

1424-42

**AMENDED AND RESTATED
BYLAWS
OF**

WINDWOOD VILLAGE OWNERS ASSOCIATION, INC.

ARTICLE ONE

Corporate Name

Windwood Village Owners Association, Inc.

Purpose

See Articles of Incorporation for purpose or purposes for which the Corporation is formed.

(a) To promote the welfare of the owners of real estate located in Windwood Village and to exercise the powers and functions granted to it in, or pursuant to, the Declaration and any such amendments to said Declaration.

(b) To maintain, repair and rebuild all streets and roadways within Windwood Village; to build and maintain all "Common Elements" (as the term is defined in the Declaration) and to make rules and regulations incident thereto.

(c) To provide for the payment of taxes and assessments, if any, that may be levied by governmental authority upon any "Common Elements" in the Community.

(d) To enforce charges, assessments, restrictions, conditions, covenants and servitudes existing upon and created for the benefit of the property over which the Association may have jurisdiction; to pay all expenses incidental thereto; to enforce the decisions and rulings of the Association and to pay all expenses in connection therewith.

(e) To levy an annual assessment and such special assessments as approved by the board of directors upon the members of the Association; to collect any such

charges; to impose a lien against any real estate in the Community that is owned by a delinquent member of the Association for any charge that is not paid.

(f) To appoint such committees as may be needed by the Association in discharging the duties imposed upon it.

(g) To acquire by gift, purchase or other means, to hold, lease, operate, maintain, convey, sell, transfer, mortgage or other wise encumber or dedicate for public use, real or personal property in connection with the business of this Association.

(h) To borrow money and give security therefor, to expend money borrowed or collected by the Association from assessments or charges and other sums received by the Association for the payment and discharging of all proper costs, expenses and obligations incurred by the Association in carrying out all of the purposes for which the Association is formed.

(i) To do any and all lawful things and acts and to have any and all lawful powers which a corporation organized under the laws of West Virginia may do and have, and, in general, to do all things necessary and proper to accomplish the foregoing purposes, including the specific power to appoint any person as its agent to collect or assess levies by the Association and to enforce the Association's liens for unpaid assessments and charges or any other lien owned by the Association.

Membership

The responsibilities for the Association members are as follows:

a. Choose the board of directors of the Association annually when the Association is controlled by its members.

b. Pay all charges and fines as levied by the Association.

c. Maintain their lot(s) and improvements according to the customary standards approved by the Association.

d. Amend the Articles of Incorporation by the Declarant or when presented to the general membership by unanimous action of the board of directors or by two-thirds (2/3) majority vote of all eligible members. None of the Articles may be altered or amended in whole or in part in such a way as to bring them into conflict with the Declaration or with the laws of the State of West Virginia.

e. Amend the Declaration of Easements, Covenants, Reservations, Conditions and Restrictions by the Declarant or by agreement of the owners of units to which at least sixty-seven percent (67%) of the votes of the Association are allocated and subsequent to conveyance of seventy-five percent (75%) of the units. Any amendments must be properly recorded in the Office of the Clerk of the County Commission of Monongalia County of West Virginia.

f. Approve, overrule, cancel or modify action(s) against an Association member regarding maintenance, or lack thereof, of said member's property and the affirmative action(s) of the Association of said property.

g. Serve on Association committees if appointed by the board of directors.

h. Serve on the Association board of directors if elected by the general membership.

Offices

The principal office of the Corporation shall be located in Windwood Village, County of Monongalia, State of West Virginia or such other place designated by the Declarant and/or Association, and the Corporation's mailing address shall be Post Office Box 4526, Star City, West Virginia 26504. The Declarant or the board of directors shall have the power and authority to establish and maintain a branch or subordinate office(s) at any other location.

ARTICLE TWO

Meetings

Section 2. Annual Meeting. The annual meeting shall be scheduled by the Board so as to occur no later than thirty (30) days before the close of the Association's fiscal

year. The annual meeting of the members shall be held at a location, date and time as set by the Board of Directors. The annual meeting shall be for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors is not held on the day designated herein for any annual meeting or at any adjournment thereof, the board of directors shall cause the election to be held at a special meeting as soon thereafter as is convenient.

