

**BY-LAWS (Code of Regulations) of
TUSCAN RIDGE CONDOMINIUM ASSOCIATION**

The within By-Laws ("By-Laws") are executed and attached to the Declaration of Condominium Ownership for **TUSCAN RIDGE CONDOMINIUMS**, pursuant to Chapter 5311 of the Ohio Revised Code. The purpose of the By-Laws is to provide for the establishment of a Unit Owner's Association for the governance of the Condominium Property in the manner provided by the Declaration and these By-Laws. All present or future Unit Owners or Occupants, or any other person who might be subject to the covenants, provisions or regulations contained in the Declaration and these By-Laws shall be subject to any restrictions, conditions or regulations hereinafter adopted by the Board of Directors. The mere acquisition or occupancy of any of the Units located within the Condominium Property described in the Declaration will constitute acceptance and ratification of the Declaration and these By-Laws and the rules and regulations adopted pursuant thereto and hereto. These By-Laws shall constitute the Code of Regulations of the Association for the purposes of the Ohio Nonprofit Corporation Law.

ARTICLE I

NAME AND LOCATION

The name of the Association is the Tuscan Ridge Condominium Association (the "Association") which corporation, not-for-profit is created pursuant to the provisions of Chapter 1702 of the Revised Code of Ohio, and which Association is also created pursuant to the provisions of Chapter 5311 of the Revised Code of Ohio as the Unit Owner's Association for Tuscan Ridge Condominiums. The principal office of the Association shall be as set forth in its Articles of Incorporation (the "Articles") and the place of meetings of Unit Owners (members) and of the Directors of the Association shall be at such place in Summit County, Ohio, as the Board of Directors (the "Board") may from time to time designate.

ARTICLE II

DEFINITIONS

All of the terms used herein shall have the same meaning ascribed to such terms in the Declaration of Tuscan Ridge Condominiums unless the context clearly indicates to the contrary.



55593748
Pg: 60 of 91
01/06/2009 12:05P
CONDO 1268.00

ARTICLE III

UNIT OWNERS (MEMBERS)

Section 3.1 Composition. Each Unit Owner, as defined in the Declaration, is a member of the Association. Such membership shall terminate upon the sale or other disposition by such member of his, her or its Unit, at which time the new Unit Owner of such Unit shall become a member of the Association.

Section 3.2 Annual Meetings. Regular annual meetings of the Unit Owners shall be held in the first calendar quarter of each year hereafter, on a date and at an hour established, from time to time, by the Board.

Section 3.3 Special Meetings. Special meetings of the Unit Owners may be called at any time by the president or by the Board, upon written request of the Declarant, or upon written request of Unit Owners other than Declarant entitled to exercise one-fourth (1/4) or more of the voting power of Unit Owners other than the Declarant, and when required by the Condominium Act. Special meetings shall be presided over and conducted by the president, or in his or her absence, the secretary. Unless otherwise indicated in the notice thereof, any business may be transacted at any organizational, regular or special meeting.

Section 3.4 Notice of Meetings. Written notice of each meeting of Unit Owners shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least seven (7) days before such meeting, to each Unit Owner entitled to vote thereafter, addressed to the Unit Owner's address last appearing on the books of the Association, or supplied by such Unit Owner to the Association for the purpose of notice, or by delivering a copy of that notice at such address at least seven (7) days before the meeting. The notice shall specify the place, date and hour of the meeting, and, in the case of the special meeting, the purpose of the meeting. Notice of such meeting may be waived in writing by those entitled to notice.

Section 3.5 Quorum. The presence at any duly called and noticed meeting, in person or by proxy, of Unit Owners entitled to cast at least twenty-percent (20%) of the voting power of the members shall constitute a quorum for such meeting. Unit Owners entitled to exercise a majority of the voting power of Unit Owners represented at a meeting may, at any time, adjourn such meeting. If any meeting is so 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.

Section 3.6 Proxies. At any meeting of the Unit Owners a Unit Owner may vote in person or by proxy. All proxies shall be in writing and filed with the secretary prior to the meeting. Every proxy shall be revocable and shall automatically cease upon a conveyance by a Unit Owner of his, her or its Unit. The person appointed as proxy need not be a member of the Association.



55593748
Pg: 61 of 91
01/06/2009 12:05P
CONDO 1258.00

Section 3.7 Voting Power. Except as otherwise provided in the Condominium Organizational Documents, or these By-Laws, a majority of the voting power of Unit Owners voting on any matter that may be determined by the Unit Owners at a duly called and noticed meeting shall be sufficient to determine that matter. The rules of Roberts Rules of Order shall apply to the conduct of all meetings of Unit Owners except as otherwise specifically provided in the Condominium Organizational Documents or these By-Laws.

