

**BYLAWS
of the
SOUTH POTOMAC VALLEY PROPERTY OWNERS
ASSOCIATION**

ARTICLE I - NAME AND LOCATION

The name of the association is the South Potomac Valley Property Owners Association, Inc., hereinafter referred to as the Association. The principal office of the Association shall be located at the primary residence of the Secretary, but meetings of Members and Directors may be held at such places as may be designated by the Board of Directors.

ARTICLE II - DEFINITIONS

Section 1. "Association" shall mean and refer to the South Potomac Valley Property Owners Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Protective Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Property, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 4. "Lot" shall mean and refer to any numbered or lettered plot of land shown upon any recorded subdivision plat of the Property.

Section 5. "Declarant" shall mean and refer to Homer L. and Nancy C. Feller, their successors and assigns.

Section 6. "Common area" and "access" to the South Branch of the Potomac River shall mean and refer to that area of land shown on the subdivision plat, as amended from time to time in accordance herewith, and being intended for the common use and enjoyment of all Owners, and any other property that may be transferred to the Association.

Section 7. "Declaration" shall mean and refer to the Declaration of Protective Covenants, Conditions and Restrictions, also known as Protective Covenants, to the Properties recorded among the Land Records of Hampshire County, West Virginia.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III - PURPOSE

This Association is formed:

Section 1. To provide an entity to maintain and operate the Properties for the good of the Property Owners;

Section 2. To collect road maintenance fees and other annual or special fees and assessments from the Members, and maintain accurate records of all expenditures in accordance with generally accepted accounting principles.

Section 3. To promote civic and social improvements within the Properties and the community therein;

Section 4. To preserve and protect the property values of the community;

Section 5. To promote the peace, health, safety, comfort, and welfare of the owners and inhabitants of the Properties and the community therein;

Section 6. To do any and all lawful acts which it determines are necessary, suitable and proper to effect the foregoing purposes, subject to the restrictions contained in the Protective Covenants and any amendments thereto.

Section 7. To effect the foregoing purposes, the Association shall be entitled to the following:

Subsection 1. To the extent permitted by law, to do anything that in the opinion of the Association will promote the common benefit and enjoyment of the Owners of the Lots within the Properties;

Subsection 2. To fix, levy, collect and enforce payment by any lawful means against the Lot Owners charges and assessments made by the Association on account of the Properties and the Association;

Subsection 3. To enforce any and all covenants running with the land and restrictions applicable to the Properties;

Subsection 4. To perform all duties and obligations of the Association set forth in the Protective Covenants, and any amendments thereto.

ARTICLE IV - MEETING OF MEMBERS

Section 1. Annual Meeting. A membership meeting of the members shall be held annually. The date shall be set by the Board of Directors.

Section 2. Special Meeting. Special meetings of the Members may be called at any time by the Chairman of the Board or by the Board of Directors, or upon written request of one-fourth (1/4) of the Members who are entitled to vote. A special meeting may constitute and be considered an annual meeting if so determined by a majority of the Board of Directors.

Section 3. Notice of Meeting. 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 4. Quorum. [Thirty-four lots must be represented to be a quorum. Four of seven board members must be present to conduct business at a board meeting.](#)

Section 5. Voting by Mail. The Board of Directors may call for a ballot by mail. Upon direction from the Board, the Secretary shall issue a ballot by mail to each Member of record. Members must return the ballot by mail within 15 days from the date the ballot was postmarked. Decisions by mail ballot shall be based on the majority vote of those Members returning valid ballots.

Section 6. Ratio of Votes to Lots. In any matter brought to a vote, either in a meeting or by mail, any Member owning one Lot within the Properties shall be entitled to cast one vote, any Member owning two lots shall be entitled to cast two votes, and so forth.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Number and Officers. The affairs of this Association shall be managed by a Board of Directors, all of whom shall be Members of the Association. The Board of Directors shall be composed of the elected four officers, who are Chairman, Vice Chairman, Secretary, Treasurer and three other members.

Section 2. Term of Office. Members of the Board shall be elected for terms of three (3) years. Three Directors shall be elected in 1985, two in 1986, two in 1987, three in 1988, and so on, repetitively, at the annual meeting of the Association. Directors, including Officers, may be reelected to successive terms without limit.

