

CODE OF REGULATIONS  
OF  
LAKE OF THE WOODS HOMEOWNERS ASSOCIATION, INC.

ARTICLE I - DEFINITIONS

The following definitions shall be applicable to the words and terms used in these By-Laws unless expressly otherwise provided herein or unless the context otherwise requires.

Section 1.           ARTICLES

The Articles of Incorporation of Lake of the Woods Homeowners Association, Inc.

Section 2.           ASSESSMENTS

The determination of the share of costs and other charges which from time to time shall be payable by each Owner. "Other charges" shall include, without limitation, the costs, expenses and charges for repairs, replacements or work made by the Association which are the obligation or responsibility of an Owner to make, any special charges made by the Association to an Owner for special services rendered to the Owner or his Residence and for special or extraordinary uses or consumptions attributable to such Owner or his Residence, damages resulting from the failure of the Owner or any Occupant of the Owner's Residence to comply with any of the covenants, conditions, obligations or restrictions to which such owner is bound, including but not limited to the covenants, conditions, obligations, and restrictions included in Volume \_\_\_\_\_ Page \_\_\_\_\_ of the Summit County Records, or with any of the Rules and the costs of any action to obtain legal relief against such noncompliance.

Section 3.           ASSOCIATION

Lake of the Woods Homeowners Association, Inc.

Section 4.           BOARD

The Board of Trustees of the Association.

Section 5. COSTS

The costs and expenses incurred by the Association to maintain, repair, replace and manage the Open Area and Facilities and other property and improvements of the Association and to carry out the obligations and responsibilities of the Association, including but not limited to maintenance of the lake and common areas.

Section 6. DEVELOPER

Anthony A. Petrarca, Trustee.

Section 7. RULES

Such rules and regulations as may be adopted from time to time by the Board to govern the operation and use of the Common Area, and any other property owned by the Association or as may be adopted from time to time by the Board, or the voting members to implement and carry out the provisions and intent of the Articles and Regulations.

ARTICLE II - THE ASSOCIATION

Section 1. NAME AND NATURE OF ASSOCIATION

The Association shall be an Ohio non-profit corporation called Lake of the Woods Homeowners Association, Inc.

- a) Each Owner of a lot in Lake of the Woods subdivision; other than Developer or an entity controlled by Developer, upon becoming such, shall automatically become and be a Class A Member of the Association.
- b) Developer shall be a Class B Member of the Association for so long as he owns any lots in the Lake of the Woods subdivision or until he earlier voluntarily relinquishes said Membership.
- c) Memberships shall terminate upon the conveyance, transfer or assignment of record by such Owner of his Ownership Interest, at which time the new owner of

such Ownership Interest shall automatically become a Member of the Association.

- d) In the case of Developer, the Membership shall terminate as provided in Paragraph (2)(b) of this ARTICLE II.
- e) Every Owner shall automatically be a member so long as he is an Owner.

### Section 3. VOTING RIGHTS

Members shall have only those voting rights in the Association which are set forth below:

#### a) MEMBERS

##### CLASS A

Each Class A Member shall be entitled to exercise one (1) vote for each lot owned by him/her.

##### CLASS B

The Developer shall be entitled to exercise one (1) vote for each lot owned by him or by an entity controlled by him.

#### b) SPLIT OWNERSHIP

If two or more persons own interest in a lot or residence whether as joint tenants, tenants by the entirety, tenants in common or otherwise (such as a husband and wife owning an undivided common interest), the signature and vote of any one of such co-owners shall be binding upon and effective as the signature and vote from all of the other co-owners of such real estate. If two or more co-owners vote, their vote shall be divided equally among them unless they otherwise agree in writing, delivered to the Secretary of the Association at the time immediately prior to the taking of a vote.

#### c) TOTAL VOTING POWER

The total voting power of the Association shall be equal to the combined voting power of the Class A and Class B Membership.

d) MISCELLANEOUS

Once the Developer has sold or transferred all lots to individuals, who will be Class A Members, or has otherwise relinquished his right to Class B Membership, said Membership Class (B) shall be deemed terminated. Nothing herein contained shall be construed or interpreted so as to make a Class B Member subject to any assessment levied by the Association.

Section 4. PROXIES

Members may vote or act in person or by proxy. The person appointed as proxy need not be a member of the Association. Each proxy shall be executed in writing by the Member entitled to vote or by his duly authorized attorney-in-fact and filed with the Secretary of the Association (or if there is no Secretary, then with the person conducting the meeting for which the proxy is given) at or before the meeting. Every appointment of a proxy shall be revocable unless such appointment is coupled with an interest. Without affecting any vote previously taken, the person appointing a proxy may revoke a revocable appointment by a letter appointment received by the Association or by giving notice of revocation to the Association in writing or in open meeting. The presence at a meeting of the person appointing a proxy does not revoke the appointment.

