

10:15A

VOL 321 PAGE 44

BY-LAWS
OF
EAGLE HIGHLANDS OWNERS ASSOCIATION

This instrument prepared by:

Benjamin F. Allbery, Attorney at Law
18 West First Street, Dayton, Ohio

RECEIVED
DEC 16 10 21 AM '96
ALBERT MOORE
GREENE CO. RECORDER
XENIA O.

TABLE OF CONTENTS

| | | <u>Page</u> |
|-------------|---|-------------|
| ARTICLE I | Name and Location | 1 |
| ARTICLE II | Definitions | 1 |
| Section 1 | Association | 1 |
| Section 2 | Common Area | 1 |
| Section 3 | Lot | 1 |
| Section 4 | Owner | 1 |
| Section 5 | Declarant | 1 |
| Section 6 | Declaration | 2 |
| Section 7 | Member | 2 |
| Section 8 | Recorded | 2 |
| Section 9 | Building | 2 |
| Section 10 | Parcels | 2 |
| ARTICLE III | Meeting of Members | 2 |
| Section 1 | Annual Meetings | 2 |
| Section 2 | Special Meetings | 2 |
| Section 3 | Notice of Meetings | 2 |
| Section 4 | Quorum | 3 |
| Section 5 | Proxies | 3 |
| Section 6 | Notice and Quorum for Assessments | 3 |
| Section 7 | Declarant's Rights | 4 |
| ARTICLE IV | Board of Trustees: Selection: Term of Office | 4 |
| Section 1 | Number | 4 |
| Section 2 | Term of Office | 4 |
| Section 3 | Removal | 4 |
| Section 4 | Compensation | 4 |
| Section 5 | Action Taken Without a Meeting | 4 |
| ARTICLE V | Nomination and Election of Trustees | 5 |
| Section 1 | Nomination | 5 |
| Section 2 | Election | 5 |
| ARTICLE VI | Meetings of Trustees | 5 |
| Section 1 | Regular Meetings | 5 |
| Section 2 | Special Meetings | 5 |
| Section 3 | Quorum | 5 |
| ARTICLE VII | Powers and Duties of the Board of Trustees | 6 |
| Section 1 | Powers | 6 |
| Section 2 | Duties | 6 |

VOL 3 2 | PAGE 4 5

| | | |
|---------------|---------------------------|----|
| ARTICLES VIII | Officers and Their Duties | 7 |
| Section 1 | Enumeration of Officers | 7 |
| Section 2 | Election of Officers | 8 |
| Section 3 | Term | 8 |
| Section 4 | Special Appointments | 8 |
| Section 5 | Resignation and Removal | 8 |
| Section 6 | Vacancies | 8 |
| Section 7 | Multiple Offices | 8 |
| Section 8 | Duties | 8 |
| ARTICLE IX | Committee | 9 |
| ARTICLE X | Books and Records | 9 |
| ARTICLE XI | Assessments | 10 |
| ARTICLE XII | Corporate Seal | 10 |
| ARTICLE XIII | Miscellaneous | 10 |

VOL 3 2 1 PAGE 4 6

BY-LAWS
OF
EAGLE HIGHLANDS OWNERS ASSOCIATION

ARTICLE I

Name and Location

The name of the corporation is EAGLE HIGHLANDS OWNERS ASSOCIATION, hereinafter referred to as the "Association." The principal office of the corporation shall be located on the Common Area owned by the Association, but meetings of members and directors 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 EAGLE HIGHLANDS OWNERS ASSOCIATION, its successors and assigns.

Section 2. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 3. "Lot" shall mean and refer to any plot of land shown upon any recorded record plan of a subdivision of the properties with the exception of the Common Area. The term shall contemplate that the lot is improved with a Living Unit.

Section 4. "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 subdivided from a part of the properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 5. "Declarant" shall mean and refer to Camericon, Inc., its successors and assigns if such successors or assigns.

VOL 32 / PAGE 48

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to the properties recorded in the Office of the Recorder of Greene County, Ohio.

Section 7. "Member" shall mean and refer to those persons entitled to membership in the Association as provided in the Declaration.

Section 8. "Recorded" shall mean duly recorded in the Office of the Recorder of Greene County, Ohio, unless otherwise clearly indicated.

Section 9. "Building" shall mean and refer to a structure that contains more than one Living Unit.

Section 10. "Parcels" shall refer to the large Lots that the Declarant may purchase for the purpose of constructing one or more Buildings thereon and that Declarant elects to bring under the provisions of this Plan of Development. The term "Parcel" is used herein to distinguish it from the term "Lot" as used herein, which refers to a smaller platted lot that contains a Unit.

ARTICLE III

Meeting of Members

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter, at the hour of 7:30 o'clock p.m. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Trustees, or upon written request of the members who are entitled to vote one-fourth (1/4th) of all of the membership votes.

Section 3. Notice of Meetings. Written notice of each meeting of the members 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 at least fifteen

(15) 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 notice. Such notice shall specify the place, day, and hour of the meeting, and in the case of a special meeting, the purpose of the meeting. As long as the Declarant is involved with the Association, it will have the right to schedule meetings at its office.

