

BY-LAWS OF THE CORPORATION
KAMP-A-LOTT PROPERTY OWNERS ASSOCIATION

ARTICLE I - NAME

The name of this Association, which is a not-for-profit corporation, organized under the laws of the State of Ohio, shall be KAMP-A-LOTT PROPERTY OWNERS ASSOCIATION, hereinafter called "The Association" or Kamp-A-Lott, POA.

ARTICLE II - PURPOSE

The purpose of the Association shall be:

- A. To promote the interests of those persons who own property in Kamp-A-Lott, a subdivision of Logan County, Ohio.
- B. To promote the safety and health of those persons owning property in Kamp-A-Lott, a subdivision of Logan County, Ohio.
- C. To promote cleanliness, beautification and protection of the property located within Kamp-A-Lott, a subdivision of Logan County, Ohio.
- D. To act as custodian of Kamp-A-Lott Property Owners Association funds.
- E. To own real property within Kamp-A-Lott, a subdivision of Logan County, Ohio, for the purpose of establishing community recreational areas, and equipping these areas with recreational equipment for the use and benefit of the members of the Association.
- F. To engage in all lawful civic activities duly authorized by Ohio Law, and all lawful civic activities not specifically prohibited by any act, statute or law of the State of Ohio.

ARTICLE III - MEMBERSHIP

Section I. Eligibility. Any person who now or hereafter owns property in Kamp-A-Lott, subdivision for camping purposes in Logan County, Ohio, shall be a member in The Association. A husband and wife shall be considered only one property owner and together, hold one membership in The Association. Ownership of more than one property does not create more than one voting privilege in The Association.

Section II. Prerogatives. All members in good standing shall enjoy the said rights and privileges. Each member in good standing shall be eligible for election to the Board of Directors and for appointment to standing or special committees.

Section III. Membership. Each property owner shall be granted membership in The Association. Membership is defined as deeded property owner(s) and spouse. Land contract, purchase agreements, leases and other financial arrangements do not constitute membership in the Association. Your name or spouse's name must appear on the deed to be a member of the association. No property owner will be granted more than one membership in The Association. Individual ownership, joint ownership, including, but not limited to, husband and wife, partnerships or corporations shall have one individual responsible for all matters pertaining to membership and shall be entitled to one vote.

Section IV. Automatic Suspension. If financial obligations are not current, or member has ignored notification of camp violations, the member's right to vote, hold office or committee appointment, or use facilities owned by the Association will be automatically suspended. These rights shall be reinstated when the member is in good standing with the Association. If the property is sold within this time, all financial and legal obligations to the Association automatically transfer to the new owner.

ARTICLE IV - FEES, CHARGES AND ASSESSMENTS

Section I. Assessments. The Association shall establish a regular assessment to be paid by each member. Such assessment is to be paid before the next billing cycle. Any changes in the current assessment are proposed by the Board of Directors and are then voted on by the membership at the next General Meeting. Changes in assessment charges require a 30-days notice to the Membership that such a vote will take place and require approval of the majority of members present at a Property Owners Association meeting.

Section II. Electric fee. The Board of Directors of the Association shall be responsible for determining the rate charged to the membership for electricity consumed on each individual lot. The rate will be set in February of each year using an average of the monthly per kw/hr rates charged by Kamp-A-Lott's electric provider (currently DP+L) during the previous calendar year (January through December). The form containing the rate information shall be made accessible to the Membership upon request.

Any change in the method used to calculate the electric rate will require a vote of approval from the majority of members present at a Property Owner's Association meeting.

Additionally, the Board of Directors shall have the authority to levy penalties against members who fail to install and/or maintain an approved metering device on their electric service.

Section III. Lien. The Association shall have the right to place a lien on the lot of each owner, second only to the liens for taxes and any recorded deed or trust mortgage or other security instrument now existing including any and all court costs and reasonable attorney fees incurred in connection with the collection of same.

Section IV. Fines. The Board of Directors shall have the right to levy fines for any infractions of the Rules and Regulations, By-Laws or Deed Restrictions. All fines not to exceed the monthly assessment at the time of infraction and will be levied monthly until infraction is corrected.

