



BY-LAWS OF EAGLE MOUNTAIN SUBDIVISION PROPERTY OWNERS' ASSOCIATION

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ARTICLE I. MEMBERS

1. MEMBERSHIP: All lot owners in the Eagle Mountain Subdivision shall be members of the Eagle Mountain Subdivision Property Owners' Association and shall be entitled to vote in the Association. When more than one (1) person holds the fee simple title to any which is a part of the Subdivision, all such persons shall be members and the vote for such lot shall be exercised as they amongst themselves determine, but in no event shall more than one (1) vote be cast with respect to any such lot. Only members owning lots in good standing can vote. All dues must be current for the current fiscal year for lots to be in good standing. See Article V Maintenance Assessments.
2. ANNUAL MEETING: The annual meeting of the members shall be held on the fourth Saturday of September of each year for the purpose of electing a Board of Directors and for the transaction of such other business as may come before the meeting. The annual meeting date may be changed if the membership is notified with four weeks of advance notice.
3. SPECIAL MEETINGS: Special meetings of the members, for any purpose or purposes, may be called by the President or by any two members of the Board of Directors, and shall be called by the request of twenty-five percent (25%) of the members of the Association.
4. PLACE OF MEETING: The Board of Directors may designate any place, within 50 miles of the subdivision, either within or without the state of West Virginia, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors, members, or President.
5. NOTICE OF MEETING: Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, and shall be delivered not less than fifteen (15) days nor more than thirty (30) days before the date of the meeting, either personally or by mail. If by mail, such notice shall be deemed to be delivered when deposited in the United States

States mail, addressed to the member at this address as it appears on the membership roles of the Association, with postage thereon prepaid.

6. FIXING OR RECORD DATE FOR MEMBERSHIP: For the purpose of determining members entitled to notice of or to vote at any meeting of members, the Board of Directors shall fix in advance a date as the record date for any such determination of members. Such date in any case to be not more than thirty-five (35) days and not less than twenty (20) days prior to the date on which the particular action requiring such determination of members is to be taken.
7. VOTING LIST: The officer having charge of the membership roles of the Association shall make, at least twenty (20) days before each meeting of members, a complete list of the members entitled to vote at such meeting, arranged in alphabetical order and/or by lot number, with the address of and the number of votes that each is entitled to, which list, for a period of twenty(20) days prior to such meeting. An electronic or written copy shall be provided to the President of the Association and a written copy made available during the meeting for members to inspect. Members upon written request either in writing or by email may request from the Association a current copy of this list. This list shall contain the current names of the lot owners, their addresses, and lot number(s) but will not contain phone numbers or email addresses.
8. QUORUM: At any meeting of members [* Twenty Five Percent (25%) * A-2 *] of the outstanding lots of land located in the Subdivision subject to the Association and entitled constitute a quorum at a meeting of members. Proxies will be counted and included as part of the quorum requirement.
9. PROXIES: At all meetings of members, a member may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Association before or at the time of the meeting.
10. ATTENDANCE BY UNITED STATES REGISTERED MAIL: The members of the Association shall be entitled to cast their vote for members of the Board of Directors and upon all other matters arising at a meeting by United States [* regular mail, email or fax * A-6 *], and for this reason, the Board of Directors shall, when mailing the notice of meeting, also forward to all members of the Association a complete list of the parties nominated for membership to the Board of Directors and a complete and detailed list of all other questions to be voted upon at the meeting, together with a ballot for voting on the members of the Board of Directors and a ballot for voting on any proposed resolution or other matters coming before the meeting and a list of instructions on voting including ballots forwarded to the address of the President of the Association on or before the date designated for the annual meeting shall be included in determining the quorum and in determining the vote upon any matter. All ballots shall be mailed by regular mail, email or fax, and any ballot not received shall be presumed not to have been mailed.

11. PETITION FOR MATTERS TO BE CONSIDERED AT THE ANNUAL MEETING: If any member or the Association wishes to have any matter placed upon the ballot for consideration at the annual meeting, they shall submit said matter to the Board of Directors in the form of a petition signed by twenty-five (25%) members of the Association, and said petition shall be submitted on or before June 1st of any calendar year. The Board of Directors, upon receipt of any duly executed petition shall place said matter or matters upon the ballot to be considered at the next annual meeting.

