

Transferred
 In Compliance with sections
 319-202 and 322-02 of the
 Ohio Revised Code.

FEE \$

Exempt ☒

R.E. TRANSFER

\$

Richard H. Jeffray
 Erie County Auditor

Trans. Fee: \$

Richard H. Jeffray

Per O.C.G. 319.202

Erie County Auditor (Signature)
 Date 12/7/16

TRANSFER NOT NECESSARY

Barbara A. Sessler
 County Recorder, Erie County OH

201610723 Total Pages: 12
 12/07/2016 10:47:43 AM Fees: \$112.00

RECORDING OF

BYLAWS

FOR

CEDAR COVE ASSOCIATION

PLEASE CROSS MARGINAL REFERENCE WITH THE DEED FOR CEDAR
 COVE ASSOCIATION RECORDED AT VOLUME 262, PAGE 519 ET SEQ. OF
 THE ERIE COUNTY RECORDS.

BYLAWS
FOR
CEDAR COVE ASSOCIATION

WHEREAS, the Cedar Cove Association ("Association") was created on or about June 5, 1958, in conjunction with the filing of its Articles of Incorporation with the Ohio Secretary of State's Office; and

WHEREAS, the Association's principal purpose is to maintain and operate the Cedar Cove Association development located in Sandusky, Ohio, pursuant to the terms and provisions of the Deed for Cedar Cove that was filed for record at Volume 262, Page 519 et seq. of the Erie County Records, ("Deed"); and

WHEREAS, upon the filing of the Articles of Incorporation, the Declarant created and adopted the Bylaws for Cedar Cove Association ("Bylaws") for conducting the Association's affairs, but did not file the Bylaws for record with the Erie County Records; and

WHEREAS, Ohio Revised Code Section 5312.02 of the Ohio Planned Community Act requires a copy of the Bylaws to be filed and recorded with the County Recorder, and

NOW THEREFORE, the Bylaws for Cedar Cove Association as adopted by the Association are attached to and made a part of the Deed and set forth as attached.

To bring the Association's governing documents in compliance with Section 5312.02, the Board of Directors, on behalf of the Association, approved the attached Bylaws to be filed and recorded with the Erie County Recorder's Office.

[THIS SPACE LEFT BLANK INTENTIONALLY.]

The Cedar Cove Association has caused the execution of this instrument this
9 day of November, 2016.

CEDAR COVE ASSOCIATION

By: Johnnie Leonhardt, President
JOHNNIE LEONHARDT, its President

By: Erline Trsek
ERLINE TRSEK, its Secretary

STATE OF OHIO)
)
COUNTY OF Erie) SS

BEFORE ME, a Notary Public, in and for said County, personally appeared the above named Cedar Cove Association, by its President and its Secretary, who acknowledged that they did sign the foregoing instrument, on Page 3 of 4, and that the same is the free act and deed of said corporation and the free act and deed of them personally and as such officer.

I have set my hand and official seal in Sandusky, Ohio, this 9th day of November, 2016.

Deborah R. Loyd

NOTARY PUBLIC

My commission
Expires 6-1-20.

Please place notary stamp/seal here:



DEBORAH R LOYD
NOTARY PUBLIC - OHIO

This instrument prepared by:
KAMAN & CUSIMANO, LLC, Attorneys at Law
2000 Terminal Tower
50 Public Square
Cleveland, Ohio 44113
(216) 696-0650
ohiohoalaw.com



BYLAWS

ARTICLE I

Name

Section 1. The name of the corporation shall be the CEDAR COVE ASSOCIATION and shall hereinafter be referred to as "the association".

ARTICLE II

Purposes

Section 1. The purposes of this association are to perpetually own, lease, maintain, preserve, control and regulate the use of the sand beach in the Cedar Cove Allotment as shown on the plat of Cedar Cove Allotment as recorded in Volume 15, Page 32, Erie County Plat Records, for the sole use, enjoyment and benefit of the owners of lots in said Allotment and their invitees; to perpetually own, maintain, preserve, control and regulate the use of a boat docking area in the said Cedar Cove Allotment for the sole use, enjoyment and benefit of the owners of lots in said Allotment and their invitees; to the extent that it may voluntarily elect to do so, to exercise and perform all or any part of the powers, privileges, duties, rights, obligations and authority that were or may be reserved and granted to the Sandusky Development Co. in the Deed recorded in Volume 262, Pages 519 et. seq. of the Erie County Records ("Deed"), and the deeds from Sandusky Development Co. of lots in said Cedar Cove Allotment and that may hereafter be assigned by said Sandusky Development Co. to this association, including, but not limited to, the adoption, modification, revocation and enforcement of reasonable rules, regulations, and restrictions for the use and maintenance of the beach, lagoon, and

streets in Cedar Cove Allotment; and to further and promote by all lawful means, the common interests of the owners of lots in said Cedar Cove Allotment and generally to do any and all things permitted to a corporation, not for profit, under the laws of the State of Ohio.

