

BY-LAWS**OF****WREN'S CROSS #1 TOWNHOUSE ASSOCIATION, INC.****ARTICLE I****Name and Location**

The name of the Association is Wren's Cross #1 Townhouse Association, Inc., which corporation, not-for-profit is created pursuant to the provision of Chapter 1702 of the Revised Code of Ohio. The principal office of the association shall be as set forth in its Articles of Incorporation, and the place of meetings of owners (members) and of the Trustees of the Association shall be at such place in Summit County, Ohio as the Board of Trustees, may from time to time designate. As used herein, all terms shall have the meanings given to them by the Declaration of Wrens Cross #1 Townhouse Association dated July 25, 1989, and recorded in Volume 303, Page 48 et seq. of Summit County Records, as the same may from time to time be amended.

ARTICLE II**Property Owners (Members)**

Section 1. Composition. Each owner (as defined in the Declaration) shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

Section 2. Annual Election Meeting. The annual election meeting of the members shall be held within the first four months of each year hereafter, on a date and time as established by the Board.

Section 3. Special Meetings. Special Meetings of the members may be called at any time by the president, by a majority vote of the Board, or upon written request of members entitled to exercise one-fourth (1/4) or more of the voting power of the Association.

Section 4. Notice of Meetings. Written notice of all meetings of members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least seven (7) days, nor more than sixty (60) days before such meeting, to each member; addressed to the member's address or by delivering a copy of that notice at such address at least seven (7), not more than sixty (60) days before the meeting. The notice shall specify the place, day and hour of the meeting and, in general terms, the business to be transacted at such meeting.

Section 5. Quorum. At each annual or special meeting of the members, the presence in person or by proxy of members entitled to exercise a majority of the voting power of all members shall be necessary to constitute a quorum for the transaction of business.

Section 6. 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 member of a Lot.

Section 7. Voting Power. A) At every meeting, each member shall be entitled to one vote for each Lot owned by such member. If two or more persons or entities own an individual portion of the fee simple interest in a Lot, they shall be entitled collectively to cast only one vote. B) A majority of the voting power of members voting on any matter that may be determined by the members shall be sufficient to determine that matter.

Section 8. Action In Writing Without Meeting. Any action that could be taken by members at a meeting, may be taken without a meeting, with the written affirmative vote or approval, of a majority of all members.

ARTICLE III

Board of Directors

Section 1. Initial Directors. The initial Directors shall be those three persons named as the initial Directors in the Articles, who shall serve until their successors are elected.

Section 2. Successor Directors. There shall be five successor Directors each of whom shall be a member of the Association and a Lot owner. They shall be elected at a meeting called for such purpose by the present Trustees no later than January 1, 1996 and shall serve for a period so that the term of at least one board member expires annually. The board shall consist of the five (5) members initially for the respective terms of one member elected for three (3) years, two members elected for two (2) years and two (2) members elected for one (1) year. At subsequent annual meetings, each Director shall be elected for a three (3) year term.

Section 3. Removal. Excepting those Directors named in the Articles, any Director may be removed from the Board with or without cause, by a two-thirds vote of the owners. In the event of the death, resignation or removal of a Director other than those named in the Articles, that Director's successor shall be appointed by the remaining members of the Board and shall complete the term of such deceased, resigned or removed Director.

Section 4. Compensation. Directors shall not receive compensation for any service rendered to the Association as a Director. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of duties.

Section 5. Regular Meetings. Regular meetings of the Board shall be held no less than quarterly, with at least seven (7) days written notice, on such date and at such place and hour as may be fixed from time to time by the President.

Section 6. Special Meetings. Special meetings of the Board shall be held when called by the President of the Board, or by any two Directors, after not less than 24-hour written notice to each Director, unless said notice is waived by all Directors.

Section 7. Quorum. The presence at any duly called and noticed meeting, in person, of Directors entitled to cast a majority of the voting power of all Directors shall be necessary to constitute a quorum for the transaction of business at such meeting.

