

Exhibit "B"

By-Laws And Regulations Of

Park Hills Subdivision Homeowners' Association

Article I

Section 1.1. Name and Location. The name of the corporation is Park Hills Subdivision Homeowners' Association, hereinafter referred to as "Association". The principal office of the corporation shall be located at 8170 Corporate Park Drive, Suite 310, Cincinnati, Ohio, but meetings of members and trustees may be held at such places within Hamilton County, State of Ohio, as may be designated by the Board of Trustees.

ARTICLE II **Definitions**

Section 2. 1. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, Restrictions, Easements and Liens applicable to the Properties recorded in the office of the Hamilton County Recorder, and appended to the Articles of Incorporation, as the same may be amended, from time to time.

Section 2.2. As used in these Regulations, the terms "Association", "Owner", "Properties", "Lot", "Common Lots", and "Member", shall have the same meaning as each is defined to have in the Declaration.

Articles III **Meeting Of Members**

Section 3.1. Annual Meeting. The first annual meeting of the members of shall be held on the first Monday of January, 1984, and each subsequent regular annual meeting of the Members shall be held on the first Monday of January of each year thereafter, at the hour of 7:30 o'clock p.m.

Section 3.2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Trustees, or upon written request of the Members who are entitled to vote one-third (1/3) of all the votes of membership.

Section 3.3. Notice of Meetings. Except as otherwise provided in the Declaration, written notice of each meeting of the Members shall be given by, or at the direction of the Secretary or person authorized to call the meeting, by at least fifteen (15) days before such meeting, to each member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in case of a special meeting, the purpose of the meeting.

Section 3.4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, thirty-five percent (35%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration or these By-Laws and Regulations. If however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice- other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 3.5. Adjourned Meetings. If, at any regular or special meeting of the Members of the Association, -there be less than a quorum present, a majority of those Members present and entitled to vote may adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called, at which time the quorum requirement shall be one-fourth (1/4) of the votes of the membership of the Association, and any business which might lawfully have been transacted at the meeting as originally called may be transacted without further notice.

Section 3.6. Proxies. At all meetings of the Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

Section 3.7. Voting. The vote of the majority of those present, either in person or by proxy, shall decide any questions brought before the meeting, unless the question is one upon which a different vote is required by provision of the laws of Ohio, the Declaration, the Articles of Incorporation of the Association or these By-Laws and Regulations.

Section 3.8. Suspension of Voting Privileges. No member shall be eligible to vote or to be elected to the Board of Trustees who is shown on the books of the Association to be more than thirty (30) days delinquent in the payment of any assessment due the Association.

Article IV **Board Of Trustees; Selection; Term Of Office**

Section 4.1. Number. The affairs of this Association shall be managed by the Board of five (5) Trustees, who need not be members of the Association.

Section 4.2. Term of Office. At the annual meeting the Declarant shall elect three (3) Trustees for a term of one year, and the members other than the Declarant shall elect two (2) Trustees for a term of one year, and at each annual meeting thereafter the Class A members shall elect two (2) Trustees and Class B members shall elect three (3) Trustees, for a term of one year, or until their successors are elected and qualified. At such time as Class B memberships terminate, as provided in the Declaration and the Articles of Incorporation, all Trustees shall be elected by the members for a term of one year, or until their successors are elected and qualified.

Section 4.3. Removal. Any Trustee may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a Trustee, his successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his predecessor.

Section 4.4. Compensation. Members of the Board of Trustees shall serve without compensation. However, any Trustee may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 4.5. Action Taken Without a Meeting. The Trustees shall have the right to take any action in the absence of a meeting, which they could take at a meeting by obtaining the written approval of all the Trustees. Any action so approved shall have the same effect as though taken at a meeting of the Trustees.