Section 3.8 Action in Writing Without Meeting. Any action that could be taken by Unit Owners at a meeting may be taken without a meeting with the affirmative vote or approval, in writing or writings, of Unit Owners having not less than a majority of the voting power of all Unit Owners, or such greater proportion of the voting power as may be required by the Condominium Organizational Documents, or the By-Laws. Such writing or writings may be circulated and signed by the Unit Owners in counterparts.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 Initial Directors. The initial Directors shall be those three (3) persons named as the initial Directors in the Articles, or such other person or persons as may from time to time be substituted by the Declarant.

Section 4.2 Successor Directors. The number, times of election, and terms of office of those who will serve as Directors of the Association to succeed the initial Directors, shall be as provided in the Declaration and these By-Laws. Directors shall be elected from among the Unit Owners or if a Unit Owner is married, the spouse of any such Unit Owner may be nominated and elected as a Director. If a Unit Owner is not an individual, such Unit Owner may nominate any principal, member of a limited liability company, partner, director, officer, or employee of such Unit Owner and, if elected, such person may serve as a Director.

Section 4.3 Removal. Excepting only Directors named in the Articles or selected by Declarant, any Director may be removed from the Board with or without cause, by the vote of Unit Owners holding at least sixty-seven percent (67%) of the voting power of the Unit Owners. In the event of the death, resignation or removal of a Director other than one named in the Articles or a substitute selected by the Declarant, such Director's successor shall be selected by the remaining members of the Board and shall serve until the next annual meeting of Unit Owners, when a Director shall be elected to complete the term of such deceased, resigned or removed Director. Declarant shall have the sole right to remove, with or without cause, any Director designated in the Articles, or a substitute elected by the Declarant, and select a successor of any Director so selected who dies, resigns, is removed or leaves office for any reason before the election of Directors by all of the Unit Owners as provided in the Declaration.

Section 4.4 Nomination. Nominations for the election of Directors to be elected by the Unit Owners shall be made by a nominating committee. Nominations may also be made from the floor at the meetings. The nominating committee shall consist of a chairman, who shall



55593748

Pg: 62 of 91
01/05/2009 12:05P
CONDO 1268.00

John A Donofrio, Summit Fiscal Officer

be a member of the Board, and two (2) or more Unit Owners appointed by the Board. The nominating committee shall make as many nominations for election to the Board as it shall, in its discretion, determine, but no less than the number of vacancies that are to be filled.

Section 4.5 Election. Election to the Board by the Unit Owners shall be by secret written ballot. At such elections, the Unit Owners or their proxies may cast, in respect to each vacancy, such voting power as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected, and likewise, those receiving the largest number of votes shall be elected to the longest terms. Cumulative voting is not permitted.

Section 4.6 Compensation. Unless otherwise determined by the Unit Owners at a meeting duly called and noticed for such purpose, no Director shall receive compensation for any service rendered to the Association as a Director. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

Section 4.7 Regular Meetings. Regular meetings of the Board shall be held no less than quarterly, without notice, on such date and at such place and hour as may be fixed from time to time by resolution of the Board.

Section 4.8 Special Meetings. Special meetings of the Board shall be held when called by the president of the Board, or by any two (2) Directors, after not less than three (3) day's notice to each Director.

Section 4.9 Quorum. The presence at any duly called and noticed meeting, in person or by proxy, of Directors entitled to cast a majority of the voting power of all Directors shall constitute a quorum for such meeting.

Section 4.10 Voting Power. Except as otherwise provided in the Condominium Organizational Documents, or the By-Laws, vote of a majority of the Directors voting on any matter that may be determined by the Board at a duly called and noticed meeting at which a quorum is present shall be sufficient to determine that matter.

Section 4.11 Conduct of Meetings. Unless otherwise determined by the Board, meetings of the Board shall be open to all Unit Owners. The Board shall have the prerogative to close its meetings to all non-Board members whenever the same is necessary or convenient to the efficient administration of the Board's affairs. A meeting of the Board may be held by any method of communication, including electronic or telephonic communication provided that each member of the Board can hear (in the case of telephonic) or view (in the case of other electronic methods), participate and respond to every other member of the Board.

Section 4.12 Action in Writing Without Meeting. Any action that could be taken by the Board at a meeting may be taken without a meeting with the affirmative vote or approval, in writing or writings, of all of the Directors. All actions shall be filed with the minutes and proceedings of the Board.



