

**BY-LAWS OF
WILMINGTON HOMEOWNERS ASSOCIATION, INC.**

ARTICLE I

NAME AND LOCATION

The name of the corporate is Wilmington Homeowners Association, Inc. (hereinafter referred to as the "Association"). The principal office of the corporation shall be locate at the home of the presiding President in the Wilmington Sub Division, but meeting of members and directors may be held at places within Cobb County, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to Wilmington Homeowners Association, Inc., its successors and assigns.

Section 2. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the owners.

Section 3. "Owner" shall mean and refer to the record owner, whether one or more person or entitles, of the fee simple title to any Lot which is subject to the Declaration as hereinafter defined, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 4. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, Restrictions and Easements for Wilmington Subdivision as the term is more specifically defined in the Declaration of Covenants, Conditions, Restrictions and Easements for Wilmington subdivision.

Section 5. "Member" shall mean and refer to those persons entitled to membership as provided in the Article of Incorporation for Wilmington Homeowners Association, Inc., or in these by-laws.

ARTICLE III

MEETING OF MEMBERS

Section 1. **Regular Meetings.** Meetings of the members shall be conducted quarterly beginning in January 2000 on the day of the month designated by the membership at 7:00 subsequent regular annual meeting of the legal holiday, the meeting will be held at the same hour on the first day following which is not a legal the hour of 7:00 o'clock P.M. If the day for the annual meeting of the members is a Directors.

Section 2. **The Board of Directors shall meet a minimum of one time during the quarter to conduct Association business.**

Section 3. **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 the members who are entitled to vote one-four (1/4) of all of the votes.

Section 4. **Notice of Meetings.** Written notice of each meeting of the members shall be give 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 fifteen (15) day before such meeting to each member entitled to vote there at, addressed t 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. 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.

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Section 5. **Quorum.** The presence at the meeting of members entitled to ~~cast~~^{vote}, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the these by-laws. If, however, such quorum shall not be present or represented at any meeting, the member entitled to vote there at shall have 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 represented.

Section 6. **Proxies.** Members may vote by proxies at designated meetings. All proxies shall be in writing and filed with the Secretary two weeks prior to designated meeting. Every proxy shall revocable and shall automatically cease upon conveyance by the Member.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. **Number.** The affairs of this Association shall be managed by a maximum Board of eight (8) Directors, who must be members of the Association and elected by the members of the Association.

Section 2. **Term of Office.** At the first annual meeting, the members elect one (1) Director for a term of one (1) year, one (1) Director for a term of two (2) years, and one (1) Director for a term of three (3) years; and at each annual meeting thereafter the member shall elect one (1) Director for a term of three (3) years to replace the Director whose term has expired.

Section 3. **Removal.** Any Director may be removed from the Board, with or without cause, by a 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 members of the Board and shall serve for the remainder of his predecessor's term.

Section 4. **Compensation.** No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in the performance of his duties, provided said expense is first approved by the Board of Directors.

Section 5. **Action Taken without a Meeting.** The Director 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 the Directors. Any action so approved shall have the same affect as though taken at a meeting of the Director.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. **Nomination.** Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among Members.

Section 2. **Election.** Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, one vote for each Lot owned. If a Lot is

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owned by more than one person, only one vote may be cast for said Lot. If all Owners do not agree on such vote, then no vote shall be cast for such Lot.

ARTICLE VI

MEETING OF DIRECTORS

Section 1. Regular Meetings. Meetings of the Board of Directors shall be held at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. 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 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 Board.

ARTICLE VII

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 Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- b. suspend the voting rights and right to use of the recreational facilities, if applicable, of a member during any period in which such member shall be in default in the payment of any dues 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 this 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; and
- e. employ a manager, an independent contractor, 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 requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;
- b. supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- c. fix the amount of the annual dues of members, and send written notice of dues to every Owner subject thereto at least thirty (30) days in advance of each annual dues period;
- d. procure and maintain adequate liability and hazard insurance on property owned by the Association;
- e. cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- f. cause the Common Area to be maintained.

