

BYLAWS

ARTICLE I

GENERAL PROVISIONS

1.1 Name and Location. The name of the association is Curtis Farms Homeowners Association, Inc., (the "Association"). The principal office of the Association shall be located at PO BOX 852, Delaware, OH 43015, but meetings of Members and Board of Directors may be held at locations within the state of Ohio, County of Delaware, or via Zoom as may be designated by the Board of Directors.

1.2 Definitions. The terms which are capitalized or used in these Bylaws shall have the meanings set forth in the Association's Declaration of Covenants, Restrictions, Easements, Assessments, and Assessment Liens.

1.3 Fiscal Year. The fiscal year of the Association begins on the date of incorporation and each and every subsequent year shall begin on the 1st of January and end on the 31st of December.

1.4 Interpretation. In the case of any conflict, the (1) provisions of state law, (2) the Association's Declaration, (3) Articles of Incorporation, and (3) these Bylaws shall prevail in that order.

ARTICLE II

MEETING OF MEMBERS

2.1 Annual Meetings. The Association's annual meeting of the Members shall be held in the first quarter of each year at such place and time as the Board of Directors may designate. The purpose of the annual meeting shall be for the election of a board of directors, updating the members on community plans, making decisions regarding the association, and for any other association affairs that may come up. Notices of meetings shall be mailed to all Members of the Association at least 30 Days before the meeting.

2.2 Special Meetings. Special meetings of the Members may be called by the President, a majority of the Board of Directors, or upon the written request of a majority of Members of the Association, at any time. The purpose of the meeting shall be stated in the Notice of the meeting which shall be given at least 30 days before the meeting.

2.3 Eligibility to Vote. All Members must be current and in good standing with the Association to be entitled to (1) vote, (2) hold elective or appointive office, and (3) serve on committees as may be established. Members in current and good standing in this context requires members to be current on dues and not then an adversarial party to the Association in a pending lawsuit., Members are limited to one vote per household.

2.4 Quorum. The Members present, in person or by proxy at any duly called and noticed meeting of Members shall constitute a quorum for any meeting of the Association.

2.5 Proxies. At any meeting of Members, a Member may vote in person or by proxy. All proxies shall be in writing and submitted to a member of the Board of Directors prior to the meeting. Every proxy shall be revocable.

ARTICLE III

BOARD OF DIRECTORS

3.1 Composition. The governance and administration of the affairs of the Association shall be vested in a Board of Directors. The total number of directors to constitute the entire board shall be three. As used in these Bylaws, "entire board" means the total number of directors which the Association would have if there were no vacancies.

3.2 Qualifications. All Directors shall be Members.

3.3 Powers. The Board of Directors shall have all the powers and rights necessary to administer the Association's affairs and to perform the Association's responsibilities and to exercise its

rights as set forth in these Bylaws, the Declaration and the Articles provided that such rights and powers are not inconsistent with the provisions of state laws and limited by the provisions of the Association's Declaration and, without limiting the generality of the foregoing, the Board of Directors shall have the right, power and authority to:

- a) adopt and publish rules and regulations governing the use of the Common Areas of the community and the conduct of the Association Members and their guests thereon, and establishing monetary penalties to enforce any infraction thereof.
- b) suspend a Member's voting rights and the right to use the Common Areas if a Member is in default of any assessment payment due and owing to the Association, or for lack of compliance with the Association's published rules and regulations;
- c) exercise all powers and duties not reserved to the Membership and authorized by these Bylaws, Articles of Incorporation and/or the Declaration;
- d) create a vacancy of the office of a Member of the Board of Directors in the event a Board Member has three consecutive unexcused absences to the regular meetings of the Board of Directors;
- e) authorize the officers to employ and supervise managers, attorneys, independent contractors, or such other employees to facilitate the efficient operation of the Association's affairs;
- f) establish, enforce, levy and collect assessments as provided in the Declaration;
- g) enforce the covenants, conditions, and restrictions set forth in the Declaration.

3.3 Duties. It shall be the Board of Directors' responsibility to:

- a. maintain a complete and detailed record of all the Association's transactions and acts and furnish said records to the Members when such records are requested in writing by Members who are entitled to vote;
- b. supervise the Association's officers, employees, and volunteers to ensure proper and ethical performance of the assigned duties;
- c. As more fully provided in the Declaration, to:
 - 1. impose the contractual maintenance and other assessments against each Lot;
 - 2. send written notice of each assessment to all Members of the Association;
 - 3. foreclose the lien against any lot 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 members personally obligated to pay the same;
 - 4. issue, or to cause an appropriate officer to issue, upon demand by a Member disclosure packet pursuant to state law;
 - 5. maintain adequate liability and hazard insurance on all property owned by the Association;
 - 6. indemnify a past or present director, officer or committee Member of the Association to the extent such indemnity is required or permitted by state law, the Articles, the Declaration or these Bylaws;
 - 7. cause the Common Areas to be maintained.

3.4 Compensation. No director or officer shall receive compensation for their services. However, the Board of Directors may be reimbursed for actual expenses incurred in the performance of their duties.

3.5 Removal of Directors. Any Director elected by the Members may be removed, with or without cause, by a majority vote of the Members. Upon removal of a Director, a successor shall be elected by

the Members to fill the vacancy for the remainder of the term of such Director.

3.6 Death, Disability or Resignation. A director may resign at any time by giving written notice to the Board of Directors and the resignation shall take effect upon receipt of said notice, unless stated otherwise. In the event of the death, disability or resignation of a Director, the members of the Board may elect a successor to fill the vacancy for the remainder of the term of such Director.

