

**CERTIFICATE OF ACTION OF EDGEWATER OWNERS ASSOCIATION
FOR EDGEWATER SUBDIVISION**

The undersigned, being the current Edgewater Owners Association Board Trustees, based on the outcome of the Special Meeting which took place on December 15, 2020 to transfer management of the Association from the Developer to the Homeowners (Members), hereby takes the action set forth below, pursuant to the Second Amended Declaration of Covenants, Conditions and Restrictions of Edgewater Subdivision, and pursuant to the Annual Meeting which took place on September 13, 2022 and election which concluded on September 30, 2022:

BE IT RESOLVED THAT, the following persons are hereby appointed as Trustees of the Edgewater Owners Association to hold the offices set forth below:

David Iverson, President (Current)
1171 Pond View Drive, Troy OH 45373
Term: 3 Years (2021 – 2023)

Keith Achor, Vice President (New)
2770 Twin Lakes Drive, Troy OH 45373
Term: 1 Year (2023 – 2023)

Alan Mansfield, Vice President (New)
2628 Shady Tree Drive, Troy OH 45373
Term: 2 Years (2023 – 2024)

Brian Williams, Secretary (New)
1117 Parkview Drive, Troy OH 45373
Term: 2 Years (2023 – 2024)

Dave Gregorovic, Treasurer (Current)
1140 Edgewater Drive, Troy OH 45373
Term: 2 Years (2021 – 2022), Re-elected to second term (2023 – 2025)

IN WITNESS WHEREOF, the Trustees of the Edgewater Owners Association Board has hereunto set his hand effective this 19th day of November 2022.

David Iverson, Trustee / President
Edgewater Owners Association

Dave Gregorovic, Trustee / Secretary, Treasurer
Edgewater Owners Association

ACCEPTANCE OF APPOINTMENT

The undersigned individuals accept appointment by the Edgewater Owners Association members as Trustees to hold the offices set forth above. The undersigned have general powers pursuant to the Code of Regulations and the Second Amended Declaration of Covenants, Conditions and Restriction of Edgewater Subdivision; see Attachment A.

David Iverson

Keith Achor

Alan Mansfield

Brian Williams

Dave Gregorovic

CODE OF REGULATIONS (BY LAWS)

SECTION 1. DECLARATION; APPLICABILITY; OFFICE

Section 1.1 Declaration: Edgewater Owners Association, a Homeowner/Member-managed Association as of December 15, 2020, and an Ohio nonprofit corporation, is the Association to which reference is made in the Declaration of Covenants, Conditions and Restrictions, dated February 16, 2006, recorded at Volume 769, beginning at page 329, Miami County, Ohio, Official Records (that Declaration, as it may be amended from time to time, the “Declaration”). The terms, provisions, conditions and restrictions of the Declaration, as they relate to the Association and the members (as defined below), Board Officers, appointed committees, are incorporated by reference with the same force and effect as if fully set out in this Code of Regulations.

Section 1.2 Applicability: This Code of Regulations is binding on all present and future Owners or Occupants (each as defined in the Declaration) of the Property (as defined in the Declaration) or other persons using any improvements or facilities located on the Property in any manner. Upon acquisition, rental, or any other act of occupancy of any Property by any person, this Code of Regulations shall be deemed accepted and ratified by that person.

Section 1.3 Office: As a Homeowner/Member-managed Association, the Association Board Officers shall designate an appropriate office and / or meeting location within reasonable proximity to the Edgewater Property.

SECTION 2. DEFINITIONS

All terms used at any place in this Code of Regulations that begin with capital letters, other than words that would normally be capitalized, unless the context otherwise requires, shall have the meanings set forth in the Declaration.

SECTION 3. MEMBERSHIP AND VOTING RIGHTS

Section 3.1 Membership: All Edgewater Property Owners are members of the Association (as defined by the Declaration) and shall be considered members. Members have both full rights and responsibilities in accordance with the Code of Regulations and Declaration of Covenants, Conditions and Restrictions.

Section 3.2 Voting Rights: Each Member shall be entitled to vote, with regard to matters submitted to the Members by the Board for a vote, a number of votes equal to the number of Properties owned by a Member at the time of the vote (i.e.; one vote per Property). If a Property is co-owned and member owners cannot mutually agree on an issue, no vote shall be cast for the particular Property.

Section 3.3 Revocation of Voting Rights: Any Member who is not in good standing with the association, either due to receipt of notice of violation of any of the covenants, conditions or restrictions and/or late payment notice (or lien filing) of annual dues, shall be considered in Default and not be entitled to vote during any period in which the Default or suspension continues.

Section 3.4 Actions by Members: Provided that the required quorum has cast a vote, as herein provided for, a simple majority vote shall be sufficient to determine any issue presented to the membership. Votes will be collected either prior to an announced meeting via mail or email ballots or received at the meeting in person.

