

THE WOODS HOMEOWNERS ASSOCIATION

Bylaws

November 16, 2024

Article I Definitions

Section 1: The "Association" shall mean The Woods Homeowners Association, Inc. ("WHOA"), a non-profit corporation organized and existing under the laws of the State of West Virginia.

Section 2: "Common Properties and Facilities" shall mean all real property owned by the Association for the common use and enjoyment of the members as reflected upon the plat or plats of the Properties, including the roads, parking areas, walking easements, wells and pumping stations, and the areas surrounding the same as delineated in Section 3 of this Article.

Section 3: The "Declaration of Conditions, Covenants, Restrictions, and Easements," hereinafter, "Declaration," shall mean the document and the provisions therein to which the Properties are subject, and which is recorded in the office of the Clerk of the County Court of Berkeley County, West Virginia, in Deed Book No. 297, at Page Lon the 9th day of April, 1976, as the same may be amended, from time to time, in accordance therewith.

Section 4: Members "in good standing" shall mean those who have paid any assessments due and are not subject to any current disciplinary action for a violation of the Declaration of the Woods Subdivision.

Section 5: "The Properties" shall mean Stage 1 of Section 2 of the "The Woods Subdivision," as more fully shown upon plats thereof prepared by John D. Emler and Associates, dated the 9th day of April 1976 and recorded in the office of the Clerk of the County Court of Berkeley County, West Virginia in Plat Cabinet No. I, at Slide 5, and such other properties as are brought into The Woods Subdivision and recorded in accordance with the provisions of the Declaration.

Section 6: "Proxy" shall mean an agent of a member of the Association who has been designated in writing by the member to act on behalf of the member on Association matters.

Article II Location

The principal office of the Association is located at 1718 The Woods Road, Hedgesville, WV 25427.

Article III Membership

Section 1: All persons or entities who are listed as members in Section 1 of Article V of the Declaration are members of the Association.

Section 2: The rights of membership are subject to the payment of annual and special assessments levied by the Association, the obligation of which assessment is imposed against

each owner and becomes a lien upon the property against which such assessments are made as provided by the Declaration.

Section 3: The membership rights of any person whose interest in the Properties is subject to assessment under Article III, Section 2 herein, whether or not one is personally obligated to pay such assessment, may be suspended by action of the Directors during the period when the assessment remains unpaid. Upon payment of such assessments, the rights and privileges so suspended shall be automatically restored. If the Directors have adopted and published rules and regulations governing personal conduct in the use of the Common Properties and Facilities, as provided in Article IX, Section 1 herein, they may, in their discretion, suspend the rights of any such person for violation of such rules and regulations for a period not to exceed thirty (30) days.

Article IV Voting Rights

Section 1: Membership of the Association shall have voting rights as set forth in the Articles of Incorporation.

Section 2: Per the WV Non-Profit Corporation Act, Section 31E-7-722, the Association may conduct votes of the Membership by or through an electronic voting system or application adopted by the Board for use in that election and such votes submitted through such electronic system or application shall be counted as if they were submitted in person or by proxy. Procedures applicable to the use of electronic voting systems or applications shall be established by the Board and published to Members thirty (30) days prior to the respective vote.

Article V Property Rights and Rights of Enjoyment Of Common Properties and Facilities

Section 1: Each member shall be entitled to the use and enjoyment of the Common Properties and Facilities as provided by Article IV of the Declaration.

Section 2: Any member may delegate his or her rights of enjoyment to the Common Properties and Facilities to family members residing upon the Properties or to any tenants who reside thereon under leasehold interest for a term of one (1) year or more. Such members shall notify the Secretary in writing of the name of any such person and of the relationship of the member to such person. The rights and privileges of such person are subject to suspension under Article III, Section 3 herein, to the same extent of those of the member.

Article VI Association Purposes and Powers

Section 1: The purposes and powers of the Association are set forth in Article III of the Articles of Incorporation.

Section 2: Additions to the Properties and membership may be made in accordance with Article X of the Articles of Incorporation, subject to the requirements of Section 6 of this Article.

Section 3: Mergers and consolidations may be made in accordance with Article XI of the Articles of Incorporation, subject to the requirements of Section 6 of this Article.

Section 4: Mortgage and other indebtedness may be incurred in accordance with Article XII of the Articles of Incorporation, subject to the requirements of Section 6 of this Article.

Section 5: Dedications or transfers of the Common Properties and Facilities may be made in accordance with Article XIV of the Articles of Incorporation, subject to the requirements of Section 6 of this Article.

