

# MEADOWOOD HOMEOWNERS' ASSOCIATION

## CONSTITUTION AND BY-LAWS

### CONSTITUTION

#### ARTICLE I TITLE AND PURPOSE

- SECTION 1. This Association shall be known as Meadowood Homeowners Association, Inc., and shall from here on be referred to, in these documents as MHA. MHA is created pursuant to the provisions of Chapter 1702 of the Revised Code of Ohio. The principal office of the Association shall be as set forth in its Articles of Incorporation, and the place of meeting of owners (members) and of the Trustees of the Association shall be at such place in Summit County, Ohio as the Board of Trustees designate.
- SECTION 2. The MHA shall consist of members on the following streets within the boundaries of the Meadowood subdivision (as stated in the Declarations): **Meadowood Blvd., Sandalwood, Waywood, Demi, Van Oaks, White Marsh, Laura Lane, Corbett's Lane, Logan Court, Wagner Court, Trailwood, Hilltop and all streets contiguous to these.** All properties are members of the association and must abide by all rules and regulations of the Association. Sublots 1 through and including 58 are not mandated dues-paying memberships in the MHA, due to factors of deed origination. S/L 59 and beyond are mandated to dues-paying memberships in MHA due to deed origination. Payment of yearly dues is not optional. The above named exception of S/L 1-58 will, from hereon be respected to those properties, regardless of ownership. Voting rights in MHA are obtained only **after dues for the current year are paid** regardless of deed origination.
- SECTION 3. All official acts shall be in the name of MHA and shall be signed by the President and where necessary, attested to by the Secretary.

#### ARTICLE II MEMBERSHIP

- SECTION 1. Only homeowners of the Meadowood development are eligible for full membership. S/L 1 through 58 are fee-exempted memberships, and S/L 59 and beyond are mandated fee-paying memberships.
- SECTION 2. All members (property owners) agree to abide by the Constitution and By-Laws of the MHA.
- SECTION 3. Members of this association, owning and residing in properties of Meadowood with dues paid for current year, shall be entitled to one vote which may be cast by one member present. Owners of properties not improved by a dwelling, shall be entitled to cast one vote, providing that one member is present. Members whose dues are in arrears will not be allowed to vote. Voting is allowable by proxy.
- SECTION 4. Residents within the boundary of this Association not owning the property in which they reside shall have no voting privileges. Voting privilege is retained by the property owner.
- SECTION 5. At any meeting of owners an owner may vote in person or by proxy. All proxies shall be filed with the Secretary prior to the meeting. All proxies shall be revocable and shall automatically cease upon conveyance by an owner of his, her or their property.

#### ARTICLE III OFFICERS

- SECTION 1. The elective officials of this Association shall be elected from the general membership. These

electors shall comprise the Board of Trustees. On this Board, there shall be 4 officers as follows: **President, Vice President, Secretary, and Treasurer.** All Trustees are on an either/or basis (husband or wife). In the event a Trustee is unable to attend a meeting, he/she shall appoint an alternate for that meeting. The appointed alternate shall have voting power for that meeting only.

SECTION 2. Commencing January 1, 1995, elections shall be held at the Annual Meeting in April of each year. Beginning January 4 of each year, nominations for Trustees shall be accepted until March 31 of each year. Members shall vote in person or by proxy at the Annual Meeting (date to be announced). The May Board of Trustees Meeting shall act as an official handoff of the old Board to the newly elected Board in order to bring the new Board up to operating speed. The elected Trustees officially take office as of June 1 of each year. The 4 officers positions are elected by a majority vote of all members present, to serve a term of one year, and are to be voted on at the first regular meeting of the new board or at latest by the July Board of Trustees Meeting. All shall stand for re-election annually at the Annual Meeting of owners. The Trustee-at-Large will be elected by the out going Board of Trustees and have a term of *one* year in office. The Trustee-at-Large remains on the new Board in an advisory capacity. He/she will have one (1) vote; and in the case of a locked vote, shall count as two (2) votes. Trustees may be re-elected.

SECTION 3. A Trustee, regardless of office held, may be removed by a majority vote of the Board or the membership. In the event of the death, resignation or removal of a Trustee, that Trustee's successor shall be selected by the remaining Board members and shall serve until the next Annual Meeting of owners, at which time a new Trustee shall be elected.

SECTION 4. Chairpersons of any committees shall be appointed by the Board, by a majority vote. Chair of Trustees entitled to cast a majority of the voting power of Trustees shall constitute a quorum for such meeting.