Section 3. Special Meeting. Special meetings for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Declarant, the president or by the board of directors, and shall be called by the president.

Section 4. Place of Meeting. The Declarant or board of directors may designate any place within the City of Morgantown, the State of West Virginia, as the place of meeting for the annual meeting or for any special meeting called by the Declarant or by the board of directors. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, either within or without the State of West Virginia, as the place for the holding of such meeting. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be the principal office of the Corporation in the City of Morgantown, State of West Virginia.

Section 5. Notice of Meeting . Written or printed notice stating the location, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the Declarant or the president, or the secretary, or the officer or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address with postage thereon prepaid. Waiver by a member in writing of a notice of the Association's meeting, shall be equivalent to the giving of such notice. Attendance by members without objection to the notice, whether in person or by proxy, at an Association meeting shall constitute a waiver of notice of the meeting.

Section 6. Adjournment of Meetings. If any meetings of the Association cannot be held because a quorum is not present, a majority of the members who are present at such meeting, either in person or by proxy, may adjourn the meeting to a later date not more than thirty (30) days from the date and time of the original meeting. At such adjourned meeting, at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted. If a time and place for the adjourned meeting is not fixed by those in attendance at the original meeting, or if for any reason a new date is fixed for the adjourned meeting after adjournment, notice of the time and place of the adjourned meeting shall be given to members in the manner described for regular meetings.

The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, provided that any action taken shall be approved by at least a majority of the members required to constitute a quorum.

Section 7. Quorum. Thirty-three percent (33%) of the members entitled to vote, i.e., "members" representing one who has legal title to a unit, represented in person or by proxy, shall constitute a quorum at a meeting. If less than a majority of the members is represented at a meeting, a majority of the members so represented may adjourn the meeting without further notice. At such adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 8. Proxies. At all meetings a member may vote by proxy executed in writing by the member or by his/her duly authorized attorney in fact. Such proxy shall be filed with the secretary of the Association before or at the time of the meeting. No proxy shall be valid after three (3) months from the date of its execution unless otherwise provided in the proxy.

Section 9. Conduct of Meetings. The president shall preside over all meetings of the Association and the secretary shall keep the minutes of the meeting and record in

a minute book all resolutions adopted at the meeting, as well as a record of all transactions occurring there-at.

ARTICLE THREE

Board of Directors

Section 1. General Powers. The business and affairs of the Association shall be managed by the Declarant or its board of directors.

Section 2. Number, Tenure, and Qualifications The number of directors of the Association shall be a minimum of two (2), not to exceed a maximum of five (5). Directors shall be elected at the annual meeting of members, and the term of office of each director shall be until the next annual meeting of members. Directors need not be residents of the state of West Virginia, but shall be members of the Association. The members of the Board of Directors shall be divided into two (2) classes by resolution of the Board of Directors and shall each serve a two (2) year terms; except, that, one class of initial Directors shall serve a first term of one (1) year.

Section 3. Regular Meetings. A regular meeting of the board of directors shall be held without notice immediately after and at the same place as the annual meeting of members. The board of directors may provide, by resolution, the location, time and date for holding additional regular meetings without notice other than such resolution. Additional regular meetings shall be held at the principal office of the Association in the absence of any designation in the resolution.

Section 4. Special Meetings. Special meetings of the board of directors may be called by or at the request of the Declarant or the president or any two directors and shall be held at the principal office of the Association or at such other place as the directors may determine.

Section 5. Notice. Notice of any special meeting shall be given at least five (5) days before the time fixed for the meeting, by written notice delivered personally or mailed to each director at his business address, or by telegram. If mailed, such notice shall be deemed to

be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice of waiver of notice of such meeting.

Section 6. Quorum. A majority of the number of directors fixed by these bylaws shall constitute a quorum for the transaction of business at any meeting of the board of directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Board Decisions. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 8. Vacancies. Any vacancy occurring on the board of directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at any annual meeting or at a special meeting of members called for that purpose.

Section 9. Compensation. The directors of the board shall not be paid expenses for attendance at any meeting of the board of directors.

