

NOTATED ✓

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201200009219
BOB REYNOLDS
PICK UP

**AMENDMENT TO DECLARATION OF CONDOMINIUM
OWNERSHIP AND AMENDMENT TO BY-LAWS FOR
THE GROVES AT THE VILLAGES OF
WETHERINGTON CONDOMINIUMS**

Now comes The Groves at the Villages of Wetherington Condominium Association, Inc., by and through two of its duly elected officers, and hereby states that pursuant to the authority contained in Article XIX, Section 1 of the Declaration of Condominium Ownership for The Groves at the Villages of Wetherington Condominiums, recorded in Volume 489, Page 1505, Wayne County, Ohio Official Records, as amended by instruments recorded in Volume 516, Page 993, Volume 532, Page 946, Volume 562, Page 1935 and Volume 618, Page 1522, Wayne County, Ohio Official Records, and Article III, Section 8 and Article IX of the By-Laws of the The Groves at the Villages of Wetherington Condominium Association, Inc., unit owners exercising not less than 75% of the voting power of unit owners in the The Groves at the Villages of Wetherington Condominiums have amended The Declaration of Condominium Ownership and the By-Laws as follows:

1. Amended VIII Section 4 of The Declaration of Condominium Ownership for The Groves at the Villages of Wetherington Condominiums to add the following paragraph:

"Effective, upon election at the Annual Meeting of the Association held in the third calendar quarter in 2012, the number of Directors for the Association shall be increased from three to five. The terms of the serving three Directors elected at the Annual Meeting in January 2012 (before amendment) shall be grandfathered to correspond to the respective dates of the amended Annual Meeting. The two additional Directors shall be elected, respectively, to three-year terms."

2. The By-Laws of The Groves at the Villages of Wetherington Condominium Association, Inc. are replaced in their entirety by the By-Laws attached hereto as Exhibit "A".

STATE OF OHIO

SS:

COUNTY OF WAYNE

Before me, a Notary Public in and for said County and State, did personally appear the above named The Groves at the Villages of Wetherington Condominium Association, Inc., by Robert Batke, its President and by Linda Connolly, its Secretary, who acknowledged the execution of the foregoing Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 26th day of June, 2012.



JESSICA KNAPP
Notary Public, State of Ohio
My Commission Expires 10-14-2014

Jessica Knapp
Notary Public

This Instrument Prepared By:

Robert J. Reynolds, Esq.
Reynolds Law Office
441 W. Liberty St.
Wooster, OH 44691
330/264-1150

By: Linda Connolly, Secretary
By: Robert Batke, President
The Groves at the Villages of Wetherington
Condominium Association, Inc.

Exhibit "A"

**BY-LAWS
(Code of Regulations)**

Of

**"THE GROVES AT THE VILLAGES OF WETHERINGTON CONDOMINIUM
ASSOCIATION, INC."**

**As Filed September 10, 2004
As Amended, June 1, 2012**

ARTICLE I

NAME AND LOCATION

The name of the Association is The Groves at The Villages of Wetherington Condominium Association, Inc. ("the Association") which is a corporation, not-for-profit, and is created pursuant to the provisions of Chapter 1702 of the Revised Code of Ohio, and which the Association is also created pursuant to the provisions of Chapter 5311 of the Revised Code as the Unit Owners' Association for The Groves at The Villages of Wetherington Condominiums. The principal office of the Association shall be 2452 Barrington Way, Wooster, Ohio 44691 with the Unit Number being that of the duly elected Secretary of the Association. The place of meetings of Unit Owners (members) and the Board of Directors of the Association ("the Board") shall be at such place in Wayne County, Ohio as the Board from time to time designates.

ARTICLE II

DEFINITIONS

All of the terms used herein shall have the same meaning as set forth in the Declaration of The Groves at the Villages of Wetherington Condominiums, ("the Declaration"), as recorded in Volume 489, Page 1505, Wayne County Official Records, as amended.

ARTICLE III

UNIT OWNERS (MEMBERS)

Section 1. Composition. Each Unit Owner, as defined in the Declaration, is a member of the Association.

Section 2. Annual Meetings. Regular annual meetings of the Unit Owners shall be held in the third calendar quarter of each year hereafter on a date and at an hour established from time to time by the Board.

Section 3. Special Meetings. Special meetings of the Unit Owners may be called at any time by the President or by the Board, upon written request of Unit Owners entitled to exercise one-fourth (1/4) or more of the voting power of Unit Owners, and when required by the Condominium Act.

Section 4. Notice of Meetings. A written notice of every meeting of the Association (including the annual meeting) stating the time, place and purpose thereof shall be given by the Secretary or person authorized to call the meeting not less than five (5) days before such meeting. Such notice shall be deemed to be sufficiently made when delivered personally, or when deposited in the United States mail addressed to the Unit Owners at their addresses appearing on the records of the Association, or sent electronically at the e-mail addresses appearing on the records of the Association. In addition a notice shall be posted at general information sites located in the development. Attendance by a Unit Owner at a meeting, without objection prior to or at the commencement of such meeting, shall constitute a waiver of notice of such meeting.

