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Bryan A. Long Licking County Recorder

AMENDMENTS TO THE
BYLAWS
OF
RIVER OAKS ASSOCIATION, INC.

**PLEASE CROSS MARGINAL REFERENCE WITH THE BYLAWS OF RIVER
OAKS ASSOCIATION, INC., RECORDED AT INSTRUMENT NO.
202107070020358 OF THE LICKING COUNTY RECORDS.**

**AMENDMENTS TO THE
BYLAWS OF RIVER OAKS ASSOCIATION, INC.**

RECITALS

- A. The 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 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 voting power of the Board of Directors, executed, in person at a Board meeting, an instrument in writing setting forth specifically the matters to be modified (the "Amendments").
- E. The Association has complied with the proceedings necessary to amend the Bylaws, as required by the Bylaws, in all material respects.

AMENDMENTS

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

DELETE BYLAWS ARTICLE TWO, SECTION 2.06 entitled, "Members Entitled to Vote: Voting Rights," in its entirety. Said deletion to be taken from the Bylaws, as recorded at Licking County Records, Instrument No 202107070020358.

INSERT a new BYLAWS ARTICLE TWO, SECTION 2.06 entitled, "Voting Rights." Said new addition, to be added to the Bylaws, as recorded at Licking County Records, Instrument No 202107070020358, is as follows:

Section 2.06. Voting Rights.

Each lot is allocated one vote. When more than one person holds an ownership interest in any lot, all persons are Members and the vote for the lot will be exercised as they among themselves determine, but in no event will more than one vote be cast with respect to any one lot.

Any conflict between the above provisions and any other provisions of the Protective Covenants & Building Restrictions for River Oaks Phases I-VIII and Bylaws will be interpreted in favor of the above modification to clarify that voting is based on one vote per lot owned. 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.

AMENDMENT B

DELETE BYLAWS ARTICLE TWO, SECTION 2.07 entitled, "Quorum," in its entirety. Said deletion to be taken from the Bylaws, as recorded at Licking County Records, Instrument No 202107070020358.

INSERT a new BYLAWS ARTICLE TWO, SECTION 2.07 entitled, "Quorum; Adjournment." Said new addition, to be added to the Bylaws, as recorded at Licking County Records, Instrument No 202107070020358, is as follows:

Section 2.07. Quorum; Adjournment. The Members in good standing who are present, in person or by proxy, constitute a quorum for any Association meeting. Under no circumstance, however, can any action required by law, the Protective Covenants and Building Restrictions, or these Bylaws to be authorized or taken by Members entitled to exercise a designated proportion of the voting power be authorized or taken by a lesser proportion. Members entitled to exercise a majority of the voting power at a meeting may adjourn the meeting to another date; if the date, time, and place to which the meeting is adjourned to are fixed and announced at the meeting, no additional notice to the Members is needed. For purposes of quorum, a Member in good standing is defined a Member who is current in the payment of any assessment or amount owed to the Association as of the date of the meeting.

Any conflict between this provision and any other provisions of the Protective Covenants & Building Restrictions for River Oaks Phases I-VIII and Bylaws will be interpreted in favor of this amendment regarding quorum at Association

meetings. 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 contest or other legal 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.

AMENDMENT C

INSERT a new PARAGRAPH to the end of BYLAWS ARTICLE THREE, SECTION 3.01(B). Said new addition, to be added to the Bylaws, as recorded at Licking County Records, Instrument No 202107070020358, is as follows:

In addition, each Director must be an Owner or the spouse of an Owner. If an Owner is not an individual, that Owner may nominate for the Board of Directors any principal, member of a limited liability company, partner, director, officer, or employee of that Owner to serve on the Board of Directors. A trustee or a qualified beneficiary of a trust which owns the lot is also eligible to serve as a Director. No lot may be represented by more than one person on the Board at any one time.

Directors must be in good standing. "Good standing" means the Director is not an adverse party in any litigation involving one or more of the following parties: the Association, the Board or any Director (in that Member's capacity as a Director). Good standing also requires that the Director not be more than 60 days delinquent in the payment of any fees or assessments owed to the Association. Any current Director not in good standing, as defined in this Section, at the time this amendment is recorded with the Licking County Recorder has 30 days to become in good standing, otherwise they may be removed by a majority vote of the remaining Directors.

INSERT a new PARAGRAPH to the end of BYLAWS ARTICLE THREE, SECTION 3.04. Said new addition, to be added to the Bylaws, as recorded at Licking County Records, Instrument No 202107070020358, is as follows:

In addition, the Board, by a majority vote, may remove any individual Director and create a vacancy on the Board, if:

(A) by order of court, the Director has been found to be of unsound mind;

(B) the Director files for bankruptcy or has been adjudicated bankrupt;

(C) the Director is or has been convicted of a felony for theft or other theft related crime, including larceny, forgery, false pretenses, fraud, embezzlement, conversion, or any conspiracy related to any theft-related crime, at any time in the past, or convicted of a felony for any other type of crime within the last 10 years;

(D) the Director is no longer a member in good standing as defined in Bylaws Article Three, Section 3.01(B), as amended;

(E) the Director is physically incapacitated in a manner that prohibits the Director from voting or participating in Board meetings; or

(F) the Director fails to attend three consecutive meetings.

Any conflict between these provisions and any other provisions of the Protective Covenants & Building Restrictions for River Oaks Phases I-VIII and Bylaws will be interpreted in favor of this amendment regarding the qualifications and removal of Directors. The invalidity of any part of the above provision will 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.

