

June 7th, 2003
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June 7th, 2003
REGULATIONS OF
LAKE VILLAGE CLUB, INC.
A NON-PROFIT CORPORATION

ARTICLE I
DEFINITIONS

Section 1. Reference to Covenants and Restrictions.

The terms used in these Regulations, unless the context requires otherwise or unless otherwise specified herein, shall have the same meaning as in the recorded Declaration of Covenants and Restrictions for Lake Village.

Section 2. Immediate Family.

Immediate Family refers to member's relatives and includes Spouse, Parents and Children.

Section 3. Cumulative Voting.

Cumulative Voting is a system of voting which allows each voter as many votes as there are persons to be voted for, and permits him or her to accumulate these votes upon one person, or to distribute them among the candidates he or she pleases.

**ARTICLE II
NAME, LOCATION AND APPLICABILITY**

Section 1. Name.

The name of the corporation shall be LAKE VILLAGE CLUB, INC., a Non-Profit Corporation, dba. Lake Village at Pymatuning, hereinafter sometimes referred to as LVCI.

Section 2. Location.

The principal office of the Corporation shall be located in Ashtabula County, Northeast Ohio, but meetings of the Board of Directors may be held at such places designated by the Board in accordance with the provisions of these Regulations.

Section 3. Applicability.

These Regulations are applicable to all Owners of an interest in the Development, their families, tenants and guests, and any other person occupying an interest in the development, which is subject to covenants of record and to assessment by the Corporation. Each and every person who accepts a deed to, a lease of, or who occupies any interest in the development thereby consents to be bound by the provisions of these Regulations.

**ARTICLE III
MEMBERSHIP**

Section 1. Who is a Member.

Every person or entity who is a record owners of a fee or undivided fee interest in the development which is subject by covenants of record to assessment by the Corporation shall be a member of the Corporation, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

Section 2. Rights of Members.

The rights of membership are subject to the payment of annual and special assessments levied by the Corporation, LVCI, the obligation of which assessments is imposed against each owner of and becomes a lien upon the interest against which such assessments are made as provided by Article IV, Covenant for Maintenance Assessments, of the Declaration of Covenants and Restrictions to which the Development is subject.

Section 3. Suspension of Members Rights.

The membership rights of any person whose interest in the Development is subject to assessments under Article IV of the Covenants and Restrictions, whether or not he be personally obligated to pay such assessments may be suspended by the action of the Directors, by removing Member in Good Standing status, during the period when the assessments or fees remain unpaid. Upon payment of such assessments or fees his or her rights and privileges shall be automatically restored.

If the Directors have adopted and published Campground Rules governing the use of the Common Properties and Facilities, and any other property owned by the Corporation, and the personal conduct of any person thereon, as provided in the Covenants and Restrictions, the Directors may, by Majority Vote, suspend the rights of any member for violation of such Campground Rules or Campground Restrictions for a period not to exceed twelve (12) months. The Directors may by Majority Vote expel Guests of Members or Members Immediate Family Members for misconduct or violations. The Board may review an expulsion at a later date.

The Board of Directors may, by majority vote, levy a special assessment against a membership for violation of the Campground Rules or violation of the Covenants and Restrictions. The amount of any such Special Assessment must be consistent with the Schedule for Rules Violation Assessments which is published Annually on or before January 1st each year and then remain fixed for the next twelve months. A Member's status of Member in Good Standing shall be revoked if any Special Assessment for Rules Violations remains unpaid thirty (30) days after being assessed by decision of the Board. Upon payment of any such Special Assessment the Members status shall be immediately restored. Campground Rules and the Schedule for Rules Violation Assessments shall be kept in the Office of the Corporation as a matter of record, and copies thereof shall be furnished to any owner on request

ARTICLE IV VOTING and ELECTION RIGHTS and PROCEDURES

Section 1. Voting Rights.

The Corporation shall have the following classes of voting membership:

Class A.

Class A members shall be all those owners of an Interest in Phase I, Phase IIIB, Phase IIIC, or Phase IIID of the Development. Class A members shall be entitled to one (1) vote for each interest in the Development in which they hold the interest required for membership as stated in Article II of the Covenants and Restrictions and must be a member in Good Standing. When more than one (1) person holds such interest or interests in any interest, all such persons shall be members, and the vote for such interest shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any such interest.

Class AA.

Class AA members shall be all those owners of an Interest in Phase II of the Development. Class AA Members shall be entitled to four (4) votes for each interest in the Development in which they hold the interest required for membership as stated in Article II of the Covenants and Restrictions and must be a Member in Good Standing. When more than one (1) person holds such interest or interests in any interest, all such persons shall be members, and the vote for such interest shall be exercised as they among themselves determine, but in no event shall more than four (4) votes be cast with respect to any such interest.

Term Members.

Term Members have no Voting Rights.

Section 2. Method of Amendment regarding Voting Classes.

These Regulations may be amended to provide others classes of members with reference to interests in existing or future Phases of the Development by a fifty one person (51%) favorable vote of the Members in Good Standing, in attendance at a meeting, voting in person, voting by proxy or voting by absentee ballot.

Section 3. Proxy.

