

CODE OF REGULATIONS
OF
SUMMITVIEW WOODS HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I. NAME AND PRINCIPAL OFFICE

The name of this Corporation is SUMMITVIEW WOODS HOMEOWNERS' ASSOCIATION, INC. (hereinafter referred to as the "Corporation"). The Corporation is organized as a non-profit corporation of the State of Ohio ~~with its principal office c/o James A. Meaney, 2500 One Nationwide Plaza, Columbus, Ohio 43215.~~

ARTICLE II. MEMBERS.

Section I. Qualification and Voting Rights.

Each home owned by an individual or individuals (or being leased or rented by an individual or individuals) in the subdivision known as Summitview Woods is eligible for membership in the Corporation and may be admitted upon written application to the Board of Trustees, and upon satisfaction of all requirements for admission to membership. Each home admitted to membership shall constitute one member for all purposes, regardless of the number of occupants of that home. Upon affirmative vote of a majority of the members eligible to vote, non-resident affiliate members may be admitted upon such terms as the approving members set forth.

Each member, regardless of class, shall be entitled to one vote on each matter properly submitted to the members for their vote, consent, waiver, release, or other action. Voting at elections and votes on other matters may be conducted by mail, or by proxy as is determined by the Board of Trustees.

Section 2. Annual Meetings.

The Annual Meeting of members for the election of Trustees shall be held each year on the second Sunday of April at a time and place determined by the Board of Trustees, Executive Committee, or the Chairman and stated in the notice of the meeting or at such other date and time as is necessary. A special meeting may be held for such purpose.

Section 3. Regular and Special Meetings.

Regular and Special meetings of the members may be called by the Board of Trustees, Executive committee, or the President and Chairman at such times and places as they shall deem appropriate. If specified in the notice of the meeting, any Regular or Special meeting of the members, other than the Annual meeting, may be conducted by telephone conference.

Section 4. Notice.

Written notice of the time and place of each meeting shall be mailed to the members at least three (3) days prior to the date of such meeting and if a special meeting is being called, the purpose thereof shall be included. Notice may be waived pursuant to the terms of Section 1702.19 of the Ohio Revised Code, as the same may from time to time be amended or superseded.

Section 5. Quorum, Voting, Proxy.

At all meetings of the members, the presence of at least a majority of the voting members shall constitute a quorum and each voting member may be entitled to one (1) vote. Attending or voting by written proxy may be permitted as is determined by the Board of Trustees. All actions at a meeting of the members at which a quorum is present shall be taken upon an affirmative vote of a majority of those voting members present.

Section 6. Unanimous Action.

Unanimous action by the members may be taken in writing without a meeting pursuant to the terms of Section 1702.25 of the Ohio Revised code, as the same may from time to time be amended or superseded.

ARTICLE III. THE BOARD OF TRUSTEES.

Section 1. Powers.

The affairs of the Corporation shall be conducted by the Board of Trustees, and all powers of the Corporation, except as otherwise provided by law, by the Articles of Incorporation or by these Regulations, are to be exercised by the Board of Trustees, including the establishment of annual operating budgets.

Section 2. Number, Designation and Qualification.

There shall be no less than 3 and no more than 15 Trustees. Only resident homeowners who are duly qualified members shall be eligible to be elected trustee. Elections shall be conducted at the annual meeting of members, pursuant to the terms of Sections 2 and 5 of Article II.

Section 3. Term of Office.

Each trustee shall serve for a term of one year but may be designated for more than one successive term. All trustees shall continue in office until their successors have been designated.

Section 4. Vacancies.

In case of any vacancy among trustees of the Corporation caused by death, resignation, or other cause, the President and Chairman shall designate his or her successor at the next Regular or Special Meeting of the Trustees.

Section 5. Meetings of the Board of Trustees.

(i) Annual and Regular Meetings.

The Board of Trustees shall hold regular meetings at least quarterly at such dates, times, and locations as shall be determined by the Board of Trustees. Notice of regular meetings of the Board of Trustees shall be provided in writing and shall be mailed to each Trustee not less than seven (7) days before the date for the meeting. The Annual Meeting shall be held annually in April, after the Annual Meeting of the members. If specified in the notice, any regular meeting of the Board of Trustees other than the Annual Meeting may be held by telephone conference.

(ii) Special Meeting.

Special Meetings of the Board of Trustees may be called by the President and Chairman, or by any other officer upon the request of not fewer than three members of the Board of Trustees. Notice of the time and place of such special meetings shall be given by mail to all members of the Board of Trustees so that it is received at least two days prior to the date of the meeting. The notice shall specify the purpose of the special meeting. If specified in the notice, any special meeting of the Board of Trustees may be held by telephone conference.