ARTICLE V - MEETINGS OF MEMBERSHIP

Section I. Place and Time of Meetings. All meetings of the membership shall be held at such time and place in Logan County, Ohio, as stated in the Notice of Meeting.

Section II. Annual Meeting. The Annual Meeting shall normally be held the first Saturday following July 4th and in no event later than the first thirty (30) days of the fiscal year (July 1 to June 30). The purpose of the annual meeting shall be the election of such Directors as are necessary to fill Directorships expiring at the time of said meeting. Presentation of an annual report by the President, a financial statement by the Treasurer and such other business as may come before the meeting.

Section III. Special Meetings. The President, The Board of Directors, or twenty-five (25) members may call a special meeting of the membership. Business transacted at any special meeting shall be confined to the purpose stated in the Notice of Meeting.

Section IV. Notice. Written or printed notice stating the place, day and hour of the meeting and in the case of special meetings, the purposes for which the meeting is called, shall be given not less than fourteen (14) days before the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officer or person(s) calling the meeting, to each member entitled to vote at such meeting.

Section V. Quorum. A quorum shall consist of members of The Association, in good standing, present, either in person or by proxy.

Section VI. Voting. Each property owner shall be entitled to one (1) membership in The Association and shall be entitled to one (1) vote in matters that may properly come before the meeting. All matters brought to a vote of the membership pertaining to By-laws; assessments or election of Directors must be done by secret ballot. Each ballot shall be printed and marked with a registration number to verify the number of ballots issued. At no time, may this registration number be used in any fashion that would result in the identity of the voter being revealed. Except as otherwise provided by law, or by these By-laws, a majority of the votes cast by the members at a meeting duly called at which a quorum is present shall be sufficient to take or authorize action upon any matter which may properly come before the meeting. Voting shall be conducted either in person or by proxy. Any member may act as proxy for any one or more of the other members. A person who is not a member of The Association in good standing may not exercise a proxy vote. All proxies shall be in writing, dated and signed, except that a spouse shall be deemed the proxy of his or her spouse. A proxy may be either general or limited to a specific proposition. No proxy shall be valid for more than forty (40) days from the date of its execution. For counting of votes, all votes shall be tallied on a board visible to the membership. Counters of the ballots may not be board members, a board candidate or related to either a board member or a board candidate. A board member shall supervise the count. Any election may be contested (grieved), provided a petition containing the signatures of 25 members in good standing is presented to the Board of Directors on or before the 30th day following the election, citing, **under the By-laws**, the reason for the contest. If the Board's response to a grievance is unacceptable to the grieving parties, the petitioners may then elevate the grievance to the Grievance Committee, composed of two (2) board members, appointed by the Board of Directors, two

(2) non-board members, appointed by the petitioners and an attorney agreed upon by **Both** parties if the previously named four (4) members cannot, **with reasonable compromise**, resolve the issue being grieved. The decision of this committee will be final, and must be respected by both parties.

Section VII. Membership List. The Secretary and Treasurer shall keep a complete list of all members in good standing and entitled to vote. This list shall be arranged in numerical order by lot number and shall be produced and kept at the place of the meeting during the proceedings.

ARTICLE VI - BOARD OF DIRECTORS

Section I. Management. The business of The Association shall be managed by and under the control of the Board of Directors, who may exercise all such powers of The Association and do all such lawful acts as are not, by statute or by these By-Laws, directed or required to be exercised or done specifically by the members. The Board of Directors shall be empowered to employ such persons, as it deems necessary to operate and maintain the property in a satisfactory manner. The Board of Directors shall be empowered to establish the duties, responsibilities, performance, wages and compensation of all employees. Further, the Board of Directors shall promulgate rules and regulations governing the use of the facilities and conduct of the membership. These rules and regulations shall be reviewed and/or amended at least annually, or as necessary, by the Board of Directors and distributed to all members of the Association for their approval and vote of approval at the general meeting.

Section II. Number, Qualifications, Election and Term. The Board of Directors shall consist of nine (9) Directors. Directors shall be elected for a term of three (3) years at the annual meeting of the membership. No person may be a Director who is not a member in good standing of The Association. No Director who is an employee of the Corporation shall be entitled to vote on any matter pertaining to employment or employment related compensation of any person. No more than one family member or extended family member may serve on the Board at the same time.

