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BYLAWS
OF

WINDSOR WOODS MASTER HOMEOWNERS ASSOCIATION, INC.

A Corporation Not for Profit
Under the Laws of the State of Ohio

VOL. 98-11834 PAGE 56

These are the Bylaws of WINDSOR WOODS HOMEOWNERS ASSOCIATION, INC. (hereinafter for convenience called the "Association"), a corporation not for profit, incorporated under the laws of the State of Ohio.

ARTICLE I
ASSOCIATION

Section 1.1. Office. The initial registered office of the Association shall be at 320 Orchardview, Seven Hills, Ohio 44131, or such other place as shall be designated by its Board of Trustees.

Section 1.2. Fiscal Year. The fiscal year of the Association shall be January 1 to December 31 of each year.

ARTICLE II
DEFINITIONS

Section 2.1. Definitions. All terms defined in the Master Declaration of Covenants, Conditions, and Restrictions for Windsor Woods recorded in the public records of Cuyahoga County, Ohio (the "Declaration"), shall have the same meanings when used herein.

ARTICLE III
MEMBERSHIP

Section 3.1. Membership. The members of the Association shall be as provided for in Article V of the Articles of Incorporation.

ARTICLE IV
VOTING RIGHTS

Section 4.1. Voting Rights. Each class of membership shall have the voting rights set forth in Article V of the Articles of Incorporation.

ARTICLE V
BOARD OF TRUSTEES

Section 5.1. Selection; Terms of Office. Until the time at which the Class B membership terminates, the Board of Trustees shall consist of three (3) persons, who need not be members and who shall be selected at the times and in the manner set forth in Section 5.2 hereof. After the time at which the Class B membership terminates, the Board of Trustees shall be elected at the time set forth in

Section 5.3 hereof and in the manner set forth in Article VI of these Bylaws.

Section 5.2. Designation of Trustees by the Class B Member. Until the time at which the Class B membership terminates, as provided in Article V of the Articles of Incorporation, the Board of Trustees shall consist of three (3) persons who shall be appointed by the Class B Member.

Any Trustee or Trustees appointed by the Class B Member may be removed at any time, with or without cause, by the Class B Member at any regular or special meeting or by written action without a meeting, and the successor of such removed Trustee may be designated by the Class B Member.

Section 5.3. Election of Trustees by the Class A Members. After the time at which the Class B membership terminates as provided in Article V of the Articles of Incorporation, unless and until a majority of the Board of Trustees elects to increase the size of the Board, the Board shall consist of three (3) members who shall be elected in the following manner:

5.3.1. The incumbent Board of Trustees designated by the Class B Member shall hold office until the election of their successors by the Class A members at the first meeting of the Class A Members which shall be held for this purpose not later than six (6) months after the termination of the Class B membership.

5.3.2. At the first meeting of the Class A Members held for such purpose, unless the number of members of the Board of Trustees is expanded by the majority vote of the Board of Trustees, there shall be elected in the manner set forth in Article VI of these Bylaws three (3) Trustees, one for a term of 3 years, one for a term of 2 years, and one for a term of 1 year.

Section 5.4. Vacancies. Vacancies on the Board of Trustees shall be filled by the majority of the remaining Trustees, any such appointed Trustee to hold office until his or her successor is elected by the Class A Members or appointed by the Class B Member, as the case may be, who are entitled to elect the Trustee at the next annual meeting of the Members or at any special meeting duly called for that purpose.

ARTICLE VI ELECTION PROCEDURE

Section 6.1. Election of Trustees. Votes cast for persons nominated for election to the Board of Trustees shall be by written ballot as hereinafter provided. The persons receiving the largest number of votes shall be elected.

Section 6.2. Nominations Committee. Nominations for a full slate of Trustees for election to the Board of Trustees by the Class A Members shall be made by the Nominations Committee. The Nominations Committee shall consist of three (3) persons appointed each year by the Board of Trustees, one (1) of whom shall be a trustee, and two (2) of whom shall be non-trustees. Members of the Nominations Committee shall be appointed each year by the Board of Trustees at least sixty (60) days before the date on which the election of Trustees is to be held. The slate of Trustees to be nominated by the Nominations Committee shall be completed at least thirty (30) days before the date of such election.