Section 8. Voting Power. A majority of the Directors voting on any matter that may be determined by the Board shall be sufficient to determine that matter.

Section 9. Action In Writing Without Meeting. Any action that could be taken by the Board at a meeting may be taken without a meeting with the written affirmative vote or approval of a majority of the Directors.

Section 10. Powers. Except as otherwise specifically provided in the Declaration, all decision to be made by the Association shall be made by the Board. The Board shall exercise the powers, discharge the duties, and be vested with the rights conferred upon them by law, by the Declaration and/or these By-Laws. By way of example, not limitation, the Board shall have the right, power and authority to:

- a) take all actions deemed necessary or desirable to comply with all requirements of law;
- b) enforce the covenants, conditions and restrictions set forth in the Declaration;
- c) repair, maintain and improve the Common Areas;
- d) establish, enforce, levy and collect assessments, invest, reinvest and distribute any and all monies received by the Association.
- e) adopt and publish rules and regulations governing the use of the Common Areas and the personal conduct of owners, occupants and their guests thereon, and establish reasonable penalties for the infraction thereof;
- f) suspend the voting rights of a owner during any period in which such owner shall be in default in the payment of any assessment levied by the Association;
- g) declare the office of a member of the Board to be vacant in the event such Director shall be unexcused and absent from three consecutive regular meetings of the Board;
- h) authorize the officers to enter into one or more management agreements in order to facilitate the efficient operation of the property, and employ attorneys, agents, accountants, or others and pay reasonable and proper compensation for their services.

Section 11. Duties. It shall be the duty of the Board 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 each annual meeting, or at any special meeting when such statement is requested in writing by members representing two-thirds (2/3) or more of the voting power of all members;
- b) supervise all officers, agents, independent contractors and employees of the Association and see that their duties are properly performed;

- c) fix the amount of assessments against each Lot;
- d) give written notice of each assessment to every Lot owner;
- e) foreclose the lien against any Lot for which assessments are not paid;
- f) file an action at law against the owner(s) personally obligated to pay the same;
- g) issue, or to cause an appropriate representative to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid;
- h) procure and maintain insurance as the Board deem advisable;
- i) cause the restrictions created by the Declaration to be enforced.

ARTICLE V

Officers

Section 1. Enumeration of Officers. The officers of this Association shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board may from time to time determine.

Section 2. Selection and Term. Immediately following each annual election meeting, the officers of the Association shall be selected by the Board, to serve until their successors are elected. An officer must be a member of the Board.

Section 3. Special Appointments. 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 4. Resignation and Removal. Any officer may be removed from office, with or without cause, by a majority vote of the Board. 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 the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Duties. The duties of the officers shall be as the Board 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 Board and Association, shall have the authority to see that orders and decisions of the Board are carried out, and shall sign all legal instruments on behalf of the Association.
- b) Vice President. The Vice President shall perform the duties of the President whenever the President is absent or unable to act and shall have such other authority and perform such other duties as may be determined by the Board.

- c) Secretary. The secretary shall record the votes and keep the minutes of meetings of the Board and of the Association, serve notice of meetings of the Board and of the Association, keep appropriate current records showing the names of Lot owners of the Association together with their addresses.
- d) Treasurer. The treasurer shall assume responsibility for the receipt and deposit in appropriate bank accounts of all monies of the Association, the disbursements of such funds as directed by decision of the Board, the keeping of proper books of account, and a statement of income and expenditures to be presented to the members at annual meetings, and the delivery or mailing a copy of the annual assessment amount to each Lot owner at least thirty (30) days in advance of each assessment period.
- e) Other Officers. Any other officers whom the Board of Directors may appoint shall, respectively, have such authority and perform such duties as may be determined by a majority vote of the Board.

ARTICLE VI

Books and Records

The books, records and financial statements of the Association shall be available during normal business hours or under other reasonable circumstances, upon request to the Association, for inspection by Lot owners and the holders and insurers of first mortgages. The fiscal year of the Association shall end on December 31.

