

**BYLAWS
OF
LIBERTY LAKES HOMEOWNER'S ASSOCIATION
As of March 2, 2021**

Article I. GENERAL PROVISIONS

Section I.01 Name and Location. The name of the association is "Liberty Lakes Homeowner's Association, an Ohio non-profit corporation (the "**Association**"). The mailing address of the Association shall be P.O. Box 1714, Powell, Ohio 43065.

Section I.02 Definitions. Any terms which are capitalized or used in these Bylaws but which are not defined in these Bylaws shall have the meanings set forth in the Association's Declaration of Subdivision Restrictive Covenants, as recorded in the records of the Delaware County, Ohio Recorder's Office (a) on March 21, 1996, as instrument number 1996-00005312, (b) on February 3, 1998, as instrument number 1998-00002755, and (c) on March 2, 2000, as instrument number 2000-00006135 (collectively, the "**Declaration**"), as may be amended from time to time.

Section I.03 Fiscal Year. The fiscal year of the Association begins on each January 1 and ends on the subsequent December 31.

Article II. PURPOSES

Section II.01 Purposes. The purposes of the Association are:

- (a) To own and manage that property in the residential development commonly known as Liberty Lakes in Powell, Delaware County, Ohio (the "**Development**");
- (b) To collect periodic homeowner's association dues;
- (c) To pay expenses in connection with the Development and the Association;
- (d) To maintain insurance on the Development and the Association;

(e) To enforce the Declaration and the Association's Articles of Incorporation, as amended (the "**Articles**"); and

(f) To perform such other and further acts are necessary and appropriate to accomplish the foregoing purposes.

Article III. MEETING OF MEMBERS

Section III.01 Composition. Each record Owner of a platted lot (each a "**Lot**") in the Development shall be a "**Member**" of the Association. An Owner becomes a Member automatically when such Owner takes fee simple title to a Lot. The membership of an Owner shall automatically terminate at such time as that Owner ceases to own a fee interest in a Lot.

Section III.02 Privileges of Membership. Membership shall entitle the holder thereof, or its representatives in the event that a Member is not an individual, to all the privileges of membership, including the right to vote and to have access to all common areas of the Development. Persons in the family of a Member who live with the Member and are over the age of eighteen (18) years, tenants in possession of a Lot and those who live with such tenant and who are over the age of eighteen (18) years, 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.

Section III.03 Eligibility to Vote. All Members must be current and in good standing with the Association to be entitled to (a) vote, (b) hold elective or appointive office, and (c) serve on committees as may be established by the Board (defined below). The Owners of each Lot shall have one vote for each Lot owned in all elections and all matters requiring a vote as set forth herein; provided, however, joint, common or other multiple ownership of a Lot shall not entitle the Owners thereof to more than the number of votes which would be authorized if such Lot were held by one Owner. In the event that multiple votes are received from a Member the vote for the Member shall be discarded unless the last vote is in person.

Section III.04 Annual Meetings. The Association's annual meeting of the Members shall be held each year during first quarter of the fiscal year at a location in Delaware or any contiguous County of Ohio and at a time as the Association's Board of Trustees (the "**Board**") may designate. The purpose of the annual meeting shall be for electing trustees, updating the Members of previous and future community plans, making decisions regarding the Association, and for any other affairs of the Association. Notices of the annual meeting shall be mailed to all Members at least thirty (30) days before the meeting. Meetings may be held virtually at the discretion of the Board.

Section III.05 Special Meetings. Special meetings of the Members may be called at any time by (a) the president of the Association, or in the president's absence, by any vice president of the Association, (b) by at least three (3) members of the Board, or (c) by the Members entitled to exercise at least one-fourth (1/4) of the voting power of Members. Any special meeting duly called shall be held on such date, hour, and location within Delaware County, Ohio as specified by the person(s) authorized to call the meeting.

