

2019

BYLAWS OF WINDOVER HILLS HOMEOWNERS ASSOCIATION



Updated 12/10/2019

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BYLAWS OF WINDOVER HILLS PROPERTY OWNERS ASSOCIATION

ARTICLE I.

NAME, MEMBERSHIP, AND DEFINITIONS

Section 1. Name. The name of the Association shall be Windover Hills Property Owners Association, hereinafter sometimes referred to as the "Association".

Section 2. Membership. The Association shall have one class of membership, as set forth in the Declaration of Covenants, Conditions, and Restrictions for Windover Hills Property Owners Association (said Declaration, as amended, renewed, or extended from time to time, is hereinafter sometimes referred to as the "Declaration"), the terms of which pertaining to membership are specifically incorporated herein by reference.

Section 3. Definitions. The words used in these Bylaws shall have the same meaning as set forth in Article I of the Declaration of Covenants, Conditions, and Restrictions, as recorded in Mineral County, West Virginia, unless the context shall prohibit.

Section 4. This document is the By-laws of the Windover Hills Property Owners Association. There was a prior set of By-laws in place that has been amended over time. All prior amendments have been incorporated into these By-laws where needed. On April 13, 2005, the "Yoders" were formally removed from the Board of Directors. It shall be expressly understood that all prior mention of "Declarant" has been removed as the same is no longer necessary giving that governance of this Association is now in complete control of the Association and not the prior Declarant. It shall be understood that the prior By-laws and amendments are superseded and replaced with this set of By-laws to provide guidelines for the governance of this association.

ARTICLE II.

ASSOCIATION

Section 1. Annual Meeting. The annual meeting of the Members shall be held the third Sunday of the month of March, at the hour of 1:30 p.m., for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of West Virginia, such meeting shall be held on the next succeeding Saturday. If the election of Directors shall not be held on the day designated herein for any annual meeting of the Members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as conveniently may be arranged.

Section 2. Special Meetings. Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President. It shall be the duty of the President to call a special meeting of the Association if so directed by resolution of a majority of a Quorum of the Board of Directors, or upon a petition signed by at least ten (10) percent of the total votes of the Members of the Association. No business shall be transacted at a special meeting except as stated in the notice.

Section 3. Place of Meeting. Meetings of the Association shall be held at the principal office of the Association or at such other suitable place convenient to the Members, either within or without the State of West Virginia, as may be designated by the Board of Directors. If no designation is made, the place of the meeting shall be the registered office of the Association in the State of West Virginia.

Section 4. Notice of Meeting. Written notice stating the date, time, and place of the meeting and the purpose or purposes for which the meeting is called shall be delivered no more than fifty (50) days before

the date of the meeting, either personally or by mail, at the direction of the President. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his residential address as it appears in the records of the Association, with postage thereon paid.

Section 5. Meetings, How Convened. Every meeting, for whatever purpose, of the members of the Association shall be convened by the President, Secretary, or other officer.

Section 6. Conduct of Meetings. The President shall preside over all meetings of the Association, and the Secretary shall keep the minutes of every meeting and record in a minute book all resolutions adopted at the meeting, as well as a record of all transactions occurring thereat.

Section 7. Quorum. That a minimum of 10 eligible members be present or by proxy, including board members, would constitute a quorum. If less than a quorum is present, those present may adjourn the meeting to a specified date not longer than ninety (90) days after such adjournment, and no notice need be given of such adjournment to members not present at the meeting. Every decision of a majority of such quorum shall be valid unless a different vote is required by law, the Articles of Incorporation, the Declaration of Covenants, Conditions, and Restrictions, or the Bylaws of the Association.

Section 8. Proxies. At all meetings of members, a member may vote in person or by proxy executed in writing by the member or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Association before or at the time of the meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot or upon receipt of notice by the Secretary of the Board of Directors of the death or judicially declared incompetence of a member or upon the expiration of eleven (11) months from the date of execution of the proxy.

Section 9. Voting. Each member is eligible to vote, one vote per lot and current in dues upon each matter submitted to a vote at a meeting of the members.