Section 6. Quorum.

A quorum for the transaction of business by the Board of Trustees shall consist of the presence at any meeting of at least a majority of the Trustees. At any meeting at which a quorum is present, the action of a majority of those present shall constitute action by the Board of Trustees.

Section 7. Vote.

At all meetings of the Board of Trustees, each trustee shall be entitled to one vote.

Section 8. Proxies.

Attending or voting by proxy shall not be permitted.

Section 9. Compensation.

Trustees may receive compensation for their services, and reimbursement for out-of-pocket expenses, as provided from time to time by appropriate resolution.

Section 10. Bylaws.

The Board of Trustees may adopt, and from time to time amend, such Bylaws as it may deem necessary for the conduct of the business of the Board of Trustees, officers, and committees, subject to the limitations of law, of this Code of Regulations, and final approval of the membership.

ARTICLE IV. OFFICERS.

Section 1. Appointment of Officers.

The officers of the Corporation shall be appointed by the Board of Trustees from its members at its Annual Meeting and shall consist of a President and Chairman, Vice-President, a Secretary-Treasurer, and such other officers and assistant officers as may be deemed necessary by the Board of Trustees. All officers shall be appointed to one-year terms but shall serve until their successors are appointed. All officers shall have such authority and duties as usually pertain to their respective offices and such additional authority and duties as may be prescribed by the Board of Trustees. The enumeration of special powers and duties set forth below shall not be in limitation of the generality of the foregoing. All officers shall serve without compensation for their duties, except that the Board may from time to time by appropriate resolution compensate the officers for special services, and reimburse them for out-of-pocket expenses.

Section 2. President and Chairman.

(i) Powers.

The President and Chairman shall preside at all meetings of the members and the Board of Trustees. The President and Chairman shall be a member ex-officio of all committees except the Executive Committee. The President and Chairman shall be a full member of the Executive Committee. In case of any vacancy of officers of the Corporation caused by death, resignation, or other cause, the President and Chairman shall designate his or her successor at the next regular or special meeting of the officers.

Section 3. Vice-President

The Vice-President shall have and exercise the powers and duties of the President and Chairman in the absence, death, or incapacity of the President and Chairman. The Vice-President shall be an ex-officio member of all committees except the Executive Committee. The Vice-President shall be a full member of the Executive Committee. If there are more than one Vice-President, then the officer serving as Secretary-Treasurer shall designate the presiding officer to serve in the absence, death, or incapacity of the President and Chairman.

Section 4. Secretary-Treasurer.

The Secretary-Treasurer shall keep accurate minutes of all meetings of the members, of the Board of Trustees, and of committees having any of the authority of the Board of Trustees. He or she shall keep at the Corporation's principal place of business a record of the names and addresses of the members of the Corporation and their respective individual designees and shall be responsible for giving notice of meetings of the Members and of the Board of Trustees. The Secretary-Treasurer shall be the custodian of the records of the Corporation. The Secretary-Treasurer shall perform all duties commonly incident to the office and such other duties as may from time to time be assigned by the President and Chairman or the Board of Trustees.

The Secretary-Treasurer, subject to the order of the Board of Trustees, shall have the care and custody of the money, funds, valuable papers, and documents of the Corporation. With the assistance of the administrative staff, the Secretary-Treasurer shall keep correct and complete books and records of accounts of the Corporation's transactions, which shall be the property of the Corporation, and shall render financial reports and statements of condition of the Corporation when so requested by the Board of Trustees or the President and Chairman. The Secretary-Treasurer shall perform all duties commonly incident to his office and such other duties as may from time to time be assigned to him by the President and Chairman or the Board. The Board of Trustees may in their discretion appoint two persons to fulfill the duties of Secretary-Treasurer.

ARTICLE V. ADMINISTRATIVE STAFF.

Section 1. Executive Director.

(i) Appointment.

The Board of Trustees may appoint and determine the compensation of the Executive Director.

(ii) Resignation and Termination.

The Executive Director may resign, or the Board of Trustees may terminate his or her employment, upon written notice given by either the Executive Director or the Board of Trustees, as appropriate.

(iii) Responsibilities.

The Executive Director shall report to the Board of Trustees and shall have responsibility for administration of all of the operation of the Corporation. As provided in Section 2 of this ARTICLE, the Executive Director shall appoint an Associate Director for Fundraising and may appoint up to four part-time Fund raising associates, within the constraints of the approved budget, which Fundraising associates may be assigned by the members as in-kind contributions. The Executive Director shall, subject to the approval of the Board of Trustees, provide Bylaws or other appropriate rules and regulations for such matters regarding the conduct of the affairs and professional services of the Corporation as shall be considered appropriate.

