



The Villages At

COVENTRY CROSSING

Code
of
Regulations



CODE OF REGULATIONS

COVENTRY CROSSING COMMUNITY ASSOCIATION, INC.

ARTICLE I THE ASSOCIATION

Section 1. Name. The name of this organization shall be the Coventry Crossing Community Association, Inc. (hereinafter referred to as the "Association.")

Section 2. Offices. The Association shall have and continually maintain in this state a principal office and a statutory agent. The principal office of the Association shall be located in Ohio, and shall constitute the headquarters of the Association in which the books, records, correspondence, and other documents of the Association shall be kept and maintained and through which office the regular business affairs and transactions of the Association shall be conducted and maintained. The Association may establish other offices at such other places, either within or without the State of Ohio and the United States, as the Board of Trustees may from time to time decide.

Section 3. Corporate Seal. The Association shall have no seal.

ARTICLE II PURPOSE

The purpose of the Association is the promotion of the recreation, health, safety and welfare of its members, the aesthetics of the community and, in particular, the improvement and maintenance of properties, services and facilities devoted to this purpose and related to the use and enjoyment of the common properties including, but not limited to, repair, replacement and additions thereto, and the management and supervision thereof.

ARTICLE III MEMBERSHIP

Section 1. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot, Living Unit, Proposed Living Unit, (as those terms are defined in the Declaration of Covenants and Restrictions of the Villages at Coventry Crossing, hereinafter referred to as the "Declaration"), or who is a tenant of a Living Unit, shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

Section 2. The membership of the Association shall be divided into two classes entitled to the rights hereinafter set forth with respect to such classifications.

Class A. Class A members shall be those Owners as defined in the Declaration, with the exception of Wagler Development, Inc. and Owners of apartment buildings. Class A members shall be entitled to one vote for each Living Unit or Proposed Living Unit in which they hold the fee simple interest or interests. When more than one (1) person holds such interest or interests in any Living Unit or Proposed Living Unit, all such persons shall be members, and the vote for such Living Unit or Proposed Living Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Living Unit or Proposed Living Unit.

Class B. The Class B member shall be Wagler Development, Inc. and shall be entitled to three votes for each Living Unit or Proposed Living Unit owned in the Properties, (as that is defined in the Declaration) provided that the Class B membership shall cease and become converted to Class A membership when the total votes outstanding in the Class B membership equals or is less than the total votes outstanding in the Class A membership. Thereafter, the Class B member shall be deemed to be a Class A member entitled to one vote for each Living Unit or Proposed Living Unit in the Properties owned by it.

ARTICLE IV ASSESSMENTS

Section 1. Members shall be subject to annual and/or special assessment by the Association as provided in the Declaration. Each year, the Trustees shall determine the amount of any assessment(s) and shall take any and all appropriate legal actions to ensure collection of all assessments.

Section 2. The Trustees may allocate a portion of Association monies, as approved by a vote of the membership, to help fund group activities for the benefit of members' families.

Section 3. From time to time, the Trustees may allocate some portion of Association monies, not to exceed \$1000 per fiscal year, unless otherwise authorized by the membership, to help fund community issues which impact the neighborhood. At no time shall Association monies be contributed to public issues that involve a public vote, that do not impact the neighborhood, or that support any individual political candidate or political party.

ARTICLE V MEMBERSHIP MEETINGS

Section 1. Annual Meeting. The annual meeting of members will be held at 7:00 p.m. on the first Monday of the fourth month following the close of each fiscal year, or at such other time and date as the Trustees may determine.

Section 2. Location of Meetings. Meetings of members shall be held at the principal offices of the Association, or at such other suitable location within Summit County, Ohio as the Trustees may determine.

Section 3. Special Meetings. Special meetings of the members may be called by the Chairman of the Board of Trustees, the Board of Trustees, or upon a written request signed by not less than twenty-five percent (25%) of the Class A members

Section 4. Notice of Meetings. Written notice stating the place, day and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) or more than sixty (60) days before the date of the members' meeting, either personally, by regular U.S. mail, by telegram, or by facsimile transmission by or at the direction of the President, the Secretary, or the officers or other persons or members calling the meeting, to each member entitled to vote at such meeting. If mailed, the notice will be deemed to be delivered when deposited in the U.S. mail addressed as it appears on the records of the Association, with postage prepaid.

