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Bryan A. Long Licking County Recorder

AMENDMENT TO THE
CODE OF REGULATIONS AND BYLAWS
OF
RIVER OAKS ASSOCIATION, INC.

PLEASE CROSS MARGINAL REFERENCE WITH THE DECLARATION OF PROTECTIVE COVENANTS & BUILDING RESTRICTIONS FOR RIVER OAKS, PHASE I RECORDED AT VOLUME 646, PAGE 887 ET SEQ., THE PROTECTIVE COVENANTS & BUILDING RESTRICTIONS FOR RIVER OAKS, PHASE II RECORDED AT VOLUME 692, PAGE 1 ET SEQ., THE PROTECTIVE COVENANTS & BUILDING RESTRICTIONS FOR RIVER OAKS, PHASE III & IV RECORDED AT VOLUME 779, PAGE 406 ET SEQ., THE PROTECTIVE COVENANTS & BUILDING RESTRICTIONS FOR RIVER OAKS, PHASE V RECORDED AT INSTRUMENT NO. 199806180023088, THE PROTECTIVE COVENANTS & BUILDING RESTRICTIONS FOR RIVER OAKS, PHASE VI RECORDED AT INSTRUMENT NO. 200103190008485, THE PROTECTIVE COVENANTS & BUILDING RESTRICTIONS FOR RIVER OAKS, PHASE VII RECORDED AT INSTRUMENT NO. 200302190007697, THE PROTECTIVE COVENANTS & BUILDING RESTRICTIONS FOR RIVER OAKS, PHASE VIII RECORDED AT INSTRUMENT NO. 200408090028826 AND THE BYLAWS OF RIVER OAKS ASSOCIATION, INC. RECORDED AT INSTRUMENT 202107070020 OF THE LICKING COUNTY RECORDS.

AMENDMENT TO THE
BYLAWS OF RIVER OAKS ASSOCIATION, INC.

RECITALS

A. The Declaration of Protective Covenants & Building Restrictions for River Oaks, Phase I, were recorded at Volume 464, Page 887 et seq., the Protective Covenants & Building Restrictions for River Oaks, Phase II recorded at Volume 692, Page 1 et seq., the Protective Covenants & Building Restrictions for River Oaks, Phase III & IV recorded at Volume 779, Page 406 et seq., the Protective Covenants & Building Restrictions for River Oaks, Phase V recorded at Instrument No. 199806180023088, the Protective Covenants & Building Restrictions for River Oaks, Phase VI recorded at Instrument No. 200103190008485, the Protective Covenants & Building Restrictions for River Oaks, Phase VII recorded at Instrument No. 200302190007697, and the Protective Covenants & Building Restrictions for River Oaks, Phase VIII recorded at Instrument No. 200408090028826 of the Licking County Records. (the "Declaration") and the Code of Regulations and Bylaws of River Oaks Association, Inc. (the "Bylaws"), were recorded at Licking County Records, Instrument No. 202107070020358.

B. The River Oaks Association, Inc. (the "Association") is a corporation consisting of all Owners in River Oaks subdivision and as such is the representative of all Owners.

C. Bylaws Article Seven, Section 7.01 authorizes amendments to the Bylaws.

D. Board members representing at least a majority of the Association's Board of Directors' current voting power have executed instruments in writing setting forth specifically the matters to be modified (the "Amendment").

E. Board members representing 100 percent of the Association's Board of Directors voting power have signed and delivered to the Association written consents in favor of the Amendment.

F. The Association has complied with the proceedings necessary to amend the Declaration and Bylaws, as required by the Declaration and Bylaws, in all material respects.

AMENDMENT

The Bylaws of River Oaks Association, Inc. are amended by the following:

DELETE BYLAWS ARTICLE TWO, SECTION 2.04(A) in its entirety. Said deletion to be taken from Page 2 of the Bylaws, as recorded at Licking County Records, Instrument No. 202107070020358.

