

# CODE OF REGULATIONS OF WYANDOTTE WOODS ASSOCIATION

## ARTICLE I

### Definitions

Except as hereinafter provided, all of the terms used herein shall have the same meanings as set forth in the "Declaration of Covenants, Easements, Restrictions, Assessment Liens and Wyandotte Woods Association," "the Declaration," and the plat or plats creating Wyandotte Woods Subdivision, both recorded or to be recorded in the Franklin County, Ohio Recorder's Office, with respect to the platted lots in Wyandotte Woods ("the Subdivision"), a residential subdivision in the City of Dublin, Franklin County, Ohio.

## ARTICLE II

### Name and Location

The name of the Association is Wyandotte Woods Association, an Ohio corporation not-for-profit. The principal office of the Association shall be as provided by the Association's Articles of Incorporation.

## ARTICLE III

### Members

**Section 1. Composition.** Each owner of a Lot, including Declarant, so long as it owns a Lot, is a member of the Association.

**Section 2. Privileges of Membership.** Membership shall entitle the holder thereof, or its representative in the event that the member is not an individual or individuals, to all the privileges of membership, including the rights to vote and to hold office in accordance with the provisions hereof. Any person in the family of a member who lives with the member, tenants in possession of a Lot and persons in the family of a tenant in possession of a Lot who live with such tenant, but who are not themselves members, shall have all privileges of membership, except that they shall not have the right to vote or to hold office. Any person entitled to membership shall make such fact known to the Association. Until such fact is made known to the Association, the member may not vote, receive notice of meetings, nor enjoy any other privileges or benefits of membership.

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**Section 3. Voting Rights.** The record owner of any Lot shall have one vote for each Lot owned by such owner. If more than one person or entity owns any single Lot, then the owners shall determine, among themselves, who shall be entitled to exercise the single vote for each Lot. If the owners of any Lot cannot jointly agree as to which of them shall be entitled to exercise the vote attributable to that Lot, then the right to vote shall be forfeited until such time as the owners designate which of them shall exercise such vote.

**Section 4. Annual Meetings.** A regular annual meeting of the members shall be held in the first calendar quarter of each fiscal year, on a date, at an hour, and at a location in Franklin County, Ohio, established, from time to time, by the trustees.

**Section 5. Special Meetings.** Special meetings of the members may be called at any time by the president or by the trustees or upon written request of members entitled to exercise one-fourth (1/4) or more of the voting power of members, and shall be held on such date, hour and location, within Franklin County, as specified by the person calling the meeting.

**Section 6. Notice of Meetings.** Written notice of each meeting of members shall be given by, or at the direction of, the person or persons authorized to call the meeting, by hand delivering or mailing a copy of such notice, postage prepaid, at least five days before such meeting to each member entitled to vote thereat, 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 notice, or by delivering a copy of that notice at such address at least five days before the meeting. The 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 7. Quorum.** The members present, in person or by proxy, at any duly called and noticed meeting of members, shall constitute a quorum for such meeting.

**Section 8. Proxies.** At any meeting of members, a member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary prior to the meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by a member of his, her or its Lot.

**Section 9. Voting Power.** Except as otherwise provided herein, in the Articles or in the Declaration, or by law, a majority of the voting power of members voting on any matter that may be determined by the members at a duly called and noticed meeting shall be sufficient to determine that matter. The rules of *Roberts Rules of Order* shall apply to the conduct of all meetings of members.

**Section 10. Action In Writing Without Meeting.** Any action that could be taken by members at a meeting may be taken without a meeting with the affirmative vote or approval, in a writing or writings, of members having not less than a majority of the voting power of members.

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## ARTICLE IV

### Board of Trustees

**Section 1. Initial Trustees.** The trustees shall initially be those named in the Articles and shall serve as trustees until the end of the first annual meeting of members.

**Section 2. Successor Trustees.** At the first annual meeting of members, the members shall elect three trustees, one for a one year term, one for a two year term, and one for a three year term, each such term expiring at the end of the annual meeting held in the calendar year in which that trustee's term expires. At each annual meeting thereafter, the members shall elect one trustee to replace the trustee whose term then expires, for a term of three years.

**Section 3. Removal.** Any trustee may be removed from the Board, with or without cause, by members exercising a majority of the voting power of members. In the event of death, resignation or removal of a trustee, that trustee's successor shall be selected by the remaining trustees and shall serve until the next annual meeting of members, when a trustee shall be elected to complete the term of such deceased, resigned or removed trustee.

**Section 4. Nomination.** Nominations for the election of trustees to be elected by the members shall be made by a nominating committee and from the floor at the annual meeting. The nominating committee shall consist of a chairman, who shall be a trustee, and two or more members appointed by the trustees. The nominating committee shall make as many nominations for election as trustee as it shall, in its discretion, determine, but no less than the number of vacancies that are to be filled.

**Section 5. Election.** Unless the members determine otherwise, election of trustees by the members shall be by secret written ballot. At such elections the members or their proxies may exercise, in respect to each vacancy, such voting power as they are entitled to exercise under the provisions hereof. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

**Section 6. Compensation.** Unless otherwise determined by the members at a meeting duly called and noticed for such purpose, no trustee shall receive compensation for any service rendered to the Association as a trustee. However, any trustee may be reimbursed for his or her actual net expenses incurred in the performance of duties.

**Section 7. Regular Meetings.** Regular meetings of the trustees shall be held no less than semiannually, without notice, on such date and at such place and hour as may be fixed from time to time by resolution of the trustees.