#### ARTICLE IV FUNDS

SECTION 1. Funds received by this Association shall be received by assessments paid only and shall be deposited in a Twinsburg bank in the name of Meadowood Homeowners' Association. Withdrawals shall require the signatures of any two of the following: President, Vice-President, Secretary, or Treasurer. The Treasurer and the Vice-president shall give primary signature. The President and/or Secretary shall give alternate signature, if the need should occur.

SECTION 2. No moneys may be withdrawn for any purpose unless authorized by a majority vote of the Trustees is present at a regular or special Board meeting.

SECTION 3. Assessments shall be determined by a majority vote of the Board of Trustees. The annual assessment shall commence on January 1 of each year and shall become due and payable on the 1st day of March of each year. Annual dues shall be \$60.00 per property except exempt lots, payable no later than March 31, of each year. Nonpayment by March 31 will be considered delinquent. Dues for new homeowners will be prorated based on date of property ownership (i.e. New owner with title transfer as of July 1st would incur dues of \$30.00 for remainder of year).

#### ARTICLE V COMMITTEES

SECTION 1. This Association shall have four (4) committees that will interface with the Trustees to enhance the quality of community living within the Meadowood Development. These committees will be known as 1) Community Development Committee 2) Social Committee 3) Street Representative Committee and 4) Welcoming Committee.

- SECTION 2. The members of each committee shall be of no more than ten (10) in number, and shall be made up of volunteer residents of Meadowood.
- SECTION 3. Each committee shall elect a chairperson. This person shall serve a term of one year, may stand for re-election, and shall coordinate the functions of the group.
- SECTION 4. The chairperson sets objectives, goals, structure, and *functions of the committee* so that it is capable of meeting the needs of the committee, Board of Trustees, and the homeowners.
- SECTION 5. The chairperson shall be the member who is responsible for reporting any progress and recommendations on a quarterly basis to the Board of Trustees. This report should contain plans, scheduling, and necessary funding.
- SECTION 6. Purpose of each Committee:

**Community Development Committee:** is created to maintain and improve the overall appearance of the Meadowood Development. Its' members will join together to evaluate ideas of improvement and provide a representation of resident input into changes and upgrades that will be made to Meadowood common areas.

**Social Committee:** is created to plan and organize activities of a recreational nature that will bring together the residents of Meadowood in a social atmosphere.

**Street Representative Committee:** is created to provide and maintain an informative contact with residents of their assigned street. Its' members are to serve as a liaison to the Board of Trustees, interface in the collection of assessments, and carry out other duties as necessary, as directed by the Board of Trustees. Street representatives will also be responsible for keeping a current record of new residents on their assigned street.

**Welcoming Committee:** is created to provide a consistent, appropriate manner in which all new residents are welcomed into Meadowood. Its members will be representatives of the MHA , and be the initial contact to the new resident. Its' members will provide the New Resident Packet (NRP) to each new owner. This packet **will** be available from the MHA Secretary, and will include copies of the following: 1) Constitution and By-Laws 2) Declarations of Restrictions 3) Mailbox Instructional Sheet and 4) Invoice for Association fee payment.

**ARTICLE VI TERMS OF ASSOCIATION**

- SECTION 1. This Association shall have an indefinite life. It is not to disperse or be dispersed. MHA shall remain to insure the high standards of quality living within the Meadowood development, thus effecting each and every homeowner and their property in an equal way.

**ARTICLE VII STATEMENT OF INTENT**

- SECTION 1. In the event that any provisions of this Constitution or By-Laws violate established ordinances of the City of Twinsburg or laws of Summit County, or laws of the State of Ohio, or laws of the Federal Government, then those ordinances or laws shall be understood to have preference.

