

CODE OF REGULATIONS
THE BERLIN LAKE ASSOCIATION

PREAMBLE

We, the members of the Berlin Lake Association, a non-profit corporation, hereby assemble and promulgate this code of regulations in order to carry out the purposes set forth in our Articles of Incorporation:

Article I.

MEETINGS OF MEMBERS

(a) Annual Meetings. The annual meeting of the members of this association shall be held at a place designated by the-Board of Directors on the third Wednesday in the month of April at 7:00 o'clock p.m. . The first annual meeting of the Association shall be held in 2004. Time and date of the annual meeting may be changed by a vote of the majority of the Board of Directors with proper notification given to the members.

Notice of the annual meeting shall be mailed to the last recorded address of each member, at least seven (7) days before the appointed time for said meeting.

(b) Regular Meetings. The regular meetings of the membership shall be held quarterly in the months of January, April, July and October of each year, on the third Wednesday of said respective month. The meetings shall be held at the Deerfield Town Hall unless either the Board of Directors or the members change the location of said meeting, by a vote of the majority of either the members or the Board of Directors. These regular meetings may be held more or less frequently if either the Board of Directors, or the membership so decide by a majority vote.

Notice of all regular meetings shall be given three (3) days before the appointed time for the said meeting.

(c) Any officer or director may call a special meeting of the membership by giving the members ten (10) days written notice of said special meeting.

Article II.

MEMBERSHIP AND VOTING

A person, firm or corporation who pays annual dues of the Association, on or before the annual meeting in April of each year, shall be deemed a regular and voting member of the Association.

The dues shall be set at Twenty-five Dollars (\$25.00) per year, per Household. Said Twenty-five Dollar (\$25.00) payment entitles the members of said household two (2) voting memberships.

Article III.

OFFICERS AND DIRECTORS

(a) The elected officers of the Association shall be President, Vice-President, Secretary, Treasurer, Editor -and six (6) Directors. The President, Vice-President, Secretary, Treasurer, Editor, and all Directors shall, upon election, be members of the Board of Directors.

(b) The duties of the officers, directors and board of directors shall be as follows:

1. President. The President shall preside at all meetings of the members and directors. He/she shall exercise, subject to the advice and consent of the Board of Directors of the Association, a general supervision over all of the affairs of the Association. The President shall perform, generally, all of the duties incident to the office and such other duties as may be assigned to him, from time to time, by the Board of Directors. The President shall be the sole spokesperson for the Association. The President shall be a participating member of each of the standing committees. The President shall submit a written report to the Editor for every publication of the newsletter.

Unless otherwise stated in these rules, the President shall appoint a chair-person for all committees. The President may, from time to time, formulate committees other than the standing committees, in order to carry out policies that are consistent with the Articles of Incorporation and this Code of Regulations.

The President shall appoint a nominating committee of a number of members as the President, in his/her sound discretion, deems to serve the best interest of the association.

2. Vice-President. The Vice-President shall perform all duties of the President in his absence or during his/her inability to act, and shall have such other and further powers and shall perform such other-and further duties as may be assigned to him by the Board of Directors. The Vice-President shall be the chairperson of the Political Information Committee. In addition to all of the duties incident to being the chairperson of the

Political Information Committee and the duties specified above, the Vice-President shall cause to be kept an updated list of the names, addresses and phone numbers of all public officials and/or public employees, either elected or appointed, whose office affects Berlin Lake or surrounding Park and township areas. The Vice-President shall submit a written report to the Editor for every publication of the newsletter regarding the committee of which he is a chairperson.

3. Secretary. The Secretary shall keep, or shall cause to be kept, meetings of the Board of Directors and of the meetings of the members and make a proper record of same, which shall be attested by him or her. The Secretary shall keep such books as may be required by the Board of Directors, and generally perform such duties as may be required by the Board of Directors.

The Secretary shall keep a complete list of the names, addresses and phone numbers of all officers and directors. The Secretary shall call the roll of attendance of all officers and directors, shall keep a record of attendance of all officers and directors for all meetings.

The Secretary shall be the chairperson over the Membership Committee. Each year, the Secretary shall head a membership drive. The Secretary shall submit a written report to the Editor of the Newsletter for every publication regarding the

membership of the association.

4. Treasurer. The Treasurer shall have the custody of the funds and securities of the Association which may come into his/her hands, and shall do with the same as may be ordered by the Board of Directors. When necessary or proper, he/she may endorse on behalf of the corporation all checks, notes and/or other obligations. The Treasurer shall deposit said funds of the Association to its credit in such banks and/or depositories as the Board of Directors may, from time to time, designate.

The Treasurer shall submit to the annual meeting of the members, a statement of the financial condition of the Association, and whenever required by the Board of Directors, shall make and render a statement of his/her accounts, and such other statements as shall be required. The Treasurer shall keep in the books of the association, full and accurate accounts of all monies received and paid by him/her for account of the Association. The Treasurer shall be responsible for causing the preparation and/or filing of any and all tax documents required to be filed by any governmental agency. The fiscal year of the Association shall be the calendar year.

