

BYLAWS OF THE SPYGLASS HILL HOMEOWNERS ASSOCIATION

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ARTICLE I

Name of the Corporation

The name of the corporation is SPYGLASS HILL ASSOCIATION, doing business as, SPYGLASS HILL HOMEOWNERS ASSOCIATION. Incorporated as a non-profit organization under the non-profit corporation law of Ohio, as set forth in the Ohio Revised Code, and subject to the Code of Regulations and Restrictions of Record of the Spyglass Hill Subdivision of Strongsville and North Royalton, Ohio. The purpose of these bylaws is to establish procedures for the management of the business of the Association.

ARTICLE II

Purpose

The purpose of the Spyglass Hill Homeowners Association is to maintain and operate the common properties, to administer and enforce the covenants and restrictions and to periodically review and revise the restrictions, to collect and disburse the assessments and monies of the Association, and to provide services of general benefit to the homeowners of Spyglass Hill Subdivision.

ARTICLE III

Membership and Voting Rights

Section 1. Members. Every owner is automatically a member of the Association for so long as they are owner, provided that any such person or entity who holds such interest merely as a security for payment of money or performance of an obligation shall not be a member.

Section 2. Voting Rights. Membership in the Association shall be divided into Class A members and Class B members.

Class A. Class A members shall be all members with the exception of the Class B members. Class A members shall be entitled to one vote for each living unit. In the event a living unit is owned by more than one owner, the owners shall be entitled to no more than one vote with respect to any such living unit.

Class B. Class B members shall be considered associate members and will be non-voting members. Class B members shall consist of:

- 1) Residents, subletting, leasing or renting full living units from owners of living units. Providing that the owners are members in good standing
- 2) Households who are not members of the Association but reside in adjacent lots (adjacency defined as described in the Warranty Deed, Article II, Section 3, part c) and have extended arrangements with the association for use of the recreation facilities.

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ARTICLE IV

Meetings

Section 1. A meeting of the general membership shall be held in May prior to the pool opening or an alternate date as designated by the President. The agenda shall include the reviewing of the pool rules and any other pertinent matters.

Section 2. A meeting of the general membership shall be held in September, or an alternate date as designated by the President. The agenda shall include:

- (a) The annual election of officers.
- (b) Presentation and approval of the following year's budget,
- (c) Discussion of the dues amount for the following calendar year,
- (d) Any other pertinent matters

Section 3. Executive Committee meetings shall be held either at the discretion of the President, or by majority vote of the Executive Committee.

Section 4. Special meetings may be called by the Executive Committee when it deems it necessary, or by the general membership if requested in writing and approved by twenty-five percent (25%) or more of the voting members. Notice of special meetings shall be given to all members not less than forty-eight (48) hours prior to the meeting date. Notices shall be considered as received if they were delivered to the principle place of residence or by United States Postal Service, postage paid or made available electronically via email, World Wide Web, or other electronic means.

Section 5. Notice of General Association meetings shall be given to all members not less than ten (10) or more than sixty (60) days prior to the meeting date. The notice will include the proposed agenda including a notification of any proposed matters which may be put to a vote during the meeting. Notice of regular Association meetings shall be considered as received if they were delivered to the principle place of residence or by United States Postal Service, postage paid or made available electronically via email, World Wide Web, or other electronic means.

Section 6. Those members of the Association present at any meeting shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the members present at the meeting shall be the act of the members.

Section 7. Voting at meetings will be by a show of hands or by ballot at the discretion of the President. Absentee ballots will be accepted up to forty-eight (48) hours prior to the meeting.

ARTICLE V

Officers

Section 1. The Officers of the Spyglass Hill Homeowners Association shall be:

- President

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- Vice President
- Treasurer
- Secretary
- Recreation Properties Chairperson
- Social Chairperson

The above Officers shall constitute the Executive Committee.

Section 2. Officers shall take office January 1st.

Section 3. The line of succession to perform in the other's absence or inability to perform on a temporary basis shall be: President, Vice President, Treasurer, Recreation Properties Chairperson, Secretary, Social Chairperson.

Section 4. Officers shall not receive any stated salaries for their services but by vote of the Executive Committee, any officer may be reimbursed for his actual expenses incurred in the performance of his duties as an officer. The six (6) sitting officers of the Executive Committee shall receive a suspension of payment of their listed property Association annual dues, while sitting and actively involved in the functions of the Executive Committee.

Section 5. Removal of Officers. At any regular or special meeting of the general membership, duly called, any one or more of the officers may be removed, with or without cause, by a majority vote of those present and a successor may then and there be elected to fill the vacancy or vacancies thus created. Any officer whose removal has been proposed shall be given an opportunity to be heard at the meeting. Any officers removed will be required to pay a pro-rated portion of dues based on the Association's fiscal year.

Section 6. Check signing. The President and Treasurer will be authorized as signers and co-signers of checks and drafts on behalf of the Association, as outlined in Article VI. Any check or draft of an amount of one thousand dollars (\$1,000.00) or above shall require two authorized signers. Any savings account must require two (2) signatures to transfer or withdraw funds.

