

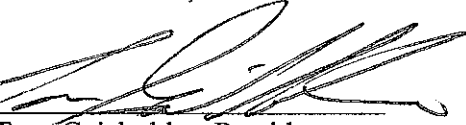
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OR Book 1505 Page 427 - 440

**DECLARATION AND NOTICE OF
THE AMENDED BYLAWS OF
NUGENT'S CANAL POINT
PROPERTY OWNER'S ASSOCIATION, INC.**

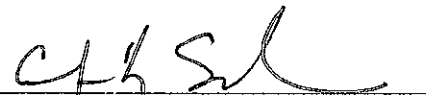
Nugent's Canal Point Property Owner's Association, Inc., an Ohio non-profit corporation, and being a planned community as defined by Section 5312.01(M), Ohio Revised Code, through its undersigned President and Vice President, being Tom Geisbuhler and Carolynn Snyder, respectively, acting pursuant to a resolution duly adopted by the Members of the Association, hereby certify that the document attached hereof as Exhibit "A" is a true and accurate copy of the Association's current Amended Bylaws as contained in its book and records.

These Amended Bylaws supersede and otherwise modify the prior Code of Regulations which were filed and recorded with the Ottawa County, Ohio Recorder's Office at Book 1445, Page 326 of the Official Records.

NUGENT'S CANAL POINT
PROPERTY OWNER'S
ASSOCIATION, INC.

By 
Tom Geisbuhler, President

Date 5-12-14

By 
Carolynn Snyder, Vice President

Date 5-15-14

STATE OF OHIO)
) ss.
COUNTY OF OTTAWA)

BE IT REMEMBERED, that on this 12 day of May, 2014, before me, the subscriber, a notary public in and for said state, TOM GEISBUHLER, President, of the above NUGENT'S CANAL POINT PROPERTY OWNERS ASSOCIATION, INC., who represented that he is duly authorized in the premises, and who acknowledged the signing of the foregoing instrument to be his voluntary act and deed as such officer and is the voluntary act and deed of said corporation.

IN TESTIMONY THEREOF, I have hereunto subscribed my name and affixed my seal on the day and year last aforesaid.

STATE OF OHIO)
) ss.
COUNTY OF OTTAWA)



Marcia M. Craig
Notary Public
MARCIA M. CRAIG
Notary Public, State of Ohio
My Commission Expires 11-04-2017

BE IT REMEMBERED, That on this 15 day of May, 2014, before me, the subscriber, a notary public in and for said state, CAROLYNN SNYDER, Vice President, of the above NUGENT'S CANAL POINT PROPERTY OWNERS ASSOCIATION, INC., who represented that he is duly authorized in the premises, and who acknowledged the signing of the foregoing instrument to be his voluntary act and deed as such officer and is the voluntary act and deed of said corporation.

IN TESTIMONY THEREOF, I have hereunto subscribed my name and affixed my seal on the day and year last aforesaid.

This Instrument Prepared By:

ALAN R. MCKEAN
ATTORNEY AT LAW
132 W. Water Street
Oak Harbor, OH 43449
(419) 898-3095

Attorney Reg # 0031012



Marcia M. Craig
Notary Public
MARCIA M. CRAIG
Notary Public, State of Ohio
My Commission Expires 11-04-2017

**AMMENDED BYLAWS OF THE
NUGENTS CANAL POINT PROPERTY OWNERS ASSOCIATION, INC.**

INTRODUCTION

The purposes for which this Association is formed are:

... To take title to all canals, roads, jetties and other lands which it might acquire in Bay Township, Ottawa County, Ohio, and to maintain, repair, extend, build, rebuild said canals, roads, jetties, sewers, sewer plant, drainage ditches and lines and generally care for the land owned by it for the benefit of property owners in Plats 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, and the North Star Development addition in Section 2, dock lots, boat basins, and other lands in the Nugent's Canal Point Subdivisions in Section Two and Three in Bay Township, Ottawa County, Ohio.

... To operate its said lands, etc. for the benefit and welfare of all of the property owners in said Nugent's Canal Point Subdivisions and the boat basin.

... To succeed and enforce the rights, obligations, reservations and privileges reserved by Vincent H. Nugent and Agnes D. Nugent in all of the Declaration of Restrictions and deed for lots in said Nugent's Canal Point Plats and any separate parcels adjacent thereto not included in any of the recorded plats.