Section 10. Presumption of Assent. A director of the Association who is present at a meeting of the board of directors at which action on any Association matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Association immediately after the

adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 11. Removal of Directors. Any director who has had three (3) consecutive unexcused absences from board meetings or who is delinquent in the payment of an assessment of more than sixty (60) days may be removed by majority vote of the directors at a meeting, a quorum being present. A director who was elected solely by the votes of the members of the Association may be removed from office prior to the expiration of the director's term by a majority vote of members at a special meeting called for this purpose.

Section 12. Organization Meetings. The first meeting of the newly elected members of the board of directors following each annual meeting of the membership shall be held within seven (7) days thereafter at such time and place as shall be fixed by the board.

Section 13. Conduct at Meetings. The chairperson of the board of directors shall preside over all meetings of the board of directors, and the secretary shall keep a minute book of the board of directors' meetings, recording therein all resolutions adopted by the board of directors and a record of all transactions and proceedings occurring at such open meetings. All meetings of the board shall be open to all members, but members other than directors may not participate in any discussion or deliberation unless expressly so authorized by a majority of a quorum of the board.

Section 14. Executive Session. The board may, with approval of a majority of a quorum, adjourn a meeting and reconvene in executive session to discuss and vote upon personal matters, litigation in which the Association is or may become involved, and orders of business of a similar nature. The nature of any and all business to be considered in a executive session shall first be announced in open session.

Section 15. Action Without a Formal Meeting. Any action to be taken at a meeting of the directors or any action that may be taken at a meeting of the directors may be taken without a meeting if they consent in writing, setting forth the action so taken, which shall be signed by all the directors. An explanation of the action and date shall be recorded by the secretary and filed with the board meeting minutes.

Section 16. Powers. The board of directors shall be responsible for the affairs of the Association and shall have all the powers and duties necessary for the administration of the Association's affairs and, as provided by law, may do all acts and things that are not by the Articles of Incorporation, Declaration or these bylaws directed to be done and exercised exclusively by the members.

The board of directors shall delegate to the president the authority to act on behalf of the board of directors on all matters not requiring a majority vote of the board of directors.

In addition to the duties imposed by these bylaws or by 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:

(a) Preparation and adoption of an annual budget in which there shall be established the annual charge for each numbered lot for the common expenses of the Association;

(b) Establish the period of the installment payments of the annual charge; (unless otherwise determined by the board of directors, the annual assessment against the proportionate share of the common expenses shall be payable in equal quarterly installments, each such installment to be due and payable in advance on the first day of each quarter for said quarter.)

(c) Suspend the privileges and rights of members when deemed appropriate.

(d) Declare a member in violation of the Declaration and declare monetary penalties regarding said violation.

(e) Adopt bylaws of the Association.

(f) Elect Association officers: president, vice-president, secretary and treasurer.

(g) Amend the Articles of Incorporation by unanimous actions.

(h) Appoint the three (3) member Building Control Committee, three (3) member Maintenance Committee and the three (3) member Assessment and Budget Committee.

(i) Approve, overrule or modify decisions of the Building Control, Maintenance, and Assessment and Budget Committees.

(j) Set speed limits.

(k) Set reasonable rules and regulations governing the utilization of the common elements, parks and recreational facilities.

(l) Act upon actions against a member who has not maintained their lot and/or structures.

(m) Enforce by legal means the provisions of the Declaration, Articles of Incorporation, and/or these bylaws and bring any proceeding which may be instituted on behalf of or against the owners concerning the Association.

(n) Establish the budget for each Association standing committee authorized to expend Association funds.

(o) Make available to any prospective purchaser of a residential unit, any owner of a residential unit, any first mortgagee and the holders, insurers, and guarantors of a first mortgage on any residential unit, current copies of the Declaration, the Articles of Incorporation, the bylaws, rules and regulations governing the residential unit and all other books, records and financial statements of the Association.

(p) Set special assessments which may be required from time to time to cover special financial needs of the Association. Special assessments may be used to cover emergency repairs, new services, repay borrowed funds and unanticipated needs for a budgeted item. The board shall establish the period of the installment payment(s) for the special assessment at the time the special assessment is set. This period should be concurrent with the annual charge installment payments when possible.

Section 17. Accounts and Reports.