Section III.06 Notice of Meetings. Written notice of each meeting of Members shall be given by the secretary of the Association, or at the direction of the person or persons authorized to call the meeting, by posting notice of the meeting on the Association's website and/or sending via U.S. mail or electronic mail, in any such case not less than ten (10) days before such meeting to each Member entitled to vote thereat; provided, however, if any Member requests in writing that notices of meetings be sent to such Member by mail, notices of non-emergency meetings will be sent to such Member by regular U.S. mail, postage prepaid. Notwithstanding the foregoing to the contrary, emergency special meetings may be called as provided herein by giving the Members not less than twenty-four (24) hours' prior notice of such meeting, such notice to be given by posting on the Association's website and/or by electronic mail. Notices of emergency special meetings need not be given by U.S. mail even if a Member has requested that all meeting notices be provided by mail. Notices sent by U.S. mail or electronic mail will be addressed to the Member's mailing address or electronic mail 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 not less than ten (10) days before the meeting or, in the case of emergency meetings, not less than twenty-four (24) hours before the emergency special meeting. If a Member requests to receive notice of non-emergency meetings by U.S. mail after an electronic notice for an upcoming scheduled meeting has been given to such Member, such request for transmission of notices by U.S. mail will be effective for all meetings following the meeting for which electronic notice has already been given. Any notice given under this Section 3.06 shall specify the place, day, and hour of the meeting and, in case of a special meeting, the purpose of the meeting.

Section III.07 Quorum. The presence of those Members, in person or by proxy, at any duly called and noticed meeting of Members entitled to exercise ten percent (10%) of the voting power of Members shall constitute a quorum for such meeting, but no action required by law, the Articles, or these Bylaws to be authorized or taken by a specific proportion or number of voting Members may be authorized or taken by a lesser proportion of Members.

Section III.08 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 of the Member's Lot.

Section III.09 Voting Power. Except as otherwise provided herein, in the Articles or in the Declaration, the vote by the holders of sixty percent (60%) 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.

Section III.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 approval, in a writing or writings, of Members having not less than sixty percent (60%) of the voting power of Members.

Article IV. BOARD OF DIRECTORS

Section IV.01 Composition. Trustees shall be elected at each annual meeting of the Members. The trustees shall initially be those trustees who have been duly elected and are serving as trustees as of the date of these Bylaws. The terms of office of such trustees shall be deemed to have begun on the most recent date such trustees were elected. Unless otherwise determined by the Members, the total number of trustees to constitute the entire Board shall be not less than five (5) and no more than seven (7). No person may serve as a trustee unless such person is a natural person and an actual or beneficial Owner of a Lot in the Development.

Section IV.02 Term. Each trustee shall serve for a term of three (3) years from the date of his or her election or appointment. There shall be no limit to the number of terms during which a person may serve as a trustee. In the event that a trustee's term is up and the position is uncontested the trustee's position shall renew annually.

Section IV.03 Nomination. Nominations for the election of trustees to be elected by the Members shall be made from the floor at the annual meeting of Members. A potential trustee may so nominate himself or herself.

Section IV.04 Election. Trustees shall be elected at the annual meeting of the Members held each year. Election to the Board by the Members shall be by secret, written ballot or voice vote by the attending Members. At such election 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 IV.05 Removal of Trustees; Resignation. Trustees may be removed from the Board, with or without cause, by approval of sixty percent (60%) of the Members as provided in Sections 3.09 and 3.10 above. A trustee may resign at any time by giving written notice to the Board and the resignation shall take effect upon receipt of said notice, unless stated otherwise. In the event of death, resignation, or removal of a trustee without the election of a successor trustee at the same meeting, that trustee's successor shall be selected by the remaining trustees and shall serve until the next annual meeting of Members, when a trustee shall be elected to complete the term of such deceased, resigned, or removed trustee. If a trustee conveys his or her Lot such that he or she is no longer an actual or beneficial Owner of a Lot, such trustee shall be automatically removed as a trustee upon such conveyance.

Section IV.06 Regular Meetings. Regular meetings of the Board shall be held no less frequently than annually, without notice, on such date and at such place and hour as may be fixed from time to time by resolution of the Board.

