

**BY LAWS  
OF  
TANAGER WOODS OWNER'S ASSOCIATION**

**ARTICLE I  
NAME AND LOCATION**

The name of the Corporation is Tanager Woods Owner's Association, hereafter referred to as the "Association". The principal office of the Association shall be located in Columbus, Franklin County, Ohio but meetings of members and trustees may be held at such places within the State of Ohio as may be designated by the Board of Trustees.

**ARTICLE II  
PURPOSE OF ASSOCIATION**

The Association is formed to promote the health, safety and welfare of the residential community which is created through the Declaration of Covenants, Conditions and Restrictions of Owners for Tanager Woods Section of Sunbury Heights Planned Unit Development, recorded in Dead Book of the records of Franklin County, Ohio, and for this purpose to acquire, own, operate and maintain the "Common Area", and facilities, described in said Declaration of Covenants, Conditions and Restrictions for the benefit of the residential community.

**ARTICLE III  
MEMBERSHIP, VOTING AND MEETINGS**

**Section 1. Membership and Voting.**

(a) Every person or entity who is the record owner of a Lot (as defined in the Declaration of Covenants, Conditions and Restrictions) or an undivided interest in a Lot within Tanager Woods and subject to the Declaration of Covenants, Conditions and Restrictions for Tanager Woods Section of Sunbury Heights Planned Unit Development, recorded in Deed book of the records of the Recorder of Franklin County, Ohio, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot.

(b) Each member of the Association, other than the Class B member defined in paragraph (c) of this Section, shall be a Class A member and entitled to one vote for each Lot owned. When more than one person or entity owns a Lot, all such persons or entities shall be members and the vote for each Lot shall be exercised as they among themselves determine provided that there shall be no more than one vote for each Lot.

(c) Columbia Properties, Inc., shall be a Class B member and shall be entitled to three votes for each Lot owned. Its Class B membership shall cease and be converted to a Class A membership on December 31, 1977, or at the time the total Class A votes become equal to the total Class B votes, whichever earlier occurs.

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Section 2. Annual Meetings. The first annual meeting of the members shall be held within thirty days from the expiration of the term of office of the initial trustees, as determined under Section 1 of Article IV, and each subsequent regular annual meeting of the members shall be held on the same day in the same month of each year thereafter, at the hour of 7:00 PM. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 3. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Trustees, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the membership.

Section 4. Notice of Meetings. Written notice of each meeting of the 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 15 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. 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.

Section 5. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat 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 be represented.

Section 6. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

## ARTICLE IV

### BOARD OF TRUSTEES: SELECTION : TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be governed initially by a Board of Trustees composed of three persons whose names and addresses are:

Such initial trustees shall hold office until December 31, 1977 or until the earlier sale of 96 Lots in the Tanager Woods, or until their earlier resignation, death or removal by Columbia Properties, Inc. (the Developer). Any vacancy may be filled by Developer.

On December 31, 1977 or the earlier sale of 96 Lots, the membership of the Board of Trustees shall be increased to nine who shall be elected by the members of the Association (which election meeting shall constitute the first annual meeting) as provided in Section 2 of this Article and in Article V.

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Section 2. Term of Office. At the first annual meeting, the members shall elect three Trustees for a term of one year, three Trustees for a term of two years and three Trustees for a term of three years; and at each annual meeting thereafter the members shall elect three Trustees for a term of three years.

Section 3. Removal. Any Trustee 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 Trustee, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No Trustee shall receive compensation for any service he may render to the Association. However, any Trustee may be reimbursed for his actual expenses incurred in the performances of his duties.

## ARTICLE V NOMINATION AND ELECTION OF TRUSTEES

Section 1. Nomination. Nomination for election to the Board of Trustees 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 Association, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Trustees 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 Nominating Committee shall make as many nominations for election to the Board of Trustees 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 only from among members.

Section 2. Election. Election to the Board of Trustees shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## ARTICLE VI MEETING OF TRUSTEES

Section 1. Regular Meetings. Regular meetings of the Board of Trustees shall be held monthly without notice, 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 of the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Trustees 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.

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Section 3. Quorum. A majority of the number of trustees 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 TRUSTEES

Section 1. Powers. The Board of Trustees shall have power to:

- (a) adopt and publish rules and regulations governing the use of the common area and facilities of the Association, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) suspend the voting rights of a member and his right to use the common area and facilities during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 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, or Articles;
- (d) declare the office of a member of the Board of Trustees to be vacant in the event such member shall be absent from three (3) consecutive regular meeting of the Board of Trustees; and
- (e) employ a manager or an independent contractor to conduct the day to day business of the Association and to perform such duties and services as the Board shall authorize.

Section 2. Duties. It shall be the duty of the Board of Trustees 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 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) establish the annual assessment period and fix the amount of the annual assessments at least thirty (30) days in advance of each annual assessment and levy all such assessments as liens;
- (d) send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment period;
- (e) foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same;

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(f) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

(g) procure and maintain liability and fire and extended coverage insurance on the property owned by the Association. The fire and extended coverage insurance shall be in an amount not less than 80% of the insurable value of the improvements;

(h) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

(i) cause the Common Area to be maintained.

## ARTICLE VIII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice president, who shall at all time be members of the Board of Trustees, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Trustees following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by 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 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 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time 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 officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

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#### President

(a) The president shall preside at all meetings of the Board of Trustees; 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.

#### Vice President

(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.

#### Secretary

(c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

#### Treasurer

(d) The treasurer shall receive and deposit in appropriate bank accounts all moneys of the Association and shall disburse such funds as directed by resolution of the Board of Trustees; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each 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.

### ARTICLE IX COMMITTEES

The Board of Trustees shall appoint a Nominating Committee as provided in Article V of these By-Laws and may appoint an Architectural Committee as provided in and for the purposes set forth in Section 2, Article VII of the Declaration of Covenants, Conditions and Restrictions for Tanager Woods Section of Sunbury Heights Planned Unit Development and may appoint such other committees as are deemed necessary and appropriate in carrying out the purposes of the Association.

### ARTICLE X 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 Articles and the By-Laws of the Association shall be available for inspection by any member at the principle office of the Association, where copies may be purchased at reasonable cost.

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## **ARTICLE XI ASSESSMENTS**

As more fully provided in the Declaration of Covenants, Conditions and Restrictions of Ownership for Tanager Woods Section of Sunbury Heights Planned Unit Development, each member is obligated to pay to the Association such assessments as are provided for therein and in the Articles of incorporation which are secured by a continuing lien upon the property against which the assessment is made. Any assessments, annual or special, which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of 6% per annum, and the Association may bring an action at law against the member obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. A member may not waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or abandonment of his Lot.

## **ARTICLE XII AMENDMENTS**

These By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy. In the case of any conflict between the Articles and those By-Laws, the Articles shall control.

## **ARTICLE XII MISCELLANEOUS**

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 recordation of the Articles.

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