

Stark County Real Estate Investors Association, a Non-Profit Organizaion

BY-LAWS

Effective September 29, 1998

ARTICLE I: MEMBERSHIP

SECTION 1: DEFINITIONS

Voting Members and other Members, fully paid, may be considered as Members of this Association for certain purposes.

SECTION 2: QUALIFICATIONS AND ADMISSION

- a. **VOTING MEMBERS:** Voting Members of this Association must be owners and/or managers of residential and/or commercial property. Their admission is subject to the approval of the Board of Trustees. At the discretion of the Board of Trustees, Members must provide proof that they own or manage residential and/or commercial property.

Voting Members agree to make every effort to bring their properties into compliance with reasonable property maintenance codes. Voting Members also agree to make every effort to provide decent and safe housing for the occupants of their dwellings.

- b. **OTHER MEMBERSHIPS:** The Board of Trustees may create other categories of memberships.

SECTION 3: VOLUNTARY WITHDRAWAL

Members of this Association will be considered to have voluntarily withdrawn as Members if they have not paid their dues in full.

SECTION 4: CENSURE AND SUSPENSION

Any Member not acting in the best interests of the Association may be subject to a judgment and/or a resolution by the Board of Trustees condemning that Member for misconduct and/or may be temporarily barred by the Board of Trustees from holding office or membership in the Association.

SECTION 5: TERMINATION

Any Member may have their membership terminated by the Board of trustees for any just cause, provided the facts and the date of termination shall be recorded in the Membership Book.

SECTION 6: HEARING

Any Member subject to censure, suspension or termination is entitled to a hearing before the Board of Trustees

ARTICLE II GENERAL MEMBERSHIP MEETINGS

SECTION 1: ANNUAL MEETINGS

An annual meeting of the Voting Members for the election of Trustees, the considerations of reports and the transaction of any other business as may come before the meeting, shall be held in November of each year at such an hour as determined by the Officers of the Association. When the annual meeting is not held or the Trustees are not elected or appointed thereat, they may be elected at a special meeting called and held for that purpose.

SECTION 2: SPECIAL MEETINGS

A Special Meeting of the Voting Members may be called by any Officer, acting with or without a meeting, or by a majority vote of the Board of Trustees acting with a meeting. Upon the request in writing or by telephone, delivered to the President or Secretary by any persons entitled to call a meeting of the Voting Members, it shall be the duty of the President or Secretary to give notice to Voting Members and if such a request were refused, then the persons making such a request may call a meeting by giving notice in the manner provided herein.

SECTION 3: PLACE OF MEETING

Meetings of Members shall be held within the boundaries of the County of Stark, State of Ohio, as may be designated in the notice of the meeting.

SECTION 4: NOTICE OF GENERAL MEMBERSHIP MEETINGS

Written, printed or telephone notice stating the place, date and hour of meeting shall be delivered not less than six (6) nor more than sixty (60) days before the date of the meeting, either personally or by mail. Or at the direction of the President or Secretary, or the Officer or persons calling the meeting, to each Member entitled to vote at such meetings. If mailed, such notice shall be delivered or deposited in the United States Mail, addressed to the Member at the address as it appears on the Membership book of the Association with postage prepaid.

SECTION 5: QUORUM

A quorum shall consist of not fewer than 25% of the Voting Members of the Association. The affirmative vote of the majority of the Voting Members present at a meeting at which a quorum is present shall be necessary for the authorization or taking of any action voted upon by the Members.

SECTION 6: ADJOURNMENT

Motions to adjourn may be made by Officers, Trustees and/or Voting Members, but an affirmative vote of the majority present is required.

SECTION 7: CONDUCT OF BUSINESS

Robert's Rules of Order may be used in the conduct of business for the Association.

ARTICLE III: FEES AND DUES

SECTION 1: DUES

The Board of Trustees may, through corporate resolution, adjust the dues from year to year.

SECTION 2: DONATIONS

Additional donations may be made to provide financial assistance for any purpose deemed necessary.

ARTICLE IV: BOARD OF TRUSTEES

SECTION 1: BOARD MEMBERS

The Board of Trustees shall consist of not less than four (4) or more than twelve (12) Elected Trustees and not more than one (1) Appointed Trustee. Trustees elected to Officer will remain in their Trustee role during their term as Officer.

RESTRICTIONS: No Officer may serve additionally as chairperson or co-chairperson of a committee unless the chair remains unfilled.

SECTION 2: OFFICERS

- A. **PRESIDENT:** Call meetings to order, preside, communicate with other officers, appoint committee Chairmen and perform any other necessary duties.
- B. **VICE-PRESIDENT:** Act in the absence of the President, oversee and provide direction for the committees.
- C. **TREASURER:** Keep financial records, administer the financial affairs of the Association, receive dues and donations, and perform any other necessary duties. The books shall be audited a minimum of once a year by board or non-board Members. The Treasurer shall oversee the maintenance of the Membership Book.
- D. **SECRETARY:** Record and keep an accurate record of each meeting (minutes), keep an up-to-date roll of members, keep a copy of the records of Incorporation and by-laws and amendments to them, keep a record of all committees, provide a list of pending and potential business for the President before meetings, handle correspondence of organizations, notify members of meetings and perform any other necessary duties.
- E. **ELECTION OF OFFICERS:** After soliciting the input of each and every Trustee, a nominating committee made up of the current Officers and prior President shall nominate candidates for Officers of the Association for the coming year. The nominations and elections shall be made from the Officers, Trustees and/or Voting Membership. The Officers shall be elected by the Board of Trustees from the nominated candidates prior to the annual election of Trustees.