ARTICLE I - Definitions

All of the terms used herein shall have the same meanings as set forth in the Declaration of Restrictions (the "Declaration") in Nugent's Canal Point Property Owners Association, Inc. (the "Association") , recorded in the records of Ottawa County, Ohio at Book/Vol. 1361, Page 230 of the Official Records, with respect to the individual real property Lots described therein as Nugent's Canal Point. *These Amended Bylaws amend the By-Laws (Code of Regulations) first enacted May 20, 1984 and thereafter amended May 2, 2004.*

ARTICLE II – Name and Location

The name of the Association is Nugent's Canal Point Property Owners Association (the "Association"). The principal office of the Association shall be at Nugent's Canal Point, Bay Township, Ottawa County, Ohio.

ARTICLE III – Members/Membership

Section 1 - Composition. Each Lot owner, as defined in the Declaration, or being the record owner of any lot located in Nugent's Canal Point, is a member of the Association. To validate special voting or election voting processes, each member must complete and file a signature verification membership card with the Association.

Section 2 - Privileges of Membership. Membership shall entitle the holder thereof, or its representatives in the event that the member is not an individual or individuals, to all the privileges of membership, including the rights to vote and to hold office in accordance with the provisions hereof, to have free access to all facilities; and to invite guests in accordance with the provisions hereof. Persons in the family of a Member who live with the Member, tenants in possession of a Lot and persons in the family of a tenant in possession of a Lot who live with such tenant, but who are not themselves Members, shall have all of the privileges of membership, except that they shall not have the right to vote or to hold office. Any person entitled to membership shall make such fact known to the Association by completing and filing a signature verification membership card. Until the membership card is filed, the Member may not vote, receive notice of meetings, nor enjoy any other privileges or benefits of membership.

Section 3 - Voting Rights. The record owner of any Lot shall have one vote for each dedicated Lot owned by such owner. If any lot has been combined with another adjacent Lot, or part thereof, for the purpose of constructing one residential dwelling, said record owner shall still only have one vote. If more than one person or entity owns any single Lot or combined Lot, then the owners shall determine, among themselves, who shall be entitled to exercise the single vote.

Section 4 - Annual Meetings. A regular annual meeting of the Members shall be held on the first Sunday in May of each calendar year, hereafter, on a date, at an hour, and at a location in Ottawa County, Ohio, established from time to time, by the Trustees.

Section 5 - Special Meetings. Special meetings of the Members may be called at any time by the Association President or by a majority of Trustees or upon the written request of forty (40) or more Members, and shall be held on such date, time and location, within Ottawa County, Ohio as specified by the Member calling the meeting.

Section 6 - Notice of Meetings. Written notice of each meeting of Members shall be given by, or at the direction of the Member or Members authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least ten (10) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address appearing on membership cards, or supplied by such Member to the Association for the purpose of notice or by delivering a copy of the notice at such address at least ten (10) days before the meeting. The notice shall specify the place, day and time of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 7 - Quorum. The Members present in person, at any duly called and noticed meeting of Members, shall constitute a quorum for such meeting, so long as there are forty (40) or more Members present.

Section 8 - Voting Power. Except as otherwise provided herein in the Articles or in the Declaration, or by law, a majority of the voting power of Members voting on any matter that may be determined by the Members at a duly called and noticed meeting shall be sufficient to determine that matter. At any meeting of Members, a Member may vote in person or by absentee ballot. All absentee ballots shall be in writing, signed and dated and filed with the Secretary prior to voting.

Section 9 - Budget Approval. At the annual Association meeting, the Trustees shall present a proposed annual budget for the current calendar year. This proposed budget shall be reviewed by the Members present. The members shall vote on the acceptance of the budget, and if approved by the majority of members present, the

budget will be adopted. If not approved by the majority of the Members present, the Trustees will have to modify the proposed budget and seek subsequent approval.

Section 10 – Rules For Meetings. The rules of Roberts Rules of Order shall apply to the conduct of all meetings of Members, except as otherwise specifically provided herein or in the aforesaid documents.