Section 10. Voting by Certain Holders. The vote of any Member eligible to vote which is a corporation shall be made by such officer, agent, or proxy as the Bylaws of such corporation may prescribe, or, in the absence of such provision, as the Board of Directors of such a corporation may determine. The vote of any deceased Member eligible to vote may be made by his administrator or executor, either in person or by proxy. The vote of a fiduciary (e.g. guardian, curator, or trustee) may be made, either in person or by proxy, only if title to the Lot according to membership in the Association is held in the name of the fiduciary.

Section 1. Action Without a Meeting. Any action which may be taken by the vote of members at a regular or special meeting, except the election of Board members, may be taken without a meeting as and to the extent permitted by the laws of the State of West Virginia, if consents in writing, setting forth the action so taken, shall be signed by a majority of the members eligible to vote with respect to the subject matter thereof. Such consents shall have the same force and effect as a vote of the members at the meeting duly held. The Secretary of the Association shall file such consents with the minutes of the meetings of the members.

ARTICLE III BOARD OF DIRECTORS

Section 1. General Power. The property and the business of the Association shall be controlled and managed by its Board of Directors. Except as provided in Section 3 of this Article, the Directors shall be Members of the Association.

Section 2. Number. The Board of Directors number shall be seven (7) directors, including the Officers, and all members of said Board of Directors and Officers of the Association shall be current in dues.

Section 3. Election and Term. The Directors shall be elected by secret ballot vote at the annual meeting. The term for elected Directors shall be two (2) years. The members of the Board of Directors shall hold office until their successors shall have been elected by the Association.

Section 4. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of Members. Additional regular meetings of the Board may be held at such time and place, either within or without the State of West Virginia, as determined by a majority vote and resolution of the Directors, but at least four (4) such regular meetings shall be held during each fiscal year with at least one (1) per quarter. No notice other than such resolution shall be required.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of West Virginia, as the place for holding the special meeting.

Section 6. Notice. Notice of any special meeting shall be given at least five (5) days previously thereby written notice delivered personally or mailed to each director at his home address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 7. Quorum. A majority of the full Board of Directors shall constitute a quorum for the transaction of business, but if less than a majority are present at a meeting, a majority of the directors may adjourn the meeting from time to time without further notice. Members of the Board of Directors may participate in a meeting of the Board of Directors, whether regular or special, by means of conference, telephone, or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 8. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a different number is required by statute, the Articles of Incorporation, the Declaration of Covenants, Conditions, and Restrictions, or these Bylaws.

Section 9. Action Without a Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if consents in writing, setting forth the action taken, are signed by all of the directors. Such written consent shall be filed by the Secretary with the minutes of the proceedings of the Board of Directors, and shall have the same force and effect as a unanimous vote of such directors.

Section 10. Resignations. Any director may resign at the time giving written notice to the Board of Directors, the President, or the Secretary of the Association. Written notice shall be delivered by certified or registered mail, with postage thereon prepaid and a return receipt requested. Such resignation shall take effect

at the date of the receipt of such notice which date of receipt shall be deemed to be the date indicated upon the registered or certified mail return receipt, or at any later time specified therein; unless otherwise specified, acceptance of such resignation shall not be necessary to make it effective.

Section 11. Removal. Any director elected by the members of the Association may be removed, with or without cause, at a meeting of the members of the Association called expressly for that purpose. The entire Board of Directors may be removed by a vote of the holders of a majority of shares then entitled to vote at an election of directors.

Section 12. Vacancies. In case of death, incapacity, or resignation of a director elected by the members of the Association after the period of Declarant control, a majority of the surviving or remaining directors may fill the vacancy by vote of the majority, even though less than a quorum, at any meeting of the Board. Each person so elected shall serve the unexpired portion of the vacated term.

Section 13. Compensation. By resolution of the Board of Directors, each director may be paid his expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a stated salary as director or a fixed sum for attendance at each meeting of the Board of Directors or both. No such payment shall preclude any director from serving the Association in any other capacity and receiving compensation therefor.

