

Board of Directors Proposed Amendments to Bylaws Article II Dues, Fees, Assessments and Charges Section 4-13, Article VIII Directors Section 2, f., Article XIV Amendments Section 1-3

ARTICLE II  
DUES, FEES, ASSESSMENTS AND CHARGES

~~SECTION 4. If assessments collected during any fiscal year are in excess of the funds necessary to meet the anticipated expenses for which the same have been collected, the excess shall be retained as reserves, and shall in no event be deemed profits nor available, except on dissolution of the Association, for distribution to the members.~~  
Remove.

Reason: On advice of legal counsel. Not necessary under Ohio Planned Community Act, Chapter 5312 of the Ohio Revised Code

SECTION ~~5~~ 4. An assessment for the maintenance of Association roads may be levied upon the membership by an affirmative vote of 2/3 of all votes of the Board of Directors. This assessment shall be by lot and ownership. The assessment is levied against each lot and with respect to any lot that is jointly owned by more than two persons, the full amount of the assessment shall be charged to each additional joint owner in excess of two. Each member having an ownership interest in more than one lot shall be charged a separate assessment for each such lot, provided, however, that spouses living together shall be considered one member.

SECTION ~~6~~ 5. A capital improvement assessment for all capital items of the Association, including reserves in such amount, if any, that the Board of Directors determines appropriate in its discretion to repair and replace major capital items in the normal course of operations, may be levied upon the membership by an affirmative vote of 2/3 of all votes of the Board of Directors. This assessment shall be by membership. The assessment shall be levied against each member, provided, however that any member having an ownership interest in more than one improved lot shall be charged a separate assessment for each such improved lot. As used herein, the term "improved lot" shall mean any lot with a house or dwelling on it. Spouses wife living together shall be considered one member. With respect to any lot that is jointly owned by more than one person and unless otherwise determined by the Board of Directors pursuant to Section ~~8~~ 7 of this Article II, only one assessment shall be charged for the first two joint owners and the full amount of the assessment shall be charged to each additional joint owner in excess of two.

SECTION ~~7~~ 6. A general assessment for all other liabilities, costs and expenses of and all expenditures by or on behalf of the Association, including, without limitation, the administration, management, and regulation of the affairs and properties of the Association, the administration, regulation and maintenance of security, accounting, legal and other fees for professional services, the administration and enforcement of the amended Declaration of Covenants and Restrictions, these By-laws, and other rules and regulations of the Association, and the administration, enforcement, processing and collection of annual charges, assessments and other fees and charges imposed upon the members and the offset of deficiencies from non-payment thereof, may be levied upon the membership by an affirmative vote of 2/3 of all votes of the Board of Directors. This assessment shall be by membership. The assessment shall be levied against each member, provided, however that any member having an ownership interest in more than one improved lot shall be charged a separate assessment for each such improved lot. As used herein, the term "improved lot" shall mean any lot with a house or dwelling on it. Spouses living together shall be considered one member. With respect to any lot that is jointly owned by more than one person and unless otherwise determined by the Board of Directors pursuant to Section ~~8~~ 7 of this Article II, only one assessment shall be charged for the first two joint owners and the full amount of the assessment shall be charged to each additional joint owner in excess of two.

SECTION ~~8~~ 7. Each joint owner of a lot shall be personally, jointly and severally liable and responsible for any assessments, interest, late charges and costs not paid by the other joint owner or owners of such lot. The assessments authorized by Sections ~~5, 6~~ 4, 5 and ~~7~~ 6 of this Article II shall be charged to all members of the Association and/or owners of property within the Roaming Rock Shores Subdivision and may be allocated among the joint owners in such manner as determined from time to time by a majority vote of the Board of Directors.

SECTION ~~9~~ 8. The amount of the assessments authorized by Sections ~~5, 6~~ 4,5 and 7 6 may differ in amount based upon the type of lot being assessed, including, by way of example but not limited to, lots without houses and lots with houses or lakefront lots and off-lake lots.