## BY-LAWS

### ARTICLE I MEETINGS

- SECTION 1. Regular meeting of this Association shall commence at a time and location designated by the Board. There shall be at least one annual meeting held each April. There shall be at least one other regular membership meeting in each calendar year, to be held in October. There shall be other special meetings as deemed advisable by the Trustees or upon written request of 25% of owners. The Board of Trustees will meet monthly as needed.
- SECTION 2. Written notice of both regular and special meetings of the owners shall be given by, or at the direction of the Secretary or persons authorized to call the meeting, by mailing a copy of such notice at least 14 days prior to the meeting date. Said notice shall specify the time, date, place, and purpose of said meeting and shall be delivered to each member at his/her last known address.
- SECTION 3. At any meeting of members, the presence in person or by proxy of members entitled to cast one-fourth (25%) of the total voting power shall constitute a quorum. A majority of the votes of those members constituting a quorum shall determine all questions or actions to be taken, except that no action required by 1) Constitution and By-Laws or 2) Declarations of Restrictions or 3) Declarations of Covenants, Charges, and Liens, to be taken by a designated percentage of the voting power may be authorized or taken by a lesser than majority percentage.
- SECTION 4. **Action without a meeting:** any action which may be taken at a regular meeting or at any special meeting of the association may be taken by the means of a writing submitted to all and signed by a majority of the members.

### ARTICLE II QUALIFICATIONS AND NOMINATIONS

- SECTION 1. Only one Trustee may be a member of any one committee. No Association member may hold membership in more than two committees at the same time.
- SECTION 2. Nominations for Trustees shall be from the general membership and voting for the election of Trustees shall take place at the Annual Meeting.

### ARTICLE III BOARD OF TRUSTEES

- SECTION 1. Trustees: There shall be at least five (5) and no more than seven (7) successor trustees, each of whom shall be a member of the MHA. The actual number of electable Trustee positions shall be determined by the outgoing Board of Trustees. They shall be elected at the Annual meeting each April, and shall serve for a period of 1 year. All shall stand for re-election annually at the Annual meeting of the membership.
- SECTION 2. Removal: Any Trustee may be removed from the Board with or without cause, by a majority vote of the Board.
- SECTION 3. Nominations: Nominations shall be written and sent to the Board by March 31, of each year:
- SECTION 4. Voting: Election to the Board by the owners shall be by ballot or by proxy.

SECTION 5. Compensation: No Trustee shall receive compensation for any service rendered to the Association as a Trustee. However, any Trustee may be reimbursed for his/her actual expenses incurred in the performance of duties.

SECTION 6. Regular meetings: Regular meetings of the Board of Trustees will be held each month and as necessary, on such dates as the Board may designate. These meetings will remain open to all members.

SECTION 7. Special meetings: Special meetings of the Board shall be held when called by the President of the Board or by any two (2) Trustees, after not less than 3 days notice to each Trustee. All members must attend special meetings.

SECTION 8. Quorum: The presence of a noticed majority, in person or by proxy, of Trustees entitled to cast a majority of the voting power of Trustees shall constitute a quorum for such meeting.

SECTION 9. Voting power: Vote of a majority of the Trustees voting on any matter that may be determined by the Board of Trustees at a noticed meeting, at which a quorum is present, shall be sufficient to determine that matter.

SECTION 10. **Action without a meeting:** Any action that could be taken by the Board at a meeting may be taken without a meeting with the approval, in writing or writings of all Trustees.

SECTION 11. **Powers:** The Board shall, under law, have the right, power and authority to:

- a) take all actions deemed necessary or desirable to comply with all requirements of law;
- b) enforce the covenants, conditions and restrictions set forth in the Declarations;
- c) install, maintain, alter and remove landscaping in those areas of Meadowood Subdivision subject to the landscape easement dated 9/22/89 and recorded in Volume OR 341, p.415 of the Summit County Records;
- d) establish, enforce, levy, and collect assessments, subject to the provisions of the Declaration. If a lien is assessed against a property in delinquency; all legal fees incurred by MHA will become the responsibility of the delinquent property owner;
- e) suspend the voting rights of an owner during any period in which that owner is delinquent in the payment of dues (assessment) levied by the MHA;
- f) declare the office of a member of the Board to be vacant in the event a Trustee shall be absent from 2 consecutive regular meetings of the Board;
- g) authorize the officers to enter into one or more management agreements in order to facilitate the efficient operation of common property(i.e. landscaping).

SECTION 12. **Duties:** It shall be the duties of the Board to:

- a) keep a complete and current record of all its acts and business affairs and to present a statement thereof to the owners at each Annual meeting of owners, or at any Trustee meeting, or at any time when such statement is requested in writing by owners.
- b) supervise all officers, agents, and employees of the MHA and see that their duties are properly performed.

- c) fix the amount of dues for membership for each property, subject to the provisions of the Declaration;
- d) give written notice of fees to every owner;
- e) foreclose the lien against any property for which the fee is delinquent (not paid by March 31st);
- f) file an action at law against the owner(s) personally obligated to pay the same;
- g) issue upon demand by any person, a certificate stating whether or not any assessment fee has been paid;
- h) procure and maintain insurance as the Board deems advisable;
- i) enforce the restrictions created by the Declaration.

