

BY-LAWS OF THE EDGEWOOD PARK ASSOCIATION
As Amended 10 January, 2005

ARTICLE I
Purpose

The purposes for which this Association is formed are set forth in Article II of the Articles of Incorporation of the Association.

ARTICLE II
Meetings of Members

Section 1. Annual meetings. The annual meeting of the members shall be held not later than the second Saturday in July in each year at a time and place to be fixed by the Board of Directors at least forty (40) days in advance of that date, for the purposes of electing directors and for transacting such other business as may come before the meeting. Three (3) directors shall be elected in 2005, two (2) in 2006, two (2) in 2007, continuing in a 3-2-2 rotation thereafter. Members of the Board of Directors shall serve in such capacity for a term of three (3) years and until their successors are elected and qualify.

Section 2. Notice of regular meetings. Notice of each regular meeting of the members shall be given. Such notice shall state the time and place of the meeting, and that the purposes thereof are the election of a Board of Directors and the transaction of such other business as may come before the meeting, and a copy thereof shall be mailed to each member of the Association; such notice shall be deposited in a post office, with postage prepaid, at least ten (10) days prior to the time for holding such meeting.

Section 3. Special meetings. Except where otherwise prescribed by law or elsewhere in these By-Laws, a special meeting of the members may be called at any time by the president or secretary or by the Board of Directors, at least ten (10) days prior to the time for holding such meeting.

Section 4. Notice of special meetings. Notice of each special meeting of the members shall be given. Such notice must state the time and place of the meeting, and the business to be transacted at the meeting; a copy thereof shall be mailed to each member of the Association; such notice shall be deposited in a post office, with postage prepaid, at least three (3) days prior to the time for holding such meeting.

Section 5. Quorum. At any meeting, fifteen (15) per cent of the total membership in good standing being present in person shall constitute a quorum for all business, including the election of officers and directors.

Section 6. Order of business at the Annual Meeting of the Association shall be as follows:

- A. Meeting called to order.
- B. Reading of minutes of previous meeting.
- C. Communications.
- D. Reports of Officers and Committee Chairmen.
- E. Unfinished Business.
- F. Appointment of Nominating Committee.
- G. Report of Nominating Committee.
- H. Nominations from floor.
- I. Voting for Director.
- J. Introduction of New Directors.
- K. New Business.
- L. Program.
- M. Adjournment.

Section 7. The order of business at all other meetings insofar as possible of the Association shall be the same with the exception of items F to J inclusive.

Section 8. When approved by motion at a valid regular or special meeting, a vote by ballot of all members in good standing may be utilized for the approval of proposed resolutions. Ballots shall be mailed to each member at least 30 days in advance of the due date of the ballot. Each ballot shall contain the language of the resolution, check boxes to indicate a vote, printed name, address, and signature of the member voting, the date the ballot must be postmarked for return, and instructions for return of the ballot. (Only one vote per parcel owned. See Article XV Section 3.) Ballots shall be returned via mail to the Association. Proposed resolutions are approved by majority vote of the ballots received prior to the expiration of the required postmark date.

ARTICLE III

Board of Directors

Section 1. Number. The corporate powers, business and property of the Association shall be exercised, conducted and controlled by a Board of Directors of seven (7) members, who shall as soon as practicable after the annual meeting, elect from their number a president, vice president, secretary and treasurer.

Section 2. Election. The directors shall be elected annually at the regular annual meeting of the members from the membership of the Association as herein otherwise provided.

Section 3. Vacancies. Vacancies in the Board of Directors or any office shall be filled by the other directors in office from the membership at large and such persons shall hold office until the election of their successor by the members.

Section 4. First meeting of directors. Immediately after each election of officers and directors the newly elected persons shall hold a regular meeting and transact such business as may properly come before the meeting.

Section 5. Regular meetings. Regular meetings of the Board of Directors shall be held upon the call of the president or secretary.

Section 6. Notice of regular or special meetings. Notice of regular or special meetings of the directors shall be mailed to each director at least three (3) days prior to the time set for the meeting.

Section 7. Quorum. Five (5) directors shall constitute a quorum of the board at all meetings and the affirmative vote of at least four (4) directors shall be necessary to pass any resolution or authorize any corporate act.

ARTICLE V

Powers of Directors

The directors shall have the power:

Section 1. To call special meetings of the members when they deem it necessary; and they shall call a meeting at any time upon the written request of one-third (1/3) of the members.

Section 2. To appoint and remove, at pleasure, all officers agents and employees of the Association, prescribe their duties, fix their compensation and require from them, if advisable, security for faithful service.

Section 3. To select one or more banks to act as depository of the funds of the Association and determine the manner of receiving, depositing and disbursing the funds and the form of checks and the person or persons by whom same shall be signed, with power to change such banks and the person or persons signing said checks and the form thereof at will.

Section 4. To conduct, manage and control the affairs and business of the Association and to make rules and regulations for the guidance of the officers and management of its affairs.

ARTICLE VI
Duties of Directors

It shall be the duty of the Board of Directors:

Section 1. To keep a complete record of all its acts and of the proceedings of its meetings, and to present a full statement at the regular meetings of the members, showing in detail the condition of the affairs of the Association.

Section 2. To supervise all officers, agents and employees, and see that their duties are properly performed.

Section 3. To install such a system of bookkeeping and auditing that each member may know and be advised from time to time fully concerning the receipts and disbursements of the Association.

