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EDGEWATER ASSOCIATION

OF

TOLEDO, OHIO

Incorporated Under the Laws of Ohio on April 19, 1899

CONSTITUTION AND BY-LAWS

ADOPTED

________________________________________

ARTICLE 1 - NAME

Section 1. The name of this Association shall be THE EDGEWATER ASSOCIATION, INC.

ARTICLE 2 - OBJECT

Section 1. The object is to promote good fellowship among its members and hold title to the entire property known as Edgewater Park and make and allow to be made such improvements as are necessary from time to time for the proper use of the members, and to grant to members lease-hold interests, privileges and uses in lots in Edgewater Park.

ARTICLE 3 - PROPERTY

Section 1. The property of the Edgewater Association consists of a certain tract of land, divided into allotments, and known as Edgewater Park, and situated on the banks of Ottawa River.

The title of the property shall be vested in the Edgewater Association, Inc.
ARTICLE 4 - MEETINGS

Section 1. The Annual Meetings shall be held on the second Tuesday in January, at such place and hour in the City of Toledo, as may be designated by the President and Secretary.

Section 2. Special Meetings may be called at any time by the President, or by a majority of the Directors for the transaction of such business as in their judgement is of importance to the Association.

Section 3. Notice of Annual or Special Meetings shall be given by mailing to each member a written notice thereof to his, or her last known address, five (5) days before such meeting.

Section 4. Seven (7) members present at any Regular or Special Meeting shall constitute a quorum for the transaction of all business.

Section 5. All voting, other than for membership, shall be by Yeas or Nays upon roll call of the members of the Edgewater Association and each member voting shall have one vote for each lot, or fraction of a lot, he or she holds in the Edgewater Plat, except in the case of a vote on election of a member to the Edgewater Association, in which case each member shall have one vote only.

Section 6. Standard Parliamentary Rules shall govern the conduct of all meetings.
ARTICLE 5 - MEMBERSHIP

Section 1. Membership in the Edgewater Association, Inc., SHALL BE GRANTED ONLY upon written application of proposed member.

Any person of good character, who leases one or more lots of the Edgewater Association property, or one who purchases one or more, leases of lots at Foreclosure Sale as mentioned in Article 8 hereof, and whose application is endorsed in writing by three (3) members of the Association, is eligible to active membership.

The Applicant may be proposed at any Regular or Special Meeting. The voting shall be by ballot. When such a ballot shall be cast, if three (3) Nays are voted, the Candidate is rejected.

Section 2. All the terms, conditions and provisions of existing Leases and of all Leases that shall be issued are part of this Constitution and subject to all the provisions hereof, and all Leases and members of THE EDG WATER ASSOCIATION, INC., their respective rights, interests and privileges are subject to the provisions of this Constitution.

ARTICLE 6 - OFFICERS AND ELECTION

Section 1. The Officers of the Association shall be:

1. President
2. Vice President
3. Secretary-Treasurer
4. Director
5. Director

These Officers shall constitute and be the Board of Directors.

Section 2. All Officers shall be elected at the Annual Meeting and shall hold office for one year, or until their successors are duly qualified.

ARTICLE 7 - DUTIES OF THE OFFICERS

Section 1. The President shall preside at all meetings.
Section 2. The Vice President shall preside at all meetings in the absence of the President.

Section 3. The Secretary-Treasurer shall preside in the absence of the President and the Vice President.

Section 4. The Secretary-Treasurer shall keep all records of the Association, shall receive and record all official reports, keep a roll of the membership and the number of lot, or lots, leased to each member, give notice to all members of each Regular and Special Meeting at least five (5) days before meeting is called, shall collect all moneys due the Association and shall make official report at each Annual Meeting; also authorized to pay all outstanding bills when due.

Section 5. The Secretary-Treasurer shall give such bond as the Association shall direct. He shall faithfully account for all moneys and other property of the Association coming into his hands. He shall pay all taxes and insurance upon the property and make official report at Regular Meetings.

Section 6. The Board of Directors shall meet when business requires. They shall have general charge of all property of the Association and shall employ a keeper either by the month, season, or year, at a reasonable price. See that the grounds are kept in good order and shall contract for no indebtedness beyond the income of the Association or appropriations made for this use. They shall make official report and recommendations at the Annual Meeting.
ARTICLE 8 - RULES AND PRIVILEGES OF MEMBERS

Section 1 (A). Members desiring to erect, alter or improve and build upon any lot, or lots, leased from the Association, shall obtain approval of such erection, alteration or improvement, by submitting the plans, specifications and plot plan to the Board of Directors of the Association prior to commencing work thereon. Such plans shall be lodged with the President of the Association who shall call a meeting of the Board of Directors within thirty (30) days thereof to consider such plans. If the Board of Directors approves such plans, such approval shall be endorsed thereon by the Board. Should the Board of Directors fail to approve, or disapprove such plans within thirty (30) days of their submission, then such plans shall be considered as approved. Should the Board of Directors disapprove of such plans, the member may appeal the rejection thereof to the membership at any regular meeting of the Association, or a special meeting called for that purpose.