SECTION ~~10~~ 9. Any increase in the total annual amount of the assessments authorized pursuant to Sections ~~5, 6~~ 4,5 and 7 6 of this Article II over the previous year shall be limited to no more than 10% plus the inflation rate (based upon the Cost of Living as established for a 12 month period ending September 30<sup>th</sup> of each and every year by the Department of Commerce.)

SECTION ~~11~~ 10. An assessment for litigation expenses of the Association, including attorney fees, court costs, and other similar expenses, may be levied upon the membership by an affirmative vote of 2/3 of all votes of the Board of Directors. This assessment shall be by membership and shall not be subject to the limitations and provisions of Section ~~10~~ 9 of this Article II.

SECTION ~~12~~ 11. Late fees and/or interest may be charged on any unpaid assessments, dues, fees, costs and other charges in such amount and at such rate as is determined from time to time by the Board of Directors.

SECTION ~~13~~ 12. An impact fee ~~shall be assessed on each transfer of a lot any interest in a lot~~ in the amount of ~~\$1,000.00~~ \$1500.00 shall be assessed for each new member acquiring a lot or an interest in a lot. The fee(s) shall be levied upon the grantee(s) named in the deed conveying the interest in the lot and shall be paid by the grantee(s) to the Association upon the recording of the deed with the County Recorder, provided, however, that no fee shall be charged when the transfer is:

- (a) Solely in order to provide or release security for a debt or obligation;
- (b) To confirm or correct a deed previously executed;
- (c) To the grantor's spouse or surviving spouse or surviving child or children.
- (d) To a trustee of a trust, when the grantor of the trust has reserved an unlimited power to revoke the trust: or
- (e) To the grantor of a trust by a trustee of the trust, when the transfer is made to the grantor pursuant to the exercise of the grantor's power to revoke the trust or to withdraw trust assets:

As used herein the term "new member" shall mean any person, corporation limited liability company, partnership, joint venture, trust, unincorporated association, club, organization, or other business or legal entity that is not an existing member at the time of acquiring a lot, or an interest in a lot.

**Reason: New Member fees increased due to inflation**

SECTION ~~14~~ 13. Non-payment of assessments, dues, fees, interest, fines, and other charges duly imposed upon any member or member's property, whether pursuant to the Amended Declaration of Covenants and Restrictions, or by action of the Board of Directors taken pursuant to these By-Laws or the Rules and Regulations of the Association, shall result in a lien against the member's property in favor of the Association in the full amount of such charges, which lien may be perfected as hereinafter provided in Article III. Each member shall be personally liable for all assessments, dues, fees, interest, fines or other charges levied by RomeRock Association, Inc. A co-owner of any real property shall be personally liable, jointly and severally, with all other co-owners, for all assessments, dues, fees, interest, fines or other charges levied by RomeRock Association, Inc. with respect to said property.

SECTION ~~15~~ 14. In any proceeding or suit at law or in equity to collect unpaid dues, fees, interest, fines or other charges imposed upon any member or member's property or to enforce any provision of these By-Laws, the Amended Declaration of Covenants and Restrictions, or the Rules and Regulations of RomeRock Association, Inc., as the same may be amended from time to time, the Association shall be entitled to recover its costs, including reasonable attorney fees, from the defaulting member(s).

SECTION ~~16~~ 15. Notwithstanding anything to the contrary set forth herein, the Board of Directors shall not bind the Association in dealings with third parties under any contract or related series of contracts involving an aggregate financial exposure to the Association exceeding \$500,000 as adjusted annually as hereinafter provided, unless first approved by a majority of votes cast by the Members in a mail referendum conducted in the manner provided by

these By-laws for the election of Directors, provided, however that the approval of the Members shall not be required if any one or more of the following apply:

- (a) No monies are borrowed, the amount of assessments levied upon the membership or lots are not increased, no dues or assessments or future income from dues or assessments is assigned, and no security interest in any Association property is conveyed in order to fulfill some or all of the Association's financial obligations with respect to such contract or contracts; or
- (b) The contract or contracts are necessary repairs to the Association's roads; or
- (c) The contract or contracts are necessary to comply with an express mandate of applicable law, a governmental authority, or a court of competent jurisdiction.