ARTICLE III

Membership

Section 1. Membership in this association shall be forever limited to owners of lots in Cedar Cove Allotment and there shall be one membership only available for each of said lots; provided however, that a membership may be held jointly by two or more persons each of whom has a present interest in the same lot; provided further that the vote of each membership which is held jointly by two or more persons as aforesaid shall in every case be cast by such one of two or more persons whose name appears first on the latest recorded deed to the lot involved and such vote shall be binding on the other owner or owners of said lot. Additionally, there will be one membership available for any owner of two or more adjacent lots improved with one dwelling house.

Section 2. Any person (real or corporate) or persons who jointly own a lot or lots in Cedar Cove Allotment become members of Cedar Cove Association when the person(s) or corporate entity acquires title to a lot within Cedar Cove Allotment. Members are thereby bound by the Deed, Bylaws, and rules and regulations of this association, and must pay the initial fee, if any, prescribed by the board of trustees and all annual dues, if any, prescribed by the board of trustees.

Section 3. Each membership shall automatically terminate when the owner or owners thereof no longer own a lot in Cedar Cove Allotment; and there shall be no refund of initial fee or dues. Memberships in the association shall not be transferable or assignable, either to a transferee of a lot in Cedar Cove Allotment or otherwise.

ARTICLE IV

Board of Trustees

Section 1. The government and business of the association, the direction of its activities and the regulation and control of its property shall be vested in a board of trustees consisting of seven members elected from the members of the association.

Section 2. The association shall indemnify each trustee and officer and every former trustee and officer against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceedings to which he is made a party by reason of being or having been such trustee

or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which he may be entitled under the Articles of Incorporation, these Bylaws, any agreements, vote of members, or otherwise.

Section 3. At the initial election three trustees shall be elected to serve terms of three years, two to serve terms of two years and two to serve terms of one year. After the initial election, sufficient number of trustees shall be elected to fill the vacancies created by the then expiring terms, and each trustee elected after the initial election shall serve a term of three (3) years with the option of two (2) consecutive terms.

Section 4. Absence from three consecutive meetings of the board of trustees without an excuse deemed valid and so recorded by the board shall be construed as a resignation.

Section 5. The board of trustees shall be empowered to enact such rules and regulations as may be deemed expedient for the government of the association and for the maintenance, preservation, control and regulation of its property.

Section 6. Trustees shall take office at the first meeting of the board of trustees following their election.

Section 7. The members of the board of trustees shall be empowered to fill any vacancies on the board.

Section 8. The president or vice-president of the association, elected as hereinafter provided, shall preside at all meetings of the board of trustees and the presiding officer shall not be entitled to vote except in case of a tie.

ARTICLE V

Officers

Section 1. At the annual meeting of trustees at which the newly elected trustees take office, the board of trustees shall elect from its own number a president, a vice-president, a secretary and a treasurer and any other officers, subordinate officers or assistant officers as it may determine to be necessary.

Section 2. The terms of the officers shall be for one year and they shall take office immediately upon election.

Section 3. The powers and duties of the officers shall be such as their titles by general usage would indicate and such as is required by law, and such as may be assigned to them by the board of trustees.

ARTICLE VI

Nominations and Elections

Section 1. At least sixty days prior to the date for the annual election of trustees, the president shall appoint a nominating committee whose duty it shall be to nominate, from the members of the association, individuals to be voted upon for members of the board of trustees.

Section 2. The nominating committee shall file a list of recommended nominees with the Secretary not less than thirty (30) days prior to the annual election date.

Section 3. Other nominations than those made by the committee may be made by members not later than thirty (30) days prior to the annual election date by filing the name of the nominee or nominees with the Secretary in a petition for each nominee signed by three members. Such nominee shall have given his consent in writing or by email before his petition is considered.

Section 4. The Secretary shall mail or email to all members in good standing of the association, fifteen (15) days prior to the annual election date, a list of nominees recommended by the nominating committee and the names of any other nominees properly filed at that time.

Section 5. Voting shall be by mailed or emailed ballots in conformity with such additional rules and regulations as the board of trustees may adopt.

Section 6. The President shall appoint from the members in good standing and who are not candidates, an election committee whose duty it shall be to conduct and supervise the election, count the ballots and make known the results of the election to the President.

Section 7. The election date shall be April 15th of each year and all ballots, to be deemed valid, shall be mailed or emailed to the Secretary, post marked or time stamped not later than 6:00 o'clock P.M. on said date.

ARTICLE VII

Recall

Section 1. Any or all of the trustees and officers of this association may be removed from office by the members as provided for in this article. Upon the request in writing of ten percent (10%) of the members in good standing, the board of trustees shall, not less than fifteen (15) nor more than thirty (30) days after the receipt of said written request (unless within said fifteen (15) day period the named trustee or officer shall deliver his resignation in writing to the board of trustees), submit the following question by mail to the members: "Shall (name of individual) be removed from the office of (name of office)?" Notice of the filing of the recall petition shall be given by the secretary in person or by mail to the person named therein within forty-eight (48) hours after the same has been filed with the board of trustees.

Section 2. Recall questionnaires submitted to the members shall be returned within five (5) days of the date of mailing to be termed valid.