Section IV.07 Special Meetings. Special meetings of the Board shall be held when called by the president, or by any two (2) trustees. Such meetings shall be held not less than three (3)

days after written or electronic notice to each trustee is given by the president or the Board, as applicable.

Section IV.08 Quorum. The presence at any duly called and noticed meeting of trustees entitled to exercise a majority of the voting power of trustees, shall constitute a quorum for such meeting.

Section IV.09 Voting Power. Except as otherwise provided in the Declaration, the Articles, or by law, the 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 IV.10 Action in Writing Without Meeting. Any action that could be taken by the trustees at a meeting may be taken without a meeting with the affirmative vote or approval, in a writing or writings, signed by a majority of the trustees.

Section IV.11 Powers. The Board 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 applicable law and/or not limited by the provisions of the Declaration. Without limiting the generality of the foregoing, the Board shall have the right, power and authority to:

(a) manage, control and restrict the use of the common areas of the Development and the conduct of the Members and their guests by adopting and publishing rules and regulations, and establishing monetary and other penalties to enforce any lack of compliance;

(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) maintain and landscape entrance areas and to own and to maintain aesthetically and functionally any Common Areas and construct and maintain any improvements thereon;

(d) declare the office of a member of the Board to be vacant if such member is absent from three (3) consecutive regular meetings of the Board;

(e) employ and supervise managers, attorneys, independent contractors, or such other persons as the Board may deem necessary to perform its functions;

(f) authorize the officers of the Association to enter into one or more contracts relating to maintenance of the entrance areas to the Development, common areas and any improvements thereon and the operation of the Association's affairs;

(g) authorize the president to execute deeds, easements, mortgages, and other conveyances of all or any portion of any real or personal property owned by the Association; and

(h) do all things and take all actions permitted to be taken by the Association by law, hereby or by the Articles or Declaration, and not specifically reserved thereby to others.

Section IV.12 Duties. It shall be the Board's 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 agents to ensure proper and ethical performance of the assigned duties;

(c) As may be more fully provided or limited in the Declaration, to:

(i) subject to any approving vote of the Members required by the Declaration, increase or decrease the amount of Association assessments against each Lot;

(ii) give written notice of each Association assessment to every Member;

(iii) perfect and foreclose the lien against any Lot for which assessments are not paid within a reasonable time after they are due, or bring an action at law against the Members personally obligated to pay the same, or both;

(iv) maintain property, liability, and trustees and officers insurance in such amounts as are deemed sufficient by the Board;

(v) cause any real or personal property subject to the Association's scope of authority to be maintained within the scope of authority provided in the Declaration;

(vi) cause the restrictions created by the Declaration with respect to the Lots to be enforced; and

(vii) take all other actions required to comply with all requirements of applicable law, the Articles, the Declaration, and these Bylaws.

Section IV.13 Compensation. No trustee or officer shall receive compensation for their services. However, by resolution of the Board may be reimbursed for actual expenses incurred in the performance of their duties.

Article V. OFFICERS

Section V.01 Officers. The officers of the Association shall be a president, a vice-president, a secretary and a treasurer.

Section V.02 Term of Office. Officers shall assume their duties at the close of the meeting at which they are elected. Officers shall serve until their successors are elected. An officer must be a Member of the Association.

Section V.03 Vacancy in Office. A vacancy in any office shall be filled by the Board.

Section V.04 Removal and Resignation. Any officer elected or appointed by the Board may be removed by the Board with or without cause. In any event of the death, resignation or removal of an officer, the Board in its discretion may elect or appoint a successor to serve the remainder of the current term.

Section V.05 Duties. Officers shall perform the duties provided in this section for each officer and such other duties as are prescribed for the office in these Bylaws.

(a) **President.** The president shall be the chief executive officer of the Association 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, if any, shall have all the powers and functions of the president and perform such duties as the Board shall prescribe.

