

BYLAWS
OF
MESA GRANDE PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE I.

NAME

Section 1. The name of the corporation shall be MESA GRANDE PROPERTY OWNERS ASSOCIATION, INC., and shall hereinafter be referred to as the "ASSOCIATION."

ARTICLE II.

PURPOSES

Section 1. The purposed for which the Association is formed are to acquire, own, lease, maintain, preserve, control and regulate the use of real estate and improvements thereon for the benefit of its members and their guests, and to promote by all lawful means the common interests of the members of the Association, and the welfare, integrity and aesthetic value of MESA GRANDE SUBDIVISION and surrounding areas.

Section 2. This Association shall also have the purpose of implementing and effectuating the plan and program required and contemplated by Section B et seq. of the Restrictive Covenants set forth in a certain deed dated the ____ day of _____, 1976, as recorded in Volume _____, Page _____, of the records of Medina County, Ohio.

ARTICLE III.

BOARD OF TRUSTEES

Section 1. Subject to the provisions governing this Association as set forth in said deed, the government and business of the Association, the direction

of its activities and the regulation and control of its property shall be vested in a Board of Trustees elected in accordance with the rules of the Association. Prior to the termination of the Class B membership, such persons may or may not be members of the Association. Thereafter, all Trustees shall be members of the Association.

- Section 2. The Association shall indemnify each Trustee and officer and every former Trustee and officer against expense actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding to which he is made a party by reason of being or having been such Trustee or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for fraud or malfeasance in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which he may be entitled under the Articles of Incorporation, these Bylaws, any agreements, vote of members or otherwise.
- Section 3. At the initial election, one Trustee shall be elected to serve a term of three (3) years, one to serve a term of two (2) years, and one to serve a term of one (1) year. A Trustee elected after the initial election shall serve a term of three (3) years. If the Board of Trustees shall be enlarged to seven (7) Trustees, at the initial election of the four (4) additional Trustees, two (2) shall be elected to two (2) year terms and two (2) shall be elected to three (3) year terms.
- Section 4. Absence from three consecutive meetings of the Board of Trustees without reason deemed valid and so recorded by the Board shall be construed as a resignation.
- Section 5. The Board of Trustees shall be empowered to enact such rules and regulations as may be deemed expedient for the government of the Association and for the maintenance, preservation, control and regulation of its property.
- Section 6. Trustees shall take office at the first meeting of the Board of Trustees following their election.
- Section 7. The members of the Board of Trustees shall be empowered to fill any vacancies on the Board.
- Section 8. The President or Vice President of the Association, elected as hereinafter provided, shall preside at all meetings of the Board of Trustees.
- Section 9. Trustees shall be elected at the annual meeting of the membership of the Association which shall be held on the second Monday in January of each calendar year.

ARTICLE IV.

OFFICERS

- Section 1. At the annual meeting of Trustees at which the newly elected Trustees take office, the Board of Trustees shall elect from its own number a President, a Vice President, a Secretary and a Treasurer, and any other officers, subordinate officers or assistant officers as it may determine to be necessary. A Trustee may hold more than one office.
- Section 2. The terms of the officers shall be for one year, and they shall take office immediately upon election.

ARTICLE V.

DUTIES OF OFFICERS

- Section 1. - President. The President shall preside at all meeting of the members and shall perform generally all duties incident to the office and such other duties as may be assigned to him from time to time by the Board of Trustees.
- Section 2. - Vice President. The Vice President shall perform all the duties of the President in case of the latter's absence or disability.
- Section 3. - Secretary. The Secretary shall keep the minutes of all the proceedings of the members and make a proper record of the same. He shall keep the Association membership book containing the name and address of each member and the date of his or her admission and the date of termination thereof. He shall give all notices required by the Articles, these Bylaws, said Restrictive Covenants, or the laws of Ohio. At the conclusion of his term, the Secretary shall deliver all records and papers of the Association in his possession to his duly elected sucessor.
- Section 4. - Treasurer. The Treasurer shall be bonded, at the Association's expense, in such penal sum as shall be fixed from time to time by the Association. He shall receive and safely keep all monies and all other such assets belonging to the Association and shall disburse the same at the direction of the Board of Trustees. Proper vouchers shall be taken of all such disbursements. He shall keep the books of the Association, and such books shall be kept available for inspection by the Board of Trustees, or by any person designated thereby. He shall annually render a complete account of services required of him by the Board of Trustees.