Votes may be cast in person or by proxy by Members in Good Standing. Proxies must be received by the Secretary before the designated time of each meeting.

Section 4. Absentee Ballot.

In addition to voting in person or by proxy, Members in Good Standing may cast an Absentee Ballot. An Absentee Ballot must be obtained by the member by sending a self-addressed stamped business envelope to the office at least two (2) weeks prior to an election or voting date. The completed Absentee Ballot must be received prior to the start of the meeting that the election or vote takes place.

Section 5. Majority Vote.

Acts authorized, approved or ratified by the casting of a majority (51%) of the votes represented at a meeting by Members in Good Standing, at which a quorum is present, in person or by proxy or by absentee ballot, shall be the acts of the Corporation, except where a higher percentage vote is required by these Regulations or Covenants and Restrictions or by law and shall be binding for all purposes.

Section 6. Actions Without Meeting.

Any action which may be taken at a meeting of the membership may be taken without a meeting of a consent or ratification, in writing, setting forth the action taken or to be taken shall be signed by Members in Good Standing who would be entitled to cast sixty seven percent (67%) of the votes of the total Members in Good Standing of the Corporation. At a meeting such consent is filed with the Secretary of the Corporation and is inserted in the Minute Book thereof.

Section 7. Designation.

An Owner or Owners of an interest in the Development may designate in writing delivered to the Secretary of the Corporation from among such Owner(s) of such interest, or a member of the immediate family of such Owner(s), and the designee shall represent the Owner(s) of such interest in connection with the activities of the Corporation and exercise the voting rights thereof. Such designation shall be delivered to the Secretary and remain binding until such Owner(s) sells his or her interest or delivers in writing a change of designee which ever event shall first occur.

Section 8. Unsold Interests.

Interests in the Development owned by LVCI shall not possess voting rights.

Section 9. Unpaid Assessments.

In order to exercise voting rights, a member must have fully paid his or her assessment thirty (30) days prior to voting date.

Section 10. Secret Written Balloting.

Voting for all Issues and Candidates will be conducted by Secret Written Balloting Method, unless otherwise specified elsewhere in these Regulations.

Section 11. Nomination Procedures.

At the Memorial Day meeting, after a call for volunteers, a Nominating Committee shall be appointed by the Chairman of the Board (without a Board approval vote). The Nominating Committee shall consist of not less than three (3) Members in Good Standing, one of which will become the Chairman.

The duties of the members of the Nominating Committee are to be familiar with the Director's duties and be able to ask people to run. A Member in Good Standing can be self-nominated or nominated by another Member in Good Standing.

At the July 4th meeting, the Chairman of the Board will announce the availability of the "Intent to Run" form. The Intent to Run form shall consist of a written document whereon a Member in Good Standing can enter his or her name as a candidate for Director.

It is the responsibility of the Nominating Committee to post the "Intent to Run" form for each position for a period of three (3) weeks, beginning the Sunday of the July 4th meeting and ending at 5:00 PM three (3) weeks later. At that time the forms are taken down by the Nominating Committee Chairman and given to the Election Committee Chairman.

Intent to Run forms must be signed by the candidates themselves. If a candidate later decides to withdraw from the running, his or her intention must be submitted in writing. The person withdrawing must sign and date the back of the "Intent to Run" form on the day he or she removes his or her name from the form.

Section 12. Election Procedures.

At the Memorial Day meeting, after a call for volunteers, an Election Committee shall be appointed by the Chairman of the Board (without a Board approval vote). The Election Committee shall conduct the election according to the rules and regulations for such elections as enacted by these Regulations.

The Election Committee Chairman is responsible for verifying the qualifications of members running for Director.

The requirements are as follows:

Must be a Member in Good Standing for 2 years prior to July 4th and must be at least 25 years old to be eligible to run. [September 3, 2006 - Amendment One to the Regulations of Lake Village Club Inc., a Non-Profit Corporation]

No members of the same family (Husband, Wife, Parents, Children, Grand Parents, Grand Children, Brothers and Sisters) may hold office of Director at the same time.

A member may not run for Director if they are also on the Election Committee.

A member can only serve two (2) consecutive three (3) year terms as a Director, and then must step down for a period of one year before running again.

Notice to the membership of the voting dates and times will be posted in the Clubhouse.

The Election shall be by secret written ballot.

The Election Committee will have numbered ballots printed listing all candidates and allowing space for write-in candidates.

Ballots will be available in the Clubhouse at the time specified by the Election Committee. Tellers will issue ballots to members according to CLASS (Phase).

Members, who are verified as members in Good Standing, with all assessments paid in full thirty (30) days prior to the Labor Day weekend, may vote on the weekend prior to, and on the Saturday of Labor Day weekend. **Members, who are verified as Members in Good Standing, with all monies paid in full**

by August 1, are eligible to vote on the weekend prior to, and on the Saturday of Labor Day weekend. [September 3, 2006 - Amendment One to the Regulations of Lake Village Club Inc., a Non-Profit Corporation]

Absentee ballots will be available from the Election Committee Chairman, or an Election Committee member designated by the Election Committee Chairman, by submitting a written request and self-addressed stamped envelope two (2) weeks prior to the Election.