Section 5. MEETING OF MEMBERS

a) ANNUAL MEETING

The annual meeting of members of the Association for the election of members of the Board, the consideration of reports to be made before such meeting and the transaction of such other business as may properly be brought before such meeting shall be held at such place within the Subdivision or outside of the Subdivision but within fifteen (15) miles of the Subdivision as may be designated by either the Board or the President and specified in the notice of such meeting, at 8:00 o'clock P.M., or at such other time as may be designated by the Board or the President and specified in the notice of the meeting. The first annual meeting of members of the Association shall be held no later than January 2, 1985. Thereafter, the annual meeting of members of the Association shall be held on the first Wednesday of January of each succeeding

year, if not a legal holiday, and, if a legal holiday, then the next succeeding business day.

b) SPECIAL MEETING

Special meetings of the Members shall be called upon the written request of the President of the Association or, in case of the President's absence, death or disability, the Vice-President of the Association, a majority of the members of the Board acting either with or without a meeting, or ten (10) Members, or by the Developer. Upon request in writing for a special meeting delivered either in person or by certified mail to the President or the Secretary of the Association by any persons entitled to call a meeting of members, such officer shall forthwith cause to be given to the members entitled thereto notice of a meeting to be held on a date not less than seven (7) or more than sixty (60) days after the receipt of such request as such officer may fix. If such notice is not given within thirty (30) days after delivery or mailing of such request, the persons calling the meeting may fix the date and place of the meeting and give notice thereof. Each special meeting shall be called to convene at 8:00 o'clock P.M., and shall be held at such place within the Subdivision or outside of the Subdivision, but within fifteen (15) miles of the Subdivision as shall be specified in the notice of meeting. Any business properly brought before the meeting can be considered and acted upon.

c) NOTICES OF MEETINGS

Not less than seven (7) nor more than sixty (60) days before the day fixed for a meeting of the members of the Association, written notice stating the time, place and purpose of such meeting shall be given by or at the direction of the Secretary and the Association or any other person or persons required or permitted by these By-Laws to give such notice. The notice shall be given by personal delivery or by mail to each member of the Association. If mailed, the notice shall be addressed to the members of the Association at their respective addresses as they appear on the records of the Association. Notice of the time, place and purposes of any meeting of members of the Association may be waived in writing, either before or after the holding of such meeting, by any member of the Association, which writing shall be filed with or entered upon the records of the meeting. The atten-

dance of any member of the Association at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him of notice of such meeting.

d) QUORUM; ADJOURNMENT

At any meeting of the members of the Association, the members of the Association entitled to exercise twenty percent (20%) of the voting power of the Association present in person or by proxy shall constitute a quorum for such meeting; provided, however, that no action required by law, by the Articles or by these Regulations to be authorized or taken by a designated percentage of the voting power of the Association may be authorized or taken by a lesser percentage; and provided, further, that the members of the Association entitled to exercise a majority of the voting power represented at a meeting of members, whether or not a quorum is present, may adjourn such meeting from time to time. If any meeting is adjourned, notice of such adjournment are fixed and announced at such meeting.

e) ORDER OF BUSINESS

The order of business at all meetings of members of the Association shall be as follows:

- i Calling of meeting to order
- ii Proof of notice of meeting or waiver of notice
- iii Reading of minutes of preceeding meeting
- iv Reports of officers
- vi Election of members of Board
- vii Unfinished and/or old business
- viii New business
- ix Adjournment

Section 6. ACTIONS WITHOUT A MEETING

All actions, except removal of a Board member, which may be taken at a meeting of the Association may be taken without a

meeting with the approval of and in a writing or writings signed by members of the Association having the percentage of voting power required to take such action if the same were taken at a meeting; provided that not less than a majority of the voting membership, both in number and in percentage of voting power, sign the writing. Such writings shall be filed with the Secretary of the Association.

### ARTICLE III - BOARD OF TRUSTEES

#### Section 1. NUMBER AND QUALIFICATION

The number of Trustees of the Association shall be not less than three (3) nor more than seven (7). The number of Trustees may be fixed or changed by resolution at any annual meeting or at any special meeting called for that purpose, adopted by the affirmative vote of the members holding not less than a majority of the voting power of the Association.

