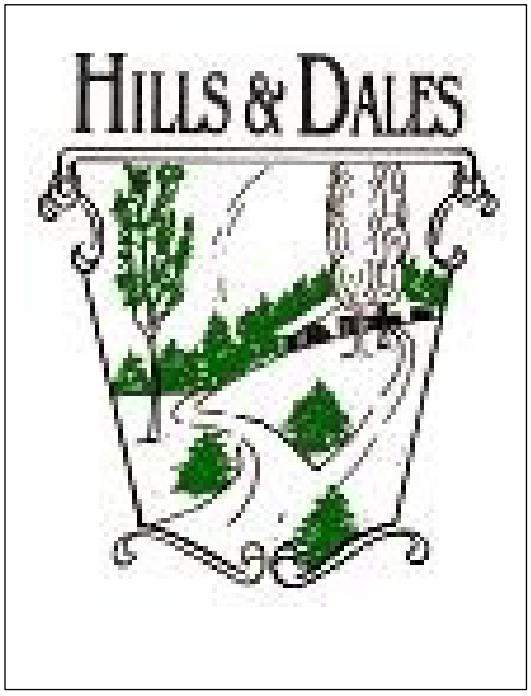


HILLS AND DALES OWNERS ASSOCIATION

BYLAWS

REVISED NOVEMBER 10, 2020

BYLAWS

Article I: General

1. The Name of the Organization is Hills and Dales Owners Association (hereinafter "Association")

2. The Organization is a not-for-profit corporation under the laws of the State of Ohio

3. The Fiscal Year begins October 1 and ends September 30

Article II: Purpose

1. The purpose of the Association is to ensure and promote the physical beauty of the Village of Hills and Dales (hereinafter "Village"), to promote a sense of community between and among owners, to provide a means for discourse and discussion of Village issues and to establish, collect and disburse dues to help attain these goals.

2. The within Bylaws are executed November 10, 2020 and may be amended as provided herein.

Article III: Membership

1. Each Owner of fee simple title to a buildable lot within the Village, or upon acquisition of such, shall automatically become a Member of the Association. For lots held jointly, all Owners are Members. Such membership shall be non-transferable and shall terminate upon the sale or other disposition by such Member of his or her or their lot.

2. For any lot held within a trust, in that case the Member shall be the Trustee of the trust.

Article IV: Annual Meeting of the Association

The **Annual Meeting of the Association** will be held on the second Tuesday of November. If the second Tuesday is Election Day, the meeting will be held on the third Tuesday of November for that year.

1. The meeting shall be conducted according to Roberts Rules of Order. The order of business shall be as follows:

    i. Calling of meeting to order
    ii. Determination of a quorum
    iii. Approval of minutes of preceding meeting
    iv. Election of Board of Trustees by the Members and Oath of Office of elected Board members
    v. Report of Treasurer and approval of annual finance report
    vi. Report of the Mayor of the Village of Hills and Dales
    vii. Report of President or presiding Officer
    viii. Unfinished or old business
    ix. New business
    x. Adjournment.

2. A **quorum** is established by the presence in person or by proxy of Members representing not less than 50% of the buildable lots in the Village. Proxies are valid so long as they are in writing and delivered to the presiding officer prior to roll call. A proxy may indicate how the Member wishes to vote on a particular issue or may be given to another Member to vote: or may be given to the Board in general to help establish a quorum. This last group of proxies shall not be eligible to vote on the election or removal of Board Members.

3. **Motions and Voting**
    i. Votes taken of the Members are for the election or removal of Board Member(s), modifications to the Bylaws and any motion made at the Annual Meeting.
    ii. Any motion must be made by a Member or Proxy and seconded by a different Member or Proxy. After discussion, the presiding Officer will call for a vote of the Membership. A motion is passed when an affirmative vote of 50%, or more, of the quorum say “yes”. A tie vote shall be considered a passing vote.
    iii. Members shall have one (1) vote for each buildable lot owned. Lots owned jointly are entitled to one vote per lot, not one vote per Member.

4. **Attendance at Meetings by Non-Members** is permitted, though Meetings shall not be open to the public. Non-owner residents, adult children residents, prospective owners and invited guests may attend. These non-members cannot vote and generally will not participate in the discussion of any vote or motion on the floor. The presiding Officer has the discretion to allow non-members to speak on other topics, as arranged.

5. **Bylaws.** These proposed Bylaws will be distributed to the Members in writing by hand delivery to residences in the Village and electronically by email if an email address has been provided to the Association on or before October 10, 2020 and will be voted on at the Annual Meeting on November 10, 2020.

   As the first order of business after the Roll Call establishment of a quorum, the Presiding Officer will bring these Bylaws to the table and open the floor to discussion and any amendment.