Section 6: The actions authorized under Sections 2, 3, 4, and 5 of this Article may be taken by the Board of Directors, provided that the Board -

- a) Develop a proposed plan for the action to be taken;
- b) Adopt a resolution approving the plan;
- c) Submit the plan to a vote at a regular or special meeting of members entitled to vote thereon; and,
- d) Give written notice setting forth the proposed plan, or a summary thereof, to each member entitled to vote at the meeting prescribed in paragraph c) within the time and in the manner provided in the Declaration and the Articles of Incorporation.

Article VII Board of Directors

Section 1: The affairs of the Association shall be managed by a Board of Directors (hereinafter, the "Board") consisting of the number and elected for the term as set forth in Article IX of the Articles of Incorporation.

Section 2: Should a member of the Board elected from a particular District change his or her principal residence within The Woods Subdivision from one district to another, his or her seat shall be deemed vacant.

Section 3: Should any vacancy occur during the term of a Director, the Board shall appoint a replacement to serve for the remainder of the term.

Article VIII Election of Directors; Nominating Committee; Election Committee

Section 1: Election to the Board shall be by written or electronic ballot as hereinafter provided. At such election, the members or their proxies may cast, in respect of each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration applicable to the Properties. The names receiving the largest number of votes shall be elected.

Section 2: Nominations for elections to the Board shall be made by a Nominating Committee, which shall be one of the standing committees of the Association.

Section 3: The Nominating Committee shall consist of five (5) members of the Association, of whom no more than two (2) shall be Board members. Each District, as defined in the Articles of

Incorporation, shall have at least one (1) member of the Nominating Committee. The Board shall designate one of the Board members on the Nominating Committee to serve as chair. The Nominating Committee shall be appointed by the Board prior to each annual meeting of the members to serve from the close of such annual meeting until the close of the next annual meeting. Such appointments shall be announced at each such annual meeting.

Section 4: The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but not less than the number of vacancies to be filled in the respective districts. Such nominations shall be made from among members of the Association in good standing, who maintain a residence in The Woods Subdivision and reside in such residence no less than sixty (60) overnights during twelve consecutive months immediately preceding the date of the upcoming election. A candidate must provide reasonable evidence that the candidate meets the residency requirement in order to be placed on the ballot. An affidavit from the candidate attesting to meeting the required residency terms shall constitute reasonable evidence. Nominations shall be placed on a written ballot as provided in Section 5 of this Article and shall be made in advance of the time fixed in Section 5 for mailing of such ballots to members."

Section 5: All elections to the Board shall be conducted using a written or electronic ballot prepared and mailed or emailed by the Secretary to the members at least thirty (30) days in advance of the date set forth therein. Each ballot shall:

- a) Describe the vacancies to be filled;
- b) Set forth the names of those nominated by the Nominating Committee for such vacancies; and.
- c) Contain a space for write-in votes by the members for each vacancy provided that any write-in candidate must also be a member in good standing who maintains a residence in The Woods Subdivision and resides in such residence no less than sixty (60) overnights during the twelve consecutive months immediately preceding the date of the election. A winning write-in candidate must provide reasonable evidence that the candidate meets the residency requirement prior to being able to be seated and take a position on the Board. An affidavit from the candidate attesting to meeting the required residency terms shall constitute reasonable evidence.

Section 6: Each member shall receive as many ballots as he or she has votes. If a member is entitled to several votes each ballot shall contain only one vote per vacancy shown. The ballots shall be returned to the Secretary at the address specified on the ballot.

Section 7: Ballots shall be received at the WHOA office ten (10) days prior to the date set for the annual or special meeting. Upon receipt of each ballot, the Secretary shall immediately place it in a safe place. If the vote is by proxy, the Secretary will determine that a valid proxy has been filed as provided in Article XIV, Section 2 herein. The Secretary shall turn over all ballots and proxy ballots to an Election Committee, which shall consist of three (3) members, one from each voting district, appointed by the Board. The Election Committee shall: (a) canvas the votes, (b) in the event a write-in candidate receives the most votes, verify that such candidate is a member in good standing who

maintains a residence in The Woods Subdivision and resided in such residence no less than sixty (60) overnights during the twelve consecutive months immediately preceding the date of the election and if such write-in candidate does not meet such requirement, the candidate with the next highest number of votes shall be determined to be the winner, (c) notify all candidates of the results, and (d) announce the results at the annual meeting. Immediately after the announcement of the results, unless a review of the procedure is demanded by a majority of the members present, the ballots shall be destroyed.

