

# **CONSTITUTION AND BY-LAWS**

## **LIBERTY HILL HOMEOWNERS ASSOCIATION, INC.**

### **UNITED STATES CONSTITUTIONAL RIGHTS**

The subdivision known as Liberty Hill, located in the City of Solon, Ohio, recognizes the importance of a binding Constitution and By-Laws. In recognition of the rights guaranteed under the United States Constitution and its Amendments, as well as the laws of the State of Ohio and ordinances of the City of Solon, it is affirmed that the Constitution and By-Laws of the Liberty Hill Homeowners Association, Inc. shall be applicable to all members. The United States Constitution and its Amendments take precedence over the Constitution and By-Laws of the Liberty Hill Homeowners Association, Inc.

### **ARTICLE I - NAME**

This organization shall be known as Liberty Hill Homeowners Association, Inc., hereinafter referred to as "the HOA," a nonprofit corporation.

### **ARTICLE II - PURPOSE**

The primary purpose of this HOA is to create a collective of property owners dedicated to enhancing and maintaining the quality of life within our neighborhood. This includes active involvement in preserving our common-area green spaces (open lots, cul-de-sacs, and Liberty Hill Park). The HOA has the ability to enter into agreements and contracts to support the best interests of the HOA (including but not limited to leases with the city of Solon and contracts with service providers). We aim to elevate the standards of any future projects and cultivate connections and in our community. This purpose is further extended to promote a sense of pride, understanding, and community spirit among residents and to ensure that future projects align with our neighborhood's quality and suitability. This purpose does not include direct or indirect participation or intervention in political campaigns on behalf of or in opposition to any candidate for public office.

### **ARTICLE III - MEMBERSHIP**

#### **SECTION 1**

Membership in the HOA is voluntary and open to the residents located in or near the Liberty Hill neighborhood. Membership shall include all members of the family residing in the household of the person who chooses to participate.

#### **SECTION 2**

Prospective members may apply for voluntary HOA membership by submitting written applications to the Board of Directors or electronically through the HOA website. Membership admission is contingent upon the payment of an annual fee determined by the Board of Directors.

#### **SECTION 3**

Membership voting rights are limited to one vote per residence, and there shall be no proxy voting.

#### **SECTION 4**

Continued membership will require the annual payment of dues by April 15 of each year. All rights and privileges will be suspended until all dues are paid.

#### **SECTION 5**

Membership may be suspended, revoked, or terminated by the Board of Directors for failure of any member, their family, or guests to adhere to and comply with the HOA'S By-Laws, Rules, and Regulations. In addition, the sale of any sub-lot other than a transfer of interest between spouses/partners shall terminate membership.

### **ARTICLE IV - BOARD OF DIRECTORS**

#### **DUTIES & OBLIGATIONS**

The control, administration, and general management of the affairs, funds, records, and property of the HOA shall be vested in the Board of Directors. The Board of Directors is expected to support maintenance of common green spaces, attend special events, create an inclusive and inviting community, and support Membership activities. The Board of Directors will consist of Officers and Trustees. The Board of Directors will consist of an odd number of individuals, minimum of seven(7) and a maximum of eleven (11). Each household is permitted no more than one voting member on the Board of Directors at any time.

#### **SECTION 1**

The Trustees will consist of Members in good standing (and who are not current Officers), each possessing an equal voting privilege. The role of a Trustee is to represent Members, participate and interact with the Officers but not carry any specific responsibilities. Trustees shall be elected by a majority vote from the Members.

Initially, the Trustees will comprise four (4) individuals, each possessing an equal voting privilege. Trustees will be elected during the initial Annual Meeting for the following terms: two (2) trustees are to be elected for a full three fiscal-year term, and one (1) trustee is to be elected for a complete two fiscal-year term, and one (1) trustee is to be elected for a complete one fiscal-year term.

Following the first Annual Meeting, all Trustees will serve a standard term of three complete fiscal years, continuing until their successors are duly elected and qualified.

The count of Trustees can be adjusted as needed through a majority vote by the Members present and entitled to vote during an Annual Meeting or a specially convened Special Meeting. Any alteration in the number of Trustees will be documented through an amendment to these By-Laws.

#### **SECTION 2**

The corporate powers, business, property, and affairs of the HOA shall be exercised, conducted, managed, and operated by the Board of Directors, except for powers reserved to the HOA as a whole in these By-Laws.

### **SECTION 3**

The Board of Directors shall meet quarterly and as often as deemed necessary, with a minimum of seven (7) days' notice given to each Board of Directors Member unless waived by two (2) Board of Directors Members. The first meeting of the Board of Directors shall be held within twenty (20) days after the first Annual Meeting. A quorum for Board of Director Meetings shall be 40%, and a majority vote of the total Board of Directors shall be necessary for approvals..

### **SECTION 4**

During a regular Board of Directors Meeting, a majority vote of the total Board of Directors may recall any Board of Director for any purpose, regardless of the office held. The Board of Directors shall appoint a replacement to serve until the next Annual Meeting.