All ballots and stubs will be placed in locked boxes according to Phases and secured until the ballot count begins. The Ballot count must be completed prior to the Labor Day (September) weekend Members Meeting, where the ballot count and results will be announced as the first order of business. The last order of business will be the installation and swearing in of the new Directors by the present Chairman of the Board.

The candidate who receives the largest number of votes for Director will assume that Directorship. The second highest candidate will assume the next directorship and continuing until all directorships for candidates are filled. In the event there is a difference of count between candidates of one percent (1%) or less of the total votes cast, there will be an automatic recount with the candidates in question present. There must be a 5% or less vote difference in the count in order for the candidate to ask for a recount. Immediately after elections results are announced, member will be asked to accept or reject the vote count. [September 3, 2006 - Amendment One to the Regulations of Lake Village Club Inc., a Non-Profit Corporation]

In the event of a tie vote, there will be a runoff election between the tying candidates at the Labor Day meeting.

The runoff election will be a secret written ballot election. Ballots will be issued to verify Members in Good Standing present at the Labor Day (September) Members Meeting. The meeting will not be adjourned until the ballots are counted and a winner is announced.

The Chairman of the Election Committee will retain the ballots until a Directors Meeting after November 1st, at that meeting they will be turned over to the Chairman of the Board for disposal. The Election committee will report to the Chairman of the Board or next Director who is not running for office. The Director in charge must be present at all times during the open voting. During the ballots count, a Director in charge & 2 non-election committee members in good standing must be present to witness. No campaigning for a candidate will be permitted during the voting hours within the voting place. [September 3, 2006 - Amendment One to the Regulations of Lake Village Club Inc., a Non-Profit Corporation]

Section 13. Committee Members and Appointees.

Application for Committee Member and Appointee forms will be posted after the July 4th meeting and will remain posted until the first voting weekend. Prospective Committee Members and Appointees should sign the appropriate form to be considered for appointment by the Board.

Committee Chairmen and Appointees are appointed for a one (1) year term by the Directors, and may be removed from the post and a new person appointed at the Directors pleasure.

The Directors may create or eliminate any Non-Permanent Committee or Appointee Post as needed for the efficient operation of the Corporation.

Qualifications and statement of desire for position must be submitted prior to the Labor Day election weekend. Committee Members and Appointees may be Members in Good Standing or nonmembers and may receive compensation for their duties.

ARTICLE V PROPERTY RIGHTS AND RIGHTS OF ENJOYMENT OF COMMON PROPERTY

Section 1. Rights of Enjoyment.

Each Member in Good Standing shall be entitled to the use and enjoyment of the common properties and facilities as provided by the Articles of the Declaration of Covenants and Restrictions applicable to the development.

Section 2. Delegation or Rights.

Any Member in Good Standing may delegate his or her rights of enjoyment in the Common Properties and Facilities to the members of his or her immediate family who are 21 years of age, or any of his or her tenants who occupy the development under a leasehold interest. Such member shall notify the Secretary in writing of the name of any such person and of the relationship of the member of such person. The rights and privileges of such person are subject to suspension under Article III of these Regulations.

**ARTICLE VI
BOARD OF DIRECTORS**

Section 1. Number.

The business and affairs of the Corporation shall be governed by a Board of Directors (herein sometimes referred to as the "Board") all of whom shall be an Owner of an interest and a Member in Good Standing at all times during their term as Directors. The Board shall consist of seven (7) persons. Each director shall hold office until his death, resignation, retirement, removal, disqualification, or his successor is elected and sworn into office.

Section 2. Powers of Directors.

The Directors shall have the power:

To call Special Membership Meetings whenever they deem necessary and it shall call a meeting at any time upon written request of one fifth (1/5th) of the total Members in Good Standing, as provided in Article X of these Regulations.

To appoint and remove all Officers, Committee Members, Agents and Employees of the Corporation, prescribe their duties, fix their compensation, and require them such security or fidelity bond as they may deem expedient.

Nothing contained in these Regulations shall be construed to prohibit the appointment or employment of any Member in Good Standing, Officer, Committee Member or Non Member in any capacity whatsoever.

No Director may receive compensation for any service he or she may render other than reimbursement for expenses incurred in the performance of his or her Director's duties.

The Directors have the power to establish, levy, and collect the assessments, dues, or charges referred to in Article IV of the Covenants and Restrictions.

The Directors may, by majority vote of the Board, make expenditures up to a limit of Twenty Five thousand Dollars (\$25,000) for any particular project or improvement to the Development. Expenditure over this amount must be approved by a majority vote of Members in Good Standing present, Voting in Person, by Proxy, or by Absentee Ballot at a Regular or Special Meeting by secret written ballot method.

The Directors may enter into a lien agreement against the Common Property of the development not to exceed Eighty percent (80%) of the appraisal value of the Common Property. A lien over this amount must be approved by a majority vote of Members in Good Standing present, voting in Person, by Proxy,

or by Absentee Ballot at a Regular or Special meeting by secret written ballot method. The Board may not enter into a lien against any Phase held property.

