assessments for the maintenance, repair and improvement of the common areas of Greenfield Estates, if any;
- (e) adopt and publish rules and regulations governing the use of the common areas and the personal conduct of Members and their guests thereon, and establish penalties for the infraction thereof;
- (f) suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association (such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for each infraction of published rules and regulations);

- (g) declare the office of a member of the Board to be vacant in the event such Trustee shall be absent from three consecutive regular meetings of the Board without approval by the Board; and
- (h) do all things and take all actions permitted to be taken by the Members, by law, or by the covenants, conditions and restrictions affecting Greenfield Estates as now or hereafter in effect and which are not specifically reserved thereby to others.

Section 13. Duties. It shall be the duty of the Board to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at each annual meeting of Members, or at any special meeting when such statement is requested in writing by Members representing a majority or more of the voting Members;
- (b) supervise all officers, agents and employees of the Association and see that their duties are properly performed;
- (c) for purposes of repairing, maintaining and improving all common areas, to:
  - (i) fix the amount of assessments against each Lot;
  - (ii) give written notice of each assessment to every Member subject thereto; and
  - (iii) foreclose the lien against any property for which assessments are not paid within a reasonable time or bring an action at law against the Member(s) personally obligated to pay the same, or both;
- (d) issue, or to cause an appropriate representative to issue, upon demand, by any person authorized by a Member, a certificate setting forth whether or not any assessment has been paid in regard to that Member's Lot;
- (e) procure and maintain insurance as the Board deems advisable;
- (f) cause the property subject to the Association's jurisdiction to be maintained within the scope of authority provided in the covenants, conditions and restrictions affecting Greenfield Estates as now or hereafter in effect or as otherwise provided for herein;
- (g) cause the covenants, conditions and restrictions affecting Greenfield Estates as now or hereafter in effect to be enforced; and
- (h) take all other actions required to comply with all requirements of law and the covenants, conditions and restrictions affecting Greenfield Estates as now or hereafter in effect.

## ARTICLE IV

### OFFICERS

Section 1. Enumeration of Offices. The officers of this Association shall be a President, a Vice-President, and a Secretary/Treasurer and such other officers as the Board may from time to time determine. An officer need not be a Trustee of the Association.

Section 2. Selection and Term. Except as otherwise specifically provided for herein or by law, the officers of the Association shall be selected by the Board, from time to time, to serve until the Board selects their successors.

Section 3. Special Appointments. The Board may elect 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.

Section 4. 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 the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Duties. The duties of the officers shall be as the Board may from time to time determine. Unless the Board otherwise determines, the duties of the officers shall be as follows:

- (a) President. The President shall preside at all meetings of the Board, shall have the authority to see that orders and resolutions of the Board are carried out, and shall sign all legal instruments on behalf of the Association.
- (b) Vice-President. In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all restrictions on the President. The Vice-President shall have such other powers and perform such other duties as the Board may from time to time prescribe.
- (c) Secretary. The Secretary shall record the votes and keep the minutes and proceedings of meetings of the Board and of the Members, serve notice of meetings of the Board and of the Members, keep appropriate current records showing the names of Members of the Association together with their addresses.
- (d) Treasurer. The Treasurer shall assume responsibility for the receipt and deposit in appropriate bank accounts for all monies of the Association, the disbursement of such funds as directed by resolution of the Board, the keeping of proper books of account, the preparation of an annual budget and a statement of income and expenditures to be presented to the Members at annual meetings, and the delivery or mailing of a copy of each to each of the Members.

## ARTICLE V

### COMMITTEES

The Board may appoint such committees as it deems appropriate in carrying out its purposes, including an Architectural Review Committee. To the extent the Board does not create a committee to carry out any of its functions, the Board itself shall carry out such function..

## ARTICLE VI

### BOOKS AND RECORDS

The books, records and financial statements of the Association, including annual financial statements when such are prepared, shall be available during normal business hours or under other

reasonable circumstances, upon request to the Association, for inspection by Members. Likewise, during normal business hours or under other reasonable circumstances, the Association shall have available for inspection by Members current copies of the covenants, conditions and restrictions affecting Greenfield estates as now or hereafter in effect and the rules and regulations governing operation of the Association.

## **ARTICLE VII**

### **AUDITS**

By vote of the holders of a majority of the voting Members, the Board shall cause the preparation and furnishing of an audited financial statement of the Association for the preceding fiscal year to those requesting the same. However, no such statement need be furnished earlier than ninety (90) days following the end of such fiscal year.

## **ARTICLE VIII**

### **FISCAL YEAR**

Unless otherwise changed by the Board, the fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December of every year, except that the first fiscal year shall begin on the date of incorporation of this Association.

## **ARTICLE IX**

### **AMENDMENTS**

These By-Laws may be amended or new By-Laws may be adopted at a special meeting of the Members held for such purpose, by the affirmative vote of a majority of the voting Members on such proposal, notice of which meeting shall be given pursuant to these By-Laws. The foregoing may be accomplished without a meeting by the written consent of the Members entitled to exercise two-thirds of the voting power on such proposal.

- \* Amendment 1. Article III Section 2 was amended by Members vote in March, 2005, changing the number of Trustees from three (3) to five (5).