At the conclusion of his term, the Treasurer shall deliver all monies and any other assets of the Association in his possession or custody and its records and books to his duly elected successor.

Section 5. - Absence of Executive Officers. In the absence or disability of both the President and Vice President, the Trustees shall elect a President pro tempore.

ARTICLE VI.

NOMINATIONS AND ELECTIONS

- Section 1. At least forty-five (45) days prior to the date for the annual election of Trustees, the President shall appoint a nominating committee of not less than three (3) members whose duty it shall be to nominate from the members of the Association one or more individuals to serve as Trustees as the vacancies shall be available.
- Section 2. The nominating committee shall file a list of recommended nominees with the Secretary not less than thirty (30) days prior to the annual meeting.
- Section 3. Other nominations than those made by the committee may be made by members not later than fifteen (15) days prior to the annual meeting by filing the name of the nominee or nominees with the Secretary in writing signed by not less than five (5) members. Such nominee shall have given his consent in writing before he may be voted upon.
- Section 4. The Secretary shall mail to all members in good standing of the Association not less than ten (10) days prior to the annual meeting a list of nominees recommended by the nominating committee and the names of any other nominees properly filed with him.
- Section 5. Voting shall be by person or proxy at the annual meeting in conformity with such additional rules and regulations as the Board of Trustees may adopt.

ARTICLE VII.

RECALL

- Section 1. Any or all of the Trustees and officers of this Association may be removed from office by the members as provided for in this Article. Upon the request in writing of twenty-five percent (25%) of the members of the Association in good standing, the Board of Trustees shall, not less than fifteen (15) nor more than thirty (30) days after the receipt of said written request (unless within said fifteen (15) day period the named Trustee or officer shall deliver his resignation in writing to the Board of Trustees), call a special meeting of the membership of the Association for the purpose of voting upon the recall of such officer or Trustee. Such meeting shall be held not less than ten (10) or more than fifteen (15)

days after the mailing of such notice.

The right to vote at a special meeting of the membership of the Association to consider the recall of a director shall be determined in accordance with Section D of said Restrictive Covenants.

- Section 2. In any such recall election, if the majority of the votes entitled to be cast on the question of removal of any Trustee or officer are in favor of the removal of that Trustee or officer, the person whose removal is sought shall thereupon be deemed removed from office upon the announcement of the official count of that election as prescribed by the Board of Trustees, and the vacancy caused by such recall shall, within thirty (30) days, be filled by the remainder of the Board of Trustees.

ARTICLE VIII.

REFERENDA

- Section 1. Upon the request in writing of ten (10) members in good standing or upon its own initiative, the Board of Trustees may submit a question by mail to the members of the Association for a referendum vote.
- Section 2. The ballot for a referendum vote may be accompanied by a brief statement of both sides of the question. Unless otherwise stated on the written ballot, any action taken by the members shall be final and shall bind the Board of Trustees and the membership.
- Section 3. Referenda questionnaires or ballots submitted to the members shall be returned within five (5) days of the date of mailing to be termed valid.
- Section 4. Nothing herein shall be construed to permit the amendment of the Restrictive Covenants or the amendment of these Bylaws rights except by the foregoing referenda procedure.

ARTICLE IX.

COMMITTEES

- Section 1. The President shall appoint all committees, subject to the confirmation of the Board of Trustees.
- Section 2. The Board of Trustees shall authorize and define the powers and duties of all committees.

Section 3. The President shall appoint a finance committee which shall cause to be audited annually the books and accounts of the Association at the close of the fiscal year and report its findings to the Board of Trustees and to the membership.