ARTICLE IV – Board of Trustees

Section 1 - Trustees. At the annual meeting of Members, the Members shall elect seven (7) Trustees for staggered terms, ending at the next two successive annual meetings. One Trustee shall be elected from each of the following seven (7) groupings of designated streets/plats:

- ... W. Canal, Elmore and W. Wayne Streets (Plats 1 and 9)**
- ... Bradner and Fostoria Streets (Plats 2, 6 and 7)**
- ... Wayne and Rising Sun Streets (Plats 3, 4, 5 and 8)**
- ... Streeter and Clyde Streets (Plats 6 and 11)**
- ... Tiffin and Findlay Streets (Plats 10)**
- ... Toledo and North Star Development Streets (Plats 11 and 12)**
- ... Cleveland Street (Plats 5, 8 and 11)**

Individual Trustees shall be elected by the vote of only Members owning Lot(s) from each street grouping the Trustee will represent, and votes from any Member from other streets will not be counted. Trustees serving Plats 1 and 9, Plats 2, 6 and 7, and Plat 10 shall stand for election on odd numbered years, and the remaining Trustees shall stand for election on even numbered years. Trustees shall be elected for a term of two (2) years, or until their successors are elected.

Section 2 – Removal/ Recall. Any Trustee may be removed from the Board of Trustees for cause by a majority vote of the members the Trustee represents. The Board will coordinate this removal/recall process. In the event of death, resignation

or removal of a Trustee, that Trustee's successor shall be selected by the remaining Members of the Board from qualified Members eligible to serve as said Trustee. This Member should be a resident of the street grouping to be represented. Said Trustee shall serve until the next annual meeting of Members, when a Trustee shall be elected to complete the term of the removed, deceased or resigned Trustee. A sitting trustee will be removed automatically from the Board if the Trustee sues the Association, other Trustees, members of the Association or is convicted of a felony.

Section 3 – Nominations/Candidates. Any Member interested in serving as a Trustee for the street grouping on which the Member owns property, shall notify the Board of Trustees of intent in writing by the March 15 of the year in which the street grouping will have an election. Based upon this input, the Board will cause official election ballots containing the name of the Member candidates to be printed and mailed out to Members for voting. Interested candidates, who do not follow this procedure, may still announce their candidacy at the start of the annual Members meeting. However as their names will not be preprinted on the official ballots, their names will have to be written in. Members who are convicted felons are not eligible to run for the Board of Trustees.

Section 4 – Elections. Elections to the Board by Members shall be by secret written ballots. Members present who are entitled to vote shall vote using only official ballots. Members who are absent may vote via absentee official ballots, providing these ballots are received by the Board prior to the start of elections. At such elections, the Members may exercise, in respect to each vacancy, such voting power as they are entitled to exercise under the provisions hereof. The persons receiving the largest number of votes shall be elected. *Cumulative voting is not permitted. No proxy votes will be accepted or permitted.*

Section 5 – Compensation. Unless otherwise determined by the Members at a special meeting called and noticed for such purpose, no Trustee shall receive compensation for any service rendered to the Association as a Trustee. However, any Trustee may be reimbursed for actual expenses incurred in the performance of duties.

Section 6 - Regular Meetings. Regular meetings of the Board shall be held no less than quarterly on such date and at such place and hour as may be fixed from time to

time by resolution of the Board. These meetings will be open to Association Members, but may be closed for cause by a majority of Board Members present at the meeting.

Section 7 – Special Meetings. Special meetings of the Board may be called by the President of the Board, or by any three (3) Trustees, after not less than one (1) day's notice to each Trustee.

Section 8 – Quorum. The presence at any duly called and noticed meeting of Trustees entitled to exercise a majority of the voting powers of Trustees, shall constitute a quorum for such meeting, so long as a minimum of four (4) Trustees are present.

Section 9 – Voting Power. Except as otherwise provided in the Declaration of Restrictions, Amended Bylaws, or by law, a vote of the majority of the Trustees voting on any matter that may be determined by the Trustees at a duly called and noticed meeting shall be sufficient to determine that matter.

Section 10 – Action In Writing Without Meeting. Any action that could be taken by Trustees at a meeting may be taken without a meeting with the affirmative vote or approval in a writing or writings of all the Trustees. These actions shall be recorded and included with the minutes of the next meeting.

Section 11 – Powers. The Board shall exercise all powers and authority under law, and under the provisions hereof and of the Articles and Declaration of Restrictions, that are not specifically reserved to Association Members by law or by provisions thereof, and without limiting the generality of the foregoing, the Board shall have the right, power and authority to:

- a) Take all actions deemed necessary or desirable to comply with all requirements of law, these Amended Bylaws and the Declaration of Restrictions;
- b) Obtain insurance coverage and cause officers and employees having fiscal responsibilities to be bonded as the Board deems appropriate;
- c) Enforce the covenants, conditions and restrictions set forth in the Declaration of Restrictions;