The following management standards of performance will be followed unless the board by resolution specifically determines otherwise:

- (a) Accrual accounting, as defined by generally accepted accounting principles, shall be employed;
- (b) Accounting and controls should conform with established American Institute of Certified Public Accountants (AICPA) guidelines and principles; (A segregation of accounting duties should be maintained and disbursement by check shall require two (2) signatures. Cash disbursements shall be limited to amounts of Twenty-Five Dollars [\$25.00] and under.)
- (c) Cash accounts of the Association shall not be commingled with any other accounts.
- (d) Following the initial period of operation of the Association, quarterly financial reports shall be prepared for the Association containing:
 - (i) An income statement reflecting all income and expense activity for the preceding three (3) months on an accrual basis; and,
 - (ii) An account activity statement reflecting all receipt and disbursement activity for the preceding three (3) months on an accrual basis; and,
 - (iii) An account status report reflecting the status of all accounts in an actual versus approved budget format with a budget report reflecting any actual or pending obligations which are in excess of budgeted amount by an amount exceeding Fifty Dollars (\$50.00); and,
 - (iv) A delinquency report listing all owners who have been delinquent during the preceding three (3) month period in paying the quarterly installments of assessments and who remain delinquent at the time of the report and describing the status of any

action to collect such installments which remain delinquent. The quarterly installments of the assessments are delinquent on the fifteenth (15th) day of the quarter.

Section 18. Borrowing. The board of directors shall have the power to borrow money for the purpose of repair or restoration of the Common Elements and/or facilities without the approval of the members of the Association up to ten percent (10%) of the budgeted gross expenses of the Association for the current fiscal year; 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 five percent (5%) of the budgeted gross expenses of the Association for that fiscal year. Membership approval shall be by majority vote at the annual meeting or at a special meeting called to consider the proposed funding issue.

Section 19. Rights of the Association. With respect to the Common Elements or other Association owned responsibilities, and in accordance with the Articles of Incorporation, Declaration and bylaws of the Association, the Association shall have the right to contract with any person for the performance of various duties and functions; without limiting the foregoing, this right shall entitle the Association to enter into common management, operational, or other agreements with trusts, condominiums, cooperative, or neighborhood and other home owners or residents' associations, both within and without the properties. Such agreements shall require the consent of two-thirds (2/3) of the total votes of all directors of the Association. The right to enter into contracts for various duties and functions is assigned to the Maintenance Committee as approved by the board of directors.

Section 20. Hearing Procedure. The board shall not impose a fine, suspend voting or infringe upon any other rights of a member or other occupant for violations of rules or regulations unless and until the following procedure is followed:

(a) Demand. Written demand to cease and desist from an alleged violation shall be served upon the alleged violator verifying:

(i) the alleged violation;

(ii) the action required to abate the violation; and,

(iii) a time period, not less than ten (10) days, during which the violation may be abated without further sanction; if such violation is a continuing one, or a written statement that any further violation of the same rule has resulted, this may result in the imposition of a monetary penalty.

(b) Notice. At any time within twelve (12) months of the initial demand, if the violation continues past the period allowed in the demand for abatement without penalty, if the same rule is subsequently violated, the board or its delegate shall serve the violator with written notice of a hearing to be held by the board of directors or a committee designated by the board to hold such hearings in executive session . The notice shall contain:

(i) the nature of the alleged violation;

(ii) the time and place of the hearing, which time shall not be less than ten (10) days from the giving of the notice; an invitation to attend the hearing and produce any statement, evidence, and witness on his or her behalf; and

(iii) the proposed sanction and/or monetary penalty to be imposed.

(c) Hearing. The hearing shall be held in executive session pursuant to this notice affording the member a reasonable opportunity to be heard. Prior to the effectiveness of any sanction and/or monetary penalty hereunder, proof of notice and the invitation to be heard shall be placed in the minutes of the meeting. Such proof shall be deemed adequate if a copy of the notice, together with a statement of the date and manner of delivery, is entered by the officer, director, or agent who delivered such notice. The notice requirement shall be deemed satisfied if the alleged violator appears at the meeting. The minutes of the meeting shall contain a written statement of the results of the hearing and the sanction, if any, imposed.

