

WESTBROOK HOMEOWNERS' ASSOCIATION, INC. BY-LAWS

ARTICLE I.

GENERAL

NAME AND LOCATION

The name of the Association is Westbrook Homeowners' Association, Inc. (hereinafter referred to as the "Association"). The principal office of the Association (until otherwise designated by the Board of Directors of the Association (the "Board") shall be located at P.O. BOX 7021 Cross Lanes, West Virginia 25356, and meetings of the Board and directors may be held at such other places within the State of West Virginia, as may be designated by the Board.

The Declaration. All provisions contained in the Declaration with regard to rights, powers and duties of the Association, the Members thereof, and the Board thereof, are hereby incorporated into these By-Laws by this reference, with same effect as is such provisions were fully set forth herein.

Section 1. The general name shall be Westbrook.

Section 2. Principal meeting place

Until such time the Association establishes a permanent meeting place, the Association shall hold its meetings at such locations as may be designated by the members or by the appropriate officer or committee.

Section 3. Purposes

- (a) To promote the general welfare of its members and to resolve their common problems as homeowners.
- (b) To promote fellowship and extend acquaintanceship by means of social gatherings and community undertakings and to do all things necessary, legal, and proper to accomplish these purposes.

ARTICLE II.

MEMBERSHIP

Section 1. The membership of this association shall be composed of the owners of lots in Westbrook. Membership shall be classified as follows:

- (a) Voting Membership. Voting members shall be persons owning a single-family residence in Westbrook and having paid dues and assessments as determined by the majority of the voting members.
- (b) Non-Voting Membership. Non-Voting members shall be persons owning lots in the subdivision which are not improved.

- Section 2 All members entitled to vote may do so in person or by written proxy given to any other voting member and filed with the President or Vice President prior to the annual meeting. The Board will issue an official proxy ballot prior to the meeting. No member may be assigned more than two proxies per meeting.
- Section 3 No member may be expelled or have his right to vote cancelled by an act of the Association, its members, officers, or directors, except for non-payment of dues and assessments.
- Section 4 A quorum at any meeting shall consist of twenty-five (25) percent of the voting members present in person or by proxy plus the President or Vice President.
- Section 5 Westbrook shall be Westbrook Subdivision as originally laid out and any additions thereto or new sections thereof.

ARTICLE III.

ASSESSMENTS

- Section 1. Annual dues or periodic assessments shall be as determined by a majority of the voting members, on recommendation of the Board of Directors. Annual dues will be payable in advance on or before March 31 or July 1 of each year, as proscribed in these By-Laws. Dues for new members (initial house occupants) will be prorated based on the month following month of occupancy.
- Each member is obligated to pay to the Association annual, special, and other assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent and subject to late fees and/or interest as more fully provided in the Restated Declaration. As more fully provided therein, the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his/her Lot.
- Section 2. A member shall be deemed to be in good standing and entitled to vote at any annual meeting or special meeting of the members within the meanings of these Bylaws if, and only if, the member shall have fully paid all assessments due against the Lot owned by the member as of the date of the meeting.
- Section 3. Evidence of Ownership. Any person becoming an owner of a Lot shall furnish to the Association a copy of the recorded instrument vesting that person with an interest or ownership in the Lot, which copy shall remain in the files of the Association.
- Section 4. Registration of Mailing Address. The owner or owners of one Lot shall have one and the same registered mailing address to be used by the Association for the mailing of statements, notices, demands, and all communications, and such registered address shall be the only mailing address of the owner or owners of the Lot. The registered

address of an Owner shall be furnished by such member to the Association within fifteen (15) days after the transfer of title or any change of address, and such Registration shall be in written form and signed by the owner or owners of each Lot. If no address is registered or if all members cannot agree, then the address of the Lot shall be deemed the registered address for the purposes of these Bylaws until another registered address is furnished as required by this section. If the Lot is the registered address of the member(s), then any notice shall have been deemed to be duly given if delivered to any person occupying that Lot or, if such Lot is unoccupied, if the notice is held and available for the member(s) at the principal office of the Association.

Section 5. Special assessments will be recommended by the Board of Directors and passed by a vote of a majority of a quorum of Members present in person or by proxy.

Section ~~6~~ 3. The Board of Directors has the authority to assess any legal fees incurred collecting assessments from the property owners owing the money.

ARTICLE IV.