In addition, nominations for the Board of Trustees may be made by petition signed by any voting Member of the Association, provided that such petition is filed with the Secretary of the Association at least ten (10) days before the date of the meeting at which the Trustees are to be elected.

No nominations may be made from the floor at the meeting at which Trustees are to be elected.

Section 6.3. Ballots. All elections to the Board of Trustees shall be made on a written ballot which shall (a) describe the vacancies to be filled and (b) set forth the names of those nominated by the Nominations Committee for such vacancies and those nominated by any petition timely filed with the Secretary of the Association.

Section 6.4. Voting Procedures. The person designated by the Owners of a Lot or Block to cast the vote of the Owner thereof shall receive the ballot for such Lot or Block at or prior to the Annual Meeting. After the ballots are marked, they shall be turned over to an Elections Committee which shall consist of three (3) members appointed by the Board of Trustees. The Elections Committee shall then adopt a procedure which shall establish that the number of ballots turned in by each member correspond with the number of Lots or Blocks owned by such member identified on the ballot as reflected in the records of the Association. The procedure shall be taken in such a manner that the vote of any member shall not be disclosed to anyone, including the Elections Committee.

The result of the election shall be announced at the Annual Meeting and, if desired by the Board, by written announcement to the members. After the announcement of the results by the Elections Committee, unless a review of the procedure is demanded by thirty-five percent (35%) of the members casting ballots in the election within ten (10) days after the election, the ballots shall be destroyed and the results shall thereupon be final.

ARTICLE VII POWERS AND DUTIES OF THE BOARD OF TRUSTEES

Section 7.1. Powers. The Board of Trustees shall have the powers set forth in the Articles of Incorporation and as provided by Ohio law.

Section 7.2. Trustee Absences. In the event that any member of the Board of Trustees of the Association shall be absent from three (3) consecutive regular meetings of the Board of Trustees, the Board may at the meeting during which said third absence occurs, declare the office of said absent Trustee to be vacant and the provisions relating to the filling of a vacancy of the Board of Trustees as set forth in these Bylaws shall become operative.

Section 7.3. Duties. It shall be the duty of the Board of Trustees:

7.3.1. To keep a complete record of all its acts and corporate affairs and to make reports of major acts and financial condition to the Members at the annual meeting or by written report in lieu of a report at the annual meeting.

7.3.2. To supervise all officers, agents, and employees of the Association.

7.3.3. To fix the amount of the annual Assessment against each Lot or Block owned by a Member at least thirty (30) days in advance of the date any payment of such Assessment is due.

7.3.4. To prepare and maintain a roster of the Lots or Blocks, and the Owners thereof and Assessments applicable thereto, which shall be kept in the offices of the Association and shall be open to inspection by any Member, and to send written notice of each Assessment to every Member.

7.3.5. To issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether all assessments, including installments thereof, have been paid and identifying the amount of any unpaid Assessment and the period to which such unpaid Assessment relates. Such certificate shall be conclusive evidence to the person to whom it is addressed of payment of any Assessment which is stated to have been paid.

7.3.6. To obtain and maintain an insurance policy or insurance policies for the protection of the Association covering the Common Area and covering such risks and with such deductible amounts as the Board of Trustees shall determine.

7.3.7. To make available to Owners and to lenders, holders, insurers, or guarantors of any first mortgage, current copies of the Declaration, Articles, Bylaws, rules concerning the project, and the books, records, and financial statements of the Association. "Available" means available for inspection, upon request, during normal business hours or under other reasonable circumstances.

7.3.8. To provide to any holder of a first mortgage, upon written request, a financial statement for the immediately preceding fiscal year.

7.3.9. To make, amend, and rescind from time to time operating rules and regulations governing the use of the Common Area and the Association and to assess fines for violation of the Declaration and the operating rules.

ARTICLE VIII TRUSTEES MEETINGS

Section 8.1. Time and Place. Meetings of the Board of Trustees may be held at any place within or without the State of Ohio. The Board of Trustees shall meet within fourteen (14) days following the close of the Annual Meeting of the Members. Regular meetings of the Board of Trustees may be held at such time and place as shall from time to time be determined by the Board of Trustees.

Section 8.2. Notice. No notice of regular meetings of the Board of Trustees is required, but when the Class B membership is terminated, the schedule for regular meetings of the Board of Trustees shall be published to the Members. If the day for a regular meeting shall fall upon a holiday, the meeting shall be held at the same hour on the first day following which is not a holiday.

