

BYLAWS FOR THE GOVERNMENT OF COUNCIL OF TRUSTEES

COLONIAL HILLS CIVIC ASSOCIATION, INC.

1. Regular monthly meetings of the trustees shall be held, without notice, at the Selby Park Shelter House each calendar month, except July or when such Tuesday occurs on a legal holiday.
2. Special meetings of the trustees may be called under any of the following circumstances:
 - By the President (or in case of his or her absence or inability to act, or vacancy in the office of President).
 - By the President Elect (or in case of the President and the President Elect's absence or inability to act, or vacancy in the offices of the President and the President Elect);.
 - By the Vice President (or in case of the President, and the President Elect's, and the vice President's absence or inability to act, or vacancy in the offices of the President, President Elect and the Vice President).
 - B Any five (5) of the trustees.

At least two (2) days prior notice of each special meeting shall (unless waived in writing or by personal presence at the meeting) be given to each trustee. Such notice may be given orally or by telephone, letter or postal card, or by delivery to the trustee's address of a written notice of the meeting. If no special purpose be stated in the notice of a special meeting, any business within the powers of the trustees may be transacted thereat.

3. At all meetings of the Council of Trustees, nine (9) trustees shall constitute a quorum. If a quorum be present, then, unless otherwise provided by law, the corporate constitution, or these bylaws, a majority of the trustees present may decide any question coming before any meeting of the trustees.
4. With respect to the power of the trustees to adopt resolutions, such resolutions shall originate in written or spoken form presented to the Council of Trustees by one of the trustees, or may be submitted in the form of a written petition signed by five per cent (5%) of the voting members. Resolutions shall require the affirmative vote of a simple majority of the trustees present at the meeting where said resolution is considered, for adoption. Resolutions are subject to a referendum by the members as specified in Article IX, Section 3 of the constitution.
5. Election of officers of the corporation shall be by the Council of Trustees at its regular meeting in September of each calendar year. At the regular meeting in August of each calendar year, the President shall appoint a Nominating Committee consisting of not less than 3 and not more than 5 trustees, who shall meet and draft a slate of candidates, not less than one candidate for each office, except President and President Elect, and shall report at the September meeting. Additional nominations shall be

permitted from the floor of the trustees' meeting. A majority of those voting members present at the meeting shall determine the election.

6. The President shall have the power and it shall be his or her duty, to appoint such standing and special committees as shall be deemed by him or by the Council of Trustees necessary to carry on the business of the corporation. Such committees shall be responsible to the President and the Council of Trustees for the proper performance of their duties.
7. Unless otherwise determined by a majority vote of the trustees present at any meeting of the Council of Trustees, the order of business at all trustees' meetings shall be as follows:
 - (a) Reading of the minutes of the last preceding trustees' meeting.
 - (b) Reports of Officers.
 - (c) Reports of committees.
 - (d) Unfinished business.
 - (e) New and miscellaneous business.
8. These bylaws may be amended or repealed, and new bylaws may be adopted, at any meeting of the Council of Trustees, by affirmative vote of two-thirds (2/3) of the number of trustees present.

COLONIAL HILLS CIVIC ASSOCIATION, INC. CONSTITUTION

The Colonial Hills Civic Association, Inc. was incorporated under the laws of the State of Ohio on June 30, 1952 as a corporation not for profit. The purposes for which the organization was formed, as stated in the Articles of Incorporation, are: Promoting the general welfare of the area known as Colonial Hills, by giving special attention to public improvements and safety and all that related to the betterment thereof, and the convenience, comfort and safety of the residents thereof; encouraging social activities and unity among its members; and doing any and all things necessary or incident thereto.

COLONIAL HILLS CIVIC ASSOCIATION, INC.

CONSTITUTION

(As Amended through September 24, 1996)

Article I. Membership

Sec. 1. Any person who resides in the area designated as Colonial Hills, as defined in Article 1, Section 4, hereinafter referred to as Colonial Hills, may become a member of this corporation by agreeing to be bound by the constitution and bylaws of this corporation, and paying the annual dues specified in this constitution. Membership shall be on a family basis, and the proper qualification of one adult member of a family will automatically qualify the family for membership.

Sec. 2. A senior citizen member of this organization is defined as a resident of the Colonial Hills area who has reached the age of 60. All privileges and responsibilities of members as defined in Sec. 1 are applicable.

