

**BYLAWS OF THE
MASSILLON AUTUMN RIDGE ESTATES ASSOCIATION
July 3, 2008**

ARTICLE I NAME AND LOCATION

The name of the organization shall be Massillon Autumn Ridge Estates Association. Members are owners and/or their spouses in The Autumn Ridge Estates Subdivision (recorded in Plat Volume 66, page 124 of the Stark County Records Office) of single family residential lots located in the City of Massillon, Stark County, Massillon, Ohio 44647.

ARTICLE II PURPOSE

The purpose of this Association is to:

Oversee the observance and maintenance of the published "Deed Conditions & Restrictions" for Autumn Ridge Estates;

To maintain and beautify "common" public areas.

Develop solutions of the problems that are common to the Members of the Association.

ARTICLE III POLICY

Section 1. It shall be the policy of this Association in all of its endeavors to aid and assist Members, the State, County and Municipal authorities, prospective property owners, and other interested parties, in elevating and maintaining high standards and ideals.

Section 2. The Association shall not endorse or support any action or practice on the part of any member who knowingly or willfully violated the purpose and policies of this Association.

ARTICLE IV MEMBERSHIP

Section 1. Membership in the Association shall be limited to owners and/or their spouses of residential building plots, who at the time of initial membership in the

Association have occupied a single family dwelling, or attest to the intent to construct and occupy a single family dwelling within one year. With the exception of those individuals who own residential building plots that attest to the intent to construct and occupy a single family dwelling home within one year, all Members must maintain a permanent residence upon their residential building plot. A residential building plot is defined as any plotted lot(s) in the aforementioned subdivision, upon which a single family dwelling home is, or will be, constructed and occupied.

Section 2. Eligibility for membership in the Association shall terminate upon change of ownership of the residential building plot and/or the vacating of the delineated area included within the Association.

Section 3. A Member will be declared in "good standing" upon receipt of payment of the non-refundable annual dues. Disbursement of information, Autumn Ridge Directories and invitations to Association functions will be limited to Members in good standing.

Section 4. Membership in the Association is voluntary for the owners and/or their spouses.

ARTICLE V OFFICERS

Section 1. The Officers of the Association shall be elected by the Members in good standing at the annual meeting, from a list of nominees for each office, submitted by the membership, and any nominations from the membership in attendance at that meeting.

Section 2. Such Officers shall hold Office for one year beginning the first day of the month following the annual meeting

Section 3. The elected Officers of the Association shall consist of the following:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer

Section 4. Only Members who are in good standing shall be eligible to hold an office. Two Members from the same residence may not be Officers.

Section 5. Any of the four elected Officers may be removed from office by two-thirds vote of the general membership at the next meeting.

ARTICLE VI BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the elected Officers plus one general member.

Section 2. The Board of Directors shall hold scheduled meetings at least every six months, at a time and place to be determined by the President. Special meetings may be called by the President or upon written request of three (3) Board Members.

Section 3. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual out-of-pocket expenses incurred in the performance of his duties on behalf of the Association.

Section 4. The Board of Directors shall provide for replacement of an Officer or Board Member who fails to attend three (3) consecutive Board meetings without just cause or who fails to meet all qualifications set forth in the Bylaws.

Section 5. A quorum at a Board of Directors meeting shall consist of a majority of the Board.

Section 6. The Board of Directors will serve as the Nominating Committee and shall prepare a slate of officers for the annual meeting.

ARTICLE VII MEETINGS, QUORUM, VOTING

Section 1. The annual meeting of the Members shall be held on the second Monday of September of each year at the hour of 7:00 p.m.

Section 2. Special meetings of the Members may be called at any time by the President or the Board of Directors, or upon written request of Members who are entitled to vote one-fourth of all the votes of the membership.

Section 3. A quorum at each annual or special meeting shall be attendance of not less than thirty-five percent of all voting Members. Written proxy votes will be included in determining the quorum.

Section 4. For voting purposes, each Member in good standing shall be entitled to one (1) vote per lot owned at any meeting.

Section 5. Written votes by proxy will be accepted as a valid vote.

Section 6. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by notifying the Members at least ten (10) days before such meeting.

ARTICLE VIII DUTIES OF OFFICERS

Section 1. The President shall preside at all meetings and act as the Chairperson of the Board of Directors. Further, the President or the Vice President shall countersign along with the Treasurer any and all checks issued on behalf of the Association that are in excess of \$500.

Section 2. The Vice President shall perform the duties of the office of President whenever the President shall be unable to do so and act in liaison capacity with any existing Standing Committees.

Section 3. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association; and shall perform such other duties as required by the Board.

Section 4. The Treasurer shall receive and deposit in appropriate bank accounts all moneys of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall be responsible for carrying out all fiscal policies and procedures adopted by the Board of Directors; shall cause to be recorded all receipts and disbursements; and shall be responsible for the preparation of financial statements in reasonable detail for presentation at each annual meeting of the Association. Further, the Treasurer shall countersign along with the President or the Vice President any and all checks issued on behalf of the Association that are in excess of \$500.

ARTICLE IX MEMBERSHIP DUES

Section 1. The fiscal year shall coincide with the calendar year.

Section 2. Dues for the current fiscal year shall be determined by the Board of Directors and approved by a majority of the Members present at the annual meeting.

Section 3. Dues shall be due and payable August 1 and shall be considered delinquent one (1) month subsequent to the annual meeting. The owners and/or spouses on the date of the annual meeting assume full responsibility for the

payment of that year's annual dues. Reinstatement of good standing of a Member may be attained by payment of all amounts past due.

Section 4. For dues that are in arrears for more than six (6) months, upon majority vote of the Board of Directors, legal action may be initiated against the delinquent Member for dues arrearage (and any associated legal fees) and the placement of a lien against the property of a delinquent Member.

ARTICLE X COMMITTEES

Section 1. Standing Committees of not less than three (3) Members, including the Chairperson(s) may be established to advise the Board of Directors on issues as needed.

Section 2. The Chairperson(s) of each Standing Committee shall be a Member and appointed by the Board of Directors.

ARTICLE XI FUNDS

Section 1. All moneys of Massillon Autumn Ridge Estates Association shall be deposited in the name of the Association in a National Bank by Board of Directors resolution.

Section 2. All funds must be disbursed by check signed by the Treasurer.

Section 3. The Board of Directors shall possess the authority to pass on all expenditures of the Association of less than \$500 by proper resolution. All obligations of the Association in excess of the \$500 shall be approved by a vote of the majority of those Members in attendance at the meeting of the Association.

Section 4. All books and records of the Association shall be available for inspection during reasonable business hours

ARTICLE XII PARLIAMENTARY AUTHORITY

Robert's Rules of Order, newly revised, shall be the guide for the Association, not contrary by the Bylaws of same.

ARTICLE XIII AMENDMENT OF THE BYLAWS

The Bylaws of the Association may be amended by a majority vote of the Members present at any regularly called meeting of the Association, if the copy of the amendment(s) to be acted upon shall first be reviewed by the Board of Directors and then delivered to each Member at least ten (10) days prior to such meeting. A copy of the amendment(s) approved at any meeting shall be delivered to all Members within thirty (30) days following the meeting.