

BY – LAWS

ARTICLE I

Name and Location

The name of the association shall be **OLD MILL VILLAGE ASSOCIATION**; Hereinafter called “Association” and shall have its office located in Brunswick, Ohio.

ARTICLE II

Membership

Section 1. Right of membership in the Association shall be as provided in Article III, Section 1 of the Declaration of Covenants and Restrictions.

Section 2. The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessments is imposed against each owner of and becomes a lien upon the property against which such assessments are made as provided by Article V of the Declaration of Covenants and Restrictions to which the Properties are subject and recorded in Volume 3, Page 76 of Medina County Records.

Section 3. The membership rights of any person whose interest in The Properties is subject to assessments under Article II, Section 2 above, whether or not he be personally obligated to pay such assessments, may be suspended by action of the Directors during the period when the assessments remain unpaid, but upon payment of such assessments, his rights and privileges shall be automatically restored. If the Directors have adopted and published rules and regulations governing the use of the common properties and facilities, and the personal conduct of any person thereon, as provided in Article IX, they may in their discretion, suspend the rights of any such person or persons for violation of such rules and regulations for a period not to exceed thirty (30) days.

ARTICLE III

Voting Rights

Section 1. Right to vote in meetings of the Association shall be as set forth in Article III, Section 2 of the Declaration of Covenants and Restrictions.

ARTICLE IV

Property Rights and Rights of Enjoyment of Common Property

Section 1. Each member shall be entitled to the use and enjoyment of the common properties and facilities as provided by deed of dedication and Article IV of the Declaration of Covenants and Restrictions.

Section 2. Any member may delegate his rights of enjoyment to the Common Properties and Facilities to the members of his family who reside upon The Properties or to any of his tenants who reside thereon under a leasehold interest for a term of one year or more. Such member shall notify the Secretary in writing of the name of any such person of the relationship of the member to such person. The rights and privileges of such person are subject to suspension under Article II, Section 3 to the same extent as those of the member. A membership card shall be issued to each member on or before March 1st of each year giving such members, members of his family listed thereon, tenants, or assigns as listed on the membership card the right of use and enjoyment of the Common Properties and Facilities.

ARTICLE V

Purpose

The Association has been organized for the purpose as set forth in Article IV of the Articles of Incorporation.

ARTICLE VI

Board of Directors

Section 1. The affairs of this Association shall be managed by A Board of not less than five or more than nine directors, who must be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association as provided in Article XV.

Section 2. Vacancies in the Board of Directors shall be filled by the majority vote of the remaining directors, any such appointed director to hold office for the remainder of the Directors term they are replacing.

Section 3. Members of the Board of Directors shall serve for a term of three years, at least one and no more than three new members being elected each year as provided in Article VI of the Articles of Incorporation.

ARTICLE VII

Nomination and Election of Directors

Section 1. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting to 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 Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members only.

Consideration should be given to having a representation from all sections of the community.

Section 2. Election to the Board of Directors 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 provision of the Declaration. The persons receiving the largest number of votes shall be elected.

ARTICLE VIII

Powers and Duties of The Board of Directors

Section 1. The Board of Directors shall have power:

- A. To call special meetings of the members whenever it seems necessary, and it shall call a meeting at any time upon written request of one-fourth of the voting membership, as provided in Article XI, Section 2.
- B. To appoint and remove at pleasure all officers, agents and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these By-Laws shall be construed to prohibit the employment of any member, officer or Director of the Association in any capacity whatsoever.
- C. To establish, levy and assess, and collect the assessments or charges referred to in Article II, Section 2.
- D. To adopt and publish rules and regulations governing the use of the common properties and facilities and the personal conduct of the members and their guests thereon.

- E. To exercise for the Association all powers, duties and authority vested in or delegated to this Association, except those reserved to the meeting or to members in the covenants.
- F. In the event that any member of the Board of Directors of this Association shall be absent from three consecutive regular meetings of the Board of Directors, the Board may by action taken at the meeting during which said third absence occurs, declare the office of said absent Director to be vacant.

Section 2. It shall be the duty of the Board of Directors:

- A. To 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 when such is requested in writing by one-fourth of the voting membership, as provided in Article XI, Section 2.
- B. To supervise all officers, agents and employees of this Association, and to see that their duties are properly performed.
- C. As more fully provided in Article V of the Declaration of Covenants applicable to the Properties:
 - 1. To fix the amount of the assessment against each property for each assessment period at least thirty days in advance of such date or period and, at the same time;
 - 2. To prepare a roster of the properties and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member, and at the same time;
 - 3. To send written notice of each assessment to every owner subject thereto.
- D. To issue, or to cause an appropriate officer to issue, upon demand by any person a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.

Engage a public accountant to perform an audit of the Association books at the completion of each fiscal year in which assessment income (excluding any special assessments) exceeds \$100,000. The results of such audit will be communicated in the Association newsletter as soon as available. A copy of the actual audited financial statements will be maintained by the Treasurer and subject to inspection as provided in Article XIII. Copies will be available to any Association member for a nominal copy charge per page and any necessary postage. The Board shall cause an audit to be performed at any time if requested by a majority of the Board or by 25% of the Association members.

ARTICLE IX

Directors' Meetings

Section 1. A regular meeting of the Board of Directors shall be held not less than eight times a year at such place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors, after not less than three days notice to each Director.

