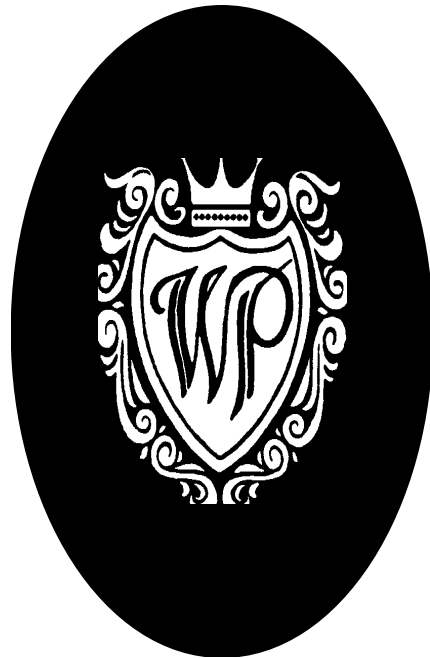


Wilmington Park Homes Association



by-laws

Wilmington Park, Wilmington Island
Savannah, Georgia

Revised February, 2005
Revised February, 1992
Revised January, 1979
Revised February, 1976
Revised February, 1975
Revised May, 1972
Revised February, 1969

BY-LAWS
OF
WILMINGTON PARK HOMES ASSOCIATION, INC.

ARTICLE I - DEFINITIONS

- Section 1. The words Asaid 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, restrictions, easements, reservations or charges pertaining to the same, be place 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 of this Corporation.
- Section 2. The words Abuilding site@ wherever used in these By-Laws shall be deemed to mean a building site as defined in any declaration of conditions, restrictions, easements, reservations or charges affecting the portion of said property in which the building site is located.
- Section 3. The word "Corporation" wherever used in these By-Laws shall be deemed to mean Wilmington Park Homes Association (WPHA.)
- Section 4. The word "Secretary" shall be deemed to mean "President" wherever used in these By-Laws.
- Section 5. The word "Member" shall be deemed to mean a person that is an owner of record of one or more buildings sites in WPHA.

ARTICLE II – MEMBERSHIP

- Section 1. The members of this Corporation shall be 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, 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.

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 of purchase and residing thereon, the several owners or purchasers of 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 for each owned 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 a Board of Directors which shall have control of the business and affairs of this Corporation. 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. A quorum of said Directors shall be necessary for the transaction of business. A quorum is defined in Article X, Section 7.

ARTICLE VI – ELECTION OF DIRECTORS

Section 1. Each of the elected members would be voted on by the entire membership and will 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. If there are no members who reside in a district willing to serve as a District Representative for that District then the District Representative may be elected from another district. This District Representative will be governed as all other District Representatives.

No member may serve for more than six (6) 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.. The appointed member will serve until the next annual meeting at which time a member from the District to 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 at least 1/3 of all members who have the right to vote.
- (b) 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.
- (c) 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 of all the votes of the entire membership.
- (b) A Zoning Advisory Committee may be appointed by the President of the Association consisting of at least one (1) Board Member and other members of the Association. This Committee will act as a liaison between the Zoning Authority of the County of Chatham or any other Governing Authority, which has jurisdiction over Wilmington Island and the WPHA.

- (c) Approval of Plans and Location of Structures: No building, outbuilding, garage, fence, wall, retaining wall, or other structure of any kind shall be erected, constructed, placed or maintained on said real property, or any part thereof, nor shall any alteration, addition, changing, repairing, remodeling, or adding to the exterior thereof be made, unless prior to the commencement of any action, excavation, or other work, two complete plans and specifications therefore, including front, side, and rear elevations and floor and two plot plans indicating and fixing the exact location of such structures or such altered structure on the lot with reference to the street and side lines thereof shall have been first submitted in writing for approval to the Zoning Authority with a copy to the Zoning Advisory Committee.
- (d) Property shall be used solely in conformity with the Zoning Laws of the County of Chatham or any other Zoning Authority which has jurisdiction over Wilmington Island. Said property owner authorizes the WPHA to act in his behalf at any Zoning Authority meetings, which pertain to property within WPHA.

ARTICLE X – DIRECTOR'S 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 once a month provided that the Board of Directors may, by resolution, set 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.

Section 7. A quorum shall consist of seven (7) Directors, four (4) must be present, with three (3) being by proxy.

ARTICLE XI – MEETING OF MEMBERS

Section 1. The regular annual meeting of the members shall be held in the month of February of each year. 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 at least 1/3 of all the members who have the right to vote

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 this 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 hereof. 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 10% of the membership present by attendance or by proxy. This 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 this Article XII 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 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.

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 – RECORDS

Section 1. The Board of Directors shall

- (a) Keep a record of all meetings and proceedings of the Board of Directors and of the members.
- (b) Keep the Corporate Seal of the Corporation, and to affix it on all papers requiring the Seal of the Corporation.
- (c) Keep proper books.
- (d) 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) Keep appropriate records showing the members of this Corporation together with their addresses as furnished him by such members.

Section 2. 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 with reasonable notice, be available to the inspection of any member.

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 – 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 XVIII– 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 XIV – AMENDMENTS

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