(d) If the hearing was before a committee other than the board of directors, the violator shall have the right to appeal the decision to the board of directors. To

protect this right, a written notice of appeal must be received by the president or secretary of the Association within thirty (30) days after the hearing date. The action of the board shall be final.

Section 21. Prohibited Acts. The board of directors or standing Committees of the Association shall not take any of the following action except with the written consent of a majority two-thirds (2/3) of the total votes of the Association, other than those of the Declarant:

(a) Paying compensation to members of the board or to the officers of the Association only to be reimbursed for expenses incurred in carrying on the business of the Association; or

(b) Levy special assessments.

Section 22. Dual Roles. Any Board of Director may also hold the position of one office.

ARTICLE FOUR

Officers

Section 1. Numbers. The officers of the Association shall be a president, a secretary and a treasurer, each of whom shall be selected by the board of directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the board of directors. Any two or more offices may be held by the same person, except for the offices of president and treasurer.

Section 2. Election and Term of Office. The officers of the Association to be elected by the board of directors shall be elected annually at the first meeting of the board of directors held after each annual meeting of the members. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office until his/her successor has been duly elected and qualifies or until his/her death or until he/she resigns or is removed in the manner hereinafter provided.

Section 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 interests

of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 5. Compensation. The officers shall not be paid for attendance at each monthly meeting of the board nor general or special meetings.

Section 6. Powers and Duties. The powers and duties of the officers shall be as provided from time to time by resolution or other directives of the board of directors. In the absence of such provision, the respective officers shall have the powers and shall discharge the duties customarily as usually held and performed by like officers of corporations similar in organization and business purposes to this Corporation. The officers of the Association shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may from time to time be specifically conferred or imposed by the board of directors. The president shall be the chief executive officer of the Association and preside over all meetings of the Association and the board of directors . The treasurer shall have primary responsibility for the preparation of the budget and may delegate all or part of the budget preparation duties to the Assessment and Budget Committee.

The specific duties of each officer are as follows:

a President's Duties

- (i) Act as the chairperson of the board.
- (ii) Preside over all meetings of the general membership.
- (iii) Be the spokesperson for the Association.
- (iv) Sign checks as a second signee when necessary.

(v) Interface with all committee chairpersons regarding the committee's activities by assigning actions to the committees, setting schedules for completion of said actions, and arranging for the presentation of committee findings and/or actions to the board and general membership.

b **Vice-President's Duties (if applicable)**

- (i) Assume the duties of the president in the president's absence.
- (ii) Maintain the Association's Articles of Incorporation, Declaration and bylaws.
- (iii) Chair the rule/regulations committee, if applicable.

c **Secretary's Duties**

- (i) Record and maintain the minutes of all meetings of the general Association and the board of directors.
- (ii) Prepare and distribute all notices to Association members.
- (iii) Prepare and disburse general correspondence on behalf of the Association and/or the board of directors.

d **Treasurer's Duties**

- (i) Disburse invoices regarding Association fees (charges) to all members.
- (ii) Forward a notice of fine(s) to Association members.
- (iii) Collect all fees and fines from Association members.
- (iv) Pay all outstanding invoices of the Association in a timely matter after approval of the invoice by the appropriate committee chairperson.

- (v) Maintain the financial records of the Association.
- (vi) Maintain the bank accounts for the Association.
- (vii) Maintain and prepare tax accounts and/or records for the Association.
- (viii) Act as chairperson of the assessment and budget committee.

Section 7. 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 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 8. Agreements, Contracts, Deeds, Leases and Checks. All agreements, contracts, deeds, leases, checks and other instruments of the Association shall be executed by at least two (2) individuals functioning as officers of the Association.

ARTICLE FIVE

Committees

Section 1. General. Committees shall be appointed to perform such tasks and to serve for such time periods as may be designated by these bylaws for standing committees and by resolution adopted by a majority vote of the board of directors for special committees. Special committees shall perform such duties and have such powers as may be provided by the board of directors in the resolution that established the special committee. Each special committee shall function as specified by the board and shall operate in accordance with the terms of the resolution which established the special committee.