The amount of financial exposure requiring Member approval shall be adjusted annually commencing in 2015 by the amount equal to the percentage increase in the Bureau of Labor Statistics CPI-U U.S. City Average, All Items Consumer Price Index for All Urban Consumers (1982/1984 base) for the prior calendar year.

Reason: Renumbering due to removal of section 4 of this Article

## ARTICLE VIII DIRECTORS

SECTION 2. The qualifications for becoming and remaining a Director of the Association are as follows:

- (a) A Director must be at least 21 years of age and a United States citizen;
- (b) Each Director shall be an Active Member of the Association or an officer or director of the corporation, limited liability company, or other business or legal entity which is an Active Member of the Association;
- (c) Any Active Member may become a candidate for the Board of Directors by presenting to the Association a written request to be placed on the ballot, which request must be delivered to the Board of Directors or its designee at least sixty days before the annual meeting of the Active Members and bear the original signature of the member requesting to be placed on the ballot;
- (d) Only one person from each household (which is hereby defined to include all persons who share the same residence) shall be eligible to serve as a Director;
- (e) No member who has been convicted of a felony as defined by the laws of Ohio shall be eligible to serve as a Director;
- (f) The Active Member must have attended at least three or  $\frac{1}{4}$  of the regular meetings (including the Annual Meeting) of the Board of Directors within the last twelve months; and
- (g) The Active Member must complete a questionnaire and execute such form as are prescribed the Board of Directors agreeing and promising: (i) to act in the best interests of the Association at all times; (ii) not to knowingly make, cause, or permit to be made any false statement about the Association or its directors, officers, employees or agents; (iii) not to knowingly make, cause, or permit to be made any statement that is likely to be injurious to the reputation or goodwill of the Association; and (iv) not to disclose or permit to be disclosed confidential information, including matters discussed in executive session, personnel matters, contracts under negotiation, and all communications with legal counsel. It shall be cause for disqualification or removal should any candidate or Director be found to have provided false information or to be in violation of any of the foregoing

Reason: Regular Meeting schedule of the Board of Directors can change annually. Voted on at the reorganizational meeting.

ARTICLE XIV  
AMENDMENTS

SECTION 1 The By-Laws of the Association (other than Article II, Sections ~~40~~ 9 and ~~46~~ 15) may be amended, added to, rescinded or repealed by the Board of Directors by the affirmative vote of a majority of the Directors after being considered at three meetings of the Board of Directors, which may be regular meetings, special meetings, or any combination thereof. Notice of each such meeting shall be given to the Directors in accordance with these By-Laws and shall include generally the substance of the proposed amendment(s) to be considered. In addition, notice of the time and date of any meeting of the Directors at which an amendment to the By-Laws is to be considered shall be posted on the Association's website not less than twenty-four hours before such meeting and shall include a copy of the amendment(s) as initially proposed or reference to where a copy can be reasonably obtained. The proposed amendment shall be read at the first meeting at which it is considered and copies of the proposed amendment shall be available for members to review at all three meetings at which the proposed amendment is considered. If an amendment as initially proposed is corrected, revised, and added to at any one or more of the meetings at which such amendment is considered, the notices given to the Directors for any subsequent meetings(s) and the notice posted on the Association's website do not need to be revised to reflect such corrections, revision or additions as long as there has been no material change in the general subject matter of the amendment.

SECTION 2 The By-Laws of the Association (other than Article II, Sections ~~40~~ 9 and ~~46~~ 15) may be amended, added to, rescinded or repealed by the affirmative vote of a majority of the Active Members at any annual or special meeting provided notice of the proposed amendment(s) is given in the notice of the meeting in accordance with these By-Laws

SECTION 3 Article II, Section ~~40~~ 9 and Article II, Section ~~46~~ 15 of the By-Laws may be amended only if the proposed amendment is approved by both: (i) the affirmative vote of two-thirds of the Directors after being considered at three meetings in accordance with Section 1 of this Article XIV; and (ii) a majority of votes cast by the Members in a mail referendum conducted in the same manner provided by these B-Laws for the election of Directors or seventy-five percent of the Active Members of the Association present in person or by proxy at a meeting held in accordance with Article IV of these By-Laws.

**Reason: Renumbering due to the removal of Section 4 of Article II**