

BY-LAWS  
OF EMERALD WOODS HOMEOWNERS ASSOCIATION, INC.

an Ohio Non-Profit Corporation

ARTICLE I  
**Membership**

SECTION 1. Members. Membership in EMERALD WOODS HOMEOWNERS ASSOCIATION, INC., an Ohio non-profit corporation (hereinafter called the "Corporation") shall be open to those persons as described under Article I, Membership, in Declaration of Covenants and Restrictions for Emerald Woods Subdivision ("The Declaration").

SECTION 2. Membership Fees. Membership Fees and the manner of payment thereof shall be as set by resolution of the Board of Directors of the Corporation. Any member who becomes thirty (30) days delinquent in payment of Membership Fees shall have voting rights suspended and collection action taken as defined in The Declaration, Article III, Section 6, however, any suspended voting rights shall be reinstated upon full payment of all unpaid Membership Fees including any arrearage fee as set by the Board of Directors. Membership Fees are due and payable by January 30th of each year starting with the year of Sublot ownership. Fees shall be pro-rated by the month and the membership fee can be changed by 51% majority of the members.

ARTICLE II  
**Meetings of Members**

SECTION 1. Place of Meetings. Every meeting of the members of the Corporation shall be held at the location selected by the Board and shall be specified or fixed in the respective notices signed by the President or Secretary.

SECTION 2. Annual Meetings. Each annual meeting of the members of the Corporation for the election of directors and for the transaction of such other business as may properly come before the meeting shall be normally held in the third week of October of each year.

SECTION 3. Special Meetings. Special meetings of the members for any purpose or purposes, unless otherwise regulated by statute, may be called by the President of the Board, or at the request in writing of a majority of the members of the Board of Directors of the Corporation, or at the request in writing of fifty-one percent (51%) of the members of the Corporation. Such request shall state the purpose or purposes of the proposed meeting. The business transacted at all special meetings shall be confined solely to the objects stated in the call.

SECTION 4. Notice of Meetings. Notice of each meeting of the members, stating the time, place and purpose or purposes thereof, shall be deposited in the United States mails by regular mail to, or personally served upon, each member of the Corporation, not less than ten (10) nor more than forty (40) days before the meeting. If mailed, it shall be directed to each member at his address as it appears on the record books of the Corporation unless he shall have filed with the Secretary of the Corporation a

written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request.

SECTION 5. Quorum. Except as otherwise provided by law, the presence in person or by proxy of a majority of the members of the Corporation shall constitute a quorum at any such meeting. Any officer entitled to preside at, or to act as Secretary of such meeting may adjourn such meeting to a date not less than ten (10) nor more than thirty (30) days in the future. Written notice of the date, time and place of said adjourned (re-scheduled) meeting shall be given in the manner provided in Section 4 of Article II. At any such adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally called, provided a quorum is present.

SECTION 6. Voting. Each lot, defined by Article II of The Declaration, shall at each meeting of the members be entitled to one (1) vote, and may vote either in person or by proxy. At all meetings of members, a quorum being present, all matters, except those the manner of deciding upon which is otherwise expressly regulated by law or by the Articles of Incorporation of the Corporation or these By-laws, shall be decided by the vote of a majority, excluding abstentions, of the members voting in person or by proxy and entitled to vote thereat. At the direction of the President of the Corporation or upon demand by fifty-one percent (51%) of the whole membership of the Corporation, or by demand by fifty-one percent (51%) of the all directors, a vote by ballot on any question shall be taken. On a vote by ballot each ballot shall be signed by the member or proxy voting. Except as otherwise required by law or by these By-laws all voting may be viva voce.

### ARTICLE III

#### Directors

SECTION 1. General Powers. The Board of Directors (hereinafter referred to as the "Board"), shall manage the business and affairs of the Corporation and may exercise all such authority and powers of the Corporation and do all such lawful acts and things, including the designation from its number of a President and other Officers, as are not by law, the Articles of Incorporation or these By-laws directed or required to be exercised or done by the members. Directors shall be entitled to be represented counted or vote at meetings of the Board by proxy.