SECTION 4. MEETINGS OF MEMBERS; QUORUMS; PROXIES

Section 4.1 Place of Meeting: Depending on the meeting purpose, the Association Board Officers will determine an appropriate meeting location in close proximity to the Edgewater Properties. For regular board meetings or committee meetings, depending on group size and time of year, the board will consider member locations or public library meeting rooms. For annual meetings for all members and board officer elections and other ballot issues, the board will reserve a meeting room conveniently located near the Property.

Section 4.2 Annual Meeting: The annual meeting of the members for the purpose of electing Trustees of the board for the upcoming year and for the transaction of other business shall be held at a date, time and location as determined by the board officers. The annual meeting will normally occur in the fall (Sep-Nov).

Section 4.3 Special Meetings: The Board Secretary of the Association shall call a special meeting of the members (i) when directed by the Board President of the Association, (ii) upon a resolution of a majority of the Association Board Officers, (iii) upon the presentation to the Board Secretary of the Association of a petition signed by Members holding twenty-five (25%) percent of the total eligible votes of the Association.

Section 4.4 Quorum; Adjournment: Members present or having voted prior to a meeting where voting is to occur (annual or otherwise) holding at least fifteen (15) percent of the total eligible votes of the Association shall constitute a quorum.

Section 4.5 Notice of Meeting: Written notice of each meeting of Members shall be provided not less than 15 days but not more than 60 days prior to the meeting date. The meeting notice shall specify the date, time and location of the meeting. Meeting notices may be provided via multiple methods (i.e.; mail, electronic, etc.). Any Member may waive notice and/or attendance at the meeting, however, if voting on an issue is part of that meeting, the Association will provide an opportunity for each member to vote prior to such meeting, whether they choose to attend the meeting or not.

Section 4.6 Action by the Association without Meeting: The Board Officers of the Association shall act within the Code of Regulations and Declaration to duly execute and manage the responsibilities each was appointed to fulfill. During the year, the Board Officers and their established committees will work on issues concerning the Association and report their progress to the Members as circumstances warrant. When action requiring consult and input from the general Member population is required, the Board will present such action/issue to the Members for determination at a duly called meeting of the members.

Section 4.7 Proxies. The Members may vote in person or by mail or email on all matters that the Association board officers present to the Members. In order to encourage direct participation by Members in matters concerning the Association, voting by proxy shall not be permitted.

SECTION 5. ASSOCIATION BOARD OF TRUSTEES; POWERS; NUMBERS; MEETINGS

Section 5.1 General Powers: All of the authority of the Association shall be exercised by or under the direction of the Trustees of the Edgewater Owners Association in accordance with the Code of Regulations and the Declaration of Covenants, Conditions and Restrictions.

Section 5.2 Number of Trustees: As confirmed by the Members, there shall be at least three (3) and no more than five (5) Trustees of the board, at any given time. Board positions shall align directly with officer positions. The Members shall elect the Trustees and the Trustees shall elect or appoint the Officers. Officers of the Board are President, Vice President (2 positions), Secretary, and Treasurer. If there are less than five Trustees available to serve as officers, one Trustee may hold more than one office. See Section 7 for specific officer responsibilities.

Section 5.3 Election; Term of Office: Election of new Trustees shall be held each year as required to fill open positions and / or to re-elect Trustees for an additional term. Candidates for Trustees can be Members or Member spouse or Member co-owner. Elections will generally take place in the fall to elect new or re-elect Trustees to serve three year terms beginning at the start of the next calendar year. Each year, at least one Trustee position will come open based on initial staggered terms of one, two and three year terms for the original group of Trustees.

Section 5.4 Procedure for Election: At each annual meeting, the Members shall elect / re-elect Trustees of the Board as required to succeed outgoing Trustees or fill open positions for any other reason (i.e.; resignation, other). Prior to the meeting, the Trustees will have solicited candidate nominees and provided notification to the Members of both the election and annual meeting in advance.

Section 5.5 Removal or Resignation: Any Trustee may be removed at any time, with or without cause, by the affirmative vote of the Members holding at least 67% of the total eligible votes of the Association, and with cause, by the majority of the Trustees of the Board. The Trustees shall elect a successor to fill the unexpired portion of the such removed Trustee's position. Any Trustee may resign at any given time by giving written notice to the Board President or Vice President. The resignation shall take effect on the date of receipt of the notice or at any later date specified in the notice.

Section 5.6 Fees and Compensation: No fees or compensation shall be paid by the Association to Trustees for their services. Service on the Board is strictly voluntary.

