

**CODE OF REGULATIONS  
OF  
THE WILLIAMSBURG ASSOCIATION**

**ARTICLE I  
Meetings**

Section 1. Place Of Meeting: Any or all meetings of the Members and of the Trustees of this Association may be held within or without the State of Ohio.

Section 2. Annual Meeting of Members: The annual meeting of the Members of this Association shall be held on the last Monday in January of each year at a time and place to be determined by the Trustees.

Section 3. Special Meetings: A special meeting of the Members may be called by the President, or by any two of the Trustees, or by any ten (10) Members.

Section 4. Notice of Special Meetings of Members: At least five (5) days prior to the date of the special meeting of the Members, written notice of the time and place of such meeting shall be mailed or delivered to each Member (as defined in Article VI) entitled to vote at such meeting, but action taken at any such meeting shall not be invalidated for want of notice, if such notice shall be waived as hereinafter provided, or if any member who has not been notified of such meeting is present at the commencement of such meeting without protesting the holding of such meeting prior to or at the commencement of any such meeting. In case of ownership of any lot by more than one person, the mailing or delivery of such notice to any one of such members shall be deemed to be sufficient notice of such meeting.

Section 5. Quorum: At all meeting of members a majority of the Members qualified to vote present in person or by proxy at such meetings shall constitute a quorum.

**ARTICLE II  
Board of Trustees.**

Section 1. Trustees: The number of Trustees shall be seven (7). The election of the Trustees shall be held at the annual meeting of the Members or if the Trustees be not then elected or if the annual meeting be not held at the time fixed therefor in these Regulations, then at a special meeting called for that purpose.

Trustees shall hold office until the date fixed by these Regulations for the annual meeting of Members next following the election of such Trustees and until their successors are elected and qualified.

Section 2. Meetings of the Trustees: The Trustees shall hold an annual meeting immediately following the Annual Meeting of the Members. No notice of such meeting shall be required.

Section 3. Regular Meetings of Trustees: Regular meetings of the Board of Trustees shall be held at such time and place as the Trustees shall from time to time determine.

Section 4. Special Meetings of Trustees: Special meetings of the Board of Trustees may be called by the President, or by any two Trustees, at any time by means of written notice of the time and place and mailed to each Trustee, or delivered personally, or by cablegram or telegram, but action taken at any such meeting shall not be invalidated for want of notice, if such notice shall be waived as hereinafter provided, or if any trustee who has not been notified of such meeting is present at the commencement of such meeting without protesting the holding of such meeting prior to or at the commencement of such meeting.

Section 5. Waiver of Notice: Notice of the time, place and purpose of any meeting of the Members or of the Board of Trustees may be waived by telegram, cablegram or other writing, either before or after such meeting has been held.

### ARTICLE III Powers and Duties of Trustees

Section 1. General Powers of the Board of Trustees: The powers of the Association shall be exercised, its business and affairs conducted, and its property controlled by the Board of Trustees, except as may otherwise be provided in the Articles of Incorporation, amendments thereto, these Regulations, amendments thereto, or the laws of the State of Ohio.

Section 2. Other Powers of the Board of Trustees: Without prejudice to powers conferred upon them by law, or conferred upon them or implied elsewhere in these Regulations, the Trustees, acting as a Board, shall have power:

- (a) To make and change rules and by-laws for the management of the Association's business affairs; and
- (b) To purchase or otherwise acquire, hold, convey, lease, mortgage, sell or otherwise, dispose of all property real or personal, necessary or expedient to accomplish its purposes.

Section 3. Removal of Officers and Agents: Any officer or agent may be removed by the Board of Trustees, whenever, in the judgment of the Board, the best interests of the Association will be served thereby.

Section 4. Power to Fill Vacancies: The Board of Trustees shall have the power to fill any vacancy in any office (including vacancies on the Board of Trustees) occurring for any reason whatsoever.

Section 5. Delegation of Powers: For any reason deemed sufficient by the Board of Trustees, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or Trustee, but no officer or Trustee shall execute, acknowledge or verify any instrument in more than one capacity.

