

BY-LAWS  
SLEEPY HOLLOW LOT OWNERS ASSOCIATION, INC.

**ARTICLE 1: Definitions**

- A. **“Association”** shall mean and refer to the Sleepy Hollow Lot Owners Association, Inc. a nonprofit corporation organized and existing under the laws of the State of West Virginia.
- B. **“Properties”** shall mean and refer to the properties located within the subdivisions platted, developed, subdivided and sold by Sleepy Hollow, Inc. a corporation, and located in Hedgesville District, Berkeley County, West Virginia, and Sleepy Creek District, Morgan County, West Virginia and recorded in the office of the Clerks of the County Commissions of Berkeley and Morgan Counties, West Virginia, including Hickory Hills Subdivision and Sleepy Hollow subdivision in accordance with the provisions of the Covenants recorded with the subdivision.
- C. **“Common Facilities”** shall mean all real property owned by the Association for the common use and enjoyment of the owners as reflected upon the plat of the Properties, including the roads as deeded to the state, parking areas, easements, wells, ball field and lake, and the areas surrounding the same as delineated on said plats, and as defined in the Covenants.
- D. **“Each Lot”** of the association shall entitle the owner(s) (1) vote, providing that all Assessments have been paid by the Date of Record, and will hereinafter be referred to as **“Members(s) or Lot(s) in good standing”**
- E. **“Quorum”** shall mean
  1. For the Members: 20% of the lots in Good Standing, or their Proxies.
  2. For the Board of Directors: four (4) Directors or their Proxies.
- F. **“Majority of Members”** shall mean 51% of the Lots in Good Standing.
- G. **“Majority”** shall mean 51% of the vote cast without regard to the number of lots.
- H. **“Date of Record”** is defined as April 15<sup>th</sup> of each year.
- I. **“Proxies”** are written voting authorization issued from a Member who is absent and unavailable for a Meeting of the Membership to a Member who is present as such Meeting; Proxies must be in writing, and copies of which must be filed with the Secretary prior to the commencement of a Meeting of the Membership. Proxies may be given by any Member in good Standing to any other Member in good Standing, or to a Member of the Board of Directors.
- J. **“Covenants”** are those recorded declarations of restrictive covenants imposed upon the Properties by the original developer, Sleepy Hollow, Inc.
- K. **“When the Cost”** to maintain and/or repair the roads and/or Common Facilities exceeds the cost of an improvement to that road and/or common Facility, the improvement shall be defined as **“Maintenance”**
  1. When determining what constitutes “Maintenance” and what constitutes “Improvement” to the roads, it shall be the responsibility of the Vice President of Roads to determine the cost of such improvement, and to compare that cost to the cost for continuing to maintain and/or repair the roads. This cost can be broken down into various segments of the road, and does not have to be justified over all roads.
  2. Improvements not meeting the definition above must be brought to a vote of the Membership as defined in Article II. D. 5. a, of the By-laws.

**ARTICLE II: Membership**

- A. Each Member shall register his address with the secretary, Sleepy Hollow Lot Owners association, Inc, PO box 142, Hedgesville, WV 25427.

- B. **Voting Rights:** Members shall have Voting Rights as set forth in Article V of the Articles of Incorporation and as modified in Article II, D 3 of the By-Laws.
- C. **Property Rights and rights of Enjoyment of Common Facilities:** Each Member shall be entitled to the use and enjoyment of the Common Facilities as provided by the Covenants.
- D. **Membership Rights:**
  - 1. Members of the Association are any property owner who can produce legal documentation of ownership rights or interest in the Hickory Hills and Sleepy Hollow Subdivisions as defined in the Covenants, and in **Article V** of the articles of Incorporation.
  - 2. The rights of Membership are subject to the payment of Annual and/or Special Assessments levied by the Association. The Assessment is due on January 31<sup>st</sup> of each year and if the Assessment is paid by that date, the lot owner is entitled to a \$25.00 discount. The obligation of the Assessment is imposed upon each owner and becomes a lien upon the property against which such Assessments are made and recorded in the office of the Clerk of the county Commissions of Berkley and Morgan counties, West Virginia, as stated in item 2 of the Covenants.
  - 3. The Membership rights of any person whose interest in the Properties is subject to Assessment under item 2 of the Covenants, shall have his/her Voting Rights suspended by action of the Board of Directors during the period when the Assessments remain unpaid; but upon /her payment of such Assessments, his voting rights shall automatically be restored.
  - 4. The Membership has the right to remove any director from office by petition of a Quorum of the Members.
  - 5. A majority of Members, voting by ballot, via United States Mail, is required for:
    - a. Any expenditure, other than for Maintenance of the roads and/or Common Facilities, which exceeds \$1,000.00.
    - b. Any change to the By-Laws, Articles of Incorporation, or any legal document.

