

CODE OF REGULATIONS

OF

ABRAMS FARM COMMUNITY ASSOCIATION, INC.

ARTICLE I

NAME AND LOCATION

The name of the Association is ABRAMS FARM COMMUNITY ASSOCIATION, INC., which corporation, not-for-profit, is created pursuant to the provisions of Chapter 1702 of the Revised Code of Ohio. The principal office of the Association shall be as set forth in its Articles of Incorporation, and the place of meeting of owners (members) and of the Trustees of the Association shall be at such place in Cuyahoga or Summit County, Ohio as the Board of Trustees (Board) may from time to time designate.

ARTICLE II

PROPERTY OWNERS (MEMBERS)

Section 1 - Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot, Living Unit, or Proposed Living Unit in the "Properties" as defined in Article II, Section 1 of the recorded Declaration of Covenants and Restrictions ABRAMS FARM COMMUNITY ASSOCIATION, INC. (the "Declaration") shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member. In addition, every person who is an tenant of a Living Unit shall be a member of the Association. Voting rights for members of the Association shall be in accordance with Article III, Section 2 of the Declaration.

Section 2. Capitalized Terms. All capitalized terms not defined herein shall have the same meaning as defined in Section 1 of the Declaration.

Section 3 - Annual Meetings. Regular annual meetings of the owners shall be held each year on a date and at an hour established, from time to time, by the Board.

Section 4 - Special Meetings. Special Meetings of the owners may be called at any time by the president, by the Board, or upon written request of owners entitled to exercise one-fourth (1/4) or more of the voting power of owners.

Section 5 - Notice of Meetings. Written notice of each meeting of 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 five (5) days before such meeting, to each owner entitled to vote thereat; addressed to the owner's address or by delivering a copy of that notice at such address at least five (5) days before the meeting. The notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 6 - Quorum and Voting Power. At any meeting of members, the presence in person or by proxy of members entitled to cast ten percent (10%) of the total voting power shall constitute a quorum. A majority of the votes of those members constituting a quorum shall determine all questions or actions to be taken except that no action required by (1) Laws or (2) by the Declaration or (3) by the Code of Regulations of the Association, to be taken by a designated percentage of the voting power may be authorized or taken by a lesser percentage.

Section 7 - Proxies. At any meeting of owners, an 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 conveyance by an owner of his, her or its property.

Section 8 - Action in Writing Without Meeting. Any action that could be taken by owners at a meeting may be taken without a meeting with the affirmative vote or approval, in a writing or writings, of owners having not less than a majority of the voting power of owners.

## ARTICLE III

### BOARD OF TRUSTEES

Section 1 - Initial Trustees. The initial trustees shall be those three persons named as the initial Trustees in the Articles, who shall serve for one year. Initial Trustees are not required to be members of the Association.

Section 2 - Successor Trustees. There shall be at least three but not more than seven Successor Trustees, each of whom shall be a member of the Association. They shall be divided into two groups, Trustee Group A and Trustee Group B. They shall be elected at the next annual meeting of owners. Trustees representing apartment building owners may not constitute a majority of the Board of Trustees.

A staggered term for Successor Trustees will be implemented at the next annual meeting. At this meeting, three (3) Trustees receiving the highest amount of votes, Trustee Group A, will begin a two-year term. The remaining Trustees, Trustee Group B, will take office for a one-year term. At the following annual meeting, Trustees Group B will stand for re-election. This term and all terms subsequent shall be for two years.

All trustees of the Association shall be members in good financial standing.

Section 3 - Removal. Excepting only Trustees named in the Articles, any Trustee may be removed from the Board with or without cause, by a majority vote of the members. In the event of the death, resignation or removal of a Trustee, that Trustee's successor shall be selected by the remaining members of the Board and shall serve until the next annual meeting of owners, when a Trustee shall be elected to complete the term of such deceased, resigned or removed Trustee.

Section 4 - Nomination. Nominations shall be made from the floor at the meetings.

Section 5 - Election. Election to the Board by the owners shall be by ballot.

Section 6 - Compensation. No Trustee shall receive compensation for any service rendered to the Association as a Trustee. However, any Trustee may be reimbursed for his or her actual expenses incurred in the performance of duties.

Section 7 - Regular Meetings. Regular meetings of the Board of Trustees may be held periodically on such dates as the Board may designate.

Section 8 - Special Meetings. Special meetings of the Board shall be held when called by the president of the Board, or by any two Trustees, after not less than three days notice to each Trustee.

Section 9 - Quorum. The presence at any duly called and noticed meeting, in person or by proxy, of Trustees entitled to cast a majority of the voting power of Trustees shall constitute a quorum for such meeting.

