

BY-LAWS
(Code of Regulations)
OF
GREEN PASTURES OWNERS' ASSOCIATION

ARTICLE I

Name and Location

The name of the Association is the Green Pastures Owners' Association (the "Association"), which corporation, not-for profit, is created pursuant to the provisions of Chapter 1702 of the Revised Code of Ohio. The principal office of the Association shall be as set forth in its Articles of Incorporation (the "Articles").

ARTICLE II

Organization of the Association

The Association has been organized to administer and enforce the Declaration of Covenants, Conditions, Restrictions, and Assessments, and Reservation of Easements for Green Pastures Residential Community (as may be amended from time to time, the "Declaration") for the subdivision known as Green Pastures, in Marysville, Ohio ("Green Pastures") as shown on the Plat of Green Pastures of record in Plat Book 4, pages 159 and 160 of the office of the Union County, Ohio Recorder, and all subsequent phases thereof, and to perform all duties and exercise all of the powers of the "Green Pastures Owners' Association" as set forth in the Declaration. The Association is charged with such further duties and invested with such powers as are prescribed by law and set forth in the Articles and herein as all of the same may be amended from time to time. The Articles or By-Laws of the Association shall not be amended or otherwise changed and interpreted so as to be inconsistent with the Declaration.

ARTICLE III

Definitions

All of the terms used herein shall have the same meanings as set forth in the Declaration. A copy of the Declaration is attached to these By-Laws (the "By-Laws") and is incorporated herein by reference each and every time said Declaration is referred to by these By-Laws.

ARTICLE IV

Members

Section 4.01 - Members

- (a) Membership: The members of this Association shall be those persons or entities who are owners ("Owners") of a Lot or Lots in Green Pastures. Membership shall be appurtenant to the Lot, and membership shall not be transferable, except to the person or entity to whom the title to such Lot has been transferred, to whom such membership interest shall automatically transfer upon transfer of the Lot.
- (b) Qualifications: Ownership of a Lot shall be the sole qualification for membership.
- (c) Membership Fee: The Association may adopt a membership fee to be collected at the time a new owner purchases a Lot ("Initial Membership Fee"), and may adopt an annual membership fee ("Annual Membership Fee"), all by a majority vote of the members attending a duly called meeting called for that purpose. Unpaid Membership Fees shall be a lien on Lots owned by members of the Association who fail to pay such fees.

Section 4.02 - Classes of Membership; Voting

In accordance with Section 5.02 of the Declaration, all members of the Association (including the Declarant) are Class A members. Each Class A member is entitled to one (1) vote for each Lot owned. When more than one (1) person holds title to a single Lot, all co-Owners of that Lot shall be members, provided, however, in no event shall more than one (1) vote be cast with respect to any Lot, and if the co-Owners cannot agree on how the vote should be cast, no vote will be counted for that Lot. The Class B membership and all rights associated with it, which were held solely by the Declarant, ceased to exist and converted into Class A membership (e.g. one vote per Lot) on the tenth (10th) anniversary of the date the Declaration was filed for record with the Union County, Ohio Recorder.

Section 4.03 - Assessments

Establishment and payment of any and all monthly, quarterly, or annual Assessments shall be as set forth in the Declaration. There shall be a minimum yearly Regular Assessment for each Lot in the amount of Ten Dollars (\$10.00) commencing in the year following the calendar year in which the Association is incorporated.

Section 4.04 - Meetings

- (a) An annual meeting of the members for the election of Trustees, for the consideration of reports and for such other business as may be brought before the meeting shall be held at such time on the second Monday of the tenth month of the fiscal year of the Association or on such other date as may be designated by the Board of Trustees (the "Board").
- (b) Regular meetings of the members may be held at such periodic intervals between annual meetings and at such time as the Board may specify.

- (c) Special meetings of the members may be called by the President, a majority of the Board or by fifty percent (50%) of the members.

Section 4.05 - Place of Meetings

Meetings of the members may be held at any place within or without the State of Ohio. If no designation is made, the place of the meeting shall be the principal office of the Association in the State of Ohio.

