

BY-LAWS OF THE STONEHILL COMMUNITY ASSOCIATION

dba – STONE RIDGE TOWNHOMES

ARTICLE ONE

NAME AND LOCATION: The name of the corporation is the Stonehill Community Association, herein after referred to as the Association. It also is known as the Stone Ridge Townhomes. The principal office of the corporation shall be located at 800 Stone Ridge Place Dubuque, Iowa but meeting of the members and directors as may be held at such places within the State of Iowa, County of Dubuque, as may be designated by the Board of Directors.

ARTICLE TWO

DEFINITIONS

Section 1: “Association” shall mean and refer to Stonehill Community Association, its successors and assigns.

Section 2: “Property” shall mean and refer to that real property described in the Declaration of Restrictive Covenants for Stonehill Community Subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3: “Common Area” shall mean all real property owned by the Association for the common use and enjoyment of the owners.

Section 4: “Lot” shall mean and refer to any plot of land shown upon any recorded subdivision map of the Property with the exception of the Common areas.

Section 5: “Owner” shall mean and refer to the owner of record, whether one or more person or entities, of fee simple title to any Lot which is a part of the Property, 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 Stonehill Development Corporation and its successors and assigns if such successors and assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 7: “Declaration” shall mean and refer to Declaration of Restrictive Covenants for Stonehill Community Association of the City of Dubuque, Iowa.

Section 8: “Member” shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE THREE

MEETING OF MEMBERS

Section 1 – Annual Meetings: The annual meeting shall be held on the LAST Monday in the month of November, commencing in 1976.

Section 2 – Special Meetings: Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of one fourth (¼) of the eligible member voters.

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, postage prepaid, at least 15 days before such meeting, to each member, entitled to vote, 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 such 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, one fourth (1/4) of the votes shall constitute a quorum for any action except otherwise provided in the Articles of Incorporation, the Declaration, or of these By-Laws. If however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat 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.

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 conveyance by the member of his Lot.

ARTICLE FOUR

BOARD OF DIRECTORS - SELECTION - TERM OF SERVICE

Section 1 – Directors: The affairs of this Association shall be managed by a Board of eight (8) directors, who need not be members of the Association.

Section 2 – Terms of service: At the annual meeting the members shall elect directors for terms of three (3) years.

Section 3 – Removal: Any director may be removed from the Board, with or without cause, by a simple majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining Board directors and the successor shall serve for the unexpired term of his predecessor. In the event there are no remaining directors to make such selection, the members of the Association shall make the selection.

Section 4 – Compensation: No director shall receive compensation for the service they may render to the Association, relative to their assigned duties on the Board. However, any Directors may be reimbursed for out of pocket expenditures. A director may also be paid for labor outside of their duties, where the work would otherwise have been completed by a contractor for hire. These circumstances would have to be agreed upon by the other Directors, to be of benefit to the Association.

Section 5 – Action Taken Without a Meeting: The directors 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 directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE FIVE

NOMINATION AND ELECTION OF DIRECTORS

Section 1 – Nomination: Nominations for the election to the Board of Directors shall be made by any Board Member or the nomination may be made to the Board by any two (or more) Members of the Association. Any Member can also put forth themselves for an open Director's seat from the floor of the annual meeting.

Section 2 – Election: The election to the Board can be made by written ballot, if a position has multiple candidates. At such election the members or the proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. In the event of elections with unopposed candidates, a call for a show of hands will suffice and the Secretary shall record the counts. The candidate with the greater votes shall be seated. Cumulative voting is not permitted.

ARTICLE SIX

MEETING OF DIRECTORS

Section 1 – Annual and Regular Meetings: The Annual meeting of the Board of Directors shall follow the membership annual meeting. This combined meeting shall be preceded with a written notice to the Association members thirty (30) days prior to the event in November. Regular meetings of the Board of directors shall be held monthly, without notice to the Association, at such place and time as may be fixed from time to time by resolution of the Board.