- d) Maintain the Common Amenities and improvements thereon;**
- e) Establish, enforce, levy and collect assessments as provided in the Declaration of Restrictions;**
- f) Adopt and publish rules and regulations governing the use of Common Amenities and the personal conduct of Members and their guests, and establish penalties for the infraction thereof;**
- g) Suspend the voting rights of a Member during any period in which said Member shall be in default in the payment of any assessment levied by the Association for sixty (60) days or more;**
- h) Declare the office of a Member of the Board to be vacant in the event such Trustee shall be absent from three (3) consecutive regular meetings of the Board;**
- i) Hire and fire managing agents, attorneys, accountants and other independent professionals and employees that the Board determines are necessary or desirable in the management of the property and the Association;**
- j) When approved by the members or as required by law, the Board may borrow funds to finance authorized activities, and grant security and pledge and/or assign revenues received or to be received as security for repayment thereof upon the requisite Trustee Voting power;**
- k) Cause excess funds to be invested in such investments as the Board deems desirable and prudent;**
- l) Do all things and take all actions permitted to be taken by the Association by law, hereby or by the Declaration of Restrictions, not specifically reserved thereby to others.**

Section 12 – Duties. It shall be the duty of the Board to:

- a) Keep a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of Members, or at any special meeting when such statement is requested in writing by Members;**
- b) Supervise all officers, agents and employees of the Association and see that their duties are properly performed;**

- c) As more fully provided in the Declaration of Restrictions, to:**
- i. Fix the amount of assessments against each lot owner;**
 - ii. Give written notice of each assessment to every Member subject thereto within the time limits set forth therein;**
 - iii. Foreclose a lien against any Lot for which assessments have not been paid within a reasonable time after they are authorized by the Declaration of Restrictions to do so, or bring an action at law against the Members personally obligated to pay the same, or both. The Board may also choose to place a property owner for collection (Through a collection agency) after their assessments become more than one year past due and after 30 days written notice of such action is given to said property owner.**
- d) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid;**
- e) Maintain liability insurance in such amount as determined sufficient by the Board;**
- f) Cause the property subject to the Association's scope of authority to be maintained within the scope of authority provided by the Declaration of Restrictions;**
- g) Cause the restrictions created by the Declaration of Restrictions to be enforced;**
- h) Develop a proposed annual budget for the upcoming calendar year, after taking into account past expenditures, fund balances, anticipated revenues and future plans. This is the budget that shall be presented to Association Members for approval at the next annual meeting of Members;**
- i) Provide copies of the annual meeting agenda, proposed budget, year end financial statement and year to date financial statement to Members before the start of the annual meeting;**
- j) Take all other actions required to comply with all requirements of law, these Amended Bylaws and the Declaration of Restrictions.**

Section 13 – Miscellaneous Except in an emergency situation outside the control of the Board, any expenditure of an amount in excess of fifty percent (50%) more than the annual revenue contained within the annual budget projections approved by the Board must be approved by a majority of Members in the Association. The Trustees may not legally commit or indebt the Association for any purpose or project in a fiscal year in excess of this amount (singularly or collectively), without the required approval of Members. This approval may be obtained at a duly called and noticed special meeting. As an alternative to a special meeting, the Members may approve additional funds via a voting process organized and conducted by the Board, requiring verification of signatures and conducted through the United States mail. However, no additional amounts will be approved unless one hundred (100) or more members vote in either the special meeting or by mail.

ARTICLE V – Officers

Section 1 – Enumeration of Officers and Selection and Term. The officers of this Association shall be chosen annually by current Trustees at their first meeting. This part of the first meeting will be closed to the general Membership of the Association. A President, Vice President, Secretary and a Treasurer will be selected. The Secretary and Treasurer may be the same person and may or may not be a Trustee. The President shall be a member of the Board. The officers of the Association shall serve until the Board selects their successors.

Section 2 – Special Appointments. The Board may elect 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 3 – Resignation and Removal. Any officer may be removed from office, with cause, by the Board. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation will take effect on the date of receipt of such notice or at any later time specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

Section 4 – Duties. The duties of the officers shall be such duties as the Board may from time to time determine. The duties of the officers shall be as follows;

- a) **President.** The President shall preside at all meetings of the Board and Association, shall have the authority to see that orders and resolutions of the Board are carried out, and sign all leases, mortgages, deeds, other written agreements and sign checks. The President will also be considered as a Trustee and have all the rights and responsibilities of a Trustee, including voting.
- b) **Vice President.** The Vice President shall act in place and stead of the President when the President is absent.
- c) **Secretary.** The Secretary shall verify Member signatures, record the votes and keep the minutes and proceedings of meetings of the Board and of the Members, and keep appropriate current records showing the names of Members, their signatures and their addresses.
- d) **Treasurer.** The Treasurer shall receive and deposit and/or invest monies of the Association, as directed by the Board, disburse such funds as directed by resolution of the Board, keep proper books of account, balance sheet and an annual statement of income and expenditures to be presented to the Members at the annual meeting.

