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BY-LAWS
OF
GLEN HAVEN PROPERTY OWNERS ASSOCIATION INC.

ARTICLE I. OFFICES

PRINCIPAL OFFICE – The principal office of the corporation shall be at the Glen Haven Subdivision, 44 Glen Haven Harpers Ferry, West Virginia, 25425.

ARTICLE II. MEMBERS MEETING

1. PLACE. The Board of Directors may designate any place within Jefferson County, West Virginia as the place of meeting for any annual meeting or any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be at the Glen Haven Subdivision.

2. TIME AND VOTING. The annual meeting of the members of the corporation for the election of directors to succeed those whose terms expire and for the transaction of such other business as may properly come before the meeting shall be held each year on the last Saturday in April, if not a legal holiday, and if a legal holiday, then on the following Saturday at one (1:00) o'clock P.M. If the annual meeting of the members be not held as herein described the election of directors may be held at any meeting thereafter called pursuant to these by-laws.

3. VOTING. The voting shall be as set forth in the charter.
(Article IV, paragraph 2 – Voting Rights)

4. ORDER OF BUSINESS. The order of business at the annual meeting of the members shall be as follows:

- a. Calling meeting to order (establishing a quorum) as per Article II, paragraph 7
- b. Proof of notice of meeting
- c. Reading of minutes of previous annual meeting
- d. Report of officers
- e. Report of committees

- f. Election of directors
- g. Old business (including annual dues review)
- h. New business
- i. Adjournment

5. SPECIAL MEETINGS. Special meetings of the members for any purpose, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of not less than five (5) members. Business transacted at all special meetings shall be confined to the objects stated in the call.

6. NOTICE OF MEETINGS. Written or printed notice, stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called shall be delivered not less than ten (10) days nor more than thirty (30) days before the date of the meeting either personally or by mail, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the books of the corporation, with postage thereon prepaid.

7. QUORUM. A majority of the membership of the corporation entitled to vote, represented in person or by signed proxy, shall constitute a quorum at the meeting of the membership.

ARTICLE III. BOARD OF DIRECTORS

1. The management of all the affairs, property and business of the corporation shall be vested in the Board of Directors consisting of eleven (11) persons from the membership, a portion of whom shall be elected at each annual meeting of the membership. The term of office for those serving as Directors shall be three (3) years. The addition to the powers and authorities by these by-laws and the Certificate of Incorporation expressly conferred upon it, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by these by-laws directed or required to be exercised or done by the members. The Board of Directors shall establish committees as needed.

2. REMOVAL. Any board member or agent, elected or appointed, may be removed by a majority vote of the Board of Directors or the membership whenever it is judged the best interest of the corporation would

be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

3. VACANCIES. All vacancies in the Board of Directors, whether caused by resignation, death, or otherwise may be filled by a majority vote of the remaining directors attending a stated or special meeting called for that purpose with a quorum present. A director thus elected to fill any vacancy shall hold office for the unexpired term of his predecessor.

4. REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held without other notice than this by-law immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution the time and place, either within or without the State of West Virginia, for the holding of additional regular meetings without other notice than such resolution.

5. SPECIAL MEETINGS. A special meeting of the Board of Directors may be called by or at the request of the President or any two (2) directors. The person or persons authorized to call special meeting of the Board of Directors may fix any place, either within or without the State of West Virginia, as the place for holding any special meeting of the Board of Directors called by them.

6. SPECIAL MEETINGS NOTIFICATION. Directors shall be given at least two (2) days notice of all meetings either in writing or by telephone. Any director may waive notice of any meeting. The attendance of any director at a meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

7. QUORUM. A quorum at all meetings of the Board of Directors shall constitute a majority of the whole Board; but less than a quorum may adjourn any meeting, which may be held on a subsequent date without further notice, provided a quorum be present at such deferred meeting.

8. ACTS. The acts of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE IV. OFFICERS

1. COMPOSITION. The officers of the corporation shall be a president, vice president, a secretary and a treasurer, each of whom shall be elected by the Board of Directors from its membership. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of president and secretary.

2. ELECTION. The officers of the corporation shall be elected annually by the Board of Directors at the first meeting of the Board held after each annual meeting of the membership. If the election of the officers shall not be held at such meeting, such election shall be held as soon as possible. Each officer shall hold office until his successor shall have been duly elected.

3. PRESIDENT. The President shall be the principal executive officer of the corporation, and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the members and of the Board of Directors. The President shall appoint members to committees as required.

4. VICE PRESIDENT. In the absence of the President or in the event of his death, or inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of the President and subject to all the restrictions upon the President.

