



CODE OF REGULATIONS OF INDEPENDENT VILLAGE EAST ONE ASSOCIATION

ARTICLE I

Definitions

All of the terms used herein shall have the same meanings as set forth in the Declaration of Covenants and Restrictions recorded in the Franklin County, Ohio, Recorder's Office, with respect to the real property described therein, or additions thereto, as that Declaration may be lawfully amended from time to time.

ARTICLE II

Name and Location

The name of the Association is Independent Village East One Association. The principal offices of the Association shall be as provided by the Articles.

ARTICLE III

Members

Section 1. Composition. Each Lot owner, as defined in the Declaration, is a Member of the Association.

Section 2. Privileges of Membership. Membership shall entitle the holder thereof, or its representative in the event that the Member is not an individual or individuals, to all the privileges of membership, including the rights to vote and to hold office in accordance with the provisions hereof; to have free access to all facilities; and to invite guests in accordance with the provisions hereof. Persons in the family of a Member who live with the Member, tenants in possession of a Lot and persons in the family of a tenant in possession of a Lot who live with such tenant, but who are not themselves Members, shall have all privileges of membership, except that they shall not have the right to vote or to hold office. Any person entitled to membership shall make such fact known to the Association. Until such fact is made known to the Association, the Member may not vote, receive notice of meetings, nor enjoy any other privileges or benefits of membership.

Section 3. Voting Rights. The record owner of any Lot shall have one vote for each Lot owned by such owner. If more than one person or entity owns any single Lot, then the owners shall determine among themselves, who shall be entitled to exercise the single vote for



each Lot. If the owners of any lot cannot jointly agree as to which of them shall be entitled to exercise the vote attributable to that Lot, then the right to vote shall be forfeited until such time as the owners designate which of them shall exercise such vote.

Section 4. Membership Meetings. Two regular membership meetings of the Members shall be held every year. One meeting will be in the spring and the other in the fall of a calendar year. Trustees will establish the date, time and location of the meetings.

Section 5. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Trustee or upon written request of Members entitled to exercise one-fourth or more of the voting power of Members, and shall be held on such date, hour and location, within Franklin County, as specified by the person calling the meeting.

Section 6. Notice of Meetings. Written notice of each meeting of Members shall be given by, or at the direction of, the person or persons authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least five 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, or by delivering a copy of that notice at such address at least five days before the meeting. The 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 7. Quorum. The Members present, in person or by proxy, at any duly called and noticed meeting of Members, shall constitute a quorum for such meeting.

Section 8. Proxies. At any meeting of Members a Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary prior to the meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by a Member of his, or her or its Lot.

Section 9. Voting Power. Except as otherwise provided herein, the Articles or in the Declaration, or by law, a majority of the voting power of Members voting on any matter that may be determined by the Members at a duly called and noticed meeting shall be sufficient to determine that matter. The rules of Roberts Rules of Order shall apply to the conduct of all meetings of Members except as otherwise specifically provided herein or in the aforesaid documents.

Section 10. Action in Writing Without Meeting. Any action that could be taken by Members at a meeting may be taken without a meeting with the affirmative vote or approval, in writing or writings, of Members having not less than a majority of the voting power of Members.



ARTICLE IV

Board of Trustees

Section 1. Initial Trustees. The Trustees shall initially be those named in the Articles, or substitutes or additional Trustees selected by Declarants.

Section 2. Successor Trustees. Effective with the adopting of this Code, three Trustees will be elected for staggered terms ending at the next three successive Member meetings designated for elections. At one such regular Member meetings thereafter, the Members shall elect a Trustee to replace the Trustee whose term then expires, for a term of three years. In effect, one Trustee will be elected for one year, one for two years, and another for three years and thereafter all Trustees will serve three-year terms.

Section 3. Removal. Excepting only Trustees (including initial and substitute or additional Trustees) named in the Articles or selected by Declarants, any Trustee may be removed from the Board, with or without cause, by a majority vote of the Members. In the event of death, resignation or removal of a Trustee other than one named in the Articles or selected by Declarants, without the election of a successor Trustee at the same meeting, that Trustee's successor shall be selected by the remaining members of the Board and shall serve until the next scheduled election at a Members Meeting, when a Trustee shall be elected to complete the term of such deceased, resigned or removed Trustee.