BOARD OF DIRECTORS AND OFFICERS

Section 1. The Board of Directors of the Association shall consist of nine (9) members of the Association. The first Board shall be elected by the membership at a special meeting following the organization of this Corporation. The original nine (9) members shall draw lots to determine which three (3) Board members shall serve for a term of one (1) year, which three (3) shall serve for a term of two (2) years, and which three (3) shall serve for a term of three (3) years. Thereafter, three (3) directors shall be elected at each annual meeting, for a term of three (3) years.

There shall be no limitations on future terms for Board members. A member who has only served the remainder of an unexpired term may immediately run for a full term on the Board of Directors. Vacancies on the Board may be filled until the next annual meeting by appointment of the majority of the remaining members of the Board. At the next annual meeting, the remainder of the unexpired term shall be filled in the general election of Board members. The three (3) candidates with the most votes would be elected to full three (3) year terms. The candidate(s) with the next highest vote total(s) would be elected to serve out the remainder of the unexpired term(s).

Compensation. No director or officer shall receive compensation for their services. However, by resolution of the Board of Directors may be reimbursed for actual expenses incurred in the performance of their duties.

Section 2. The Board of Directors shall meet at least seven (7) times each calendar year. The Board may set the dates for its regular meetings. The President or any three directors may call a special meeting of the Board at any time.

Section 3. The Board of Directors shall conduct all of the general business of the Association. Duties. The Board of Directors shall have:

(a) the power to:

- (1) Adopt and amend bylaws and rules and regulations. The Bylaws and rules and regulations may be amended, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy;
- (2) Adopt and amend budgets for revenues, expenditures, and reserves and collect assessments for common expenses from unit owners;
- (3) Hire and discharge managing agents and other employees, agents, and independent contractors;
- (4) Institute, defend, or intervene in litigation or administrative proceedings in its own name on behalf of itself or two or more owners on matters affecting the common interest community;
- (5) Make contracts and incur liabilities;
- (6) Regulate the use, maintenance, repair, replacement, and modification of common elements;
- (7) Cause additional improvements to be made as a part of the common elements;
- (8) Grant easements, leases, licenses, and concessions through or over the common elements;
- (9) Impose and receive payments, fees, or charges for the use, rental, or operation of the common elements, other than limited common elements, and for services provided to unit owners;
- (10) Impose charges for late payment of assessments;
- (11) Impose reasonable charges for the preparation and recordation of amendments to the declaration, or statements of unpaid assessments;
- (12) Provide for the indemnification of its officers and executive board and maintain directors' and officers' liability insurance;
- (13) (14) Assign its right to future income, including the right to receive common expense assessments, but only to the extent the declaration expressly so provides;
- (14) Exercise any other powers conferred by the declaration or bylaws;
- (15) To sue others, in the name of the Association, and sue Owners to collect delinquent assessments, fees, or cure a violation of any

restrictions, covenants, conditions, rules or regulations of the Association;

- (16) borrow money for the purpose of improving the common properties and facilities and with approval of a majority of a quorum of the homeowners, mortgage those common facilities if necessary. If such property is mortgaged, the rights of mortgagees shall be subordinate to the Owners' rights;
- (17) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common area, provided that any merger, consolidation, or such annexation shall have the assent by vote of a majority of a quorum of the voting members; and
- (18) Adopt and publish rules regulations governing the use, maintenance, repair, replacement, and modification of common elements, use of Common Property and facilities, the personal conduct of members and their guests thereon, members compliance with the Declarations and Protective Covenants, and to establish penalties for the infraction thereof.
- (19) Exercise any other powers necessary and proper for the governance and operation of the association.

(b) the duty to:

- (1) Maintain a complete and detailed record of all the Association's transactions and acts and furnish said records to the Members when such records are requested in writing by Members who are entitled to vote;
- (2) Supervise the Association's officers, employees, and volunteers to ensure proper and ethical performance of the assigned duties;
- (3) Impose the contractual maintenance and other assessments against each Lot;
- (4) Send written notice of each assessment to all Members of the Association;
- (5) Issue, or to cause an appropriate officer to issue, upon demand by a Member disclosure packet pursuant to state law;
- (6) Maintain adequate liability and hazard insurance on all property owned by the Association;
- (7) Indemnify a past or present director, officer, or committee Member of the Association to the extent such indemnity is required or permitted by state law, the Articles, or these Bylaws;

(8) Cause the Common Areas to be maintained;

Section 4. A quorum of the Board shall consist of five (5) directors, including the President or Vice President.

For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be deemed to be present at a meeting and to vote if the director has granted a signed, written proxy to another director who is present at the meeting, authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Except as provided in this subsection 4, directors may not vote or otherwise act by proxy.

