

**CODE OF REGULATIONS OF  
THE WORTHINGTON HILLS CIVIC ASSOCIATION**

**(Revised on April 11, 2007)**

ARTICLE I

MEMBERSHIP AND VOTING

Section 1. – Membership

Any adult who makes permanent residence in a household located in Worthington Hills, an area defined by the map attached hereto as Appendix A, and who pays annual membership dues to the Worthington Hills Civic Association (“the Association”) shall be a member of the Association from the time of such payment until the time of the next annual membership drive, which shall be held each year on such dates as the Board of Directors shall determine.

Section 2. – Voting

Each household that has a member of the Association residing therein shall be entitled to one vote on each matter properly submitted to the members for their vote, consent, waiver, release or other action. Any adult residing in that household may cast that one vote. Voting at elections or upon other matters shall be at the annual meeting of members or at special meetings thereof called, as provided below, except when the Board of Directors determines that voting on any particular matter may be conducted by mail. Unless otherwise provided by law or this Code of Regulations (“this Code”), an affirmative majority of the total votes cast, whether at a meeting of members or by mail, shall be necessary to authorize or take any action voted on by the members.

ARTICLE II

MEETINGS OF THE MEMBERSHIP

Section 1. – Annual Meeting

An annual meeting of the members for the election of Directors, for the consideration of reports to be laid before such meeting and for the transaction of such other business as may properly come before such meeting shall be held at 7:00 P.M., local time, on the third Tuesday in April of each year. Such meetings shall be held at a convenient location to the members of the Association. Notice of the time and place of an annual meeting shall be given in the manner provided below for notices of special meetings of the membership.

## Section 2. – Special Meetings

Special meetings of the members may be called by the President, by the Board of Directors via action taken at a meeting thereof, or by a majority of the Board of Directors who shall sign and deliver to the President a written notice to that effect specifying the time, place and purpose(s) of the meeting to be called. Notice of any such meeting, specifying the time, place and purpose(s) thereof, shall be sent in writing to each member at their street or electronic mail address appearing on the membership records of the Association and not less than ten (10) nor more than sixty (60) days before the date of such meeting or published once not less than ten (10) nor more than thirty (30) days before the date of such meeting in a publication of general circulation in the area defined in Article I, Section 1. Notice of any such meeting may be waived in writing by any member at any time before or after such meeting is held, and personal appearance at any such meeting shall be deemed to be a waiver of notice thereof.

## Section 3. – Quorum

The members present at any meeting of members, annual or special, shall constitute a quorum for such meeting, and such members may adjourn such meeting to another time and place without the necessity of giving notice of such adjourned meeting.

## Section 4. – Order of Business

The presiding officer shall determine the order of business at any meeting of members unless otherwise determined by a vote of a majority of the members present.

# ARTICLE III

## DIRECTORS

### Section 1. – Nominating Committee

Prior to March 1<sup>st</sup> of each year, the President shall appoint a Nominating Committee consisting of three members of the Board of Directors (“the Board”). Such Nominating Committee shall meet prior to the April meeting of the Board for the purpose of reviewing nominees for each position on the Board that must be filled at the next succeeding general meeting of the Association. The Nominating Committee shall present the names of all nominees to the Board at its April meeting. The Board may accept or reject the recommendations of the Nominating Committee and, in the event of a rejection of any nominees, shall, at such meeting, nominate another member of the Association. The slate of nominees, as approved by the Board, shall be presented at the next general meeting of the Association. Any member may make additional nominations for positions on the Board from the floor at such meeting. In any case, in order to be properly considered for nomination to the Board, each nominee must be a member of the Association.

Section 2. – Authority; Number; Qualifications and Term.

The complete powers, property and affairs of the Association shall be exercised, conducted and controlled by a Board that shall be elected by the members at each annual meeting of the members, except that if Directors are not elected at an annual meeting, they may be elected at a special meeting called for that purpose. Each Director elected to the Board shall serve a term of two (2) years. In the event of a vacancy in the position of Director by reason of death, resignation or removal, the remaining Board members shall appoint another member of the Association to fill such vacancy, such appointed Directors to serve until the next general meeting of the Association, at which time an election shall be held, if necessary, to fill such vacancy, such newly elected Director to serve out and complete the term of the original Director.

Section 3. – Vacancies

The seat of a Director shall become vacant if they cease to be a member of the Association; is removed from office due to absenteeism, as provided below; or if they die or resign, which resignation shall take effect immediately or at such time as the Director may specify. In case of any vacancy among the Directors, the remaining Directors, though less than a quorum, by an affirmative vote of a majority thereof, may elect a Director to fill such vacancy, and such newly elected Director shall hold their seat until the next annual meeting of the members or a special meeting thereof called for the purpose of electing Directors and until their successor shall be elected and qualified, or until that Director's seat becomes vacant.

Section 4. – Absenteeism

Any Director who is absent from more than three consecutive regular meetings of the Board without excuse satisfactory to the Board, may be removed from the Board and may not stand as a candidate for reelection at the next annual membership meeting.

Section 5. – Meetings

Each year, immediately following the annual meeting of members, the Board shall hold an annual meeting for the purpose of electing officers and transacting such other business as may properly come before the Board. The Board shall also hold regular meetings from time to time as it may deem necessary and at such times as it shall specify. Special meetings of the Board shall be called by the President, upon the request of the President or a majority of the Directors.