Section 4.06 - Notice of Meeting

- (a) Those members appearing in the official records of the Association as record Owners of Lots shall be entitled to notice of any meeting of the members.
- (b) Each member shall furnish the Secretary with an address to which notices of meetings and other notices or correspondence may be addressed. Absent receiving such address from a member, notices may be sent to the tax mailing address for the Owner reflected in the Union County, Ohio, Auditor's Office.
- (c) Written notice of the time and place of each meeting shall be given to each Owner either by personal delivery, or by mail, telegram, electronic mail transmission, telecopy or cable at least ten (10) but not more than sixty (60) days before each meeting.
- (d) The Secretary shall, upon the written request of any person or persons entitled to call a meeting of the members, deliver notice of such meeting to the members. If the Secretary refuses the request, the person or persons entitled to call a meeting of the members may give written notice to the members in the manner provided in this section.
- (e) Every notice of a special meeting of the members must state briefly the purpose specified by the person or persons calling such meeting. Any business other than that stated in the notice shall be taken up at such special meeting only with the unanimous written consent of the members.
- (f) Any member may waive notice of the time and place of any meeting of the members, either before or after the holding of the meeting.

Section 4.07 - Quorum and Manner of Action

- (a) The members present, in person or by proxy, at any duly called and noticed meeting of members shall constitute a quorum for such meeting.
- (b) Any action taken by the Association which must have the approval of the membership of the Association before being undertaken shall require a majority vote of the membership in attendance at a duly called meeting of the Association unless a specific provision of the Articles, the Declaration or these By-Laws specifies that a greater percentage of the voting membership is required.

Section 4.08 - Action Without Meeting

- (a) To the extent permitted by Ohio law, any action which may be authorized or taken at a meeting of the members, may be taken without a meeting with the affirmative vote or approval, in a writing or writings, of members having not less than a majority of the voting power of members. For purposes of this section, a signed writing shall include any original document bearing the signature of a member, a telecopy sent by, and bearing the signature of, a member and an electronic mail transmission created and sent by a member which sets forth his or her name in such a manner so as to logically evidence his or her intent to sign the transmission.
- (b) Any such writings shall be filed with or entered upon the records of the Association.

Section 4.09 - Voting

- (a) Votes may be cast in person or by proxy. Proxies must be filed with the Secretary of the Board before the appointed time for each meeting. The proxy shall also identify the person or persons authorized to exercise the proxy. In the event that more than one person or entity owns any Lot, then each person or an authorized representative of each entity or any combination thereof, representing the total ownership of any Lot shall join in signing the proxy. Every proxy shall be revocable and shall automatically cease upon conveyance by an Owner of his, her or its Lot.
- (b) In the event of any dispute as to the entitlement of any member to vote or the results thereof, the Board shall act as arbitrators and a decision of the Board shall, if rendered in writing, be final and binding upon the members; provided, however, that the Board shall have no jurisdiction to determine any matters relating to the entitlement of Declarant to vote or the manner of the exercise of its vote.
- (c) The Board shall have the authority to suspend the voting rights of any member to vote at any meeting of the members for any period during which such Owner is delinquent in the payment of any Assessment.

ARTICLE V

Board of Trustees

Section 5.01 - General Powers

- (a) The powers of the Association shall be exercised, its business and affairs conducted, and its property managed under the direction of the Board, except as otherwise provided by the law of the State of Ohio, the Articles, the Declaration or by these By-Laws.
- (b) The Board shall have the right and power to perform all lawful acts which may be necessary to manage and control the affairs of the Association and shall have the following specific powers:
 - (1) Enforce the provisions of the Declaration;

- (2) Establish a budget for the Association, determine each Owner's prospective share per year, levy and collect Assessments from the Owners of all Lots, and enforce payment of such Assessments, all in accordance with the Declaration;
- (3) Retain, if deemed appropriate by the Board, and pay for legal and accounting services necessary and proper for the efficient operation of the Association; and
- (4) Perform any and all other acts and things that a nonprofit, mutual benefit corporation organized under the laws of the State of Ohio is empowered to do, which may be necessary, convenient or appropriate in connection with the administration of the Association's affairs and the carrying out the Association's duties as set forth in the Declaration.

