

QVMA By-LAWS

AS Amended September 23, 2015

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QUAIL VALLEY MAINTENANCE ASSOCIATION

(A Not-For-Profit Corporation)

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ARTICLE I

OFFICES

The principal office of the Quail Valley Maintenance Association, a not-for-profit corporation, hereinafter QVMA, shall be located in the City of Princeton, County of Mercer, and State of West Virginia. QVMA may also have such offices at such other places within or without the State as the Board of Directors may from time to time determine.

ARTICLE II

MEMBERS

1. **Qualifications.** The members of the QVMA are the owners of lots in Quail Valley Estates as reflected in deeds recorded with the office of the Clerk of the County Commission of Mercer County, West Virginia. Each lot is one membership

2. a. **Meetings.** The annual meeting of members of QVMA shall be held on such date or dates as shall be fixed from time to time by the Board of Directors of QVMA, which shall not be more than 12 months following the preceding annual meeting. Special meetings of members may be held on such date or dates as may be fixed by the Board of Directors of QVMA from time to time and by the members on such date or dates as shall be permitted by law.

b. Any annual or special meeting of members may be held at such place within or without the State as the Board of Directors may from time to time fix. In the event the Board of Directors shall fail to fix such place or time, or in the event members

are entitled to call or convene a special meeting in accordance with law, in such event, such meeting shall be held at the principal office of QVMA.

c. Annual or special meetings of members may be called by the Board of Directors or by any officer of QVMA instructed to do so by the Board of Directors, except to the extent that directors may be required by law to call a meeting, and shall be called by the Secretary on behalf of the members, when required to do so by law.

3. **Notice of Meetings**. Written notice stating the place, day and hour of the meeting shall be given for all meetings of members. Notice for an annual meeting shall state that the meeting is being called for the election of directors and for the transaction of such other business as may properly come before the meeting. Notices of special meetings shall state the purpose or purposes for which the meeting is called. At any special meeting, only the business stated in the notice of meeting may be transacted thereat. Notice of meetings shall be given either personally or by first class mail not less than 10 days nor more than 30 days before the date of the meeting to each member at the address recorded on the records of QVMA, or at such other address which the member may have furnished in writing to the Secretary of QVMA. Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Board of Directors fixes a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein

provided. No notice need be given to any member who executes and delivers a Waiver of Notice before or after the meeting. The attendance of a member in person or by proxy at the meeting without protesting the lack of notice of a meeting, shall constitute a waiver of notice by such member.

4. a. **Conduct of Meetings.** Prior to every annual or special meeting of the members, the secretary shall prepare a list or record of members as of the record date. Such list shall be evidence of the right of persons to vote as members at any annual or special meeting and all persons who appear on such list as members may vote at such meeting.

b. At each annual meeting of members, the Board of Directors shall present an Annual Report. Such report shall be filed with the records of QVMA and entered in the minutes of the proceedings of such Annual Meeting of Members.

c. Annual and special meetings of the members of QVMA shall be presided over by the officers of the Board of Directors.

d. The order of business at all meetings of members shall be as follows:

Roll call.

Reading of the minutes of the preceding meeting.

Report of standing committees.

Officers' reports.

Old business.

New business.

5.a. **Voting.** Each lot consisting of one membership is entitled to one vote.

b. Every member may authorize another person to act for him or her by proxy in all matters in which a member may participate, including waiving notice of any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member or attorney in fact, and shall be

revocable at the pleasure of the member executing it, except as otherwise provided by law. Except as otherwise provided by law, no proxy shall be valid after the expiration of eleven months from its date.

c. Whenever the vote of members is required or permitted, such action may be taken without a meeting on the written consent setting forth the action taken signed by all the members entitled to vote.

6. **Quorum.** At any annual or special meeting of the members, except as provided by law or in the Declaration of Protective Covenants, a quorum shall consist of a total number of members present. Except to the extent provided by law or in the Declaration of Protective Covenants, all actions taken at any annual or special meeting shall be by a majority of the votes cast.

ARTICLE III

BOARD OF DIRECTORS

1. **Qualifications.** QVMA shall be managed by a Board of Directors. Each director shall be at least 19 years of age, and shall be a member of QVMA during his or her directorship. No directors shall be related to each other as husband and wife or parents and children.

2. **Number of Directors.** The number of directors constituting the entire Board shall be no less than five. Subject to the foregoing, the number of the Board of Directors may be fixed from time to time by action of the members or of the Directors. The number of Directors may be increased or decreased by action of the members or the Boards of Directors, provided that any action by the Board of Directors to effect such

increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any director then in office.

3.a. **Terms.** At each annual meeting of members, the membership shall elect directors to hold office until the next annual meeting. Each director shall hold office until the expiration of the term for which elected and until a successor has been duly elected and qualified, or until resignation or removal as hereinafter provided.

b. Each director shall be elected to division A, B, C, D, or E which determines each director's initial term and future election dates so that all directors are not elected each year. The terms of each director shall be 3 years commencing on the election date set forth below.

Division A and B – 2016 election to 3 year term expiring 2019, etc.
Division C and D – 2017 election to 3 year term expiring 2020, etc.,
Division E - 2018 election to 3 year term expiring 2021, etc.

c. On each election year set forth above the director shall be elected to a 3 year term. The secretary of the board shall keep records of the division to which each director is elected and the date of the expiration of his or her term.