Section 6. – Notice of Meetings

Written, telephonic, telecopy or electronic mail notice of the time and place of all meetings of the Board and of the purpose(s) of all special meetings shall be given to all Directors by the President or Secretary at least two (2) days prior to any such meeting, except that no notice shall be required for the annual meeting. Such notice may be waived by any Director at any time in writing or by personal appearance at the meeting called. No notice of adjourned meetings need be given.

Section 7. – Quorum and Voting

A simple majority of the Directors shall be necessary to constitute a quorum at any meeting, but less than a quorum may adjourn a duly-called meeting from time to time until a quorum is present. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or this Code.

Section 8. – Committees

The Board may create a committee or committees of Directors, each committee to be composed of not less than three Directors, and may delegate to any such committee any of the authority and power of the Directors, however derived. 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. Any such committee may act by a majority of its members at a meeting or by a writing or writings signed by all its members. 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 Board.

ARTICLE IV

OFFICERS

Section 1. – Officers; Qualifications; Elections; Term

The officers of this Association shall be a President; one or more Vice Presidents, as the Directors may from time to time determine; a Secretary; a Treasurer, and such other officers as the Directors may elect. Each officer must be a member of the Association. Officers shall be elected at the annual meeting of Directors, which shall be held immediately after the association's annual meeting and shall take office on the first day following said annual meeting and thereafter shall hold office at the pleasure of the Board and until their successors are elected and qualified. Any two or more offices may be held by the same person. No person shall hold any one office for more than four consecutive years.

Section 2. – Duties of the President and Vice President

The President shall be the chief executive officer of the Association, shall preside at all meetings of the membership and Directors, shall have general supervision of the affairs of the Association and, in general, shall perform all duties usually incident to such office or that may be assigned to that position by the members or Directors.

The Vice President shall exercise all the duties of the President in the event of the President's absence or disability. The Vice President shall also perform such other duties assigned to the position by the members or Directors.

Section 3. – Duties of the Secretary

The Secretary shall keep an accurate record of the acts and proceedings of the incorporators, members, Directors and committees; shall keep membership records containing the names and addresses of all members; shall send or cause to be sent such notices of meetings to members and Directors as may be required by law and this Code; and shall in general, perform all duties usually incident to such office or assigned to them by the members or Directors. The Secretary shall also, on the expiration of their term of office, deliver all books, papers and property of the Association in the hands of their successor or the President.

Section 4. – Duties of the Treasurer

The Treasurer shall receive and safely keep all money, and securities belonging to the Association and disburse the same, under the direction of the Board; shall keep an accurate account of the finances of the Association in books specially to be provided for that purpose, and hold the same open for inspection and examination of the Directors and any committee of members of Directors appointed for such inspection, and shall present abstracts of the same at meetings of members or Directors upon request; shall perform all other duties assigned to the position by the members or Directors; and, within thirty (30) days after the expiration of the term of office, shall deliver all money, books, paper and property of the Association in the hands of their successor or to the President.

Section 5. – General Counsel

The Board shall appoint a General Counsel who shall serve as the chief legal advisor to the Association. The General Counsel shall be a non-voting member of the Board. The General Counsel shall be a member of the Association and the position shall be of a voluntary nature.

The General Counsel shall have the responsibility of reviewing and providing non-binding recommendations regarding the civic association's constitution and by-laws; represent the Association in local government meetings and during zoning proceedings; be responsible for the filing of all notices with the State of Ohio on behalf of the Association; review all contracts and legal agreements being considered by the Association and any other duties as directed by the Board.

ARTICLE V

DUES

The annual membership dues of members shall be determined by the Board.

ARTICLE VI  
INDEMNIFICATION

Section 1. – Indemnification

The Association shall indemnify each present and former Board member, officer, agent and employee of the Association against all expenses, including reasonable attorney fees, actually and necessarily incurred or paid by the Board member(s) in question in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which they are or may be a party by reason of being or having been a Board member, officer, agent or employee. No such indemnification may be made unless it is determined that the person to be indemnified:

- (a) Was not and has not been adjudicated to have been grossly negligent or guilty of willful or wanton misconduct in the performance of their duty to the Association;
- (b) Acted in good faith in what he reasonably believed to be the best interest of the Association; and
- (c) In any criminal action, suit or proceeding, had no reasonable cause to believe that their conduct was unlawful.

Such determination, if made, shall be made by the Board at a meeting at which a quorum consisting of all members qualified to vote on the determination is present. Any Board member who is not a party to or threatened with any such action, suit or proceeding shall be qualified to vote on the determination cannot be obtained, the determination, if made, shall be made by a majority of three (3) attorneys at law who have not previously represented the Association in any manner and who shall be selected by a majority of the officers and Board members who are not parties to or threatened with any such action, suit or proceeding. This indemnification shall not be deemed exclusive of any other right to which any person otherwise may be entitled.

Section 2. – Insurance

The Board may obtain any policies of insurance that it may consider appropriate to insure any person who is serving or has served as a Board member, officer, agent or employee of the Association against liability and expense arising out of any claim of breach of duty, error, misstatement, misleading statement, omission or other act done, made or attempted by the Board member(s) by reason of their being such a member, officer, agent or employee. The cost of such insurance shall be a common expense.

ARTICLE VII  
AMENDMENTS

This Code may be amended at any annual meeting of the membership or at any special meeting thereof called for such purpose. Passage of any amendment shall require the vote of a majority of those present.