The Directors have the power to exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation, except those reserved to a meeting or to the members in the Covenants and Restrictions or these Regulations.

The Directors have the power to adopt and publish Campground Rules in compliance with the Covenants and Restrictions Article VI, governing the use of the Common Properties and Facilities and the personal conduct of the members and their guests thereon. These Campground Rules will be Annually published on or before January 1st of each year and then remain fixed for the next twelve (12) months. The Campground Rules will be prominently posted in the Clubhouse.

The Directors have the power to establish a Schedule for Rules Violation Assessments, which will assign specific assessments for violation of the published and posted Campground Rules and to collect the Rules Violation Assessments by levying same against the member who committed the rules violation. The Schedule for Rules Violation Assessments will be annually published on or before January 1st of each year and then remains fixed for the next twelve (12) months. The Schedule for Rules Violation Assessments will be available to any member on request and be prominently posted in the Clubhouse. The Directors will, upon levying any Rules Violation Assessments against a member for Rules Violations, promptly deliver a letter of Notice of Violation to the member by mail stating the amount and cause for the Rules Violation Assessment and, if requested by the member, set a date for Review. The decision of the majority of the Board of Directors in any such matter shall be final and the Assessment becomes due within Thirty (30) days of the Board final decision.

Section 3. Duties of the Directors.

It shall be the duty of the Board of Directors:

To supervise all Officers, Committee Members, Agents and Employees of the Corporation, and to oversee those particular duties are being performed in a satisfactory manner.

The Directors will at the Directors Election Meeting, held the same day and in a timely manner following the September election, elect a Chairman of the Board of the Corporation. At the same meeting the Board will elect the Officers of the Corporation for the following positions:

President
VP of Operations
VP of Security
VP of Sales and Rentals
VP of Member Services
Secretary
Treasurer

The Directors may elect officers for other positions as they may determine necessary for the operation of the Development.

The Directors of the Corporation will at the September Directors Electing Meeting or at any other Business Meeting, appoint Committee Members to the various committees using the "Application for Committee Member" forms completed by the members. The Directors may consider other Members in Good Standing or non-members as they may determine necessary for the efficient operation of the Corporation.

The following committees are required but other committees may be formed as the Directors may determine necessary for the operation of the development:

Appraisal
Elections

Nominations
Legal Review

As more fully provided in Article IBV of the Declaration of Covenants and Restrictions applicable to the development the Directors will:

Fix the amount of the assessment against each interest for each assessment period at least thirty days in advance of such date or period and, at the same time, Prepare a roster of the interests and assessments applicable thereto which shall be kept in the office of the Corporation and shall be open to inspection by any member via appointment.

Send written notice of each assessment to every owner subject thereto.

To issue, or to cause an appropriate appointee to issue, upon demand by any person a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein started to have been paid.

The Chairman of the board will prior to all types of Membership Meetings appoint a Sargent at Arms who will maintain the American Flag and compute and report the quorum present and maintain order at the direction of the Chairman of the Board.

Section 4. Election and Term of Office.

At the June 7, 2003 Directors Meeting the membership will elect a new Director and that person along with the other two directors will assume the interim responsibilities of Directors. These Directors will appoint the officers of Lake Village Members Association as four (4) LVCI Officers. This will complete the seven (7) LVCI Officers needed in the interim until such time as an election can be held to elect the seven Directors.

At the September 2003 (Labor Day) meeting of the Corporation the members thereof shall elect seven (7) Directors for an initial term. Each Director shall be elected by secret written balloting method from the Members in Good Standing of the Corporation. The term of office of the three (3) candidates to be elected for the Board receiving the greatest number of votes shall be for three (3) years, the term of office of the two (2) candidates receiving the next highest number of votes shall be for two (2) years and the term of office of the two (2) candidates receiving the next shall be elected to serve a term of three (3) years. Cumulative Voting is not permitted.

A Director may serve a maximum of two (2) consecutive three-year terms, but may stand for reelection after an absence from the Board of Directors of one (1) year.

Section 5. Vacancies.

Vacancies on the Board of Directors caused by any reason other than the removal of a Director by a membership vote of the Corporation shall be filled by elected a Member in Good Standing, by vote of the majority of the remaining Directors, even though they may constitute less than a quorum, and each person so elected shall be a director for the remainder of the vacant term. Vacancies caused by removal shall be filled during the same meeting at which a Director or Directors were removed. If the position of the Chairman of the Board becomes vacant the Secretary will immediately call a special meeting with seven (7) days' notice to the remaining directors and the remaining Board members will elect a new Chairman from among the remaining Directors and proceed to elect a new Director to fill the vacant Directorship.

Section 6. Removal of Directors.

At any regular or special members meeting of the Corporation duly called, any one or more of the Directors may be removed with or without cause by an affirmative vote of eighty (80%) percent of the voting Members in Good Standing present in person, by proxy, or absentee ballot and a successor may then and then there be elected to fill the vacancy thus created. Voting shall be conducted by secret

written ballot method. Any Director whose removal has been proposed by any Owner or Owners shall be given an opportunity to be heard at such meeting.