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ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. **Enumeration of Officers.** The officers of this Association shall be a President, Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and two Members-At-Large, who are members of the Board of Directors.

Section 2. **Election of Officers.** The election of officers shall take place at the annual meeting of the members, which is in the month of April.

Section 3. **Term.** The officers of this Association shall be elected such other officers as the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. **Special Appointment.** The Board 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 Board may, from time to time, determine.

Section 5. **Resignation and Removal.** Any officer may be removed from the Board, with or without cause, by a majority vote of the members of the Association. Any officer may resign at any time by giving written notice to the Board, 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 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 office appointed to such vacancy shall serve for the remainder of the term of the office he replaces.

Section 7. **Multiple Offices.** No person shall simultaneously hold more than one of any office in the Association.

Section 8. **Duties.**

- a. 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 cosign all checks and promissory notes.
- b. The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.
- c. The Secretary shall record the votes and keep the minutes of all meetings and preceding of the Board and of the member; 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 the member of the Association together with their addresses, and shall perform such other duties as required by the Board.
- d. The treasurer shall receive and deposit in appropriate bank account all moneys of the Association and shall disburse funds as directed by resolution of the Board of Directors; shall sign all check and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

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- e. The Assistant Secretary shall act in the place and stead of the Secretary in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.
- f. The Assistant Treasurer shall act in the place and stead of the Treasurer in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.
- g. The Members-At-Large shall act as project managers for designated project deemed important to the Association by the Board of Directors. They shall also be appointed as ad hoc committee chairs.

ARTICLES IX

COMMITTEES

Section 1. Committees. The Board of Directors shall appoint an Architectural Control Committee and any other committees as deemed appropriate in carrying out the purpose of the Association.

ARTICLE X

BOOKS AND RECORDS

Section 1. Books and Records. The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the by-laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI

DUES

Section 1. Dues. The Board of Directors shall have the authority to set dues for membership. The dues set by the Board may be changed by a majority vote of the members.

ARTICLE XII

CORPORATE SEAL

Section 1. Corporate Seal. The Association shall have a seal in circular form having within its circumference the words: "Wilmington Homeowners Association, Inc."

ARTICLE XIII

AMENDMENTS

Section 1. By-law review. The by-laws will be reviewed annually by the by-laws Committee. Proposed amendments will be solicited from the membership, to be submitted to the Committee by the January meeting, presented to the membership at the April meeting for approval by 2/3 vote of the members present or by proxy.

Section 2. Amendments. These by-laws may be amended, at a regular or special meeting of the members, by a two-thirds (2/3) vote of members present and voting, provided notice of the proposed

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amendments were provided to the membership at the previous meeting, or mailed to each member at least fifteen (15) days prior to the meeting at which the amendments will be considered.

Section 3. Article of Incorporation and By-law conflict. In the case of any conflict between the Articles of Incorporation and these by-laws, the Articles shall control; and in the case of any conflict between the Declaration and these by-laws, the Declaration shall control.

ARTICLE XIV

INDEMNIFICATION

Section 1. Indemnification. The Association shall indemnify every officer and director of the Association against any and all expenses, including court costs and reasonable attorney fees, reasonably incurred by or imposed upon any officer or director in connection with any action, suit or other proceeding (including settlement of any suit or proceeding, if approved by the Board of Directors) to which he may be made a party by reason of being or having been an officer or director at the time such expense are incurred. The officers and directors shall not be liable for any mistake of judgment, negligence, or otherwise, except for their own willful misconduct or nonfeasance. The officers and directors shall have not personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent that such officers or directors may also be members of the Association) and the Association shall indemnify and forever hold each such officer director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not e exclusive of any other rights to which any officer or director, or former officer or director, may be entitled. The Association shall, as a common expense, maintain adequate general liability and officers' and directors' liability insurance to fund this obligation.

ARTICLE XV

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the Directors of he WILMINGTON HOMEOWNERS ASSOCIATION, INC., have hereunto set our hands this ____ day of _____ 2004