Section 14. Presumption of Assent. A director of the Association who is present at a meeting of the Board of Directors at which action on any Association matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Association, immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 15. Duties of the Board. Without limiting the generality of its powers, it shall be the duty of the Board to:

- (a) Exercise its powers in accordance with the Governing Documents;
- (b) Cause to be kept a complete record of all its corporate affairs, including the Book of Resolutions, make such records available for inspection by any Member or his agent, and present an annual statement to the Members;
- (c) Adopt and follow procedures for adoption and publication of board resolutions to be included in the Book of Resolution, including provision for hearing and notice to members for resolution on rules, the annual budget, and other matters affecting the rights of Members;
- (d) Adopt and publish rules and regulation, including fees, if any, governing the use of the Common Areas and facilities and the personal conduct of the Members and their guests thereon, and include these in the Book of Resolutions;
- (e) Establish architectural standards for the Properties in accordance with the procedures established in the Book of Resolutions;
- (f) Supervise all officers, agents, and employees of the Association and see that their duties are properly performed;
- (g) Designate depositories for Association funds, designate those officers, agents, and/or employees who shall have authority to withdraw funds from such accounts on behalf of the Association, and cause such persons to be bonded, as it may deem appropriate;
- (h) Send written notice of each assessment to every Lot Owner subject thereto at least thirty (30) days in advance of the due date of the annual assessment or first installment thereof;

- (i) Appoint committees as the Board may deem necessary or helpful;
- (j) Exercise their powers and duties in good faith, with a view to the interests of the Association and to this end adopt appropriate guidelines for action on matters where a potential conflict of interest may exist.

ARTICLE IV OFFICERS

Section 1. Number. The officers of the Association shall be President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the Association. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 2. Multiple Offices. Any two or more offices shall be held by the same person, except that the office of President and Secretary may not be held by the same person.

Section 3. Election and Term of Office. The officers of the Association to be elected by the Association shall be elected at the annual meeting of the Members of the Association at the end of the elected Officers' term. A Member is eligible to hold office if he/she is a property owner and current in dues. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be arranged. The term for elected Officers shall be three (3) years. Each officer shall hold office until his successor shall have been duly elected or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Association. Written notice shall be delivered by certified or registered mail, with postage thereon prepaid and a return receipt requested. Such resignation shall take effect at the date of the receipt of such notice which date of receipt shall be deemed to be the date indicated upon the registered or certified mail return receipt, or at any later time specified therein; unless otherwise specified herein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal. Any officer elected or appointed by the Association may be removed by the Board of Directors whenever in its judgement the best interest of the Association will be served thereby.

Section 6. Vacancies. A vacancy in any office because of death, incapacity, resignation, removal, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 7. Compensation. By resolution of the Board, each officer may be paid his expenses, and may be paid a stated salary as officer or a fixed sum for his attendance at each meeting of the Association or of the Board. No officer shall be prevented from receiving such salary by reason of the fact that the officer is also a director of the Association and participated in determining and voting upon the amount of any salary.

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

- (a) President. The President shall preside over all meetings of the Association and of the Board; sign all papers (including, without limitation, mortgages, leases, deeds, and other written instruments) as authorized by the Board, but the Board may authorize others to sign checks, contracts, or other instruments in writing on behalf of the Association; see that orders and resolutions of the Board are carried out; and perform other duties that are usually performed by a president, or that are prescribed by the Board.

- (b) Vice-President. The Vice-President shall take over the President's duties in the event of his absence, inability, or refusal to act, and shall perform other duties that are prescribed by the Board.
- (c) Secretary. The Secretary shall keep a complete record of all meetings of the Association and of the Board; be in charge of supervision of the books and records of the Association; sign, along with the president, all papers of the Association, as authorized by the Board; serve all notices on Association Members, as required by law and/or by these bylaws of the Association; make a full report to the Members of the Association, at the annual meeting, of all matters related to this position; keep complete membership records; make all reports required by law and/or by the Association; and perform any other duties as prescribed by the Board.
- (d) Treasurer. The Treasurer shall deposit all monies of the Association in appropriate accounts and disburse therefrom within the limits of the annual budget or as directed by resolution of the Board; see that proper books of account are kept; see that an annual audit of the Association books is made by a certified public accountant at the completion of each fiscal year; be the chief officer responsible for the annual preparation of the budget to be presented to the Board at its annual meeting; and perform all duties with respect to the Association's finances that are prescribed by the Board.

ARTICLE V CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. **Contracts.** The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. **Loans.** No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or specific.