Section 5. Quorum, Adjournment. The Unit Owners present, in person or by proxy, at any duly called and noticed meeting of Unit Owners, shall constitute a quorum for such meeting. Unit Owners entitled to exercise a majority of the voting power of Unit Owners represented at a meeting may, at any time, adjourn such meeting. If any meeting is so adjourned, notice of such adjournment need not be given if the time and place to which such meeting is adjourned are fixed and announced at such meeting.

Section 6. Proxies. At any meeting of Unit Owners, a Unit Owner 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 Unit Owner of his, her or its Unit.

Section 7. Voting Power. Except as otherwise provided in the Condominium organizational documents, or by law, a majority of the voting power of the Unit Owners voting on any matter that may be determined by the Unit Owners 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 Unit Owners except as otherwise specifically provided in the Condominium organizational documents by law.

Section 8. Action In Writing Without Meeting. Any action that could be taken by Unit Owners at a meeting may be taken without a meeting with the affirmative vote or approval, in a writing or writings, of Unit Owners having not less than a majority of the voting power of Unit Owners, or such greater proportion of the voting power as may be required by the Condominium organizational documents or by law.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Initial Directors. The initial Directors shall be those three (3) persons named as the initial Directors in the Articles, or such other person or persons as may from time to time be substituted by the Declarant.

Section 2. Successor Directors. The number, times of election, and terms of office of those who will serve as Directors of the Association to succeed the initial Directors, shall be as provided in the Declaration and these Bylaws, as amended heretofore:

Effective, upon election at the Annual Meeting of the Association held in the third calendar quarter in 2012, the number of Directors for the Association shall be increased from three to five. The terms of the serving three Directors elected at the Annual Meeting in January 2012 (before amendment) shall be grandfathered to correspond to the respective dates of the amended Annual Meeting. The two additional Directors shall be elected, respectively, to three-year terms.

Section 3. Removal. Directors may be removed from the Board, with or without cause, by a majority vote of the Unit Owners. In the event of the death, resignation or removal of a Director, that Director's successor shall be selected by the remaining members of the Board and shall serve until the next annual meeting of Unit Owners, when a Director shall be elected to complete the term of such deceased, resigned or removed Director.

Section 4. Nomination. Nominations for the election of Directors to be elected by the Unit Owners shall be made by a nominating committee. Nominations may also be made

from the floor at the meetings. The nominating committee shall consist of a chairperson, who shall be a member of the Board, and two or more Unit Owners appointed by the Board. The nominating committee shall make as many nominations for election to the Board as it shall, in its discretion determine, but no less than the number of vacancies that are to be filled.

Section 5. Election. Election to the Board by the Unit Owners shall be by secret written ballot. At such elections, the Unit Owners or their proxies may cast, in respect to each vacancy, such number of votes, as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected, and likewise, those receiving the largest number of votes shall be elected to the longest terms. Cumulative voting is not permitted.

Section 6. Compensation. Unless otherwise determined by the Unit Owners, no Director shall receive compensation for any service rendered to the Association as a Director. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of duties.

Section 7. Regular Meetings. Regular meetings of the Board shall be held no less than quarterly. Official notice of meetings to unit owners is not required; however, a general notice of meetings will be posted in the development as well as via e-mail to members with such addresses on record with the Association. In addition, notice of meetings may be fixed from time to time by resolution of the Board.

Section 8. Special Meetings. Special meetings of the Board shall be held when called by the President of the Board, or by any three (3) Directors, after not less than three (3) days notice to each Director.

Section 9. Manner of Holding Meeting. A regular or special meeting of the Board may be held by any method of communication, including electronic or telephonic communication, provided that each member of the Board can hear and respond to every other member of the Board.

Section 10. Waiver of Notice. Before or at any meeting of the Board of Directors, the Directors may waive notice of such meeting in writing, which shall be deemed equivalent to the giving of such notice.

Section 11. Quorum. The presence of a majority of the Directors at any meeting shall constitute a quorum for such meeting.

Section 12. Voting Power. Each Director shall be entitled to one (1) vote. Except as otherwise provided in the Condominium organizational documents, or by law, each question properly before the Board at any meeting where a quorum is present shall be decided by a majority vote of the Directors.

Section 13. Action in Writing Without Meeting. Any action that could be taken by the Board at a meeting may be taken without a meeting with the affirmative vote or approval, in a writing or writings, of all of the Directors. Those writings shall be filed with the minutes of the next meeting of the Board.