INSERT a new BYLAWS ARTICLE TWO, SECTION 2.04(A).” Said new addition, to be added to Page 2 of the Bylaws, as recorded at Licking County Records, Instrument No. 202107070020358, is as follows:

(A) Written notice of each meeting of members will be given by, or at the direction of, the Secretary or person authorized to call the meeting, delivered in accordance with Bylaws Article Seven, Section 7.04, as amended, at least fifteen days before the meeting, to each member entitled to vote at the meeting. The notice will specify the place, day and hour of the meeting, and in the case of a special meeting, the specific purposes of the meeting, and in the case of special meetings called by the members, the specific motion or motions (other than procedural) to be voted upon.

If the meeting is held via Authorized Communications Equipment, the meeting notice must include any applicable links, access codes, password, telephone numbers, and/or other pertinent information that is necessary to allow the member to participate at the meeting via the Authorized Communications Equipment. “Authorized Communications Equipment,” as used in these Bylaws, means any communications equipment that is selected by the Board, in its sole discretion, that provides an electronic communication transmission, including but not limited to, by telephone, video conference, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention and participation of the member.

MODIFY the FIRST SENTENCE of BYLAWS ARTICLE II, SECTION 2.04(B). Said modification to be made on Page 2 of the Bylaws, as recorded at Licking County Records, Instrument No. 202107070020358, is as follows (deleted language is crossed-out; new language is underlined):

Following receipt by the President or the Secretary of a request in writing, specifying the purpose or purposes for which the persons properly making such request have called a meeting of the members, delivered either in person or by registered mail to such officer by any persons entitled to call a meeting of members, such officer ~~shall~~will cause to be given to the members entitled thereto notice of a meeting to be held on a date not less than ~~seven~~fifteen nor more than sixty days after the receipt of such request, as such officer may fix.

MODIFY BYLAWS ARTICLE TWO, SECTION 2.07(B). Said modification, to be made on Page 3 of the Bylaws, as recorded at Licking County Records, Instrument No. ~~202107070020358~~ _____, is as follows (deleted language is crossed-out; new language is underlined):

(B) Class B Members. At any meeting of the Class B members of the Association conducted with in person attendance or using the method of Authorized Communications Equipment approved by the Board for meetings that are held via Authorized Communications Equipment, the members representing one-third of the votes of Class B Members shall be necessary to constitute a quorum, and no action required by law, the Articles, or the Regulations and Bylaws to be authorized or taken by a specified proportion or number of such members may be authorized or taken by a lesser proportion or number. Votes representing a majority of such lots so represented at a meeting, whether or not a quorum is present, or the President, or the officer of such Corporation acting as chairman of the meeting, may adjourn such meeting from time to time, and if a quorum is present at such adjourned meeting any business maybe transacted as if the meeting had been held as originally called. Ballots submitted via mail or by Electronic Voting Technology, as defined in Bylaws, Article Two, Section 2.10, as amended, also will count that lot towards the quorum. The Board of Directors may adopt procedures and guidelines to permit the Association to verify that the person attending, either in person or by Authorized Communications Equipment, is a Class B Member that is eligible to vote and to maintain a record of any vote.

DELETE BYLAWS ARTICLE TWO, SECTION 2.09 entitled, "Order of Business," in its entirety. Said deletion to be taken from Page 3 of the Bylaws, as recorded at Licking County Records, Instrument No. ~~202107070020358~~

INSERT a new BYLAWS ARTICLE TWO, SECTION 2.09 entitled, "Conduct of Meetings." Said new addition, to be added to Page 3 of the Bylaws, as recorded at Licking County Records, Instrument No. 202107070020358, is as follows:

Section 2.09. Conduct of Meetings. Prior to the meeting notice being sent to the members in accordance with Bylaws Article Two, Section 2.04, as amended, the Board will determine whether the meeting will be conducted physically so that the members may attend in person, or by the use of Authorized Communications Equipment. If it is determined that the meeting will be held via Authorized Communications Equipment, the Board will decide if members have the option to attend in person, or via Authorized Communications Equipment, or both..

If Authorized Communications Equipment is used, the persons utilizing the Authorized Communications Equipment must have the ability to communicate with the other participants to indicate their motion, vote, or statement, provided that the president, chair, or other person designated by the Board moderating the meeting, may silence or mute the Authorized Communications Equipment utilized by members to attend the meeting, unless the member is voting or has been recognized by the meeting chair or moderator to participate in the meeting. The meeting chair or moderator has the authority to decide and determine all procedural motions or other procedural matters to be decided at the meeting, including points of order and adjournment. The Board's purpose or reason for not conducting an in person meeting and instead having a meeting via Authorized Communications Equipment must be documented in the Board's meeting minutes.

