

BYLAWS OF INDIAN MEADOWS MAINTENANCE
ASSOCIATION, INC.
2021

ARTICLE I. Name, Membership, Applicability, and Definitions.

Section 1. Name.

The name of the Association shall be Indian Meadows Maintenance Association. Inc., hereinafter sometimes referred to as The Association or IMMA or Indian Meadows.

Section 2. Membership.

The Association shall have one class of membership consisting of deeded property owners of Indian Meadows. It is a seasonal community beginning in April and running through October, at the discretion of the IMMA Board of Directors, in the Plymouth District, Mercer County, West Virginia.

ARTICLE II. Meetings, Quorum, Voting.

Section 1. Place of Meetings.

Meetings of the Association shall be held at the Clubhouse of the Association or at such other suitable place convenient to the members as may be designated by the Board of Directors.

Section 2. Regular General Membership Meetings and Board Meetings.

Regular general membership monthly meetings shall be conducted on the third Saturday of each month at 2:30 pm in the Clubhouse April through September, except in June which will be held on the second Saturday and will be the Regular/Annual/Election meeting, unless otherwise designated by the Board.

Section 3. Board Meetings.

The Board of Directors Meetings will normally precede the General Meeting at 1:00 pm and can be determined by the Board. Special Board Meetings may be scheduled by the President or the Executive Committee.

Section 4. Special Meetings.

The President may call special meetings. In addition it shall be the duty of the President to call a special meeting of the Association if so directed by resolution of a majority of the Board of Directors or upon a petition signed by at least twenty-five percent (25%) of the owners. The notice of any special meeting shall state the date, time, and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting, except as stated in the notice.

Section 5. Notice of Meetings.

A copy of scheduled meetings will be mailed with a statement of property owners annual dues.

Section 6. Voting Rights.

The voting rights of members (property owners or spouses of such members) shall be one vote for each member over the age of 18 years. No member will be permitted to cast a vote when the annual assessments for any lot owned in whole or in part by that member is more than sixty (60) days past due. Voting shall be confined to the members in attendance at meetings of the Association with a majority vote rule.

Article III. Board of Directors. Composition, Meetings, Powers**A. Composition and Selection.****Section 1. Governing Body Composition.**

The affairs of the Association shall be governed by a Board of Directors. The Directors must be property owners in good standing in the community or spouses of such members.

Section 2. Numbers of Directors.

The Board shall consist of ten (10) members.

Section 3. Nomination of Directors.

Directors shall be nominated by a Nominating Committee and may also be nominated from the floor, provided consent has been given. All candidates shall have a reasonable opportunity to communicate their qualifications to the members and to solicit votes at the annual meeting.

ARTICLE III

Section 4. Election and Term of Office.

Directors shall be elected and hold office as follows. At the June annual meeting of the membership Directors shall be elected to serve f o r a term of 2 years. To be eligible to vote you must be a property owner or a spouse of a property owner over the age of 18 and in good standing. All eligible members of the Association in attendance at this meeting may vote on up to five Directors to be elected and the five candidates receiving the most votes shall be elected. If a member votes for more than 5 candidates the entire ballot will be declared invalid. One half, 5 members, of the Board will be elected each annual voting cycle.

Section 5. Removal of Directors.

At any regular or special meeting of the Association duly called, one or more of the members of the Board of Directors may be removed, with cause, by a Majority of the owners and a successor may then and there be elected to fill the vacancy thus created. A Director whose removal has been proposed by the owners shall be given at least ten (10) days' notice of the calling of the meeting and purpose thereof and shall be given an opportunity to be heard at the meeting. Additionally, any Director who has three (3) consecutive unexcused absences from the Board meetings or who is delinquent in the payment of an assessment for more than twenty (20) days may be removed by a majority vote of the Directors at a meeting with a quorum being present.

Section 6. Vacancies.

Vacancies in the Board of Directors caused by any reason, excluding the removal of a Director by vote of the Association, shall be filled by a vote of the majority of Directors, even though less than a quorum, at any meeting of the Board of Directors. Each person so selected shall serve the unexpired portion of the term.

B. Meetings.

Section 7. Organization Meetings.

The first meeting of The Board of Directors following each annual/election meeting of the membership shall be held within ten (10) days thereafter at such time and place as shall be fixed by the board. The Board may meet directly after the annual/election meeting and elect new officers.

Section 8. Regular Meetings.

Regular meetings of the Board of directors may be held at such time and place as shall be determined from time to time by a majority of the Directors, but at least six (6) such meetings shall be held annually, beginning in April during the fiscal year. Notice of the regular schedule shall constitute sufficient notice of such meetings.

Section 9. Special Meetings.

Special meetings of the Board of Directors shall be held when requested by the President, Vice President or by any two (2) Directors. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. The notice shall be given to each Director by one of the following methods: (a) by personal delivery (b) by email or phone text (c) by telephone communication either directly to the Director or to a person at the Director's home or office who would reasonably be expected to communicate such notice promptly to the Director.

Section 10. Waiver of Notice.

The transaction of any meeting of the Board of Directors, however and notices or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 11. Quorum of Board of Directors.

