

**CODE OF REGULATIONS (BYLAWS)**  
**OF**  
SHAKER MEADOWS NEW PHASE HOMEOWNERS ASSOCIATION, INC.

**ARTICLE I**  
**Identification**

Section 1. Name. The name of the corporation is “Shaker Meadows New Phase Homeowners Association, Inc.” (the “Association”).

Section 2. Principal Office and Registered Agent. The post-office address of the principal office of the Association is: 5757 N. State Route 741, Springboro, Ohio 45066. The name of its Registered Agent in charge of the office is R. Todd Henderson.

Section 3. Fiscal Year. The fiscal year of the Association shall begin at the beginning of the first day of January of each year and end at the close of the last day of December next succeeding.

**ARTICLE II**  
**Members**

Section 1. Membership. Every Owner, as defined in the Declaration of Covenants, Conditions, and Restrictions of Shaker Meadows New Phase \_\_\_\_\_ (the “Declaration”), shall be a member of the Association.

Section 2. Place of Meeting. All meetings of members of the Association shall be held at such place, within Ohio, as may be determined by the Board of Directors and specified in the notices or waivers of notice thereof or proxies to represent members at such meetings.

Section 3. Annual Meetings. Annual meetings of members shall be held on the first Monday in May of each year, if such day is not a legal holiday, or if a legal holiday, then on the next succeeding business day. The Board of Directors reserves the right to modify the date and time of the annual meeting.

Section 4. Special Meetings. Special meetings of members may be called at any time to consider matters that require the approval of all or some of the voting members, or for any other reasonable purpose. Any such special meeting shall be called by written notice, authorized by the president, a majority of the Board, or by ten percent of the members, delivered not less than seven days before the date fixed for such meeting. The notices shall specify the date, time, and place of meeting and the matters to be considered.

Section 5. Notice of Meeting. Written notice stating the place, day, and hour of a meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered by the Secretary of the Association to each member of record of the Association entitled to vote at such meeting, at such address as appears upon the records of the Association, at least ten days before the date of the meeting. Notice of any meeting of the members may be waived in writing by any member if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place thereof. Attendance at any meeting in person or by proxy shall constitute a waiver of notice of such meeting.

Any member may consent in writing to receive notices of any meeting by electronic mail. The Secretary shall maintain electronic mail addresses of members who have consented to receive notice by electronic mail, but the Secretary shall remove such electronic mail addresses from the Association if such Voting Member revokes their consent in writing.

Section 6. Voting at Meetings.

(a) Voting Rights. There shall be one person regarding each Lot, as such term is defined in the Declaration, who shall be entitled to vote at any meeting of the members. Such person shall be known herein as the "Voting Member." Such Voting Member may be the Owner, as such term is defined in the Declaration, or one of the group composed of all the Owners of a Lot, or may be some person designated by the Owner or Owners to act as proxy on his, her, or their behalf, and who need not be an Owner. Any Voting Members may be present at any meeting of the Voting Members and may vote or take any action as a Voting Member, either in person or by proxy. Declarant, as such term is defined in the Declaration (or its nominee), may exercise the voting rights regarding any Lot owned by it. Until the Applicable Date, as defined in the Declaration, all actions of the Association shall require the prior written approval of the Declarant (or its nominee).

(b) Proxies. A Voting Member, including a natural person, is entitled to vote either in person or by proxy, executed in writing by such Voting Member or by his or her duly authorized attorney-in-fact, and delivered to the Secretary of the meeting. Proxies shall be valid only for the meeting designated thereon and must be filed with the Secretary before the scheduled time of the meeting. In any meeting of the Voting Members called to elect the Board of Directors of the Association, each Voting Member shall be permitted to cast the number of votes to which he or she is entitled, as set forth, for each Director of the Association to be elected at such meeting,

provided, however, that the first Board of Directors shall be elected solely by the Declarant as provided in the Declaration.

(c) Quorum and Adjournments. The presence in person, by authorized communications equipment, by mail, or by proxy of the Voting Members constituting a majority of the total votes of the Association shall constitute a quorum. Unless otherwise provided herein, any action may be taken at any meeting of the Voting Members at which a quorum is present upon the affirmative vote of the Voting Members having a majority of the total votes present at such meeting. Any meeting of the Voting Members, including both annual and special meetings and any adjournments thereof, may be adjourned to a later date without notice other than announcement at the meeting even though less than a quorum is present.

Section 7. List of Voting Members. At least five days before each meeting of Voting Members, the Secretary of the Association shall prepare or cause to be prepared a complete list of the Voting Members of the Association entitled to vote at such meeting, arranged in alphabetical order with the address of such Voting Members and shall be subject to inspection by a Voting Member. The original or duplicate membership register shall be the only evidence of the persons who are entitled as Voting Members to examine such lists or to vote at such meeting.

Section 8. Meetings by Means of Authorized Communications Equipment. One or more Members may participate in a meeting of the Members with authorized communications equipment within the meaning of Section 1702.01 of the Ohio Revised Code. Participation of a Member at a meeting by authorized communications equipment in accordance with this Section 8 shall constitute presence in person at such meetings.