Section 5.02 - Duties

- (a) The Board shall perform and execute the following duties of the Association to the extent sufficient funds are available from Assessments:
 - (1) Obtain liability insurance for the Association and Board members;
 - (2) Maintain and repair any property owned by the Association, and as provided in the Declaration. In the event any maintenance or repairs are required due to the willful or negligent acts or omissions of an Owner or Owners, the Association shall levy the cost of such maintenance and repair as a Compliance Assessment against the responsible Owner(s);
 - (3) Pay any real or person property taxes and assessments which the Association is required to pay;
 - (4) Cause financial statements for the Association to be regularly prepared;
 - (5) Assume and pay out of the Assessments all costs and expenses incurred by the Association in connection with the performance and execution of all of the aforesaid powers and duties, and any other powers and duties the Association may assume;
 - (6) Enforce all provisions of the Declaration; and
 - (7) Within ten (10) days of the mailing or delivery of a written request from an Owner, provide said Owner with a copy of the Declaration, Articles and these By-Laws, together with a statement in writing as to the amount of any delinquent Assessment, penalties, attorneys' fees and other charges which are due relative to a particular Lot as of the date of such request, subject to a reasonable charge therefor, as determined by the Board.
- (b) In the event that the Association shall delegate any or all of its duties, powers or functions to any person, corporation or firm to act as manager, neither the Association

nor the members of its Board shall be liable for any omission or improper exercise by the manager of any such duty, power or function so delegated.

- (c) The Association shall not be obligated to spend in any particular time period all the sums collected or received by it in such time period or in any other time period and may carry forward, as surplus, any balances remaining; nor shall the Association be obligated to apply any such surpluses to the reduction of the amount of the Regular Assessment in any year, but may carry forward from year to year and time to time such surplus as the Board in its absolute discretion may determine to be desirable for the greater financial security of the Association and the effectuation of its purposes as set forth in these By-Laws and the Declaration.
- (d) The Association shall have the power and authority to contract with any person, corporation, firm or other entity, including, but not limited to, the Declarant, for the exercise of any one or more of the various powers and authority granted to and duties to be performed by the Association hereunder, and to delegate such powers and authority to any agent or employee of the Association, and the exercise of those powers and authority by such person, corporation, firm, entity, agent or employee shall be deemed the exercise of those powers and authority by the Association, except that no independent contractor shall be deemed by virtue of these provisions to be the agent of the Association. There shall be no requirement of any bond or surety for the Association, its Trustees, officers, agents, employees, or others assuring the exercise of the powers and authority granted hereunder, except as the Board shall in its sole discretion deem necessary or desirable for the safeguarding of any funds received by the Association.

Section 5.03 - Number; Classification and Term

- (a) The Board shall consist of not less than nine (9) persons. The Trustees shall be divided into three classes as nearly equal in number as possible and one class shall be elected annually. Each class shall be designated consecutively as Class I, Class II, and Class III. The terms of each class, initially, shall be staggered in length from one to three years. The initial Board shall be appointed by the Declarant as follows: Class I shall be until the first succeeding annual meeting; Class II shall be until the second annual meeting; and Class III shall be until the third annual meeting. Thereafter, the Board shall be elected in accordance with the provisions of these By-Laws by an action of the members and each class of Trustees elected at subsequent meetings will serve for full three (3) year terms. Each Trustee of each class shall hold office until a successor is elected as Trustee.
- (b) Without amendment to these By-Laws, the number of Trustees may be fixed or changed by the affirmative vote of two-thirds (2/3) of the members.
- (c) No reduction of the number of Trustees shall have the effect of removing any Trustee prior to the expiration of his or her term of office.

Section 5.04 - Meetings

- (a) An annual meeting of the Board for the consideration of reports and for such other business as may be brought before the meeting shall be held at such time on the first

Monday of the tenth month of the fiscal year of the Association or on such other date as may be specified by the Trustees.

- (b) Regular meetings of the Board may be held at such periodic intervals between annual meetings and at such time as the Trustees may specify.
- (c) Special meetings of the Board may be called by the President or any five (5) Trustees.

Section 5.05 - Place of Meeting and Electronic Meetings

- (a) Meetings of the Board may be held at any place within or without the State of Ohio. If no designation is made, the place of meeting shall be the principal office of the Association in the State of Ohio.
- (b) Notwithstanding anything to the contrary, any meeting of the Board may be held through any electronic communication pursuant to which each Trustee is able to hear each other Trustee participating or in any other manner permitted under the laws of the State of Ohio and such participation shall constitute attendance at such meeting.

Section 5.06 - Notice of Meeting

- (a) Written notice of the time and place of each meeting of the Board shall be given each Trustee either by personal delivery or by mail, telegram, or email at least ten (10) days before each meeting.
- (b) Any Trustee may waive notice of the time and place of any meeting of the Board, either before or after holding of the meeting.