John A Donofrio, Summit Fiscal Officer

55593748

Pg: 63 of 91
01/06/2009 12:05P
CONDO 1268.00

Section 4.13 Powers. The Board shall exercise all powers and authority, under law, and under the provisions of the Condominium Organizational Documents, that are not specifically and exclusively reserved to the Unit Owners by law or by other provisions thereof, and without limiting the generality of the foregoing, the Board shall have the right, power and authority to:

4.13.1 take all actions deemed necessary or desirable to comply with all requirements of the law, and the Condominium Organizational Documents;

4.13.2 obtain insurance coverage no less than that required pursuant to the Declaration.

4.13.3 enforce the covenants, conditions and restrictions set forth in the Declaration;

4.13.4 repair, maintain and improve the Common Elements;

4.13.5 establish, enforce, levy and collect assessments as provided in the Declaration;

4.13.6 adopt and publish rules and regulations:

4.13.6.1 governing the use of the Common Elements and the personal conduct of Unit Owners, Occupants and their respective employees, guests, invitees and customers thereon;

4.13.6.2 detailing the procedures for discharging the Association's responsibilities with regard to the administration of the Condominium Property;

4.13.6.3 governing any aspect of the Condominium Property that is not required by statute to be governed by the Declaration or these By-Laws; and

4.13.6.4 establishing penalties for the infraction thereof.

4.13.7 suspend the voting rights and use of recreational facilities of a Unit Owner during any period in which such Unit Owner shall be in default and the payment of any assessment levied by the Association (such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for each infraction of published rules and regulations or of any provisions of the Condominium Organizational Documents);

4.13.8 declare the office of a member of the Board to be vacant in the event such Director shall be absent from three (3) consecutive regular meetings of the Board;

4.13.9 authorize the officers to enter into one or more agreements necessary or desirable to fulfill the purposes and objectives of the Association and to facilitate the efficient operation of the Condominium Property; (it shall be the primary purpose of such



55593748
Pg: 64 of 91
01/06/2009 12:05P
CONDO 1268.0P

management agreements to provide for administration, management, repair and maintenance as provided in the Declaration, and the receipt and disbursement of funds as may be authorized by the Board. The terms of any management agreements shall be determined by the Board to be in the best interest of the Association, subject, in all respects, to the provisions of the Condominium Organizational Documents);

4.13.10 cause funds of the Association to be invested in such reasonable investments as the Board may from time to time determine,

4.13.11 borrow funds, as needed, and pledge such security and rights of the Association as might be necessary or desirable to obtain any such loan, including, without limitation, the pledge of the Association's right to levy assessments upon the members; and

4.13.12 do all things and take all actions permitted to be taken by the Association by law or the Condominium Organizational Documents not specifically reserved thereby to others.

Section 4.14 Duties. It shall be the duty of the Board to:

4.14.1 cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Unit Owners at each annual meeting of Unit Owners, or at any special meeting when such statement is requested in writing by Unit Owners representing one-half (1/2) or more of the voting powers of Unit Owners;

4.14.2 supervise all officers, agents and employees of the Association and see that their duties are properly performed;

4.14.3 as more fully provided in the Declaration, to:

4.14.3.1 fix the amount of assessments against each Unit;

4.14.3.2. give written notice of each assessment to every Unit Owner subject thereto within the time limits set for therein; and

4.14.3.3. foreclose the lien against any property for which assessments are not paid within a reasonable time after they are authorized by the Declaration to do so, or bring an action at law against the Unit Owner(s) personally obligated to pay the same, or both;

4.14.4 issue, or to cause an appropriate representative to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid;

4.14.5 procure and maintain insurance and bonds as provided in the Declaration, and as the Board deems advisable;



55593748
Pg: 65 of 91
01/06/2009 12:05P
CONDO 1268.00

4.14.6 cause the property subject to the Association's jurisdiction to be maintained within the scope of authority provided in the Declaration;

4.14.7 cause the restrictions created by the Declaration to be enforced; and

4.14.8 take all other actions required to comply with all requirements of law and the Condominium Organizational Documents.

ARTICLE V

OFFICERS

Section 5.1 Enumeration of Officers. The officers of this Association shall be a president, a secretary, a treasurer and such other officers as the Board may from time to time determine. No officer need be a member of the Association nor need any officer be a Director. The same person may hold more than one (1) officer; provided the same person cannot hold the offices of president and secretary at the same time.

Section 5.2 Selection and Term. Except as otherwise specifically provided in the Declaration or these By-Laws, the officers of the Association shall be selected by the Board, from time to time, to serve until the Board selects their successors.

