

# **The Blue Ridge Acres Civic Association By-Laws**

Effective November 13, 1999

## **SECTION ONE: Offices**

### 1.1 Principal office - address

The principal office of the Association shall be a Blue Ridge Acres, State secondary road number 32 known as Chestnut Hill Road, Jefferson County, West Virginia. The post office address is 96 Blue Ridge Acres, Harpers Ferry, West Virginia 25425. (Amended 6/29/85)

## **SECTION TWO: Membership**

### 2.1 Qualification for membership

Membership is granted to any person or persons owned or purchasing property in Blue Ridge Acres subdivision. No person or household shall hold more than one membership regardless of the amount of property they own. (Amended 6/30/90)

### 2.2 Membership dues

Membership dues are the road maintenance fees paid by each member. Either the Board of Directors of the Blue Ridge Acres Civic Association, Inc., or any member of the Association, may propose such an increase to the membership at its annual membership meeting, at which time, to effect such increase, the affirmative vote of sixty (60) percent of the Associations membership present and voting, whether in person or by proxy, shall be required, and upon such affirmative vote, said increased assessment shall be effective the first day of the Associations ensuing calendar year. (Amended 6/30/90)

## **SECTION THREE: Voting**

### 3.1 Voting

Members shall have the right to vote either in person or by proxy if the members road maintenance fees and any additional costs incurred for the collection of said road maintenance fees have been paid for all previous years and are paid in full for the current year. Each billing entity constitutes one vote. (Amended 6/30/90; Amended 11/13/99)

## **SECTION FOUR: Meetings**

### **4.1 Annual meeting of members**

An annual meeting of members shall be held on the second Saturday of the month of November. The place and exact time shall be determined by the Board of Directors. (Amended 6/27/92)

### **4.2 Notice of annual meeting**

Written notice stating the place, date and hour of the meeting shall be delivered not less than ten nor more than thirty days before the date of the meeting, either personally or by mail, to each member. (Amended 11/13/99)

### **4.3 Special meetings of members**

Special meetings of the members may be called by the President or by the Board of Directors. Special meetings of the members may also be called by members having at least a quarter of the votes entitled to be cast at such meeting. The purpose or purposes for which the meeting is called shall be contained in the notice of the special meeting.

### **4.4 Quorum**

The presence, in person or by proxy, of the holders of at least twenty percent of the total membership of the Association entitled to vote at such meeting, shall constitute a quorum at a meeting of the members for the transaction of business.

### **4.5 Proxies**

A member having the right to vote shall be entitled to vote in person or by proxy. The instrument used to assign such proxy shall be the official document as established and provided by the corporation. All proxies must be received at the principal corporations mailing address no later than the close of business of the last business day prior to the scheduled annual meeting. No proxy shall be valid after sixty (60) days from the date of its execution. (Amended 11/13/99)

### **4.6 Budget**

At each annual meeting, the Board of Directors shall present to the membership a budget setting the disbursements for the ensuing fiscal year, such budget presented or as may be modified shall be approved by a majority of the membership present and voting. (Added 6/27/87)

## **SECTION FIVE: Board of Directors**

### **5.1 Management**

The affairs of the Association shall be managed by the Board of Directors.

### **5.2 Qualifications**

Members of the Board of Directors shall be members of the Association in good standing as described in Section 3.1, and permanent and full-time residents of Blue Ridge Acres. (Amended 6/29/85; Amended 11/13/99)

### **5.3 Number of Directors**

The number of Directors shall be five. Each Director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified.

### **5.4 Term of office**

The term of office of two Directors shall expire one year after being elected; the terms of office of two Directors shall expire two years after being elected; the term of office of one Director shall expire three years after being elected. At each annual election held after such classification and election, Directors shall be chosen for a full three-year term to succeed those whose terms expire.

### **5.5 Removal of Directors**

A Director may be removed from office by a vote of a majority of the members entitled to vote at a meeting of members called expressly for that purpose.

If a Director is absent from three consecutive meetings, or becomes delinquent with respect to road maintenance fees and is no longer a member in good standing as described in Section 3.1, the position shall be declared vacant and a majority of remaining Directors, though less than a quorum, shall choose a successor or successors, who shall hold office for the unexpired term in respect to which such vacancy occurred. (Amended 6/29/85; Amended 11/13/99)

### **5.6 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. A Director elected or appointed by the Board to fill a vacancy shall be elected or appointed for the unexpired term of his predecessor in office.

## 5.7 Quorum of Directors

A majority of the number of Directors fixed by 5.3 of these Bylaws shall constitute a quorum for the transaction of business.

