

**THE BY-LAWS OF THE
MEADOWS AT STONECOAL LAKE
HOMEOWNERS ASSOCIATION**

**ARTICLE ONE
INTRODUCTORY PROVISIONS**

Section 1- APPLICABILITY. These By-Laws provide for the governance of the Meadows at Stonecoal Lake Homeowners' Association, an incorporated, non-stock, non-profit corporation, pursuant to the provisions of Section 120, Article 2 of the West Virginia Common Interest Ownership Act (hereinafter the "Act").

Section 2- COMPLIANCE. Pursuant to the provisions of the Act, every Member shall comply with these By-Laws.

ARTICLE TWO

Section 1 - NAME AND LOCATION: The name and the location of the corporation shall be as the following:

- 1.1 The name of the corporation is The Meadows At Stonecoal Lake Homeowners Association, a non-profit corporation **pursuant to the laws of the State of West Virginia**, hereinafter referred to as the "Association,"
- 1.2 The principal office of the corporation shall be located at **13 Sunrise Circle, P.O. Box 193, Horner, West Virginia 26372**, but meetings of Members and Directors may be held at such places within West Virginia, as may be designated by the Board of Directors.

ARTICLE THREE

Section 1 - DEFINITIONS: The following words shall have the prescribed definitions:

- 1.1 Association shall mean and refer to The Meadows At Stonecoal Lake Homeowners' Association, its successors and assigns;
- 1.2 Common Area shall mean the streets, drives, sewage treatment facility, utility easements, storm drain facilities, or other common areas conveyed to said Association;
- 1.3 Declaration of Covenants shall mean and refer to the "Declaration Of Protective Covenants and Reservations For The Meadows At Stonecoal Lake, A Residential Subdivision in Skin Creek District, Lewis County, West Virginia" **and the "Declaration of Protective Covenants and Reservations For the Estates at the Meadows at Stonecoal Lake, A Residential Subdivision in Skin Creek District, Lewis County, West Virginia"** as they may be amended from time to time, and of record in the Office of the Clerk of the County Commission of Lewis County, West Virginia;
- 1.4 Lot shall mean and refer to any plot or parcel of land shown upon any recorded

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subdivision map of The Meadows At Stonecoal Lake and **The Estates at the Meadows At Stonecoal Lake** now recorded or to be hereafter, together with any improvements thereon;

- 1.5 Member shall mean every person or entity who is a record owner of an interest in any Lot in the Development by accepting delivery of a deed or deeds to said Lot or Lots. Where any Lot is owned by more than one person or entity, then such owners shall collectively be a Member. Additionally, the Developer shall be a Member;
- 1.6 Member In Good Standing shall mean and refer to any Member of the Association who is not delinquent in the payment of annual assessments or special assessments;
- 1.7 Capitalized terms used herein without definition shall have the meanings specified for such terms in the Declaration to which these By-Laws pertain, or if not defined therein, the meanings specified or used for such terms in the Act.

ARTICLE-FOUR

SECTION 1 - ASSOCIATION MEMBER MEETINGS - The following meetings shall be conducted in the prescribed manner.

- 1.1 ANNUAL MEETINGS - The Members of the Association:
- 1.1.a. shall hold the annual meeting of the Members between January 1 and April 30 of each year at a date and time designated by the Board of Directors in writing, notice of which meeting shall be given to each Member as provided in Section 1.3.a below;
- 1.1.b. shall be entitled to exercise one (1) vote for each unimproved lot of land owned by each Member;
- 1.1.c. shall be entitled to exercise two (2) votes for each improved lot (upon which a home ready for occupancy is situated).
- 1.1.c. 1. For example:
- A) If a Member owns two Lots, one unimproved and one improved, such Member shall be entitled to exercise three (3) votes.
- B) If a Member owns two Lots, both improved, with separate residences, such Member shall be entitled to exercise four (4) votes.
- C) If a Member owns two Lots, with one residence situate on portions of both Lots, the Member shall be entitled to exercise three (3) votes.