ARTICLE VI – Committees

The Board may appoint committees as it deems appropriate in carrying out its purposes.

ARTICLE VII – Guests

Guests of Members shall be entitled to use any of the facilities located on property owned by the Association, subject to such rules and regulations as may be adopted by the Board. Guests are also subject to provisions of the Declaration of Restrictions.

ARTICLE VIII – Books and Records

The books, records, minutes, and financial statements of the Association's annual audited financial statements shall be available under reasonable circumstances, upon written request to the Association, for inspection by Members

and prospective purchasers. This includes complete copies of the Association's Amended Bylaws and Declaration of Restrictions.

ARTICLE IX – Certified Audits

Annually, or upon a new Treasurer assuming the position, the Board shall cause the preparation of an certified audited financial statement of the Association for the preceding fiscal year, or such period of time as the Board determines.

ARTICLE X – Fiscal Year

Unless otherwise changed by the Board, the fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation of this Association.

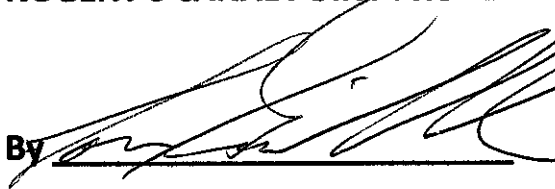
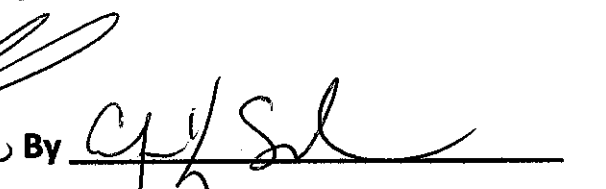
ARTICLE XI – Amendments

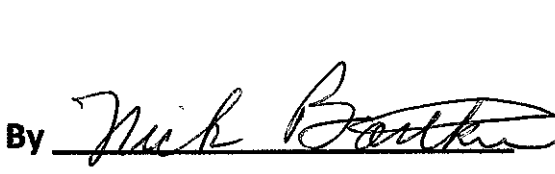
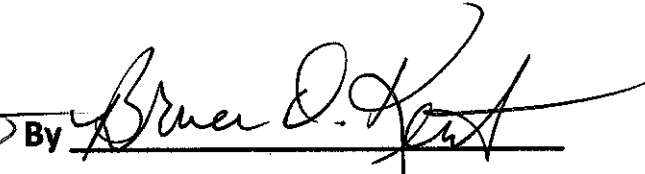
Any modification or amendment to this Amended Bylaws shall only made with the consent of Association Members. A majority vote approval may be obtained at an annual Member meeting or at duly called and noticed special meeting. As an alternative to meetings, the Members may approve amendments via a voting process organized and conducted by the Board, requiring verification of signatures and conducted through the United States mail. However, no amendments will be approved, unless one hundred (100) or more members vote in either a meeting or by mail. No amendment to these Amended Bylaws is effective until filed in the Office of the Ottawa County Recorder.


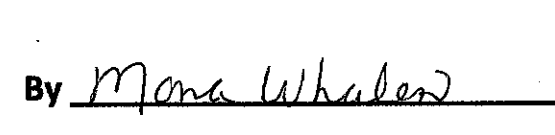
CERTIFICATE OF ASSOCIATION OFFICERS

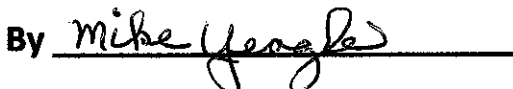
The foregoing Amended Bylaws were adopted by the Members of Nugent's Canal Point Property Owners Association, Inc. on the 4th day of May, 2014.

NUGENT'S CANAL POINT PROPERTY OWNERS ASSOCIATION

By 	By 
Tom Geisbuhler, President	Carolynn Snyder, Vice President

By 	By 
Nick Bartkiw, Trustee	Bruce Kent, Trustee

By 	By 
Dave Below, Trustee	Mona Whalen, Trustee

By 
Mike Yeagle, Trustee