

**By-Laws of Forest Heights Homeowners Association Inc.**

ARTICLE I

NAME AND LOCATION

The name of the corporation is Forest Heights Homeowners Association Inc., hereinafter referred to as the "Association". The principal office of the Association shall be located at PO Box 391, Inwood, WV 25428, but meetings of Members and Directors may be held at such places within the State of West Virginia, County of Berkeley, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to the Forest Heights Homeowners Association Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to all such existing properties, and additions thereto, as described in Declarations of Covenants and Restrictions for Forest Heights, Article I-B, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Properties" shall mean and refer to those areas of land shown on any recorded subdivision plat of the Properties and intended to be devoted to the common use and enjoyment of the owners of the Properties.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of Common Properties.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot situated upon the Properties but, notwithstanding applicable theory of the mortgage, shall not mean or refer to the mortgagee unless and until such mortgagee has acquired title pursuant to foreclosure or any proceeding in lieu of foreclosure.

Section 6. "Developer" shall mean and refer to Robie Homes, Inc., its successors and assigns.

Section 7. "Charter" shall mean and refer to the Articles of Incorporation of the Association filed with the Secretary of State of West Virginia, and recorded in the office of the Clerk of the County Court of Berkeley County, West Virginia.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declarations of Covenants and Restrictions for Forest Heights.

Section 9. "Director" shall mean and refer to a Member elected to oversee the activities of the Association. A maximum of two (2) Members from any one (1) Lot shall be eligible to serve as a Director concurrently.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the Members shall be held on the second Saturday of November unless changed as necessary by a majority vote of Directors. Annual Meetings of Members shall be conducted for the purpose of hearing reports from all officers and committees and for the election of Directors.

Section 2. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of the Secretary or person authorized to call the meeting, by distributing a copy of such notice, at least ten (10) days before such meeting, to each Member entitled to a vote thereat, addressed to the Member's address or email address last appearing on the books of the Association, or supplied by such Member to the Association, for the purpose of notice. Such notice shall specify the place, day and hour of the meeting.

Section 3. Quorum. Qualified members present at a duly called meeting constitutes a quorum for any action, except as otherwise provided in the Declarations of Covenants and Restrictions for Forest Heights or these By-Laws.

Section 4. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing on the form supplied by the secretary and shall be filed with the secretary. Every proxy shall be revocable and shall automatically cease upon written conveyance by the member of his lot.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION AND TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a board of Nine (9) Directors.

Section 2. Term of Office. At the first Annual Meeting of the Members, they shall elect nine (9) Directors to serve up to and including the next annual meeting. At the next Annual Meeting thereafter, the Members shall elect five (5) Directors to serve a two year term and four (4) Directors to serve a one (1) year term. At the third Annual Meeting of the Members, they shall elect four (4) Directors to serve two (2) year term. Henceforth each Director shall be elected to a two (2) year term.

Section 3. Replacement. In the event of death, disability, or resignation of a Director, his successor shall be elected, within 90 days, by a simple majority vote of the remaining Directors and shall serve for the unexpired term.

Section 4. Removal. Directors can be removed by a two-thirds (2/3) vote of Directors for cause.

Section 5. Compensation. No Director shall receive compensation for any service he may render to the Association. However, any Director may be reimbursed for his actual expenses incurred in

the performances of his duties, provided that he shall obtain approval of at least five (5) of the remaining Directors before incurring such expenses.

Section 6. Action Taken Without a Meeting. The Directors shall have the right to take any action not requiring a two thirds (2/3) majority vote in the absence of a meeting which they could take at a meeting by obtaining the written, or electronic equivalent, approval of a majority of the Directors provided a reasonable attempt is made to notify all Directors of the motion for which a vote is needed. Any action so approved shall have the same effect as though taken at a meeting of the Directors and will be reported in the next scheduled meeting minutes.

## ARTICLE V

### MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly at a place, day and time suitable to a majority of Directors. Notice of such meeting shall be given at least ten (10) days prior to the meeting. Such notice of the meeting shall be given at the previous meeting or by distributing a copy of such notice to each Director entitled to a vote thereat, addressed to the Director's address or email address last appearing on the books of the Association, or supplied by such Member to the Association, for the purpose of notice.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors after no less than three (3) days notice to each Director.

Section 3. Quorum. A majority, five (5), of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly noticed meeting at which a quorum is present shall be regarded as the act of the Board.

## ARTICLE VI

### POWERS AND DUTIES OF THE BOARD OR DIRECTORS

Section 1. Powers. The Board of Directors shall have the power to:

- A. adopt and publish rules and regulations governing the use of the Common Properties and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof, where such rules and regulations are not already provided in the Declarations of Covenants and Restrictions for Forest Heights;
- 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;
- C. exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these

By-Laws or the Declarations of Covenants and Restrictions for Forest Heights or by statute;

- D. declare the office of a Member of the Board of Directors to be vacant in the event such Member shall have been absent from three (3) consecutive regular meetings of the Directors without written notice of absence to another Director at least twenty four (24) hours prior to the meeting;
- E. employ independent contractors and to prescribe their duties;
- F. authorize expenses up to a maximum of \$200 without a simple majority vote of Directors.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- A. first and foremost ensure proper road maintenance;
- B. cause to be kept a complete record of all its acts and corporate affairs;
- C. supervise all officers, committees, agents and independent contractors of this Association, and to see that their duties are properly performed;
- D. propose and fix the annual budget;
- E. procure and maintain adequate liability and hazard insurance on the property owned by the Association;
- F. cause all officers and employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- G. cause the Common Properties to be maintained.