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- 1.1d. shall be entitled to exercise their vote while a Member In Good Standing. If a Member of the Association shall cease to be a Member In Good Standing, the right to exercise a vote in the Association shall be suspended until the Member becomes a Member In Good Standing.
- 1.2 **SPECIAL MEETING** - Special meetings of the Members of the Association:
- 1.2.a. may be held at any time upon request by the President of the Board of Directors; or
- 1.2.b. May be held at any time upon written request of 40% of Members entitled to vote; and
- 1.2.c. shall be subject to the same voting requirements as set forth in Article III, Sections 1.1.b. and 1.1.c. of these Bylaws.
- 1.3 **NOTICE OF MEETINGS** - Written notice of each meeting of the Members:
- 1.3.a. 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 not less than 10 days and not more than 20 days prior to the meeting to each Member entitled to vote;
- 1.3.c. shall, in the case of special meetings, contain a statement of the purpose of the special meeting.
- 1.4 **QUORUM** - A quorum of the Members of the Association:
- 1.4.a. shall be required to be present at the annual meeting or any special meeting of the Members of the Association. If no quorum is present, then the meeting, either annual or special, shall be adjourned without notice, other than the announcement of a lack of quorum being present at the meeting;
- 1.4.b. shall require the presence in person or by a proxy at either an annual or special meeting of forty percent (40%) of the Members of the Association who are entitled to vote and are Members In Good Standing;
- 1.4.c. shall be required for any action except as otherwise provided in the Articles of Incorporation, the Declaration of Covenants or these By-laws.

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- 1.5 PROXIES - A vote may be cast in person or by proxy. Such proxy may be granted by any Member to A) another Member, B) a holder of a mortgage on a Lot, or C) the Developer, subject to the following:
- 1.5a. Proxies shall be executed in writing and shall include the following:
 - A) name of the Member giving the proxy;
 - B) name of the person being granted the proxy;
 - C) Lot number(s) owned by the Member giving the proxy;
 - C) the meeting(s) for which the proxy is valid;
 - D) the date; and
 - E) signature of the Member giving the proxy.
 - 1.5b. Proxies shall be valid only for the particular meeting(s) designated within the proxy and must be filed with the Secretary at or before the appointed time of the meeting.
 - 1.5c. Proxies shall be deemed revoked only upon actual receipt of the person presiding over the meeting of written notice of revocation from the grantors of the proxy.
 - 1.5d. No proxy shall be valid for a period in excess of one year after the execution thereof.
 - 1.5e. A proxy is void if it is not dated or purports to be revocable without notice.
- 1.6 MEMBER'S ABSENCE FROM MEETINGS - A Member who is not present at a meeting of the Members in person or by proxy, will automatically be deemed to have given a proxy to the Secretary for quorum purposes only.

ARTICLE-FIVE

SECTION 1 - BOARD OF DIRECTORS - The affairs of the Association shall be governed by a Board of Directors. The Board of Directors shall be subject to the following:

- 1.1 NUMBER - The Board of Directors:
- 1.1.a. shall consist of five (5) natural persons who shall be Members In Good Standing at the time of election and remain Members In Good Standing during the term of office;
 - 1.1.b. shall manage the affairs of the Association;
 - 1.1.c. may include additional Directors after appropriate action to

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increase their numbers consistent with any necessary amendments to the governing documents of the Association.

1.2 TERM OF OFFICE - The Members of the Association:

1.2.a. shall, at the annual meeting, elect five (5) Directors for a term of one year each and until his or her successor is able to take office;

1.3 REMOVAL - Any Director:

1.3.a. may be removed from the Board, with or without cause, by a majority vote of the Members of the Association.

1.4. DIRECTORS SUCCESSION - In the event of death, resignation, or removal of a Director, the remaining Members of the Board:

1.4.a. shall select a successor to the Director who shall serve the unexpired term of the previous Director.

1.5 COMPENSATION - A Director:

1.5.a. shall not receive compensation for any service that the Director may render to the Association in the capacity as a Director; and

1.5.b. may be reimbursed for actual expenses incurred in the performance of the Director's duties.

1.6 ACTION TAKEN WITHOUT A MEETING - The Directors:

1.6.a. shall have the right to take any action in the absence of a meeting of the Directors, which they could take at a meeting of the Directors by obtaining the written approval of all Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

SECTION 2 - NOMINATION AND ELECTION OF DIRECTORS - The Board of Directors shall be nominated and elected pursuant to the following:

2.1 NOMINATION - Nominations for election to the Board of Directors:

2.1.a. shall be made by Members of the Association during the annual meeting;

2.1.b shall be selected solely from those Members of the Association who are Members In Good Standing.

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- 2.2. ELECTION - Members of the Board of Directors:
- 2.2.a. shall be elected by secret ballot;
 - 2.2.b. shall be elected by a majority vote.
- 2.3. CUMULATIVE VOTING - Cumulative voting:
- 2.3.a. shall not be permitted except as authorized in the Declaration of Covenants.