**ARTICLE III: Association Purposes and Powers**

The Association has been organized for the purpose of exercising the powers set forth in **Article IV** of the articles of Incorporation and Covenants.

**ARTICLE IV: Powers and Duties of the Board of Directors**

**A. Directors:**

- 1. The affairs of the Corporation shall be managed by a Board of Directors consisting of seven (7) Members in Good Standing and shall be elected for a term of two (2) years as set forth in article VI of the Articles of incorporation.
  - a. Term of office will begin at the close of the annual Meeting in the year in which first elected, and end at the close of the Annual Meeting two (2) years later except that;
  - b. During the first year after adoption of these By-Laws, the seven (7) new Directors will draw lots to see who will serve a two (2) year term and who will serve a one (1) year term. Hereafter all terms will be two (2) years.

2. Directors shall be removed from office when:
  - a. Any Director has been absent from any three (3) meetings during a one (1) year period, (Annual, Special or scheduled Meeting of the Board of Directors). The office will be declared vacant at the close of the Meeting during which said third absence occurs.
  - b. A conflict of interest arises, Example: Directors shall avoid the appearance of a conflict of interest by submitting their plans to hire one of the Association's contractors for personal use. The board of Directors shall approve or disapprove such use in writing and submit such approvals or disapprovals to the Secretary to be made part of the Minutes of the Meeting. The office will be declared vacant:
    1. A Director does not abide by the ruling of the Board of Directors.
    2. If the Director refuses to submit such use to the Board of Directors for approval
  - c. A Director does not abide by the ruling of the Board of Directors.
  - d. Petitioned by the Membership as stated in Article II.D.4 of the By Laws
  - e. Any director fails to perform his/her Duties as specified in these By-Laws
  - f. Convicted of a felony under the laws of the State of West Virginia, or under the laws of the United States Government.
3. Vacancies in the Board of Directors shall be filled at the direction of the Election Committee, as defined in Article IV.D.1.a of the By-Laws

**B. Powers:**

1. Appoint and remove any Directors, agents, or employees of the Association, prescribe their duties, fix their compensation, and require of them such security, performance or fidelity bond as it may deem Necessary.
2. Establish, levy and assess, and collect the Assessments or charges referred to in these By-Laws, not to exceed an amount which will affect our status as a tax exempt Corporation.
3. Manage the financial affairs of the Corporation and invest Working funds, Capital Improvement Funds, and Emergency Funds. Although pecuniary gain or profit, direct or indirect, is not the function of the corporation, those profits and gains that are realized will be used to defray the costs of Maintenance and upkeep of the roads and Common Facilities.
  - i. The Board of Directors may buy, acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real personal and mixed property of all kinds and rights or interests therein for any purpose with the approval of a Majority of Members.
  - ii. An **Emergency Fund** shall be maintained in an interest bearing account limited to the **exclusive** use of, and sufficient to cover, any reasonably anticipated catastrophic situation concerning the roads or common facilities (such as the collapse of the dam or road washouts). In the event that the Emergency Fund is insufficient to cover the full expense, this would be supplemented by a Special Assessment of the Members. If the sum required is too large to be supplemented by such Assessment, and

borrowing becomes necessary to pay the balance, the Membership will than be assessed by amortizing the amount needed over time in order to pay back the debt. The Board of Directors shall determine through what avenues these expenses will best be met and present them to the Members at a Special Meeting called for that purpose. The Emergency Fund shall be funded by setting aside 10% of the annual revenues and will be included in the Annual Budget.