**Section 8. Special Meetings.** Special meetings of the trustees shall be held when called by the president, or by a majority of the trustees, after not less than three days' notice to each trustee.

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**Section 9. Quorum.** The presence at any duly called and noticed meeting, in person or by proxy, of trustees entitled to exercise a majority of the voting power of trustees, shall constitute a quorum for such meeting.

**Section 10. Voting Power.** Except as otherwise provided in the Declaration or Articles, or by law, vote of a majority of the trustees voting on any matter that may be determined by the trustees at a duly called and noticed meeting shall be sufficient to determine that matter.

**Section 11. Action In Writing Without Meeting.** Any action that could be taken by trustees at a meeting may be taken without a meeting with the affirmative vote or approval, in a writing or writings, of all of the trustees.

**Section 12. Powers.** The trustees shall exercise all powers and authority under law, and under the provisions hereof and of the Articles and Declaration, that are not specifically and exclusively reserved to the members by law or by other provisions thereof. The trustees shall not do any act or enter into any agreement or enter into any transaction in a manner which would violate any provision of Chapter 1702 of the Ohio Revised Code or the provisions of the Articles, the Declaration, or this Code of Regulations, nor shall they permit the Association to carry on any activity for the profit of its members, or distribute any gains, profits, or dividends to its members.

**Section 13. Duties.** It shall be the duty of the trustees 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 members, or at any special meeting when such statement is requested in writing by members representing one-half (1/2) or more of the voting power of members;
- (b) supervise all officers, agents and employees of the Association and see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to:
  - (i) fix the amount of assessments against each Lot as provided therein;
  - (ii) give written notice of each assessment to every member subject thereto within the time limits set forth therein; and
  - (iii) foreclose the lien against any Lot for which assessments are not paid within a reasonable time after they are authorized by the Declaration to do so, or bring an action at law against the members personally obligated to pay the same, or both;

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- (d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid;
- (e) maintain insurance in such amount as is deemed sufficient by the trustees;
- (f) cause the property subject to the Association's scope of authority to be maintained within the scope of authority provided in the Declaration;
- (g) cause the restrictions created by the Declaration and the Plat to be enforced; and
- (h) take all other actions required to comply with all requirements of law, the Articles, the Declaration, and the Plat.

### ARTICLE V

#### Officers

**Section 1. Enumeration of Offices.** The officers of this Association shall be a president, a secretary, a treasurer, and such other officers as the trustees may from time to time determine. No officer need be a member of the Association nor need any officer be a trustee. The same person may hold more than one office.

**Section 2. Selection and Term.** The officers of the Association shall be selected by the trustees, from time to time, to serve until the trustees select their successors.

**Section 3. Special Appointments.** The trustees may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the trustees may, from time to time, determine.

**Section 4. Resignation and Removal.** Any officer may be removed from office, with or without cause, by the trustees. Any officer may resign at any time by giving written notice to the trustees, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

**Section 5. Duties.** The duties of the officers shall be such duties as the trustees may from time to time determine. Unless the Board otherwise determines, the duties of the officers shall be as follows:

- (a) **President.** The president shall preside at all meetings of the trustees, shall have the authority to see that orders and resolutions of the Board are carried out, and shall sign all leases, mortgages, deeds and other written agreements.

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- (b) Secretary. The secretary shall record the votes and keep the minutes and proceedings of meetings of the trustees and of the members, serve notice of meetings of the trustees and of the members, and keep appropriate current records showing the names of members of the Association, together with their addresses, and shall act in the place and stead of the president in the event of the president's absence or refusal to act.
- (c) Treasurer. The treasurer shall receive and deposit and/or invest monies of the Association as directed by the trustees, disburse such funds as directed by resolution of the trustees, sign all checks and promissory notes of the Association, keep proper books of account, and prepare an annual budget and a statement of income and expenditures to be presented to the members at the annual meeting, and deliver or mail a copy of each to each of the members.

### ARTICLE VI

#### Committees

The trustees shall appoint nominating committees, as provided herein, and such other committees as they deem appropriate in carrying out the Association's purposes.

### ARTICLE VII

#### Books and Records

The books, records and financial statements of the Association, including annual audited financial statements when such are prepared, shall be available during normal business hours or under other reasonable circumstances, upon request to the Association, for inspection by members and the holders and insurers of first mortgages on Lots. Likewise, during normal business hours or under other reasonable circumstances, the Association shall have available for inspection by members, lenders and their insurers, and prospective purchasers, current copies of the Association's organization documents and its rules and regulations.

### ARTICLE VIII

#### Audits

Upon written request to the Association by an institutional first mortgagee of a Lot, or its insurer, or by vote of the holders of a majority of the voting power of members, the trustees shall cause the preparation and furnishing to those requesting of an audited financial statement of the Association for the preceding fiscal year, provided that no such statement need be furnished earlier than one hundred-twenty (120) days following the end of such fiscal year, and provided that if the same is prepared at the request of an

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institutional first mortgagee of a Lot, or its insurer, the same shall be prepared at the cost of the requester.

### **ARTICLE IX**

#### **Fiscal Year**

Unless otherwise changed by the trustees, the fiscal year of the Association shall begin on the first day of July of every year and end on the succeeding 30th day of June of every year, except that the first fiscal year shall begin on the date of incorporation of this Association and shall continue until June 30, 2005.

### **ARTICLE X**

#### **Amendments**

Any modification or amendment of this Code may be made by the members exercising their Voting Rights.