Section 10 - Voting Power. Vote of a majority of the Trustees 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 11 - 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 a writing or writings, of all the Trustees.

Section 12 - Powers. The Board shall, under law, have the right, power, and authority to:

- (a) take all actions deemed necessary or desirable to comply with all requirements of law;
- (b) enforce the covenants and restrictions set forth in the Declaration.
- (c) repair, maintain and improve the Common Properties and facilities;
- (d) establish, enforce, levy and collect assessments, subject to the provisions of the

Declaration;

(e) adopt and publish rules and regulations governing the use of the Common Properties and facilities and the personal conduct of the owners, occupants and their guests thereon, and establish penalties for the infraction thereof;

(f) suspend the voting rights of an owner during any period in which such owner shall be in default in the payment of any assessment levied by the Association;

(g) declare the office of a member of the Board to be vacant in the event a Trustee shall be absent from three consecutive regular meetings of the Board;

(h) authorize the officers to enter into one or more management agreements in order to facilitate the efficient operation of the property.

Section 13 - Duties. It shall be the duty of the Board to:

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

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

(c) fix the amount of assessments against each property, subject to the provisions of the Declaration;

(d) give written notice of each assessment to every owner;

(e) foreclose the lien against any property for which assessments are not paid;

(f) file an action at law against the owner(s) personally obligated to pay the same;

(g) 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;

- (h) procure and maintain insurance as the Board deems advisable;
- (i) cause the restrictions created by the Declaration to be enforced.

#### ARTICLE IV

#### OFFICERS

Section 1 - Enumeration of Officers. The officers of this Association shall be a president, a vice president, a secretary, a treasurer and such other officers as the Board may from time to time determine.

Section 2 - Selection and Term. The officers of the Association shall be selected by the Board, from time to time, to serve until the Board selects their successors. Any officer may also be a member of the Board.

Section 3 - 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 4 - 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:

(a) 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.

(b) Vice President. The vice president shall perform all the duties of the President in case of the latter's absence or disability.

(c) Secretary. The secretary shall record the votes and keep the minutes and proceedings of meetings of the Board and of the owners, serve notice of meetings of the Board and of the owners, keep appropriate current records showing the names of owners of the Association together with their addresses.

(d) Treasurer. The treasurer shall assume responsibility for the receipt and deposit in appropriate bank accounts of all monies of the Association, the disbursements of such funds as directed by resolution of the Board, the keeping of proper books of account, the preparation of an annual budget and a statement of income and expenditures to be presented to the owners at annual meetings, and the delivery or mailing of a copy of each to each of the owners.

#### ARTICLE V

#### BOOKS AND RECORDS

The books, records and financial statements of the Association shall be available during normal business hours or under other reasonable circumstances, upon request to the Association, for inspection by owners and the holders and insurers of first mortgages.

#### ARTICLE VI

#### APPLICABLE LAWS; PRIORITY OF DOCUMENTS

- (a) Chapter 1702 of the Ohio Revised Code,
- (b) The Declaration,
- (c) The Articles,
- (d) This Code of Regulations, and
- (e) The Rules and Regulations

The above shall be interpreted as a harmonious whole, and this Association shall be subject to and governed by all of such laws, documents and rules. In the event of any direct inconsistency

in any provisions in any of the foregoing, the provisions in the law or document first above listed shall be given priority; provided, however, that all inconsistencies between or among the permissive provisions of Chapter 1702 of the Ohio Revised Code and any provisions of any documents or rules listed later, shall be resolved in favor of the documents or rules listed later.

## ARTICLE VII

### ORDER OF BUSINESS

Section 1 - Generally. The regular order of business of this Association will be:

- (a) Roll Call
- (b) Minutes
- (c) President's Report
- (d) Treasurer's Report
- (e) Committee Reports
- (f) Old Business
- (g) New Business
- (h) Good and Welfare

Section 2 - Suspension of Regular Order of Business. The regular order of business may be suspended by a majority vote of the voting power present at a meeting and constituting a quorum.

Section 3 - Parliamentary Procedure. Robert's Rules of Order shall govern all rules of parliamentary procedure unless otherwise provided by these Regulations.

## ARTICLE VIII

### AMENDMENTS

This Code of Regulations may be amended by a majority vote of any membership meeting.

IN TESTIMONY WHEREOF, the undersigned, the incorporator of the Association has caused this Code of Regulations to be duly adopted on or as of the 20<sup>TH</sup> day of OCTOBER, 1999.



ABRAMS FARM  
COMMUNITY ASSOCIATION, INC.

BY: James P. Martynowski  
James P. Martynowski, Incorporator