

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 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.

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.

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.

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 officer who is 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 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.

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 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.

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.

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.