

BYLAWS OF
WCE SECTION SEVEN LOT OWNERS ASSOCIATION,
An Ohio Non-Profit Corporation

ARTICLE I

PURPOSE

1.01. The purpose of **WCE SECTION SEVEN LOT OWNERS ASSOCIATION** (the "Association") is to help the lot owners of Wright Cycle Estates Section Seven manage the enforcement of, and compliance with, the protective covenants and restrictions of Wright Cycle Estates Section Seven, as identified and recorded in the Record Plan of Wright Cycle Estates Section Seven, as amended and recorded in the Greene County, Ohio official records.

ARTICLE II

DIRECTORS

2.01. The number of directors of the Association shall be four (4), and all Directors shall be owners of real property, or representatives of owners of property, within the Wright Cycle Estates Section Seven.

DIRECTORS MEETINGS

2.02. Directors' meetings shall be held in accordance with Roberts Rules of Order (latest edition) unless otherwise agreed to or waived by the Board of Directors. Meetings will not be open to the general public unless agreed to by a majority of the Directors, but shall be open to all owners of property within the Wright Cycle Estates Section Seven.

2.03. The President shall be the last person to vote at any meeting of the Board of Directors. If the President's vote causes a tie, then the President's vote shall break the tie as if the President's vote counted as two votes.

ARTICLE III

OFFICERS

Roster of Officers

- 3.01. The officers of the Association shall consist of the following personnel:
- (1) President
 - (2) Vice President(s)
 - (3) Secretary
 - (4) Treasurer

SELECTION AND TERM OF OFFICERS

3.02. Each officer shall serve in the capacities set forth herein. Officers shall serve a one (1) year term and shall be elected at the annual meeting. Officers may serve consecutive terms if elected at the annual meeting. Each of the officers of this Association will be nominated by the

current Board of Directors and elected annually by the Board of Directors at the annual meeting. Officers shall serve in their respective office until successors have been duly elected. If any officer resigns, then such office shall be filled by appointment by the President to serve until the next regular or special meeting of the Board of Directors held for the purpose of electing and appointing the officer. One person may hold more than one officer position, except one person may not hold the position of both President and Vice President concurrently.

PRESIDENT

3.03. The President is the chief executive officer of this corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the Association. The President shall perform all duties incident to the office and any other duties that may be required by these Bylaws or prescribed by the Board of Directors, including the following: preside over all meetings of the members and Board of Directors, enforce and uphold the Bylaws of the corporation, and act as the principal spokesperson for the corporation to other organizations, government agencies and the media. The President shall be a member of the Board of Directors.

VICE PRESIDENT

3.04. The Vice President will perform all the duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform any other duties that may be prescribed by the Board of Directors. The Vice President shall be a member of the Board of Directors.

SECRETARY

3.05. The Secretary shall keep the minutes and attendance records of all meetings of the members and the Board of Directors, be the custodian of the corporate records and generally perform all duties incident to the office of Secretary and any other duties that may be required by law, by the Article of Incorporation, or by these Bylaws, or that may be assigned by the Board of Directors. The Secretary shall be a member of the Board of Directors.

TREASURER

3.06. The Treasurer will have charge and custody of all funds of this corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the corporation's properties and business transactions, render reports, accountings and filings to the Board of Directors as required by the Board of Directors or by members of any government agency. The Treasurer shall be responsible for ensuring that the corporation complies with its annual reporting requirements to the Internal Revenue Service and all other government agencies. The Treasurer will perform in general all duties incident to the office of Treasurer and any other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned by the Board of Directors. The Treasurer shall be a member of the Board of Directors.

REMOVAL OF OFFICERS

3.07. Any officer elected or appointed to office may be removed by a unanimous vote of the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

4.01. The Board of Directors shall consist of the officers as defined in Article III, who shall be competent and qualified to undertake the affairs and business of the corporation.

4.02. The Board of Directors shall have full authority to supervise the affairs and conduct the business of this corporation subject only to such restrictions and limitations as may be fixed by law or by these Bylaws.

4.03. The Board of Directors shall meet annually and at the call of the President, or call of a majority of the Board of Directors. A quorum of the Board of Directors shall be a majority. Notice of the time and place of any meeting of the Board of Directors shall be given to members of the Board not less than one (1) week prior to the holding of such meeting, in such manner as the Board of Directors may order.

4.04. The Board of Directors may authorize committees to carry on the functions of the corporation and to achieve the purposes of the corporation as it may desire, and may provide for their appointment, functions and duties.

4.05. The Board of Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V

ELECTION OF DIRECTORS

5.01. The Board of Directors and officers shall be elected at the annual meeting. The Board of Directors shall meet prior to the annual meeting to nominate the next Board of Directors and officers. The term of a board member and officer shall be one (1) year. Board members and officers can serve unlimited consecutive terms.

ARTICLE VI

NON-DISCRIMINATION

6.01. The corporation is dedicated to public charity and shall serve all persons respectfully who the corporation has the ability to serve without regard to race, creed, color, national origin, sex, age or disability.

ARTICLE VII

AMENDMENTS

7.01. These Bylaws may only be amended by the unanimous vote of the Board of Directors present at any regular meeting, or at any special meeting called for that purpose, provided written notice of such a meeting shall have been given the members of the Board of Directors at least two (2) weeks prior to the meeting.

ARTICLE VIII

COMPENSATION

8.01. No part of the net earnings of the Corporation shall inure to the benefit or be distributed to the members of the Board of Directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation to the members of its Board of Directors, officers, employees and independent contractors for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

8.02. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IX

INDEMNIFICATION

9.01. Every director, officer or employee of the corporation shall be indemnified by the corporation against all reasonable expenses and liabilities, including, but not limited to, legal fees, reasonably incurred or imposed upon such person in connection with any act or proceeding to which that person may be made a party, or in which such person may become involved, by reason of such person being or having been a director, officer or employee at the time such expenses are incurred, except in such cases where the person is adjudged guilty of willful misfeasance, gross negligence, or illegal conduct, in the performance of the duties of his/her office. Provided, however, that in the event of settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being rights to which such directors, officers or employees may be entitled.

ARTICLE X

CONFLICT OF INTEREST POLICY

10.01. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board considering the proposed transaction or arrangement.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists. An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. After exercising due diligence, the Board shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote

of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the Board shall make its decision as to whether to enter into the transaction or arrangement.

These Bylaws for **WCE SECTION SEVEN LOT OWNERS ASSOCIATION** were fully discussed by the Board of Directors and adopted on the _____ day of _____, 2020.

Print Name:
Title: Board Member

Print Name:
Title: Board Member

Print Name:
Title: Board Member

Print Name:
Title: Board Member