If a Director misses three (3) Business Meetings in any September-to-September term year, at the next business meeting the Board may remove that Director. If a Director attends a meeting by conference telephone call that Director will be considered to be in attendance at the meeting. In the event of such a removal, the Board will appoint a member in Good Standing to the unexpired term, with a majority affirmative vote of the remaining Board Members.

If an elected Director resigns, he or she may not run for Directorship for a period of two (2) years from the date of resignation.

Anytime a Director does not maintain Member in Good Standing status, he or she will be considered as resigned from the Board and the Board will appoint, by majority vote, another Member in Good Standing to the vacancy thus created. The appointee will complete the balance of the term of office.

If a Director willfully disregards the Covenants and Restrictions or these Regulations he or she may be removed by the remaining Board members, by majority vote, at a meeting of the remaining Directors and the Board will appoint another Member in Good Standing to the vacancy thus created. The appointee will complete the balance of the vacated term of office.

Section 7. Types and Frequency of Meetings - Conducted by the Board of Directors.

Business Meetings

Business meetings of the Board of Directors will be called Monthly, excluding December, by the Chairman of the Board on thirty (30) days' notice to each Director given personally or by mail, telephone or electronic method which notice shall state the date, time, and place (as herein provided). The Agenda will be designed to oversee the Officers, Committee Members, Agents, Employees and the overall operations of the development. Membership attendance is permitted at the discretion of the Chairman of the Board. Members may be invited by any Director to report to the Board on a particular subject. Membership attendance at a Business meeting is a privilege and the Chairman at his discretion may eject members from the meeting. The Chairman of the Board may call Executive Session at any time.

Special Meetings of the Board of Directors

Special meetings of the Board of Directors may be called by the Chairman of the Board on Seven (7) days' notice to each Director, given personally or by mail, telephone or electronic method, which notice shall state the date, time, place (as herein above provided) and purpose of the meeting. The Chairman of the Board shall call a special meeting of the Board of Directors on the written request of at least four (4) Directors. Membership attendance is permitted at the discretion of the Chairman of the Board. Members may be invited by any Director to report to the Board on a particular subject. Membership attendance at a Special Meeting is a privilege and the Chairman at his discretion may eject members from the meeting. The Chairman of the Board may call Executive Session at any time. Special meetings of the Board of Directors are to be held to resolve an emergency with an agenda designed to resolve one particular subject only.

Directors Election Meeting.

Immediately following the annual September election the previous Chairman of the Board will call a Directors Election Meeting to determine which Director will be elected the new Chairman of the Board and to elect the Officers of the Corporation and to appoint Committee Members. Notice of this meeting, to be held in a timely manner following the annual election of new Directors, is not required but will occur the same day as the election and attendance is required in person or by telephone conference call by all Directors. The results of this meeting will be posted for review by the membership immediately following the meeting.

The new Chairman of the Board will further conduct the meeting to determine who will hold each of the seven (7) Officer positions of the Corporation and any Committee Members as the Chairman determines necessary.

Membership Meetings.

Membership Meetings will be called in compliance with Article X of these Regulations.

Special Membership Meetings.

Special membership meetings will be called in compliance with Article X of these Regulations.

Section 8. Waiver of Notice.

Before or at any meeting of the Board of Directors any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the date, time and place thereof. If all of the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 9. Quorum for a meeting of the Board of Directors.

At all meetings of the Board of Directors, a majority (four of seven) of the qualified Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there be less than a quorum (less than four (40) present), the majority of those present must adjourn the meeting until a quorum can be obtained and no business may be transacted. A Director will be considered to be in attendance at a meeting if present by telephone conference call.

Section 10. Compensation.

No Director shall receive compensation for any service he or she may render to the Corporation. The Corporation shall not make any loan, directly or indirectly, to a Director, however, a Director may be reimbursed for the expenses incurred by him in the performance of his duties.

Section 11. Action by the Board without a Meeting.

The Board of Directors shall have the right to take any action, which it could take at a business meeting by obtaining the written approval of, or by electronic conference call including all Seven (7) Directors. Any action so approved shall have the same effect as though taken at a meeting of the Board and will be noted in the minutes of the next Business meeting.

Section 12. Liability of Directors.

To the extent permitted by the Ohio Non-profit Corporation Act in effect at the applicable time, no Director shall be liable to any Owner for injury or damage caused by such Director in the performance of his duties unless due to the willful misfeasance or malfeasance of such Director. Furthermore, each Director shall be indemnified by the Corporation against all liabilities and expenses, including attorney's fees reasonably incurred and imposed upon him in connection with any proceeding to which he may be a party or in which he becomes involved by reason of his being or having been a Director of the Corporation, whether or not he is a Director of the Corporation at the time such expenses and liabilities are incurred, except in such cases where the Director is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, however, that in the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being in the interest of the corporation. Such indemnity shall be subject to approval by the members of the Corporation only when the Non-profit Corporations Act of Ohio requires such approval.

ARTICLE VII OFFICERS

Section 1. Number and Election.

Immediately following the September election, the seven (7) members of the Board of Directors will hold a Directors Election Meeting to elect each of the seven (7) Officer positions.

Section 2. Powers of the Officers.