Section III. Vacancy. In the event an elected Director dies, resigns, ceases to be a member of The Association, becomes physically unable to carry on his/her duties or fails to perform the duties of his/her office, the Board shall by an affirmative vote of the majority of the remaining Directors elect a successor to serve for the unexpired term of his/her predecessor in office.

Section IV. Suspension and Removal. The Board of Directors may suspend a Director for cause or whenever the Board shall determine that the incumbent is physically incapable of performing the duties of such office. Two-thirds majority votes by the eligible members present of the Board of Directors shall be required for such action. The Director affected shall be given, by certified mail, written notice of any such proposed action of the Board, together with the detailed statement of the reason therefore at least ten (10) days before suspension action by the Board. The Director may appear in person or present a statement in opposition to the proposed action. At the first membership meeting following the Board's suspension of the Director, the eligible voting membership present at the meeting shall uphold or reject the Board's action. A majority affirmative vote of the eligible voting membership present at the meeting shall cause the Director to be removed from the Board. A majority affirmative vote of the eligible voting membership present at the meeting shall uphold or reject the Board of Directors selection of a successor Director.

Section V. Meetings. Meetings of the Board of Directors, regular or special are to be held within Logan County, specifically within the confines of the campground. Any change in time and location must be notified to the membership of The Association at least ten (10) days before such meeting takes place. Regular meetings of the Board of Directors will take place on the second Saturday of each month starting at 9:00 a.m. and will be held in the office during the winter months and in the Lodge during the season. The President or the Secretary on the written request of two Directors may call special meetings of the Board of Directors. Written notice of a special meeting shall be given to each Director at least ten (10) days before the day of the meeting. A notice of such meeting is to be posted on the board at the gate at least ten (10) days before such meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.

Section VI. Quorum. A majority of the Board of Directors (2/3rds) shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which a quorum is present, shall be the act of the Board of Directors, except as otherwise specified provided by statute or by the Articles of Association By-laws.

Section VII. Action without a meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting when consent in writing, setting forth the action so taken, is approved by two-thirds majority of the Directors. The action taken shall be recorded, at the next meeting of the Board of Directors.

ARTICLE VII - OFFICERS

Section I. Number and Qualifications. The officers of The Association shall consist of a President, Vice-President, a Secretary and a Treasurer. Each of these officers must be a member of the Board of Directors. The Board of Directors shall elect each of these officers to their office at their first meeting after the annual meeting of the members. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors at any time. The same person cannot hold two or more offices. No person who is an employee of the Corporation and member of the Board of Directors may serve as an elected or appointed officer of the Board.

Section II. Term. The Officers of the Association shall hold office until their successors are chosen. Any officer elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors whenever, in their judgment the best interest of The Association will be served thereby.

Section III. President. The President in addition to being a Director shall be the Chief Executive Officer of The Association and shall preside at all meetings of the members of The Association and the Board of Directors. He/she shall have general responsibility for the activities of The Association and the powers and duties usually associated with the office of President; and shall have such other powers and perform in such other duties as may be described by the By-laws or by the Board of Directors. He/she shall serve on all committees and exercise general supervision over their work in order to assure the most effective operation of The Association. He/she shall have authority to make and enter into contracts, and all other written instruments of any character appropriate to any other powers or duties of the President, in the name of and binding upon The Association, all of which are subject to the approval of the Board of Directors.

Section IV. Vice-President. The Vice-President, in addition to being a Director shall in the absence or disability of the President, perform the duties and have such other powers as the Board of directors shall prescribe or as the President may delegate.

Section V. Secretary. The Secretary, in addition to being a Director, shall attend all meetings of the Board of Directors and all meetings of the membership and record all proceedings of such meetings in a file kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors. The Secretary shall be responsible for all correspondence pertaining to the business of The Association and shall perform such duties as may be prescribed by the Board of Directors or the President, under whose supervision he/she shall be.