Section 9. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Voting Members may be taken without a meeting, if before such action, a written consent thereto, setting forth the action so taken, is signed by all the Voting Members entitled to vote regarding the topic thereof, and such written consent is filed with the minutes of the proceedings of the Voting Members. Such consent shall have the same effect as a unanimous vote of the Voting Members.

### **ARTICLE III** **Directors**

Section 1. Number and Term of Office. The Board of Directors shall consist of three members, each of whom must be an Owner who maintains his or her principal residence on a Lot, or be an officer, director, or employee of Declarant. Any member of the Initial Board whose term expires before the Applicable Date (as defined in the Declaration) shall be deemed elected and re-elected as a Director at each annual meeting until the first annual meeting of the Members on or after the Applicable Date.

At the first annual meeting of the members after the Applicable Date, the Directors elected at such annual meeting shall be classified, regarding the time for which such Director shall hold office, into three classes as nearly equal in number as possible, with each Director to hold office until a successor is elected and qualified, or until such Director's earlier death, resignation, or removal from office. The terms of the members of the Board of Directors in the first group expire at the first annual meeting of the members after their election, the terms of the second group expire at the second annual meeting of the members after their election, and the terms of the third group expire at the third annual meeting of the members after their election. At each annual meeting of the members after the Applicable Date, Directors shall be elected for a term of three years, to succeed those whose terms expire.

The Directors shall serve without compensation unless such compensation is approved by the Voting Members holding a majority of the total votes. If a member of the Board of Directors ceases to meet any qualification herein required for a member of the Board, such member shall cease to be a member of the Board and his or her place on the Board shall be deemed vacant. The Voting Members may remove any member of the Board with or without cause, except as provided in the Declaration, and elect a successor at a meeting of the Voting Members called expressly for such purpose.

Section 2. Vacancies. Except as provided in the Declaration, vacancies in the membership of the Board of Directors caused by resignation, death, or other incapacity, or increase in the number of Directors shall be filled by a majority vote of the remaining members of the Board, and each Director so elected shall serve until the next meeting of the Voting Members, or until his or her successor shall have been duly elected and qualified. At the first annual meeting of the members following any such vacancy, a Director shall be elected for the balance of the term of the Director who has been replaced. Notice specifying any increase in the number of Directors and the name, address, and principal occupation of and other pertinent information about any Director elected to fill any vacancy shall be given in the next mailing sent to the Voting Members after such increase or election.

Section 3. Annual Meetings. The Board of Directors shall meet annually, without notice, immediately following, and at the same place as, the annual meeting of the Voting Members.

Section 4. Regular Meetings. Regular meetings shall be held at such times and places, either within or without Ohio, as may be determined by the President or Board of Directors.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by the President or by any member of the Board of Directors, at any place within or outside of Ohio, upon twenty-four hours' notice, specifying the time, place, and general purposes of the meeting, given to each Director personally, or by telephone, or by mail or email if sent at least three days before such meeting.

Section 6. Waiver of Notice. Any Director may waive notice of any meeting in writing. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting.

Section 7. Quorum. A majority of the Board of Directors then qualified and acting shall constitute a quorum and be sufficient for transaction of any business, except for filling vacancies in the Board of Directors, which shall require action by a majority of the remaining Directors. Any act of the majority of the Directors present at a meeting at which a quorum shall be present shall be the act of the Board unless otherwise provided for by law or by these Bylaws. A majority of the Directors present may adjourn any meeting from time to time. Notice of an adjourned meeting need not be given other than by announcement at the time of adjournment.

Section 8. Meetings by Means of Authorized Communications Equipment. One or more Directors may participate in a meeting of the Directors with authorized communications equipment within the meaning of Section 1702.01 of the Ohio Revised Code. Participation of a Director at a meeting by authorized communications equipment in accordance with this Section 8 shall constitute presence in person at such meetings.

Section 9. Action by Written Consent. Action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if before such action, a written consent thereto is signed by all the members of the Board, and such written consent is filed with the minutes of the proceedings of the Board.

Section 10. Powers and Duties of the Board of Directors. The Board shall have all powers that can be exercised by a Board under the Declaration, Ohio Nonprofit Corporation Law (Chapter 1702 of the Ohio Revised Code, as amended) and Ohio Planned Community Law (Chapter 5312 of the Ohio Revised Code, as amended).

## ARTICLE IV Officers

Section 1. Number of Officers. The officers of the Association shall consist of a President, a Secretary, a Treasurer, and such officers or assistant officers as the Board shall from time to time create and so elect. Any two or more offices may be held by the same person, except that the duties of the President and Secretary shall not be performed by the same person. The President shall be chosen from among the Directors. Officers shall serve without compensation unless such compensation is approved by the Voting Members holding a majority of the total votes.

Section 2. Election and Terms. Each officer shall be elected by the Board of Directors at the annual meeting thereof and shall hold office until the next annual meeting of the Board or until his or her successor shall have been elected and qualified or until his or her death, resignation, or removal. Any officer may be removed at any time, with or without cause, by vote of a majority of

the whole Board, but such removal shall be without prejudice to the contract rights of the person so removed; provided, however, that election of an officer shall not of itself create contract rights.