ARTICLE-SIX

SECTION 1 - MEETING OF DIRECTORS - The meetings of the Board of Directors shall be conducted in the following manner:

- 1.1 REGULAR MEETINGS - Regular meetings of the Board of Directors:
- 1.1.a. shall be held quarterly without notice, at such time, place and hour as may be fixed from time to time by a resolution of the Board of Directors. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.
- 1.2. SPECIAL MEETINGS - Special Meetings of the Board of Directors:
- 1.2.a. shall be held when called by the President of the Association; or
 - 1.2.b. shall be held when called by any two Directors, after not less than five (5) days notice to each director.
- 1.3 QUORUM - A quorum of the Board of Directors:
- 1.3.a. shall be required for any act or business conducted by the Board of Directors;
 - 1.3.b. shall consist of a majority of the number of Directors. Every act or decision made by a majority of the Directors shall be regarded as the act of the Board of Directors.
- 1.4 PARTICIPATION BY PHONE- One or more members of the Board of Directors may participate in and be counted for quorum purposes at any meeting of the Board of Directors by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other.

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ARTICLE SEVEN

SECTION 1 - POWERS AND DUTIES OF THE BOARD OF DIRECTORS - The Board of Directors shall have the following powers and duties:

- 1.1 POWERS - The Board of Directors shall have the power to:
- 1.1.a. adopt and publish rules and regulations governing the use of the Common Areas, and to establish penalties for the infraction thereof;
 - 1.1.b. suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association;
 - 1.1.c. exercise for the Association all powers, duties, and authority vested in or delegated to this Association and not reserved to the Members by other provisions of these By-Laws, the Articles of Incorporation or the Declaration of Protected Covenants and Restrictions;
 - 1.1.d. declare the office of any Director to be vacant in the event such Director shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
 - 1.1.e. employ contractors or such other employees as they deem necessary and to prescribe their duties.
- 1.2. DUTIES - It shall be the duty of the Board of Directors to:
- 1.2.a. cause to be kept a complete record of all of its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members or at any special meeting when such statement is requested in writing by one-third (1/3) of Members who are entitled to vote;
 - 1.2.b. supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
 - 1.2.c. recommend to the Membership the amount of the annual assessments and to provide notice of the annual assessment to each Member at least thirty (30) days before the commencement of each annual assessment period, provided that the Board of Directors may elect to increase the amount of the annual assessment upon

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approval of the Members as provided in the Declaration of Covenants;

- 1.2.d. send written notice of each assessment to every owner subject thereto at least thirty (30) days after the due date or to bring an action at law against the owner personally obligated to pay the same;
- 1.2.e. file a lien against any property for which an assessment has not been paid within thirty (30) days after the due date or to bring an action at law against the owner personally obligated to pay the same;
- 1.2.f. issue or cause an appropriate office to issue, upon the written request of any Member in Good Standing, a certificate setting forth whether or not an assessment has been paid. The Board of Directors may make a reasonable charge for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- 1.2.g. procure and maintain adequate liability and hazard insurance on property owned by the Association;
- 1.2.h. cause all officers or employees having fiscal responsibilities to be bonded as such bonding may be deemed appropriate by the Board of Directors;
- 1.2.i. cause the Common Area to be maintained; and
- 1.2.j. any other powers or duties as set forth in the Declaration of Protective Covenants and Restrictions.

ARTICLE-EIGHT

SECTION 1 - **OFFICERS** - The officers of the corporation shall consist of and be subject to the following:

- 1.1 **ENUMERATION** - The officers of this corporation:
 - 1.1.a. shall consist of a President, Vice-President, a Secretary and a Treasurer;
 - 1.1.b. shall, be selected from the Board of Directors;
 - 1.1.c. may also include such other officers as the Board of Directors may from time to time by resolution create.

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- 1.2 ELECTION OF OFFICERS - The election of the officers:
- 1.2.a. shall take place at the first meeting of the Board of Directors following each annual meeting of the Members of the Association.
- 1.3 TERM - The officers of the Association:
- 1.3.a. shall be elected annually by the Board of Directors and each officer shall hold office for one (1) year unless the officer shall sooner resign, or shall be removed, or shall otherwise be disqualified to serve.
- 1.4 SPECIAL APPOINTMENTS - The Board of Directors:
- 1.4.a. may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.
- 1.5 RESIGNATION AND REMOVAL - Any officer:
- 1.5.a. may be removed from office with or without cause by the Board of Directors;
- 1.5.b. may resign at any time by giving notice to the Board of Directors, President or Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, and unless otherwise specified within, the acceptance of such resignation shall not be necessary to make it effective.
- 1.6 VACANCIES - A vacancy in any office:
- 1.6.a. shall be filled by appointment by the Board of Directors, not to exceed the remainder of the term of the vacancy.
- 1.7 MULTIPLE OFFICES - No person:
- 1.7.a. shall, except in the case of Secretary and Treasurer, simultaneously hold more than one office except in the case of special offices created pursuant to Section 1.4 of this Article.

