

EXHIBIT D

BY-LAWS

OF

SYCAMORE SPRINGS OWNERS ASSOCIATION

ARTICLE I

Name and Location

The name of the corporation is SYCAMORE SPRINGS OWNERS ASSOCIATION, hereinafter referred to as the "Association." The principal office of the corporation shall be located in the City of Springboro, Warren County, Ohio, but meetings of Members and Trustees may be held at such places within the State of Ohio as may be designated by the Board of Trustees.

ARTICLE II

Definitions

Section 1. "Association" shall mean and refer to SYCAMORE SPRINGS OWNERS ASSOCIATION, its successors and assigns.

Section 2. "Property" shall mean and refer to that real property described or referenced in the Declaration of Covenants, Conditions, and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association in accordance with the provisions of said Declaration.

Section 3. "Common Area" shall mean all real property owned by the Association. The Common Area is sometimes referenced as Non-Building Lot. The Non-Building Lots are the areas used for open space or for detention ponds.

Section 4. "Lot" shall mean and refer to the lots shown upon any recorded record plan of a subdivision of the properties with the exception of the Common Area. The term shall contemplate that the lot is improved with a single family detached home.

Section 5. "Owner" shall mean and refer to the record Owner, whether one or more persons or entities, of the fee simple title to any lot which is subdivided from a part of the properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to Oberer Development Co., its successors and assigns.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions applicable to the property recorded in the Office of the Recorder of Warren County, Ohio.

Section 8. "Member" shall mean and refer to those persons entitled to membership in the Association as provided in the Declaration.

Section 9. "Recorded" shall mean duly recorded in the Office of the Recorder of Warren County, Ohio, unless otherwise clearly indicated.

### ARTICLE III

#### Meeting of Members

Section 1. Annual Meeting. The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held on the same day of the same month of each year thereafter, at the hour of 7:30 P.M. If the day for the annual meeting of the Members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 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-FOURTH (1/4th) of all of the membership votes. A special meeting may also be called by the Declarant.

Section 3. Notice of Meetings. 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 mailing a copy of such notice at least 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 the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of Members entitled to cast, or of proxies entitled to cast the votes of the Declarant and the majority of the votes of non-

Declarants, shall constitute a quorum for any action except as otherwise provided in Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the Members 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. The Members at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of the holders of enough shares to leave less than a quorum.

Section 5. Proxies. At all meetings of 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 the conveyance by the Member of his lot.

Section 6. Notice and Quorum for Assessments. Written notice of any meeting called for the purpose of taking action concerning assessments as provided in the Declaration shall be sent to all Members not less than FIFTEEN (15) nor more than THIRTY (30) days in advance of the meeting. At the first such meeting called, the initial presence of Members or of proxies entitled to cast SIXTY PERCENT (60%) of all votes shall constitute a quorum. If the required quorum is not present at the commencement of the meeting, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be ONE-HALF (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than SIXTY (60) days following the preceding meeting. The Members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

Section 7. 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 assessments due the Association.

Section 8. Voting. Each member of the Association shall have one (1) vote for each Lot owned. When more than one person or entity holds such interest or interests in any Lot, all such persons shall be members, with only one vote cast as they may agree among themselves.

## ARTICLE IV

### Board of Trustees: Selection: Term of Office

Section 1. Number. Initially the affairs of this Association shall be managed by a Board of Three (3) Trustees, who need not be Members of the Association.

Section 2. Term of Office. At the first annual meeting the Members shall elect Three (3) Trustees for a term of ONE (1) year; at each annual meeting thereafter, the Members shall elect Trustees for a term of ONE (1) year. The members may, upon a majority vote, expand the term of the Trustees to three (3) years and to provide for staggered terms to provide continuity of management by the Board.

Section 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, on the vacancy of the office, his successor shall be selected by the remaining Members of the Board and the successor shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No Trustee shall receive compensation for any service he may render to the Association. However, any Trustee may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 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 of 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 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 of 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 prior to each annual meeting of the Members, to serve from the close of such annual meeting until the close of the next annual meeting. The Nominating Committee shall make any such 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 shall be made in manner consistent with Article IV hereof.

Section 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. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

Section 3. Declarant's Trustees. Declarant shall have the sole right and authority to elect or appoint the Trustees of the Association who will serve until a special meeting of members called by the Trustees and held within 180 days after Declarant's sale of all Lots on the Property, or until Declarant waives such requirement by calling a special meeting of Members for the purpose for relinquishing such right, whichever shall first occur. At the special meeting of members called by the Trustees, or by Declarant, Declarant's sole right to elect or appoint the Trustees shall terminate and the Members of the Association shall accept the duties of the Association and elect new Trustees from among the membership for this purpose.

## ARTICLE VI

### Meetings of Trustees

Section 1. Regular Meetings. Regular meetings of the Board of Trustees shall be held quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then the meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Trustees shall be held when called by the President of the Association, or by any two Trustees, after not less than THREE (3) days notice to each Trustee. Said notice requirement may be waived by any Trustee entitled thereto.