Section 2. Associate Director of Fund Raising.

(i) Appointment.

The Executive Director may appoint an Associate Director of Fundraising who shall coordinate for the Corporation all fundraising activities. The Board of Trustees shall determine the compensation of the Associate Director of Fundraising.

(ii) Resignation and Termination.

The Associate Director of Fundraising may resign, or the Board of Trustees may terminate his or her employment, upon written notice given by either the Associate Director of Fundraising or the Board of Trustees, as appropriate.

(iii) Responsibilities.

The Associate Director of Fundraising shall coordinate all of the fundraising activities of the Corporation. All matters pertaining to the coordination of fundraising and to directly related fundraising activities for the Corporation shall at all times be under the supervision of the Associate Director of Fundraising. The Associate Director of Fundraising shall, subject to the approval of the Board of Trustees, provide Bylaws or other appropriate rules and regulations for matters regarding the conduct of fundraising to be performed by or on behalf of the Corporation.

Section 3. Administrative Secretary.

(i) Appointment.

The Executive Director may appoint an Administrative Secretary and shall determine his or her duties. The Board of Trustees shall determine the compensation of the Administrative Secretary.

(ii) Resignation and Termination.

The Administrative Secretary may resign, or the Board of Trustees may terminate his or her employment, upon written notice given by either the Administrative Secretary or the Board of Trustees, as appropriate.

Section 4. Other Staff Needs.

The Board of Trustees may authorize employment of or contracting for accountants, attorneys, or other consultants and employees, as deemed necessary by the Board.

ARTICLE VI. COMMITTEES.

Section 1. Executive Committee.

The Board of Trustees may appoint a four-member Executive Committee, which committee shall consist only of members of the Board of Trustees. As provided in ARTICLE IV hereof, the President and Chairman and the Vice-President shall be members of the Executive Committee. The Secretary-Treasurer shall also be a member of the Executive Committee. The Board of Trustees shall elect a fourth member of the Executive Committee. The Executive Committee shall have, subject to law, all of the authority of the Board of Trustees. Meetings of the Executive Committee may be called by the President and Chairman or by any two members of the committee. All members of the Executive Committee shall be present for the Committee to conduct business, and the affirmative votes of three members of the Committee shall be necessary for official action. Meetings of the Executive committee may be held by telephone conference. In the event of a tie vote, the matter may be tabled or submitted to the Board of Trustees for consideration and vote.

Section 2. Program Committee.

The Board of Trustees may appoint a Program Committee consisting of, in addition to the President and Chairman and the Vice-President ex-officio, three members of the Corporation. The Committee shall meet at least annually and shall establish criteria and procedures for and oversee the identification, evaluation, and prioritization of programs of the Corporation.

Section 3. Other Committees.

Other committees may be appointed by the Board of Trustees for such purposes as circumstances may warrant. Any committees so established shall consist of not less than two members.

ARTICLE VII. INDEMNIFICATION.

Section 1. Right to Indemnification and Payment of Expenses.

This Corporation shall indemnify and pay the expenses of any person described in, and entitled to indemnification or payment of expenses under, the provisions of Section 1702.12(E) of the Ohio Revised Code as such section may be amended or superseded from time to time and to the full extent permitted thereby.

Section 2. Purchase of Insurance.

This Corporation may purchase and carry insurance on behalf of any such person against any liability that may be asserted against him or incurred by him in any such capacity or arising out of his status as such, regardless of whether this Corporation would have the power to indemnify him against such liability. Recourse shall be made to any such insurance prior to the satisfaction of any claim for indemnification directly from the assets of this Corporation.

Section 3. Right Not Exclusive.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, this Code of Regulations, any agreement, any insurance purchased by this Corporation, vote of trustees or otherwise, and shall continue as to a person who has ceased to be a trustee, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such persons; provided, however, there shall be no duplicate payments by or on behalf of this Corporation.

ARTICLE VIII. AMENDMENTS.

This Code of Regulations may be amended either in whole or in part by the affirmative vote of at least two-thirds of the total number of members.

ARTICLE IX. DISSOLUTION.

This Corporation shall be dissolved only upon vote of at least two-thirds of the total number of Members. In the event of any dissolution of the Corporation, all of the remaining property and assets shall be disposed of in accordance with a two-third's majority vote of the total number of members.

ARTICLE X. PARLIAMENTARY PROCEDURES.

Robert's Rules of Order shall be considered authority and shall govern on all matters involving parliamentary procedure except in cases where the same shall conflict with this Code of Regulations or any provision of law, in which cases this Code of Regulations and the applicable law shall prevail.

Code of Regulations Adopted: _____, 19__

Code of Regulations Amended: _____, 19__