Section 5. Proxy Voting. A member may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be recognized as valid after eleven (11) months from the date of its execution unless expressly provided otherwise in the proxy.

Section 6. Quorum of Members. The number of members entitled to vote in person or by proxy that constitutes a quorum at a meeting of members will be members holding forty (40) of the votes entitled to be cast in that manner. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the members, unless a greater proportion is required by Ohio Revised Code Title 1702, the Articles of Incorporation or any provision of these Regulations.

Section 7. Rules of Order. In the absence of any provision to the contrary in these Regulations, Robert's Rules of Order, Revised, (as appearing in the latest edition thereof) shall be the parliamentary authority for all matters of procedure and shall govern all business meetings of the membership, the Trustees, and the Association's officers.

Section 8. Only members who are in good standing in the Association may vote, either in person or by proxy, on any matter placed before the membership for a decision. To be in good standing, the member shall not owe the Association any current or past due assessments.

ARTICLE VI TRUSTEES

Section 1. General Powers. The Trustees shall perform all duties and conduct all business ordinarily the responsibility of officers of a corporation, shall communicate with one another as needed, and shall meet at least quarterly to transact such business as may come before them. They shall maintain a principal office or offices in which the books, records, correspondence and other documents of the Association are kept and through which they conduct the regular business affairs and transactions of the Association.

Section 2. Number and Qualifications. The number of Trustees shall be not fewer than three nor more than five. The precise number of Trustees may be changed from time to time by vote of the members at an annual meeting or at a special meeting called for this purpose. All Trustees shall be members of the Association in good standing.

Section 3. Compensation and Expenses. The members may establish reasonable compensation to be paid to the Trustees in connection with their service in such capacity. In addition, Trustees may be reimbursed for their reasonable expenses incurred in the performance of any and all duties as Trustees.

Section 4. Term of Office. The Trustees shall be elected by the membership for a term of two years. The Trustees shall take office on the first day of the month following the election. Each Trustee shall hold office until a successor has been duly elected.

In order to maintain continuity of leadership, the election of Trustees shall be staggered, two (2) Trustees being elected in odd numbered years and three (3) Trustees elected in even numbered years. To effect this provision, for the Jan. 2005 - Dec. 2006 term only, two (2) Trustees shall be elected for one (1) year and three (3) Trustees shall be elected for two years. Thereafter, an election shall be held annually for the appropriate number of Trustees for two (2) year terms.

Section 5. Resignations. Any Trustee may resign by giving written notice to each of the other Trustees. Such resignation shall take effect at the time specified therein or, if no effective date is given, upon receipt.

Section 6. Vacancies. Should a vacancy occur for any reason in any Trustee position, it shall be filled for the remainder of the term by a vote of the majority of the remaining Trustees.

Section 7. Quorum. A majority of the current number of Trustees in office shall be present at the time of any meeting in order to constitute a quorum for the transaction of business. The act of a majority of the Trustees present at any meeting at which a quorum is present shall be the act of the Board of Trustees. In the absence of a quorum, the meeting shall be adjourned until a quorum is had.

Section 8. Manner of Acting / Appeal Process. The Trustees shall act only as a Board and individual Trustees shall have no power as such. Any decision made by the Board of Trustees may be appealed to a vote of the membership at the next regular meeting or at a special meeting called for that purpose.

Section 9. Removal of Trustees. Any Trustee may be removed from office by a majority vote of the members at an annual meeting or at a special meeting called for this purpose. A Trustee shall automatically and without further action cease to be a Trustee if declared incompetent by a court of competent jurisdiction.

Section 10. Notice of Meetings. Meetings of the Trustees may be called by the Chairman or by any Trustee by providing oral or written notice of the date, time and place in a manner as stated by each trustee and as recorded in the minutes of a Trustees' meeting, at least two (2) days before the date of the meeting. Any business transacted at a meeting of which any Trustee failed to receive notice shall be rescinded until it can be considered at a meeting of which all Trustees received proper notice.

ARTICLE VII OFFICERS

Section 1. Number and Titles. The officers of the Association shall be at least a President who shall also serve as the Chairman of the Board of Trustees, a Secretary and a Treasurer.

Section 2. Election and Term in Office. Each officer of the Association shall be chosen annually from among the Trustees by majority vote of the Trustees. Each officer shall hold office until a successor has been duly selected, unless the officer resigns or is removed from office by a majority vote of the remaining Trustees. The same person may not hold more than one office within the Association at the same time.