ARTICLE VII

Indemnification

The Association shall indemnify any Director or Officer or any former Director or Officer of the Association or any person who is or has served at the request of the Association (and his or her heirs, executors and administrators) against expenses, including attorney fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her by reason of the fact that he or she is or was such Director or Officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to the extent and according to the procedures and requirements set forth in the Ohio Non-Profit Corporation Law. This provision does not restrict the rights of the Association to also indemnify employees, agents, and others as permitted by law.

ARTICLE VIII

Amendments

~~These By-laws may be altered, repealed or amended by the affirmative vote of a majority vote of all Members.~~

ARTICLE IX

Conflicts

If any revision of these By-Laws should conflict with the Declaration, then the Declaration shall be the controlling document.

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COUNTY OF SUMMIT
RECEIVED & RECORDED

APR 28 AM 10:06

RALPH JAMES - RECORDER

FEE \$ 4400

146665

O.R. _____ PG. 423-431

By-laws

AMENDMENT TO THE DECLARATION
FOR
THE WRENS CROSS #1 TOWNHOUSE

THIS WILL CERTIFY THAT A COPY OF THIS AMENDMENT TO THE DECLARATION OF THE WRENS CROSS #1 TOWNHOUSE WAS FILED IN THE OFFICE OF THE COUNTY AUDITOR OF SUMMIT COUNTY, OHIO.

DATED:

3/27/96

BY:

James B. McConell

COUNTY AUDITOR

TWN

AMENDMENT TO THE DECLARATION
FOR
THE WRENS CROSS #1 TOWNHOUSE

WHEREAS, the Declaration for the Wrens Cross #1 Townhouse was recorded in Volume OR303, Page 048 et seq. of Summit County Records, and

WHEREAS, the Wrens Cross #1 Townhouse Association is a corporation consisting of all Family Unit Owners in the Wrens Cross #1 Townhouse and as such is the representative of all owners, and

WHEREAS, Family Unit Owners in excess of 75% of the voting power of the Owners Association have executed an instrument in writing setting forth specifically the new matter to be added, and

WHEREAS, the Owners Association has in its records the signed consents to the Amendment signed by 75% of the Family Unit Owners, and

WHEREAS, the Owners Association has in its records the power of attorney signed by 75% of the Family Unit Owners authorizing the officers of the Wrens Cross #1 Townhouse Association to execute this recorded document on their behalf, and

NOW THEREFORE, the Declaration for the Wrens Cross #1 Townhouse is hereby amended by the following:

ADD BY-LAWS PAGES 1 through 6 to the Declaration as recorded in Volume OR303, Page 1 et seq. of the Summit County Records. Said By-Laws are attached hereto in their entirety.

Any conflict between these By-Laws provisions and other provisions of the Declaration shall be interpreted in favor of the Declaration.

IN WITNESS WHEREOF, the said Wrens Cross #1 Townhouse Association has caused the execution of this instrument this 23rd day of March, 1996.

THE WRENS CROSS #1 TOWNHOUSE ASSOCIATION

Signed in the presence of:

Brenda Y Zernick
Witness: BRENDA Y ZERNICK

By: John Marcu
JOHN MARCU, its President

Cheryl A. Robinson
Witness: CHERYL A. ROBINSON

By: Kenneth Cormack
KENNETH CORMACK, its Secretary

STATE OF OHIO)
) SS
COUNTY OF SUMMIT)

BEFORE ME, a Notary Public in and for said County, personally appeared the above named Wrens Cross #1 Townhouse Association, by its President and its Secretary, who acknowledge that they did sign the foregoing instrument and that the same is the free act and deed of said corporation and the free act and deed of each of them personally and as such officers.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Stow, Ohio, this 23rd day of March, 1996.

Brenda Y. Zenisek
NOTARY PUBLIC
BRENDA Y. ZENISEK
Notary Public, State of Ohio
My Commission Expires June 7, 1997

This instrument prepared by:
DAVID W. KAMAN, Esq.
Kaman & Ott, Attorneys at Law
50 Public Square
600 Terminal Tower
Cleveland, Ohio 44113
(6) 696-0650

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