iii. **Capital Improvements** of the roads and Common Facilities can be made if approved by a Majority of the Members. Such improvements will be met either by Special Assessments of the Membership or by borrowing money to cover the cost of such Improvements. A special fund shall be maintained to fund large anticipated expenditures and will be designated **Capital Improvement Fund**. The Capital Improvement Fund shall be funded by setting aside 15% of the annual revenues and will be included in the Annual Budget.

iv. The current funds set aside for emergencies in the form of a money market account valued at approximately \$53,000.00 and a CD valued at approximately \$25,000.00 shall be distributed as follows:

- a. Emergency Fund 40% of the available funds including interest.
  - b. Capital Improvement Fund, 60% of the available funds including interest.
4. Call Special Meetings of the Members whenever it deems necessary, as may be required by these By-Laws, or as provided in Article V,A,1,b,ii of the By-Laws
  5. Adopt and publish Guidelines governing the use of Common Facilities by Members and their guests thereon, as provided for in Article IV,D,1,c,ii of the By-Laws.

**C. Duties:**

1. **The Directors shall be: President,** Vice President, Secretary, Treasurer, Vice President of the Roads, Vice President of the Common Facilities, and Vice President of Communications.
2. **The general duties of all Directors shall be as follows:**
  - a. Keep a Complete record of all its acts and corporate affairs and to present a statement thereof to the Members at any Annual or Special Meeting or when such is requested in writing by Members in Good Standing represented by twenty-five (25) lots.
  - b. Supervise all Directors, agents, employees, and contractors of the Association, and to see that their duties are properly performed.
  - c. Provide for the repairs and Maintenance of the roads and Common Facilities utilizing the following Procedures for any expenditure equal to or greater than \$1,000.00;
    - i. Have an agreed upon “pre-plan” or draft of the proposed or expenditure
    - ii. Projects or expenditures over \$1,000.00 will be listed in the Quarterly Newsletter and by any other appropriate method or advertising, requesting submittal for bids or proposals by any interested parties. Details of the project and the deadline for submittals will be included in the notice.

- iii. A minimum of three (3) bids will be required for a realistic assessment of the costs and must include specifications listed below (where applicable).
  - a. Job description
  - b. Start Date
  - c. Completion date
  - d. Type of material
  - e. Dimensions
- iv. All bids proposals must be forwarded to the secretary who will hold them until after the deadline date, whereupon he/she will turn them over to the Treasurer for review. After the review, the Board of Directors will determine the winning bid or proposal and notify the contractor.
- v. A director may not submit a bid or perform any paid work for the Association.
- vi. The secretary will maintain all records of bids in a designated book to be open for inspection by any member of the association.
- vii. In the event of an emergency or catastrophic situation, the Emergency Fund, as provided in Article IV,B,3,b of the By-Laws, can be used without having to submit to the bid process. However once the emergency or catastrophe has been stabilized, all further expenditures will be submitted to the bid process.
- d. As provided in the Covenants and Articles of Incorporation applicable to the Properties:
  - i. Fix the amount of the Assessment per lot for each assessment period as called for in the Covenants and West Virginia State Law governing “non-profit” corporations.
  - ii. Send written notice of each Annual Assessment to every owner subject thereto, no later than the last business day of November.
  - iii. Provide a discount of \$25.00 per lot for any lot owner who pays the Annual Assessment by January 31<sup>st</sup> of each assessment period.
  - iv. Issue, or cause an appropriate Director, usual but not limited to the Treasurer, to issue, upon demand by any person, a statement of account setting forth whether any Assessment has been paid. Such statements of account shall be conclusive evidence of any Assessment therein stated to have been paid, or of any Assessments outstanding.
- e. Supervise the work of the Standing Committees of the Association, except as otherwise provided herein.
- f. Members of the Board of Directors and of the various committees shall bring to the Annual Meeting all books, records, logs, rosters, maps, files, equipment, or supplies belonging to the association in order that these materials can be turned over to any newly elected Directors. In addition, the Treasurer or President shall, prior to each Annual Meeting, procure new signature cards or letters of resolution for each and every bank account or money account of the Association, to be

signed by any incoming Directors to ensure a smooth and timely transition of duties.