ARTICLE VII
Officers

The officers of the Association shall be a president, vice president, secretary and treasurer, together with any other administrative officers which the Board of Directors may see fit in its discretion to provide for by resolution entered upon its minutes.

ARTICLE VIII
The President

If at any time the president shall be unable to act, the vice president shall take his place and perform his duties; and if the vice president shall be unable to act, the board shall appoint a director to do so. The president or such vice president or director:

1. Shall preside over all meetings of the members and directors.

2. Shall sign, as president all contracts and instruments which have been first approved by the Board of Directors.

3. Shall call the directors together whenever he deems it necessary, and shall have, subject to the advice of the directors, direction of the affairs of the Association and generally shall discharge such other duties as may be required of him by these By-Laws or by the board.

ARTICLE IX
Secretary

It shall be the duty of the Secretary:

1. To keep a record of the proceedings of the meetings of the Board of Directors and of the members, and to furnish a copy of all minutes of the meetings of the Board of Directors and the annual meeting to the officers and members of the Board of Directors, within twenty (20) days after any such meeting.

2. To keep the corporate seal and affix said corporate seal to all papers requiring a seal.

3. To keep a proper membership book, showing the name of each member of the Association.

4. To execute and sign contracts, notes, papers and documents.

5. To discharge such other duties as pertain to his office or may be prescribed by the Board of Directors.

ARTICLE X
Treasurer

It shall be the duty of the treasurer:

1. To receive and deposit all funds of the Association, to be paid out only on checks drawn as hereinbefore provided, and account for all receipts, disbursements and balance on hand.

2. To furnish a bond in such form and in such amount as the Board of Directors may from time to time require.

3. To discharge such other duties as pertain to his office or may be prescribed by the Board of Directors.

4. The office of secretary and treasurer may be held by the same person, provided that they are elected to said offices at the annual meeting.

ARTICLE XI

The fiscal year of this Association shall commence on July 1st of each year. (Amended July 10, 1959.)

ARTICLE XII

Committees

The president shall appoint standing committees as follows: Membership, Entertainment and Building Review committees and such other committees as may be necessary from time to time.

1. The Membership, Entertainment and Building Review Committees shall serve for one (1) year or until their successors shall have been appointed; other committees shall serve at the pleasure of the Board of Directors. It shall be the duty of these committees to promote the principles and purposes of this Association as expressed in the Articles of Incorporation and in these By-Laws.

2. It shall be the duty of the Building Review Committee to approve or disapprove of contemplated construction or alteration of buildings, fences, walls or other structures as set forth in the recorded building restrictions covering the lots in the subdivision and to require the submission in duplicate of plans, specifications and other evidences relative to showing the nature, kind, shape and architecture and the location of the structure on the lot before any construction or alterations begin. This committee shall retain one (1) set of plans and specifications as the property of Edgewood Park Association, returning the other set to the applicant. Such approval or disapproval must be made within thirty (30) days from the date the plans are submitted to the committee.

ARTICLE XIII

Books and Papers

The books and such papers as may be placed on file by vote of the members or directors shall at all times in business hours be subject to the inspection of the board of any member of the Association or by his representative, duly authorized in writing.

The Board of Directors shall cause to be sent to all members of this Association, not later than one hundred and twenty (120) days after the close of the fiscal or calendar year, an annual report of the operations of the Association. Such annual report shall include a balance sheet as of the closing date. Such financial statement shall be prepared in a form sanctioned by sound accounting practices and approved by a duly certified public accountant.

ARTICLE XIV

Roberts Rules of Order, Revised, shall be the parliamentary authority for this Association.

ARTICLE XV

General Provisions Concerning Members

Section 1. The Association is organized for the purpose of protecting the civic, cultural, social and economic interests of the property owners of Edgewood Park Subdivision and in Golfview Subdivision #1 to the end that it will promote sound planning, development and continued progress of the subdivisions.

Section 2. Membership in the Association shall be confined to parcel owners or purchasers who subscribe to the principles of this Association and their immediate families. A parcel is defined by a sid well number on the Township tax rolls. A parcel may be one or more lots or partial lots. All members agree to abide by all the rules and regulations, resolutions and by-laws of the Association.

Section 3. Not more than one (1) vote shall be cast for _____ each parcel owned.

Section 4. Every person shall pay to the Association, upon entering the Association and annually thereafter, a membership fee and payable on May 1st of each year, said fees to be determined annually by the Board of Directors, and notice of the dues and assessments shall be mailed by the secretary to each member thirty (30) days prior to May 1st of each year.

Section 5. No member shall be entitled to vote unless and until he (or she) has complied with the rules and regulations herein expressed and is in good standing therewith.

Section 6. The cost of assuring the proper maintenance of the road, the removal of snow from the road and any other maintenance or repairs authorized by a majority vote of the membership at any meeting shall be equally divided and assessments made for each parcel owned or being purchased by _____ members of the Association.

Section 7. Members failing to pay the annual dues and assessments prior to the first day of the fiscal year shall automatically be suspended from all rights and privileges of membership and no re instatement shall be made until he has been reelected to the Association and has paid dues and assessments in full from the date of delinquency. No cancellation or refunds of dues shall be made if a member resigns during the fiscal year.

ARTICLE XVI
Amendments

These By-Laws may be amended by a majority vote of the members at any annual meeting, or at any special meeting called for that purpose.

Joni Vandepool
Director

Ed Seberky
Director

Sheld Christian Hill
Director

Wendy Weber
Director

Lodd Kamm
Director

Director

Karen J Schumberger
WITNESS