Section 6. Power to Appoint Executive Committee: The Board of Trustees shall have the power to appoint by resolution an executive committee composed of two or more Trustees who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Trustees in the management of the business of the Association between meetings of the Board.

Section 7. Compensation: The compensation of Trustees, officers and agents may be fixed by the Board of Trustees.

Section 8. Action Without Meeting: Any action which may be taken at any meeting of the Board of Trustees may be taken by unanimous written agreement of all the Trustees.

#### ARTICLE IV Officers

The officers of this Association shall be a President, Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Trustees deem necessary to appoint. Said officers shall be chosen by the Board of Trustees by a majority vote and shall hold office until the date fixed by these Regulations for the annual meeting of the Board of Trustees next following the election of such officers and until their successors are elected and qualified, unless sooner removed from office according to law. Any two offices, except President and Vice-President, may be held by the same person. The President and Vice-President must be Trustees, but any other officers need not be Trustees.

#### ARTICLE V Duties of Officers

(a) **PRESIDENT**: The President shall preside at all meetings of the Members and Trustees; sign the records thereof, create committees and appoint the chairman thereof and perform generally all the duties usually performed by Presidents of like corporations and such other and further duties as shall be from time to time required of him by the Members or Trustees.

(b) **VICE-PRESIDENT**: The Vice-President shall perform all the duties of the President In case of the absence or disability of the latter, and shall perform such other duties as the President shall in his sole discretion direct. In case both President and Vice-President are absent or unable to perform their duties, the Trustees may appoint a President pro tempore.

(c) **SECRETARY**: The Secretary shall keep minutes of all of the proceedings of the Members and Trustees of this Association and make proper record of the same which shall be attested by him and generally shall perform such duties as may be required of him by the President or the Trustees, which shall include maintaining a list of all Members and sending notices of meetings to both Members and Trustees.

(d) **TREASURER**: The Treasurer shall receive and have in charge all moneys and securities belonging to this Association, including the collection of assessments levied against Members, and shall disburse and otherwise deal with the same as shall be ordered by the Trustees. The Treasurer shall provide himself with a bond in an amount which the Trustees deem to be sufficient, the cost of which shall be paid by the Association. He shall keep an accurate account of all moneys received and disbursed by him and shall generally perform such other duties as may be required of him by the President or Trustees. On the expiration of the term of his office, he shall turn over to his successor, or the Trustees, all money and property of this Association in his hands. The records, books and accounts of the Treasurer shall be audited at least once in every twelve month period by a qualified person or persons appointed for that purpose by the Board of Trustees.

#### ARTICLE VI

## Members

Every owner of the legal title of record of one or more lots in Williamsburg on the River, Washington Township, Wood County, Ohio, shall be a Member of the Association. If legal title of record to a lot is held by more than one person all such owners shall be Members but regardless of the number of owners of any one lot, only one vote shall be allowed for any one lot, as hereinafter provided. A Member of the Association who is the owner of a lot or lots upon which there are unpaid and delinquent maintenance and emergency charges shall lose his right to vote for directors or Trustees and upon any other question which may come before the Members as to the lot in question until the delinquency has been corrected.

## ARTICLE VII

### Definitions

The word "lot" as used in this Code of Regulations shall mean: Any lot designated as such on the plat dated May 9, 1961, filed for record May 11, 1961 and recorded in Volume 404 of Deeds, Page 182 in the Wood County Ohio, Recorders records at Bowling Green, Ohio, or any parcel in such plat composed of contiguous parts of two or more lots having an aggregate width of not less than one hundred (100) feet at the building line designated on said plat.

## ARTICLE VIII

### Voting, Election and Proxies.

Section 1. Who is Entitled to Vote: Each Member of the Association shall have one vote for each lot in Williamsburg on the River of which said member is the record owner, excluding any lots upon which there are delinquent and unpaid maintenance and emergency charges, upon all questions presented for action at any meeting of the Members, including the election of the Trustees. If the holder or holders of the legal title of record has or have sold any lot to a purchaser or purchasers under land contract, such purchaser or purchasers under land contract shall have no voting rights, unless the holder or holders of the legal title of record gives to such purchaser or purchasers a written proxy as provided in Section 5 of Article VIII.