Section 5.07 - Quorum and Manner of Action

- (a) A majority of the authorized number of Trustees shall constitute a quorum for transaction of business at any meeting of the Board, except that a majority of the Trustees then in office constitutes a quorum for removing any Trustees or filling a vacancy in the number of Trustees.
- (b) In the absence of a quorum at any meeting of the Board, a majority of those present may adjourn the meeting from time to time until a quorum shall be present and notice of any adjourned meeting need not be given.
- (c) The act of a majority of the Trustees present at a meeting at which a quorum is present shall authorize any action by the Board, unless a greater number is required by the Articles or these By-Laws.

Section 5.08 - Action by Board of Trustees Without Meeting

- (a) To the extent permitted by Ohio law, any action which may be authorized or taken at a meeting of the Trustees, may be taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by all of the Trustees. For purposes of

this section, a signed writing shall include any original document bearing the signature of a Trustees, a telecopy sent by, and bearing the signature of, a Trustees and an electronic mail transmission created and sent by a Trustee which sets forth his or her name in such a manner so as to logically evidence his or her intent to sign the transmission.

- (b) Any such writing shall be filed with or entered upon the records of the Association.

Section 5.09 - Resignations

- (a) Any Trustee of the Association may resign at any time by giving written notice to the President or Secretary.
- (b) A resignation shall take effect at the time specified therein, and unless otherwise specified therein, shall become effective upon delivery. The acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.

Section 5.10 - Removal

- (a) Any Trustee may be removed, with or without cause, at any time by the affirmative vote of two-thirds (2/3) of the Trustees then in office.
- (b) Any Trustee may be removed, with or without cause, at any time by the affirmative vote of a majority of the members at a special meeting of the members called for that purpose.
- (c) Any vacancy in the number of Trustees by reason of this section may be filled at the same meeting in the manner prescribed in Section 5.12.

Section 5.11 - Vacancies

- (a) The remaining Trustees, though less than a majority of the authorized number of Trustees, may, by a vote of a majority of their number, temporarily fill any vacancy for the offices of Trustee until the members, pursuant to Section 5.11 (b) below, fill such vacancy at a special meeting of the members called for that purpose or at any annual meeting.
- (b) The members of the Association shall have a right to fill any vacancy for the office of Trustee, whether the vacancy has been temporarily filled by the remaining Trustees, at any special meeting of the members called for that purpose or at any annual meeting of the members. Any Trustee so elected by the members shall hold office until a successor is elected as Trustee.

ARTICLE VI

Architectural Review Committee

The Architectural Review Committee (the "Committee") shall be established according to and for the purposes set forth in the Declaration. There shall be three (3) members of the Committee, one of whom shall be elected by the Committee to serve as Chairperson. The Declarant's officers or employees may serve as members of the Committee. Until such time as Declarant or its successor or assign has sold all of the land within the Master Site, unless earlier delegated by Declarant to the Board, the Declarant shall appoint all three (3) members of the Committee. Thereafter, the Board shall appoint all three (3) members of the Committee. One member of the Committee shall be an architect licensed under the laws of the State of Ohio, or the Committee shall employ the services of such a licensed architect as a consultant to the Committee. The Committee shall act as an advisory council to the Board, and shall be entitled to notice, to be present in person, to present matters for consideration and to take part in the consideration of any business by the Board at any meeting of the Board, but the Committee's members shall not be counted for purposes of a quorum nor for purposes of voting or otherwise in any way for purposes of authorizing any act or transaction of business by the Board.

ARTICLE VII

Other Committees

Section 7.01 - Audit Committee and Other Committees

- (a) There shall be an Audit Committee consisting of not less than three (3) and not more than (5) Trustees, where such Trustees shall be elected upon an affirmative vote of a majority of the Board, which such Audit Committee shall have the power and authority to prepare, review and audit the Association's financial records. The Audit Committee shall also have the power and authority to investigate any matter or activity involving financial accounting and reporting. In that regard, the Audit Committee will have access to the Association's outside professionals to render advice and counsel in such matters. The Audit Committee shall meet at least two (2) times annually and as many additional times as it deems necessary, and shall make regular progress reports to the Board.
- (b) There shall be a Nominating Committee consisting of not less than three (3) and not more than five (5) Trustees, where such Trustees shall be elected upon an affirmative vote of the Board, which such Nominating Committee shall have the power and authority to nominate certain persons to be elected as Trustees of the Association. The Nominating Committee shall meet on an annual basis to seek, review and nominate potential Trustees. The Nominating Committee shall present all nominated candidates for Trustee positions to the members at least thirty (30) days prior to the annual meeting. Nothing in this Section 7.01(b) shall preclude any members from nominating a candidate to serve as Trustee.