   Any Member may make a motion to amend any part of the within Bylaws, and if seconded by another Member, the amendment as moved will be put to a vote of the quorum as set forth in Article IV, Section 3(ii).

   After all amendments have been considered, the Presiding Officer will close the floor to discussion and ask for a vote on the Bylaws as amended. An affirmative vote of 50%, or more, of the quorum is required for passage.

Article V: Board of Trustees

1. **Board of Trustees.** The affairs of the Association shall be governed by a Board of Trustees made up of seven (7) members.

   Following the approval of these Bylaws, seven (7) Trustees shall be elected to staggered terms as follows:

   a. Three (3) Trustees to each serve a one (1) year term expiring November 9, 2021
   b. Two (2) Trustees to each serve a two (2) year term expiring November 8, 2022
   c. Two (2) Trustees to each serve a two (3) year term expiring November 14, 2023

   Thereafter, at the expiration of each Trustee's term a new Trustee shall be elected at the Annual Meeting each November and will serve a three (3) year term.

2. **Election.** Initial Trustee nominations will be accepted by the Presiding Officer at the Annual Meeting on November 10, 2020. Nominations will be made by Association Members in attendance at this meeting. Those nominees who accept nomination and receiving the most votes shall take office immediately. Future nominations shall be made at subsequent Annual Meeting or in writing to any Board Member.

3. **Eligibility**. The seven (7) Trustees making up the Board of Trustees (hereinafter "Board") must meet the following requirements:

a. A Trustee is a Member or spouse of a Member of the Organization
b. A Trustee shall have been a resident of the Village for at least one (1) year when elected
c. No Trustee shall be the spouse of a currently serving Trustee. Co-owners of a lot may not serve simultaneously on the Board.

4. **Consecutive Terms.** No Trustee shall serve more than two consecutive terms, nor shall that Trustee fill a vacancy in the Board until one (1) year has passed since the expiration of his/her term.

5. **Vacancies.** A Trustee who resigns, or is no longer a Member of the Association, or is removed from office, shall be replaced for the remainder of the term by a vote of the remaining Trustees at the next meeting of the Board. A majority of the Trustees in attendance, if a quorum is met, has the authority to elect in this case.

6. **Removal of a Trustee**
   a. A Trustee can be removed with cause by a vote, at any regularly scheduled or special meeting, of not less than four (4) of the other Trustees or not less than 2/3 of the Members voting in person or by proxy.
   b. The ensuing vacancy shall be filled according to Article V, Section 5 above.
   c. A trustee who has failed to attend, in person or by conference call three or more meetings during the fiscal year is considered to have resigned from office and the vacancy shall be filled immediately according to Article V, Section 5 above.

7. **Board of Trustees Meetings**
   a. Meetings of the Board of Trustees will be held on the first Tuesdays of February, May, August and October.
   b. A minimum of one notice will be sent out to the Members for regularly scheduled Board meetings. Members shall be notified as early as possible of any change to time, date or location.
   c. The meeting shall be conducted according to Roberts Rules of Order. The order of business shall be as follows:

      i. Calling of meeting to order
      ii. Roll call and determination of a quorum
      iii. Introduction of guests
      iv. Public Speaks
      v. Changes to agenda

vi. Approval of minutes of preceding meeting
vii. Report of Treasurer and approval of finance report
viii. Report of President or presiding Officer
ix. Unfinished or old business
x. New business
xi. Adjournment

d. A quorum is established by the presence of not less than four (4) Trustees, including the Presiding Officer. A Trustee may be present by conference call. If a quorum is not established, reports shall be given but no votes can be taken.

8. The **Organizational Meeting** shall be conducted by the Board of Trustees no later than seven (7) days after the conclusion of the Annual Meeting. At the Organizational Meeting, the first order of business shall be the election of Officers:

Election of Officers. The Board shall elect a President, Vice President, and Treasurer. These officers shall be elected from the seven (7) Members of the Board of Trustees. Terms of office are for one year or until a successor is elected.

1. First elected shall be the incoming President. Upon motion and second within the Board, an affirmative vote of not less than four (4) Trustees in person or by proxy is required. The incoming President shall immediately take office.
2. Once a President is elected, the Vice President shall be elected in the same manner with the same requirements. The incoming Vice President shall immediately take office.
3. Upon election of President, Vice President and Treasurer, a Recording Secretary shall be appointed by majority vote of the Members of the Board present. The Recording Secretary is not required to be a Member of the Board of Trustees nor do they need to be a resident of the Village.