Section 2 – Special Meeting: Any Special Meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors, after not less than three (3) days' notice to each director.

Section 3 – Quorum: A majority of the number of directors (5) shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the full Board.

ARTICLE SEVEN

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1 – Powers: The Board of Directors shall have the power to:

- A) adopt and publish rules and regulations governing the use of the Common Areas and facilities, and the personal conduct of the membership and their guests thereon, and to establish penalties for the infraction thereof;
- B) suspend the voting rights and right to use the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations;

- C) exercise for the Association all powers, duties and authority vested in or delegated to the 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 Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of directors;
- E) and employ an independent contractor, a manager 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 Directors 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 required in writing by one fourth (1/4) of the membership who are entitled to vote;
- B) administer and carry out the business of the Association, 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:
 - 1) fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period;
 - 2) send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - 3) foreclose the lien against the property for which assessments are not paid within ninety (90) days after due date or to bring an action at law against the Owner personally obligated to pay the same and to include any and all Court costs and attorney fees.
- D) issue, or cause an appropriate officer to issue, upon demand by any person, 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) to employ legal counsel and such other professional and technical assistance and guidance as deemed necessary, to defend all lawsuits brought against the association and to produce and maintain adequate liability and hazard insurance on property owned by the Association;
- F) cause all officers or employees having fiscal responsibility to be bonded, as it may deem appropriate;
- G) cause the Common Area to be maintained;
- H) cause development of the property and any later additions or annexations to develop in an orderly, attractive fashion consistent with the over-all Stonehill Community concept.

ARTICLE EIGHT

OFFICERS AND THEIR DUTIES

Section 1 – Enumeration of Officers: The officers of this Association shall be the President, President-pro tempore, who must be members of the Board of Directors at all times, a Secretary and a Treasurer and 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 Board of Directors meeting, which follows each annual meeting of the membership. The office of President-pro tempore

will be assigned to the outgoing President, unless the past-president refuses the position. In that event any other Board Director can be assigned the position by the new President.

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 they should resign sooner, or shall be removed, or otherwise be disqualified to serve.

Section 4 – Special Appointments: The Board may elect such officers as the affairs of the Association may require, each of whom shall hold office for such period, having such authority, and perform such duties as the board may determine.

Section 5 – Resignation and Removal: Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the President or the Secretary. Such resignations shall take effect on the date of receipt of the 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 they replace.

Section 7 – Multiple Offices: The President may not hold more than one office. The offices of the President-pro tempore, Secretary and Treasurer may be held by the same person (but not more than two positions) and any other Director may hold two special offices pursuant to Section 4 of this article.

Section 8 – Duties of the officers:

- A) President – The president shall preside at all meetings of the Board of Directors; 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 checks and promissory notes.
- B) President-pro tempore – This officer shall act in place and stead of the President in the event of their absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of them 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; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notices of meetings of the Board and of the members; keep appropriate current records showing member 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 Directors; shall sign all checks and promissory notes of the Association; keep proper books of the account; cause and 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 statement of income and expenditures to be presented to the membership at its annual meeting, and deliver a copy of each to the members.

ARTICLE NINE

COMMITTEES

The Association shall appoint an Architectural Control Officer, who may develop an Architectural Control Committee, as provided in the Declaration. The Architectural Officer then answers to the Board of Directors. In addition, the Board may appoint other committees as they deem necessary.

ARTICLE TEN

BOOKS AND RECORDS

The books, records and papers of the Association shall be available and subject to inspection by any member, by appointment only, during reasonable business hours. So too, the Declaration, the Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member by appointment only. The Association has no principal office, as a result, the records are in storage. Some of these documents are available on the website.

ARTICLE ELEVEN

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay the Association annual and special assessments which are secured by a continuing lien upon the property against which the 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 twelve (12) percent per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclosure the lien against the property, to include any and all Court costs and attorney fees.