- g. All reports, lists, rosters, logs, inventories, or budgets, whether presented at Board of Directors', Annual or Special Meetings, whether kept or made by Directors or by Committees, will be in writing and submitted to the Secretary to become part of the Minutes of said Meeting and will be available for inspection by any Member of the Association.

**3. The specific duties of each director are as follows:**

**a. The President shall:**

- i. Preside at all Meetings, i.e. Board of Directors, Annual and Special.
- ii. Carry out all orders and resolutions of the Board of Directors.
- iii. Cosign with the Treasurer all notes, checks, leases, deeds and all other written instruments.
- iv. Present the Annual Budget, Balance Sheet and profit and loss statements at the Annual Meeting.

**b. The Vice President shall:**

- i. Perform all the duties of the President in his/her absence.
- ii. Serve as a permanent Member of the Election Committee.
- iii. Act as liaison with the Corporate Attorney.

**c. The Secretary shall:**

- i. Record by electronic device, and keep the Minutes of all proceedings in a book to be designated for that purpose.
- ii. Record in a book designated for that purpose, the names of all Members of the Association together with their addresses as registered by the Members.
- iii. Receive and log all correspondence and respond as necessary.
- iv. Thirty (30) days prior to each Annual Meeting, inventory all supplies and equipment owned by the Association, including road signs, other signs, bulletin boards, typewriters, file cabinets, computers, paper, stamps, tools, and other material, etc.
  - (a) Each year's inventory should be compared to the previous year's inventory and a written report of the disposal of the property must be given if there is any difference, including the price received for the property if sold.
  - (b) This inventory must note who has possession of each piece of Association property and its location.
  - (c) The inventory will also include the estimated cost and/or value of all property.
- v. Prepare an alphabetic al roster of the Members and their Properties which shall be open to inspection by any Member. Copies will be available, at cost, the Membership by April 30<sup>th</sup> of each year. The February issue of the Newsletter will notify the Membership that an updated list will be available and at what cost from the Secretary. Budget adopted by the Board of Directors.

**d. The Treasurer shall:**

- i. Send out Annual and Special Assessments as provided for in **Article IV,C,2,d** of the By-Laws.
  - ii. Receive and deposit in appropriate bank accounts all moneys of the Association.
  - iii. Disburse such funds as directed by resolution of the Board of Directors, provided however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Board of Directors.
  - iv. Sign all checks and notes of the Association, provided that such checks and notes shall also be signed by the President or Vice President.
  - v. Keep proper books of account; prepare Annual and Quarterly Budgets, Balance Sheets, and Profit and Loss statements. Copies of the Annual Budget, Balance Sheet, and Profit and Loss statement will be given to the Membership, via the Newsletter, prior to the annual Meeting.
  - vi. Maintain a list of names of the Members in arrears. Within seven (7) days after the Date of Record, a current copy of this list will be presented to the Chairman of the Election Committee to confirm eligibility for voting and election, as well as, to the Vice President of Communications for publication in the Spring Newsletter.
  - vii. Assure that all expenditures in the community which exceed \$1,000.00, will require three (3) bids, review the provisions of both the proposed contracts and the completed contracts and submit major contracts(over \$10,000.00) to the Vice President for review by the Corporate Attorney, except as otherwise herein provided.
- e. **The Vice President of Roads shall:**
- i. Heads Roads Committee
  - ii. Oversee the road contractors, work, and Maintenance of the roads
  - iii. Map, code, and log all annual projects as well as future projects including:
    - (a) Road surfacing areas
    - (b) Wash outs
    - (c) Other trouble spots
    - (d) Guard rails
    - (e) Drainage pipes and ditches
    - (f) Other
- f. **The Vice President of Common Facilities shall:**
- i. Head Common Facilities Committee
  - ii. Oversee contractors, work, and Maintenance as it relates to:
    - a. Lake
      - (1) Department of Natural Resources (DNR) inspections as required
      - (2) Dam and Drain Pipe
      - (3) Dock
      - (4) Silt Pond
      - (5) Beaches
      - (6) Grassy Slopes
      - (7) Road Drains into the lake and back side of dam