The Officers have the powers delegated to them by the Board of Directors and will be further defined by these Regulations and the Ohio Non Profit Corporation Act.

Section 3. Duties of the Officers.

The duties of the Officers will be determined by the Board of Directors and will be further defined by these Regulations and the Ohio Non Profit Corporation Act.

Section 4. Compensation.

Officers may be compensated at a rate set by majority vote of the Board for the usual and ordinary services rendered to the Corporation incident to their positions. The Corporation shall not make loans, directly or indirectly, to any person holding an elected or appointed position in the Corporation. The Officers may be reimbursed for reasonable expenses incurred on behalf of the Corporation.

No Director may be compensated for duties performed as an Officer of the Corporation.

Section 5. Liability of Officers.

To the extent permitted by the Ohio Non-profit Corporation Act in effect at the applicable time, no officer shall be liable to any Owner for injury or damage caused by such officer in the performance of his duties unless due to the willful misfeasance or malfeasance of such officer. Furthermore, each officer shall be indemnified by the Corporation against all liabilities and expenses, including attorney's fees, reasonably incurred and imposed upon him in connection with any proceeding to which he may be a party or in which he becomes involved by reason of his being or having been an officer of the Corporation, whether or not he is an officer of the Corporation at the time such expenses and liabilities are incurred, except in such cases where the officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, however, that in the event of a settlement the indemnification shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Corporation. Such indemnity shall be subject to approval as is required by the Non-profit Corporation Act of Ohio.

Section 6. Duties Specific to each Officer

The duties of the Officers shall be as follows:

President:

Shall have all the general powers and duties which are incident to the office of President of a corporation organized under the Ohio Non-profit Corporation Act and control the management of the Corporation in accordance with such acts and these Regulations and see to it that the directions of the Board of Directors are carried out.

President/Member Account Manager: In addition to the President's responsibilities, they shall be responsible for all member financial records. They shall maintain full and accurate records of every member's accounts in the computer and in the member's file. They shall be responsible for all account activities, including but not limited to billing of all financial obligations, payments and receipts of any monies that affect member accounts, posting to any and all computer records

related to member accounts and maintaining financial information in member files. They shall report all account activity to the Treasurer as required by the Treasurer. [September 3, 2006 - Amendment One to the Regulations of Lake Village Club Inc., a Non-Profit Corporation]

Vice President of Maintenance:

Shall be vested with all of the powers and required to perform all the duties of the President in his absence, and such other duties as may be prescribed by the Board of Directors. In the event the Office of the President is permanently vacated the Director of Maintenance will temporarily assume the position of President until the Board of Directors appoints a new President. The Office of Vice President of Maintenance will become temporarily vacant and the Board of Directors, by majority vote, may appoint a Member in Good Standing or other Board member to temporarily perform the duties of Vice President of Maintenance.

Shall be responsible for the hiring, with Board approval, and management of maintenance and repair personnel and volunteers not specifically assigned to another Officer and shall be responsible for the operation and maintenance of all buildings and grounds in the development.

Shall be responsible for prioritizing Capital Improvements and must submit requests to the Board of consideration at a Board of Directors regular business meeting.

Vice President of Security:

Shall be responsible for hiring, with Board approval, and the management of all security personnel, volunteers and equipment.

Shall be familiar with the Campground Rules and Schedule for Rules Violation Assessments and will make recommendations to the Board for changes to be made annually before January 1st each year and then remain fixed for the next Twelve (12) months. The Board of Directors reserve the right to enforce and modify the Campground Rules and the Schedule for Rules Violation Assessments and will by majority Vote make any decisions final as to the enforcement of or the collection of any Rules Violation Assessments regarding the said Rules or violations thereof.

Shall represent management at Review Meetings and will issue Letters of Reprimand to members and submit Rules Violation Assessments for violations, using the Schedule for Rules Violation Assessments, to the Board for approval regarding rules violations.

Vice President of Member Services:

Shall be responsible for the hiring, with Board approval, and the management of all personnel and volunteers needed to conduct the business affairs and the operations of the Office of the Corporation, the Entertainment Activities, the Newsletter, the Kitchen Activities, all Fundraisers, and all miscellaneous income producing endeavors conducted by the Corporation and the Committees associated with these activities.

Shall be responsible for the operation and maintenance of the corporate office equipment including all vending machines, copy machines, phone systems, computers, software and hardware.

Shall be responsible for reporting to the Treasurer of funds collected from and expenses for activities, fundraisers, collections, and donations, rental fees collected or any other miscellaneous income or expenses from these various endeavors. Reports of the various income and expenditures must be reported to the Treasurer as required by the Treasurer.

Secretary:

Shall record the votes and keep the minutes of all meetings and proceedings of the Directors and Officers of the Corporation.

Shall keep appropriate current records, showing the members of the Corporation together with their addresses and designating those members who are Members in Good Standing.

Shall perform such other duties as may be required of him or her by the Board or incident to the Office of Secretary of a Corporation organized under the Ohio Non-profit Corporation Act.

The Secretary may, with Board approval, hire office personnel to assist in the performance of his or her duties to the Corporation.

Treasurer:

Shall be responsible for the funds of the Corporation.