## ARTICLE VII

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be president, vice-president, secretary, treasurer, and such other officers as the Directors, by resolution, create.

Section 2. Election of Officers. The election of officers shall take place at a special electoral meeting immediately following each Annual Meeting of the Members. Officers shall be elected by a majority vote of Directors.

Section 3. Term. The officers of this Association shall be elected annually by the Directors and each shall hold office for two (2) years unless his term as Director shall expire, he shall sooner resign, or

otherwise be disqualified to serve. The term of office shall commence immediately following the meeting.

Section 4. Special Appointments. The Directors 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 Directors may, from time to time, determine.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the Directors. 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, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office shall be filled by the Directors. The officer elected to such vacancy shall serve the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. No person shall simultaneously hold more than one office except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

- a. President. The President shall preside at all meetings of the Board of Directors and at all Annual Meetings; shall see that orders and resolutions of the Directors are carried out; shall sign all leases, mortgages, deeds and other written instruments; and shall be a signor for checks and promissory notes.
- b. Vice-President. The Vice-President shall preside at all meetings of the Board of Directors and at all Annual Meetings in the absence of the President; shall sign all leases, mortgages, deeds and other written instruments; and shall be a signor for checks and promissory notes.
- c. Secretary. The Secretary shall record minutes of all meetings; announce meetings and prepare agendas; maintain Association records; witness and verify signatures; verify proxies; and file forms with state agencies.
- d. Treasurer. The treasurer shall receive and give to another Director for deposit in appropriate bank accounts all monies of the Association and shall disburse funds as directed by resolution of the Directors; shall be a signor for checks and promissory notes; shall keep proper books of account and give reports of said books at meetings; engage a qualified certified public account (CPA) to complete and file the Association's tax return.

## ARTICLE VIII

### COMMITTEES

Committees and chairpersons may be formed by a simple majority vote of Directors.

## ARTICLE IX

## BOOKS AND RECORDS

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

## ARTICLE X

### ASSESSMENTS

As more fully provided in the Declarations of Covenants and Restrictions for Forest Heights, each Member is obligated to pay the Association annual dues. Any assessments which are not paid when due shall become delinquent. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Properties or abandonment of his Lot.

## ARTICLE XI

### FISCAL YEAR END


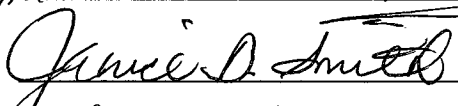
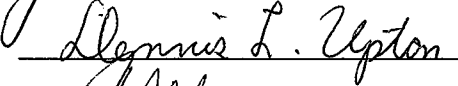
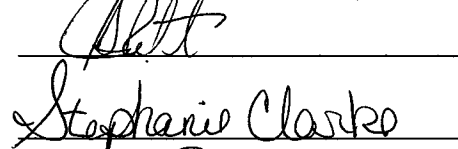
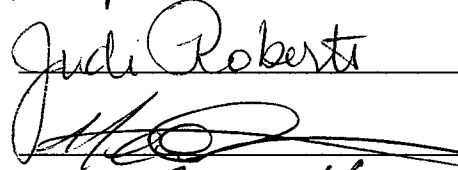
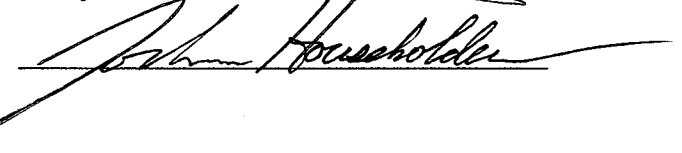
The fiscal year of the Association shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December of every year, except that of the first fiscal year incorporated.

## ARTICLE XII

### AMENDMENTS

Amendments to these By-Laws may be adopted by a two thirds (2/3) majority vote of Members at the Annual Meeting.

IN WITNESS WHEREOF, we, being all of the Directors of the Forest Heights Homeowners Association Inc., have hereunto set our hands this 17<sup>th</sup> day of JANUARY, 2010.

  
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Mark W. McBratney  
  
\_\_\_\_\_  
James D. Smith  
  
\_\_\_\_\_  
Dennis L. Upton  
  
\_\_\_\_\_  
Stephanie Clarke  
  
\_\_\_\_\_  
Judi Roberts  
  
\_\_\_\_\_  
John Hausholder

I, the undersigned, do hereby certify: That I am the duly elected and acting Secretary of the Forest Heights Homeowners Association Inc., a West Virginia Corporation, and that, the foregoing By-Laws constitute By-Laws of said Association, as duly adopted at a meeting of Forest Heights Homeowners thereof, held on the 11th day of December, 2010.

  
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JUDI L. ROBERTS, SECRETARY