

**Forest Hill Home Owners, Inc.**  
**Agenda for Annual Members' Meeting**  
**November 30, 2004**

7:00 P.M. Welcome and introduction — Christopher J. Hubbert, President

“Forest Hill: Past and Present” — Kara Hamley O'Donnell,  
Historic Preservation Planner, City of Cleveland Heights

7:30 P.M. Call to order — Christopher J. Hubbert

Introduction of the members of the executive  
committee — Christopher J. Hubbert

Executive committee reports:

- Financial report — Tony Rupcic, Treasurer
- Standards committee report — Clyde Henry,  
Vice President of Standards
- President's statement — Christopher J. Hubbert

8:00 P.M. Nominating committee report and election of trustees —  
Elaine Perample, Chair of the Nominating Committee

8:15 P.M. Proposal to amend and restate the Code of  
Regulations of FHHO — Christopher J. Hubbert

8:30 P.M. Announcements — Christopher J. Hubbert

- Father Klienweber, St. Philomena Church

Questions and discussion

Adjournment

## **Minutes of the 2004 Annual Meeting of Forest Hill Home Owners, Inc.**

Forest Hill Home Owners, Inc. held its annual meeting of members on Tuesday, November 30, 2004 at the McGregor Home. Approximately 60 Forest Hill residents, constituting a quorum, were in attendance.

### **"Forest Hill — Then and Now"**

Christopher Hubbert, secretary and acting president, introduced Kara Hamley O'Donnell, historic preservation planner for the City of Cleveland Heights. Ms. O'Donnell gave a presentation on the history of the Forest Hill park and development. Upon completion of her talk, Ms. O'Donnell responded to several questions from residents. Mr. Hubbert thanked Ms. O'Donnell for her presentation.

### **Call to Order and Introduction of the Executive Committee**

Mr. Hubbert acted as chair and called the meeting to order shortly after 7:30 P.M. He then introduced the following members of the executive committee serving in 2004 and appointed to serve in 2005:

#### **2004 Executive Committee**

Leonora Roth — Interim President  
Carla Carten — Senior Vice President  
Tony Rupcic — Treasurer and South East Area Chair  
Christopher J. Hubbert — Secretary  
Clyde Henry — Vice President of Standards  
Sally Miller — Vice President of Membership  
Chellis Madison — North East Area Chair  
Herschell McCoy — North West Area Chair  
Hester Lewellen — South West Area Chair

#### **2005 Executive Committee**

Christopher J. Hubbert — President  
Robert E. Davis — Senior Vice President  
Clyde Henry — Vice President of Standards  
Sally Miller — Vice President of Membership  
Tony Rupcic — Treasurer  
Pam Mason — Secretary  
Richard Secor — Chair of the Board of Trustees

### **Financial Report**

Tony Rupcic, treasurer and south east area chair, presented the FHHO balance sheet and income statement as of November 30, 2004 as well as summary financial information from 1998 to the present (attached). He noted that the number of donations has decreased year-to-date compared to 2003, leading to lower revenue in 2004. However, expenses are also lower than last year, resulting in a small net profit year-to-date. Mr. Rupcic indicated that he expects a small profit

for the year and emphasized the importance of increasing the number of contributing members. He then responded to questions from the residents.

### **Standards Committee Report**

Clyde Henry, vice president of standards, reported on behalf of the committee. He began by stating the mission of the standards committee: to review exterior alterations to homes in Forest Hill to ensure the standards adopted by the board of trustees are met. He reported that the standards committee has a good relationship with the cities of East Cleveland and Cleveland Heights and has experienced significant success in dealing directly with contractors. Mr. Henry completed his presentation by reviewing progress made by the committee in 2004 and responded to several questions from residents.

### **President's Message and Executive Committee Report**

Mr. Hubbert gave the executive committee report. He began by thanking this year's volunteers on the executive, standards and nominating committees, as well as the newsletter editor and webmaster, for their efforts. He then summarized the accomplishments of the executive committee in 2004, including the June odds & ends sale, recommending a new code of regulations and clarifying the fence policy. He concluded his comments by commending Leonora Roth for her contribution as interim president.