Section 14. Powers. The Board shall exercise all powers and authority, under law and under the provisions of the Condominium organization documents, that are not specifically and exclusively reserved to the Unit Owners by law or by other provisions thereof, and without limiting the generality of the foregoing, the Board shall have the right, power and authority to:

- (a) Take all actions deemed necessary or desirable to comply with all requirements of law and the Condominium organizational documents;
- (b) Obtain insurance coverage no less than that required pursuant to the Declaration;
- (c) Enforce the covenants, conditions and restrictions set forth in the Declaration;
- (d) Repair, maintain and improve the Common Elements;
- (e) Establish, enforce, levy and collect assessments as provided in the Declaration;
- (f) Adopt and publish rules and regulations governing the use of the Common Elements and the personal conduct of Unit Owners, occupants and their guests thereon, and establish penalties for the infraction thereof;
- (g) Suspend the voting rights of a Unit Owner during any period in which such Unit Owner 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 sixty (60) days for each infraction of published rules and regulations or of any provisions of the Condominium organizational documents);
- (h) Declare the office of a member of the Board to be vacant in the event such Director shall be absent from three consecutive regular meetings of the Board;

- (i) Subject to such approvals, if any, as may be required pursuant to the provisions of Condominium organizational documents, authorize the officers to enter into one or more agreements necessary or desirable to fulfill the management agreements, purchase agreements and loan documents, all on such terms and conditions as the Board in its sole and absolute discretion may determine;
- (j) Cause funds of the Association to be invested in such reasonable investments as the Board may from time to time determine as adopted by the Board as specified in an Investment Policy Statement (IPS).
- (k) Borrow funds, as needed (not to exceed \$10,000.00), and pledge such security and rights of the Association as might be necessary or desirable to obtain any such loan; and
- (l) Do all things and take all actions permitted to be taken by the Association, by law, or the Condominium organizational documents not specifically reserved thereby to others.

Section 15. Duties. It shall be the duty of the Board to:

- (a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Unit Owners at each annual meeting of Unit Owners, or at any special meeting when such statement is requested in writing by Unit Owners representing one-half (1/2) or more of the voting power of Unit Owners;
- (b) Supervise all officers, agents and employees of the Association and see that their duties are properly performed;
- (c) As more fully provided in the Declaration, to:
 - (i) Fix the amount of assessment against each Unit;
 - (ii) Give written notice of each assessment to every Unit Owner subject thereto within the time limits set forth therein; and
 - (iii) Foreclose the lien against any property for 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 Unit Owner(s) personally obligated to pay the same, or both;

- (d) Issue, or to cause an appropriate representative to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid;
- (e) Procure and maintain insurance as provided in the Declaration, and as the Board deems available;
- (f) Cause the property subject to the Association's jurisdiction to be maintained within the scope of authority provided in the Declaration;
- (g) Cause the restrictions created by the Declaration to be enforced; and
- (h) Take all other actions required to comply with all requirements of law and the Condominium organizational documents.

ARTICLE V

OFFICERS

Section 1. Offices and Terms. The principal officers of the Association shall be a President, a Secretary, and a Treasurer, all of whom shall be elected for a term of one (1) year. The election of the officers will immediately follow the election of the new Board of Directors at the Annual Meeting. The election of the officers will be by the Board of Directors and shall be members of the Board of Directors. The same person may hold more than one (1) office except for the offices of President and Treasurer, these positions must be held by two (2) different Directors.

Section 2. 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, having such authority, and perform such duties as the Board may from time to time determine.

Section 3. Resignation and Removal. Any officer may be removed from office, with or without cause, by the Board. Any officer may resign at any time by 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 acceptance of such resignation shall not be necessary to make it effective.

Section 4. Duties. The duties of the officers shall be as the Board may from time to time determine. Unless the Board otherwise determines, the duties of the officers shall be as follows:

- (a) **President.** The President shall preside at all meetings of the Board, shall have the authority to see that orders and resolutions of the Board are carried out, and shall sign all legal instruments on behalf of the Association.
- (b) **Secretary.** The secretary shall record the votes and keep the minutes and proceedings of meetings of the Board and of the Unit Owners, serve notice of meetings of the Board and of the Unit Owners, keep appropriate current records showing the names of Unit Owners of the Association together with their addresses, and shall act in the place and stead of the President in the event of the president's absence or refusal to act.
- (c) **Treasurer.** The Treasurer shall assume responsibility for the receipt and deposit in appropriate bank accounts of all monies of the Association, the disbursement of such funds as directed by resolution of the Board, the keeping of proper books of account, the preparation of an annual budget and a statement of income and expenditures to be presented to the Unit Owners at annual meetings, and the delivery or mailing, via the United States mail or electronically, of a copy of each to each of the Unit Owners.

ARTICLE VI

COMMITTEES

The Board shall appoint a nominating committee and may appoint such other committees as it deems appropriate in carrying out its purpose.

ARTICLE VII

RECORDS

The Association shall keep accurate records of account, specifically all receipts, expenditures and disbursements showing the allocation, distribution and collection of all funds, and the same shall be open for inspection by any Unit Owner, or a representative authorized by him/her in writing, at such reasonable time as may be requested by such Unit Owner. The Association shall keep and maintain correct and complete minutes of the proceedings of the Association and the Board, and records of the names and addresses of the Unit Owners and their respective percentages of interest in the Common Elements.