ARTICLE II. BOARD OF DIRECTORS

1. ELECTION AND TERM: The business and affairs of this Association shall be managed by a board of three (3) Board of Director members, all of which shall be lot owners in the Subdivision, subject to this Association. The elected members of the Board of Directors may serve not more than two (2) terms consecutively. At the first annual meeting of the Association, one (1) of the elected members shall be elected for a one (1) year term, one (1) of the elected members shall be elected for a two (2) year term, and one (1) of the elected members shall be elected for a three (3) year term, except in the case of those elected to fill an unexpired term. Each year after the first annual meeting of the Association and the Nominating Committee shall on or before the 3rd Sunday of July of each year submit to the Board of Directors a list of five (5) members of the Association nominated for election to the Board of Directors. The members of the Board of Directors to be elected annually shall be selected from the five (5) names submitted by the Nominating Committee; however, this provision of the By-Laws shall not prevent a person from being elected to the Board of Directors by a write in ballot. The Board Members shall serve as members of the Road Committee. The Road Committee shall periodically survey the road system and if necessary, recommend maintenance and/or improvements.
2. MEETINGS: The Board of Directors shall meet at such time and such places as they shall by proper resolution provide; however, the Board of Directors shall meet at least twice a year to consider the business of the Association. Special meeting of the Board of Directors may be called at the request of the President or by any two (2) Board of Directors members, and all members shall receive at least ten (10) days notice of any meeting.
3. QUORUM: At any meeting of the Board of Directors, four (4) members shall constitute a quorum for the transaction of business.
4. VACANCIES ON THE BOARD OF DIRECTORS: If any vacancy should occur on the Board of Directors between annual elections, the Board of Directors shall have the power to fill such vacancy by proper ballot.

ARTICLE III. OFFICERS

1. NUMBER: The officers of the Association shall be a President, Vice-President, Secretary and Treasurer, nominated by the Nominating Committee by and from the Association, and elected by the Association. Nominations by and from the Association will also be taken from the floor.
2. ELECTION AND TERM OF OFFICE: The officers of the Association shall be elected by the Association at the annual meeting of the members of the Association, and the term of this office for each shall be one (1) year.
3. REMOVAL: Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Association shall be served thereby. The removal of an officer, agent, or person appointed by the Board of Directors shall be accomplished by a vote of at least five members of the Board of Directors.

ARTICLE IV. DUTIES OF THE OFFICERS:

1. PRESIDENT: The President shall preside at all meetings of the Association and of the Board of Directors, and he/she shall appoint all members of the committee and define their duties as may be necessary to carry on the work of the Association.
2. VICE-PRESIDENT: The Vice-President shall perform all the duties of the President in any temporary absence or disability of this officer. [*The Vice-President shall serve as the Chairperson of the Road Committee. The Road Committee shall periodically survey the road system, and if necessary, recommend maintenance and/or improvement * A-3 *].
3. SECRETARY: The Secretary shall keep the minutes of the meeting of the Association and have custody of all books and papers relative to the current transaction of the Association subject to the convenience of the officers and to the Association and send out all notices and letters concerning annual and special meeting of the Association of the Board of Directors. The Secretary will also provide members with name, address, and telephone number of all property owners.
4. TREASURER: The Treasurer should collect all assessments, keep all accounts, pay all bills approved by the Board of Directors, be responsible for all funds of the Association and report these at the annual meeting of the Association and at meetings of the Board of Directors.

ARTICLE V. MAINTENANCE ASSESSMENTS:

The Maintenance Assessment will be voted upon at the annual membership meeting in September. Current dues will be posted as part of the minutes of the meeting and EMPOA website. Each member of the Association, by acceptance of the deed on

convenience, whether or not it shall be so expressed in such deed, is deemed to covenant and agree that the Association by its Board of Directors shall assess for the use, upkeep and maintenance of all common facilities, including, but not limited to, all roads, streets, playground facilities, and other common facilities as may later be included. Any assessment made pursuant to this paragraph, including late fees interest, and attorney's fees incurred in the collection of said assessments, shall constitute a lien on the property until paid, and all owners do bind themselves, their heirs and successors entitled to this lien and to the covenants herein. This lien is expressly inferior and subordinate to any mortgage of deed of trust liens encumbering the property affected by these covenants. The Association shall have the right and the responsibility of the collection of the moneys due under the lien assessment and for the maintenance of the roads, rights-of-way in common areas within the subdivision. No property owner who is in default of the payment of the annual assessment lien as of the first day of July of any year shall be entitled to vote. The payment of said assessment and levy shall initiate upon sale of any parcel in the Eagle Mountain Subdivision and on or before the thirty-first (31) day of January of each year. In the event of a resale of one or more parcels in said subdivision the obligation shall become the obligation of the new owner(s). The Board shall not authorize expenditures greater than the anticipated and budgeted revenue for the fiscal year unless the Board can demonstrate an extreme emergency need.

ARTICLE VI. AMMENDMENT OF THE ARTICLES OF THE ASSOCIATION BY-LAWS:

The By-Laws of the Association may be amended by a vote of two-thirds (2/3) of the members present and voting at any annual meeting of the Association, provided a quorum is present and provided further that due notice of any amendment has been given by the Board of Directors of the proposed amendment, and provide further that no amendment of these By-Laws shall annual, abrogate or avoid any of the restrictive covenants, reservations or provisions applied to the Subdivision as set forth in those restrictive covenants, reservations, etc., dated the 30th day of July, 1984 and of record in the Office of the Clerk of the County Commission of Hampshire County, West Virginia, in Deed Book No. 272 on page 258.

ADOPTED BY AND ENTERED BY: President of the Corporation

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