Standing committees include: Assessment and Budget, Building Control, and Maintenance. Special committees may include membership, traffic control, audit, rules and regulations, violation assessment and others as designated from time to time by the board. Standing committee members shall serve for one (1) year concurrent with the officers of the Association. The newly elected board shall select members for each committee from the general

membership of the Association and shall designate one (1) member the chairperson for the committee. No two (2) individuals can serve on a given committee if their only basis for membership in the Association is the joint ownership of a single numbered lot. Association members must be in good standing (i.e., no outstanding violations, et cetera) to be qualified to serve on an Association committee. Special committees shall serve for the time period specified by the board in the resolution which established the committee.

Section 2. Committee Chairperson Duties. The duties of the chairperson for standing or special committees shall be as follows:

- a. Preside over all committee meetings.
- b. Maintain records of all committee actions and minutes of all committee meetings.
- c. Interface with the board of directors of the Association on all committee actions.
- d. Interface with all vendors providing services to the Association for activities under the committee's jurisdiction.
- e. Contract with vendors for services to the Association as approved by the board of directors.
- f. Review vendor invoices and approve the invoices for payment within the approved budget for services and/or supplies that meet the contracted requirements.
- g. Any other duties prescribed by the board of directors.

Section 3. Assessment and Budget Committee Duties.

- a. Prepare the annual budget for the Association based upon the Association's needs.

b. Recommend the annual and/or special charges for the Association to the board of directors for consideration.

c. Arrange for the insurance needs of the Association, board of directors, officers and committee members.

d. Limit committee expenditures for services and/or supplies within the amount set by the board of directors in the annual association budget.

e. Any other duties prescribed by the board of directors.

Section 4. Building Control Committee Duties

Building and landscape design and construction plans and specifications shall be submitted to the Declarant for approval or disapproval as to the quality of workmanship and design and harmony of external design with existing structures, and as to location to surrounding structures, topography and finish grade elevation until completion of the 80 units and/or until said Declarant conveys Declarant's control to the Association.

Section 5. Maintenance Committee Duties

a. Arrange for and control of snow removal within the Association.

b. Arrange for and control of lawn maintenance for the Association's common grounds/elements.

c. Arrange for and control of maintenance on the Association's common properties such as: signs, mailboxes, storm drains, streets and landscaped areas (all said maintenance being approved if required by the Building Committee).

d. Arrange for streetlights for the Association streets.

e. Limit committee expenditures for services and supplies to the budgeted amount set by the board of directors in the annual Association budget.

f. Approve vender invoices for services and supplies for payment if the invoiced amount is within the budgeted amount set by the board of directors in the annual Association budget.

g. Any other duties as prescribed by the board of directors.

ARTICLE SIX

Contracts, Loans, Checks, and Deposits

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, or Orders. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the board of directors.

Section 4. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the board of directors may select.

ARTICLE SEVEN

Fiscal Year

The fiscal year of the Corporation shall be the calendar year. The annual budget for the fiscal year for the Association will be set by the newly elected board of directors by March 1st of each year. The budget should include funds for the following anticipated Association budget categories: street lighting, general maintenance, Association administrative

supplies, director/committee liability insurance, lawn maintenance, snow removal, road maintenance and contingency fund. Member charges for each numbered lot will be established based upon the Association's annual budget and the number of lots sharing the Association expenses. The lots sharing the Association expenses will include all lots not held by the developer for future sales and lots held by the developer for purposes other than future sales. Lots passing from the developer to individuals or other Associations will be given an initial period of reduced annual charge until a residence has been completed and occupied.

During this initial period the new unit owners annual charge will be limited to the street lighting, director/committee liability insurance, lawn maintenance, snow removal and road maintenance fees. On the date the residence is beneficially occupied, the owners' annual charge will include all Association budget category fees. Beneficial occupancy is defined as the use of the residence as a single family dwelling. This reduced annual charge only applies to new owners of unapproved lots purchased from the developer.

Special assessments established by the current board of directors will be due and payable as determined by the board of directors in the resolution which established the special assessment. Special assessments will be applied to all lots sharing the Association expenses including lots qualifying for the reduced fees.

ARTICLE EIGHT

Waiver of Notice

Whenever any notice is required to be given to any member or director of the Association under the provisions of these bylaws, or under the provisions of the articles of incorporation or under the provisions of law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE NINE

Amendments

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by only the affirmative vote (in person or by proxy) or written consent of at least sixty seven percent (67%) of the votes of the Association members.

