

B Y - L A W S

OF

WILMINGTON PARK HOMES ASSOCIATION, INC.

ARTICLE 1 - DEFINITIONS

Section 1. The words "said property" as used in these By-Laws shall be deemed to mean the real property situated in the County of Chatham, State of Georgia, and described in the Charter of said corporation, together with any and all other real property which may hereafter, through the operation of conditions, covenants, restrictions, easements, reservations or charges pertaining to the same, be placed under or submitted to the jurisdiction of this corporation and be accepted as within the jurisdiction of this corporation by resolution of the Board of Directors or this corporation.

Section 2. The words "building site" wherever used in these By-Laws shall be deemed to mean a building site as defined in any declaration of conditions, covenants, restrictions, easements, reservations or charges affecting the portion of said property in which the building site is located.

ARTICLE II - MEMBERSHIP

Section 1. The members of this corporation shall be as defined in the Charter of said corporation.

Any person claiming to be a member in this corporation shall establish his right to membership to the satisfaction of the Secretary of this corporation. No membership or initiation fee shall be charged, nor shall members be required to pay at any time any amount to carry on the business of this corporation, except to pay annually the charges or assessments set forth in the declaration of conditions, covenants, restrictions, easements and charges dated the first day of January, 1958, executed by Wilmington Park, and filed for record the 15th day of January, 1958, in the office of the Clerk of the Superior Court of Chatham County, Georgia, and recorded in Deed Book 68-R, folio 450, or as set forth in any other declaration affecting any portion of said property.

Membership in this corporation shall lapse and terminate when any member shall cease to be the owner of record of a building site or shall cease to be a resident on a building site in said property and a purchaser thereof under a contract or agreement of purchase.

Section 2. Each member of this Association shall be automatically eligible for membership in the Wilmington Park Community Club to the extent of two persons for each building site, without the payment of an initiation fee and including all usual membership privileges. Such member shall, however, be personally responsible for any subsequent annual dues, or other fees which may be charged in addition to the general assessments levied by said Association. Membership eligibility without payment of an initiation fee shall lapse and terminate when any person or persons shall cease to be a member of the Association.

#### ARTICLE III - VOTING RIGHTS

Section 1. The voting power of the members of this corporation shall be as follows:

- (a) Except as provided in (d) and (e) of this section, each member of this corporation shall have at least one vote.
- (b) Except as provided in (d) and (e) of this section, each member of this corporation owning of record one or more building sites shall have the right to the number of votes equal to the total number of building sites of which he is the owner of record.
- (c) Except as provided in (d) and (e) of this section, each purchaser who is a resident on a building site and is purchasing it under a contract or agreement of purchase shall be entitled to one vote.
- (d) When a building site is owned of record in joint tenancy or tenancy in common, or when two or more residents are purchasing a building site under a contract or agreement or purchase and residing thereon, the several owners or purchasers or said building site shall collectively be entitled to one vote only therefor.
- (e) When voting upon a change in the annual maintenance charge or assessment or any other matters that come before the Association, each member of the Association shall have one vote regardless of the number of building sites owned except that there shall at no time be more than one vote for each building site.

#### ARTICLE IV - PROPERTY RIGHTS

Section 1. Each member of this corporation shall have such an interest in all of the property owned by this corporation as is represented by the ratio of the number of votes to which said member is entitled to the total number of votes in this corporation. Such interest is and shall be appurtenant to the building sites in all said property which qualify such person for membership in this corporation.

## ARTICLE V - CORPORATE POWERS

Section 1. The corporate powers of this corporation shall be vested in, exercised by, and under the authority of, and the business and affairs of this corporation shall be controlled by a Board of Directors. The Board of Directors shall consist of one Director from each district, as described in Article VI, Section 1 to be elected by the Association Members at the annual meeting; and the immediate past President of the Association, who will automatically join the newly elected Board for one year only. The Directors, other than the incorporators, shall be members of the corporation. Six of said Directors shall constitute a quorum for the transaction of business.

## ARTICLE VI - ELECTION OF DIRECTORS

Section 1. Each of the elected members would be voted on by the entire membership, but would live in and represent one of the following districts:

DISTRICT 1 - Wynngate, Wellington, N. Millward and Dombey Roads and Dombey Court, except those on corners at intersections with Clarendon Road and Manchester Road. Winchester from intersection with Wynngate east to drainage canal except S/E corner Winchester and Millward.

DISTRICT 2.- Clarendon and Manchester Roads except corner of Wynngate and Manchester.

DISTRICT 3 - Devonshire, Montague and Montfort Roads, except intersection of Devonshire with Wilmington Island Road. (Corner lots are in District 4.) Ashley Road from one lot North of Devonshire Road to Sewage Treatment Plant, South Millward Road except Lot on Western corner of Millward and Winchester.

DISTRICT 4 - Wilmington Island Road from Golf Course to Road to Sewage Treatment Plant, Winchester Drive from Wilmington Island Road entrance to Wynngate Road and Ashley Road from one lot North of Devonshire to Winchester Drive.

DISTRICT 5 - Stafford and Surrey Roads, Lancaster Road and West side of Walthour Road from one lot South of Winchester to Grosvenor.

DISTRICT 6 - Winchester Drive from drainage canal East to Walthour Road, all of Pickwick and Chatsworth Roads including the Courts, North Lancaster and North Cromwell to and including Chatsworth Road and Boswell Court.

DISTRICT 7 - Kentshire, Wales and Cromwell Courts, North side of Grosvenor Court and Cromwell Road from one lot South of Stafford Road to Grosvenor.

DISTRICT 8 - South side of Grosvenor from Drainage Canal to Walthour Road, Carlton Road, South Lancaster Road, and Cromwell Road from Grosvenor to one lot North of Biltmore Road.

DISTRICT 9 - Biltmore Road and Cromwell Road from one lot North of Biltmore, Walthour Road from one lot South of Grosvenor to Todd Drive.

DISTRICT 10 - North Cromwell to Steerforth, Hampshire Road to Steerforth East and West end and all of the South side of Steerforth from North Cromwell to Walthour Road.

DISTRICT 11 - North side of Steerforth from North Cromwell to Walthour Road, all of Halifax and Suffolk Roads, Hampshire Road North of Steerforth and all of the new Phase 12.

The term of each Board member would be for two (2) years with the even numbered districts being elected in the even years and the odd numbered districts being elected in the odd numbered years.

A member must have been a resident of the Park for six (6) months prior to being elected to serve on the Board.

A member who has served for a full two (2) year term must be off the Board for at least one (1) year before he/she can be appointed or re-elected to serve on the Board. No member may serve for more than four (4) consecutive years and no more than one (1) year shall be appointive.

#### ARTICLE VII - VACANCIES

Section 1. Vacancies that occur on the Board during the year should be filled by the Board appointing a member who resides in the same district as the member who resigned. The appointed member will serve until the next annual meeting at which time a member from the district in which the vacancy occurred would be elected by the total membership of the Association to fulfill the unexpired term of one (1) year or to start a new term.

#### ARTICLE VIII - POWERS OF DIRECTORS

Section 1. The Board of Directors shall have power:

(a) To call special meetings of the members whenever it deems it necessary, and it shall call a meeting at any time upon written request of the members who have the right to vote at least one-third of all of the votes of the entire membership.

- (b) To appoint and remove at pleasure all officers, agents and employees of the corporation, prescribe their duties, fix their compensation, and require from them security or a fidelity bond for faithful performance of the duties to be prescribed for them.
- (c) To conduct, manage and control the affairs and business of this corporation, and to make rules and regulations, not inconsistent with the laws of the State of Georgia or the By-Laws of this corporation, for the guidance of the officers and management of the affairs of the corporation.
- (d) To exercise for the corporation all powers, duties and authorities vested in or delegated to this corporation or which it may lawfully exercise.

#### ARTICLE IX - DUTIES OF DIRECTORS

Section 1. It shall be the duty of the Board of Directors:

- (a) To cause to be kept a complete record of all of their minutes and acts, and of the proceedings of the members, and present a full statement at the regular annual meeting of the members, showing in detail the assets and liabilities of this corporation, and generally the condition of its affairs. A similar statement shall be presented at any other meeting of the members when required by members who have the right to vote at least one-third or all the votes of the entire membership.
- (b) To supervise all officers, agents and employees of this corporation, and to see that their duties are properly performed.
- (c) A committee should be appointed by the President of the Association every four (4) years, or at any time within a four year period that the Board considers necessary, consisting of two (2) Board members and three (3) other members of the Association to review the districting within the Park and make recommendations at the annual meeting on revising the districts and/or adding additional districts as the Park may grow.

#### ARTICLE X - DIRECTORS' MEETINGS

Section 1. The annual meeting of the Board of Directors shall be held after the annual meeting of the members.

Section 2. A regular meeting of the Board of Directors shall be held on the second Monday of each month at 2:30 o'clock P.M., provided that the Board of Directors may, by resolution, change the day and hour of holding such regular meetings. Any regular meeting may be dispensed with by unanimous consent of all the Directors.

- Section 3. Notice of such annual meeting and such regular meeting is hereby dispensed with. If the day for the annual or regular meeting shall fall upon a holiday, the meeting shall be held on the first day following which is not a holiday, and no notice thereof need be given.
- Section 4. Special meetings of the Board of Directors shall be held when called by the President, the Vice President, or Secretary or Treasurer, or upon the written request of any two Directors. Written notice of each special meeting of the Board of Directors shall be delivered personally to the directors, or given or sent to each director, at least three days before the time for holding said meeting, by letter, postage thereon fully prepaid, addressed to the director. Each director shall register his address with the Secretary, and notices of meetings shall be mailed to him at such address.
- Section 5. The transactions of any meetings of the Board of Directors, however called and notice, or wherever held, shall be as valid as though had a meeting duly held after regular call and notice if a quorum be present, and if either before or after the meeting each of the directors not present sign a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.
- Section 6. Every act, or decision, done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors. In the absence of a quorum, the majority of the directors present may adjourn from time to time until the time fixed for the next regular meeting of the Board.

#### ARTICLE XI - MEETINGS OF MEMBERS

- Section 1. The regular annual meeting of the members shall be held on the second Monday of the month of February in each year, at the hour of 8:00 P.M. If the day for the annual meeting of the members shall fall upon a holiday, the meeting shall be held at the same hour on the first day following which is not a holiday. The Board of Directors may, by resolution, change the day and hour of the annual meeting.
- Section 2. Special meetings of the members for any purpose may be called at any time by the President, the Vice President, the Secretary, the Treasurer, or by the Board of Directors, or by any two or more members thereof or upon written request of the members who have the right to vote at least one-third of all of the votes of the entire membership.
- Section 3. Notices of annual and special meetings shall be given in writing to the members by the Secretary. Notice may be

given to the members either personally, or by sending a copy of the notice through the mail, postage thereon fully prepaid, to his address appearing on the books of the corporation. Each member shall register his address with the Secretary and notices of meetings shall be mailed to him at such address. Written notice of each meeting shall, at least three days before the time for holding said meeting, be given or sent to each member by letter, postage thereon fully prepaid, addressed to the member. Notice of each annual or special meeting of the members shall specify the place, the date, and the hour of the meeting, and the general nature of the business to be transacted.

- Section 4. The transactions at any meeting of the members, however called or noticed shall be as valid as though had at a meeting duly held after regular call and notice if a quorum be present, in person or by proxy, if either before or after the meeting each member entitled to vote not present signs a written waiver of notice, or a consent to the holding of such meeting, or approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting. A quorum is constituted by all persons present or by proxy, except that a minimum of 10% of the eligible membership will be required to constitute a quorum for the transaction of business. In the absence of a quorum any meeting of the members may be adjourned from time to time by a vote of a majority of the members present, but no other business may be transacted. Members present at any duly called or held meeting at which a quorum is present in person or by proxy may continue to do business notwithstanding the withdrawal of enough members to leave less than a quorum.

#### ARTICLE XII - OFFICERS

- Section 1. The officers of this corporation shall be a President, a Vice President, who shall at all times be members of the Board of Directors, and a Secretary, and a Treasurer, and such other officers as the Board of Directors may, from time to time, by resolution, create.
- Section 2. The officers of this corporation, except such officers as may be appointed in accordance with Sections 3 and 5 of Article, shall be chosen annually by the Board of Directors, and each shall hold his office for one year unless he shall sooner resign or shall be removed, or otherwise disqualified to serve.
- Section 3. The Board of Directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may, from time to time, determine.

Section 4. Any officer may be removed from office either with or without cause by a majority of the Directors at the time in office at any annual, regular or special meeting of the Board. Any officer may resign at any time by giving a written notice to the Board of Directors, or to the President, or the Secretary of the corporation. Any such resignation shall take effect at 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 5. A vacancy in any office because of death, resignation, removal, disqualification, or other cause shall be filled in the manner prescribed in the By-Laws for regular appointment to such office.

Section 6. The offices of Secretary or Assistant Secretary, and Treasurer may be held by the same person.

#### ARTICLE XIII - PRESIDENT

Section 1. The Board of Directors shall at their first regular meeting elect one of their number to act as President, and shall also at said meeting elect a Vice President.

Section 2. If at any time the President shall be unable to act, the Vice President shall take his place and perform his duties. If the Vice President, for any cause, shall be unable to act, the Board of Directors shall appoint some member of the Board to act, in whom shall be vested for the time being all the duties and functions of the President.

Section 3. The President, or the Vice President, or in the absence or inability to act of both the President and the Vice President, the Director appointed as above provided

- (a) Shall preside over all meetings of the members and of the Board of Directors.
- (b) Shall sign as President all deeds, contracts and other instruments in writing which have been first approved by the Board of Directors.
- (c) Shall call the Directors together whenever he deems it necessary and shall have, subject to the advice of the Board of Directors, general supervision, direction and control of the business and affairs of the corporation, and generally shall discharge such other duties as may be required of him by the Board of Directors.

#### ARTICLE XIV - VICE PRESIDENT

Section 1. All duties and powers required by law or by these By-Laws



and all powers conferred by law or by these By-Laws upon the President shall, in his absence, inability or refusal to act be performed by the Vice President.

#### ARTICLE XV - SECRETARY AND ASSISTANT SECRETARY

Section 1. The Board of Directors shall elect a Secretary, and it shall be the duty of the Secretary

- (a) To keep a record of all meetings and proceedings of the Board of Directors and of the members.
- (b) To keep the corporate seal of the corporation, and to affix it on all papers requiring the seal of the corporation.
- (c) To keep proper books.
- (d) To serve notices of meetings of the Board of Directors and the members required either by law or by the By-Laws of this corporation.
- (e) To keep appropriate records showing the members of this corporation together with their addresses as furnished him by such members.

Section 2. The Board of Directors may appoint an Assistant Secretary who, in case of the absence, inability or refusal to act of the Secretary shall perform the duties of the Secretary.

Section 3. The Assistant Secretary shall also perform such other duties as may be required of him by the Board of Directors.

#### ARTICLE XVI - TREASURER

Section 1. The Treasurer shall receive and deposit in such bank or banks as the Board of Directors may, from time to time, direct, all of the funds of the corporation, which funds shall be withdrawn by such officer or officers as the Board of Directors shall, from time to time, designate.

#### ARTICLE XVII - BOOKS AND PAPERS

Section 1. The books, records and such papers as may be placed on file by the vote of the members or the Board of Directors shall at all times, during reasonable business hours, be subject to the inspection of any member.

#### ARTICLE XVIII - PROXIES

Section 1. At all corporate meetings of members, each member may vote in person or by proxy.

Section 2. All proxies shall be in writing, and filed with the Secretary.

ARTICLE XIX - CORPORATE SEAL

Section 1. This corporation shall have a seal in circular form having within its circumference the words

"Wilmington Park Homes Association, Inc.  
Incorporated 1958  
Georgia"

ARTICLE XX - AMENDMENTS

Section 1. By-Laws may be adopted, amended, or repealed by a majority of the voting power in said Association.