Section 4. Quorum. The presence at the meetings of members entitled to cast, or of proxies entitled to cast one-tenth (1/10th) of the votes of the Declarant and one-tenth (1/10th) of the votes of the other members shall constitute a quorum for any action except as otherwise provided in Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented. The members at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of the holders of enough shares to leave less than a quorum.

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. Every proxy shall be removable and shall automatically cease upon the conveyance by the member of his Lot or termination of occupancy as the case may be.

Section 6. Notice and Quorum for Assessments. Written notice of any meeting called for the purpose of taking action concerning assessments and as provided in the Declaration shall be sent to all members not less than thirty (30) nor more than sixty (60) days in advance of the meeting. At the first such meeting called, the initial presence of members or of proxies entitled to cast a majority of all votes shall constitute a quorum. If the required quorum is not present at the commencement of the meeting, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting. The members present at a duly organized

meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 7. Declarant's Rights. Until such time as the sale of seventy-five percent (75%) of all Units to Owners, or for a period of five (5) years from the date hereof, whichever first occurs, the powers, rights, duties and functions of the Association shall be exercised by a Board of Trustees selected by the Declarant. The Declarant may relinquish such right at any time and in such event, will forthwith organize the corporation to be managed by Trustees elected by the members.

ARTICLE IV

Board of Trustees: Selection: Term of Office

Section 1. Number. Initially the affairs of this Association shall be managed by a Board of three (3) Trustees, who need not be members of the Association.

Section 2. Term of Office. At the first annual meeting, the members shall elect three (3) Trustees for a term of one (1) year; at each annual meeting thereafter, the members shall elect Trustees for a term of one (1) year.

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, on the vacancy of an office of a member of the Board, 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.

Section 5. Action Taken Without a Meeting. The Trustees shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all of the Trustees. Any action so approved shall have the same effect as though taken at a meeting of the Trustees.

ARTICLE V

Nomination and Election of Trustees

Section 1. Nomination. Nomination for election to the Board of Trustees shall be made by a Nominating Committee. Nominations may also be made from the floor of the annual meeting. 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 or the Board of Trustees. The Nominating Committee shall be appointed by the Board of Trustees prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee shall make any such nominations for election to the Board of Trustees as it shall in its discretion determine, but not less than the number of vacancies that are 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. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

Meetings of Trustees

Section 1. Regular Meetings. Regular meetings of the Board of Trustees shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then the meeting shall be held at the same time on the next 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 two Trustees, after not less than three (3) days notice to each Trustee. Said notice requirement may be waived by any Trustee entitled thereto.

Section 3. Quorum. A majority of the number of Trustees shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Trustees present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

VOL 32 | PAGE 5 |

ARTICLE VII

Powers and Duties of the Board of Trustees

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

- a. Adopt and publish rules and regulations governing the use of the Common Area and Facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof.
- b. Suspend the voting rights and any or all other of the rights and privileges of membership in the Association of a member during any period in which such member shall be in default in 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 infraction of published rules and regulations; assessments shall continue during suspension.
- c. Exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration.
- d. Declare the office of a member of the Board of Trustees to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Trustees.
- e. Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

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 the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4th) of the members who are entitled to vote.

VOL 3 2 1 PAGE 8 5 7

- b. Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.
- c. As more fully provided in the Declaration, to:
- (i) fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period;
 - (ii) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - (iii) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.
- d. Issue, or to cause an appropriate Officer to issue, upon demand by any member, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.
- e. Procure and maintain adequate liability and hazard insurance on property owned by the Association.
- f. Cause all Officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
- g. Cause the Common Area to be maintained and to provide for the care, maintenance and repair of the Buildings.

ARTICLES VIII

Officers and Their Duties

Section 1. Enumeration of Officers. The Officers of this Association shall be a President and Vice-President, who shall at all times be members of the Board of Trustees, a Secretary, and a 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 the members.

Section 3. Term. The Officers of this Association shall be elected annually by the Board and each shall hold office for 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 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. Resignation and Removal. Any Officer may be removed from office with or without cause by a vote of all of the members of the Board, with or without a meeting. Any Officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignations 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 by the Board. The Officer appointed to such vacancy shall serve for the remainder of the 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 written instruments and shall co-sign all promissory notes.

b. Vice President: The Vice President shall act in the place and stead 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; serve notice of the meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

c. 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; shall co-sign all checks and promissory notes of the Association (co-signing of checks shall be with any other officer as the Board of Trustees directs from time to time); keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX

Committee

The Board of Trustees of the Association shall appoint an Architectural Board as provided in the Declaration, and a Nominating Committee as provided in these By-Laws. In addition, the Board of Trustees shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

Books and Records

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal

of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI

Assessments

As more fully provided in the Declaration, each Owner is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which assessment is made. Any assessments which are not paid when due, shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of ten percent (10%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

ARTICLE XII

Corporate Seal


The Association shall not have a seal.

ARTICLE XIII

Miscellaneous

The fiscal year of the Association shall begin on the 1st 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.

IN WITNESS WHEREOF, we, being all of the Trustees of EAGLE HIGHLANDS OWNERS ASSOCIATION, have hereunto set our hands this 10 day of December, 1986.



THOMAS H. PEEBLES

Benjamin F. Allbery
BENJAMIN F. ALLBERY

Bernard Constantine
BERNARD CONSTANTINE

VOL 3 2 1 PAGE 8 5 7