Article IX Powers and Duties of the Board of Directors

Section 1: The Board shall have the power to:

- a) Call special meetings of the members whenever it deems necessary. Further, it shall call a meeting upon the written request of one-fourth (1/4) of the voting membership as provided in Article XIII. Section 2 herein:
- b) Appoint and remove, at its pleasure all agents, and employees of the Association, prescribe their duties, fix their compensation and require of them such security or fidelity bond, as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any member in any capacity whatsoever, however, no Officer or Director may be employed by the Association.
- c) Establish levy, and assess, and collect the assessments or charges referred to in Article III, Section 2 herein. and to impose or levy fines and penalties:
- d) Adopt and publish rules and regulations governing the use of the Common Properties and Facilities and the personal conduct of the members and their guests;
- e) Appoint, from time to time, such committees as may be deemed necessary, composed of members of the Association in good standing who need not be members of the Board; and,
- f) Exercise for the Association all powers, duties, and authority vested in or delegated to the Association, except those reserved to the membership as set forth in the Declaration or the Articles of Incorporation.

Section 2: In the event any member of the Board shall be absent from three (3) consecutive regular meetings of the Board, the Board may by action taken at the meeting during which said third absence occurs, declare the seat of the absent Director to be vacant as of that meeting and proceed to name a replacement in executive session following the regular meeting.

Section 3: 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 members at the annual meeting and at any special meeting called pursuant to Article XIII Section 2 herein;
- b) Supervise all Officers, agents, and employees of the Association, and see that their duties are properly performed;
- c) As more fully provided in Article VI of the Declaration:
 - 1) Fix the amount of the assessment against each lot for each assessment period;
 - 2) Prepare a roster of the lots and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member, and, at the same time;
 - 3) Send written notice of each assessment to every owner subject thereto; and,
- d) Issue, or cause an appropriate Officer or agent to issue, upon demand by any person, a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.

Section 4: Any Director may attend any meeting of a committee created under these Bylaws of which he or she is not a member, and may participate in the meeting. but may not vote on decisions or actions of that committee.

Section 5: Indemnification of Directors, Officers, and Committee Members: The Association shall maintain a liability policy of insurance for the Officers and Directors in such amounts of coverage as are reasonably determined appropriate by the Board. The Association shall indemnify the Directors, Officers, and duly appointed committee members against any and all claims and causes of action that may arise by reason of the fact that the indemnified individual is or was a Director, Officer, or committee member acting in said capacity for the Association.

Section 6: As found in the West Virginia Code at Chapter 31E, West Virginia Nonprofit Corporation Act, Section 8-821 related to action without meeting, the Board may take action, including votes, outside of a meeting of the Board if the action is taken by all the members of the Board unanimously and the affirmative action of each Board member is recorded in writing through signed consent. Each Board officer or director is hereby authorized to sign consent for Association documentation using an electronic signature via email originating from the Board officer's or director's email address. Such action shall be recorded in minutes and made available to the Association members as if the vote had taken place in a meeting.

Article X Directors' Meetings

Section 1: A regular meeting of the Board shall be held on the second Saturday of January, April, July, and October at 9:00 a.m., provided that the Board may, by resolution, change the day and hour of holding such regular meeting. Notice of such regular meeting to the Directors is hereby dispensed with.

Section 2: If the day for the regular meeting shall fall upon a holiday, the meeting shall be rescheduled with notice given thereof.

Section 3: Special meetings of the Board shall be held when called by any Officer of the Association or by any two Directors after not less than three (3) days' notice to each Director.

Section 4: The transaction of any business at any special meeting of the Board, however called and noticed, or wherever held, shall be as valid as though made at a regular meeting if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, or a consent to the holding of such meeting, or an approval thereof. All such written waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 5: The majority of the Board shall constitute a quorum thereof.

Section 6: Meetings of the Board shall be conducted in accordance with rules of order adopted by the Board by resolution and made available to the membership. The rules of order may be amended by the Board by resolution. Proxy voting shall not be permitted at any meeting of the Board. Except as provided in Section 7 of this Article, meetings shall be open to all members of the Association in good standing.

Section 7: Notwithstanding Section 6 of this Article, the Board may elect, by majority vote, to hold an executive session at any time as determined by the Board.

- a) The following are the topics that the Board may consider in an executive session:
 - 1) The compensation, performance, and discipline of staff;
 - 2) The initiation, response, and conduct of any legal proceeding to which the Association, an Officer, Director, or committee member is a party;
 - 3) Any exercise of its authority by the Board against any member;
 - 4) Any other matter where the rights or obligations of an individual could be adversely affected by an action of the Board acting within its authority; and,
 - 5) Such other matters the Board determines to be of a confidential nature.
- b) Such executive session may be attended only by members of the Board and persons whose attendance is requested by the Board.
- c) The Secretary shall include in the minutes of each Board meeting the topics discussed in any executive session held in conjunction with that meeting or any executive session held prior to that Board meeting; however, no description or details of the discussions held in such session shall be included in the minutes.