(B). The Lessor of lots desiring to erect, alter or improve docking facilities, shall obtain permission for such purpose in the same manner as provided in Section 1 (A) of Article 8, for the erection, alteration or improvement of buildings.

(C). The Lessor of any building lot, or lots, desiring to erect a fence upon any such lot, or lots, shall obtain permission to erect the same in the same manner as provided for the erection of buildings, in Article 8, Section 1 (A), and shall not extend beyond the front building line.
(D). Each member leasing a lot, or lots, from the Association, which abuts upon a public street, highway or roadway used by the general public, shall erect, maintain and keep in repair, a fence, which in the opinion of the Board of Directors, is suitable to keep non-members from using the property of the Association and the leased premises. Should the Board of Directors, by action of such Board, find that any member has failed to abide by this rule, then such Board of Directors shall take the following action:

(a) Such member shall be notified in writing by the Board of Directors that the Board finds that such member is in violation of Section 1 (D) of Article 8 of the Constitution and By-Laws of the Edgewater Association, Inc., in that he or she, has either failed to erect, maintain or repair a fence along the named public way, as the case may be, and that unless such condition is corrected within thirty (30) days, to the approval of the Board of Directors, that the Board of Directors will make such erection, maintenance or repair, and that the cost thereof shall be chargeable to such member as an assessment, as provided by Section 3 of Article 9 of the Constitution and By-Laws of the Association, and a lien upon his leasehold.

(b) Should such member fail to make such erection, maintenance or repair of such fence as ordered, within such thirty (30) day period, then the Board of Directors may make such erection, maintenance or repair, and charge the same to such member's leasehold as a valid assessment of the Association, and collect the same, the same as any other assessment of the Association.

(c) An assessment made under this section may be collected either under the forfeiture provisions of Section 2 of Article 9 of this Constitution, or by an action brought in a Court of Law in the name of the Association, against the defaulting member.
Section 2. As leasehold interests granted by the Association shall be granted on the condition that: - the lease shall not be assigned to any one not a member of the Edgewater Association, nor shall it be of any validity in the hands of any person or persons not a member of such Association, any member desiring to transfer or assign his said leasehold interest shall submit such desire to the Association at any Regular or Special Meeting, giving the name or names of the person or persons, to take such leasehold interest. Should the Transfer be approved by the acceptance of such transferee or transferees, as members of the Association, the Secretary shall endorse the action of the membership upon the Original copy of such lease, or give same by separate instrument and deliver to the member submitting the request for transfer.

Section 3. Members desiring to erect a garage upon the property of the Association may make application to the Board of Directors, seeking such permission. Upon receipt of such application from a member, the Board of Directors may grant permission to erect such garage not exceeding 14' x 24' upon a suitable part of the Association property. Such grants shall be made during the pleasure of the Association, and conditioned upon abiding with the orders of the Board of Directors as to keeping same in repair. A member erecting such garage, shall return the value of the same for personal property taxes to the County of Lucas, and shall hold the Association harmless for any taxes thereon. Any member so erecting such garage shall have the right to remove the same at any time, and such removal shall terminate the grant to use such site for garage purposes. By and with the consent of the Board of Directors, such right to use such garage sites may be assigned or transferred from one member to another member. No such garage site may be used by any person other than a member, his immediate family or a lawful sub-tenant of the member.
Should any member be notified that his garage is in need of repair, by the Board of Directors, and such member fails to either repair, demolish or remove such garage within sixty (60) days after such notice is either served upon him or mailed to him at his last known address, then the Board of Directors may either repair, demolish or remove such garage from the site and assess the cost to the member, under the provisions for assessment under Section 3 of Article 9 hereof.

If, in the opinion of the Board of Directors, such garage must be demolished, the Board of Directors shall have the right to sell and dispose of any salvage material from such demolition, and credit the proceeds to the assessment made against such member.

Section 4.

No member shall rent, grant or sub-let his or her lot or lots to non-members, except to a bona-fide tenant for a period of not less than six (6) months. Said tenant agreeing to comply with rules and regulations of the By-Laws and Constitution of THE EDGEEWATER ASSOCIATION, INC. Lessor of sub-tenant first obtaining the written consent of the Board of Directors, and said Lessor of sub-tenant to be held responsible for all infractions of the Rules by said tenant, and said tenant may be dispossessed by THE EDGEEWATER ASSOCIATION, INC., for any infraction of the Rules and Regulations of THE EDGEEWATER ASSOCIATION, INC.

Section 5.