Retain all responsibilities as listed in Regulations. [September 3, 2006 - Amendment One to the Regulations of Lake Village Club Inc., a Non-Profit Corporation]

Shall maintain full and accurate fiscal accounts and records.

Shall perform such other duties as may be designated by the Board of directors or by the non-profit Corporation Act.

Shall review the written budget requests and proposals submitted by other Board Members, Officers, Committee Chairman, employees, Agents, and members and prepare a Budget to be presented to the Board of Directors for approval at the August business meeting and Board presentation to the Membership at the Labor Day (September) Membership Meeting for the next camping season.

Shall prepare the Financial Records for submission to an outside auditor in September at the close of the books.

Shall prepare an itemized report for the Board presentation to the Membership at the Labor Day (September) Membership Meeting. In addition the report will be posted in the clubhouse for review by the membership.

Shall be responsible for all Miscellaneous Income accounting, using reports submitted by the Vice President of Member Services.

Shall be responsible for Payroll, including a log of Volunteer hours, Taxes, Income, Expenses, and all computer hardware and software and data concerning the Financial Records of the Corporation.

The Treasurer may, with Board approval hire a company, or office personnel to assist in his or her duties to the corporation.

Section 7. Removal or Vacancies of Officers.

Except as herein provided to the contrary, the Officers shall be elected annually and hold office at the pleasure of the Directors. The Directors will fill a vacancy in any office. The Officer elected to such vacancy shall serve for the remainder of the term of the position he or she replaces.

**ARTICLE VIII
COMMITTEE MEMBERS AND EMPLOYEES OF THE CORPORATION**

Section 1. Committee Members

Committee Chairmen shall head a Committee and are appointed by the Chairman of the Board with majority approval vote of the Board.

Committee Chairmen may appoint Committee Members.

Committee Members are members of a committee who perform the duties specified by the Board for that committee.

Committee Members may be non-members of LVCI.

Section 2: Employees.

Employees may be Committee Members and be compensated at a rate set by the Board for the services performed for the Corporation.

The Board of Directors reserves the right to replace any Committee Member of Employee for any reason.

**ARTICLE IX
COMMITTEES**

Section 1: Standing Committees.

The Board of Directors may create or eliminate Committees as necessary for the efficient operation of the Corporation with the exception that the following Committees will be required:

Appraisal Committee.
Nominations Committee.
Election Committee.
Legal Review Committee.

Section 2: Committee Responsibilities.

The Board of Directors will assign duties to all Committees as needed and will include the following required duties:

The **Appraisal Committee** will consist of at least three (3) Members in Good Standing who will inspect all Phase II lots that are available for sale and recommend selling prices to the Vice President of Sales according to stages of development of each lot and make recommendations as to the value of other Phase Members as directed by the Board.

The **Nominations Committee** will consist of at least three (3) Members in Good Standing who will be responsible for finding and qualifying members to run for Office, posting Intent to Run forms, and conducting the Candidates Night Social for members to meet the Candidates. The Chairman will deliver the completed Intent to Run forms to the election Committee Chairman.

The **Elections Committee** will consist of at least three (3) Members in Good Standing who are not running for any office who will verify candidates qualifications, inform all candidates that they are qualified, deliver to each qualified candidate a copy of the Covenants and Restrictions and Regulations, order the numbered ballots to be printed, conduct the polling on election dates, verify all voters are Members in Good Standing, and compute the total votes for reporting at the labor Day (September) members Meeting. The Chairman will secure the Ballots until the November business meeting of the Board and will turn over the Ballots to the Chairman of the Board at that meeting for his disposal thereof. The Board may review the procedures used by the Election Committee.

The **Legal Review Committee** will consist of at least three (3) Members in Good Standing who makes recommendations to the Chairman of the Board regarding compliance with the Covenants and Restrictions, Regulations of the Corporation, Campground Rules and perform any other duties delegated to the committee by the Chairman of the Board.

The **Legal Review Committee** Chairman, will call review Meetings in a timely manner, on written request from any member who wishes to contest any Rules Violation Assessments against his or her membership for Rules Violations. The Legal Review Committee decision, by majority vote at any

Review Meeting, will be submitted to the Board of Directors and, if approved by the Board, the Rules Violation Assessment(s) will become due within thirty (30) days of the Board decision. The vice President of Security will represent management at Review Meetings. Review Meetings will be conducted in Executive Session.

ARTICLE X MEETING OF MEMBERS

Section 1. Place of Meeting.

Meetings of the Members of the Corporation shall be held at the office of the Corporation at Lake Village, Ashtabula County, Ohio, at such suitable place convenient to the members as may be designated by the Board of Directors with regard to the first annual meeting and by the Board of Directors with regard to all subsequent meetings.

Section 2. Regular Membership Meetings.