DELETE BYLAWS ARTICLE TWO, SECTION 2.10 entitled, "Proxies," in its entirety. Said deletion to be taken from Pages 3-4 of the Bylaws, as recorded at Licking County Records, Instrument No. 202107070020358

INSERT a new BYLAWS ARTICLE TWO, SECTION 2.10 entitled, "Voting Methods." Said new addition, to be added to Page 3 of the Bylaws, as recorded at Licking County Records, Instrument No. 202107070020358, is as follows:

Section 2.10. Voting Methods. Prior to sending the notice for any meeting, as required by Bylaws Article II, Section 2.04, as amended, and depending on the conduct of the meeting as determined by the Board in accordance with Bylaws Article II, Section 2.09, as amended, voting will be conducted via one of the following methods:

(A) Voting in Person or by Proxy. For meetings that are held in person and provide for physical attendance, members may vote in person or by proxy. The person appointed as proxy need not be a member of the Association. Each proxy will be executed in writing by the member entitled to vote and must be returned to the Association by regular mail, hand delivery, electronic mail, or other method of delivery provided for or permitted by the Board. Every proxy will automatically cease upon conveyance of the lot by the member.

(B) Voting by Mail and Electronic Voting Technology. For meetings that are held via Authorized Communications Equipment, voting will be conducted by mail, through the use of Electronic Voting Technology that is approved by the Board, or both. "Electronic Voting Technology" as used in these Bylaws, means an electronic voting system that accurately and securely records the voting member's intent to cast a ballot on a matter in the way identified by the member, and provides for the counting of electronic votes submitted, including by means of internet, application, web, virtual, or other electronic technology. All matters to be voted on at a meeting utilizing Authorized Communications Equipment must be sent to the members no later than the date the meeting notice is sent to the members in accordance with Bylaws Article II, Section 2.04, as amended. Voting via mail or by use of Electronic Voting Technology is considered to be voting at the meeting, as if the member were physically present.

(C) Voting in Person, by Proxy, by Mail, and by Electronic Voting Technology. For meetings that are held in person and provide for physical attendance, voting may be conducted in person or by proxy, as provided for in this Bylaws Article II, Section 2.10(a) above, and in addition the Board may authorize the members to vote by mail or Electronic Voting Technology as provided for in this Bylaws Article II, Section 2.10(b) above.

Any ballots, regardless of method, received subsequent to the date and time the Board sets for ballots to be turned in will be held invalid. Any costs associated with voting, including mailing costs, printing, Authorized Communications Equipment and Electronic Voting Technology costs and subscriptions, are common expenses. The Board may adopt any additional regulations, procedures, or rules as may be necessary to effectuate the intent and purpose of this voting provision to provide for the use of the desired voting method.

INSERT the following at the end of BYLAWS ARTICLE THREE, SECTION 3.03. Said new addition, to be added to Page 4 of the Bylaws, as recorded at Licking County Records, Instrument No. 302107070020358, is as follows:

Nominations for the election of Directors to be elected by the members will be made a nominating committee appointed by the Board, or if a committee is not appointed, by the Board itself. The nominating committee, or Board, will make as many nominations for election to the Board as it, in its discretion, determines, but no fewer than the number of vacancies that are to be filled and will verify that the nominees satisfy all qualification requirements of Bylaws Article Three, Section 3.01. Prior to the meeting, the nominating committee or Board will establish a process and deadlines by which any member may submit their name to the Board as a candidate, and the committee or the Board must nominate that member if that member satisfies all the qualifications to be a Director as further provided for in Bylaws Article Three, Section 3.01. If there are fewer nominees than vacancies, the nominating committee or Board must nominate additional member(s) to be elected prior to the ballots being sent to the members so that there are, at all times, a sufficient number of nominees to fill all Board vacancies that are up for election. Prior to sending the meeting notice, the nominating committee or the Board will establish deadlines for when a request for nominations is sent to all members and when receipt of nominations must be obtained.

