

BY-LAWS OF

HARBOR ISLAND ASSOCIATION, INC.

ARTICLE I: GENERAL INFORMATION

Section 1: Name

The name of this corporation is Harbor Island Association, Inc., which shall be referred to herein as the "Association."

Section 2: Principle Office

The principal office of the Association shall be in Ottawa County, Ohio, at such specific location as designated by the Board of Trustees.

Section 3: Fiscal Year

The fiscal year of the Association shall be May 1 to April 30, annually.

ARTICLE II: PURPOSES AND POWERS

Section 1: Purposes

The purpose for which the Association is formed is to organize and operate a nonprofit civic organization according to United States Internal Revenue Law. It shall be organized and operated exclusively for the promotion of the common benefit and social welfare of all owners, residents, and users of property in the geographical area known as Harbor Island, containing lots 1 through 59, an island in West Harbor, located in Catawba Township, Ottawa County, Ohio, and referred to herein as the "Subdivision."

In pursuance of such purposes, the Association may:

- a. Do all things proper, necessary, and advisable to develop and foster Harbor Island as a pleasant and desirable residential area.
- b. To provide a means whereby the access roads, streets, water house, water distribution system, water ways, utilities, common lot and facilities, and any other facilities of the Subdivision may be operated, maintained, repaired, and replaced.
- c. To provide a means for the creation and enforcement of all regulations necessary to the governing of the use and enjoyment of the Subdivision.
- d. To assume and discharge all the rights, privileges, duties, responsibilities, obligations, and assessing authority provided for in the Declarations of Restrictions for the Subdivisions of Harbor Island and these By-Laws.

Section 2: Powers

The Association shall have power to do whatever is necessary, conducive, incidental, or advisable to accomplish and promote its purposes, and shall have the following powers:

a. To acquire real or personal property by gift, purchase, or other means.

b. To own, hold, enjoy, lease, operate, maintain, convey, sell, assign, transfer, mortgage or otherwise encumber, or dedicate for public use, any real or personal property owned by it.

c. To exercise the powers and functions granted to it in the recorded Declaration of Restrictions, Agreements, and/or Deeds offering property in the Subdivisions of Harbor Island.

d. To care for vacant, unimproved, or unkept lots and assess the lot owner for all costs.

e. To maintain, rebuild, repair, beautify, and otherwise care for all property owned by the Association.

f. To pay taxes and assessments on all property owned by the Association.

g. To enforce charges, easements, restrictions, covenants, conditions, and agreements existing upon or created for the benefit of the real property in the Subdivisions of Harbor Island.

h. To appoint such committees as may be necessary to discharge any of its obligations or powers.

i. To levy an annual charge upon its members and to file a lien against unpaid charges.

j. To prescribe and enforce motor vehicle speed limits within the Subdivision.

k. To borrow money, contract debts, and issue bonds, notes, and debentures, and to expend its moneys for the payment and discharge of all proper costs, expenses, and obligations incurred in carrying out all or any of these powers.

l. To contract for and pay any premiums for fire, flood, casualty, liability, and other insurance, including indemnity and other bonds.

m. To contract and pay for maintenance, the operation of any water facilities, gardening, utilities, materials, supplies, and services relating to Association property, and to employ personnel necessary for the administration of its affairs including legal counsel and accountants.

ARTICLE III: MEMBERSHIP

Section 1: Members

Any owner or fractional owner of lots 1 through 59 in the Subdivision is a member of the Association. Only members shall be entitled to vote in the affairs of the Association. For lots 1 through 50, and lots 58 and 59, one vote shall be allowed per lot. For lots 51 through 57, the condominium units, one vote shall be allowed per unit for a total of two votes per lot.

Section 2: Privileges

Members, owners, residents, and users shall have the use of all Association property, but must follow all rules and regulations of the Association and Subdivision. Owners will be responsible for the conduct of their guests.

Members shall be entitled to exercise all of the rights and privileges of membership, and shall be subject to all of the obligations and liabilities thereof.

ARTICLE IV: MEETINGS OF MEMBERS

Section 1: Places of Meetings

Any meetings of the members of the Association shall be held in Ottawa County, Ohio, at the place stated in the notice for the meeting.

Section 2: Annual Meeting

The annual meeting of the members of the Association, for the election of Trustees and Officers and for the transaction of such other business as may properly come before the meeting, shall be held on the third Saturday in May at a time and place determined by the Board of Trustees.