Section 3. In any such recall election, if the majority of the votes cast on the question of removal of any trustee or officer are in favor of the removal of any trustee or officer, the person whose removal is sought shall thereupon be deemed removed from office upon the announcement of the official canvass of that election as prescribed by the board of trustees and the vacancy caused by such recall, shall, within thirty (30) days, be filled by the remainder of the board of trustees.

ARTICLE VIII

Referenda

Section 1. Upon the request in writing of five (5) members in good standing or upon its own initiative, the board of trustees shall submit a question by mail or email to the members for a referendum vote.

Section 2. The ballot for a referendum vote may be accompanied by a brief statement of both sides of the question. Unless otherwise stated on the written ballot, any action taken by the members shall be final and shall bind the board of trustees and the membership.

Section 3. Referenda questionnaires or ballots submitted to the members shall be returned within five (5) days of the date of mailing to be termed valid.

ARTICLE IX

Committees

Section 1. The president shall appoint all committees, subject to the confirmation of the board of trustees.

Section 2. The board of trustees shall authorize and define the powers and duties of all committees.

Section 3. The President shall appoint a finance committee which shall review annually the books and accounts of the association at the close of the fiscal year and report its findings to the board of trustees and to the membership.

Section 4. Within ten (10) days after the organizational meeting of the board of trustees, the finance committee shall compile a budget of estimated expenses for the ensuing year and submit it to the board of trustees. As passed by the board, with or without modification, the budget shall be the appropriation measure of the corporation and no further authorization shall be required for the expenditure of the sums so appropriated by the duly authorized officers. No expenditures of the funds of the corporation shall be made without the approval of the board of trustees, whether as a part of the budget or as a separate appropriation.

ARTICLE X

Meetings

Section 1. The President shall call a meeting of the members of the association whenever the board of trustees shall consider it necessary or desirable or whenever not less than five present (5%) of the members in good standing request such a meeting in writing addressed to the board of trustees.

Section 2. At all meetings of the members, fifteen percent (15%) of the total number of members (one per lot) in good standing shall constitute a quorum.

Section 3. The board of trustees shall meet in its annual organizational meeting between April 15th and May 15th each year and in addition whenever it may be considered necessary or desirable by the President or any three (3) members of the board of trustees.

Section 4. At all meetings of the board of trustees, three (3) members thereof shall constitute a quorum.

Section 5. Notice of meetings shall be given to each person entitled thereto by email or mailing notices to such persons at least forty-eight (48) hours before the time of the meetings.

ARTICLE XI

Funds

Section 1. The board of trustees shall prescribe the forms and procedures for receiving and disbursing all funds due or entrusted to the corporation.

Section 2. The board of trustees shall have power to purchase, lease, or sell real estate and mortgage the same, incur debts, borrow money, and give notes of the association signed by any two (2) of the following officers: President, Vice-President, or Treasurer. The board of trustees shall designate the depository or depositories of the funds of the corporation, and the officer or officers of the corporation which shall sign the checks thereof. The board of trustees shall exercise all other powers as are now or hereafter provided by the Ohio statutes for non-profit corporations.

ARTICLE XII

General

Section 1. The fiscal year shall end the 31st day of March.

Section 2. The proceedings of the association's meetings shall be governed by and conducted according to Roberts' Manual of Parliamentary Rules.

Section 3. These Bylaws may be amended or altered by a two-thirds vote of the board of trustees.

Section 4. Due to the ongoing development of new technologies and corresponding changes in business practices, to the extent permitted by Ohio and Federal law, as well as by the board, now or in the future: (1) any notice required in the Deed or Bylaws to be sent or received; (2) any signature, vote, consent, or approval required to be obtained; or (3) any payment required to be made, under the Deed or Bylaws, may be accomplished or required using the most advanced technology available at that time provided such use is a generally accepted business practice. This includes, without limitation, the use of electronic mail (also known as email) or other electronic transmission in lieu of any association required written notice to members, individually or collectively, to or from any member who has given the association written consent to such use of electronic mail or other electronic transmission, and for the

association to properly and effectively receive any member's signature, vote, consent, or approval the association needs or requires, subject to the following:

- (a) For voting on the election of board members, the association may provide for voting by electronic transmission. However, if the association cannot guarantee the anonymity of a member's vote, the association must provide the member with the option of casting an anonymous printed ballot.
- (b) An electronic mail or other electronic transmission to a member is not considered delivered and effective if the association's transmission to the member fails two consecutive times, e.g. the association receives an "undeliverable" or similar message, or the inability to deliver the transmission to the member becomes known to the person responsible for sending the transmission. If the electronic mail or other electronic transmission is not delivered or effective, the association will deliver such notice or other communication to the member in writing by regular U.S. mail to the member's lot or last known address, by hand delivery to the member, or by leaving the notice under or attached to the front door of the member's lot.
- (c) Any member who has not given the association written consent to such use of electronic mail or other electronic transmission will receive notices, including any notice of delinquency of any payment due, either by personal delivery to the member, by leaving the notice under or attached to the front door of the member's lot, or regular mail to the member's lot or last known address.