Any member of THE EDGEEWATER ASSOCIATION, INC., may encumber his said leasehold interest by a mortgage lien thereon, to any person or persons, company or association, when approved by the Directors of THE EDGEEWATER ASSOCIATION, INC., said approval to include the Mortgagee as a member of THE EDGEEWATER ASSOCIATION, INC., without voting privileges while a lien holder, but in case of sale thereof under the foreclosure proceedings, the right of the purchaser to exercise the rights and privileges of membership in THE EDGEEWATER ASSOCIATION, INC., other than Mortgagee, shall be subject to all the provisions of the Constitution and By-Laws of THE EDGEEWATER ASSOCIATION, INC.
Section 6. That in the event the Mortgagee becomes the purchaser of the leasehold interest at a foreclosure sale, or acquires title to the premises upon which said Mortgagee is a leaseholder through conveyance or otherwise by the Mortgagor, in discharge of said lien, then said Mortgagee shall thereupon become an active member of THE EDGEWATER ASSOCIATION, INC., without ballot by the members until said Mortgagee shall find a good faith purchaser for said premises when he shall submit to the Board of Directors the application of said proposed purchaser for membership in THE EDGEWATER ASSOCIATION, INC., and shall advise THE EDGEWATER ASSOCIATION, INC., of the price and the terms, and in the event that the proposed purchaser shall not be elected to membership in THE EDGEWATER ASSOCIATION, INC., then, and in that event, THE EDGEWATER ASSOCIATION, INC., shall have sixty (60) days within which to purchase said property from the mortgagee, or to find a satisfactory purchaser at the same price and terms as good as those proposed, subject however, to the right of reference to the Toledo Real Estate Board as hereinafter provided, and in the event that said EDGEWATER ASSOCIATION, INC., does not purchase or find a purchaser as above provided, the Mortgagee shall be free to dispose of said leasehold interest to such proposed purchaser without further submitting the matter to THE EDGEWATER ASSOCIATION, INC., and such purchaser shall automatically become an active member of THE EDGEWATER ASSOCIATION, INC.; provided, however, that if there is a difference of opinion between the Mortgagee leaseholder and the Board of Directors as to whether the price and terms be reasonable, then the matter shall be submitted to the appraisal committee of The Toledo Real Estate Board for determination as to the reasonableness of the proposed sale price and terms, and their decision shall be final, and in such case THE EDGEWATER ASSOCIATION, INC., shall have sixty (60) days after the date of appraisal in which to purchase or find a purchaser, therefore, upon the terms and price fixed by said Appraisal Committee.
Section 7. Any encumbrance of the leasehold interest by mortgage thereon, the rights of purchasers at foreclosure sale thereof or otherwise, and their rights and privileges of membership in THE EDGEWATER ASSOCIATION, INC., are subject to the provisions of the Constitution and By-Laws of THE EDGEWATER ASSOCIATION, INC.

ARTICLE 9 - DUES AND ASSESSMENTS

Section 1. The dues of the Association shall be $25.00 per year for an improved lot, and $6.00 per annum for an unimproved lot, both payable annually on or before the 1st day of January, of each year.

Section 2. Any dues or assessments, together with any expenses incurred in the collection of the same under the forfeiture covenants embodied in any lease, not paid within thirty (30) days after the 1st day of January of each year, may be collected by the Association, as provided in such forfeiture provisions or by an action at law in the name of the Association.

Section 3. The membership may, at any Regular or Special Meeting, by a simple majority vote of the members present at such meeting, make an assessment against the membership for the purposes of the Association, and all general assessments shall be made by such method.

Section 4. The Board of Directors may assess any member or members the amount necessary to carry out the provisions of Section 1 (D) (a), (b), and (c), and Section 3 of Article 8 of these Rules and Regulations and Privileges of Members, and such assessments shall have the same effect as if made by the membership under Section 3 of Article 9 of this Constitution and By-Laws.
ARTICLE 10 - AMENDMENTS

Section 1. The Constitution and By-Laws may be amended at any Regular or Special Meeting of THE EDGEWATER ASSOCIATION by a two-thirds vote of the members present, upon notice to the members as displayed by the records of the Association, to each member in writing at the address shown on the books of the Association, mailed at least five (5) days prior to the date such meeting is to be held. Such written notice shall be sufficient if it designates that amendments to the Constitution and By-Laws are to be considered at such meeting.

ARTICLE 11 - PROXIES

Section 1. Proxies issued or conveyed by a member only for Special Specific Issues.

ORDER OF BUSINESS

1. Roll Call.
2. Reading of Minutes
3. Report of Officers (at annual meeting)
   Standing and other Committees
4. Election of Members
5. Transfer of Leases
6. Election of Officers (annual meeting)
7. Miscellaneous Business

RULES

Driving speed on the drives in Edgewater Park shall not exceed ten (10) miles per hour.
Driving on the Sidewalks of Edgewater Park is Prohibited. Parking of cars, or trucks, on the drives of Edgewater Park is Prohibited.
RIDER

Where the LEASE-HOLD is in names of Husbands and Wives, and in the event of death of Member the surviving Spouse would then become the Member of Edgewater Park Association Inc.

REVISED COPY OF BY-LAWS OF EDGEWATER PARK ASSOCIATION INC., MARCH 24th. 1959.

James A. Wheeler, President

Denton Terry, Vice President

Sue M. Smith, Sec'y & Treasurer.

Harold R. Badman, Director.

John Heller, Director.

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