### **SECTION 5**

One (1) Board of Directors Member or their designated representatives from the membership will subscribe to City Hall agendas and be assigned to monitor selected City events such as City Council meetings, committee meetings, Zoning and Planning Commission meetings, recreation meetings, etc., and report any City proposed changes that may affect the general membership of the HOA.

### **SECTION 6**

Annual budget shall be presented by the Board of Directors and approved by the Members at the Annual Meeting with a motion & a second. Expenditures exceeding 20% +/- approved Annual budget require majority approval by the Board of Directors.

## **ARTICLE V - OFFICERS**

### **SECTION 1**

Additional Members of the Board of Directors will include the Officers. The HOA Officers shall consist of a President, Vice President, Corresponding Secretary, Responding Secretary and Treasurer, all of whom shall be elected by a majority vote from the Members. Officers shall be elected during a Special Meeting within 6 months prior to commencement of the term. Officers shall serve for three years and hold office until their successors are elected and qualified.

### **SECTION 2**

The Officers shall perform duties generally carried out by Officers of similar Corporations and/or HOAs and include the following:

- **President:** The President is the HOA's key leader, presiding over Annual Meetings and Special Meetings, mediating conflicts, representing the HOA to the community, ensuring compliance, managing finances, and overseeing projects, all while promoting community unity and ensuring safety.
- **Vice President:** The Vice President of the HOA provides crucial support to the President, often filling in during their absence. They assist in overseeing projects, decision-making, and ensuring the association's smooth operation. This role is essential for maintaining leadership continuity and facilitating the day-to-day functioning of the HOA.
- **Corresponding Secretary:** The corresponding secretary primarily handles external communication and is responsible for keeping residents and external parties informed about HOA activities. This role involves tasks like sending out newsletters, managing email correspondence, and ensuring timely responses to inquiries from residents and external stakeholders. The corresponding secretary plays a key role in fostering a sense of community within the neighborhood by keeping everyone updated on HOA events, news, and relevant information.
- **Responding Secretary:** The responding secretary, sometimes referred to as the communications secretary, focuses specifically on responding to inquiries, requests, and concerns from residents and external entities. This role involves promptly addressing emails, letters, and phone calls, providing information, and coordinating with other HOA members to resolve issues or forward them to the appropriate channels. The responding secretary's primary responsibility is to ensure efficient and courteous communication, enhancing the neighborhood's reputation for responsiveness and customer service.
- **Treasurer:** The Treasurer shall collect and securely hold all HOA funds in designated accounts, maintain a precise record of all financial transactions, deposit funds in the name of the HOA, subject to withdrawal with the authorization of the Board of Directors, and pay all obligations upon approval by the President. Expenditures exceeding 20% +/- approved Annual budget require Board of Directors approval. The Treasurer shall present a financial report at each Annual Meeting and Special meeting detailing projected & actual budget expenditures.

## ARTICLE VI - MEETINGS

### SECTION 1

The HOA shall hold meetings including at least one (1) Annual Meeting. These meetings shall be conducted at a location designated by the Board of Directors. Written/email notice of each meeting shall be sent to each member at least ten (10) days before the meeting. The purpose of these meetings shall include conducting regular business, providing updates, and addressing any issues brought before the members.

### SECTION 2

Special Meetings of the HOA may be called by the Board of Directors or upon a petition by at least ten percent (10%) of members in good standing. Written/email notice of a Special Meeting shall be given to each member at least ten (10) days before the meeting. The Special Meeting agenda shall be limited to the contents of the notice.

### **SECTION 3**

A quorum for any Annual Meeting or Special Meeting shall consist of members in good standing who are present. For Board of Directors elections (Trustees & Officers) and By-Laws revisions, a majority vote of qualified voters present shall be sufficient to approve all business. Trustees & Officers shall be elected by secret ballot based on a majority vote of those present.

## **ARTICLE VII - DUES AND ASSESSMENTS**

### **SECTION 1**

Membership dues shall be determined by a two-thirds vote of the Members in attendance at an Annual Meeting or Special Meeting.

## **ARTICLE VIII - FISCAL YEAR**

The fiscal year of the HOA shall run from May 1 of one year to April 30 of the following year.

## **ARTICLE IX - AMENDMENTS**

These By-Laws may be adopted, changed, amended, or repealed by a two-thirds majority vote of members present, as specified in ARTICLE III, SECTION 3, at any Annual Meeting or Special Meeting convened for that purpose. Proposed modifications to the By-Laws must be submitted to the Board of Directors in writing at least ten (10) days before the aforementioned Annual Meeting or Special Meeting.

## **ARTICLE X - DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after settling all liabilities of the corporation, distribute all remaining assets exclusively for charitable, educational, religious, or scientific purposes to organizations qualified as exempt organizations under the Internal Revenue Code, as determined by the Board of Directors.

(These By-Laws were initially adopted by the HOA on June 8, 1976, and subsequently amended in December 1979 (see the underscored changes). Further amendments were made in January 2024.)