Section 3. Vacancies. Whenever any vacancy shall occur in any office by death, resignation, increase in the number of officers of the Association, or otherwise, that position shall be filled by the Board of Directors, and the officer so elected shall hold office until the next annual meeting of the Board or until his or her successor is duly elected or appointed.

Section 4. President. The President shall be the chief executive officer of the Association; shall preside at all meetings of Voting Members and of the Board of Directors; shall have general and active supervision, control, and management of the affairs and business of the Association, subject to the orders and resolutions of the Board; shall have general supervision and direction of all officers, agents, and employees of the Association; shall see that all orders and resolutions of the Board are carried into effect; and shall exercise all powers and perform all duties incident to such office and such other powers and duties as may from time to time be assigned to him or her by the Board.

The President shall have full authority to execute proxies on behalf of the Association, and to execute, with the Secretary, powers of attorney appointing other corporations, partnerships, or individuals the agent of the Association, all subject to the laws of the State of Ohio, the Declaration, the Articles of Incorporation, and these Bylaws.

Section 5. Secretary. The Secretary shall attend all meetings of the Board and of the Voting Members and shall act as Secretary of such meetings; shall give or cause to be given all notices provided for in these Bylaws or required by law; shall record all votes and minutes of all proceedings of the meetings of Voting Members and the Board in a book or books to be kept for that purpose; shall be custodian of the records of the Association; shall have charge of the list of Voting Members; and shall exercise all powers and perform all duties as may be from time to time assigned to him or her by the Board or by the President.

Section 6. Treasurer. The Treasurer shall keep correct and complete records of account showing accurately at all times the financial condition of the Association; shall be the custodian of the corporate funds and securities; shall immediately deposit, in the name and to the credit of the Association, all moneys and other valuable effects of the Association in such depositories as may be designated by the Board of Directors; shall disburse the funds of the Association as may be ordered by the Board or by the President; and in general, shall exercise all powers and perform all duties customarily incident to such office and such other powers and duties as may from time to time be assigned to him or her by the Board or the President.

**ARTICLE V**  
**Books and Records**

Section 1. Books and Records in General. The Board of Directors shall keep full and correct books of account in chronological order of the receipts and expenditures affecting the "Subdivision" as defined in the Declaration, specifying and itemizing the maintenance and repair expenses of the Subdivision and other expenses incurred. Such records and the vouchers authorizing the payments shall be available for inspection by any Owner or any representative of an Owner duly authorized in writing, at such reasonable time or times during normal business hours as may be requested by Owner. Upon ten calendar days' notice to the Board and payment of a reasonable fee, any Owner shall be furnished a statement in recordable form of his or her account, setting forth the amount of any unpaid assessment or other charges due from such Owner, and such amount shall be binding upon the Board and the Association, and any mortgagee or grantee of such Owner furnished with such statement shall not be liable for, and the Lot of such Owner shall not be conveyed subject to a lien for, any unpaid assessment over the amount set forth in such statement.

Section 2. Preparation of Annual Budget. The Treasurer shall cause to be prepared an annual budget reflecting the estimated revenues for the following budget year and the estimated surplus or deficit as of the end of the budget year. The proposed annual budget must be approved at a meeting duly called for that purpose as provided in the Declaration. At least ten days before such meeting, the Secretary shall deliver to each member of the Association written notice that the proposed annual budget is available upon written request at no charge to the member.

**ARTICLE VI**  
**Execution of Instruments**

Section 1. Checks, Drafts, etc. All checks, drafts, bills of exchange, or other orders for the payment of money, obligations, notes, or other evidences of indebtedness of the Association shall be signed or endorsed by such officer or officers, employee or employees, of the Association as shall from time to time be designated by the Board of Directors.

Section 2. Contracts. All contracts, agreements, deeds, conveyances, mortgages, and similar instruments authorized by the Board of Directors shall be signed, unless otherwise directed by the Board of Directors or required by law, by the President and attested by the Secretary.

**ARTICLE VII**  
**Amendments and Definitions**

**Section 1. Amendments.** These Bylaws may be amended at a regular or special meeting of the Voting Members by a vote of Voting Members exercising seventy percent of the voting power of the Voting Members, and, if material to the rights of a mortgagee, the approval of all holders of first mortgage liens on Lots.

Any amendment to these Bylaws shall be recorded in the Warren County, Ohio, Recorder's Office, together with a certification of the Secretary of the Association that the amendment was duly adopted by seventy-percent of the Voting Members at a meeting of the Members.

**Section 2. Definitions.** The terms used in these Bylaws shall have the same meaning as the same terms as defined and used in the Declaration, except as otherwise defined herein.

**Section 3. Conflicts.** If any conflict arises between the Declaration and these Bylaws, the Declaration shall control. If any conflict arises between the Articles and these Bylaws, the Articles shall control.

**ARTICLE VIII**  
**The Ohio Nonprofit Corporation Law**

The Ohio Nonprofit Corporation Law, as amended, applicable to any matter not herein specifically covered by these Bylaws, is incorporated by reference in and made a part of these Bylaws.

Adopted: \_\_\_\_\_, 2025.