

CONSTITUTION

Adopted 7/16/72. Amended 9/8/74, 4/27/75, 9/28/75, 4/25/76, 4/26/81, 4/24/88, 4/26/92, 4/24/05

ARTICLE I

NAME: The name of this organization shall be Lost Hollow Property Owners Association.

ARTICLE II

PRINCIPAL OFFICE: The principle office for the conduct of business shall be at Lost Hollow Subdivision, a part of Falls Township, Hocking County, Ohio. The Association shall have a mailing address of: 16700 Harble-Griffith Road, Logan, Ohio 43138, and other supplementary addresses communicated to the members as the Board of Directors may establish or change from time to time.

ARTICLE III

PURPOSE: The purpose of this Association shall be to govern the use of and to manage the operation, maintenance, and upkeep of all community held property at Lost Hollow. Further, this association's organized for pleasure, recreation, and other non-profitable purposes and no part of the net earnings may inure to the benefit of any private member.

ARTICLE IV

MEMBERSHIP: Each membership in the Association is obtained and continued under the provisions and subject to the conditions of item 10 of the Deed Restrictions. All applicants for membership must be 18 years old or older to be approved as members.

ARTICLE V

VOTING: At all meetings of the membership of this Association, voting rights shall be on the basis of two votes per lot regardless of the number of persons holding the record title to any one lot. The record title holders of a particular lot shall determine how the votes for that lot shall be cast. A member may not exercise any voting rights unless the dues for the lot for which the vote is claimed have been paid to the date of voting.

QUORUM: A quorum for the transaction of business shall be determined on the basis of lots represented at any regular or special meeting. A quorum shall consist of no less than twenty-five (25) individual members provided that at least twenty-five (25) separate lots are represented by the members present. When a quorum is not present at any regular or special meeting, those present may adjourn such meeting and fix the time for the adjourned meeting to be held.

ARTICLE VI

MEETINGS: (A) There shall be two meetings annually of the members of this Association. These meetings shall be held at 1:00 p.m. on the last Sundays of April and September.

- (I) The purpose of the April meeting shall be for the Directors to inform the membership of the status of the Campground, financial condition, and to conduct other such business as deemed necessary by the Board of Directors and members.
- (II) The purpose of the September meeting shall be to elect Directors to fill vacancies of those Directors whose terms have expired, to discuss and approve the operating budget for the following year submitted by the board of Directors and to conduct other such business as deemed necessary by the Board of Directors and members.
- (III) Prior to the general elections all paid-up members may pick up their voting cards at the shelter house on the day of the meeting.

(B) **SPECIAL MEETINGS:** Special meetings of the members may be called from time to time by the Board of Directors or by ten (10) or more members. No special meeting may be convened unless all members have been mailed a notice of said meeting at least fourteen (14) days prior to the date of such meeting. Notices for any special meeting shall state the general nature of the business to be conducted and shall be mailed by first class mail to the mailing address on file with this Association. A special meeting called by ten (10) or more members shall be held not less than fourteen (14) days nor more than forty-five (45) days from the date such meeting is requested. Mailing expenses for special meetings called by ten (10) or more members shall be borne by those members. No action may be taken by the Board of Directors or any members on any matter which relates to agenda items prior to such meeting.

(C) **SPECIAL ELECTIONS:** A special election may be held at any general or special meeting for the purpose of filling any vacancies on the Board of Directors. In the event no Directors exist or none are present to conduct the election, a Chairman Pro-Tem shall be nominated and elected by the members present. The Chairman Pro-Tem shall appoint a Secretary Pro-Tem to record the proceedings of the election and meeting. The election shall then proceed. After election of Directors, the chairman Pro-Tem shall proceed with any other business to be conducted as deemed necessary by the members present.

ARTICLE VII

CONDUCT OF MEETINGS: All meetings of the members of this Association shall be conducted according to the rules of parliamentary procedure as contained in the current edition of "Roberts Rules of Order".

ARTICLE VIII

DIRECTORS: (A) The business of this Association shall be conducted by a Board of Directors consisting of nine (9) members of the Association. This board shall consist of five (5) District Directors and four (4) Directors-at-Large. There may be no more than two Directors elected from the same district unless that spot can not be filled by someone in that district then members from other districts can run. All Directors shall serve a two (2) year term.