SECTION 2. Number, Qualification and Term of Office. The number of directors of the Corporation shall be five (5). All directors shall be of the age of majority and shall reside full-time within Emerald Woods Subdivision, however no more than one director may reside at any one address. Term of office shall be one year, commencing from the time of election and qualification, until the annual meeting of the members next succeeding his election and until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign, or until he shall have been removed in the manner provided in Section 9 of this Article III. No Director shall serve more than three consecutive years, except that if no qualified candidate is available for a directorship at the time of election, any otherwise qualified candidate may be nominated.

SECTION 3. Election of Directors. At each meeting of the members for the election of directors at which a quorum shall be present, each voting member or proxy entitled to vote shall have (5) votes for Directors. The five (5) highest vote getters will be elected. There shall be no cumulative voting, meaning that each subplot may not vote more

than once for any one candidate. In the event of a tie between one or more candidates for Directorships, there shall immediately be a runoff election, whereby each voting member will receive one vote. Only those tied candidates will be in the runoff election.

SECTION 4. Quorum and Manner of Acting. Except as provided in Section 10 of this Article III, a majority of the whole Board shall constitute a quorum for the transaction of business at any meeting. Any act of a majority, but not less than three affirmative votes, excluding abstentions, of the directors present and voting at any meeting at which a quorum shall be present shall be the act of the Board, except as provided in Section 4 of Article IV and Article X of these By-laws. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum is present thereat. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which such adjournment shall be taken, and at any such adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally called, provided a quorum is present,

SECTION 5. Place of Meeting. The Board may hold its meetings at such place or places within Brecksville, Ohio, or within any adjacent community, as the Board from time to time may determine or as shall be specified or fixed in the respective notices or waivers of notice thereof.

SECTION 6. Annual and Regular Meetings. An annual meeting of the Board for the election of officers of the Corporation and for the transaction of such other business as may properly come before the meeting shall be held within two (2) weeks following the annual meeting of the members of the Corporation. Four Regular meetings of the Board each year shall be held with one each calendar quarter at such times as the Board by resolution may determine at the Annual Meeting of the Board. The Annual meeting shall count as one of the four Regular meetings. If any day fixed for a Regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding business day at said place.

SECTION 7. Special Meetings. Special meetings of the Board shall be held whenever called by the President and shall also be called by the President of the Corporation at the request in writing of a majority of the whole Board.

SECTION 8. Notice of Meetings. Notice of each Special meeting of the Board, stating the time, place and purpose or purposes thereof, shall be deposited in the United States Mail by regular mail to, or personally served upon, Directors and all Members, addressed to him at his residence or usual place of business, at least ten (10) days before the day on which the meeting is to be held, except that when 2/3 of the Board declare the need for a meeting an emergency, then only three (3) day's notice is required for that Special meeting. Notice need not be given to any director if such notice shall be waived in writing by him prior or subsequent to the meeting time, and any business may be transacted by the Board at a meeting at which every member of the Board shall be present, though the meeting is held without notice thereof and/or of the purpose or purposes thereof. All members in good standing shall be entitled to attend any meeting of the Board, except to the extent that a Special meeting of the Board is called for purposes limited to general discussion only in which case no action may be taken. Within (10) ten days after the Annual Board Meeting, the Board shall deliver notice to all members of the dates selected for Regular Meetings, either by United States Mail, addressed to him at his

residence, or usual place of business, or personally served upon him. During all Board meetings, members shall be given up to 15 minutes for general discussion at the beginning of the meeting, and at his or her discretion, the President may recognize any Member, to speak for up to three minutes during the meeting.

SECTION 9. Removal of Directors. Any director may be removed at any time, for failure to attend any two (2) consecutive Regular or Special meetings of the Board either in person or by Proxy, by the majority vote of the Directors, or with or without cause by a majority of the members of the Corporation. Any Director who moves his or her full-time residence outside of Emerald Woods shall be automatically removed from the Board.