Section 4. No expenditures of the funds of the Association shall be made without the approval of the Board of Trustees, whether as a part of the budget or as a separate appropriation.

ARTICLE X.

MEETINGS

Section 1. The President shall call a meeting of the members of the Association whenever a majority of the Board of Trustees shall consider it necessary or desirable or whenever not less than twenty-five percent (25%) of the members in good standing request such a meeting in writing addressed to the Board of Trustees.

Section 2. At all meetings of the members, fifty percent (50%) of the total voting power of the Association in good standing shall constitute a quorum.

Section 3. The Board of Trustees shall meet in its annual organizational meeting immediately following the annual meeting of the membership of the Association and shall meet monthly thereafter.

Section 4. At meetings of the Board of Trustees, two (2) members thereof shall constitute a quorum. At such time as the Board of Trustees shall consist of seven (7) members, four (4) members thereof shall constitute a quorum.

Section 5. - Special Meetings of the Membership of the Association. In order to take action under Article XII., or other actions requiring the approval of the membership, a special or annual meeting of the membership shall be held. Special meetings shall be called and held in accordance with this Section 5. Written notice setting forth the purpose of the meeting shall be given to all members not less than ten (10) days nor more than thirty (30) days in advance of the meeting. The presence of members or proxies entitled to cast fifty percent (50%) of the votes of each class of membership shall constitute a quorum. If the quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above, and the required quorum at such subsequent meeting shall be sixty-six and two-thirds percent (66 2/3%) of the required quorum of the preceding meeting.

ARTICLE XI.

CONTROL OF FUNDS AND ASSETS

- Section 1. The Board of Trustees shall prescribe the forms and procedures for receiving and disbursing all funds due or entrusted to the Association.
- Section 2. The Board of Trustees shall have power to purchase, lease or sell real estate and mortgage the same, incur debts, borrow money and give notes of the Association signed by any two (2) of the following officers: President, Vice President or Secretary. The Board of Trustees shall designate the depository or depositories of the funds of the corporation and the officer or officers of the corporation which shall sign the checks thereof. The Board of Trustees shall exercise all other powers as are now or hereafter provided by the Ohio statutes for nonprofit corporations.

ARTICLE XII.

MERGERS AND CONSOLIDATIONS

- Section 1. To the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of the holders of two-thirds (2/3) of the voting power of the Association.

ARTICLE XIII.

PROXIES

- Section 1. At all meetings of members of the Association, each member may vote in person or by proxy.
- Section 2. All proxies shall be in writing and filed with the Secretary.

ARTICLE XIV.

BOOKS AND RECORDS

- Section 1. All books and records of the Association, together with such other papers as may be placed on file by the vote of the Board of Trustees shall, during the existence of the Association, be available for inspection by all members in good standing at all reasonable times.

ARTICLE XV.

LIABILITY INSURANCE

Section 1. The Association shall at all times carry liability insurance in the minimum amount of Two Hundred Fifty Thousand Dollars (\$250,000) in the event of injury or death to one person and Five Hundred Thousand Dollars (\$500,000) in the event of injury or death to more than one person arising out of one occurrence and Twenty-five Thousand Dollars (\$25,000) in the event of property damage.

ARTICLE XVI.

INCORPORATION OF PROVISIONS OF DECLARATION

Section 1. Incorporated herein by reference are all the provisions of Section A through J of the Restrictive Covenants contained in the deed dated the ____ day of _____, 197__, and filed with the Recorder of Medina County In Volume _____, Page _____. For convenience, a copy thereof is attached hereto, marked Exhibit A, and made a part hereof.

ARTICLE XVII.

GENERAL

Section 1. The fiscal year of the Association shall end on the 31st day of December of each calendar year.

Section 2. The proceedings of the Association's meetings shall be governed by and conducted according to Roberts' Manual of Parliamentary Rules.

Section 3. These Bylaws may be amended or altered by a seventy-five percent (75%) vote of the voting power of the Association then entitled to vote and present by person or proxy at the annual meeting or at a special meeting called in accordance with Section 5, Article X.