At all meetings of the Board of Directors a majority of the Directors shall constitute a quorum for the transaction of business, and the votes of the majority of the Directors present a meeting which a quorum is present shall constitute the decision of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action for that meeting. If any meeting cannot be held because a quorum is not present, a majority of the Directors who are present at such a meeting may adjourn the meeting to a time not less than five (5) or more than thirty (30) days from the time that the original meet

Article III continued**Section 12. Compensation**

No Director shall receive any compensation from the Association for acting as such unless approved by a majority of the board members.

Section 13. Open Meetings.

All meetings of the Board shall be open to all members of the Association but members other than the Directors may not participate in any discussion or deliberation unless expressly so authorized by the Board.

Section 14. Executive Session.

The Board may adjourn a meeting and reconvene in an executive session to discuss and vote upon personal matters and orders of business of similar nature. The nature and any and all business to be considered in the executive session shall first be announced in open session.

Section 15. Action Without a Formal Meeting.

Any action that may be taken at a meeting of the Directors may also be taken without a meeting if a consent in writing or a vote via text in favor by a majority of Directors (6) setting forth the action so taken. An attempt must be made to contact all Directors.

C. Powers and Duties.**Section 16. Powers and Duties**

The Board of Directors shall be responsible for the affairs of the Association and shall have all of the powers and duties necessary for the administration of the Association's affairs and, as provided by law, may do all acts and things as are not by Declaration, Articles, or these by-laws directed to be done and exercised exclusively by the members. In addition to the duties imposed by these bylaws or any resolution of the Association that may hereafter be adopted, the Board of Directors shall have the power to and be responsible for the following, in way of explanation but not limitation.

Article III.**Section 16. Powers and Duties.**

- (a) There shall be established standing funds sufficient to pay off-season Association expenses. The following separate accounts will be established: General Fund, Water Fund and Social Fund. There shall be established the contribution of each owner to the common expenses,
- (b)) Provide for the operation, care, upkeep, and maintenance of all areas which are the maintenance responsibility of the Association. (c) Designate, hire and dismiss the personnel necessary for the operation of the Association and, where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies, and material to be used by such personnel in the performance of their duties. (
- d) Collect assessments, depositing the proceeds thereof in a bank depository which it shall approve, and using the proceeds to administer the Association;
- (e) Make and amend use restrictions and rules and regulations.
- (f) Open bank accounts on behalf of the Association and designated and signatories required.
- (g) Enforce, by legal means, the provisions of the covenants contained within the deeds of members, these by-laws, and the rules and regulations adopted by it, and bring any proceedings which may be instituted on behalf of or against the owners concerning the Association;
- (h) Obtain and carry insurance against casualties and liabilities, as provided in the Declaration, and pay the premium cost thereof.
- (i) Pay the cost of all services rendered to the Association and its members which are not directly chargeable to owners.
- (j) Keep books with detailed accounts of the receipts and expenditures affecting the Association and its administration, and specify the maintenance and repair expenses and any other expenses incurred.

Article III continued**Section 16. Powers and Duties**

(k) Contract with any person for the performance of various duties and functions;

Section 17. Borrowing.

The Board of Directors shall have the power to borrow money for the purpose of repair or restoration of the common property and facilities of the community without the approval of the members of the Association: provided, however, the Board shall obtain membership approval in the event that the proposed borrowing is for the purpose of modifying, improving, or adding amenities and the total amount of such borrowing exceeds or would exceed TEN DOLLARS (\$10,000.00) outstanding debt at any one time.

Article IV. Officers.**Section 1. Officers.**

The officers of the Association shall be a President, First Vice President, Second Vice President, Secretary, and Treasurer. Any two or more offices may be held by the same person except the offices of the President and Secretary. The officers shall be elected from among the members of the Board of Directors.

Section 2. Election, Term of Office, and Vacancies.

The officers of the Association shall be elected annually by the Board of Directors at the first meeting of the Board of Directors following each annual meeting of the members. A vacancy in any office arising because of resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE IV Officers continued Section 3.**Removal.**

Any officer may be removed by the Board of Directors, whenever in its judgment the best interests of the Association will be served thereby. Removal will require a sixty percent (60%) vote of the Board.

Section 4. President. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and of the Board of Directors. The President shall have all the general powers and duties which are incidental to the office of the president of a corporation organizing under the West Virginia Code. The President, or a board member designated by the president, shall serve as an Ex-Officio member of all committees established for the Association.

Section 5. 1st and 2nd Vice President

The 1st. Vice President and subsequently the 2nd. Vice President, shall act in the President's absence and shall have all powers, duties, and responsibilities provided for the President when so acting.

Section 6. Secretary.

The Secretary shall keep the minutes of all meetings of the Association and of the Board of Directors and shall have charge of such books and papers as the Board of Directors may direct and shall, in general, perform all duties incidental to the office of the secretary of a corporation organized in accordance with the West Virginia Law. The Secretary shall be designated to receive all correspondence and distribute to the proper parties.

Section 7. Treasurer.

The Treasurer shall have the responsibility for all of the Association funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, for preparing all required financial statements and tax returns, and the deposit of all monies in a timely manner and secure all other valuable effects in the name of the Association or the managing agent in such depositories as may from time to time be designated by the Board of Directors.