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

ARTICLE X

Officers and Their Duties

Section 1. The officers of this Association shall be a President and Vice-President, a Secretary, and a Treasurer who shall at all times be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create.

Section 2. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. The officers of this Association shall be elected annually by the Board and each shall hold office for one year unless he shall sooner resign, or shall be removed, or otherwise be disqualified to serve.

Section 4. 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 the Board. Any officer may resign at any time by giving 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. A vacancy in any office may be filled in the manner prescribed for regular election. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. 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. The duties of the officers are as follows:

President

- A. The President shall preside at all meeting of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall be an authorized signer for all checks and promissory notes.

Vice-President

- B. 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 any other duties as may be required of him by the Board. The Vice-President shall be an authorized signer of checks. The Vice-President shall be in charge of violations.

Secretary

- C. 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 on all papers requiring said seal; serve notice of 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.

Treasurer

- D. 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 Directors; shall be an authorized signer of all checks and promissory notes of the Association; keep proper books of account; 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 same to each member.

ARTICLE XI

Committees

Section 1. The association may appoint an Architectural Control Committee as provided in the Declaration and a Nominating Committee as provided in these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes, such as;

- A. A Recreation Committee which shall advise the Board of Directors on all matters pertaining to the recreational program and activities of the Association and shall perform such other functions as the Board, in its discretion, determine;
- B. A Maintenance Committee which shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of the Properties, and shall perform such other functions as the Bard in its discretion, determine;
- C. A Publicity Committee which shall inform the members of all activities and functions of the Association and shall, after consulting with the Board of Directors, make such public releases and announcements as are in the best interest of the Association; and
- D. An Auditing Committee which shall supervise the audit, if necessary, of the Association's books and approve the annual budget and statement of income and expenditures to be presented to the membership at its regular annual meeting as provided in Article X Section 8 (d). The Treasurer shall be an ex-officio member of the Committee.

ARTICLE XII

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. After the first year, the annual meeting should be held as quickly as possible to the beginning of the new fiscal year, but no later than two months after the new fiscal year begins.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth of all of the votes of the entire membership or who are entitled to vote one-fourth of the votes of the Class A membership.

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 by ordinary mail, postage pre-paid, or by e-mail, fax or delivery in person at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member at his 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.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Covenants and Restrictions, 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 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.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies may be in writing and/or delivered by fax or email and be filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of the Property owned by him.

ARTICLE XIII

Books and Papers

The books, records and papers of the Association shall at all times, during reasonable business hours be subject to the inspection of any member.

ARTICLE XIV

Assessments

Section 1. Creation of the Lien and Personal Obligation of Assessments. By the Declaration each member is deemed to covenant and agree to pay to the Association: (1) annual assessments or charges, and (2) special assessments for capital improvements. The annual and special assessments, together with such interest thereon and costs of collection thereof, as hereinafter provided, shall be a charge on the land and shall be a continuing lien upon the property against which each such assessment is made. Each such assessment, together with such interest costs, and reasonable attorney's fees shall also be the personal obligation of the person who was the Owner of such property at the time when the assessment fell due and shall not pass to his successors in title unless expressly assumed by them.

Section 2. Purpose of Assessments. The assessments levied by the Association shall be used exclusively for the purpose of promoting the recreation, health, safety, and welfare of the residents in the Properties and in particular for the improvement and maintenance of the Properties, services and facilities devoted to this purpose and related to the use and enjoyment of the Common Area, and of the homes situated upon the Properties.

Section 3. Determination of Assessments. Assessments shall be made in accordance with provision set forth in Article V, Section 3 of the Declaration.

Section 4. Method of Computation When Using the Consumer Price Index. The Consumer Price Index establishes the United States City Average numerical rating for the month of December 1968. This figure will be the base rating. To determine the percentage to be applied to the maximum annual assessment for each subsequent year, divide this base rating into the numerical rating established by the Consumer Price Index for the month of December preceding the proposed assessment year. This adjustment percentage, if in excess of 100% is multiplied by the original maximum annual assessment to obtain the maximum assessment for the subsequent year.

Section 9???. Effect of Non-Payment of Assessments: Remedies of the Association. Any assessment which is not paid when due shall be delinquent. If the assessment is not paid within thirty days after the due date, the assessment shall bear interest from the date of delinquency at the rate of eight percent 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 nonuse of the Common Area or abandonment of his Property.

Section 10???. Subordination of the Lien to Mortgages. The lien of the assessments provided for herein shall be subordinate to the lien of any mortgage or mortgages. Sale or transfer of any Property shall not affect the assessment lien. However the sale or transfer of any Property which is subject to any mortgage, pursuant to a decree of foreclosure under such mortgage or any proceeding in lieu of foreclosure thereof, shall extinguish the lien of such assessments as to payments thereof which became due prior to such sale or transfer. No sale or transfer shall relieve such Property from liability for any assessments thereafter becoming due or from the lien thereof.

ARTICLE XV

Amendments

Section 1. These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XVI

Miscellaneous

The fiscal year of the Association shall begin on the first day of March and end on the last day of February of every year, except that the first fiscal year shall begin on the date of incorporation.

[Amendments accepted at April 15, 2009 OMVHA Annual Meeting](#)