Article V

Nomination And Election Of Trustees

Section 5.1. Nomination. Nomination for election to the Board of Trustees shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Trustees, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Trustees 90 days prior to each annual meeting of the members, to serve from the time of appointment until the close of the next annual meeting, and such appointment shall be announced at the next regular Board meeting. The Nominating Committee shall make as many nominations for election to the Board of Trustees as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 5.2. Election. Election to the Board of Trustees shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration and Section 3.7 of Article III of these By-Laws and Regulations. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Article VI

Meetings Of Trustees

Section 6.1. Regular Meetings. The Board of Trustees shall meet annually within 10 days after the annual meeting of members and, in addition to the annual meeting, shall meet at regular meetings established as to time and place by resolution of the Board. Should any regular meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 6.2.. Special Meetings. Special meetings of the Board of Trustees shall be held when called by the President of the Association, or by any three (3) Trustees, after not less than three (3) days notice to each Trustee.

Section 6.3. Quorum. A majority of the number of Trustees shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Trustees present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Article VII

Powers And Duties Of The Board Of Trustees

Section 7.1. Powers. The Board of Trustees shall have power to:

- (a) adopt and publish rules and regulations governing the use of the Common Lots and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed thirty (30) days, for infraction of published rules and regulations;
- (c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws and Regulations, the Articles of Incorporation, or the Declaration; and
- (d) declare the office of a member of the Board of Trustees to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Trustees.

Section 7.2. Duties. It shall be the duty of the Board of Trustees to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fifth (1/5) of the members who are entitled to vote;
- (b) supervise all officers of this Association, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to:

- (1) fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period;
 - (2) send written notice of each assessment to every Owner subject thereto at least fifteen (15) days in advance of each annual assessment period; and
 - (3) foreclose the lien against any Lot for which assessments are not paid within sixty (60) days after due date or bring an action at law against the Owner personally obligated to pay the same.
- (d) issue, or cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge not to exceed ten dollars (\$10.00), may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- (e) procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) cause all officers having fiscal responsibilities to be bonded, as it may deem appropriate; and
- (g) cause the Common Lots to be maintained.

Article VIII

Officers And Their Duties

Section 8.1. Enumeration of Officers. The officers of this Association shall be a President and Vice-President, who shall at all times be members of the Board of Trustees, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 8.2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Trustees following each annual meeting of the members.

Section 8.3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year and until his successor is elected and qualified, unless he shall sooner resign, or shall be removed or other disqualified to serve.

Section 8.4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for

such period, have such authority and perform such duties as the Board may, from time to time, determine.

Section 8.5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignations shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 8.7. Multiple Offices. The office of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 8.4 of this Article.

Section 8-8. Duties. The duties of the officers are as follows:

- (a) President - The President shall preside at all meetings of the Board of Trustees; shall see that orders and resolutions of the Board are carried out; and shall act as chief executive officer.
- (b) Vice-President - The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by him by the Board.
- (c) Secretary - The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.
- (d) Treasurer - The Treasurer shall receive and deposit in appropriate bank or savings and loan accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Trustees; keep proper books of accounts; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

Article IX

Committees

The Board of Trustees shall appoint a Nominating Committee, as provided in these By-Laws and Regulations. In addition, the Board of Trustees shall appoint other committees as deemed appropriate in carrying out its purposes.

Article X

Miscellaneous

Section 10-1. Books and Records. The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws and Regulations of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

Section 10.2. Fiscal Year. The fiscal year shall begin on the first day of January every year, except that the first fiscal year of the Association shall begin on the date of incorporation. The commencement date of the fiscal year herein established may be changed by the Board of Trustees should corporate practice subsequently dictate.

Section 10.3. Execution of Association Documents. All notes, contracts, other documents, checks, and other drafts shall be executed on behalf of the Association by such officers, agents or other persons as are from time to time designated by the Board of Trustees.

Section 10.4. Conflict In the case of any conflict between the Articles of Incorporation and the By-Laws and Regulations, the Articles shall control; and in the case of conflict between the Declaration and these By-Laws and Regulations, the Declaration shall control.

Section 10.5. Amendments. These By-Laws and Regulations may be amended at a regular or special meeting of the members, by affirmative vote of a majority of the total number of votes of the members of the Association.