Section 3. **Checks, Drafts, etc.** All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or agent of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. **Deposits.** All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VI DESIGN REVIEW COMMITTEE

Section 1. **Number.** The Design Review Committee shall be comprised of the seven (7) Board of Directors at that time.

Section 2. **Officers.** At the first meeting of the committee after the annual meeting of the Association, the members shall elect from among themselves a Chair, a Vice-Chair, and a Secretary, who shall perform the usual duties of their respective offices.

Section 3. Meetings. Regular meetings shall be held without notice at such place and time as may be fixed from time to time by resolution of the committee. Special meetings shall be held when called by any member of the committee, after not less than three (3) days' notice to each member of the committee. All meetings shall be open to the Members. All action taken by the committee shall be recorded in the minutes of the committee.

Section 4. Duties of the Design Review Committee. The Design Review Committee shall regulate the external design, appearance, and location of the Properties and improvements thereon in such a manner so as to preserve and enhance values and to maintain a harmonious relationship among structures and the natural vegetation and topography. In furtherance thereof, the Committee shall:

- (a) Review and approve, modify, or disapprove, within forty-five (45) days, all written applications of Owners and of the Association for improvements and/or additions to Lots or to the Common Areas;
- (b) Periodically inspect the Properties for compliance with design standards, appearance standards, and approved plans for alteration;
- (c) Adopt design standards, appearance standards, and guidelines subject to the confirmation of the Board;
- (d) Adopt procedures for the exercise of the duties and enter them in the Book of Resolutions; and
- (e) Maintain complete and accurate records of all actions taken.

ARTICLE VII FISCAL YEAR

The fiscal year of the Association shall begin on the 1st day of month and end on the 31st day of month in each year.

ARTICLE VIII INDEMNIFICATION

The Association shall indemnify any person who is, or was, a director, officer, employee, or agent of the Association to the fullest extent permitted by law against expenses and liabilities reasonably incurred in connection with the defense of any action, suit, or proceeding, civil or criminal, to which he may be a party by reason of his past or present role in the Association, except that the Association may, but is not required to, purchase indemnity insurance.

ARTICLE IX WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the Association under the provision of these Bylaws, the Articles of Incorporation, the Declaration of Covenants, Conditions, and Restrictions, or of the law of the State of West Virginia, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X AMENDMENTS

These Bylaws may be altered, amended, or replaced and new Bylaws adopted by:

- (a) Action of a majority of the directors at any regular or special meeting of the directors, providing notice of the meeting and the proposed amendments has been given to the Members of the Association at least fifteen (15) days prior to the meeting; or,
- (b) At a meeting of the Members of the Association, by a two-thirds (2/3) vote of a Quorum of Members, providing the proposed amendments have been submitted to the Board in writing at least thirty (30) days prior to such meeting, and the proposed amendments whereby. Amendments shall become effective upon adoption.
- (c) Amendments or replacements to these By-laws shall be signed by the Officers of the Association.

IN WITNESS WHEREOF, we being all the Directors of the Windover Hills Property Owners Association have hereunto adopted these bylaws and set our hands the 5th day of Dec., 2019.

Joseph Freno
Joseph Freno, President

Richard L. Horn
Richard Horn, Vice President

STATE OF WEST VIRGINIA,
COUNTY OF MINERAL, to-wit:

Patricia I. Folk
Patricia Folk, Treasurer

The foregoing instrument was acknowledged before me this 5th day of December, 2019, by Joseph S. Freno, Richard L. Horn, Patricia I. Folk, and Mary Jo Lefler.

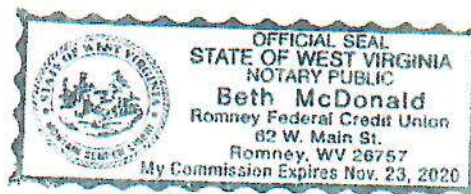
Mary Jo Lefler
Mary Jo Lefler, Secretary

My Commission Expires:

Nov 23, 2020

Beth McDonald

Notary Public



State of West Virginia, Mineral County, to-wit:
Be it remembered that on this 11
day of December, 2019, The
foregoing Restrictive Covenants was
presented in the Office of the Clerk of County
Commission and admitted to record
Lauren T. P. Ellinger
Clerk of County Commission