SECTION 10. Vacancies. Any vacancy or vacancies in the Board caused by death resignation, or removal of Directors or any other cause, shall be filled only until the next annual meeting by the majority vote of the total number of remaining directors of the Corporation, though less than a quorum.

SECTION 11. Compensation. Directors shall not be entitled to receive from the Corporation compensation, fees or expenses for attendance at directors' meetings and performance of their duties, except the Directors may be reimbursed for out-of-pocket expenses approved by the Board.

SECTION 12. Conflict of Interest. Any Director shall disclose to the Board in writing, any conflict of interest, or potential conflict of interest.

## ARTICLE IV

### Officers

SECTION 1. Number. The Officers of the Corporation shall include the President, a Vice President a Secretary and a Treasurer. In addition, there may be such subordinate officers, agents and employees as shall be appointed in accordance with the provisions of Section 3 of this Article IV.

SECTION 2. Election, Term of Office, Qualification. The officers of the Corporation shall be chosen annually by the Board at its annual meeting, each thereof to hold office until his successor shall have been duly chosen and shall qualify or until his death or until he shall resign, or shall have been removed in accordance with the provisions of Section 4 of this Article IV.

SECTION 3. Subordinate Officers, Etc. The Board may appoint such subordinate officers, agents or employees as the Board may deem necessary or advisable, each of whom shall hold office for such period, have such authority and perform such duties as provided in these By-laws or as the Board may from time to time determine.

SECTION 4. Officer Removal. Any officer of the Board may be removed from his office (but not from the Board itself), either with or without cause, at any time, by resolution duly adopted by a majority of the whole Board, or by a 51% majority of the membership, or in the case of an officer appointed, by any committee or officer, upon whom such power of removal may be conferred by the Board.

SECTION 5. Vacancies. A vacancy in any office, because of death, resignation, removal or any other cause, shall be filled for the remaining portion of the term at a special or regular meeting of the Board in the manner as otherwise prescribed in Sections 2 and 3 of this Article IV for election or appointment to such office.

SECTION 6. The President. The President with input from Directors, shall

prepare a meeting agenda for each meeting of the Board, cause delivery of said agenda to all board members prior to the date of the Board meeting, and if present, preside at each meeting of the members. The President shall see that all orders and resolutions of the Board are carried into effect. He may sign, execute and deliver in the name of the Corporation contracts or other instruments only as authorized by the Board, except in cases where the signing execution or delivery thereof shall be expressly delegated by the Board or by these by-laws to designated officers or agents of the Corporation or where any thereof shall be required by law or the Board otherwise to be signed, executed and delivered, and the President may affix the seal of the Corporation to any instrument which shall require it. In general, the President shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to him by these by-laws or by the Board.

SECTION 7. Vice President The Vice President shall have such powers and perform such duties as the Board or the President may from time to time prescribe and shall perform such other duties as may be prescribed by these by-laws. At the request of the President or in case of his absence or inability to act, the Vice President shall perform the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall serve as parliamentarian, and generally enforce Robert's Rules of Order.

SECTION 8. The Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all the funds of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name of and to the credit of the Corporation in such banks or other depositories as may be designated by the Board; the Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and to the directors at the annual, regular and special meetings of the Board or whenever they may require it, a statement of all his transactions as Treasurer and an account of the financial condition of the Corporation; and, in general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to the Treasurer by the Board. The Treasurer shall prepare a budget, and shall be responsible for notifying members of any past due fees, assessments or fines.