ARTICLE IV

MEETING OF BOARD OF DIRECTORS

4.1 Regular Meeting. A regular meeting of the Board of Directors shall be held no less than quarterly as scheduled from time to time by the Board.

4.2 Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Board, or by any two Directors. The purpose of the meeting shall be stated in the call and at least 3 days written notice shall be given to each Director.

4.3 Quorum of Directors. A majority of the members of the entire Board present at a duly called and noticed meeting shall constitute a quorum for such meeting.

4.4 Action of the Board. A majority vote of the Board of Directors voting on a matter shall be sufficient to determine that matter, if the required quorum is present at the time of the vote, unless otherwise required by law. Each director present shall have one vote regardless of the number of lots, which he may own

4.5 Notice of Meetings. Regular meetings of the Board may be held without notice at such time and place as determined by the Board, within the state of Ohio.

4.6 Action Without A Meeting. An action that is required or permitted to be taken by the Board of Directors or the committee under these Bylaws, the Articles or the Declaration may be taken

without a meeting, only if the action is unanimously approved in writing. Email is an acceptable form of writing so long as the Director's name is provided in the email. The written consents (emails) shall be filed with the minutes of the proceedings in the Association's records.

ARTICLE V

OFFICERS AND THEIR DUTIES

5.1 Officers. The officers of the Association shall be the president, vice-president, secretary and treasurer. Other officers may be appointed by the Board as needed. No officer need be a member and the same person may hold more than one office.

5.2 Term of Office. Officers shall assume their duties at the close of the meeting at which they are elected. Officers shall serve for a term of 1 years or until their successors are elected.

5.3 Selection and Vacancy in Office. The officers of the Association shall be selected by the Board. A vacancy in any office shall be filled by the Board of Directors.

5.4 Removal and Resignation. Any officer elected or appointed by the Board may be removed by the Board with or without cause. Any officer may resign at any time by giving written notice to the Board. Such resignation shall take effect on the date of receipt of such notice or at a later time specified therein. In the event of the death, resignation or removal of an officer, the majority of the Board in its discretion may appoint a successor to fill the unexpired term.

5.5 Duties. Officers shall perform the duties provided in this section and such other duties as determined by the Board from time to time.

A. President. The president shall be the chief executive officer of the corporation and shall preside at all meetings of the Members and of the Board to ensure that all orders and resolutions of the Board are carried into effect.

B. **Vice-President.** During the absence or disability of the President, the Vice-President shall have all the powers and functions of the President and perform such duties as the board shall prescribe.

C. **Treasurer.** The Treasurer shall:

1. have the custody of the Association funds and securities;
2. maintain complete and accurate books of accounts of receipts and disbursements in the Association books;
3. deposit all money and other valuables in the name and to the credit of the Association in such depositories as may be designated by the Board;
4. disburse the funds of the Association as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements;
5. Prepare, or cause to be prepared, an annual budget and statement of income and expenditures to be provided to the owners at the annual meeting and deliver or mail to each member a copy;
6. render to the Board at the regular meetings of the board, or whenever they require it, an account of all his transactions as Treasurer and of the financial condition of the Association;
- 7.
8. be furnished by all Association officers and agents at his request, with such reports and statements as he may require as to all financial transactions of the Association; and
9. perform such other duties as are given to him by these Bylaws or as from time to time are assigned to him by the Board or the President.

5.6 Elections. The officers shall be elected by the Board immediately following the the annual meeting.

ARTICLE VI

COMMITTEES

The Board of Directors may designate from among its members an executive committee and other committees, each consisting of one or more directors, by resolution adopted by a majority of the entire Board. Each such committee shall serve at the pleasure of the Board.

ARTICLE VII

BOOKS AND RECORDS

The Association's books, records and documents shall at all times, during reasonable business hours, be subject to inspection by any Member at the principal office of the Association, where copies may be purchased at a reasonable cost. Furthermore, all outgoing officers, directors, employees or committee members must relinquish all official documents, records, and any materials and property of the Association in his or her possession or under his or her control to the newly elected members within five (5) days after the election.

ARTICLE VIII

AMENDMENTS

8.1 Amendment. These Bylaws may be amended with the written consent (vote) of a majority of all Members of the Association.

8.2 Conflict. In the case of any conflict between these Bylaws and the Declaration, the Declaration shall control. If any conflict exists between the Articles and these Bylaws, the Articles shall control. The law shall always prevail.

8.3 Effective Date. Amendments to these Bylaws are effective upon recording with the Franklin County Recorder.

8.4 Termination. The Association may be dissolved only as provided in the Articles of Incorporation. The Association shall be dissolved upon termination of the Declaration as provided therein. Upon a dissolution of the Association, obligations of the Association are deemed automatically assumed by the Owners, in addition to any direct obligations of the Owners may have to the Association pursuant to the Declaration.

IN WITNESS WHEREOF, we, being all of the Directors of the Association have hereunto set our hands this [Day] day of [Month], [Year].

By:

Name:

Title:

CERTIFICATION

I the undersigned, to hereby certify:

THAT I am the duly elected and acting President of Curtis Farms HOA, an Ohio corporation, and,

THAT the foregoing Bylaws constitute the original Bylaws of the Association, as duly adopted at a meeting of the Board of Directors thereof, held on the [Day] of [Month], [Year].

IN WITNESS WHEREOF, I have hereunto subscribed my name this [Day] of [Month], [Year].