Sec. 3. An Associate member of this organization is defined as a non-resident of Colonial Hills and may include members who have moved from the area while holding membership or other non-residents who desire to become affiliated with this organization. Application must be made and accepted by the Council of Trustees, and upon payment of the membership fee, except those families currently holding membership, Associate membership status may be granted. Length of term will be the same as for normal membership; however, Associate members are not represented at the Council of Trustees meeting nor will they have a vote in the Association.

Sec. 4. The area designated as Colonial Hills shall be that area bounded on the north by the north side of the following streets, starting from the east, Park Overlook, Colonial, Hardy Way, and Park Boulevard, on the east by the New York Central Railroad right-of-way, on the south by the south boundary of the City of Worthington, and on the west by Rush Creek to North High Street, then south on North High Street to East Selby Blvd.

Article II. Meetings of Members

Sec. 1. Annual Meeting. The annual meeting of the members of this corporation shall be held at a place to be designated by the Council of Trustees.

Sec. 2. Special Meetings. Special meetings of the membership may be called by the Council of Trustees, by any five of the members, or by the Secretary as defined in Article 7, Section 1, by written notice given at least ten (10) days before the date of such meeting, to each member, by mail or personal delivery to his or her last known address, or by publication once, at least ten (10) days before the date of such meeting, in some newspaper distributed in Worthington, Ohio.

Sec. 3. At all annual or special meetings twenty (20) voting members shall constitute a quorum.

Article III. Election of Trustees

- Sec. 1. The number of trustees of this corporation shall be governed by the number of properly constituted districts, and there shall be one trustee for each properly constituted district. Trustees are elected at the Annual Meeting by a majority vote upon nomination by any voting member. Vacancies shall be published prior to the meeting in the Colonial Hills Courier.
- Sec. 2. For the purpose of electing trustees, Colonial Hills shall be divided into thirty-eight (38) districts in accordance with the attached plot plan. Additional districts may be created from time to time by the Council of Trustees.
- Sec. 3. When a vacancy occurs in the Council of Trustees for any reason, the President, with the consent of the Council of Trustees, shall have the power to fill the vacancy by appointment of a member, preferably from the district in which the vacancy occurs. Such appointee shall serve as trustee of the district he or she represents until the next annual meeting.
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- Sec. 4. All past Presidents shall be ex-officio a member of the Council of Trustees to serve as long as they remain as members of this organization and as long as they meet the requirements of membership as set forth in Article I, Section 1, above.
- Sec. 5. Honorary At-Large Trustees. Ten honorary at-large trustees can be duly designated from districts who have interested candidates. Such trustees may be confirmed by the Council of Trustees and assigned such duties as deemed necessary by the President. Honorary trustees have the same rights, responsibilities, and voting privileges as district trustees.

Article IV. Officers

- Sec. 1. The officers of this corporation shall be a President, a President Elect, a Vice President, a Secretary and a Treasurer who shall serve without compensation. Said officers shall be chosen from the membership by a majority of voting members at the Annual Meeting, and shall hold office until the date fixed by this constitution for the annual meeting of members in the next calendar year, or until their successors are elected and qualified.

Article V. Duties of Officers

- Sec. 1. The President shall preside at all meetings, and perform generally all the duties usually performed by Presidents of like corporations, and such other and further duties

as shall be from time to time required of the President by the members and the trustees.

Sec. 2. The President Elect shall perform all the duties of the President in case of the absence or disability of the latter. In case both President and President Elect are absent or unable to perform their duties, the Vice President shall perform the duties of the President. If the three above officers are absent, or unable to perform their duties, the members or trustees, as the case may be, may appoint a President pro tempore.

Sec. 3. The President Elect and the Vice President shall perform those duties as assigned by the President.

Sec. 4. The Secretary shall keep minutes of all the proceedings of the members and trustees and properly record the same, issue notices of special meetings, and perform such other duties as may be required of the Secretary by the members or trustees.

Sec. 5. The Treasurer shall receive and have in charge all monies belonging to this corporation and shall disburse the same as shall be ordered by the Council of Trustees. The Treasurer shall keep an accurate account of all monies received and disbursed by the Treasurer and shall issue an annual statement of receipts and disbursements to be published at the annual meeting each year. The Treasurer shall keep the membership records. On the expiration of the Treasurer's term of office he or she shall turn over to his or her successor, or to the Council of Trustees, all money and property of this corporation in his or her hands.

Sec. 6. Any and all records of this corporation shall be made available to any member upon demand and proper notice, at any reasonable time.