Section 5.3 Special Appointments. The Board may elect such other officers as the affairs of 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 5.4 Resignation and Removal. Any officer may be removed from office, with or without cause, by the Board. 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 the acceptance of such resignation shall not be necessary to make it effective.

Section 5.5 Duties. The duties of the officers shall be as the Board may from time to time determine. Unless the Board otherwise determines, the duties of the officers shall be as follows:

5.5.1 **President.** The President shall preside at all meetings of the Board, shall have the authority to see that orders and resolutions of the Board are carried out, and shall sign all legal instruments on behalf of the Association.

5.5.2 **Secretary.** The Secretary shall record the votes and keep the minutes and proceedings of meetings of the Board and of the Unit Owners, serve notice of meetings of the Board and of the Unit Owners, keep appropriate current records showing the names of Unit Owners of the Association together with their addresses, and shall act in the place and stead of the president in the event of the president's absence or refusal to act.



55593748
Pg: 66 of 91
01/06/2009 12:05P
CONDO 1268.00

5.5.3 Treasurer. The Treasurer shall assume responsibility for the receipt and deposit in such bank accounts and investment funds and such vehicles as the Board directs, the disbursement of such funds as directed by the Board, the keeping of property books of account, the preparation of an annual budget and a statement of income and expenditures to be presented to the Unit Owners at annual meetings, and the delivery or mailing of a copy of each to each of the Unit Owners.

Section 5.6 Bonding. The Board shall 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 and shall be a Common Expense.

ARTICLE VI

COMMITTEES

The Board shall appoint a nominating committee and may appoint such other committees as it deems appropriate in carrying out its purposes.

ARTICLE VII

BOOKS AND RECORDS

The Association shall maintain correct and complete books, records and financial statements of the Association, including, without limitation, its governing documents (current copies of the Declaration, these By-Laws and the Articles); current rules and regulations; names and addresses of the Unit Owners and their respective undivided interests in the Common Elements; actions (Board resolutions, minutes of all meetings of member and the Board, etc.); documents relating to its financial condition (all receipts and expenditures, budget, financial statements showing the allocation, distribution and collection of the common profits, losses and expenses among and from the Unit Owners, etc.) and annual audited financial statements when such are prepared.

Any Unit Owner, duly authorized agent of any Unit Owner, duly authorized prospective purchaser, lender or the holder, insurer or guarantor of a first mortgage on a Unit, may examine and copy any of the foregoing books, records and financial statements pursuant to reasonable standards established in the Declaration, these By-Laws, or by rules and regulations promulgated by the Board, which may include, without limitation, standards governing the type of documents that are subject to examination and copying, the times and locations at which those documents may be examined or copied, and the specification of a reasonable fee for copying the documents. Notwithstanding the foregoing, the Association shall not be required to permit the examination and copying of any of the following:

- (i) information that pertains to Condominium Property and related personnel matters;



55593748
Pg: 67 of 91
01/06/2009 12:05P
CONDO 1268.00

- (ii) communications with legal counsel or attorney work product pertaining to pending litigation or other Condominium Property-related matters;
- (iii) information that pertains to contracts or transactions currently under negotiation, or information that is contained in a contract or other agreement containing confidential requirements and that is subject to those requirements;
- (iv) information that relates to the enforcement of the Declaration, these By-Laws, or rules and regulations promulgated by the Board; or
- (v) information the disclosure of which is prohibited by state or federal law.

ARTICLE VIII

AUDITS

The Board shall cause the preparation and furnishing of an audited financial statement for the immediately preceding fiscal year, within a reasonable time following request (provided that no such statement need be furnished earlier than ninety (90) days following the end of such fiscal year), in the following circumstances:

- (i) to each requesting Unit Owner, at the expense of the Association, upon the affirmative vote of Unit Owners exercising a majority of the voting power of Unit Owners; and
- (ii) upon the request of a holder, insurer, or guarantor of any first mortgage on a Unit.

ARTICLE IX

FISCAL YEAR

Unless otherwise changed by the Board, the fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation of this Association.

ARTICLE X

AMENDMENTS

Any modifications or amendment of these By-Laws shall be made only by means of an amendment to the Declaration, in the manner and subject to the approvals, terms and conditions set forth therein, and shall be effective from the time a certificate of setting forth such modification or amendment is delivered for recording to the Summit County Fiscal Officer.



John A Donofrio, Summit Fiscal Officer

55593748

Pg: 68 of 91
01/06/2009 12:05P
CONDO 1268.00