SECTION 9. The Secretary. The Secretary shall act as secretary of, and cause to be kept the minutes of all meetings of the Board and of the members; the Secretary shall cause to be given notice of all meetings to the members and directors; the Secretary shall be custodian of the seal of the Corporation and shall affix the seal, or cause it to be affixed, to all documents the execution of which on behalf of the Corporation under its seal shall have been specifically or generally authorized by the Board; the Secretary shall have charge of the minute book and also of the other books, records and papers of the Corporation relating to its organization as a corporation, and shall see that the reports, statements and other documents required by law are properly kept or filed; and the Secretary shall in general perform all the duties incident to the office of Secretary and such other duties as may from time to time be assigned to the Secretary by the Board.

SECTION 10. Salaries. The officers of the Board shall not receive compensation, fees or expenses for services rendered on behalf of the Corporation, except that officers may be reimbursed for out-of-pocket expenses approved by the Board.

ARTICLE V  
**Resignations**

Any member, officer or director of the Board may resign at any time by giving written notice of such resignation to the President or the Secretary of the Board. Such resignation shall take effect at the time specified therein or, if no time be specified therein, at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

ARTICLE VI  
**Committees**

To the extent authorized by a majority of the owners of lots located within Emerald Woods Subdivision, the Board of Directors can, at their discretion, establish a committee consisting of not more than five (5), nor less than three (3) members in good standing, to serve as needed. The committee shall report to the Board of Directors and seek consultation therefrom prior to taking any action.

ARTICLE VII  
**Contracts, Checks, Drafts, Bank Accounts, Etc.**

SECTION 1. Execution of Contracts. In addition to the provisions of Article IV, Section 6 of these By-laws, the Board may authorize any officer or officers, agent or agents, in the name and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority will be confined to specific instances; and, unless so authorized by the Board, no officer or agent or employee shall have any power of authority to bind the Corporation by any contract or engagement or the pledge its credit or to render it pecuniarily liable for any purpose or to any amount.

SECTION 2. Expenditures. The Board may authorize expenditures up to a total of \$2500.00 per calendar year, for association expenses which must include but are not limited to, the electric bills for lighting of the front entrance and the landscape maintenance of the front entrance, any expenditure which when added with all other prior expenditures and projected lighting and landscape maintenance expenses for the calendar year, totals in excess of \$2500.00, must be approved by a 4/5 majority of the Board and a majority of all the members of the corporation present in person or by proxy, at a meeting called for that purpose at which a majority of the members of the Corporation are in attendance.

SECTION 3. Check, Drafts, Etc. All checks, drafts and other orders for the payment of monies out of the funds of the Corporation and all notes or other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board. Any check written in excess of \$350.00 shall require two signatures, including the Treasurer and any other officer, normally the President.

SECTION 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust

companies or other depositories as the Board may select or may be selected by any officer or officers, agents of the Corporation to whom such power may from time to time be delegated by the Board. For the purpose of such deposit, The President, Vice President, Treasurer, the Secretary or any other officer or agent or employee of the Corporation to whom such power may be delegated by the Board may endorse, assign and deliver checks, drafts and other orders for the payment of monies which are payable to the order of the Corporation.

## ARTICLE VIII

### **Offices. Books and Closing of Books**

SECTION 1. Offices. The principal office of the Corporation shall be at such place within the State of Ohio as the Board may determine. Normally it will be the President's residence.

SECTION 2. Books. There shall be kept at the principal office of the Corporation or the office of the Corporation's attorneys at law correct books of all the business and transactions of the Corporation, a copy of these by-laws and the minute book of the Corporation.

## ARTICLE IX

### **Seal**

The Board shall adopt a Corporate Seal, which shall be in the form of a circle and shall be. ar the name of the Corporation and words and figures indicating the year and state of which the Corporation was incorporated and such other words or figures as the Board may approve.

## ARTICLE X

### **Fiscal Year**

The fiscal year of the Corporation shall be the calendar year or as determined by the Board.

## ARTICLE XI

### **Amendments**

These by-laws, or any of them, may be altered, amended or repealed, or new by-laws may be made, by majority vote of the members of the Corporation present at a meeting called for such purpose at which a majority of the members of the Corporation are in attendance.

Adopted by the Members the 8th day of November, 1995.

---

President