- (8) Riprap Drainage Areas
    - (9) Parking Areas
  - b. Ball Field
    - (1) Grass
    - (2) Backstop
    - (3) Pavilion
    - (4) Parking area
    - (5) Other
  - c. Wells
  - d. Security Lights
- iii. Map, code and log all annual projects as well as future projects
- iv. At each annual and Board of Directors Meeting:
  - (a) On all work performed by contractors and others, including volunteers.
  - (b) All information garnered from the Common Facilities Committee
  - (c) On the status of all projects and condition of the Common Facilities
  - (d) An Annual Budget request along with last year's expenditures to the Annual Meeting
- g. The Vice President of Communications shall:
  - i. Head the Communications Committee
  - ii. Produce the Newsletter four times a year and include:
    - (a) Quarterly Treasurer's report
    - (b) Quarterly Budget Report
    - (c) Quarterly Presidents Report
    - (d) Quarterly Roads Report
    - (e) Quarterly Common Facilities Report
    - (f) Attendance record of Directors, at all Meetings
    - (g) Administrative Resolutions
    - (h) Legal/Lawsuits Pending
    - (i) Publish in Spring Newsletter, a list of all delinquent Assessments
  - iii. Have the duty to publish, in the month of April, each year's membership roster which will be available for purchase by all Members of the Association
  - iv. Be responsible for any other mailings that are necessary for the function of the association, These will include, but are not limited to:
    - (a) Ballots
    - (b) Special Ballots
    - (c) Notification of Special Meetings
    - (d) Association Membership Lists
  - v. Present an Annual Budget request along with last year's expenditures to the Annual Meeting

**D. Committees:**

1. **The Standing Committees of the Association shall be:** Election Committee, Roads Committee, Common Facilities Committee, and Communications Committee. The



Committees shall be appointed by the Board of Directors prior to or during each Annual Meeting to serve from the close of such annual Meeting until the close of the next Annual Meeting and such appointment shall be announced at the Annual Meeting. The Board of Directors may appoint such other committees as it deems desirable.

- a. The **Election Committee** must consist of the Vice President of the Board of Directors and Two (2) or more Members in good Standing and shall be appointed by the Board of Directors prior to or during each Annual Meeting except that the Chairman of the Election Committee will not be a member of the Board of Directors.
  - i. Set up Standards to assure balloting procedures cannot be tampered with and to maintain the fairness and integrity of all elections. These Standards shall be binding upon the Board of Directors.
  - ii. Receive nominations as submitted by the Membership in Good Standing, and maintain a roster of eligible names as stated in Article IV,D,1,a,vii of The By-Laws
    - (a) For positions on the Board of Directors
    - (b) For positions on the various Committees
  - iii. Ascertain the qualifications of the names Submitted:
    - (a) Confirm that the individual nominated is willing to serve and in what capacity
      - (1) Director
      - (2) Committee Member
    - (b) Confirm with the Treasurer that the individual nominated is a Member in Good Standing
  - iv. Only those nominations and resumes received by the Date of Record of each year will be considered eligible for positions on the Board of Directors
  - v. Submit to the Communications Committee the names and resumes of those Members who are running for the Board of Directors for publication in the Spring Newsletter
  - vi. Be responsible to seek out additional nominations should the number of nominees for the Board of Directors fall below the required number to fill the vacancies
  - vii. The roster of all names and resumes received by the Committee shall have the date of the nomination and position on the Board of Directors or Committee, or both, that the individual is willing to serve and their eligibility for those positions. A copy of this roster shall be submitted to the Secretary at the Annual Meeting.
  - viii. Maintain a file of resumes and other information supplied to it
  - ix. Upon receipt of returned ballots and/or proxies for any election, the Chairman shall confirm the eligibility of the Member voting and immediately place ballots and/or proxies in a safe place until the date set for the Annual or Special Meeting
  - x. Appoint people to count ballots for any vote during any Meeting