Section 4. Nomination. Nominations for the election of Trustees to be elected by the Members shall be made by a Nominating Committee. Nominations may also be made from the floor at the designated Members Meeting. The Nominating Committee shall consist of a chairperson, who shall be a member of the Board, and two or more Members appointed by the Board. The Nominating Committee shall make as many nominations for election to the Board as it shall, in its discretion, determine, but no less than the number of vacancies that are to be filled.

Section 5. Election. Election to the Board by the Members shall be secret written ballot or an open vote at the meeting by a show of hands. At such elections the Members or their proxies may exercise, in respect to each vacancy, such voting power as they are entitled to exercise under the provisions hereof. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 6. Compensation. Unless otherwise determined by the Members at a meeting duly called and noticed for such purpose, no Trustee shall receive compensation for any service rendered to the Association as a Trustee. However, any Trustee may be reimbursed for his, her or its actual expenses incurred in the performance of duties.

Section 7. Regular Meetings. Regular meetings of the Board shall be held monthly on such date and at such place and hour as may be fixed by resolution of the Board.



Section 8. Special Meetings. Special meetings of the Board shall be held when called by the President of the Board, or by any two Trustees, after not less than three days notice to each Trustee.

Section 9. Quorum. The presence of any duly called and noticed meeting, in person or by proxy, of Trustees entitled to exercise a majority of the voting power of Trustees, shall constitute a quorum for such meeting.

Section 10. Voting Power. Except as otherwise provided in the Declaration or Articles, or by law, vote of a majority of the Trustees voting on any matter that may be determined by the Trustees at a duly called and noticed meeting shall be sufficient to determine that matter.

Section 11. Action in Writing without Meeting. Any action that could be taken by Trustees at a meeting may be taken without a meeting with the affirmative vote or approval, in a writing or writings, of all of the Trustees.

Section 12. Powers. The Board shall exercise all powers and authority, under law, and under the provisions hereof and of the Covenants and Restrictions, that are not specifically and exclusively reserved to the Lot owners by law or by other provisions thereof, and without limiting the generality of the foregoing, the Board shall have the right, power and authority to:

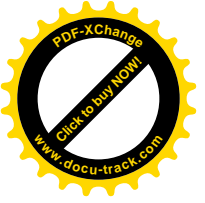
- (a) take all actions deemed necessary or desirable to comply with all requirements of law, this Code, the Covenants and Restrictions and the Articles of Incorporation;
- (b) obtain insurance coverage, and cause officers and employees having fiscal responsibilities to be bonded, as the Board deems appropriate;
- (c) enforce the covenants, conditions and restrictions as set for in the Declaration of Covenants and Restrictions;
- (d) maintain the Open Space and improvements thereon;
- (e) establish, enforce, levy and collect assessments as provided in the Declaration;
- (f) adopt and publish rules and regulations governing the use of the Open Space and the personal conduct of Lot owners and their guests thereon, and establish penalties for the infraction thereof;
- (g) suspend the voting rights 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 each infraction of published rules and regulations or of any provision of the Declaration);



- (h) declare the office of a member of the Board to be vacant in the event such Trustee shall be absent from three consecutive regular meeting of the Board;
- (i) authorize the officers to enter into one or more management agreements with third parties in order to facilitate the efficient operation of the Association's affairs;
- (j) borrow funds to finance authorized activities, and grant security and pledge and/or assign revenues received or to be received as security for repayment thereof; and
- (k) cause excess funds to be invested in such investments as the Board deems desirable and prudent; and
- (l) do all things and take all actions permitted to be taken by the Association by law, hereby or by the Declaration of Covenants and Restrictions, not specifically reserved thereby to others.

