

CUYAHOGA COUNTY  
OFFICE OF FISCAL OFFICER - 11  
DEED 11/4/2011 2:15:31 PM  
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RECORDING OF  
BYLAWS  
OF  
LAKEHURST HOMEOWNERS ASSOCIATION, INC.

PLEASE CROSS MARGINAL REFERENCE WITH THE MASTER  
DECLARATION OF COVENANTS, CONDITIONS, EASEMENTS AND  
RESTRICTIONS OF LAKEHURST RECORDED AT INSTRUMENT NO.  
200003270088 OF THE CUYAHOGA COUNTY RECORDS.

BYLAWS  
OF  
LAKEHURST HOMEOWNERS ASSOCIATION, INC.

WHEREAS, the Lakehurst Homeowners Association ("Association") was created on or about June 25, 1999, in conjunction with the filing of its Articles of Incorporation with the Ohio Secretary of State's Office; and

WHEREAS, the Association's principal purpose is to maintain and operate the Lakehurst Homeowners Association development located in Bratenahl, Ohio, pursuant to the terms and provisions of the Master Declaration of Covenants, Conditions, Easements and Restrictions of Lakehurst, that were filed for record at Instrument No. 200003270088 of the Cuyahoga County Records; and

WHEREAS, upon the filing of the Articles of Incorporation, the Declarant created and adopted the Bylaws of Lakehurst Homeowners Association, Inc. (the "Bylaws") for conducting the Association's affairs, but did not file the Bylaws for record with the Cuyahoga County Records; and

WHEREAS, Ohio Revised Code Section 5312.02 of the Ohio Planned Community Act requires a copy of the Bylaws to be filed and recorded with the County Recorder, and

WHEREAS, to bring the Association's governing documents in compliance with Section 5312.02, the Association hereby adopts the Bylaws, a copy of which is attached hereto, for filing with the Cuyahoga County Recorder's Office.

NOW THEREFORE, the Lakehurst Homeowners Association, Inc. as adopted by the Association are attached to the Declaration, as "Exhibit A," and set forth as attached hereto.

IN WITNESS WHEREOF, the said Lakehurst Homeowners Association has caused the execution of this instrument this 2 day of November, 2011.

LAKEHURST HOMEOWNERS ASSOCIATION

By: Mel Mellis  
MEL MELLIS, its President

By: Jennifer Raj  
~~ALICIA FANNING~~, its Secretary  
Jennifer Raj

STATE OF OHIO                    )  
  )        SS  
COUNTY OF CUYAHOGA        )

BEFORE ME, a Notary Public, in and for said County, personally appeared the above named Lakehurst Homeowners Association, by its President and its Secretary, who acknowledged that they did sign the foregoing instrument and that the same is the free act and deed of said corporation and the free act and deed of them personally and as such officer.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in Cleveland, Ohio, this 2 day of November, 2011.

M. Katherine Bushey Esq  
NOTARY PUBLIC

This instrument prepared by:  
KAMAN & CUSIMANO, LLC,  
Attorneys at Law  
2000 Terminal Tower  
50 Public Square  
Cleveland, Ohio 44113  
(216) 696-0650

Please place notary stamp/seal here:  
M. Katherine Bushey, Esq.  
My commission does not expire

**BYLAWS OF LAKEHURST HOMEOWNERS ASSOCIATION, INC.**  
**A NOT FOR PROFIT CORPORATION**

**ARTICLE I**

**Name and Location**

Section 1. Name. The name of the corporation shall be LAKEHURST HOMEOWNERS ASSOCIATION, INC.

Section 2. Location: The principal office of the corporation shall be located 1468 W. 9th Street, Suite 135, Cleveland, Ohio 44113, but meetings of members and trustees may be held at such places within the State of Ohio as may be designated by the Board of Trustees.

**ARTICLE II**

**Definitions**

Section 1. "Association" shall mean and refer to LAKEHURST HOMEOWNERS ASSOCIATION, INC., a not-for-profit Ohio corporation, to its successors and assigns.

Section 2. "Common Areas" shall mean the recorded Subdivision Plat for Lakehurst Subdivision which was heretofore filed for record with the office of the Cuyahoga County Recorder on the \_\_\_ day of \_\_\_\_\_, \_\_\_\_ at Volume \_\_\_\_\_, Page \_\_\_\_\_ of Cuyahoga County Records.

Section 3. "Declarant" shall mean and refer to Bratenahl Land Development Co., Ltd., an Ohio Limited Liability Company, its successors and assigns, if such successors or assigns should acquire more than one undeveloped lot from Declarant for purposes of development.

Section 4. "Declaration" shall mean and refer to the Master Declaration of Covenants, Conditions and Restrictions applicable to the Subdivision and recorded on March 24, 2000 with the office of the Cuyahoga County Recorder as Cuyahoga County Recorder's Document Number 200003270088.

Section 5. "Lot" shall mean and refer to any plot of land shown on the recorded subdivision plat with the exception of the Common Areas.