Article IV Officers continued

Section 8. Resignation.

Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE V

Committees

Section 1. General.

The President, or a board member designated by the president, shall serve as an Ex-Officio member of all committees established for the Association.

Committees are to perform such tasks and to serve for such periods as may be designated by the Board are hereby authorized. Each committee shall be composed of not less than three (3) members and shall operate in accordance with the terms of the resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors. An appointed committee member will serve on a continuing basis or until said member resigns. There shall be established standing committees as follows:

1. Finance
2. Water and Sewer
3. Maintenance
4. Social and Recreation
5. Bylaws
6. Nomination/Election
7. Any other Committee designated by the Board

Each standing committee shall meet at least annually and shall report to the Board its recommendations and activities. The Board may establish the duties of each committee by resolution. Each committee shall select its own chairman annually.

Section 2.

Executive Committee. The Officers of the Board shall constitute an executive committee to conduct the affairs of the Board in the interim between meetings. All actions of the Executive Committee shall be presented to the next conducted meeting of the Board, whether a regular or special meeting for information purposes. All acts of the Executive Committee shall be considered actions of the Board. A quorum shall be constituted by four (4) members of the committee.

ARTICLE VI Annual Assessments

Section 1.

Annual Assessments. The Board shall be empowered to charge and collect assessments for the annual expenses of the Association of the community as stated in the restrictive covenants originally imposed by the developers of the community and the latest restrictions that have been voted on and approved at the General Meetings. The annual assessments shall be payable May first (1st) of each year. Statements for the annual assessments shall be furnished to the membership by April first (1st) together with a notice stating the dates of the membership meetings for that calendar year.

The annual assessment shall be seventy five dollars (\$75.00) for the first lot owned by a member or members, and five dollars (\$5.00) for each additional lot which is contiguous to the first lot owned by the same member or members, up to and including four (4) lots (a residential plot). If any member owns more than four (4) lots, contiguous or otherwise, the assessment will be an additional \$75.00 per lot owned. All lots not contiguous to the first residential lot shall be charged seventy five (\$75.00) per lot.

Changes in the annual assessment amounts shall be approved by the members of the Association at any meeting wherein the change shall be first submitted in writing to a meeting of the Association and giving not less than four (4) weeks nor more than sixty (60) days' notice of that meeting. Such change shall be effective if approved by sixty percent (60%) of the eligible voting members attending the meeting, and shall be then effective for the next calendar year.

Section 2. Water/Sewer/Garbage Fees.

Water fees shall be payable annually in the same manner as annual assessments.

The fees shall be fifty dollars \$50.00 for each lot or residential plot (1 to 4 connected lots) with a single residence with water connection situated thereon.

In instances where more than one residence is on a residual plot or a lot the assessment will be fifty dollars \$50.00 for each residence.

Lots or residential plots not served with water will be assessed twenty five dollars \$25.00 annually.

Section 3. Lien.

Such annual assessments and water fees shall constitute a lien upon the lots or lots subject to the assessment, and shall additionally be a personal obligation to the member or members owning said lot or lots. Such lien shall be subordinate to a deed of trust which shall be recorded in favor of a lender and which secures a valid obligation of debt of the member or members. Such lien may be enforced by: a) the recording of a notice in the office of the Clerk of the County Commission of Mercer County, West Virginia in the Trust Deed Books and indices thereto; b) the institution of a suit in the Courts of Mercer County, West Virginia, for judgment against the affected member or members; or c) the institution of a suit to enforce the lien and subject the property affected by the lien to judicially ordered sale to satisfy the lien. In any event, if the Association shall incur expenses to collect assessments, including recording fees, court costs and reasonable attorney's fees not to exceed fifty percent (50%) of the delinquent assessments and charges. The member shall be chargeable for those expenses as an additional assessment.

Article VII

Miscellaneous

Section 1. Fiscal Year

The fiscal year of the Association shall be the calendar year.

Section 2. Parliamentary Rules

Robert's Rules of Order (current edition) shall govern the conduct of all Association proceedings, when not in conflict with West Virginia law, the Articles of Incorporation, the Declaration, these By-laws, or a ruling made by the person presiding over the proceeding.

Section 3. Invalidation

By a two-thirds (2/3) majority vote after thirty (30) days the assembly can invalidate any board decision except where such a vote would violate Indian Meadows Association bylaws, the State of West Virginia or Federal law.

Section 4. Amendments

These Bylaws may be amended at any meeting of the Association. Any amendment must be submitted in writing to a meeting of the association at least one month before its consideration for vote and a copy of that amendment shall be furnished to each member present at the meeting. Any amendment shall become effective immediately upon the affirmative vote of sixty percent (60%) of the members present.

Section 5. Conflicts

If there are conflicts or inconsistencies between the provisions of West Virginia law, the Articles of Incorporation, the Declaration of restrictions contained within the various members deeds or chain of title thereto, and these by-laws, the provisions of West Virginia law, the Declaration with the deeds, the Articles of Incorporation, and the By-laws (in that order) shall prevail.