Section 2. No Fractional Votes: No member shall have any fractional vote, for example: an owner of a full lot and one-half, or more or less of another lot shall be entitled to only one (1) vote. However, any owner of one-half, each, of two lots shall be entitled to one (1) vote by reason of ownership of such two (2) halves.

Section 3. Voting by Joint Owners: In the event of ownership of a lot by two or more persons, the vote for such lot may be cast by any one of such owners, but in the event such owners do not agree as to which one is to cast the vote, the Secretary of the Association shall determine by a toss of coin or similar method who shall cast the vote and his decision shall be final and binding on all owners of said lot.

Section 4. Vote by Corporation: Any corporation owning a lot or lots in said Williamsburg on the River may vote by the President of such corporation or by written proxy appointed by him unless some other person shall be appointed to vote by resolution of the Board of Directors of such corporation. Before any person other than the President may vote, such written proxy or a certified copy of such resolution of the Board of Directors shall be filed with the Secretary of this Association.

Section 5. Proxies: No proxy shall be deemed operative unless and until signed by the Member and filed with the Secretary of this Association. In the absence of a limitation to the contrary contained in the proxy, the same shall extend to all meetings of the Members and shall remain in force three years from its date of issue and no longer, unless written notice of the termination of such proxy is received by the Secretary of this Association prior thereto.

ARTICLE X  
Power Of the Board of Trustees to Borrow Money

The Board of Trustees shall have full power and authority to borrow money whenever, in the discretion of the Board, the exercise of said power is required in the general interest of this Association and, in such case, the Board of Trustees may authorize the proper officers of this Association to make, execute and deliver, in the name and behalf of this Association, such notes, bonds and other evidence of indebtedness as said Board shall deem proper. Said Board shall have full power to mortgage the property of this Association, or any part thereof, as security for such indebtedness and no action on the part of the membership of this Association shall be requisite to the validity of any such note, bond, evidence of indebtedness or mortgage.

ARTICLE XI  
Privileges

Section 1. The privileges and advantages of the Association shall be extended to all persons who are in the immediate family of Members who reside in the household of such Members.

Section 2. The privileges and advantages of the Association shall be extended to each tenant of houses in said plat owned by a member, and to each buyer from a Member under land contract so long as such tenants or buyer under land contract makes the annual payment required for such property and upon the written notification of the record owner of such leased property or property being sold under land contract to the Secretary of the Association stating the name of such tenant, or buyer under land contract and that be, the record owner, relinquishes any rights he may have in the use of the privileges and advantages of the Association during the period of such tenancy. It is understood, however that the rental of any of the lots by a member shall not preclude the member from voting on any matters submitted to the Members of the Association so long as all maintenance and emergency charges have been paid. And it is further understood that in the event the tenant or buyer under land contract become delinquent in paying any maintenance or emergency charges, the record owner of such lot shall make such payment, and by doing so the record owner shall reacquire the right to use the advantages and privileges of the Association, thus precluding the tenant or buyer under land contract from using them.

ARTICLE XXII  
Seal

The Board of Trustees may prescribe a seal for the Association of such description as they shall deem advisable, but, until such action is taken by the Board of Trustees, this Association shall have no seal.

ARTICLE XIII  
Amendments

These Regulations, except Article VI and XI, may be amended, supplemented or repealed without a meeting by the written vote of all votes of Members of this Association, entitled to be cast or by vote of ninety (90) percent of the votes of the Members present in person or by proxy and entitled to vote when such an amendment, supplement or repeal is presented to a special meeting called for that purpose, or at any annual meeting of the Members. In the event Articles VI and XI are to be amended, supplemented, repealed or changed in any way, such action may only be accomplished upon the vote of ninety-five (95) percent of the votes of the Members present in person or by proxy and entitled to vote at a meeting called for that purpose, or without a meeting by written vote of ninety-five(95) percent of the votes of members entitled to be cast.

END

*Amended by vote at annual meeting  
February 1, 2004*