Article VI. Dues

Sec. 1. The annual dues of the members shall be decided at the annual meeting.

Sec. 2. The annual dues of senior citizen members and associate members shall be decided at the annual meeting.

Article VII. Suspension or Expulsion of Members

Sec. 1. Any member may be suspended or expelled by the Council of Trustees for failure to pay dues or for conduct unbecoming a member. Before such action is taken against a member, he or she shall be notified of the time and place of the meeting of the Council of Trustees at which the action is to be considered, and be given the opportunity to defend. He or she shall have the right of appeal from the decision of the Council of Trustees to the members, and upon his or her written request the Secretary shall call a special meeting of the members to consider such appeal.

Sec. 2. Any member who moves his or her legal residence outside the area of Colonial Hills, as defined in this constitution, shall automatically cease to be a member of this corporation. However, application may be made to become an associate member as defined in Article I, Sec. 3.

Article VIII. Duties of Members

Sec. 1 It shall be the duty of members to keep informed of corporation activities through the medium of bulletins and newspapers, to express their opinion concerning corporation activities to their district trustees, to serve on committees when requested and able to do so, to serve as trustee when elected or appointed, and to vote in all annual and special meetings of the membership and membership polls. Members are invited and urged to attend scheduled meetings of the Council of Trustees. Each family will be entitled to one vote in all district meetings, annual and special meetings and elections, and in membership polls.

Article IX. Council of Trustees

Sec. 1. The corporate powers, property and affairs of this corporation, subject to limitations in the general code of Ohio and in this constitution, shall be exercised, conducted and controlled by a Council of Trustees, composed of all the trustees, who shall be elected or appointed in accordance with Article V of this constitution.

Sec. 2. The Council of Trustees shall meet on the third Tuesday of each month, except July or when such Tuesday occurs on a legal holiday, in which event the regular meeting shall be on the Tuesday following. The President may, at his or her discretion, call special meetings of the Council of Trustees whenever he or she deems it necessary, and shall call a meeting of said Council within forty-eight (48) hours upon demand of five (5) or more trustees, or upon submission to him of a petition signed by ten (10) percent of the members.

Sec. 3. The Council of Trustees shall have the power to adopt such resolutions as it shall deem necessary to effect the corporate powers of this corporation, and such resolutions shall be binding upon the members, subject, however, to the right of referendum by the members. Within fourteen (14) days following the publication in a bulletin or newspaper of any resolution adopted by the trustees, a petition in writing, signed by not less than ten (10) percent of the members, may be submitted to the President, asking that the resolution be submitted to the members for approval or rejection. Upon receipt of a valid petition, the Council of Trustees shall be required to poll the entire membership of the corporation within twenty-eight (28) days. A majority vote of the members voting shall decide the issue. The poll may be taken by written ballot submitted to all the members in each district by the trustees representing said district, or by other written methods.

Article X. Duties of Trustees

Sec. 1. It shall be the duty of each trustee to attend all meetings of the Council of Trustees, to see that bulletins are distributed promptly to all members in his or her district when published by the Council, to conduct membership polls when requested to do so by the Council of Trustees, to keep himself or herself informed of the opinions of members in his or her district on matters of importance to the corporation, to conduct district meetings and elections as required, and to serve on those committees to which he or she may be appointed.

Sec. 2. Any trustee who misses three consecutive meetings of the Council of Trustees without having been excused from attendance by the presiding officer, shall be considered to have vacated office as trustee, and a vacancy may be declared by a majority vote of the Council of Trustees. For purposes of this section a trustee will not be considered absent if he or she sends a delegated substitute member in his or her place, who shall have the right to vote in his or her stead, as a proxy.

Article XI. Order of Business

Unless this article is suspended by a majority vote of the members present at any meeting of the members, the order of business at all members' meetings shall be as follows:

1. Reading of the minutes of the last preceding members' meeting.
2. Reports of officers.
3. Reports of committees.
4. Unfinished business.
5. New or miscellaneous business.

Article XII. Amendments

Amendments to this constitution may be proposed in writing by petition, signed by ten (10) percent of the members, or by resolution adopted by a majority vote of the Council of Trustees. Such amendments shall be submitted to the members either by a poll of the members, or at any annual meeting or at a special meeting called for that purpose. Amendments shall become effective when ratified by two-thirds (2/3) of the members voting in a poll of the membership, or by two-thirds (2/3) of the voting members present at said meeting.