Section 5. The Board of Directors shall select a President, Vice President, a Secretary, a General Fund Treasurer, and a Road Fund Treasurer from the members of the Board. The Board of Directors may select members of the Association to act as assistant Secretary, assistant General Fund Treasurer, or assistant Road Fund Treasurer. Upon approval of the Board a Board Member may participate in Board Meetings by telephone or other media.

Section 6. Should any Board Member miss two (2) scheduled Board Meetings, he/she may be replaced by the Board Members.

Section 7. Removal of Directors. Any or all of the directors may be removed for cause by a majority vote of the Members or by action of the board. Directors may be removed without cause only by a majority vote of the Members.

Section 8. Resignation. A director may resign at any time by giving written notice to the Board of Directors and the resignation shall take effect upon receipt of said notice, unless stated otherwise.

Section 9. Action of the Board. The acts of the Board of Directors shall be valid if the required quorum is present at the time of the vote, unless otherwise required by law. Each director present shall have one vote.

Section 10. Notice of Meetings. Regular meetings of the board may be held without notice at such time and place, within the state, as it may from time to time determine.

Section 11. Action Without a Meeting. An action that is required or permitted to be taken by the Board of Directors or the committee under these Bylaws, or the Articles may be taken without a meeting, only if the action is approved in writing and a resolution is adopted authorizing the action. The written consents and resolution shall be filed with the minutes of the proceedings and the Association's records.

ARTICLE V

OFFICERS AND THEIR DUTIES

- Section 1. Officers. The officers of the Association shall be President, Vice President, Secretary, General Fund Treasurer, and the Road Fund Treasurer.
- Section 2. Term of Office. Officers shall assume their duties at the close of the meeting at which they are elected. Officers shall serve for a term of two years or until their successors are elected.
- Section 3. Vacancy in Office. A vacancy in any office shall be filled by the Board of Directors.
- Section 4. Removal and Resignation. Any officer elected or appointed by the board may be removed by the board with or without cause. In any event of the death, resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term.
- Section 5. Duties. Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these Bylaws.
- (a) President. The president shall be the chief executive officer of the Corporation and shall preside at all meetings of the Members and of the Board to ensure that all orders and resolutions of the board are carried into effect.
 - (b) Vice-Presidents. During the absence or disability of the President, the Vice-President shall have all the powers and functions of the President and perform such duties as the board shall prescribe.
 - (c) Secretary. The Secretary shall:
 - (1) attend all meetings of the Association;
 - (2) record all votes and minutes of all proceedings in a book to be kept for that purpose;
 - (3) give or cause to be given notice of all meetings of Members and of special meetings of the board;
 - (4) be responsible for preparing and making available a list of Association Members entitled to vote, indicating the names and addresses at each membership meeting;
 - (5) maintain all the Association documents and records in a proper and safe manner as required by state law; and
 - (6) perform such other duties as may be prescribed by the board.
 - (d) General Fund Treasurer, and the Road Fund Treasurer. The Treasurers shall:
 - (1) have the custody of the Association respective funds and securities;
 - (2) maintain complete and accurate accounts of receipts and disbursements in the Association books;

- (3) deposit all money and other valuables in the name and to the credit of the Association in such depositories as may be designated by the board;
- (4) disburse the funds of the Association as may be ordered or authorized by the board and preserve proper vouchers for such disbursements;
- (5) Prepare, or cause to be prepared, the annual benefit report;
- (6) render to the President and board at the regular meetings of the board, or whenever they require it, an account of all transactions as Treasurers and of the financial condition of the Association;
- (7) render a full financial report at the annual meeting of the Members if so requested;
- (8) be furnished by all Association officers and agents at the treasurer's request, with such reports and statements as may be required as to all financial transactions of the Association; and
- (9) perform such other duties as are given to the Treasurers by these By-laws or as from time to time are assigned to him by the board or the President.

ARTICLE VI.

MEETINGS

Section 1. Annual and Special Meetings

The annual meeting of the Association shall be held on the 2nd Thursday in May. A special meeting may be called at any time by the President or Vice President.

The annual information and update meeting of the Association shall be held on the 2nd Thursday in October.

A special meeting shall be called by the President or Vice President upon written petition of any ten (10) voting members, presented to the President, stating the purpose of such special meeting thereon.

Section 2. Notice of Annual Meetings

Notice of the annual meeting of the members of this Association shall be given in writing by the President or Vice President or Secretary of the Association. Said notice shall be mailed, emailed or delivered to each of the members appearing in the records of the Association. Said notice shall be mailed, emailed or delivered at least fourteen (14) days prior to the date of said meeting.

Section 3. