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TRANSFER
NOT NECESSARY
JUN 03 2021
MICHAEL STINZIANO
AUDITOR
FRANKLIN COUNTY, OHIO

CONVEYANCE TAX
EXEMPT
M MF
MICHAEL STINZIANO
FRANKLIN COUNTY AUDITOR

RECORDING OF
CODE OF REGULATIONS (BYLAWS)
OF
WEDGEWOOD HILLS HOMEOWNERS ASSOCIATION

PLEASE CROSS MARGINAL REFERENCE WITH THE DECLARATION OF COVENANTS, EASEMENTS, RESTRICTIONS AND ASSESSMENTS FOR WEDGEWOOD HILLS RECORDED AT VOLUME 31443, PAGE F04 ET SEQ., AS AMENDED AT INSTRUMENT NO. 20190520005855, AND AS AMENDED AT INSTRUMENT NO. 202003240041121 OF THE FRANKLIN COUNTY RECORDS.

BYLAWS
OF
WEDGEWOOD HILLS HOMEOWNERS ASSOCIATION

RECITALS

- A. The Wedgewood Hills Homeowners Association (“Association”) was created about January 9, 1996, in conjunction with the filing of its Articles of Incorporation with the Ohio Secretary of State.
- B. The Association is a corporation consisting of all Lot owners in the Wedgewood Hills Subdivision and as such is the representative of all Lot owners.
- C. The Association’s principal purpose is to maintain and operate the real and personal property the Association owns that is part of the Wedgewood Hills Subdivision development located in Dublin, Ohio, for the use and benefit of the Association members in accordance with the terms and provisions of the Declaration of Covenants, Easements, Restrictions and Assessments for Wedgewood Hills, which were filed for record at Volume 31443, Page F04 et seq., of the Franklin County Records.
- D. The Association has in its records the written consents of 69 percent of the Association’s voting power in favor of the Declaration of Covenants, Easements, Restrictions and Assessments for Wedgewood Hills filed for record on March 24, 2020 at Instrument No. 20190520005855 of the Franklin County Records.
- E. The Association has in its records the written consents of 69 percent of the Association’s voting power in favor of the Declaration of Covenants, Easements, Restrictions and Assessments for Wedgewood Hills filed for record on May 20, 2019 at Instrument No. 202003240041121 of the Franklin County Records.
- F. The Association has in its records the written consents of 69 percent of the Association’s voting power in favor of the Amended and Restated Bylaws of Wedgewood Hills Homeowners Association, as of April 7, 2019.

G. Attached as Exhibit "A" is a certification from the Association's president and secretary that the amendments to the Declaration and Bylaws were duly adopted in accordance with the Declaration's provisions.

H. Upon the filing of the Articles of Incorporation, the Association's Incorporators created and adopted the Code of Regulations of Wedgewood Hills Homeowners Association (the "Bylaws") for conducting the Association's affairs but did not file the Bylaws for record with the Franklin County Records.

I. Ohio Revised Code Section 5312.02 of the Ohio Planned Community Act requires a copy of the Bylaws to be filed and recorded with the County Recorder.

J. The properly approved and adopted Bylaws are attached to and made a part of this document filing.

K. The proceedings necessary to record the Bylaws, as permitted by Chapter 5312 and the Declaration, have in all respects been complied with.

AMENDMENT

To bring the Association's governing documents in compliance with Ohio Revised Code Section 5312.02, the Board of Directors, on behalf of the Association, has approved the attached Bylaws to be filed and recorded with the Franklin County Recorder's Office.

The Wedgewood Hills Homeowners Association has caused the execution of this instrument this 30 day of April, 2021.

WEDGEWOOD HILLS HOMEOWNERS ASSOCIATION

By: 
JENNIFER L. TALLEY, its President

By: 
SHIRL A. WHITE, its Secretary

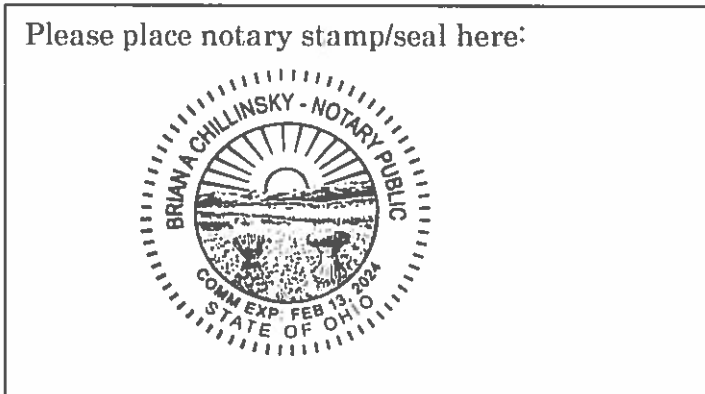
STATE OF OHIO)
)
COUNTY OF Delaware) SS

BEFORE ME, a Notary Public, in and for said County, personally appeared the above-named Wedgewood Hills Homeowners Association, by its President and Secretary, who acknowledged that they did sign the foregoing instrument, on Page 3 of 5, and that the same is the free act and deed of said corporation and the free act and deed of them personally and as such officers.

I have set my hand and official seal this 30th day of April, 2021.



NOTARY PUBLIC

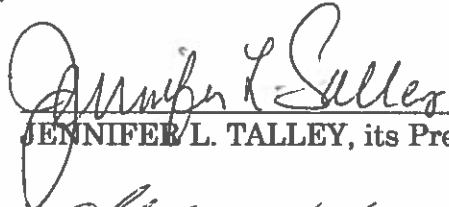


This instrument prepared by:
KAMAN & CUSIMANO, LLC, Attorneys at Law
8101 North High Street, Suite 370
Columbus, Ohio 43235
(614) 882-3100
ohiohoalaw.com

EXHIBIT A
CERTIFICATION OF PRESIDENT AND SECRETARY

STATE OF OHIO)
) SS
COUNTY OF PORTAGE)

JENNIFER L. TALLEY and SHIRL A. WHITE, being the duly elected and acting President and Secretary of the Wedgewood Hills Homeowners Association, certify that amendments to the Declaration and Bylaws that were previously recorded were adopted in accordance with the provisions in the Declaration and Bylaws for amendments.



JENNIFER L. TALLEY, its President



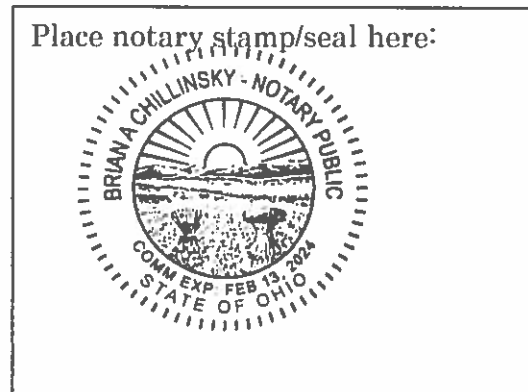
SHIRL A. WHITE, its Secretary

BEFORE ME, a Notary Public in and for said County, personally appeared the above-named JENNIFER L. TALLEY and SHIRL A. WHITE who acknowledged that they did sign the foregoing instrument and that the same is their free act and deed.

I have set my hand and official seal this 30th day of April, 2021.



NOTARY PUBLIC



**AMENDED AND RESTATED CODE OF REGULATIONS
OF
WEDGEWOOD HILLS HOMEOWNERS ASSOCIATION**

ARTICLE I

Definitions

All of the terms used herein (the "Amended Code") shall have the same meanings as set forth in the Declaration of Covenants, Easements, Restrictions and Assessment Liens of Wedgewood Hills, "the Declaration," recorded in in the Franklin County, Ohio Recorder's Office, with respect to the property in or benefitting Wedgewood Hills Subdivision (the "Subdivision"), as the Declaration may be lawfully amended from time to time.

ARTICLE II

Name and Location

The name of the Association is Wedgewood Hills Homeowners Association. The principal office of the Association shall be as provided in the Articles.

ARTICLE III

Members

Section 1. Composition. Each owner of a home on one or more Lots, as defined in the Declaration is a member of the Association.

Section 2. Privileges of Membership. Membership shall entitle the holder thereof, or its representative in the event the member is not an individual or individuals, to all of the privileges of membership, including the rights to vote and to hold office in accordance with the provisions hereof. Any person in a family of a member who lives with the member, 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.

Section 3. Voting Rights. The record owner of any home on one or more Lots shall have one vote for each home on one or more Lots 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 such Lot. If the owners of any Lot cannot 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. By way of illustration, a home owned by two spouses shall be entitled to one vote and a home in which multiple adults live shall be entitled to one vote. Additionally, a record owner of a Lot on which a home is not yet built, who pays yearly dues for such

Lot, and whose dues for such Lot are fully paid and up-to-date, shall be entitled to one single vote for such Lot owned.

Section 4. Annual Meetings. A regular annual meeting of the members shall be held no later than May 31 of each calendar year hereafter, on a date, at an hour, and at a location in Franklin County, Ohio, or Delaware 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 or email 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 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 hard copy of that notice at such address or emailing same 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 or his, her or its home on one or more Lots.

Section 9. Voting Power. Except as otherwise provided in this Restated Code, 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 except as otherwise specifically provided herein or in the aforesaid documents.

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.

ARTICLE IV

Board of Trustees

Section 1. Initial Trustees. The trustees shall initially be those named in the Articles, or substitutes or additional trustees selected by the Declarant, who shall serve as trustees until the end of the annual meeting of members held on the Turnover Date.

Section 2. Successor Trustees. At the annual meeting of members held on the Turnover Date, the members shall elect trustees, in a range of six to nine, with two each for terms ending at the end of the next three successive annual meetings. At each annual meeting thereafter, the members shall elect two trustees or such other number of trustees, as the case may be, to replace the trustees whose terms then expire or to fill a vacancy, for terms of three years. Notwithstanding the foregoing, members exercising not less than a majority of the voting powers of members may, from time to time, change the number and terms of trustees. In any event no trustee may serve more than two consecutive terms.

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 the members. In the event of death, resignation, or removal of a trustee other than an initial trustee or a replacement selected by the Declarant, 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. Nominations may also be made 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 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 any four trustees, after not less than three days' notice to each trustee.

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, and without limiting the generality of the foregoing, the trustees shall have the right, power and authority to:

- (a) maintain the Subdivision entryway and improvements a part thereof;
- (b) maintain streets and berm, bike paths and drainage lakes, to the extent not maintained by the appropriate governmental authorities or the owners of the Lots abutting or upon which those amenities are situated;
- (c) exercise architectural and environmental control over all Lots in the Subdivision, to maintain a visually first class appearance and environment in the Subdivision;
- (d) provide security, as needed, for all property in the Subdivision;
- (e) exercise all of the powers and privileges and perform all of the duties and fulfill the obligations of the Association as set forth in the Declaration, as the same may be amended from time to time;
- (f) establish and enforce reasonable rules and regulations for the use of property and conduct in the Subdivision;
- (g) fix, levy, and enforce by payment of any lawful means, of all fees, charges or assessments pursuant to the terms of the Declaration, and pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association; provided, notwithstanding anything to the contrary in this Amended Code, the trustees may suspend the voting rights of any member who is delinquent in the payment of fees, charges and dues to the Association until such fees, charges and dues have been paid in full;

- (h) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (i) maintain such insurance as the trustees of the Association from time to time determine;
- (j) borrow money to fulfill its purposes and invest reserves and excess funds, if any, in government insured accounts or such other investments as the members approve;
- (k) have and exercise any and all powers, rights and privileges which a corporation organized under Chapter 1702 may now or hereafter have or exercise by law; and
- (l) take any action necessary, expedient, incidental, appropriate or convenient to the carrying out of the foregoing purposes.

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 these Code of Regulations, nor shall they 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 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) of the voting power of the members;
- (b) supervise all officers, agents and employees of the Association and see that their duties are properly performed;
- (c) as for fully provided in the Declaration, to:
 - (i) fix the amount of fees, charges and assessments against each Lot as provided therein;
 - (ii) give written notice of each fee, charge or assessment to every member subject thereto within the time limits set forth therein; and
 - (iii) foreclose the lien against any Lot 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;
- (d) issue, or 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 in the Declaration to be enforced; and
- (h) take all other actions required to comply with all requirements of law, the Articles and the Declaration.

ARTICLE V

Officers

Section 1. Officers. The officers of this Association shall be a president, vice president, secretary, treasurer and such other officers as the trustees from time to time determine. No officer need be a member of the Association nor need any officer be a trustee. The officers may not vote at a trustees' meeting. The same person may hold more than one office.

- (a) **President** – The President shall be the chief executive officer of the Association, shall preside at all meetings of the members and trustees, shall have general supervision of the affairs of the Association and, in general, shall perform all duties usually incident to such office or which may be assigned to him or her by the members or the trustees.
- (b) **Vice President** – The Vice President shall exercise all of the duties of the President in the event of his absence or disability. The Vice President shall perform such other duties as may be assigned to him or her by the members or the trustees. The Vice President shall also serve as the President-Elect.
- (c) **Secretary** – The Secretary shall keep an accurate record of the acts and proceedings of the Association, the trustees and the members; shall keep membership records containing the names and addresses of all members, shall send or cause to be sent such notices of meetings to members and trustees as may be required by law and this Code of Regulations; and shall, in general, perform all duties usually incident to such office or which may be assigned to him or her by the members or the trustees.
- (d) **Treasurer** – The Treasurer shall receive an 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.

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 or until such officers resign, become disabled or die.

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.

ARTICLE VI

Committees

The trustees shall appoint nominating committees, as provided herein, an environment committee, a safety and security committee, a welcome committee, and a social committee, along with 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 unaudited 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, whose yearly dues and penalties, if any, are paid in full. 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 the members, the trustees shall cause the preparation and furnishing to those requesting 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 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 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 of this Association.

ARTICLE X

Amendments

Any modification or amendment to this Code shall be made only in the manner and subject to the approvals, terms and conditions set forth in the Articles.

IN TESTIMONY WHEREOF, the undersigned, President of the Association, has caused this Code of Regulations to be duly adopted following an affirmative vote of the Trustees, on or as of _____ April 7____, 2019.

PRESIDENT

By:


Mark B. Koogler

Its: President