- (a) Confirm that those ballots and petitions are from Members in Good Standing by consulting with the treasurer and the Chairman of the Election Committee
  - (b) Keep a written tally sheet and:
    - (1) Count the ballots for the Annual elections to the Board of Directors
    - (2) Count the ballots for any Special elections
    - (3) Count the signatures on any petitions received
  - (c) Present their findings to the Board of Directors and to the Vice President of Communications for publication in the Newsletter and/or announcement at the Annual or Special Meeting
  - (d) After reporting on the results of their various counts, unless a review of the procedure is demanded by a Majority of the Members present, ballots and tally sheets shall be turned over to the Secretary. The ballots may be discarded after four (4) years.
- xi. Should any Director resign or be removed from office, as stated in **Article IV.A.2 of the By-Laws**, confirm the eligibility of the Member with the next highest vote from the most recent election. When eligibility has been established, notify the Member that the position is open and request he serve the remaining term of that Director who has resigned or been removed from office
- b. **The Roads Committee** shall consist of the Vice President of Roads and at least two (2) other Members in Good Standing. They shall advise the Board of Directors on all matters pertaining to the Maintenance or improvements to the roads, set up Standards for the Maintenance of said roads, and perform such other functions as the Board of Directors, in its discretion, determines. Standards, once established, shall be binding upon the Vice President of Roads and the Board of Directors, and can only be changed in as emergency and/or by a meeting of the Roads Committee to effect such requested changes.
- c. **The Common Facilities Committee** shall consist of the Vice President of Common Facilities and at least two (2) other Members in Good Standing and advise the Board of Directors:
- i. On all matters pertaining to the Maintenance or improvements to the Common Facilities, set up Standards for the Maintenance or Improvement of the Common Facilities, and perform such other functions as the Board of Directors, in its discretion, determines. Standards, once established, shall be binding upon the Vice President of Common Facilities and the Board of Directors, and can only be changed in an emergency and/or by a meeting of the Common Facilities Committee to effect such requested changes.
  - ii. Although not binding, the Committee may suggest Guidelines for the use of the Common Facilities and these Guidelines should be published in the Newsletter and on the Bulletin Board(s).
- d. **The Communications Committee** shall consist of the Vice President of Communications and at least two (2) other Members in Good Standing. They shall have the duty and function of helping to produce the Newsletter and to lend assistance in the mailings necessary for the operation of the Association.

2. It shall be the duty of each Committee to receive complaints from the Members on any matter involving Association functions, duties, and activities within its field of responsibility. It shall dispose of such complaints as it deems appropriate or refer them to such other Committee or Director of the Association as is further concerned with the matter presented. A log of all complaints shall be maintained which will note the nature of the complaint and from whom received. The log shall also show the resolution of the complaint.

## **Article V: Meetings**

### **A. Annual or Special Meetings**

1. written notice shall be given at least twenty-one (21) days in advance of such meeting stating
  - a. Place as long as it is held within twenty (20) miles of Sleepy Hollow Subdivision Lake.
  - b. Day and Hour
    - i. The Annual Meeting shall be held on, or within thirty (30) days prior to, June 21<sup>st</sup> of each year at hour of 10:00 o'clock A.M.
    - ii. Special Meetings shall be held at 10:00 o'clock A.M. when called by
      - (a). Any three (3) Members of the Board of Directors
      - (b). Members in Good Standing representing twenty-five (25) lots, submitting the matter to the Board of Directors in the form of a petition.
    - iii. Annual or Special Meetings can only be scheduled for a Saturday.
  - c. Agenda, which can be determined
    - i. Any Member of the Board of Directors
    - ii. Members in Good Standing representing twenty-five (25) lots, submitting the matter to the Board of Directors in the form of a petition.
2. Notice shall be given to the Members.
  - a. Through the Newsletter or by
  - b. Sending a copy of the notice through the mail to such address as appears on the Books of the corporation
3. Business may be conducted as long as there is a Quorum of the Members present and does not violate any other Article of the By-Laws. A majority vote will be binding upon all Members of the Association.