#### Section 2. ELECTION OF BOARD: VACANCIES

Board members shall be elected at the annual meeting of Members of the Association or at a special meeting called for such purpose. At a meeting of Members of the Association at which Board members are to be elected, only persons nominated as candidates shall be eligible for election as Board members and the candidates receiving the greatest number of votes shall be elected. In the event of the occurrence of any vacancy or vacancies in the Board, however caused, the remaining Board members, though less than a majority of the whole authorized number of Board members, may, by vote of a majority of their number, fill any such vacancy for the unexpired term.

Notwithstanding anything to the contrary herein contained, those entitled to exercise Class B voting rights shall have the absolute right to elect all Trustees until such time as twenty-five percent (25%) of the lots in the Subdivision have been sold to Class A Members. At that time, Class A Members shall be entitled to elect Trustees not to exceed thirty-three percent (33%) of the voting power of the Board.

At such time as sixty-six percent (66%) of the lots in the Subdivision are sold to Class A members, said Class A Members

shall be entitled to elect Trustees not to exceed fifty percent (50%) of the voting power of the Board.

Once all lots within the Subdivision are sold to Class A Members, or at such other time as the Class B Member relinquishes his rights, the Class A Members shall be entitled to elect the full Board of Trustees.

### Section 3. TERM OF OFFICE: RESIGNATIONS

Each Board member shall hold office until the annual meeting of the Members of the Association held for the election of his position and until his successor is elected, or until his earlier resignation, removal from office or death. Any Board member may resign at any time by oral statement to that effect made at a meeting of the Board or in writing to that effect delivered to the Secretary of the Association. Members of the Board shall serve without compensation. At the first annual meeting of the Members of the Association, the terms of office of three (3) Board members shall be fixed so that one term will expire at the time of the second annual meeting, one term will expire at the time of the third annual meeting, and the other term will expire at the time of the fourth annual meeting. Thereafter, the terms of these three (3) Board positions shall be for three (3) years each.

### Section 4. ORGANIZATION MEETING

Immediately after each annual meeting of Members of the Association, the newly elected Board members and those Board members whose terms hold over shall hold an organization meeting for the purpose of electing officers and transacting any other business. Notice of such meeting need not be given.

### Section 5. REGULAR MEETING

Regular meetings of the Board may be held at such times and places as shall be determined by a majority of the Board, but at least two (2) such meetings shall be held during each fiscal year.

### Section 6. SPECIAL MEETINGS

Special meetings of the Board may be held at any time upon call by the President or any two (2) Board members. Notice of the time and place of each such meeting shall be given to each

Board member either by personal delivery or by mail, telegram or telephone at least two (2) days before the meeting, which notice need not specify the purpose of the meeting; provided, however, that attendance of any Board member at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him of notice of such meeting, and such notice may be waived in writing either before or after the holding of such meeting, by any Board member, which writing shall be filed with or entered upon the records of the meeting. Unless otherwise indicated in the notice thereof, any business may be transacted at any organization, regular or special meeting.

#### Section 7. QUORUM; ADJOURNMENT

A quorum of the Board shall consist of a majority of the Board members then in office; provided that a majority of the Board members present at a meeting duly held, whether or not a quorum is present, may adjourn such meeting from time to time. If any meeting is adjourned, notice of such adjournment need not be given if the time and place to which such meeting is adjourned are fixed and announced at such meeting. At each meeting of the Board at which a quorum is present, all questions and business shall be determined by a majority vote of those present, except as may be otherwise expressly provided in the Articles or in these Regulations.

#### Section 8. POWERS AND DUTIES

Except as otherwise provided by law, the Articles or these Regulations, all power and authority of the Association shall be exercised by the Board. In carrying out the purposes of the Articles and subject to the limitations prescribed by law, the Articles or these Regulations, the Board, for and on behalf of the Association, may:

- a) Purchase or otherwise acquire, lease as lessee, hold, use, lease as lessor, sell, exchange, transfer, and dispose of property of any description or any interest therein;
- b) Make contracts;
- c) Effect insurance;
- d) Borrow money, and issue, sell and pledge notes, bonds and other evidences of indebtedness of the Association;

- e) Employ a managing agent to perform such duties and services as the Board may authorize;
- f) Employ lawyers, accountants, engineers and others to perform such legal, accounting, engineering and other services as the Board may authorize; and
- g) Do all things permitted by law and exercise all power and authority within the purposes stated in these By-Laws or the Articles or incidental thereto.