5. SECRETARY. The secretary shall (a) keep the minutes of the members' meetings and of the Board of Directors' meetings in hard copy or electronic format;; (b) maintain a separate record of all directives and review for applicability and compliance with these by-laws and previously established directives; (c) ensure all notices are duly given in accordance with the provisions of these by-laws and as required by law; (d) be custodian of the corporate records of the seal of the corporation and see that the seal of the corporation is affixed to all required documents, the execution of which on behalf of the corporation under its seal, is duly authorized; (e) maintain a register of the post office address of each member which shall be furnished to the secretary by such members.

6. **TREASURER.** The treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipt for monies due and payable to the corporation from any source whatsoever; (c) deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article V of these by-laws.

7. **ABSENCE.** In the case of absence or inability to act of any officer of the corporation and of any person herein authorized to act in his place, the Board of Directors may delegate the powers or duties of such office to any other officer, or any director or any other person whom it may select.

ARTICLE V. CONTRACTS, LOANS, CHECKS AND DEPOSITS

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

- a. Any contract for road maintenance and repair exceeding twelve thousand dollars (\$12,000) must be approved by a quorum membership vote.
- b. All other contracts will not exceed amount established by any association directive.

2. **LOANS.** No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of a majority of the membership. Such authority may be general or confined to specific instances.

3. **NOTES.** All checks, drafts, or other orders of the payment of money, notes or other evidences of indebtedness, issued in the name of the corporation shall be signed by two (2) officers or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

4. **DEPOSITS.** All funds of the corporation, not otherwise employed shall be deposited from time to time to the credit of the

corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VI. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of April and end on the 31 day of March of each year.

ARTICLE VII. SEAL

The corporate seal of the corporation shall consist of two concentric circles, between which shall be the name of the corporation and the words "Harpers Ferry, West Virginia."

ARTICLE VIII. WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the corporation under the provisions of these by-laws or under the provisions of the Articles of Incorporation, 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 giving such notice.

ARTICLE IX. AMENDMENT OF BY-LAWS

Alterations, amendments or repeals of the by-laws may be made by a majority of the members entitled to vote at any membership meeting, if the notice of such meeting contains a statement of the proposed alteration, amendment, or repeal, provided notice has been given to each member in writing at least ten (10) days prior to said meeting.

ARTICLE X. ASSOCIATION DIRECTIVES

Association Directives may be established by the Board of Directors or by the quorum membership vote at a membership meeting. Alterations, amendments or repeals of association directives may be made by the Board of Directors or by quorum membership vote. The Board of Directors may not alter, amend, or repeal a directive established by quorum membership vote.

ARTICLE XI. MEMBERSHIP

1. Any property owner may become a member of the association by paying a membership fee of \$75.00 plus the first year's dues. If a member sells property and purchases other property in Glen Haven, their membership status goes with them, whether paid-up or delinquent.
2. Dues of the association will be reviewed each year for the upcoming fiscal year by the membership at the annual meeting.
3. Any member, defaulting on payment of dues, will relinquish all privileges of membership. Due date will be April 1st of each year. Ex-members may regain membership by paying all back dues.
4. A road maintenance fee of \$10.00 per lot per year, must be paid in accordance with the property deeds. A portion of the annual dues may be placed in the road maintenance account as determined by the board of directors.
5. All members will have the privilege of using the boat dock and ramp for their personal use for launching and retrieving watercraft.
6. All members will have the privilege of using the picnic pavilion for their personal family use. A security deposit will be required when the kitchen, bathrooms and water are to be used. A donation will be appreciated.
7. Any person renting the property of a member, in good standing, is entitled to the privileges of using boat ramp, pavilion, roads and park area. Renters may elect to pay the annual association dues on said property thus becoming entitled to the above listed privileges.

ARTICLE XII. GUEST OF MEMBER

1. A guest is a person, other than the immediate family, who is not a property owner of Glen Haven, but is visiting a member of the association.
 - (a) Member is entitled to one (1) guest boat at a time.

2. Member will be responsible for their guest's actions and must accompany guest when using any of the facilities.
3. When using the pavilion, the sponsoring member shall sign a hold harmless agreement.
4. Donations will be accepted for use of the picnic pavilion.

ARTICLE XIII. USE OF FACILITIES BY OUTSIDE GROUPS

Organizations, private groups, etc. may be granted permission to use the facilities upon approval of the committee for the administration of the pavilion, boat dock and ramp. A cash donation will be accepted. Due to insurance regulations, the sponsoring member shall sign a hold-harmless agreement.