Section 3. Removal. Any Director may be removed from the Board, with sufficient cause, by a majority vote of the Members of the Association. In the event of the death, resignation or removal of a Director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor. The office of a member of the Board of Directors shall be considered vacant in the event such member shall be absent from three (3) consecutive meetings of the Board.

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

Section 5. Meetings. Meetings of the Board of Directors shall be held at a time and place agreeable to a majority of the board members.

Section 6. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting that they could take at a meeting by obtaining written approval from a majority of the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors. Reasonable attempt shall be made to contact all Board Members.

ARTICLE VI - NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by any Member from the floor at any annual or special meeting of the Association.

Section 2. Election. Election to the Board of Directors shall be by majority vote of Members at any annual or special meeting of the association.

ARTICLE VII-POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power:

Subsection 1. To adopt and publish rules and regulations governing the use of the Common Areas and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for infraction thereof;

Subsection 2. To suspend the voting rights and the right to use of the Common Areas and recreational facilities of a Member 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 period not to exceed 60 days, for infraction of published rules and regulations;

Subsection 3. To 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 bylaws, the Articles of Incorporation, or the Declaration;

Subsection 4. To employ an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors:

Subsection 1. To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to Members at the annual meeting of the Members, or to be mailed to the Members, or to be presented to the Members at any special meeting when such a statement is requested in writing by one-fourth (1/4) of the Members entitled to vote;

Subsection 2. Supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;

Subsection 3. And, as more fully provided in the Declaration:

Paragraph 1. To fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period; and

Paragraph 2. To send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and

Paragraph 3. To pursue all remedies available at law against any property and lot owner for assessments which are not paid within 30 days after the due date of the annual assessment.

Subsection 4. To 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;

Subsection 5. To procure and maintain adequate liability and hazard insurance on property owned by the Association;

Subsection 6. To cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate; and

Subsection 7. To cause the Common Areas, roads, and river access to be maintained.

ARTICLE VII - DUTIES OF OFFICERS

The duties of the officers are as follows:

Section 1. Chairman. The chairman shall preside at all meetings of the Board of Directors and of the Association; shall see that orders and resolutions of the board are carried out; shall appoint all committee chairs and all special committees; shall sign all leases, mortgages, deeds and other written instruments, and, if required by resolution of the Board, shall cosign all checks and promissory notes.

Section 2. Vice Chairman. The vice chairman shall act in the place and stead of the chairman 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.

Section 3. Secretary. 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 telephone numbers; shall prepare and issue in a timely manner the Association newsletter; and shall perform such other duties as required by the Board.

Section 4. Treasurer. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; shall keep proper books of account; shall cause an annual audit of the Association books to be made at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures, on a cash basis, to be presented to the membership at its annual meeting, or any other meeting so indicated by the Board, and deliver a copy of each to the Members.

ARTICLE IX - COMMITTEES

The Board of Directors shall establish the purpose of all committees. All committee members shall be Members of the Association.

Section 1. Committees shall be standing or special.

Section 2. Standing committees can be established by action of the Board of Directors, i.e., Road Maintenance, Security, Utilities and Construction Resources, and Social Activities.

Section 3. All committees shall be composed of a chair and at least two (2) other members, not including among these three (3) the Chairman of the Board of Directors, who shall be a member ex officio of all committees.

Section 4. Nominations for membership on standing committees shall be made by Members from the floor at annual or special meetings. Elections shall be by majority vote of persons present who are entitled to vote.

Section 5. Committee chairs shall be appointed by the chairman of the Board. Vacancies on committees shall be filled by appointment by Chairman of the Board.

Section 6. Special committees shall be appointed by the Chairman of the Board.

Section 7. The term of service of all committees and committee chairs shall coincide with the fiscal year of the Association.

Section 8. Each standing and special committee shall present an annual report of its activities to the Board of Directors before the end of the fiscal year of the Association. Other reports at other times may be required by the Board of Directors.

ARTICLE X-ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the Property against which the assessment is made. Any assessments 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 10% per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waiver or otherwise escape liability for the assessments provided for herein by nonuse of the Common areas or by abandonment of his Lot.

ARTICLE XI-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 Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XII - CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: South Potomac Valley Property Owners Association, Inc., Incorporated, West Virginia, 1986.

ARTICLE XIII - AMENDMENTS

Section 1. These Bylaws may be amended 1) at an annual or special meeting of the Members by a majority vote of Members present in person, or 2) by a majority of Members responding to a mail ballot

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