- (c) The Board may, by resolution, create an executive committee or any other committee of the Trustees, to consist of one or more Trustees, and may authorize the delegation to any such committee of any of the authority of the Trustees, however conferred. Examples of such committees include, but are not limited to, a Landscape Committee and a Membership Directory Committee.
- (d) The designation of such committees and the delegation thereto of such authority shall not operate to relieve the Board, or any individual Trustee of any responsibility imposed by law.
- (e) Each committee shall serve at the pleasure of the Board, shall act only in the intervals between meetings of the Board, and shall be subject to the control and direction of the Board.
- (f) An act or authorization of an act by any such committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Trustees.

Section 7.04 - Alternate and Ex Officio Members

The Board may appoint one (1) or more Trustees as alternate members of any committee, which alternate member or members may take the place of any absent member or members at any meeting of such committee.

Section 7.05 - Authority and Manner of Acting

- (a) Unless otherwise provided in these By-Laws or ordered by the Trustees, any such committee shall act by a majority of its members at a meeting or by a writing or writings signed by all of its members who would be entitled to vote at such meeting.
- (b) Unless participation by members of any such committee at a meeting by means of communications equipment is prohibited by the Articles, these By-Laws, or an order of the Trustees, meetings of any particular committee may be held through any communications equipment if all persons participating can hear each other. Participation in a meeting pursuant to this division constitutes presence at the meeting.
- (c) An act or authorization of an act by any such committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Trustees.

ARTICLE VIII

Officers

Section 8.01 - Officers

- (a) The officers of the Association shall consist of a president, a vice-president, a secretary, and a treasurer, and, if desired, such other officers and assistant officers as may be deemed necessary or desirable, each of whom may be designated by such other titles as may be provided in the Articles, these By-Laws, or resolutions of the Trustees.

- (b) Only a Trustee may serve as an officer.
- (c) Any two or more offices may not be held by the same person.

Section 8.02 - Appointment and Term of Office

- (a) The officers of the Association shall be appointed from time to time by the Board as it shall determine, and new offices may be created and filled at any meeting of the Trustees.
- (b) Each officer shall hold office for a term of one (1) year or until his or her successor is appointed, or until he or she resigns or is removed pursuant to Sections 8.03 or 8.04 below.

Section 8.03 - Resignation

- (a) Any officer or assistant officer may resign at any time by giving written notice to the Board or to the President or Secretary.
- (b) A resignation shall take effect at the time specified therein, and unless otherwise specified therein, shall become effective upon delivery. The acceptance of such resignation shall not be necessary to make it effective unless so specified in the resignation.

Section 8.04 - Removal

- (a) Any officer or assistant officer may be removed by the Board, with or without cause, at any time by the affirmative vote of the majority of the Board.
- (b) Any vacancy by reason of this section may be filled at the same meeting of the Board.

Section 8.05 - Duties of Officers

- (a) The President shall preside at all meetings of the members and all meetings of the Board, and shall be the chief executive officer of the Association.
- (b) The Vice-President shall act in the place and stead of the President in the event of the president's absence or inability to act.
- (c) The Secretary shall record the votes and keep the minutes and proceedings of meetings of the Board and of the members, serve notice of meetings of the Board and of the members, collect monies as directed by the Board, and keep appropriate current records showing the names of members of the Association, together with their addresses.
- (d) The Treasurer shall deposit and/or invest monies of the Association as directed by the Board, disburse such funds as directed by resolution of the Board, sign all checks and promissory notes of the Association, keep proper books of account and prepare an annual budget and a statement of income and expenditures to be presented to the members at the

annual meeting, and deliver or mail a copy of each to each of the members. Any check, promissory note or other document that, either individually or in the aggregate with other related matters, involves more than \$500.00 must be signed by two (2) officers (one of which may be the Treasurer).