Regular Membership Meetings shall be conducted by the Board and held on Memorial Day weekend, July 4th weekend, and Labor Day weekend and such other dates and at such place and hour as may be fixed from time to time by resolution of the Board. Notice of Regular Meetings shall be given to each Member, personally or by mail, telephone or electronic method, at least 30 days prior to the day of such meeting. Regular Meetings are to be conducted with membership present and with an agenda designed to inform the membership of the overall status of the development or to elect Directors or other such business as the Board may determine appropriate. Prior to the beginning of any Membership Meeting the Chairman of the Board will select a Sargent of Arms. The Sargent of Arms will be responsible for the Quorum calculations prior to the start of the meeting and maintaining order at the direction of the Chairman of the Board.

The order of business at a Regular Meeting shall be as follows:

Quorum calculations.

Pledge of allegiance.

Moment of silence.

Minutes of the previous Membership Meeting read and approved by aye and nay method.

Treasurer Report:

All meetings - Major account balances reported and posted in the Clubhouse.

Memorial Day Meeting - Report of previous season's audit.

July 4th meeting - Request for Next Season budget recommendations and requests submitted in writing by Members, Directors, Officers, Committee Members, and Employees for consideration and inclusion in the next season's budget.

Labor Day Meeting - Next season Budget Forecast Report.

Annual detailed report presented.

Report of Vice Presidents. In person or by written report.

Vice President of Maintenance.

Vice President of Security.

Vice President of Sales.

Vice President of Member Services

Reports of Committees, if any.

Old business.

New business.

Section 3. Special Membership Meetings.

Special Membership Meetings may be called by the Chairman of the Board on Thirty (30) days' notice to each Member, given personally or by mail. Telephone or electronic method, which notice shall state the date, time, place (as herein above provided) and purpose of the meeting. Prior to the start of any Special Meeting the Chairman of the Board will select a Sargent of Arms. The Sargent of Arms will be responsible for the Quorum calculations prior to the start of the meeting and maintaining order at the direction of the Chairman of the Board. The Chairman of the Board shall call a Special Membership Meeting, or the Secretary in like manner and on like notice upon the written request of at least four (4) Directors or upon receipt by the Secretary of a petition signed by Members in Good Standing holding greater than twenty percent (20%) of the total vote of the Members in Good Standing of the Corporation. Special Membership Meetings are to be held to resolve an emergency with an agenda designed to resolve one particular subject only.

Section 4. Notice of Meetings

The Secretary shall mail a notice of each Membership or Special Meeting, stating the purpose thereof as well as the time and place where it is to be held, to each member at the last address of such member furnished to the Secretary at least thirty (30) days prior to such meeting. Mailing notice herein provided shall be deemed delivery thereof. Any member may waive notice of the meeting in writing either before or after the meeting. Attendance of a member at a meeting, either in person or by proxy, or by absentee ballot, except for the purpose of stating at the beginning of the meeting any objection to the transaction of any business at such meeting. Notice given to one tenant in common, joint tenant or tenant by the entirety shall be deemed notice to all such Owners.

Section 5. Quorum.

At all Membership meetings, regular or special, a quorum shall consist of the presence in person, or by proxy, or by absentee ballot of Members in Good Standing representing greater than Fifteen Percent (15%) of the total Members in Good Standing of the Corporation. Calculations for a quorum will be conducted by the Sargent of Arms and reported to the Chairman of the Board prior to the start of the meeting and will be a count of one for each Membership, in person, by proxy, or by absentee ballot, regardless of the Class of voter. If a quorum shall not be present at any meeting, majority's vote of that percentage present, in person or by proxy, may adjourn the meeting from time to time until a quorum can be obtained. Notice of the rescheduled meeting date and time will be stated prior to adjournment. At any such adjourned meeting, any business, which might have been transacted at the meeting as originally called, may be transacted without further notice.

**ARTICLE XI
BOOKS AND RECORDS**

Section 1. Inspection.

The books, records and papers of the Corporation shall at all times during reasonable business hours be subject to inspection by any member at the principal office of the Corporation but may not be copied or removed from the office. The Declaration of Covenants and Restrictions and the Regulations and the Campground Rules and the Schedule for Rules Violation Assessments of the Corporation shall be

available for inspection by any member at the principal office of the Corporation, where copies may be purchased for a reasonable price.

ARTICLE XII REGISTERS

Section 1. Registry of Members.

The Secretary of the Corporation shall maintain a register in the Corporation office showing the names and address of members.

Section 2. Transfer of a Membership.

Any application for the transfer of a membership or for a conveyance of an interest or a lease thereof shall be accompanied by a screening-application fee in an amount to be determined by the Board of Directors to cover the cost of contacting the references given by the applicant and such other costs of investigation that may be incurred by the Board of Directors.

ARTICLE XIII AMENDMENTS

Section 1. Method of Amendment.

These Regulations may be amended at a Regular or Special Meeting of the Members with a majority affirmative vote, of Members in Good Standing present or by proxy or by absentee ballot, however, any matter stated herein to be or which is in fact governed by the Declaration of Covenants and Restrictions applicable to the development may not be amended except as provided in such Declaration of Covenants and Restrictions.

Section 2. Conflict with Covenants and Restrictions.

In the case of any conflict between the Articles of Incorporation and these Regulations, the Articles shall control; and in the case of any conflict between the Declaration of Covenants and Restrictions applicable to the development referred to in Section 1 and these Regulations, the Declaration of Covenants and Restrictions shall control.