Section 6. "Member" shall mean and refer to those persons entitled to membership in the Association as provided in the Articles of Incorporation and in the Declaration.

Section 7. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Subdivision, including contract sellers, but excluding those holding title merely as security for the performance of an obligation.

Section 8. "Subdivision" shall mean and refer to that certain tract of real property described in the Declaration and as set forth on the recorded subdivision plat and such additions thereto, if any, as may be brought within the jurisdiction of the Association pursuant to the provisions of the Declaration as may be brought.

### ARTICLE III Meetings of Members

Section 1. Annual Meetings. The first annual meeting of Members shall be held on or before December 31, 2000. Subsequent annual meetings of Members shall be held during the month of December each year on a date set by the Trustees of the Association. If the day for the annual meeting of Members is a legal holiday, the meeting will be held at the same hour on the next following day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of Members may be called at any time by the President or by the Board of Trustees.

Section 3. Notice of Meetings. Written notice of each meeting of Members shall be given by, or at the direction of, the secretary or other person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least fifteen (15) but not more than sixty (60) 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 such Member to the Association for the purpose of receiving notice. Such notice shall specify the day, hour, and place of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting, in person or by proxy, of Members entitled to cast a majority of the votes of each class of the membership shall constitute a quorum for authorization of any action, except as may otherwise be provided in the Declaration, the Articles of Incorporation, or these regulations. If a quorum is not present at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Proxies shall be revocable, and the proxy of any owner shall automatically terminate on conveyance by him of his Lot.

Section 6. Action by Written Consent. Any action which could be taken at a Meeting of the membership may also be taken by the Members without a meeting if done in writing with the unanimous written consent of the Members.

#### ARTICLE IV

##### Board of Trustees - Term of Office; First Election; Removal

Section 1. Number. The affairs of the Association shall be managed by a board of three (3) trustees, and shall be either voting Members of the Association or employees, officers, or managers of voting Members of the Association.

Section 2. Term of Office. At the first annual meeting, the Members shall elect one (1) trustee for a term of one (1) year, one (1) trustee for a term of two (2) years, and one (1) trustee for a term of three (3) years; at each annual meeting thereafter, the Members shall elect one (1) trustee 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 vote of the Members of the Association. In the event of death, resignation, or removal of a trustee, his successor shall be selected by the remaining Members of the board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No trustee shall receive compensation for any service he may render to the Association. However, any trustee may be reimbursed for his actual expenses incurred in the performance of his duties.

#### ARTICLE V

##### Board of Trustees: Nomination and Election

Section 1. Nomination. Nomination for election to the Board of Trustees shall be by nominating committee. However, nominations may also be made from the floor at any annual meeting of the Members. The nominating committee shall consist of a chairman who shall be a member of the Board of Trustees, and two or more Members of the Association. The committee shall be appointed by the Board of Trustees prior to each annual meeting to serve from the close of such meeting until the close of the next annual meeting, and such appointment shall be announced at each annual meeting. The nominating committee shall make as many nominations for election to the Board of Trustees as it shall in its discretion determine, but in no event shall it nominate less than the number of vacancies to be filled.

Section 2. Election. Election to the Board of Trustees shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. Persons receiving the largest number of votes shall be elected.

**ARTICLE VI**  
**Board of Trustees - Meetings**

Section 1. Regular Meetings. Regular meetings of the Board of Trustees shall be held quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the board. In the event the regular date for a meeting falls on a legal holiday, such meeting shall be held at the same time on the next following day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Trustees shall be held when called by the president of the Association, or by any one (1) trustee, after not less than three (3) days notice to each trustee.

Section 3. Quorum. A majority of the trustees shall constitute a quorum for the transaction of business. Every act performed or decision made by a majority of trustees present at a duly held meeting in which a quorum is present shall constitute the act or decision of the board.

Section 4. Action by Written Consent. Any action which could be taken at a meeting of the trustees may also be taken by the trustees without a meeting if done in writing with the unanimous written consent of the trustees.

**ARTICLE VII**  
**Board of Trustees - Powers and Duties**

Section 1. Powers. The Board of Trustees shall have power to:

- (a) Suspend the voting rights of any Member during any period in which such Member is in default in the payment of any assessment levied by the Association.
- (b) Exercise on behalf of the Association all powers, duties, and authority vested in or delegated to the Association and not specifically reserved to the membership by the Declaration, Articles of Incorporation, or by other provisions of these regulations;
- (c) Declare the office of a member of the Board of Trustees to be vacant in the event that such member is absent from three (3) consecutive regular meetings of the Board of Trustees; and
- (d) Employ a manager, independent contractors, and such other employees as they may deem necessary, and to prescribe their duties.
- (e) Levy and collect such assessments as shall be necessary in order to permit the Association to fulfill its responsibilities as set forth in the Declaration and as set forth herein.