The Treasurer shall collect and account for all dues and shall keep an updated list of the membership of the Association.

All checks issued by this Association shall be signed by both the President and the Treasurer.

5. Editor of the Newsletter. The Editor shall be responsible for sending notice of all meetings to all persons for any meetings. Further, the Editor shall be the chairperson of the Newsletter Committee and the Editor of the Association's newsletter. The contents of said newsletter shall contain a report from the President, reports from the chairpersons of the Membership Committee and of the Political Information Committee and any other factual information deemed important by the Editor of the Association. However, all editorial comment, made on behalf of the Association, must be approved by the Board of Directors before publication. The Editor may print "Letters to the Editor" at his/her own discretion, so long as they are clearly depicted as such. The Editor shall cause the newsletter to be circulated on a regular basis, to be determined from time to time by the Board of Directors. Funds for the publication and distribution of said newsletter shall be taken from the general fund of the Association, and said funds shall be approved by the Editor, Treasurer and President.

6. Directors. Each Director holds a position of trust of the Association, and shall at all times act in the best interest of said Association. Each Director must be an active participant in at least one of the standing committees. However, each Director may serve on more than one committee.

7. Board of Directors. The Board of Directors, acting as a board, shall have the power to manage and control the property and affairs of the Association to the extent permitted by the Articles of Incorporation, the Code of Regulations, and the Non-Profit Corporation Law of Ohio.

Each member of the Board of Directors shall have one Vote. Regular meeting of the Board of Directors shall be held at a time and place designated by the majority of the Board. The President or any two (2) other officers and/or directors have a right to call a special meeting of the Board of Directors, giving two (2) days notice to the other board members. Five (5) officers and/or directors present at any board meeting shall constitute a quorum for any meeting of the Board of Directors. However, to constitute a quorum, at least one (1) officer must be present.

(c) Terms of Office

1. Officers: All officers of the Association (President, Vice-President, Secretary, Treasurer and Editor) shall serve the same three-year terms. The initial terms of said officers shall commence on May 1,2004 and shall end on April 30,2007. At the end of the initial three-year terms, an election shall be held to elect officers and said procedures shall continue every three (3) years.
2. Directors: The initial term of Directors shall be as follows:

Two (2) directors whose terms commence on May 1, 2004, Ending April 30,2005.

Two (2) directors whose terms commence on May 1, 2004, Ending April 30, 2006.

Two (2) directors whose terms commence on May 1, 2004, Ending April 30,2007.

Upon the end of the terms of each of the Directors, an election shall be held to elect directors to three-year terms and said procedures shall continue every three (3) years. It is

the intent set forth in these Code of Regulations to have three (3) sets of directors serving staggered terms of three (3) years.

(d) Removal from Office, Vacancy in Office

1. Any officer or director may be removed from office, for any just cause, upon recommendation of the majority of the Board of Directors and upon an affirmative vote of the membership at any regular meeting or any special meeting called for that purpose. The absence of two (2) consecutive regular meetings constitutes just cause for removal.

2. If any office becomes vacant, for any reason, the unexpired term shall be filled by a member who receives a majority vote from the Board of Directors.

(e) Elections

All elections shall be held at the annual meeting in April each year, when an election is required as set forth in this Code of Regulations.

All elections shall be conducted by the nominating committee. The nominating committee shall promulgate rules for the elections of officers and directors, and the nominating committee shall cause those rules to be published in the newsletter of the Association.

Nominating Committee shall allow any member of the Association the opportunity to run for any office or any directorship. Said application by any member to run for any office or any directorship may be made in writing before the election, or an application may be made orally from the floor at the meeting when the election is held.

In addition, the Nominating Committee shall seek qualified persons to fill the offices and directorships, and upon acceptance of those qualified members, the Nominating Committee shall cause the persons name to be placed on the ballot.

(f) Conflicts of Interest

All officers and directors hold a position of trust to the Association and shall, when acting in their official capacity, act in the best interest of the Association. If any conflict of interest exists, full disclosure of this conflict must be made to

the Board of Directors. A knowing failure to disclose a conflict of interest constitutes just cause for removal.

Article IV.

STANDING COMMITTEES

(a) The following are the standing committees

1. Membership Committee.
2. Newsletter Committee.
3. Political Information Committee.
4. Telephone Committee
- S. Nominating Committee

(b) Meetings of said committees may be held at a time and place called by the chairperson of said committee. Meetings may be by phone conference.

(c) With the exception of the Nominating Committee, any member of the Association has the right to serve as a participating and voting member on any committee.

Article V.

AMENDMENTS

These regulations may be adopted, amended, or repealed by an affirmative vote of a majority of the members empowered to vote thereon, at any meeting called and held for that purpose, notice of which meeting has been given pursuant to law. A quorum for such meeting shall be ten (10) percent of the membership.

Thereupon, the following assent to the adoption of the Code of Regulations was entered these minutes by all members of this association.

Date: February 5, 2004

Acting Secretary, Lynne Duchon