ARTICLE TEN

Parliamentary Rules

Except as may be modified by board resolution establishing modified procedures, Robert's Rules of Order (current edition) shall govern the conduct of Association proceedings when not in conflict with the Articles of Incorporation, the Declaration, or these bylaws.

ARTICLE ELEVEN

Conflicts

If there are conflicts or inconsistencies between the provisions of West Virginia Code, the Articles of Incorporation, the Declaration and these bylaws, the provisions of West Virginia Code, the Declaration, the Articles of Incorporation and the bylaws (in that order) shall prevail.

ARTICLE TWELVE

Books and Records

Inspection by Members. The membership register, books of account and minutes of meetings of the Association, the board and committees shall be made available for inspection and copying for any member of the Association or by his or her duly appointed representative at any reasonable time and for a purpose reasonably related to his or her interest as a member to the secretary of the Association.

ARTICLE THIRTEEN

Members' Complaints

A member's complaint is any issue an Association member has regarding the common grounds, (elements), facilities, duties and responsibilities of the Association officer or committees, Declaration or bylaws of the Association . For the Association to act upon a member's complaint, the complaint must be delivered to a board of director member in writing.

The complaint must clearly state the issue, provide all pertinent information associated with the complaint and specify the basis for the complaint. The complaint must be signed by the member. The board of directors shall determine if the complaint represents a violation of the Articles, the Declaration and/or bylaws and is a result of the Association not meeting its responsibilities.

ARTICLE FOURTEEN

Audit

An audit of the accounts of the Association shall be made annually in the manner as the board of directors may decide; provided, however, after having received the board's audit at the annual meeting, the membership, by a two-thirds (2/3) vote, may require that the accounts of the Association be audited as a common expense by a public accountant upon written request of any institutional holder of a first mortgage, such holder shall be entitled to receive a copy of the annual audited financial statement within ninety (90) days after the end of the each fiscal year.

ATTESTATION

We the undersigned, being all the directors of Windwood Village Owners Association, Inc., do hereby certify:

That we are entitled to exercise all the voting power of said Association; and

That we hereby assent to the within and foregoing bylaws and hereby adopt the same as the bylaws of said Association.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 12 day of November, 2010.

David M. Johnson
Board of Director

Cy Lehe
Board of Director

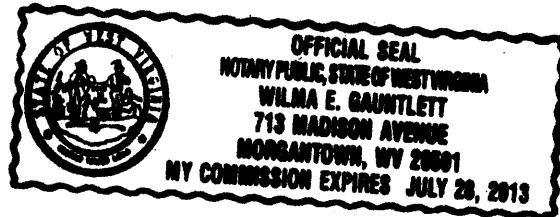
STATE OF WEST VIRGINIA,
COUNTY OF MONONGALIA, TO-WIT:

Taken, subscribed and sworn to before me this 12th day of November, 2010.

Wilma E. Gauntlett
NOTARY PUBLIC

My commission expires:

July 28, 2013



PREPARED BY WINDWOOD VILLAGE OWNERS ASSOCIATION
BOARDS OF DIRECTORS

Windwood Village Owners Association, Inc. Addendum to By-Laws

The following changes to the By-Laws were voted in during the annual meeting on September 23, 2008 by Home Owner Association members and Board of Directors.

Majority vote of all eligible members

(Article One, Membership, Page 3, Paragraph d)

Amend the Articles of Incorporation by the Declarant or when presented to the general membership by unanimous action of the board of directors or by one-third (1/3) majority vote of all eligible members.

Votes of the Association

(Article One, Membership, Page 3, Paragraph e)

Amend the Declaration of Easements, Covenants, Reservations, Conditions and Restrictions by the Declarant or by agreement of the owners of units to which at least thirty-three percent (33%) of the votes of the Association are allocated and subsequent to conveyance of seventy-five (75%) of the units.

Bylaws may be amended

(Article Nine, Amendments, Page 22)

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by only the affirmative vote (in person or by proxy) or written consent of at least thirty-three percent (33%) of the votes of the Association members.