#### **ARTICLE V DUTIES OF OFFICERS**

The duties of the Officers shall be as follows, unless the Board determines otherwise.

SECTION 1. **President:** The President shall preside at all meetings of the Association and the Board, enforce orders and observance of the Constitution and By-law's, and sign all orders authorized by the Association or Trustees.

SECTION 2. **Vice President:** The Vice President shall performance of the duties pertaining to the office of President in case of his absence or resignation. In case of resignation of the President, the Vice President shall fill the unexpired term of office. The Vice President shall be responsible for publication of a quarterly newspaper (March, June, September and December). Those in March and September shall be delivered early enough to serve as notice of membership Association meetings of April and October.

SECTION 3. **Secretary:** The Secretary shall attend all meetings of the Association and of the Board, keep the minutes and proceedings of the meetings and conduct and maintain a copy of all correspondence. The Secretary shall serve notice of meetings of the Board and of the owners, and keep current records showing the names of owners of the Association together with their addresses.

SECTION 4. **Treasurer:** The Treasurer shall receive and keep a true record of all Association funds, giving receipt therefore, and give a financial report at each meeting. He/she shall procure a check cashing signature card for the four officers to sign in the Association's name for withdrawing money.

SECTION 5. **Trustee:** All Trustees shall be responsible for approving all expenditures, and on a rotating basis attend those City Of Twinsburg Council and School Board meetings Of importance to the Association. All Trustees are responsible for collecting membership fees.

#### **ARTICLE VI BOOKS AND RECORDS**

The books, records, and financial statements of the MI-IA shall be available at any meeting upon request to the Association, for inspection by owners.

#### **ARTICLE VII APPLICABLE LAWS: PRIORITY OF DOCUMENTS**

- (a) Chapter 1702 of the Ohio Revised Code,
- (b) The Declaration,
- (c) The Articles,
- (d) This Code of Regulations, and
- (e) The Rules, shall be interpreted as a harmonious whole, and this Association shall be subject to and governed by all such laws, documents and rules. In the event of any direct inconsistency in any provisions in any of the foregoing, the provisions in the law or document first above listed shall be given priority; provided, however that all inconsistencies between or among the permissive provisions of Chapter 1702 of the Ohio Revised Code and any provisions of any documents, or rules, listed later, shall be resolved in favor of the documents or rules listed later.

#### **ARTICLE VIII ORDER OF BUSINESS**

**SECTION 1. General:** The regular order of business of this Association shall be:

- (a) Roll call
- (b) Minutes
- (c) Correspondence
- (d) President's report
- (e) Treasurer's report
- (f) Committee reports
- (g) Old business
- (h) New business
- (g) Good and welfare

**SECTION 2. Suspension of regular order of business:** The regular order of business may be suspended by a majority vote of the voting power present at a meeting and constituting a quorum.

**SECTION 3. Parliamentary Procedure:** Robert's Rules of Order shall govern all rules of parliamentary procedure unless otherwise provided by these documents.

## ARTICLE IX AMENDMENTS

SECTION 1. This Constitution and By-law's may be amended, altered, changed, added to, or repealed by the affirmative vote of a majority of those members in attendance at any regular or special meeting of the members, if notice of such proposal be contained in the notice of the meeting.

SECTION 2. **Deed restrictions:** Deed restrictions may be brought to vote by ballot and proxy by any member in good standing (all dues currently paid) with the MHA. Signatures of one-fourth (25%) of the majority voting power must be presented to the Board at the next regular meeting of the Board. The signatures must be of members all in good standing with the MI-IA. The Board will validate those signatures and place the issue to vote at the next Annual meeting. If issue is voted upon and does not succeed to gain approval by the required 66 2/3 percent of the entire voting population of Meadowood, then said issue in any form will be ineligible for the petition/voting process for a period of three (3) years from the original voting date.

In testimony whereof, the undersigned, the Board of Trustees, has caused this

Constitution and By-law's to be duly adopted on or as of this 9th day of JUNE, 1994.

Meadowood Board of Trustees

Originally signed by:

Mark Klawitter, President  
Christopher Goda, Vice-President  
Donna Casey, Secretary  
John Savu, Treasurer  
David Bregman, Trustee

(NOTE: Original signatures available on file)