SECTION 3: ELECTED TRUSTEES

- The Voting Members shall elect Trustees at the annual meeting except when the annual meeting is not held or Trustees are not elected there at, they may be elected at a special meeting called for that purpose.
- There shall be not less than four (4) or more than twelve (12) Elected Trustees, each serving a three (3) year term.
- The terms of Elected Trustees shall be staggered so that under normal circumstances no more than two (2) will expire during any given year.
- If terms of varying length are up for election, the candidates receiving the most votes will serve the longer terms.
- Each Trustee shall hold office until his or her successor shall have been duly qualified, elected or appointed or until his or her death, resignation, or removal.

SECTION 4: APPOINTED TRUSTEES

The current President may appoint not more than one (1) Voting Member to serve a term that expires with the President's term, however in no case may an appointed Trustee's term exceed one (1) year. The Board of Trustees must approve the appointment.

SECTION 5: REMOVAL

The Board of Trustees may remove any Officer whenever in the judgment of the Trustees the best interest of the Association would be served. Any Trustee elected or appointed may be removed by the majority vote of the Voting Members whenever in the judgment of the Voting Members the best interest of the Association would be served. An appointed Trustee may be removed by the majority vote of the Board of Trustees whenever in the judgment of the Board of Trustees the best interest of the Association would be served.

SECTION 6: VACANCY

A vacancy on the Board of Trustees because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Trustees for the unexpired term.

SECTION 7: COMPENSATION

The Officers or Trustees are volunteers as defined under section 1702.01 of the Ohio Revised Code.

SECTION 8: INDEMNIFICATION

Each Officer and Trustee, his or her heirs, executors, administrators and assigns, shall be indemnified by the Association against expenses, judgments, decrees, fines or penalties to the extent allowed by section 1702.12 of the Ohio Revised Code.

SECTION 9: TRANSACTION

Unfair or unreasonable transaction or business with the Association for profit benefiting an Officer or Trustee, his heirs, executors, administrators or assigns is prohibited. No Officer, Trustee or Member shall hire any consultant without the approval of the Board of Trustees.

SECTION 10: POWERS AND DUTIES

The Board of Trustees shall conduct all necessary business of the Association, which is not expressly provided for elsewhere in these By-Laws.

SECTION 11: BOARD OF TRUSTEE MEETINGS

The Board of Trustees shall conduct Board of Trustees meeting as may be required to conduct the business of the Association. Before conducting any business as a Board, all Members of the Board of Trustees shall be duly notified of Board meetings. A quorum consisting of a majority of the members of the Board of Trustees shall be present before the Board can conduct any business. The presiding member of the Board of Trustees shall only vote to break ties. Robert's Rule of Order may be used in the conduct of business for the Association.

ARTICLE V: ASSOCIATION RECORDS

Any Member in good standing shall be entitled to examine the records of accounts and minutes of meetings at any time. Any Member in good standing shall be entitled to a list of all Members.

ARTICLE VI: ASSOCIATION PROPERTY

All property acquired by the Association by gift, devise, and bequest or otherwise shall be the absolute property of the Association. In the event the Association is dissolved then all assets of the Association shall be dissolved and distributed equally among the remaining paid Members.

Trustees, Officers and Members are not permitted to encumber the assets or property of the Association without a 2/3-majority approval of the Voting Members.

ARTICLE VII: VOTING RIGHTS

Each fully paid Voting Member shall be entitled to one (1) vote, per paid Membership, on each matter properly submitted to the Voting Membership for their vote, consent, waiver, release, or other action. All voting shall be conducted by absentee ballot or in person at meetings called for that purpose and for any other purpose including the transacting of any other business as may come before the meeting.

ARTICLE VIII: AMENDMENTS

These By-Laws may be amended or new By-Laws may be adopted by the Voting Members at a meeting held for such purposes, by the affirmative vote of the majority of the Voting Members present, if a quorum is present and in accordance with Ohio Revised Code 1702.11 (B). Should any terms, conditions, rules and/or regulations contained in these By-Laws be declared invalid by a court of competent jurisdiction, the remainder or the By-Laws shall continue in force.

We hereby certify that on September 29, 1998, these By-Laws were duly adopted by the Members of the Stark County Real Estate Investors Association to replace to previous Code of Regulations.

Mike Cole, President

Harlan Wolper, Secretary

REVISIONS:

- 2/18/2007:
 - Rewritten to update software to MS Word 2003
 - Name change from Canton Regional Property Owners Association Inc. to Stark County Real Estate Investors Association Inc.
- 3/7/2022:
 - Updated name from Stark County Real Estate Investors Association Inc. to Stark County Real Estate Investors Association, a Non-Profit Organization.
 - Corrected formatting inconsistencies