Section 2. Duties. It shall be the duty of the Board of Trustees 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, or at any special meeting at which such a statement is requested in writing by one-third (1/3) of the Class B Members entitled to vote thereat;

(b) Supervise all officers, agents, and employees of the Association and see that their duties are properly performed;

(c) As provided in the Declaration and herein, to:

- (1) Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
- (2) Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
- (3) Foreclose the lien against any property for which assessments are not paid within thirty (30) days after the due date, or to bring an action at law against the owner personally obligated to pay the same.

(d) Issue, or cause an appropriate officer to issue, on demand by any person, a certificate setting forth whether or not any assessment has been paid. A statement in a certificate to the effect that an assessment has been paid shall constitute conclusive evidence of such payment. The board may impose a reasonable charge for the issuance of these certificates;

(e) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(f) Cause the individual on lot sewage system serving each Lot to be maintained, repaired, replaced and inspected as provided in the Declaration.

**ARTICLE VIII**  
**Officers and Their Duties**

Section 1. Enumeration of Offices. The officers of the Association shall be a president and vice president, who shall at all times be members of the Board of Trustees, and a secretary, treasurer, and such other officers as the board may from time to time by resolution create.



Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Trustees following each annual meeting of Members.

Section 3. Term. The officers of the Association shall be elected annually by the board. Each shall hold office for a term of one (1) year unless he shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 4. Special Appointments. The board may elect such other officers as the affairs in 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 5. Resignation and Removal. Any officer may be removed from office by the board at any time with or without cause. 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 unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment of the board. The officer appointed to such vacancy shall serve for the unexpired term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

(a) President. The president shall preside at all meetings of the Board of Trustees; shall see that orders and resolutions of the board are carried out; shall sign all leases, mortgages, deeds, and other instruments, and shall co-sign all checks and promissory notes.

(b) Vice President. The vice president shall act in the place of the president in the event of his absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him by the board.

(c) Secretary. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the board and of the Members; keep the corporate seal of the Association and affix it to all papers so requiring; serve notice of meetings of the board and of Members; keep appropriate current records showing the Members of the Association together with their addresses; and perform such other duties as may be required by the board or by law.

(d) Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all funds of the Association, and shall disburse such funds as directed by resolution of the Board of Trustees; shall sign all checks and promissory notes of the Association; shall keep proper books of account; shall cause an annual audit of the Association books to be made by

a certified public accountant at the completion of each fiscal year; and shall prepare an annual budget and statement of income and expenditures, a copy of which documents shall be delivered to each Member, and a report on which shall be given at the regular annual meeting of Members.

#### ARTICLE IX Committees

The Association shall appoint an architectural committee, and a nominating committee as provided in Article V of these regulations. In addition, the Board of Trustees may appoint such other committees as it may deem appropriate in the performance of its duties.

#### ARTICLE X Assessments

Each Member is obligated to pay to the Association annual and special assessments which are deemed necessary and appropriate by the Trustees in order to permit the Association to exercise its powers and to discharge its duties and responsibilities, which assessments are secured by a continuing lien on the lot of each Member. Any assessments which are not paid when due are considered delinquent. If an assessment is not paid within thirty (30) days after the due date, the assessment bears interest from the date of delinquency at the rate of twelve percent (12%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same, or may foreclose the lien against his property. Interests, costs, and reasonable attorneys' fees of any such action shall be added to the amount of any assessment due. No Owner may waive or otherwise escape liability for assessments by abandonment of his Lot.

#### ARTICLE XI Books and Records; Inspection

The books, records, and papers of the Association shall be subject to inspection by any Member during ordinary business hours. The Declaration, Articles of Incorporation, and regulations of the Association shall be available for inspection by any Member at the principal office of the Association, where copies shall be made available for sale at a reasonable price.

#### ARTICLE XII Fiscal Year

The fiscal year of the Association shall be the calendar year, except that the first fiscal period shall begin on the date of incorporation and shall end on December 31st of the year of incorporation.

**ARTICLE XIII**  
**Indemnification**

The Association shall indemnify its officers, trustees, employees and agents to the extent permitted by the General Corporation Law of Ohio.

~~The indemnification provided by this Article shall not be deemed exclusive of, or in any way to limit any other rights to which any person seeking indemnification may be or may become entitled as a matter of law, by the articles, regulations, agreements, insurance, vote of Members, vote of disinterested trustees, or otherwise, with respect to action in his official capacity, and shall continue to a person who has ceased to be a trustee, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.~~

The Association may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee, or agent of the Association or is or was serving at the request of the Association as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status, as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article, or of the Ohio General Corporation Law.

If any part of this Article shall be found, in any action, suit or proceeding, to be invalid or ineffective, the validity and the effect of the remaining parts shall not be affected.

**ARTICLE XIV**  
**Amendments**

These regulations may be amended, at a regular or special meeting of Members, by vote of a majority of a quorum of Members present in person or by proxy.

**ARTICLE XV**  
**Conflicts**

In the case of any conflict between the Articles of Incorporation and these regulations, the Articles shall control; in the case of any conflict between the Declaration and these regulations, the Declaration shall control.