9. Special Meetings of the Board or Members may be called at any time by the President or Vice President of the Board or upon a petition signed by not less than 25% of the Members of the Association.

i. **Notice of Special Meetings** shall be served to the Members of the Association not less than five (5) days prior to the meeting, and shall provide the date, time, location and specific purpose of the meeting. Notice shall be served to Members in writing by hand delivery to residences in the Village and electronically by email if an email address has been provided to the Association.

ii. No business may be transacted at the Special Meeting except as stated in the Meeting Notice.

iii. If the purpose of a Meeting is for the removal of a Trustee, guests will not be permitted to attend.

iv. Special Meetings shall be conducted according to Roberts Rules of Order.

Article VI: Officers

The officers of the Association are President, Vice President, and Treasurer who shall serve without compensation.

1. **President**. The President shall preside at all meetings of the Members and Trustees, establish meeting agendas, execute contracts and other legal documents approved by the Board, and perform all duties which are usually vested in the office of presidents of like corporations. The President has the power to appoint committees, with the assent of the majority of Board Members, from among Members to assist in the conduct of the affairs of the Association. The President shall have such other duties as may be determined by the Board.

2. **Vice President**. The Vice President shall perform the duties of the President whenever the President is unable to act and shall have such other authority as may be determined by the Board.

3. **Treasurer**. The Treasurer shall have responsibility for Association funds and shall keep a full and accurate account of all receipts and disbursements from the account of the Association. The Treasurer shall receive the bank statement(s) and reconcile these monthly.

   The Treasurer shall report at the Board Meetings a summary of receipts, disbursements, and account balances from the previous period. In addition, the Treasurer shall provide an annual report to the Members at the Annual Meeting.

   The Treasurer shall furnish bond conditioned upon the faithful performance of his/her duties. The bond premium shall be paid by the Association. The conditions of the bond, coverage and amount shall be established by the board of trustees.

4. **Recording Secretary**. The Recording Secretary takes the minutes of all Board and Member meetings and provides these at the next meeting of the Board or Membership,

respectively. If there is no Recording Secretary, the Vice President shall take and record the minutes. At the discretion of the Board, the Recording Secretary may be compensated.

5. **Removal of Officer**. Upon the affirmative vote of a majority of the Trustees, any officer may be removed with cause, and a successor elected at any regular meeting of the Board of Trustees or at any Special Meeting called for that purpose.

Article VII: Banking and Finance

1. **Budget**. At the October Board meeting, the Board shall approve a budget for the current fiscal year and shall determine the dues to be paid by Owners.

2. **Checking**. The Treasurer shall have responsibility for the checking account and shall keep and safeguard the checkbook and statements.

3. Two signatures shall be required for all checks written. The Treasurer will sign each check along with a President appointed Board Member signatory. The Board may also designate the Recording Secretary as a signatory. If the Treasures is not capable of fulfilling his obligations, the President will sign along with another appointed signatory.

4. **Savings and Reserves**. The Board may establish a savings account for funds not required to pay current expenditures. Account shall be FDIC insured and established with the primary goal of preservation of principal.

Article VIII: Dues and Assessments

1. **Dues.** It shall be the duty of every Owner to pay an approportionate share of the expenses of the Association. The amount due from the Owners shall be determined by the Board at the October Board meeting. An Owner of more than one (1) lot shall pay dues for each buildable lot owned. At the discretion of the Board, a lesser amount may be charged for vacant lots. Dues and assessments will not be charged for lots owned by the Village or for non-buildable lots.

   Dues shall be owed based on ownership as of January 1 of each year and will run with the land. There will be no proportionate refund from the Association to a seller of any lot. Dues will be assessed to the lot and any new owner shall be responsible for any unpaid dues by previous owner(s).

2. **Assessment**. The Board has the authority to charge an assessment to Owners at a Special Meeting called for that purpose. Assessments will be charged to current Owners. Upon the sale or transfer of property, any unpaid or delinquent assessment will be charged by the Association to the new Owner(s).

3. **Billing**. Following the October Board Meeting, the Owners will be notified of the dues and assessments for the calendar year beginning January 1. These amounts will be due by December 31. In March, a reminder billing will be sent to those Owners who have not paid.

4. **Remedies for Failure to Pay**. If an Owner is delinquent for two (2) or more years for dues and/or assessments, the Board may commence suit for collection of such debt. In this event, the delinquent Owner will be responsible for the past due balances, as well as late fees, reasonable attorney fees, Court costs and statutory interest plus a $100.00 administrative fee.

   If a Judgment is obtained for the unpaid amount, a judgment lien may be filed against the real property.

Article IX: Amendments

Any amendments to these Bylaws may be made by the affirmative vote of not less than 50% of the Owners of buildable lots at the Annual Meeting or at a Special Meeting for that purpose.