

EASTWICKE FARMS HOMEOWNERS ASSOCIATION
BYLAWS (As Amended February 6, 2000)

ARTICLE 1
Officers

Section 1. Executive Officers

The Executive Officers of the Corporation shall be a President, a Vice President, a Secretary, an Assistant Secretary, and a Treasurer, each of whom shall be elected annually by the Board of Trustees within 30 days after the Annual Meeting.

The Executive Officers of the Corporation must be members of the Corporation as well as members of the Board of Trustees. Officers will be elected for one year terms.

Section 2. The President

Subject to the direction of the Board of Trustees, the President shall be the Chief Executive and the Chief Executive Officer of the Corporation, and shall perform other duties time to time as assigned by the Board. The President shall be an ex-officio member of all committees.

Section 3. The Vice President

The Vice President shall have such power and perform such duties as may be assigned by the Board of Trustees or the President. In case of the absence of or disability of the President, the duties of that officer shall be performed by the Vice President. It shall be the duty of the Vice President to organize and chair the Bylaws Committee in accordance with Article VIII.

Section 4. The Secretary

The Secretary shall keep the minutes of all the proceedings of the Board of Trustees and of all committees and the minutes of the members' meetings in books provided for that purpose; and shall have custody of the corporate seal and those books and papers that the Board may direct, and shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Trustees and the President; as well as perform such other duties as may be assigned by the President of the Board.

Section 5. The Treasurer

The Treasurer shall have custody of all receipts, disbursements, funds, and securities of the Corporation and shall perform all duties incident to the office of Treasurer, subject to the control of the Board of Trustees and the President. If required by the Board, he/she shall also give a bond for the faithful discharge of assigned duties in such sum as the Board may require.

Section 6. Subordinate Officers

The President, with approval of the Board of Trustees, may appoint other officers and agents as the board may deem necessary, who shall hold office during the pleasure of the Board, and who shall have such authority and perform such duties as from time to time may be prescribed by the President or the Board.

**ARTICLE II
Board of Trustees**

Section 1. Number of Members

The business and affairs of this Corporation shall be managed by an elected Board of Trustees which shall consist of seven (7) persons. The Board of Trustees must be lot owners and residents of the Eastwicke Farms Subdivision. Beginning with the Trustees elected in 1999, the Trustees shall serve terms of three (3) years.

Section 2. Regular Meetings

The Board shall meet for the transaction of business at a place designated from time to time.

Section 3. Special Meetings

Special Meetings of the Board of Trustees may be called by the President or by four (4) members of the Board for any time and place, provided reasonable notice of such meetings shall be given to each member of the Board before the time appointed for those meetings.

Section 4. Quorum

A majority of the Trustees shall constitute a quorum. The Trustees shall act only as a Board, and the individual Trustees shall have no power as such. The acts of the Trustees shall be in accordance with the Articles of Incorporation, except as may be otherwise provided by law.

Section 5. Order of Business

The Board of Trustees may from time to time determine the order of business at its meeting.

Section 6. Chairman

At all meetings of the Board of Trustees President, or in his absence, the Vice President, or in the absence of both, a Chairman chosen by the Trustees present, shall preside.

Section 7. Annual Report

The Executive Officers, after the close of the fiscal year, shall submit to the members of the Association a report as to the condition of the Association and its property and shall submit also an account of the financial transactions of the past year.

Section 8. Vacancies in Board

Whenever a vacancy in the membership of the Board shall occur, the remaining members of the Board shall have the power, by a majority vote, to select a member of the Association to serve the unexpired term of the vacancy.

**ARTICLE III
Meetings of Members**

Section 1. Annual Meetings

There shall be an annual meeting of the members of the Corporation at such place as may be designated, by the Board of Trustees, on the 1st Sunday of February of each year. Thirty (30) days written notice to the members shall be required for such meeting.

Section 2. Special Meetings

Special meetings of the members shall be held whenever called by the Board of Trustees or by not less than twenty-five (25) lot owners/members. Notice of each special meeting, stating the time, place, and in general terms, the purpose or purposes thereof, shall be sent by mail to the last known address of all members at least ten (10) days prior to the meeting.

Section 3. Votes and Voting

Every owner of any lot(s) may cast one vote, in person or by proxy, for each lot in Eastwicke Farms owned by that particular member. Only one vote per lot may be cast. Written notice of a proxy vote must be made to the Association five (5) days prior to the meeting.

Section 4. Quorum

At any meeting of the members for which proper advance notice has been given, only those matters that have been identified in the notice of the meeting may be acted upon. All such matters may be decided by a majority vote of those present either in person or by proxy. No minimum number of lot owners need be present in order to constitute a quorum.

**ARTICLE IV
Memberships**

Section 1. Qualifications

Only persons owning an interest in real property in the Eastwicke Farms Subdivision, Stow, Summit County, Ohio, shall be eligible to become a member.

Every lot owner in Eastwicke Farms shall be entitled to one (1) vote for each lot that they own in the Eastwicke Farms Subdivision. Where two (2) or more persons are the joint owners of one (1) original lot in the Eastwicke Farms Subdivision, each may become a member, but only one (1) shall vote.

Only members shall be entitled to vote and proxies shall be limited accordingly.

Whenever a member shall cease to own real property in Eastwicke Farms Subdivision, such member shall automatically be dropped from the membership roll of the Association. The new owner or owners shall automatically become members of the Association. Although such owner may refrain from the social aspects of membership at his or her option, financial participation in the payment of dues and assessments shall be mandatory. Each lot owner shall meet his or her financial obligations to the Association as required herein.