#### Section 9. REMOVAL OF MEMBERS OF BOARD

At any regular or special meeting of Members of the Association duly called, at which a quorum shall be present, any one or more of the Board members may be removed with or without cause by vote of the Members of the Association entitled to exercise at least seventy-five percent (75%) of the voting power of the Association, and a successor or successors to such Board member or members so removed shall then and there be elected to fill the vacancy or vacancies thus created. Any Board member whose removal has been proposed by the Members of the Association shall be given an opportunity to be heard at such meeting.

#### Section 10. FIDELITY BONDS

The Board may require that all officers and employees of the Association handling or responsible for Association funds shall furnish adequate Fidelity Bonds. The premiums on such bonds shall be paid by the Association.

### ARTICLE IV - OFFICERS

#### Section 1. ELECTION AND DESIGNATION OF OFFICERS

The Board shall elect a President, a Vice President, a Secretary and a Treasurer. Any two (2) of such offices may be held by the same person.

#### Section 2. TERM OF OFFICE; VACANCIES

The officers of the Association shall hold office until the next organization meeting of the Board and until their succes-

sors are elected, except in case of resignation, removal from office or death. The Board may remove any officer at any time with or without cause by a majority vote of the Board members then in office. Any vacancy in any office may be filled by the Board.

Section 3.           PRESIDENT

The President shall be the chief executive officer of the Association. He shall preside at all meetings of Members of the Association and shall preside at all meetings of the Board. Subject to directions of the Board, the President shall have general executive supervision over the business and affairs of the Association. He may execute all authorized deeds, contracts, and other obligations of the Association and shall have such other authority and shall perform such other duties as may be determined by the Board or otherwise be provided for in the Articles or in these Regulations.

Section 4.           VICE PRESIDENT

The Vice President shall perform the duties of the President whenever the President is unable to act and shall have such other authority and perform such other acts as may be determined by the Board.

Section 5.           SECRETARY

The Secretary shall keep the minutes of meetings of the Members of the Association and of the Board. He shall keep such books as may be required by the Board, shall give notices of meetings of Members of the Association and of the Board as required by law, the Articles or by these Regulations and shall have such authority and shall perform such other duties as may be determined by the Board or otherwise as provided for in the Articles or in these Regulations.

Section 6.           TREASURER

The Treasurer shall receive and have in charge all money, bills, notes and similar property belonging to the Association, and shall do with the same as may be directed by the Board. He shall keep accurate financial accounts and hold the same open for inspection and examination of the Board and shall have such authority and shall perform such other duties as may be determined by the Board.

Section 7. OTHER OFFICES

The Assistant Secretaries and Assistant Treasurers, if any, and any other officers whom the Board may appoint shall, respectively, have such authority and perform such duties as may be determined by the Board.

Section 8. DELEGATION OF AUTHORITY AND DUTIES

The Board is authorized to delegate the authority and duties of any officer to any other officer, to a managing agent or to a management company, or to any one or more of them, and generally to control the action.

ARTICLE V - MISCELLANEOUS

Section 1. ASSOCIATIONS RIGHT TO ENTER PROPERTY

The Association, or its Agents, may enter in or upon any property in the Subdivision, or any part thereof, when necessary in connection with any maintenance, repair or construction for which the Association is responsible or has a right to maintain repair or reconstruct. Such entry shall be made with as little inconvenience to the Owner and Occupants thereof as practicable and any damage caused thereby shall be repaired by the Association.

Section 2. RULES AND REGULATIONS

The Association, by vote of Members entitled to exercise a majority of the voting power of the Association, or the Board, may adopt such reasonable Rules, and from time to time amend the same, as it or they deem advisable for the operation and use of the common area and any other property in the Subdivision owned by the Association, for the maintenance, conservation and beautification of the Area and for the health, comfort, safety and general welfare of the Members and Occupants. The Association, by vote of the Association or the Board may adopt such reasonable rules, and from time to time amend the same, as it or they deem advisable to implement and carry out the provisions and intent of the Articles. Written notice of such Rules shall be given to all Members and Occupants. All Members, Occupants and Persons on or using the areas in the Subdivision, or any part

thereof, shall comply with the Rules. In the event such Rules shall conflict with any provision of the Articles or these Regulations, the provisions of the Articles and these Regulations shall govern.

Section 3. NO ACTIVE BUSINESS TO BE CONDUCTED FOR PROFIT

Nothing herein contained shall be construed to give the Association authority to conduct an active business for profit on behalf of all the Members, or any of them.

Section 4. DELEGATION OF DUTIES

Nothing herein contained shall be construed so as to preclude the Association, through its Board and officers, from delegating to persons, firms, or corporations, including any manager or managing agent, such duties and responsibilities of the Association as the Board shall from time to time specify, and to provide for reasonable compensation for the performance of such duties and responsibilities; provided that no such delegation shall be for a period of any longer than three (3) years.