Written notice of the annual meeting shall be mailed to each member entitled to vote not less than ten (10) days but not more than thirty (30) days before the meeting. The written notice shall specify the place, the date, and the time of the meeting, and also state the general nature of the business to be considered or acted upon at the meeting. A form for a proxy shall be provided with the notice.

Section 3: Special Meetings

Special meetings of the members for any purpose or purposes whatsoever may be called at any time by the President, or by a majority of the Board of Trustees, or by one or more members holding not less than 33 1/3 percent of the votes of the entire membership of the Association. Notice of such special meetings shall be given in the same manner as for annual meetings of members.

Section 4: Quorum

The presence at any meeting, in person or by proxy, of at least twenty-seven (27) members entitled to vote shall constitute a quorum for the transaction of business.

- If any meeting, annual or special, cannot be held for lack of a quorum, the members present, either in person or by proxy, may adjourn the meeting to a time not less than forty-eight (48) hours nor more than thirty (30) days from the time the original meeting was called, at which meeting the quorum requirement shall be reduced to the presence, in person or by proxy, of seventeen (17) members entitled to vote.

Section 5: Voting

Except as otherwise provided by law, only members in good standing shall be entitled to vote at any meeting of the Association. A member in good standing has no assessments, liens, or other obligations past due to the Association. Voting may be verbally or by written ballot.

Section 6: Proxies

Each member entitled to vote shall have the right to do so either in person or by an agent authorized by a written proxy that is filed with the Secretary of the Association. The written proxy must state the date of the meeting for which it is valid. No member may represent more than three (3) proxies.

ARTICLE V: TRUSTEES

Section 1: Powers

All corporate powers and the business affairs of the Association shall be controlled by the Board of Trustees. The Trustees shall have the following powers:

- a. To select and remove all agents and employees of the Association and prescribe such powers and duties for them consistent with law and these By-Laws.
- b. To conduct, manage, and control the affairs and business of the Association consistent with law and these By-Laws.
- c. To change the principal office for the transaction of the business of the Association from one location to another within Ottawa County, and to designate the place for holding any meetings of members of the Association.
- d. To take such steps as may be necessary to implement any of the powers of the Association as provided in Article II, Section 2, of these By-Laws.
- e. To appoint an executive committee and other committees, and to delegate to such executive committee any of the powers and authority of the Board in the management of the business and affairs of the Association, except the power to adopt, amend, or repeal these By-Laws.

Section 2: Number, Qualification, and Compensation

The authorized number of Trustees of the Association shall be five. Trustees must be members in good standing and shall serve without compensation, but may be reimbursed for expenses incurred in the performance of their duties.

Section 3: Election and Term of Office

The election of Trustees shall be at the annual meeting of members of the Association. Four (4) Trustees shall serve for a term of two (2) years, and the terms will be alternated so that the terms of two (2) Trustees will expire annually. One (1) Trustee will serve for a term of one (1) year and this term will expire annually.

Trustees will hold office for the periods fixed by these By-Laws or until their successors are elected.

Section 4: Vacancies

The Board of Trustees shall have the power to fill any vacancy in any office occurring for any reason whatsoever.

Section 5: Meetings of the Board of Trustees

Meetings of the Board of Trustees may be called by the President or by any two (2) Trustees at any time for any purpose.

Section 6: Quorum

A majority of the authorized number of Trustees shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Trustees, at a meeting at which a quorum is present, shall be regarded as the act of the Board of Trustees unless a greater number be required by law or these By-Laws.

ARTICLE VI: OFFICERS

Section 1: General

The officers of the Association shall be a President, Vice President, Secretary, and a Treasurer, and each of them shall be elected by the members of the Association at the annual meeting. Other officers, such as assistant Secretaries, may be appointed by the Board of Trustees. One person may hold two (2) or more offices, except for the President. Officers must be members in good standing and shall serve without compensation, but may be reimbursed for expenses incurred in the performance of their duties.

Each officer shall serve for a term of two years, and shall hold office until he/she resigns, is removed or otherwise disqualified to serve, or his/her successor is elected. Officers may be appointed at any time by the Board of Trustees for the purpose of filling a newly created or vacant office.

Section 2: Removal and Resignation

Any officer may be removed by a majority vote of the Board of Trustees at any regular or special meeting of the Board of Trustees.

Any officer may resign at any time by giving written notice to the Board of Trustees, the President, or the Secretary of the Association. Any such resignation shall take effect on the date of the receipt of such notice or on any date specified in the notice.

Section 3: Vacancies

The Board of Trustees shall have the power to fill any vacancy in any office occurring for any reason whatsoever.