Section 3. Additional Officers. The Trustees may appoint such other officers or agents as they believe are required in order for them to carry out their responsibilities.

- A) Any additional officers shall be selected from among the Trustees and shall hold office until successors have been duly selected or until a majority of the Trustees determine their services are no longer required.
- B) Agents of the Association need not be Trustees and shall perform their duties only for such periods as the Trustees shall from time to time determine.

Section 4. Removal. Any officer may be removed from office, either with or without cause, by a vote of the majority of the Trustees at any meeting of the Trustees.

Section 5. Resignation. Any officer may resign at any time by giving written notice to each of the other Trustees. Such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt.

Section 6. Vacancies. Should a vacancy occur for any reason in any office, it shall be filled for the rest of the unexpired term by a vote of the majority of the remaining Trustees.

Section 7. Duties. Subject to the control of the Board of Trustees, the officers shall perform at least the following:

A. President. The President shall:

1. function as the chief executive officer of the Association;
2. serve as Chairman of the Board of Trustees;
3. preside at all meetings of the officers and/or Trustees;
4. have general supervision over the business of the Association and its officers;
5. sign and execute, in the name of the Association, all deeds, mortgages, bonds, contracts or other instruments authorized by the Trustees, except in cases where the signing and execution thereof shall be expressly delegated by the Trustees or this Code of Regulations to another officer or agent of the Association;
6. audit all bills, sign all orders drawn on the Association's treasury before payment is made, and countersign all checks;
7. as necessary, prescribe the duties of officers and agents of the Association whose duties are not otherwise defined; and,
8. have such powers and perform such other duties as are inherent in and pertain to the office of President, or which are specified by a majority of the Board of Trustees.

B. Secretary. The Secretary shall:

1. certify and maintain for the Association the original or a copy of the Code of Regulations, a book of minutes of all meetings of the officers and of the Trustees and all other Association records;
2. see that all notices are given in accordance with the provisions of this Code of Regulations or as required by law;
3. maintain the membership roll;
4. announce promptly the results of any election of Trustees or officers or the vote on any amendment to this Code of Regulations; and,
5. in general, perform all duties pertaining to the office of Secretary and such other duties as may be assigned by the President or a majority of the Board of Trustees.

C. Treasurer. The Treasurer shall:

1. if required to do so by the Trustees, provide a bond for the faithful performance of duties in such sum, and with such sureties, as the Trustees shall direct;
2. have custody of, and be responsible for, all funds and securities of the Association and deposit such funds in the Association's name in the banks or other depositories selected by the Trustees;
3. maintain adequate and correct accounts of the Association's properties and business transactions;
4. provide a statement of the condition of the Association's finances whenever required by the Trustees;
5. submit an annual budget for approval by the Trustees at the beginning of each fiscal year;
6. provide payment by check of all expenses of the Association, said check to be co-signed by the President or the President's designee;
7. supervise the preparation and submission of the Association's tax returns;
8. review expense reports and monthly bank reconciliations;
9. report on the financial condition of the Association to any member upon request and at the annual membership meeting; and,
10. perform all duties pertaining to the office of Treasurer and such other duties as may be assigned by the President or a majority of the Trustees.

ARTICLE VIII
CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

Section 1. Execution of Instruments. The Trustees, except as in this Code of Regulations otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to a specific instance, and unless so authorized, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit and to render it liable pecuniarily for any purpose or in any amount.

Section 2. Loans. No loans shall be contracted on behalf of the Association and no negotiable papers shall be issued in its name, unless and except as authorized by Trustees. When so authorized by the Trustees, any officer or agent of the Association may effect loans and advances at any time for the Association from any bank, trust company or other institution, or from any firm, corporation, or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of the Association, and when authorized as aforesaid, as security for the payment of any and all loans, advances, indebtedness and liabilities of the Association,

may pledge, hypothecate or transfer any and all stocks, securities and other personal or real property at any time held by the Association, and to that end endorse, assign and deliver the same.

Section 3. Deposits. All funds in the Association shall be deposited from time to time to the credit of the Association with such banks, bankers, trust companies or other depositories as the Trustees may select or as may be selected by any officer or officers, agent or agents of the Association, to whom such powers may be delegated from time to time by the Trustees.

Section 4. Checks, Drafts, Etc. All checks, drafts, and other orders for the payments of money, notes, acceptances or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent, or agents, of the Association, and in such manner as shall be determined from time to time by resolution of the Trustees.