(c) **Secretary.** The secretary shall attend all meetings of the Association; record all votes and minutes of all proceedings in a book to be kept for that purpose; give or cause to be given notice of all meetings of Members and of special meetings of the Board; be responsible for preparing and making available a list of Members entitled to vote, indicating the names and addresses at each membership meeting; maintain all the Association documents and records in a proper and safe manner as required by applicable law; and perform such other duties as may be prescribed by the Board.

(d) **Treasurer.** The treasurer shall have the custody of the Association funds and securities; maintain complete and accurate accounts of receipts and disbursements in the Association's books; 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; disburse the funds of the Association as may be ordered or authorized by the Board and preserve proper vouchers for such

disbursements; prepare, or cause to be prepared, the annual benefit report; render to the president and Board at the regular meetings of the Board, or whenever they require it, an account of all his or her transactions as treasurer and of the financial condition of the Association; render a full financial report at the annual meeting of the Members if so requested; and perform such other duties as are given to him or her by these Bylaws or as from time to time are assigned to him or her by the Board or the president.

Article VI. ASSOCIATION ASSESSMENTS

Each owner of any Lot, by acceptance of a deed or other conveyance thereto, whether or not it shall be so expressed in such deed or conveyance, is deemed to covenant and agree to pay to the Association assessments. The Declaration shall govern the determination, assessments, payment, time periods, consequences, lien rights, hearing rights, and all provisions relating to the Association assessments

Article VII. COMMITTEES

The Board may designate from among its members an executive committee and other committees, each consisting of one (1) or more trustees, by resolution adopted by a majority of the entire Board. Each such committee shall serve at the pleasure of the Board.

Article VIII. INCORPORATION

All provisions governing or relating to the Association and/or the Board that are set forth in the Declaration are hereby incorporated into these Bylaws by this reference as if such provisions were fully written herein.

Article IX. BOOKS AND RECORDS

The Association's books, records and documents shall at all times be subject to inspection by any Member during reasonable business hours. Furthermore, all outgoing officers, trustees, 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 thirty (30) days after the election.

Article X. AMENDMENTS

Section X.01 Amendment Process. These Bylaws may be amended, at a regular or special meeting of the Members, by a vote of a majority of the Members present in person or by proxy at a meeting called for such purpose and at which there is a quorum. Written notice of any proposed amendments to these Bylaws shall be delivered to all Members at least ten (10) days prior to any meeting at which the proposed amendment is to be discussed and/or voted upon.

Section X.02 Conflict. In the case of any conflict between these Bylaws and the Declaration, the Declaration shall control to the extent of the conflict. If any conflict exists between the Articles and these Bylaws, the Articles shall control to the extent of the conflict.

Section X.03 Effective Date. Amendments to these Bylaws are effective upon their approval in the manner set forth above, unless a later effective date is specified therein.

Section X.04 Prior Bylaws. All prior codes of regulations and bylaws of the Association are hereby replaced in their entirety by these Bylaws and shall have no further force or effect.

[Original Certification on following page.]


CERTIFICATION

The undersigned does hereby certify that:

1. The undersigned is the duly elected and acting Secretary of the Liberty Lakes Homeowner's Association, an Ohio Non-profit corporation, and

2. The foregoing Bylaws were duly adopted at a meeting of the Members of the Liberty Lakes Homeowner's Association, held on the 2nd day of March 2021.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 5th day of April, 2021.

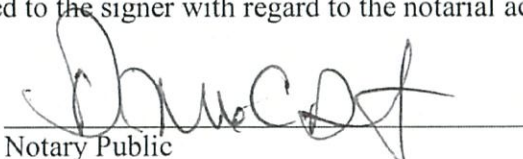

Susan Hayes, Secretary of Liberty Lakes Homeowner's Association

STATE OF OHIO
COUNTY OF Franklin, SS:

The foregoing instrument was acknowledged before me this 5th day of April, 2021 by Susan Hayes, Secretary of Liberty Lakes Homeowner's Association, on behalf of the association. No oath or affirmation was administered to the signer with regard to the notarial act.



Donna C. Dronet
Notary Public, State of Ohio
My Commission Expires 07-24-21


Notary Public

This Instrument Prepared By:
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