Section 4: President

The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Trustees, have general supervision, direction, and control of the business and officers of the Association. He/she shall be an ex-officio member of all the standing committees, and shall have the general powers and duties of management usually vested in the office of President of a corporation, and such other powers and duties as may be prescribed by the Board of Trustees or these By-Laws.

Section 5: Vice President

In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as may be prescribed for him/her by the Board of Trustees, the President, or these By-Laws.

Section 6: Secretary

The Secretary shall keep minutes of all the meetings of the Members and the Board of Trustees and make a proper record of the same which shall be attested by him/her, and generally shall perform such duties as may be required by the President or Board of Trustees, which shall include maintaining a list of all members and sending notices of general and special meetings to both members and the Board of Trustees.

Section 7: Treasurer

The Treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, and gains or losses. The books of account shall be open at all times to inspection by the Board of Trustees.

The Treasurer shall deposit all moneys and other valuables in the name of and to the credit of the Association with such depositaries as may be designated by the Board of Trustees.

He/she shall disburse the funds of the Association as may be ordered by the Board of Trustees, shall render to the President and Trustees, whenever they request it, an account of all the transactions and of the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees, the President, or these By-Laws.

The Treasurer shall provide himself/herself with a bond in an amount which the Board of Trustees deem to be sufficient, the cost of which shall be paid by the Association.

The records, books, and accounts of the Treasurer shall be audited at least once in every twelve (12) month period by a qualified person or persons appointed for that purpose by the Board of Trustees.

ARTICLE VII: ANNUAL ASSESSMENT

Section 1: General

Prior to May 1st of each year, the Board of Trustees shall consider the current financial status and the current and future needs of the Association and, in light of those needs, shall fix by resolution the amount of the annual assessment to be levied against each lot in the Subdivision, which amount shall be a debt of the lot owner at the time such charge is made.

Section 2: Amount

The annual assessment to be so levied shall not be less than One Hundred Dollars (\$100.00) nor more than Three Hundred Dollars (\$300.00) per lot, excluding any special assessment referred to below.

Section 3: Notice

The Secretary shall mail to each member, at such member's record address, written notice of each annual assessment and each special assessment by May 15th of each year. The assessments will become due and payable by July 1st of each year, and shall be deemed to be in arrears if not paid by this date.

Section 4: Special Assessments

The Board of Trustees may also levy special assessments at any time to finance or retire debt related to Subdivision projects specifically and directly benefiting particular lots such as for water lines, the replacement or repaving of roads, the purchase of standby or replacement parts for the water plant, and similar purposes. Such special assessments shall include the amount assessed against each lot, due date of payments, and interest and/or penalties for non-payments.

Section 5: Lien

The amount of such annual and special assessments, if not paid when due, plus any other charges such as interest and costs of collection (including Attorney's fees), if any, shall constitute and become a lien on the lot so assessed. The Board

of Trustees will cause a lien to be placed on the delinquent lot according to the Laws of Ottawa County and the State of Ohio.

Upon full payment of the assessments and charges, the Board of Trustees will cause the lien to be released according to the Laws of Ottawa County and the State of Ohio.

If the lien is not satisfied within two years, the Board of Trustees, by a majority vote, may elect to take further legal action as permitted by the Laws of the State of Ohio.

ARTICLE VIII: MISCELLANEOUS

Section 1: Inspection of Records

Any member may file a written request to inspect any records, minutes, and/or accounts of the Association at any reasonable time and for a reasonable purpose.

Section 2: Annual Accounting

An annual report and account, including a statement of income and disbursements, shall be sent to the members on or before the date of the annual meeting by the Board of Trustees.

Section 3: Limitation of Powers

The Association shall not incur debt in excess of Three Thousand Dollars (\$3000.00) per year or a total of Six Thousand Dollars (\$6,000.00) at any one time, without the prior affirmative vote or written consent of a majority of the total members.

Section 4: Lawsuits

No lawsuit shall be levied against any member without a majority vote of the members of the Association.

Section 5: Inspection of By-Laws

A copy of these By-Laws and all Amendments shall be given to all members of the Association. The Board of Trustees shall appoint an individual or committee to keep a copy of the original By-Laws and maintain and distribute current updated copies of these By-Laws and/or Amendments as needed.

ARTICLE IX: AMENDMENTS

These By-Laws may be amended or repealed and new By-Laws adopted by the affirmative vote of a majority of the total members of the Association, in person or by proxy, at an annual or special meeting of members.

Revised 6/95