Section 2. Members

A member shall have no vested right, interest, or privilege of, in, or to the assets, function, affairs, or franchises of the Corporation, or any right, interest, or privilege which may be transferable or inheritable, or which shall continue after his membership ceases, or the Corporation ceases, or while he is not in good standing.

Section 3. Memberships Not Transferable

No membership may be sold, assigned, or transferred, voluntarily or by will or by operation of law.

Section 4. Termination of Membership

Whenever any membership shall cease to have all the qualifications necessary for admission to membership in the Association, then such membership shall terminate.

Section 5. Initiation Fee

Except for Eastwicke Farms, the Developer, every lot owner of record prior to incorporation of the Association shall be required to pay an initiation fee in the initial amount of \$50.00, which may be modified by the Board of Trustees. Except for Eastwicke Farms, the Developer, each lot owner who takes title subsequent to incorporation of the Association shall be required to pay an initial fee of \$150.00.

Section 6. Annual Dues

Except for Eastwicke Farms, the Developer, every member shall be required to pay annual dues, the initial amount of which shall be \$45.00, shall hereafter be determined by the Board of Trustees and may be changed from year to year by the Board of Trustees or by the members. Lots purchased after June 30 will be assessed at one-half (1/2) the annual dues. Dues will be assessed during the month of January.

ARTICLE V

Annual Assessment, Maintenance and Liens

Section 1. Annual Assessment

Except as The Developer may be exempted by Article III, Section 9, of the Plat Covenants entitled "Exempt Property", the Board of Trustees of the Association shall have the right and power to subject the property situated in Eastwicke Farms Subdivision to an annual assessment for maintenance in such amount as may be approved by two thirds (2/3) of its members.

Commencing January 1, 1992, and on the same day of each year thereafter, except for Eastwicke Farms, The Developer, each owner of property in such Subdivision shall pay to Eastwicke Farms Homeowners Association, in advance, the annual assessment for the maintenance against his property, and such payments shall be used by the Association to create and continue a Maintenance Fund to be used by the Association in accordance with the approval of the Board of Trustees. The charge will be delinquent when not paid within thirty (30) days after it becomes due. In the event that an owner acquires title to property in the Subdivision after January 1st of any year, then such owner shall be given a pro rata credit for the annual assessment for maintenance from January 1 to the date on which such owner acquires title.

The annual assessment for maintenance may be adjusted from year to year by the Board of Trustees of Eastwicke Farms Homeowners Association as the needs of the property in its judgment may require.

Section 2. Maintenance Fund

The Maintenance Fund may be used:

For maintaining or improving any open spaces, park lands, playgrounds, ponds, common areas, easements, and dedicated right of way areas maintained for the general use of the owners and occupants of land included in such Subdivision(s);

For doing any other thing necessary or desirable, in the opinion of the Board of Trustees of the Association, of general benefit to the owners or occupants of the land included in such Subdivision(s); provided, however, that expenditures in excess of \$1,000.00 must be ratified by a vote of sixty-six and two-thirds (66 2/3%) of the membership.

Section 3. Lien for Assessments

Eastwicke Farms Homeowners Association shall have a lien on all the participating lots in Eastwicke Subdivision to secure the payment of annual assessment for maintenance due, and to become due, and the record owners of such lots shall be personally liable for all annual assessment for maintenance.

Upon demand, the Eastwicke Farms Homeowners Association shall furnish to any owner or mortgagee or person interested a certificate showing the unpaid annual assessment for maintenance against any lot or lots.

The Association may, in its discretion, subordinate in writing, for limited periods of time, the liens of the Association against any lot or lots for the benefit or better security of a mortgage.

ARTICLE VI
Notice

Section 1. Notice

Whenever, according to these Bylaws, a notice shall be required to be given to any member or Trustee, it shall not be construed to mean personal notice, but such notice may be given in writing by depositing the same in a post office in Summit County, Ohio, in a postpaid envelope, addressed to such member or Trustee at his address as the same appears on the books of the Corporation, and the time when such notice is mailed shall be deemed the time of the giving of such notice.

Section 2. Waiver of Notice

Any notice required to be given by these Bylaws may be waived by the person entitled thereto.

ARTICLE VII
Fiscal Year

Section 1. Fiscal Year

The fiscal year of the Corporation shall begin on the 1st day of January, and terminate on the 31st day of December each year.

ARTICLE VIII
Amendment of Bylaws

Section 1. Establishment of the Bylaws Committee

The Vice President, with the approval of the Board of Trustees, shall appoint four (4) members in good standing to serve on the Bylaws Committee.

Section 2. Duties of the Bylaws Committee

The Bylaws Committee shall meet from time to time as necessary to review all proposals to amend the bylaws and to make formal recommendations to the Board of Trustees.

Section 3. Procedure for Amending the Bylaws

A. Any member in good standing may submit a proposed amendment in writing to the Board of Trustees no later than ninety (90) days prior to the annual meeting. Proposals may be mailed to the President or presented to the full Board at a scheduled Board meeting.

B. These proposals will then be referred to the Bylaws Committee for review.

C. The Vice President shall present the recommendations of the Bylaws Committee to the Board of Trustees no later than sixty (60) days prior to the annual meeting.

D. The Board of Trustees shall review the recommendations of the Bylaws Committee and, by majority, vote to support or oppose the proposed amendments.

E. All proposed amendments, and the Board of Trustee's position thereon, shall be mailed to every member in good standing no later than thirty (30) days prior to the annual meeting.

F. The membership shall vote on ratification of the proposed amendment at the annual meeting following the guidelines outlined in Article III.

G. All homeowners shall be notified of ratified amendments to the Bylaws no later than thirty (30) days after the annual meeting.

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