Section 5. General and Special Bank Accounts. The Trustees from time to time may authorize the opening and keeping of general and special bank accounts with such banks, trust companies or other depositories as the Trustees may select and may make such rules and regulations with respect thereto not inconsistent with the provisions of this Code of Regulations as they may deem expedient.

ARTICLE IX INDEMNITY

The Association shall always carry insurance to indemnify individual Trustees against any action or suit brought against an individual Trustee or the Board as a whole for any Board-related issues.

ARTICLE X FISCAL YEAR

The fiscal year of the Association shall be January 1 through December 31.

ARTICLE XI CONFLICT WITH DECLARATION

In the event of a conflict between any provision of these Regulations and the Declaration, the Declaration shall control.

ARTICLE XII
DISSOLUTION, MERGER OR CONSOLIDATION

Two meetings of the members of the Association shall be required for the members to decide to dissolve the Association or merge or consolidate it with another Association. At the first meeting, the motion to be considered shall be made, seconded, and discussed; at the second meeting, which shall occur not sooner than thirty days nor later than forty-five days following the first meeting, further discussion may occur and the vote shall be taken.

Section 1. Dissolution.

- A. Dissolution of this Association may be considered by its membership only after the Board of Trustees, as duly elected officers of a corporation, have taken all possible steps to maintain the life of the Association, but a majority of the members of the Board of Trustees affirmatively recommend dissolution. For dissolution to occur, such recommendation must be ratified by a seven-eighths vote of the voting membership, assembled either in a regular meeting or a special meeting called per this Code of Regulations, who have been previously notified of the recommendation to dissolve as prescribed in these Regulations.
- B. Upon a seven-eighths vote of the members present or by proxy to dissolve because of insolvency, the Association shall follow the appropriate laws of bankruptcy.
- C. Upon a seven-eighths vote of the members present or by proxy to dissolve for a reason or reasons other than insolvency, the voting membership, before adjourning, shall:
 1. elect a committee of no fewer than three but no more than seven members which may, but does not have to, comprise in whole or in part the members of the incumbent Board of Trustees, and which shall be responsible for disposing of all Association files and archives, liquidating common property, and paying all just claims against the Association.
 2. determine and convey to the committee its wishes, if any, for the disposition of the Association's remaining assets.

Section 2. Merger or Consolidation.

- A. A merger with another organization, in which one of the organizations loses its independent identity and ceases to exist since it is absorbed into the other

organization, may be considered by the voting membership upon an affirmative recommendation of a majority of the Board of Trustees and only upon prior notification of the intent to conduct such a vote at a regular or special meeting called per this Code of Regulations. Such recommendation must be ratified by a three-fourths vote of the members present or by proxy.

- B. A consolidation with another organization, in which both of the organizations discontinue their independent existence and form a new entity which includes the memberships of the consolidating organizations, continues their work and assumes their assets and liabilities, may be considered by the voting membership upon an affirmative recommendation of a majority of the Board of Trustees and upon prior notification of the intent to conduct such a vote at a regular or special meeting called per this Code of Regulations. Such recommendation must be ratified by a three-fourths vote of the members present or by proxy.

ARTICLE XIII AMENDMENTS

Amendments may be proposed to this Code of Regulations by any Association member at any time prior to thirty (30) days before any announced meeting of the membership by submitting the proposed, appropriately worded amendment in writing to the Secretary and to the President of the Association. The member shall attach to the proposed amendment a rationale for its acceptance by the membership.

1. The proposed amendment and rationale shall be transmitted in writing by the Secretary to the membership at least fifteen (15) days prior to the date established by the Trustees for the meeting at which the vote will be conducted. The Trustees shall include in the transmission their recommendation for or against the passage of the proposed amendment and the rationale for their recommendation.
2. The meeting at which the vote on the amendment shall be taken shall be the next regularly scheduled meeting of the membership, unless the Trustees call a special meeting for this purpose.
3. The proposed amendment shall require a three-fourths affirmative vote of the membership for adoption at a meeting at which quorum is present.
4. The result of the vote shall be announced promptly by the Secretary to those in attendance at the meeting.

This document was approved via the amendment process at a meeting of the membership at which quorum was attained on January 29, 2004.

Patricia E. Marmaduke
Secretary, Coventry Crossing Community Association, Inc.