Section 8.3. Special Meetings. Special meetings of the Board of Trustees shall be held when called by any officer of the Association or by any Trustee after not less than forty-eight (48) hours notice to each Trustee except in the case of an emergency.

Section 8.4. Waivers, Consents, and Approvals. The transaction of any business at any meeting of the Board of Trustees, however called and noticed, or wherever held, shall be valid as though made at a meeting duly held after regular call and notice if a quorum is present and, if either before or after the meeting, each of the Trustees not present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents, or approval shall be filed with the Association's records and shall be made a part of the minutes of the meeting.

Section 8.5. Quorum. The majority of the Board of Trustees shall constitute a quorum thereof.

Section 8.6. Adjourned Meetings. If at any meeting of the Board there is less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice.

ARTICLE IX OFFICERS

Section 9.1. Officers. The officers shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer and may include such Assistant Secretaries and such Assistant Treasurers as the Board of Trustees may determine. The President shall be a Member of the Board of Trustees.

Section 9.2. Majority Vote. The officers shall be chosen by majority vote of the Trustees.

Section 9.3. Term. All officers shall hold office during the pleasure of the Board of Trustees.

Section 9.4. President. The President shall preside at all meetings of the Board of Trustees, and shall see that orders and resolutions of the Board of Trustees are carried out, and sign all notices, checks, leases, mortgages, deeds, and all other written instruments as may be incidental to the orders and the resolutions of the Board of Trustees and the proper operation of the Association.

Section 9.5. Vice President. The Vice President shall perform all the duties of the President in his or her absence or at the direction of the Board of Trustees.

Section 9.6. Secretary. The Secretary shall be "ex officio" the Secretary of the Board of Trustees, and shall record the vote and keep the minutes of all proceedings in a book to be kept for such purpose. The Secretary shall keep the records of the Association and shall record in a book kept for

such purpose the names of all members of the Association together with their addresses as registered by such members.

Section 9.7. Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Trustees; provided, however, that a resolution of the Board of Trustees shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer shall keep proper books of account and cause financial statements to be made at the completion of each fiscal year. The Treasurer shall prepare the annual budgets to be submitted to the Trustees for review and approval and an annual statement of receipts and disbursements shall be presented to the membership at or before each regular Annual Meeting.

ARTICLE X COMMITTEES

Section 10.1. Standing Committees. The Board of Trustees may appoint such standing committees as it deems desirable. Each standing committee shall include a member of the Board of Trustees. The standing committee may be appointed by the Board of Trustees immediately after each Annual Meeting to serve until the close of the next Annual Meeting.

Section 10.2. Review of Complaints. It shall be the duty of each committee to receive complaints from Members on any matter involving Association functions, duties, and activities in its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to the Board of Trustees.

ARTICLE XI MEETINGS OF MEMBERS

Section 11.1. Annual Meeting. Within six (6) months after the Class B membership terminates, as provided in the Articles of Incorporation, the first regular Annual Meeting of the Association shall be held at a time and place to be set by the Class B Member. Until the time at which the Class B membership terminates, the Class B Member is the sole voting Member of the Association. Unless there are matter requiring the approval of the Class A Members, the Class B Member does not intend to conduct an annual meeting of the Association until the Class B membership terminates. Any action required to be taken prior to termination of the Class B membership that does not require approval of the Class A Members may be taken by any means permitted under Ohio law.

The first Annual Meeting of the Class A Members shall be held on a date selected by the Class B Member which is not later than six (6) months after the termination of the Class B membership. Thereafter, the regular Annual Meeting of the Members shall be held at 7:00 p.m. on the first Tuesday in March of each ensuing year provided, however, if the day is a legal holiday, the meeting shall be held at the same hour on the following Thursday. The place of the Annual Meeting shall be determined by the Board of Trustees.

Section 11.2. Special Meetings. Special meetings of members may be called at any time by the President or by any two (2) or more members of the Board of Trustees. After termination of the Class B Membership, special meetings of Class A Members also may be called upon the written request of the members who have the right to cast one-fifth (1/5) of the total votes entitled to be cast under the provisions of the Articles of Incorporation at the time such written request is made.