- (e) Each of the President, the Vice-President, the Secretary, and the Treasurer shall have the authority jointly or severally to sign, execute and deliver in the name of the Association any deed, mortgage, bond, instrument, agreement or other document evidencing any transaction authorized by the Board, except where the signing or execution thereof shall have been expressly delegated to another officer or person on the Association's behalf.
- (f) In the absence of any officer or assistant officer or for any other reason which the Board may deem sufficient, the Board may delegate the authorities and duties of any officer, or any assistant officer to any other officer, assistant officer or to any Trustee.
- (g) In addition to the foregoing, each officer or assistant officer shall perform all duties as may from time to time be delegated to each of them by these By-Laws or by the Board or any committee of Trustees as provided herein.

ARTICLE IX

Indemnification and Insurance

Section 9.01 - Indemnification

- (a) To the fullest extent not prohibited by Ohio law, the Association shall indemnify any person (including the Declarant and any member of the Architectural Review Committee) who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor, by reason of the fact that the person is or was a Trustee, a member of the Architectural Review Committee, the Declarant, an officer, employee, or agent of or a volunteer of the Association, or is or was serving at the request of the Association as a Trustee, officer, employee, member, manager, or agent of or a volunteer of another domestic or foreign nonprofit corporation or business corporation, a limited liability company, or a partnership, joint venture, trust, or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association.
- (b) Each request or case of or on behalf of any person who is or may be entitled to indemnification for reason other than by being or having been a Trustee or officer of the Association shall be reviewed by the Board, and indemnification of such person shall be authorized by the Board only if it is determined by the Board that indemnification is proper in the specific case, and, notwithstanding anything to the contrary in this By-Laws, no person shall be indemnified to the extent, if any, it is determined by the Board or by written opinion of legal counsel designated by the Board for such purpose that indemnification is contrary to applicable law.

Section 9.02 - Insurance

The Association may, as the Board may direct, purchase and maintain such insurance on behalf of any person who is or at any time has been a Trustee, officer, employee or other agent of or in a similar capacity with the Association, or who is or at any time has been, at the direction or request of the Association, a trustee, officer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan against any liability asserted against and incurred by such person.

ARTICLE X

Conflicts of Interest

Section 10.1 - General Policy

Recognizing that Trustees and officers have a duty of loyalty and fidelity to the Corporation and they must govern the Corporation's affairs honestly and economically exercising their best care, the Trustees shall adopt and maintain a Conflict of Interest policy (the "Policy") which shall be kept with the books and records of the Corporation. In accordance with the Policy, to avoid even the appearance of impropriety, the Trustees and officers of the Corporation shall:

- (a) Disclose to the Board any situation wherein the Trustee or officer has a conflicting interest or duality of interest that could possibly cause that person to act in other than the best interest of the Corporation.
- (b) Following the procedures stated in Section 10.2 governing the participation on behalf of the Corporation in any transaction in which the person has, or may have, a conflict of interest.
- (c) For purposes of clarity, a Trustee or officer shall not be deemed to have a conflict of interest, and therefore shall not have to comply with the procedure set forth in Section 10.2, simply because such Trustee or officer owns real estate or a home in the Green Pastures Residential Community.

Section 10.2 – Procedure

In accordance with the Policy, any Trustee having a known duality of interest or possible conflict of interest on any matter should make a disclosure of such conflict to the other Trustees. Such Trustee should not vote or use his or her personal influence on the matter, but such Trustee may be counted in determining the quorum for the meeting. The minutes of the meeting should reflect the making of the disclosure, the abstention from voting and the quorum situation. Any officer having a known duality of interest or possible conflict of interest on any matter before such officer for administrative action shall report the conflict to the President or, in the case of the President, to the Chairperson (if any) or the Secretary. Such officer shall abstain from taking any administrative action on such matter. The requirements in this Section 10.2 shall not be

construed as preventing any Trustee or officer from briefly stating his or her position in the matter, nor from answering pertinent questions of the Board or other officers.

ARTICLE XI

Amendment

These By-Laws may be amended from time to time by the members of the Association by an affirmative vote of two-thirds (2/3) of the members.

ARTICLE XII

By-Laws

These By-Laws constitute the Code of Regulations for the Association. These By-Laws are created pursuant to and shall be governed by Section 1702.10 and Section 1702.11 of the Ohio Revised Code.