Section 8: The Board may permit the use of electronic means for the conduct of meetings of the Association, subject to provisions adopted by the Board and applicable law.

Article XI Officers

Section 1: The Officers shall be a President, a Vice-President, a Secretary, and a Treasurer elected from the Board.

Section 2: The Officers shall be chosen by majority vote of the Directors.

Section 3: The term of office for each Officer shall be one year.

Section 4: The President shall preside at all meetings of the Board, provide the primary oversight of Association staff and the execution of administrative responsibilities, and see that orders and resolutions of the Board are carried out. The President and such other Officer or employee, as may be designated by the Board by written resolution, shall have the authority to sign all notes, checks, leases, mortgages, deeds, and all other written instruments.

Section 5: The Vice-President shall perform all the duties of the President in the President's absence.

Section 6: The Secretary shall ensure that accurate records are kept of all votes and minutes of all Board proceedings and shall see that the records of the Association are properly kept. The Secretary shall see that a record is maintained of the names of all members of the Association together with their addresses as registered by such members. (See Article XIII, Section 3 herein.)

Section 7: The Treasurer shall see that all monies of the Association are received and deposited in appropriate bank accounts and that such funds are disbursed as directed by resolution of the Board, provided, however, that a resolution of the Board shall not be necessary for disbursement made in the ordinary course of business conducted within the limits of a budget adopted by the Board. The Treasurer shall insure that proper books of account are kept and cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year. The Treasurer shall cause to be prepared an annual budget and an annual balance sheet statement. The budget and balance

sheet statement shall be presented to the membership at its regular annual meeting.

Section 8: The Association shall employ or appoint such staff as deemed appropriate by the Board, including an Association Manager. The Association staff shall provide such assistance to the Officers, and may act as their agent, in carrying out their duties. Such duties may be directed by the Board acting through the Association Manager.

Article XII Committees

Section 1: Standing Committees of the Association shall be the:

Architectural Control Committee, which shall in all respects implement the architectural guidelines heretofore adopted by the Board, as amended by the Board from time to time.

Communications Committee, which shall be responsible for information technology plans, the preparation and distribution of a newsletter to all members of the Association, and the dissemination of information to members by other media.

Community-Building Activities Committee, which shall be responsible for planning and implementing approved community-building activities through events that bring Association owners together, including events specifically focused on families with children.

Finance Committee, which shall oversee all financial operations of the Association, provide analytic and advisory assessments on all of the organization's initiatives, and report to the Board in quarterly Board Meetings and to the Association members in the Annual Meeting as provided in Article XI, Section 7 herein. The Treasurer shall be the chair or co-chair of the committee.

Governance Committee, which shall be responsible for periodically reviewing and developing proposed changes to the Association's governing rules, policies, guidelines, Bylaws, Articles of Incorporation, as well as other matters assigned to it by the Board.

Nominating Committee, which shall have the duties and functions described in Article VIII, Section 3 herein.

Recycling Committee which shall advise the Board and perform duties related to all recycling issues and initiatives.

Planning Committee, which shall advise the Board in developing and carrying out plans for projects beneficial to Association members.

Safety and Welfare Committee, which shall advise the Board in all matters pertaining to the safety and welfare of the members and their guests or tenants.

Welcoming Committee, which shall be responsible for welcoming new members to the Association, through personalized outreach and connecting them with resources and activities. It shall regularly review and update the Welcome Packet sent to all new owners in The Woods.

Section 2: In addition to the functions noted in Section I of this Article, the standing committees, with the exception of the Election and Nominating Committees, shall be responsible for long range planning in the areas under their purview, and shall have such other functions as the Board, in its discretion, determines.

Section 3: With the exception of the Nominating Committee, which is described in Article VIII, above, each standing committee shall consist of at least three (3) members. As determined by the Board, standing committees may be chaired by a Director or a member of the Association in good standing. Committee chairs shall be appointed by the Board for a term of one year and each such chair shall thereafter appoint the remaining committee members, with the exception of the Election and Nominating Committees. Such appointments need not be ratified or approved by the Board. To the extent possible, each standing committee shall include at least one member from each voting district, but such committee membership is not required.

Section 4: The Board may establish such other ad hoc committees as it deems desirable to address specific matters not otherwise under the purview of the Board's standing committees.