## 5.8 Board of Directors meetings

Regular meetings of the Board of Directors shall be held Quarterly or more frequently if a majority of the Board determines more frequent meetings are needed. The first meeting of the new Board each year shall be held within 30 days of the annual meeting. Notice shall be required to be given to every Director when a special meeting is called. Meetings of the Board of Directors may be held in a place determined by the Board. (Amended 11/13/99)

## **SECTION SIX: Committees**

### 6.1 Authority to appoint committees

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees each of which shall consist of one or more Directors plus voluntary participation by the number of qualified Association members deemed desirable, which committees, to the extent provided in such resolution, shall have and exercise all the authority of the Board of Directors, except that no such committee shall have the authority of the Board of Directors in reference to

- (i) amending, altering or repealing the Bylaws;
- (ii) electing, appointing or removing any member of any such committees or any Directors or officer of the Association;
- (iii) amending the Articles of Incorporation, restating the Articles of Incorporation, adopting a place of merger or adopting a place of consolidation with another corporation;
- (iv) authorizing the sale, lease, exchange or mortgage of all of substantially all of the property and assets of the Association;
- (v) authorizing the voluntary dissolution of the Association or revoking proceedings therefor;
- (vi) adopting a plan for the distribution of the assets of the Association;  
or
- (vii) amending, altering or repealing any resolution of the Board of Directors which by its terms provide that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed upon it or him by law.

## **SECTION SEVEN: Officers**

### 7.1 General

The Board of Directors shall elect a President, a Vice President, a secretary, a treasurer, and an assistant treasurer for road maintenance account. The President and Vice President shall be regular elected members of the Board of Directors. The secretary, treasurer, and assistant treasurer for road maintenance account, need not be elected Board members but because of the office be ex-officio members of the Board, and shall have such voting rights and all other rights and duties incident to the position of Board member on the Board of Directors as any other Board member.

### 7.2 Term of office

All officers shall be elected annually by the Board of Directors and shall hold office until their successors are chosen.

### 7.3 Removal of officers

Any officer elected may be removed by the Board of Directors whenever in their judgement the best interests of the Association will be served thereby.

### 7.4 The President

The President shall be the chief executive officer of the Association. He shall preside at all meetings of the members and Directors, shall be ex-officio a member of all standing committees, shall have general and active management of the business of the Association and shall see that all orders and resolution of the Board are carried into effect. The President shall be chosen from among the Directors of the Association.

He shall execute bond, mortgages and other contracts requiring a seal, under the seal of the Association, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Association.

### 7.5 The Vice President

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President.

### 7.6 The secretary

The secretary shall attend all sessions of the Board of Directors and all meetings of the members and record all votes and the minutes of all proceedings in a book to be kept for that purpose.

The secretary shall give, or cause to be given, notice of all meetings of the members and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the secretary shall be.

#### 7.7 The treasurer

The treasurer shall have custody of the Association funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all money and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. If required by the Board of Directors, he shall give the Association a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his office and for the restoration to the Association, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Association. He shall be reimbursed by the Association for the cost of the bond. He shall disburse the funds of the Association as may be ordered by the Board, taking property vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they require it, an account of all his transactions as treasurer and of the financial condition of the Association.

#### 7.8 The assistant treasurer for road maintenance account

The assistant treasurer for road maintenance account shall have custody of the Association road maintenance funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all money and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. If required by the Board of Directors, he shall give the Association a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his office and for the restoration to the Association, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Association. He shall be reimbursed by the Association for the cost of the bond. He shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursement, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they require it, an account of all his transactions as treasurer for road maintenance

account and of the financial condition of the Association. (Amended 6/29/85)

## **SECTION EIGHT: Books and records**

Section 31-1-143 of the West Virginia Code for nonprofit corporations reads as follows:

Each corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, board of directors and committees having any of the authority of the board of directors; and shall keep at its principal office in this State a record of the names and addresses of its members entitled to vote. All books and records of a corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

## **SECTION NINE: Rules and regulations**

### 9.1 Responsibility for

The Board of Directors shall draft and promulgate rules and regulations in conformance with the requirements outlined in the Articles of Incorporation.

## **SECTION TEN: Miscellaneous**

### 10.1 Directors annual statement

The Board of Directors shall present at each annual meeting and when called for by a vote of members at any special meetings of the members, a full and clear statement of the business and conditions of the Association.

### 10.2 Checks

All checks or demands for money and notes of the Association shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

### 10.3 Fiscal year

The fiscal year shall be the calendar year.

### 10.4 Amendments

No alteration, amendment, or repeal of the Bylaws or adoption of new Bylaws shall take place without majority approval by vote of the members.