### **B. Board of Directors' Meetings shall be held on the second Saturday of every month at 9:00 o'clock A.M., provided that the Board of Directors may, by resolution, change the day and hour of holding such meeting. except that no Meeting can be scheduled during a work week. There shall be no less than nine Meetings per year.**

1. Unscheduled Meetings of the Board of Directors shall be held when called by any three (3) Directors or by petition of Members in Good Standing representing Twenty-five (25) lots, and after not less than ten (10) days notice to each Director. These meetings shall be open to all Members of the Association.
2. At any Meeting of the board of Directors, a Quorum is required to conduct business; however, if Members in Good Standing representing twenty-five (25) lots are present at any Board of Directors' Meeting, but only three (3) or fewer Directors are present, the business of the Association can still be conducted and will be binding upon the Directors.

**Article VI: Elections**

**A. Board of Directors**

1. Nominations for election to the Board of Directors shall be made by the Election Committee.
  2. All elections to the Board of Directors shall be made on written ballot which shall:
    - a. Set forth, from the roster of nominees, at least two (2) times as many names as the number of vacancies to be filled.
    - b. Contain space for write-in votes by Members for each vacancy. Such ballots shall be prepared and mailed, under separate cover, by the Vice President of Communications to the Members at least twenty-one (21) days in advance of the date set forth therein for a return (which shall be a date not later than the date before the Annual Meeting or Special Meeting called for elections).
      - i. 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 Article ii,B of the By-Laws.
      - ii. Each Member shall receive as many ballots as he has lots. Notwithstanding that a Member may be entitled to several votes, he shall exercise, on any one (1) ballot, no more than one (1) vote for each vacancy shown thereon. The ballots shall be returned to the Chairman of the Election Committee via United States Mail and postmarked at least five (5) days prior to the scheduled Meeting, at the address of the Association.
    - c. The names on the ballot receiving the largest number of votes shall be elected.
- B. Matters requiring vote of the Membership will be as stated in the governing clauses of these By-Laws and may be included on the ballots sent out to elect Members to the Board of Directors.

**Article VII: Books and Papers**

The books, records, and papers of the Association shall, at all times during reasonable hours and/or by appointment, be subject to the inspection by any Member.

**Article VIII: amendments**

- A. by-Laws and Article of incorporation may be amended at Annual or Special Meetings of the Membership by a vote constituting a Majority of the Membership, provided that those provisions of these By-Laws which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law, and provided further that any matters stated herein to be or which in fact are governed by the Covenants and restrictions applicable to the properties may not be amended except as provided in such Covenants and restrictions
- B. In the case of any conflict between the Articles of Incorporation and these By-Laws, the By-Laws shall control; and in the case of any conflict between the Covenants and these By-Laws, the Covenants shall control

**Article IX: Saving Clause**

Should any Commission of Competent Jurisdiction invalidate any Section or Subsection of the provisions of these By-Laws or Articles of Incorporation, the remaining provisions shall remain in full force and effect.

Corporation Record No. 37 Berkeley County, W. VA.

Pursuant to the authority granted by the Deeds of Dedication and the Articles of Incorporation dated this 26<sup>th</sup> day of March 1997 applying to Sleepy Hollow Subdivision and recorded in the offices of the Clerks of the County Commissions of Berkeley and Morgan Counties, West Virginia, the foregoing By-Laws were adopted this 15<sup>th</sup> day of May 1997 by a quorum vote of the owners.

By Dave Forrester 5/30/97  
Dave Forrester, President

By Cicely Aboussat 5/30/97  
Cicely Aboussat, Secretary

County Clerk's Office  
Morgan County, West Virginia June 13 1997  
The foregoing writing, was this day presented  
in said office and thereupon admitted to record  
at 11:48 AM recd. Rebecca H. H. H. H.

(597)

STATE OF WEST VIRGINIA, COUNTY OF BERKELEY SS:  
ON JULY 28, 1997 THE FOREGOING DOCUMENT WAS PRODUCED IN THIS OFFICE & DULY  
ADMITTED TO RECORD AT 2:05 PM  
TESTE: JOHN W. SMALL, JR., CLERK OF SAID COMMISSION.