SECTION 2 - DUTIES OF OFFICERS - The duties of the officers of the Association are as follows:

- 2.1 PRESIDENT - The President of the Association:
- 2.1.a. shall preside at all meetings of the Board of Directors;

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- 2.1.b. shall see that orders and resolutions of the Board of Directors are carried out;
- 2.1.c. shall sign all contracts, agreements, notices, leases, mortgages, deeds and other written instruments on behalf of the Association.
- 2.2 VICE PRESIDENT - The Vice-President of the Association:
 - 2.2.a. shall act in the place and stead of the President in the event of the President's absence, inability or refusal to act;
 - 2.2.b. shall exercise and discharge such other duties as may be required by the Board of Directors.
- 2.3 SECRETARY - The Secretary of the Association:
 - 2.3.a. shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members;
 - 2.3.b. shall keep the corporate seal of the Association and affix it on all papers requiring said seal;
 - 2.3.c. shall serve notices of meetings of the Board of Directors and of the Members;
 - 2.3.d. shall keep appropriate current records of the names of the Members of the Association and their addresses.
 - 2.3.e. shall act in the place and stead of the President and the Vice President in signing all contracts, agreements, notices, leases, mortgages, deeds and other written instruments on behalf of the Association in the event of the President's and Vice President's absence, inability or refusal to act.
- 2.4 TREASURER - The Treasurer of the Association:
 - 2.4.a. shall receive and deposit in appropriate bank accounts all monies of the Association;
 - 2.4.b. shall disburse such funds as directed by a resolution of the Board of Directors;
 - 2.4.c. shall, be required to sign all checks and promissory notes of the Association;
 - 2.4.d. shall keep proper books of account;

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- 2.4.e. shall cause an annual audit of the finances of the Association to be made by a certified public accountant at the completion of each fiscal year unless otherwise directed by the Board;
- 2.4.f. shall prepare an annual budget and a statement of income and expenditures to be presented to the Members at the annual meeting and deliver a copy of each to the Members.

ARTICLE-NINE

SECTION 1 - BOOKS AND RECORDS - The books and records of the Association shall be subject to the following:

- 1.1 AVAILABILITY - The books and records of the Association:
 - 1.1.a. shall be subject to inspection by any Member who shall request such inspection by written notice to the officers;
 - 1.1.b. shall be provided to the Member making the request within seven (7) days of the notice.
- 1.2. OTHER RECORDS - The Declaration, the Articles of Incorporation and the By-Laws of the Association:
 - 1.2.a. shall be made available for inspection by any Member at the principal office of the Association, and copies may be purchased at a reasonable cost.

ARTICLE TEN

SECTION 1 - ASSESSMENTS - Annual and Special assessments shall both be subject to the following.

- 1.1 ASSESSMENTS All assessments:
 - 1.1.a. shall be paid in the manner provided in the Declaration of Protective Covenants and Restrictions;
 - 1.1.b. shall be assessed against each Lot, regardless of its use or nonuse. Any Lot owned by Developer is exempt from this assessment;
 - 1.1.c. shall be an obligation owned by each Member of the Association;
 - 1.1.d. shall be delinquent if not paid when due;

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1.1.e. if not paid when due, including a ten (10) day grace period, shall bear simple interest, at the prime rate of the interest as published by the Wall Street Journal adjusted on January 1 of each year, plus two percent (2%) per annum, until paid. Payments shall be applied first to the interest and second, the balance, if any to the principal amount due.

1.2 ASSOCIATION RIGHTS - The Association:

1.2.a. may bring an action at law against any Member personally obligated to pay an assessment;

1.2.b. may file a lien against the property of the Member for any delinquent assessments and interest;

1.2.c. may assess, in addition to the assessment and interest, any other reasonable costs, including attorney's fees, against a Member who is delinquent in such payment.

ARTICLE-ELEVEN

SECTION 1 - CORPORATE SEAL - The Association:

1.1.a. shall have a seal in a circular form having within its circumference the words, "The Meadows At Stonecoal Lake Homeowners' Association."

ARTICLE-TWELVE

SECTION 1 - AMENDMENTS - These By-Laws:

1.1.a. may be amended at a regular or special meeting of the Members by a vote of a majority of the Members present.

SECTION 2 - CONFLICTS - in the case of any conflict:

2.1.a. between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control;

2.1.b. between the Declaration of Protective Covenants and Restrictions and these By-Laws, the Declaration of Protective Covenants and Restrictions shall control.

ARTICLE THIRTEEN

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SECTION 1 - MISCELLANEOUS

1.1 FISCAL YEAR - The fiscal year of the Association:

1.1.a. shall begin on the first day of January and end the 31st day of December of every year, except for the first fiscal year, which shall begin on the date of incorporation, and any calculations based upon a complete fiscal year shall be prorated during the first fiscal year.