ARTICLE VI

Duties and Responsibilities

Section 1. President. The President's duties include:

- (a) Presiding at all general business meetings of the Association and the Executive Committee meetings.
- (b) Appointing any special committees and is a member "ex-officio" of all committees.
- (c) Being authorized on behalf of the Association to sign and co-sign checks, file liens, and initiate collection proceedings.
- (d) Representing the Association to the Strongsville City Council, North Royalton City Council, the Strongsville Association of Homeowner's Associations and any other associations where in such representation may be deemed advisable by vote of the Association or Executive Committee.
- (e) Being authorized to call emergency Executive Committee meetings to obtain a quorum upon which to base action required in emergency situations whose timeliness prohibits convening a general membership meeting.
- (f) The president is ultimately responsible for the competent performance of duties by all other board

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members.

Section 2. Vice-President. The Vice-President's duties include:

- (a) Assisting and taking the place of the President if the President is unable to perform his duties.
- (c) Enforcing the Warranty Deed Restrictions.
- (d) Managing the insurance affairs of the Association.
- (e) Operating and maintaining the common grounds.
- (f) Other duties as assigned.

Section 3. Secretary. The Secretary's duties include:

- (a) Taking and distributing meeting minutes as assigned.
- (b) Editing a newsletter at least semi annually.
- (c) Other duties as assigned.

Section 4. Treasurer. The Treasurer's duties include:

- (a) Keep all financial records of the Association and publish selected reports at least twice a year.
- (b) Prepare invoices for and keep detailed records of dues collection and add interest to delinquent accounts.
- (c) File the necessary tax forms of the Association.
- (d) Prepare and publish the annual budget.
- (e) Collect and distribute the Association mail.
- (f) Conduct financial business correspondence.
- (g) Be authorized, on behalf of the Association, to sign co-sign checks and drafts and initiate collection proceedings.
- (h) Be able to comply with reasonable request for financial reports and account detail made by Homeowners in good standing.
- (i) Assist Auditors in discharging their duties and comply with all reasonable requests made by the Auditors.
- (j) Other duties as assigned.

Section 5. Recreation Properties Chairperson. The Recreation Properties Chairperson's duties include:

- (a) Operating and maintaining the Development facilities.
- (b) Enforcing approved rules regarding the pool, tennis courts, and recreation building.
- (c) Controlling rental of the recreation building, by members, for private use.
- (d) Other duties as assigned.

Section 6. Social Chairperson. The Social Chairperson duties include:

- (a) Planning and holding social functions.
- (b) Welcoming new homeowners to Spyglass Hill.
- (c) Other duties as assigned.

ARTICLE VII

Term of Office and Succession

Other than that occurring under Article V, Section 5

Section 1. The term of office for all officers shall be for two (2) years beginning January 1st of the year following the election.

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Section 2. Any member in good standing is eligible for nomination and election to an office except that no more than one member from any living unit may serve at any one time.

Section 3. In the event of the resignation or other termination of service of the President, the Vice-President shall fill his position for the unexpired term of office.

Section 4. In the event of the resignation or termination of any other board member, the Executive Committee will appoint someone to fill the unexpired term of office.

Section 5. No individual shall simultaneously serve in more than one office named in Article V, Section 1 except in a temporary situation as required.

ARTICLE IX

Committees

Section 1. Special committees and committee members may be appointed by the President and shall terminate upon completion of the purpose for which they are appointed, or may be terminated by direction of the President.

ARTICLE X

Dues, Assessments and Sinking Fund

Section 1. The annual dues will be proposed and determined by the Executive Committee and subsequently voted upon and approved at the homeowners a general membership meeting.

Section 2. The annual dues shall be due and payable January 1st, for the calendar dues year, but considered delinquent if not paid by March 1st. The President and Treasurer, jointly, shall be authorized to modify the date of delinquency of dues on an individual basis. The Treasurer will notify, in writing, any owner who is delinquent. The Treasurer will keep on file a detail of any special collection approved by the Treasurer and President and the reason for special collection consideration.

Section 3. A lien may be placed upon the property of any homeowner whose dues are delinquent.

Section 4. When a lien is placed upon the property for nonpayment of a delinquent assessment, a one hundred dollar (\$100.00) handling charge will be added and interest will be charged from March 1st at one and one-half (1 ½) percent per month until the lien has been paid in full.

Section 5. Liens may be removed by payment of Association dues, handling charges, and interest. Notification of removal will be sent to the homeowner.

Section 6. Any delinquent homeowner with more than two (2) years liens on his property may be subject to foreclosure, including legal, court, and interest costs and any other costs associated with foreclosure.

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Section 7. The Association may use any available, reasonable, and equitable method to collect delinquent dues or unpaid assessments.

Section 8. Special assessments may be proposed by the Executive Committee and require approval of the majority of all voting members of the association.

Section 9. Sinking funds may be established for special purposes. This fund will not be normally used for general operating expenditures. Any use of the sinking fund will be with the approval and prior determination of the homeowners.

ARTICLE XI

These bylaws may be amended at any regular Association meeting provided thirty (30) days written notice of such proposed amendments has been given to all Association members.