### **Nominating Committee Report and Election of Trustees**

The 2004 nominating committee members are Sally Miller, Elaine Perample, Jane Riedel, Leonora Roth and Jim Uhlir. Elaine Perample, chair of the committee, announced the recommendations of the committee. She presented 11 new candidates for election to the board and 14 incumbent trustees for re-election (attached). Mr. Hubbert moved that the members elect the trustees presented by the nominating committee and called for a vote. The members unanimously approved the proposed slate and appointed them trustees to serve for the 2005 term and until their successors are duly elected and qualified.

### **Proposed Amendments to the Code of Regulations**

Mr. Hubbert presented to the members proposed amendments to the code of regulations of FHHO previously approved by the executive committee and the full board of trustees (attached). He summarized the amendments, explaining that the executive committee believes the proposed amendments both simplify and clarify the structure of the organization, and responded to the questions of the members. Mr. Hubbert moved that the members adopt the code and called for a vote. The members unanimously adopted and approved the attached amended and restated code of regulations of Forest Hill Home Owners, Inc.

### **General Discussion**

Mr. Hubbert then solicited questions from the residents and introduced Father Klienweber of St. Philomena Church. Father Klienweber noted that despite the difficulties that East Cleveland is experiencing there are also positive developments. Dutch Harley struck a similar note, reporting the improvements that East Cleveland has made in the Forest Hill Park, including repaved trails and the ball diamond. Mr. Hubbert announced that Robert Davis will head a committee focused on the issues facing East Cleveland and act as FHHO's liaison with other organizations considering these issues.

A general discussion then ensued regarding several issues of interest to the residents. Elaine Perample warned the group that several people in her neighborhood have had packages stolen. Herschell McCoy and Mr. Davis both emphasized the importance of being alert and looking out for your neighbors.

It was then suggested that the association should look into whether all of Glynn Road could be officially added to FHHO, including the application of the deed restrictions. Mr. Hubbert indicated that the executive committee would review the matter.

**Adjournment**

After the relevant business had been discussed, Mr. Hubbert thanked everyone for attending and adjourned the meeting at approximately 9:00 P.M.



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Christopher J. Hubbert  
Secretary and Acting President

**FOREST HILL  
HOME OWNERS, INC.**

To: Residents of Forest Hill  
From: The Board of Trustees of Forest Hill Home Owners, Inc.  
Date: November 30, 2004  
Re: Code of Regulations of Forest Hill Home Owners, Inc.

After reviewing our existing code of regulations (also known as bylaws), the executive committee determined that it would be appropriate to revise the code to simplify and clarify the governance structure of Forest Hill Home Owners. After extensive discussions and several revisions, the committee approved the attached draft on October 12, 2004 and recommended it to the board of trustees for consideration. The board met on October 26, 2004 and approved the revised code unanimously.

The proposed code follows the basic structure of prior versions, but the specific language has been changed significantly to more clearly delineate the responsibilities and authority of the members, trustees, committees and officers, while avoiding repetition of items adequately addressed by the Ohio nonprofit corporation law. Each article of the code is followed by explanatory language summarizing the nature of the revisions.

You may vote for or against adoption of the new code. The board of trustees recommends that you vote for approval of the new code.

By Order of the Board of Trustees,



CHRISTOPHER J. HUBBERT  
*Acting President*

# Forest Hill Home Owners, Inc. Code Of Regulations

Amended and Restated November 30, 2004

## ARTICLE I: PURPOSE OF FHHO

Forest Hill Home Owners, Inc., or FHHO, was organized in 1950 to promote the general welfare of the Forest Hill community, as described in its articles of incorporation. In furtherance of its purpose, FHHO has been granted the authority to enforce the deed restrictions set forth in the original deed of John D. Rockefeller, Jr., so as to honor the original intent of the Rockefeller family's plan for Forest Hill to be a residential community whose high standards are guarded by well-chosen restrictions, designed to preserve and enhance property values, and assure continued resale. These restrictions include control of architecture and standards of construction and other important considerations. All Forest Hill homes and homeowners are subject to the deed restrictions. A copy of these restrictions is attached.