Section 5.7 Meetings; Quorum: In order to conduct the business of the Association in accordance with the Code of Regulations and the Declaration of Covenants, Conditions and Restrictions, the Trustees will generally meet on a quarterly basis or more frequently as conditions require. Informal coordination shall occur in between particularly to monitor committee assignments, common area maintenance, and project improvement activity. Meetings will be scheduled in advance with agendas provided and minutes noted after the completion of the meeting. A majority of the Trustees shall be required to constitute a quorum.

Section 5.8 Action Taken by the Officers: Except as otherwise provided in the Declaration, this Code of Regulations or by law, every act or decision by a majority of the Trustees present in person at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

SECTION 6. COMMITTEES

The Officers of the Board of the Edgewater Owners Association may establish member committees, under the assigned oversight of one of the officers of the board, for the sole purpose of focusing on community concerns or issues to bring additional improvements to Edgewater and assist the Board in bringing solutions to fruition sooner. Ultimate decision authority rests with the Officers of the Board.

Each committee will work details of a particular concern, matter or issue, under the oversight of one of the Officers of the Board. Final approval of the committee's resolution and solution will be determined by majority vote of the Officers of the Board.

Officers of the Board will recommend and establish specific committees and solicit member participation on those committees.

SECTION 7. OFFICERS

Section 7.1 Enumeration and Election of Officers: The Officers of the Board of the Edgewater Owners Association shall be a President, a Vice President (up to two), a Secretary, and a Treasurer. After the annual meeting / election, the current and newly elected Trustees will meet to designate each Trustee in a specific Officer of the Board Position for their designated term of service.

Section 7.2 Fees and Compensation: No fees or compensation shall be paid by the Association to Officers of the Board for their services as Officers. Service on the Board is strictly voluntary.

Section 7.3 Duties of the Board Officers: The duties and responsibilities of the Officers of the Board of the Association shall be set forth below:

- a. President. The President shall preside at all meetings of the Board of Officers and meetings of the Members. The President shall sign any contracts, invoices, notes, or other papers as required. The President shall also have other duties in accordance with the Code of Regulations and Declaration of Covenants, Conditions and Restrictions.
- b. Vice President. The Vice President(s) shall have the powers of the President during absence or incapacity of the President or should there be a vacancy. The Vice President(s) shall also have other duties in accordance with the Code of Regulations and Declaration of Covenants, Conditions and Restrictions.
- c. Secretary. The Secretary shall keep minutes of all proceedings from Board meetings and Member Meetings, make proper record of the same and furnish copies of minutes to the President for approval and posting to the Members, The Secretary shall assist will annual publication of information (newsletter) to the Members as well as assist with electronic media information (i.e.; website, email, etc.) to members. The Secretary shall also have other duties in accordance with the Code of Regulations and Declaration of Covenants, Conditions and Restrictions.
- d. Treasurer. The Treasurer shall have general supervision of all Association finances. The Treasurer shall receive and have in charge all money, bills / invoices, insurance policies, and service agreements. The Treasurer shall cause to keep adequate and correct accounts of the business transactions of the Association. Upon the expiration of his/her term of office, shall turn over to the succeeding Treasurer all books, documentation, papers, and property related to the Association's finances. The Treasurer shall also have other duties in accordance with the Code of Regulations and Declaration of Covenants, Conditions and Restrictions.

SECTION 8. ASSESSMENTS

Section 8.1 Budget; Annual Assessments: The Officers of the Board shall assess common area operating and maintenance expenses and common area improvement projects against current annual dues income. The Officers of the Board will announce annual dues at the beginning of each year to Members.

Section 8.2 Special Assessments: The Officers of the Board may levy, in any given year, special assessments for the purpose described in the Declaration, subject to obtaining the vote of the Members. If such an assessment were required and passed Member approval, dues would be payable on the dates set by the Officers of the Board in one single installment, unless otherwise noted by the Board.

SECTION 9. ANNUAL AUDIT

The Officers of the Board of the Edgewater Owners Association, specifically the Treasurer, shall prepare and submit documentation to an independent certified public accountant at the end of each fiscal year for the purpose of annual audit and tax compliance at the expense of the Association.

SECTION 10. INDEMNIFICATION OF OFFICERS, EMPLOYEES, AGENTS AND VOLUNTEERS

This Section maybe ok as is other than removing / switching our “Trustees” with “Officers of the Board”

SECTION 11. CONFLICTS; AMENDMENTS

Section 11.1 Conflicts: If there are conflicts or inconsistencies between the provisions of Ohio law, the Declaration and this Code of Regulations (By Laws), the Ohio law, Declaration and this Code of Regulations, in that order, shall prevail.

Section 11.2 Amendments: This Code of Regulations (By Laws) may be amended by majority vote at any meeting of the Members duly called and held for that purpose, provided that the required quorum has cast a vote.

Adopted this ____ day of _____, 2022.

EDGEWATER OWNERS ASSOCIATION

David Iverson
President