(I) **DISTRICT DIRECTORS:** The Directors shall consist of one (1) member from each of the following districts:

District "0" Lot numbers 1 through 99 inclusive
District "1" Lot numbers 100 through 199 inclusive
District "2" Lot numbers 200 through 299 inclusive
District "3" Lot numbers 300 through 399 inclusive
District "4" Lot numbers 400 through 507 inclusive

District Directors shall be elected by vote of the individual district.

(II) **DIRECTORS AT LARGE:** Directors-at-Large shall be elected by vote of the general membership.

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(B) **ATTENDANCE:** Should a board member miss three (3) monthly meetings during any one election year (from September to September) without an appropriate excuse, his or her term will be terminated and at the next property owners meeting another member will be elected to fulfill the unexpired term. An "Appropriate excuse" is to be determined by the Board of Directors, but an appropriate excuse should be for an unforeseen circumstance. If a board member is out of state for the winter months then he or she will be able to miss three (3) monthly meetings as long as that person is available by phone during the monthly meeting to vote on items that may need to be voted on. Board members that are out of state for the winter months will not be permitted to hold any officers positions.

(C) **ELIGIBILITY FOR DIRECTORSHIP:** Any member who is paid up to the date of voting is eligible for election to the Board of Directors, except for the following:

- (I) Any board member or officer who resigns or is terminated for any reason is not eligible for a time period of one election year.
- (II) Any member who has been a member for less than two years.
- (III) Any member who is not present at the meeting when the Directors are elected without previously giving written consent to the Board of Directors.

ARTICLE IX

OFFICERS: The officers of this Association shall be elected by the Board of Directors at their first meeting following an election of Directors by the membership. The officers shall serve until their successors are elected and installed. The officers shall consist of a President, a Vice President, a Treasurer, and a Secretary. The President, Vice President, Secretary, and the Treasurer shall receive as full compensation for each month served an amount equal to the monthly dues on one lot at Lost Hollow. All other Directors shall receive as full compensation for each month served an amount equal to one-half the monthly dues on one lot at Lost Hollow. All board members shall receive reimbursement for out-of-pocket expenses.

The Treasurer may also receive a monthly fixed bookkeeping expense fee not to exceed an amount proposed by the Board of Directors and approved by the membership at a general or special meeting.

- (A) **The President** shall preside at all meetings of the Directors and of the members. The President shall perform all other duties usually incumbent on the office of president.
- (B) **The Vice President** shall serve in the absence of the President. The Vice President shall perform all other duties usually incumbent of the office of the Vice President and other duties as may be assigned him by the President or Board of Directors.
- (C) **The Treasurer** shall be the custodian of the funds of this Association and shall keep all financial records pertaining to the Association's business and property. The Treasurer shall prepare an annual budget for approval by the Board of Directors and for submittal to the membership at a general meeting. The Treasurer shall be bonded. The Board of Directors will arrange for an annual verification of the books, by a Verification committee appointed by the board from the

membership, results to be presented at the April membership meeting.

(D) **The Secretary** shall keep the minutes of meetings of the members and Directors. The Secretary shall conduct all correspondence and keep and preserve all the correspondence and records of the Association, except the financial records kept by the Treasurer. The Secretary shall send notice of each regular meeting to the members and shall include with the notice an agenda of the items to come before the members at the meeting. Such notice shall be mailed no less than fourteen (14) days nor more than thirty-five (35) days before the meetings.

All financial records, correspondence, minutes, contracts, Association funds documents, and all other pertinent items shall remain the property of the Association. The records of this Association shall be kept open to inspection at any time by an officer, Director, or member.

ARTICLE X

TITLE TO PROPERTY: Title to all property both real and personal shall be held in the name of the Association and location and inventory to be the responsibility of the Board of Directors.

ARTICLE XI

BY-LAWS: The members may adopt and amend by-laws, as they deem desirable, by the majority of the lots represented at a regular or special meeting. No amendment to the by-laws may be considered at a regular meeting unless the amendment or a summary of it is contained in the agenda for the meeting as contained in the notice prepared by the Secretary. The Secretary shall include in the agenda any proposed amendment or summary as presented to the Secretary no less than thirty-five (35) days before the meeting.

ARTICLE XII

AMENDMENT: This constitution may be amended, from time to time, by the affirmative vote of two-thirds of the members attending a meeting duly called with the formality of the call for a special meeting as provided herein. The notice of such meeting shall advise all members that an amendment will be considered at such meeting. The notice shall further set forth that portion of this constitution sought to be amended and shall contain a verbatim copy of the proposed amendment.