Article I is revised to delete the naming of the corporation, which is governed by the articles of incorporation, and also to reference the articles as the documents defining FHHO's purpose.

## ARTICLE II: MEMBERS OF FHHO

Every person who owns and occupies a single family home or condominium in the community known as Forest Hill, as defined in FHHO's articles of incorporation, and the owner's spouse or companion, is a member of FHHO. If a member sells his or her home or ceases to reside in Forest Hill, he or she will lose his or her membership in FHHO. Contributions to FHHO are voluntary, but only dues paying members are eligible to serve as trustees, officers or committee members of FHHO.

This article is revised to clarify that *all* Forest Hill homeowners are members of FHHO and to remove the application requirement. Superfluous historic language, such as a reference to George A. Roose, has been deleted.

## ARTICLE III: BOARD OF TRUSTEES

Unless otherwise required by law, FHHO's articles of incorporation or this code of regulations, all of the authority of FHHO will be exercised by or under the direction of its board of trustees (referred to as "directors" under the Ohio nonprofit corporation law). The number of trustees will be determined by resolution of the board, but will be no fewer than 15 or more than 50. Trustees must be dues paying members of FHHO. Trustees are elected by the members annually and serve without compensation. A trustee may be removed from office by the vote of two-thirds of the other trustees. The board of trustees will meet at least twice a year. The board of trustees will elect annually a

chairperson or co-chairs from among its members. The chair or co-chairs are responsible for coordinating the activities of the board and will preside over all meetings of the trustees.

Prior codes generally provide for 50 trustees elected by the members. Each trustee represented a sector and served for a period of two years. Article III is revised to simplify the structure of the board: the trustees are no longer tied to blocks or sectors and the area chairs are replaced by a single chair or two co-chairs. We discussed reducing the board to a more manageable 25 trustees or so, and the board has the flexibility to set the number depending on the availability of capable and willing candidates.

#### ARTICLE IV: EXECUTIVE OFFICERS

The board of trustees will appoint annually a president, senior vice-president, vice-president of membership, treasurer and secretary to serve as FHHO's executive officers. Officers must be dues paying members of FHHO. Compensation of the officers, if any, must be approved by the board of trustees.

The **president** is FHHO's chief executive officer. The president will preside at all meetings of the members and the executive committee. The president may not also serve as FHHO's chairperson.

The **senior vice-president** will assist the president and perform all the duties of the president in his or her absence.

The **vice-president of membership** is responsible for welcoming new residents, communicating with members and encouraging member participation in FHHO and the Forest Hill community.

The **treasurer** is FHHO's chief financial officer. The treasurer is responsible for receiving and maintaining all funds and other assets belonging to FHHO and will disburse and maintain them as authorized by the board of trustees.

The **secretary** is responsible for keeping minutes of all the proceedings of the members and trustees and maintaining the corporate record book. The secretary will also maintain a record of the names and contact information of the members, trustees and officers.

This article is revised to clarify that the officers are appointed annually by the board of trustees and to add a vice-president responsible for membership.

#### ARTICLE V: COMMITTEES OF THE BOARD

The board of trustees will appoint nominating, standards and executive committees, and may appoint any other committees of the board it considers necessary.

The **nominating committee** will consist of five or more members (at least two trustees and one past or present executive officers who are not seeking office) and is responsible for nominating trustee candidates for election by the members and executive officer candidates for appointment by the trustees. The committee will select one of its members to serve as chairperson. The nominating committee will meet at least annually.

The **standards committee** will consist of a chairperson or two co-chairs and any additional members, as determined by the chair(s). The standards committee will review

all proposed changes to homes and property in Forest Hill that require the approval of FHHO, and generally advise and inform owners of homes and property in Forest Hill of the applicable use, maintenance and repair standards. The committee will meet as necessary, on the call of the chair(s).