Section 11.3. Notice. Notice of meetings of Class A Members shall be given to the Members by the Secretary either personally, or by sending a copy of the notice through the mail, postage thereon fully prepaid, to their addresses appearing on the books of the Association. Each Member shall register such Member's address with the Secretary, and notices of meetings shall be mailed to such address. Notice of any regular or special meeting shall be mailed at least twenty (20) days in advance of the meeting, and shall set forth in general the nature of the business to be transacted.

Section 11.4. Quorum. The presence at the meetings of Members entitled to cast, or of proxies entitled to cast, one-fifth (1/5) of the votes entitled to be cast shall constitute a quorum for any actions unless it is provided otherwise in the Declaration or the Articles of Incorporation, or elsewhere in these Bylaws.

ARTICLE XII PROXIES

Section 12.1. Form of Vote. At all meetings of members, each Member entitled to vote may vote in person or by proxy, except as may be prohibited by law.

Section 12.2. Proxies. All proxies shall be in writing and filed with the Secretary of the Association. No proxy shall extend beyond a period of twelve (12) months, and every proxy shall automatically cease if the person granting the proxy ceases to be a Member.

ARTICLE XIII LENDER'S NOTICES

Section 13.1. Notices. Upon written request to the Association, identifying the name and address of the holder, insurer, or guarantor and the Lot, Unit, or Parcel number on which a security interest is held, any mortgage holder, insurer, or guarantor will be entitled to timely written notice of:

- (a) Any sixty (60) day delinquency in the payment of any assessments or charges owed by the Owner of any Lot, unit, or Parcel on which it holds the mortgage.
- (b) Any action which affects title to Common Area, except for repairs, maintenance, and emergencies.

**ARTICLE XIV
INSURANCE AND FIDELITY BONDS**

Section 14.1. **Insurance/Bonds.** To the extent that coverage is available, the Association will maintain in effect casualty and liability insurance and fidelity bond coverage as specified in the FNMA Lending Guide, Chapter Three, Part 5, Insurance Requirements.

**ARTICLE XV
NO PARTITION OF COMMON AREA**

Section 15.1. No Partition. There shall be no judicial partition of the Common Area or any other part thereof, nor shall any person acquiring any interest in the Common Area or any part thereof seek such judicial partition. This provision may not be amended without the consent of all Members and the holders of all mortgages on Lots, Units, and Parcels.

**ARTICLE XVI
INDEMNIFICATION**

Section 16.1. Indemnity. The Association shall indemnify any person who is or was entitled to indemnification in accordance with the Association's Articles of Incorporation.

**ARTICLE XVII
CONTRACTS**

Section 17.1. Contracts. The Association, prior to termination of the Class B Membership, shall not be bound either directly or indirectly to contracts or leases (including, without limitation, any management contract other than the Community Association Management Agreement between the Association and Windsor Woods) unless there is a right of termination of any such contract or lease, without cause, which is exercisable without penalty at any time after termination of the Class B Membership, upon not more than ninety (90) days notice to the other party.

**ARTICLE XVIII
RESERVES**

Section 18.1. Reserves. The Association is required to establish and maintain an adequate reserve fund for the periodic maintenance, repair, and replacement of improvements to the Common Area and the portions of the Lots, Units, and Parcels which the Association may be obligated to maintain. The fund is to be maintained out of regular assessments for common expenses.

**ARTICLE XIX
INSPECTION OF BOOKS AND PAPERS**

Section 19.1. Inspection. The bookkeeping records of the Association shall at all times, during reasonable business hours, be subject to the inspection by any Member and by any holder of a first mortgage on any Lot, Unit, or Parcel.

**ARTICLE XX
PARLIAMENTARY RULE**

Section 20.1. Parliamentary Rule. Roberts Rules of Order (latest edition) shall govern the conduct of the Association proceedings when not in conflict with the Declaration or the Articles of Incorporation.

**ARTICLE XXI
AMENDMENTS**

Section 21.1. Amendments. Except as otherwise specifically provided herein, until the time at which the Class B membership terminates and the Class A membership is entitled to voting rights, as provided for in the Articles of Incorporation, these Bylaws may be amended upon a majority vote of the Board of Trustees. After such time as the Class A Members shall be entitled to full voting privileges, these Bylaws also may be amended by two-thirds (2/3) of the Members of the Association entitled to vote, except as to those provisions where a greater vote is required.

**ARTICLE XXII
CONFLICTS**

Section 22.1. Conflicts. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.