

BY-LAWS
OF
DEERFIELD VILLAGE
PROPERTY OWNERS' ASSOCIATION, INC.

ARTICLE ONE
ORGANIZATION

- 1) The name of this organization shall be
DEERFIELD VILLAGE PROPERTY OWNERS' ASSOCIATION, INC.
- 2) The organization shall have a seal which shall be in the following form:

(IMPRESS SEAL HERE)

ARTICLE TWO
PURPOSES

The following are the purposes for which this corporation has been organized:

1. To be devoted to the maintenance of roads, parking areas, sidewalks, common areas, street lighting and removal of snow within the Deerfield Village Subdivision, Jefferson County, West Virginia.
2. To present a unified effort to the members in protecting the value of the property of the members in Deerfield Village Subdivision.
3. To be the responsible party for the water and sewer treatment facilities established by the developer of Deerfield Village Subdivision, until such time that the water and sewer treatment facilities are transferred to a public entity authorized under law to own and operate such water and sewer treatment facilities.

4. To engage in such other activities as may be to the mutual benefit of the owners of property in Deerfield Village Subdivision not inconsistent with the provisions of §501(C)(3) of the Internal Revenue Code.

ARTICLE THREE
MEMBERSHIP

Membership in this corporation shall be open to all property owners in Deerfield Village Subdivision, including the developer.

ARTICLE FOUR
MEETINGS

The annual members meeting of this corporation shall be held on the 1st day of March of each and every year, except if such day be a legal holiday, then and in that event the Board of Directors shall fix the day, but it shall not be more than two (2) weeks from the date fixed by these By-Laws. The Secretary shall cause to be mailed to every member in good standing at his address, as it appears in the membership roll book of this corporation, a notice telling the time and place of such annual meeting.

The presence of not less than fifty percent (50%) of all members shall constitute a quorum and shall be necessary to conduct the business of this corporation; but a lesser number may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these By-Laws and the Secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum, as hereinbefore set forth, shall be required at any adjourned meeting.

Special meetings of this corporation may be called by the president when he deems it for the best interest of the corporation. Notices of such meetings shall be mailed to all members at their addresses, as they appear in the membership roll book, at least ten (10) days but not more than thirty (30) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called.

At the request of fifty percent (50%) of all members of the Board of Directors or fifty percent (50%) of all members of the corporation, the President shall cause a special meeting to be called, but such request must be made in writing at least thirty (30) days before the requested schedule date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE FIVE **VOTING**

At all meetings, except for the election of directors, all votes shall be viva voce, except that for election of directors ballots shall be provided and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot.

At any regular or special meeting, if a majority so requires, any questions may be voted upon in the manner and style provided for elections of directors.

At all votes by ballot, the Chairman of such meeting shall immediately prior to the commencement of balloting appoint a committee of three (3) who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify, in writing, to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE SIX **ORDER OF BUSINESS**

- 1 – Roll Call.
- 2 – Reading of the minutes of the preceding meeting.
- 3 – Reports of Committees.
- 4 – Reports of Officers.

5 – Old and Unfinished Business.

6 – New Business.

7 – Good and Welfare.

8 – Adjournments.

ARTICLE SEVEN
BOARD OF DIRECTORS

The business of the corporation shall be managed by a Board of Directors consisting of nine (9) members. All of the directors shall be members of the corporation.

The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this corporation and they shall serve for a term of one (1) year.

The Board of Directors shall have the control and management of the affairs and business of this corporation. Such Board of Directors shall only act in the name of the corporation when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

A majority of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly on the 1st Tuesday of each month.

Each director shall have one (1) vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings, as it may, in its discretion, determine necessary.

Vacancies in the said Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The Directors will, at the first meeting following their election, select the officers of the corporation.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by

Counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may, in its discretion, consider necessary for the best interests of the corporation for this hearing.

ARTICLE EIGHT
OFFICERS

The officers of the corporation shall be as follows:

President

Vice President

Secretary

Treasurer

A. The President shall preside at all membership meetings.

He shall present at each annual meeting of the corporation an annual report of the work of the corporation.

He shall appoint all committees, temporary or permanent.

He shall see that all books, reports and certificates as required by law are property kept or filed.

He may be one of the officers who may sign the checks or drafts of the corporation.

He shall have such powers as may be reasonably construed as belonging to the chief executive of any corporation.

B. The Vice President shall, in the event of the absence or inability of the President to exercise his office, become acting President of the corporation with all the rights, privileges and powers as if he had been the duly elected President.

C. The Secretary shall keep the minutes and records of the corporation in appropriate books.

It shall be his duty to file any certificate required by any statute, federal or state.

He shall give and serve all notices to members of this corporation.

He shall be the official custodian of the records and seal of this corporation.

He may be one of the officers required to sign the checks and drafts of the corporation.

He shall present to the membership, at any meetings, any communication addressed to him as Secretary of the corporation.

He shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the corporation.

He shall attend to all correspondence of the corporation and shall exercise all duties incident to the office of Secretary.

D. The Treasurer shall have the care and custody of all monies belonging to the corporation and shall be solely responsible for such monies or securities of the corporation. He shall cause to be deposited in a regular business bank or trust company a sum not exceeding \$1,000 and the balance of the funds of the corporation may be deposited in a savings bank, except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a savings bank in the State of West Virginia.

He shall be one of the officers who shall sign checks or drafts of the corporation. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the check issued upon it.

He shall render, at stated periods at the Board of Directors shall determine, a written account of the finances of the corporation and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

He shall exercise all duties incident to the office of Treasurer, including the collection of all assessments.

No officer shall, for reason of his office, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer of director for

receiving any compensation from the corporation for duties other than as a director or officer.

ARTICLE NINE
SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they, in their discretion, may determine to be necessary in the conduct of the business of the corporation.

ARTICLE TEN
COMMITTEES

All committees of this corporation shall be by the Membership and their term of office shall be for a period of one (1) year or less, if sooner terminated by the action of the Board of Directors.

The permanent committees shall be:

Finance Committee

Streets and Grounds

Rules & Policy Committee

ARTICLE ELEVEN
DUES AND ASSESSMENTS

The dues of this corporation shall be \$240.00 per annum and shall be payable on the 1st day of February of each year. Special assessments, in addition to annual dues, may be levied by an affirmative vote of not less than seventy-five percent (75%) of the members.

ARTICLE TWELVE
AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by any affirmative vote of not less than seventy-five (75%) of the members entitled to vote thereon.