The **executive committee** will consist of the chairperson or co-chairs of the board of trustees, the executive officers and a member of the standards committee designated by the chairperson of that committee. The executive committee will exercise all the authority of the board of trustees dealing with the management of the affairs of FHHO between meetings of the full board. However, the executive committee cannot sell or otherwise transfer any of FHHO's real property or recommend any matter for the vote of the members without the prior approval of the board of trustees. The executive committee may appoint additional vice-presidents or other officers to assist the committee with its duties. The president will serve as chairperson of the committee. The committee will meet at least six times a year. The president may invite non-committee members to attend the committee's meetings.

Each committee may, subject to approval by the board of trustees, adopt bylaws governing the operation of that committee.

Article V is revised to add the nominating committee. In addition, the structure and authority of the executive committee has been clarified.

#### **ARTICLE VI: MEMBERS' MEETINGS AND VOTING**

FHHO will hold an annual meeting of its members, usually in October or November, for the election of trustees and to vote upon other matters properly brought before the members. The executive committee will set the date for the annual meeting and provide advance notice of the meeting to the members as required by the Ohio nonprofit corporation law. Members' meetings are not required to be held at FHHO's offices, but will be held at a place convenient for the members. Members may vote in person, by mail or by proxy. A quorum will consist of the members present in person, by mail or by proxy. The members may also act by written consent as provided for in the Ohio nonprofit corporation law. FHHO may not sell or otherwise transfer its offices located at 2419 Lee Boulevard without the approval of the members. FHHO's articles of incorporation, this code of regulations and the Ohio nonprofit corporation law enumerate additional items requiring the approval of the members.

This article has been revised to provide that the Blue Cottage may not be sold without the vote of the members and to clarify that the members may act by written consent without holding a meeting.

#### **ARTICLE VII: TERM OF THE CORPORATION**

The term of existence of FHHO is perpetual, but FHHO may be dissolved by the action of its members or, in some cases, trustees, as provided in the Ohio nonprofit corporation law. The board of trustees will be responsible for winding up FHHO upon dissolution, and may make charitable donations of assets in furtherance of FHHO's purposes. Assets

that are not donated will be liquidated. Following payment of all of FHHO's debts, all remaining cash will be distributed pro rata to the current dues paying members.

Article VII has been simplified and revised to give the board greater flexibility upon liquidation, including the ability to make charitable donations of assets. Any remaining cash will be distributed to only those members that are current in their dues.

#### **ARTICLE VIII: ADMINISTRATION OF FUNDS**

FHHO is primarily supported by the voluntary contributions of its members. The executive committee will set the recommended contribution for members annually. FHHO may also accept gifts of cash or other property and administer them in accordance with any conditions that the donor may impose if the conditions are within the powers of the corporation.

The board of trustees and/or executive committee may invest FHHO's funds, expend FHHO's funds to care for FHHO's property and to further FHHO's stated purposes, and to settle any claims on behalf of or against FHHO, each as the board and/or committee considers appropriate.

Extensive language regarding the administration of funds was added to the code in 1985. The extent of the language was unnecessary and this article has been simplified.

#### **ARTICLE IX: INDEMNIFICATION**

To the maximum extent permitted under the Ohio nonprofit corporation law, FHHO must indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding, other than an action by FHHO on its own behalf, because he or she is or was a trustee, officer, employee, agent or volunteer of FHHO, and FHHO must pay all expenses, including attorneys' fees, actually and reasonably incurred by the person in defending the action in advance of its final disposition as provided for in the Ohio nonprofit corporation law.

This article is revised to clarify that FHHO must indemnify its trustees and officers to the maximum extent permitted by law, other than from an action by FHHO.

#### **ARTICLE X: AMENDMENTS**

These regulations may be amended or repealed by the majority vote of the members at any meeting of members, provided that notice of the meeting must state in substance the nature of the revisions to be made.