Section 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 Trustees present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

## ARTICLE VII

### Power and Duties of the Board of Trustees

Section 1. Powers. The Board of Trustees shall have power to:

(a) Adopt and publish rules and regulations governing the use of the Common Area, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof.

(b) Suspend the voting rights and any or all other of the rights and privileges of membership in the Association of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association.

(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, the Articles of Incorporation, or the Declaration.

(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.

(e) Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 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-FOURTH (1/4th) of the Members who are entitled to vote.

(b) Supervise all officers, agents and employees of the Association, and to see that their duties are properly performed.

(c) As more fully provided in the Declaration, to:

(i) fix the amount of the annual assessment against each lot at least THIRTY (30) days in advance of each annual assessment period;

(ii) send written notice of each assessment to every Owner subject thereto a least THIRTY (30) days in advance of each annual assessment period; and

(iii) foreclose the lien against any property for which assessments are not paid within THIRTY (30) days after due date or to bring an action at law against the Owner personally obligated to pay the same.

(d) Issue, or to cause an appropriate Officer to issue, upon demand by any member, a certificate setting forth whether or not any assessment has been paid. A reasonable charge 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 (if appropriate) on property owned by the Association.

(f) Cause all Officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

(g) Cause the Common Area to be maintained.

(h) Perform the duties imposed on the Association by the Declaration and as permitted by the Non-Profit Corporation Act of the State of Ohio.

## ARTICLE VIII

### Officers and Their Duties

Section 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 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 3. Term. The Officers of this Association shall be elected annually by the Board and each shall hold

office for ONE (1) year unless he shall sooner resign, or shall be removed or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may appoint 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 5. Resignation and Removal. Any Officer may be removed from office with or without cause by a vote of all of the Members of the Board, with or without a meeting. 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 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 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 office except in the case of special offices created pursuant to Section 4 of this Article.

Section 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; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all promissory notes.

(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 of 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 the 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 accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Trustees; shall co-sign all checks and promissory notes of the Association (co-signing of checks shall be with any other officer as the Board of Trustees directs from time to time); keep proper books of account; 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 of the Association shall appoint such committees as they deem appropriate in carrying out the purpose of the Association.

## ARTICLE X

### 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 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.

## ARTICLE XI

### Assessments

As more fully provided in the Declaration, each Owner is obligated to pay to the Association assessments (Common Expenses) which are secured by a continuing lien upon the property against which assessment is made. Any assessments which are not paid when due, shall be delinquent. If the assessment is not paid within THIRTY (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of TEN PERCENT (10%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the

amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his lot.

## ARTICLE XII

### Indemnification Provisions

In addition to any other right or remedy to which the persons hereinafter described may be entitled, under the Articles of Incorporation, By-Laws, Declaration, any other agreement, or by vote of the Members or otherwise, the Association shall indemnify any Trustee or officer of the Association or former Trustee or officer of the Association, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a Trustee or office of the Association, against expenses (including attorney fees), judgment, fines and amounts paid in settlement actually and reasonable incurred by him or her in connection with such action, suit or proceeding if the or she acted in good faith and in a manner he or she reasonable believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action that was believed not to be unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

## ARTICLE XIII

### Corporate Seal

The Association shall not adopt a seal.

## ARTICLE XIV

### Amendments

Section 1. Vote. These By-Laws may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy.

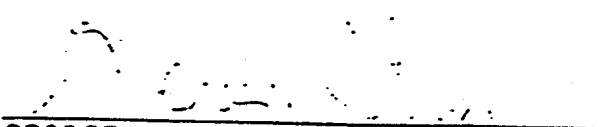
Section 2. Conflict with Declaration. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

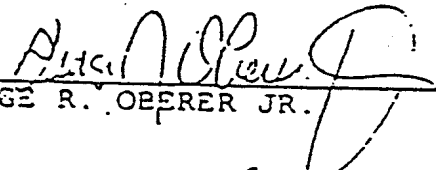
ARTICLE XV

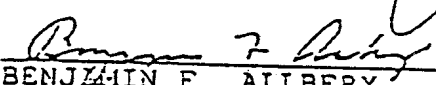
Miscellaneous

The fiscal year of the Association shall begin on the 1st 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.

IN WITNESS WHEREOF, we, being all of the Trustees of SCYMORE SPRINGS OWNERS ASSOCIATION have hereunto set our hands this 20th day of June, 1990.

  
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GEORGE R. OBERER SR.

  
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GEORGE R. OBERER JR.

  
\_\_\_\_\_  
BENJAMIN F. ALLBERY

TRUSTEES

TRANS\* NOT NECESSARY 12967  
NICK NELSON, AUDITOR  
WARREN COUNTY, OHIO

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AUG 20 1990

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WARREN COUNTY RECORDS DEPARTMENT

OR 584 PAGE 763

*By Ron Amadio*