Section VI. Treasurer. The Treasurer, in addition to being a Director, shall have custody of Association funds. Keep full and accurate accounts of receipts and disbursements and books belonging to The Association and shall deposit all monies and all other valuable effects in the name of and to the credit of The Association in such depositories as may be designated by the Directors. Disburse funds of The Association as may be ordered by the Directors, taking proper vouchers for such disbursements. All disbursements of funds shall require the signature of not less than two (2) officers. The Treasurer shall render an account of all transactions and the financial condition of The Association to the President and the Board of Directors at its regular meetings, and when the Board of Directors so requires. The Association may require the Treasurer, at The Association's expense, to be bonded and the books to be audited annually by an outside accounting firm. Such audit shall be completed prior to the annual meeting of the membership.

Section VII. Duties and Responsibilities. Each of the four (4) primary officers shall have an individual position description which details all responsibilities of the office to which they are elected. Position descriptions shall be reviewed by the Board of Directors annually and updated as necessary to include new or revised responsibilities or to remove obsolete functions.

Section VIII. Vacancies. If an officer shall die, resign, become physically unable to carry on his/her duties, or is removed for just cause, the Board shall fill the vacancy with a qualified Board member. This will create a vacancy that the Board will fill, with a Member of the Association, until the next General Meeting. At that time, the membership will vote on a replacement to finish out the designated term.

ARTICLE VIII – COMMITTEES

The Board of Directors shall appoint such committees as from time to time the Board of Directors shall think proper. Members of such committees shall be chosen from the Board of Directors or from the membership of the Association.

ARTICLE IX – MISCELLANEOUS

Section I. Notices. Whenever, under the provisions of these By-laws, notice is required to be given to any member, Director or officer, such notice may be given personally or may be given in writing by depositing the same in the United States mail addressed to the person to receive same at his/her address as it appears on the books of The Association, with ordinary

postage thereon prepaid. Presence at any meeting shall constitute a waiver of notice of such meeting, except where attendance is for the purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section II. Newsletter. Publication in the Newsletter of notices to the general membership is sufficient as long as the lead-time (30 days) according to these By-laws, is adhered to.

Section III. Use of Facilities and Equipment. All members in good standing, shall be entitled to full use and enjoyment of all facilities owned by the Kamp-A-Lott Property Owners Association which includes, but is not limited to, restrooms, laundry, playgrounds, sports areas, recreation center, lodge and swimming pool.

Section IV. Checks and Notes. All checks or demands for money and notes of The Association shall be signed by no less than two (2) officers. The President, Vice-President, Treasurer or Secretary of the Board of Directors shall constitute at least one (1) of the two (2) signatures required.

Section V. Rules of Order. Except where inconsistent with these By-laws or the laws of the State of Ohio, Robert's Rules of Order (latest revision) shall govern the conduct of the meetings of the members of The Association and the meetings of the Board of Directors.

ARTICLES X - AMENDMENTS

The By-laws of The Association, may be amended by the affirmative vote of two-thirds (2/3) of the members, present and voting at any duly constituted meeting of the membership; provided, however, that no provision of the By-laws be amended, repealed or adopted when the effect of such action is inconsistent with the status of The Association, as a not-for-profit corporation, under the Laws of the State of Ohio.

ARTICLE XI - DEED RESTRICTIONS

Section I. Update of Deed Restriction. Upon approval of the By-laws by the general membership of The Association, The Board of Directors will update the requirements of the Deed Restrictions to reflect conditions currently existing in the Park.

Section II. Membership Approval. Upon completion of the updated Deed Restrictions, these together with a copy of the old Deed Restrictions will be sent to the membership in time for them to review prior to the general meeting. Then in writing approve/disapprove the updated document. (See Section III below).

Section III. State Requirement. Deed restrictions must be recorded and on record with the State and approved by the State prior to being submitted to and recorded at the Court House in Bellefontaine.

Section IV. Requirement for Record at Court House. Changes of the Deed Restrictions require that two-thirds (2/3) of total owners, including all named owners on the Deed located at the Court House in Bellefontaine, approve the Deed Restrictions in writing, prior to their being accepted at the Court House. A stamp of authenticity by a notary public must be shown. A notary will be provided at the time of signing or in the office on Saturday mornings.

Updated and amended June 2, 2007.