Section 5: Each committee shall report to the Board regularly and have its actions approved by the Board.

Article XIII Meetings of the Members

Section 1: The regular annual meeting of the members shall be held on the 2nd Saturday in June of each year, at 10:00 a.m. If the day for the annual meeting of the members shall fall upon a holiday, the meeting shall be rescheduled with notice given in accordance with Section 3 of this Article. The regular annual meeting may be held in a location away from corporate headquarters that will accommodate attendance by members.

Section 2: Special meetings of the members for any purpose may be called at any time by any Officer of the Association, or by any two Directors, or upon written request of one-fourth (1/4) of the membership.

Section 3: Notice of any regular or special meeting shall be given 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. Each member shall register an address with the Secretary, and notice of the meeting shall be mailed to that address. Notice of any regular or special meeting shall be mailed at least six (6) days in advance of the meeting and shall set forth in general the nature of the business to be transacted. However, if the business of any meeting shall involve an election governed by Article VIII herein, or any action governed by the Articles of Incorporation or by the Declaration, notice of such meeting shall be given or sent as therein provided.

Section 4: The presence of members or proxy votes equal to or greater than one tenth (1/10) of members entitled to cast votes, shall constitute a quorum for any action governed by these Bylaws. Any action governed by the Articles of Incorporation or by the Declaration shall require a quorum as therein provided.

Article XIV Proxies

Section 1: At all regular and special meetings of the members, each member may vote in person or by proxy.

Section 2: All proxies shall be appointed in writing and filed with the Secretary of the Association not less than seven (7) days prior to the exercise of the proxy. No proxy shall serve beyond a period of eleven (11) months. and the proxy's authority shall automatically cease upon conveyance by the member of his or her house or other interest in the Properties. The provisions of West Virginia Code Section 31E-7-722, and all subsequent amendments thereto, are hereby adopted by reference to the extent not inconsistent herewith.

Article XV Books and Papers.

The books, records, and papers of the Association shall, at all times during reasonable business hours, be subject to inspection by any member.

Article XVI Corporate Seal

The Association shall have a seal in circular form having within its circumference the words: THE WOODS HOMEOWNERS ASSOCIATION, INC., Corporate Seal. West Virginia, 1976.

Article XVII Amendments

Section 1: These Bylaws may be amended by the Board at any regular meeting or special meeting called for such purpose, provided that notice of such proposal and a copy of the proposed amendments shall have been provided to all Board members thirty (30) days in advance of such meeting. However, any matter stated herein to be, or which is in fact, governed by the Declaration may not be amended except as provided in the Declaration. Furthermore, any matter stated herein to be, or which is in fact, governed by the Articles of Incorporation may not be amended except as provided in such Articles.

Section 2: Any member of the Association in good standing may submit to the Board, in writing, proposed changes to the Bylaws in accordance with procedures adopted by the Board.

Section 3: In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control. In the case of any conflicts between the Declaration and these Bylaws, the Declaration shall control.

By vote of the Board of Directors, these Bylaws for The Woods Homeowners Association, were amended at a Special Meeting on November 16, 2024, as follows:

- 1. Article VIII Section 4. Such nominations shall be made from among members of the Association in good standing, who maintain a residence in The Woods Subdivision and reside in such residence no less than sixty (60) overnights during twelve consecutive months immediately preceding the date of the upcoming election. A candidate must provide reasonable evidence that the candidate meets the residency requirement in order to be placed on the ballot. An affidavit from the candidate attesting to meeting the required residency terms shall constitute reasonable evidence.*

2. Article VIII Section 5 subsection (c). Contain a space for write-in votes by the members for each vacancy *provided that any write-in candidate must also be a member in good standing who maintains a residence in The Woods Subdivision and resides in such residence no less than sixty (60) overnights during the twelve consecutive months immediately preceding the date of the election. A winning write-in candidate must provide reasonable evidence that the candidate meets the residency requirement prior to being able to be seated and take a position on the Board. An affidavit from the candidate attesting to meeting the required residency terms shall constitute reasonable evidence.*"

3. Article VIII Section 7. *The Election Committee shall: (a) canvas the votes, (b) in the event a write-in candidate receives the most votes, verify that such candidate is a member in good standing who maintains a residence in The Woods Subdivision and resided in such residence no less than sixty (60) overnights during the twelve consecutive months immediately preceding the date of the election and if such write-in candidate does not meet such requirement, the candidate with the next highest number of votes shall be determined to be the winner, (c) notify all candidates of the results, and (d) announce the results at the annual meeting.*