Section 13. Duties. It shall be duty of the Board 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 regular Member Meetings or at any special meeting when such statement is requested in writing by members representing one-half (1/2) or more of the voting power of Members;
- (b) supervise all officers, agents and employees of the Association and see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to:
 - (i) fix the amount of assessments against each Lot as provided therein;
 - (ii) give written notice of each assessment to every Member subject thereto within the time limits set forth therein; and
 - (iii) 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, or both;
- (d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid;
- (e) keep the improvements erected on the Open Space insured against loss by fire and other hazards, and, if the Board deems it desirable, maintain liability insurance in such amount as is deemed sufficient by the Board;



- (f) cause the property subject to the Association's scope of authority to be maintained within the scope of authority provided in the Declaration;
- (g) cause the restrictions created by the Declaration to be enforced; and
- (h) take all other actions required to comply with all requirements of law, the Articles and the Declaration.

ARTICLE V

Officers

Section 1. Enumeration of Offices. The officers of this Association shall be a President, Secretary, Treasurer, and Vice President and such other officers as the Board may from time to time determine. Officers must be Members of the Association.

Section 2. Selection and Term. The officers of the Association shall be selected by the Board, from time to time, to serve until the Board selects their successors.

Section 3. 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 4. 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 written 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 the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Duties. The duties of the officers shall be such duties as the Board may from time to time determine. Unless the Board otherwise determines, the duties of the Officers shall be as follows;

- (a) **President.** The President shall preside at all meetings of the Board and at all Member Meetings, shall have the authority to see that orders and resolutions of the Board are carried out, and shall sign all leases, mortgages, deeds and other written agreements.
- (b) **Vice President.** The Vice President shall attend all Board meetings and Member Meetings, shall act in the place and stead of the President in the event of the President's absence or refusal to act. The Vice President will serve as chair for ad-hoc committees.
- (c) **Secretary.** The Secretary shall record the votes and keep the minutes and proceedings of meetings of the Board and of the Members, serve notice of



meeting of the Board and of the Members, and keep appropriate current records showing the names of Members of the Association, together with their addresses. All Association records, meeting minutes, resolutions and written documents of the Association will be archived by the Secretary and maintained as permanent records for the Association.

- (d) **Treasurer.** The Treasurer shall receive and deposit and/or invest monies of the Association as directed by the board, disburse such funds as directed by the resolution of the Board, sign all checks and promissory notes of the Association, keep proper books of account, and prepare an annual budget and a statement of income and expenditures to be presented to the Lot owners at the annual meeting, and deliver or mail a copy of each to each of the Lot owners. The Treasurer will conduct the annual billings for Association fees and report delinquencies to the Trustees.

ARTICLE VI

Committees

The Board shall appoint nominating committees, as provided herein, and may appoint such other committees as it deems appropriate in carrying out its purposes.

ARTICLE VII

Guests

Guests of members, when and only when accompanied by a Member, shall be entitled to the use of any facilities located on the property owned by the Association, subject to such fees, rules and regulations as may be adopted by the Board.

ARTICLE VIII

Books and Records

The books, records and financial statement of the Association, including annual audited financial statement when such are prepared, shall be available during normal business hours or under other reasonable circumstances, upon request to the Association, for inspection by Members and the holders and insurers of first mortgages on Lots. Likewise, during normal business hours or under other reasonable circumstances, the Association shall have available for inspection by Members, lenders and their insurers, and prospective purchasers, current copies of the Association's organization documents and its rules and regulations.



ARTICLE IX

Audits

Upon written request to the Association by an institutional first mortgage of a Lot, or its insurer, or by vote of the holders of a majority of the voting power of Members, the Board shall cause the preparation and furnishing to those requesting of an audited financial statement of the Association for the preceding fiscal year, provided that no such statement need be furnished earlier than one-hundred twenty (120) days following the end of such fiscal year.

ARTICLE X

Fiscal Year

Unless otherwise changed by the Board, the fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, effective January 2005.

ARTICLE XI

Amendments

Any modification or amendment of this Code shall be made only in the manner and subject to the approvals, terms and conditions set for in the Declaration of Covenants and Restrictions.

In TESTIMONY WHEREOF, the undersigned, Trustees of the Association, have caused this Code to be duly adopted on or as of July 10, 2004 by a two-thirds majority of the Members present at a Members Meeting, this date.

Larry Bice

Ethel Hoskins

Vicke Steffan