Nominations must be made and received within a reasonable time period prior to the notice of any meeting where Directors are to be elected is sent in accordance with Bylaws Article Two, Section 2.04, as amended, so that the voting information containing all the candidates' names and an informational sheet, within size limitations determined by the nominating committee or Board, containing their biographical information and affirming their candidacy, can be transmitted to the members no later than the sending of the meeting notice. The Board may adopt any additional regulations, procedures, or rules necessary to establish processes and deadlines in accordance with this nominations provision.

Unless there are no more nominees than vacancies, election to the Board by the members is by secret ballot, submitted either in person, by proxy, by mail, or by Electronic Voting Technology, as determined by the Board pursuant to Bylaws Article Two, Section 2.10, as amended. The Association is not required to send ballots to the members via any method if there are an equal number of nominations as there are candidates; in

which case the nominated candidates will automatically be elected to the Board of Directors at the election meeting.

Regardless of the voting method, the Board must adopt rules and safeguards to determine a method by which the secrecy of the ballots are maintained for those members while also maintaining the integrity of the voting process to ensure each member has only exercised their allotted vote once so that any other individuals can only identify that a lot has voted, and not how a lot has voted. The ballots, whether electronic or written, will list the number of open seats for Directors up for election and list the names of all of the nominated candidates.

If voting by mail, ballots must be submitted within dual envelopes. One of the two envelopes must contain the ballot itself, the "Ballot Envelope." The Ballot Envelope need not be signed. The second envelope must contain the Ballot Envelope and the ballot, the "Signature Envelope." The Signature Envelope must be signed by the member(s) voting, and will be used as a record of receipt of the members' ballot as well as to determine quorum. If the Signature Envelope is not signed by the member(s), the ballot in the Ballot Envelope will not be counted.

For the election of Directors, 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 these Bylaws. The persons receiving the largest number of votes will be elected. Unless the nominated candidates whom have received the largest number of votes agree otherwise, ties, including if there are an equal number of nominees as there are positions with different terms, will be determined by lot or flip of a coin by the chair or moderator of the meeting. Cumulative voting is not permitted.

The Board (excluding any incumbent Directors who are running for re-election), is responsible for (i) confirming all nominated candidates meet the qualifications to serve as a Director, (ii) receiving and verifying any ballots that are cast in person or by mail, (iii) receiving and verifying any ballots cast using Electronic Voting Technology, (iv) counting each ballot submitted through any voting method, and (v) verifying the results of the election by providing the ballots and results to the chair or moderator of the meeting.

The chair or moderator will announce the election results at the meeting to be reflected in the meeting minutes and ensuring the election

results are provided to all members no later than fifteen days after the meeting.

DELETE BYLAWS ARTICLE SEVEN, SECTION 7.02 entitled "Action by Members or Trustees Without Meeting," in its entirety. Said deletion, to be made on Page 10 of the Bylaws, as recorded at Licking County Records, Instrument No. 202107070020358.

INSERT a new BYLAWS ARTICLE SEVEN, SECTION 7.02 entitled "Action by Members or Directors Without Meeting." Said new addition, to be added to Page 10 of the Bylaws, as recorded at Licking County Records, Instrument No. 202107070020358, is as follows:

Section 7.02. Action by Members or Directors Without Meeting.

For the Association, all votes and actions, including an amendment of the Declaration or Bylaws, may be taken without a meeting, as if it had been taken at a meeting, with the written or electronic consent of members having the percentage of voting power required by this Declaration, the Bylaws or the law. The written or electronic consents will be filed and kept as part of the Association's records at the direction of the Secretary of the Association. Any action to remove a Director however, requires the vote be taken at a meeting.

For the Board, all votes and actions, may be taken without a meeting, as if it had been taken at a meeting with the unanimous written consent of the Directors. The written consent may be in electronic form, including by email or similar mode of communication. The written consents will be filed and kept with the minutes of the Board meetings as part of the Association's records.

INSERT a new BYLAWS ARTICLE SEVEN, SECTION 7.04 entitled, "Notices and Other Actions and Communications." Said new addition, to be added to Page 10 of the Bylaws, as recorded at Licking County Records, Instrument No. 202107070020358, is as follows:

Section 7.04. Notices and Other Actions and Communications.