4.a. **Nominations and Election.** Nominations for election to the Board of Directors shall be made by a nominating committee.

b. The nominating committee shall consist of a chairman, who shall be a member of the Board of Directors, and two or more members of QVMA.

c. The nominating committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but shall nominate not less than the number of individuals corresponding to the number of vacancies to be filled.

d. The nominee, corresponding to the number of vacancies to be filled, receiving the greatest of votes from the members shall be elected as a director for a 3 year term.

e. Each member is entitled to one vote per vacancy, which votes may be combined for one or more candidates or used separately for each vacancy.

5.a. **Resignation or Removal.** Any or all of the members of the Board of Directors may be removed with or without cause by vote of the majority of members present at an annual regular meeting of QVMA. The Board of Directors may remove any director for cause only.

b. A director may resign at any time by giving written notice to the Board of Directors or to an officer of QVMA. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

6. **Vacancies.** Newly-created directorships or vacancies in the Board of Directors may be filled by a vote of majority of the Board of Directors then in office, although less than a quorum, unless otherwise provided in the Certificate of Incorporation of QVMA. Vacancies occurring by reason of the removal of directors without cause shall be filled by a vote of the members. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his or her predecessor.

7.a. **Meetings.** A regular annual meeting of the Board of Directors shall be held immediately following the annual meeting of Members. Thereafter, the Board of Directors shall meet at least monthly at a time and date fixed by the Board of Directors.

b. Special meetings may be called at the direction of the President of the Board or by a majority of the directors then in office.

8.a. **Notices.** The Board of Directors shall provide advance written notice by mail or email of the time and place of regular meetings to the directors and members.

b. Written, oral, email or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors.

c. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him.

d. Notice of special meetings are not required to be given to members.

9. **Quorum.** Except to the extent herein or in the Certificate of Incorporation of QVMA, a majority of the entire members of the Board of Directors shall constitute a quorum. At any meeting held to remove one or more directors a quorum shall consist of a majority of the directors present at such meeting. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these By-Laws, the act of the Board of Directors shall be by a majority of the directors present at the time of the vote, a quorum being present at such time.

10. **Conduct of Meetings.** The President of the Board shall preside at all meetings of the Board of Directors. If there be no President or in his /her absence, the Vice-President shall preside and, if there is no Vice-President or in his/her absence, any other director chosen by the Board, shall preside.

11. **Committees.** The Board of Directors may designate from their number, an executive committee and other standing committees. Such committees may also include members who are not directors. All committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate.

ARTICLE IV

OFFICERS

1. **Officers and Qualifications.** The Board of Directors may elect or appoint a President, a Vice-President, a Secretary, a Treasurer and such other officers as they may determine. Any two or more offices may be held by the same person except the office of President and Secretary. All officers shall be members of the Board of Directors.

2. **Term.** Each officer shall hold office until the annual meeting of the Board of Directors, and until a successor has been duly elected and qualifies. The Board of Directors may remove any officer with or without cause at any time.

3.a. **President and Chief Executive Officer.** The Board of Directors may appoint a chief executive officer and if none be appointed, the President shall be the chief executive officer of QVMA, and shall have the responsibility for the general

management of the affairs of QVMA, and shall carry out the resolutions of the Board of Directors.

b. **Vice President.** During the absence or disability of the President of the Corporation, the Vice-President, shall have all the powers and functions of the President. The Vice-President shall perform such duties as may be prescribed by the Board of Directors from time to time.

c. **Treasurer.** The Treasurer shall have the care and custody of all of the funds and securities of QVMA and shall deposit said funds in the name of QVMA in such bank accounts as the Board of Directors may from time to time determine. The Treasurer shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation when counter-signed by the President; the Treasurer may also sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors.

d. **Secretary.** The Secretary shall keep the minutes of the Board of Directors and the minutes of the members. The Secretary shall have custody of the seal of the Corporation, and shall affix and attest the same to documents duly authorized by the Board of Directors. The Secretary shall serve all notices for QVMA which shall have been authorized by the Board of Directors, and shall have charge of all books and records of the Corporation.

ARTICLE V

MISCELLANEOUS

1 a. **Records.** QVMA shall keep at its principal office complete and correct records and books of account, and shall keep minutes of the proceedings of the

members, the Board of Directors, or any committee appointed by the Board of Directors, as well as a list or record containing the names and address of all members.

b. All books and records shall be available for inspection by members of QVMA and may be copied at member's expense.

2. **Corporate Seal.** The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.

3. **Fiscal Year.** The fiscal year of QVMA shall be fixed by the Board of Directors from time to time, subject to applicable law.

4. a. **By-laws.** All By-laws of QVMA shall be subject to alteration or repeal, and new by laws may be made, by a majority vote of the members entitled to vote in the election of directors, or at a special meeting of the members called for such purpose.

b. The Board of Directors shall also have the power to make, alter or repeal, from time to time By-laws of QVMA except that the Board may not amend or repeal any by-law in which control thereof is vested exclusively in the members. If any by-law regulating an impending election of directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of directors, the by-law so made, amended or repealed, together with a concise statement of the changes made.