ARTICLE VI - MAINTENANCE AND ASSESSMENT

Section 1. MAINTENANCE OF OPEN SPACE

The Association hereby acknowledges that it has the affirmative duty, in perpetuity, to maintain and repair the lake and entrance area. In order to finance the obligation of maintenance and repair, each Class A Member shall pre-pay to the Association, on the 1st day of January of each succeeding year the annual sum of Fifty and 00/100 Dollars (\$50.00). The first payment shall be made on the 1st day of January, 1985, and shall also include a prorated payment for the period of ownership prior to said date. By an affirmative vote of not less than sixty-six and two-thirds percent (66 2/3%) of the voting power of the Association, the aforementioned annual assessment may be increased to cover increased or extraordinary maintenance costs or increased costs associated with the performance of duly authorized activities by the Association.

ARTICLE VII - AMENDMENTS

These By-Laws may be amended only by the combined affirmative vote of Class A Members holding not less than sixty-six and two-thirds percent (66 2/3%) of the Class A voting power of the Association and Class B Members holding not less than sixty-six and two-thirds percent (66 2/3%) of the voting power of the Association.

The foregoing By-Laws have been adopted by written approval and action of the undersigned Trustees, serving as the entire Board of Trustees of the Association.

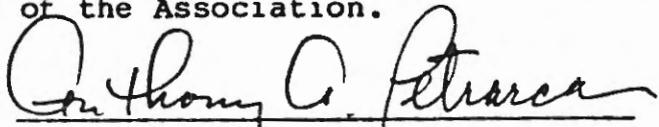
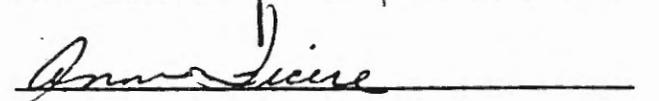
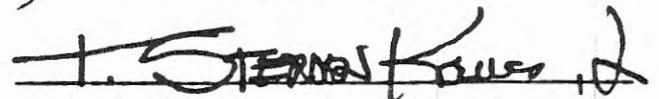
ARTICLE VIII - ARCHITECTURAL REVIEW BOARD

There is hereby created as a part of the Lake of the Woods, Homeowners Association, Inc., an Architectural Review Board comprised of all Class "A" Members of the Association. Said Architectural Review Board shall have no authority to perform any function until such time as the developer shifts the authority to make architectural review and approval of all buildings and/or construction within the Subdivision as set forth in Paragraph (E) of the "Declaration by Anthony A. Petrarca, Trustee of the Restrictions and Covenants for Lake of the Woods" recorded in Volume \_\_\_\_\_, Page \_\_\_\_\_ of the Summit County Records, from himself to the Board.

Once the foregoing described rights shift from the Developer, as above provided, the Architectural Review Board shall have full rights and powers, of architectural review as set forth in the above-referenced Declaration.

The Architectural Review Board shall act through a Subcommittee, comprised of three (3) Class A Members of the Association, who shall be elected in the same manner as the Trustees. Said subcommittee shall have full and complete authority to act on behalf of the Architectural Review Board and the decision of the said subcommittee shall be final and binding unless modified, changed, or over-ruled by the affirmative vote of not less than sixty-six and two-thirds percent (66 2/3%) of the voting power of the Class A Members of the Association.

All meetings of the Architectural Review Board shall be conducted in the same manner and subject to the same notice as other requirements as meetings of the Association.

  
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RESOLUTION

By unanimous written consent, the undersigned, being all of the remaining initial Trustees of Lake of the Woods Homeowners Association, Inc., having obtained the voluntary resignation of Anthony A. Petrarca as a Trustee, do hereby consent that the following action be taken without a meeting and the following Resolution is hereby adopted this 15th day of August, 1984.

RESOLVED, that Alton G. Sulin is hereby appointed Successor Trustee to fill the seat vacated by the resignation of Anthony A. Petrarca.

RESOLVED, that the following persons are elected to be Officers of the corporation for a term of one (1) year, or until the first annual meeting of the Board of Trustees:

President: Alton G. Sulin

Secretary: John S. Steinhauer

RESOLVED, that the Code of Regulations attached hereto as Exhibit "A" be adopted as the Code of Regulations of Lake of the Woods Homeowners Association, Inc.

TRUSTEES:

  
Alton G. Sulin

  
Anne Ficere

  
T. Stephen Korlios