For all notices to be sent to the association, the Board, or the owners, the following provisions apply:

(A) Service of Notices on the Association and Board. All notices required or permitted by the Declaration or Bylaws, to the association or the Board, must be made in writing and sent either:

(1) by regular U.S. mail, first-class postage prepaid, or

(2) delivered in accordance with Paragraph (C) below, to the Board President, to any two other Directors, to the association at the address of the subdivision, to the association's manager or management company, if any, the association's statutory agent registered with the Ohio Secretary of State, or to any other address as the Board may designate by written notice to all owners.

(B) Service of Notices on Owners. All notices required or permitted by the Declaration or Bylaws to any owner will be in writing and is deemed effectively given if it has been sent by one of the following methods:

(1) personally delivered to the owner;

(2) placed under or attached to the front or main entry door of the owner's residence;

(3) sent by regular U.S. mail, first-class postage prepaid, to the owner's lot address or to another address the owner designates in writing to the Board; or

(4) delivered in accordance with Paragraph (C) below. If there is more than one person owning a single lot, a notice given to any one of those several persons is deemed to have been given personally to all of the persons owning an interest in the lot.

(C) New Communication Technologies.

(1) Due to the ongoing development of new technologies and corresponding changes in business practices, to the extent permitted or approved by the Board, as well as by Ohio and federal law, now or in the future, in addition to the methods described in Paragraphs (A) and (B) above, the following may be accomplished using electronic mail or other transmission technology available at that time that is a generally accepted business practice:

(i) any notice required in the Declaration or Bylaws to be sent or received;

(ii) any signature, vote, consent, or approval required to be obtained; and

(iii) any payment required to be made by the Declaration or Bylaws.

(2) The use of electronic mail or other transmission technology is subject to the following:

(i) The association may use electronic mail or other transmission technology to send any required notice only to owners, individually or collectively, who have given the association written consent to the use of electronic mail or other transmission technology. Any owner who has not given the association written consent to use of electronic mail or other transmission technology will receive notices, including any notice of delinquency of any payment due, by either of the methods identified in Paragraph (B)(1)-(3), above.

(ii) For voting on matters, the association may provide for voting by electronic mail or other electronic voting technology. However, voting for the election of Directors can be conducted by electronic mail or other electronic voting technology only to the extent, if any, as explicitly permitted and provided for in the Bylaws.

(iii) An electronic mail or transmission technology to an owner is not considered delivered and effective if the association's transmission to the owner fails two consecutive times, e.g. the association receives an "undeliverable" or similar message, or the inability to deliver the transmission to the owner becomes known to the person responsible for sending the transmission. If the electronic mail or transmission is not delivered or

effective, the association will deliver the notice or other communication to the owner by either of the methods identified in Paragraph (B)(1)-(3), above.

Any conflict between these provisions and any other provisions of the Declaration and Bylaws will be interpreted in favor of this amendment allowing the Association to use electronic communications to the extent permitted by Ohio and Federal law, establishing a method to use mail-in and electronic ballots for voting purposes, and permitting meetings to be conducted utilizing Authorized Communications Equipment. The invalidity of any part of the above provision does not impair or affect in any manner the validity or enforceability of the remainder of the provision. Upon the recording of this amendment, only owners of record at the time of the filing have standing to contest the validity of this amendment, whether on procedural, substantive, or any other grounds. Any challenge to the validity of this amendment must be brought in the court of common pleas within one year of the recording of this amendment.

The River Oaks Association, Inc. has caused the execution of this instrument this 1st day of March, 2021.

RIVER OAKS ASSOCIATION, INC.

By: David Anderson
David Anderson, Secretary

STATE OF OHIO)
) SS
COUNTY OF LICKING)

BEFORE ME, a Notary Public, in and for said County, personally appeared the above named River Oaks Association, Inc., by its Secretary, who acknowledged that he did sign the foregoing instrument and that the same is the free act and deed of said corporation and the free act and deed of him personally and as an officer.

I have set my hand and official seal this 1st day of March, 2021.

Darla Weber
NOTARY PUBLIC