**DATE                      PHASE      LOTS                      DESCRIPTION**

January 1, 1958	A	1-56	Protective Covenants established. Effective until January 1, 1983 and automatically continue for successive 10 year periods unless "within six (6) months prior to the expiration of any successive period of ten (10) years thereafter, a written agreement executed by the then record owners of lots in the property subject to this Declaration, having an aggregate area equivalent to not less than fifty (50) per cent of the area of the total number of lots then subject to this Declaration shall be placed on record....in which agreement any of the covenants...may be changed, modified, waived or extinguished in whole or in part, as to all or any part of the property then subject thereto..." (p. 15).
August 1, 1959	B	1-94	Protective Covenants established. Effective until August 1, 1984 and automatically continue for successive 10 year periods unless "within six (6) months prior to the expiration of any successive period of ten (10) years thereafter, a written agreement executed by the then record owners of lots in the property subject to this Declaration, having an aggregate area equivalent to not less than fifty per cent of the area of the total number of lots then subject to this Declaration shall be placed on record....in which agreement any of the covenants...may be changed, modified, waived or extinguished in whole or in part, as to all or any part of the property then subject thereto..." (p. 15).
April 12, 1960	A	53	waiver of application of covenants for Lot 53 as to side street line

May 24, 1960	B	1-94	Amendment to revise map/plat. Lots 95 and 96 added to Phase B and other lots re-numbered.
March 3, 1964	A Addition	1-15	Lots 1-15 of Phase A Addition made subject to the same covenants as those that apply to Phase A, plus modifications.
September 23, 1964	A Addition	1-15	Amendment re lot widths of Lots 11 and 12
February 11, 1965	B Addition #3	97-189	Protective Covenants established re lots 97-189. Effective until February 11, 1990 and automatically continued for successive ten year periods unless modified.
January 11, 1966	A Addition #2	1-3	Lots 1-3 made subject to the Protective Covenants applicable to Phase A. Effective until January 1, 1983 and automatically continued for successive ten year periods unless modified.
September 12, 1966	A Addition #3	57-77	Lots 57-77 made subject to the Protective Covenants applicable to Phase A. Effective until January 1, 1983 and automatically continued for successive ten year periods unless modified.
November 16, 1967	B Addition #4	190-226	Lots 190-226 made subject to the Protective Covenants applicable to Phase B. Effective until August 1, 1984 and automatically continued for successive ten year periods unless modified.
January 15, 1968	B Addition #4	190-226	Amendment declaring null and void the covenants dated 11/16/67. Lots 190-226 made subject to the Protective Covenants applicable to Phase B.
June 10, 1968	B Addition #6	291-354	Lots 291-354 made subject to the Protective Covenants applicable to Phase B. Effective until June 9, 1993, at which time the covenants may be terminated or extended.

			Effective until December 1, 1997, at which time the covenants may be terminated or extended.
January 24, 1974	Phase 11	555-602	Lots 555-602 made subject to the Protective Covenants applicable to Phase A. Effective until January 24, 1999, at which time the covenants may be terminated or extended.
June 1, 1976	Phase 10	10-20	Lots 10-20 made subject to the Protective Covenants applicable to Phase A. Effective until June 1, 1996, at which time the covenants may be terminated or extended.
November 17, 1976	Phase 12	603-633	Lots 603-633 made subject to the Protective Covenants applicable to Phase A. Effective until November 17, 1996, at which time the covenants may be terminated or extended.
November 18, 1977	Phase 13	ALL	Protective Covenants established. Effective for a period of 25 years and automatically extended for 10 year periods unless "an instrument signed by a majority of the then owners of the lots has been recorded, agreeing to change said covenants in whole or in part."
March 30, 1978	Phase 14	ALL	Protective Covenants established. Effective for a period of 25 years and automatically extended for 10 year periods unless "an instrument signed by a majority of the then owners of the lots has been recorded, agreeing to change said covenants in whole or in part."
March 30, 1978	Phase 15	ALL	Protective Covenants established. Effective for a period of 25 years and automatically extended for 10 year periods unless "an instrument signed by a majority of the then owners of the lots has been recorded, agreeing to change said covenants in whole or in part."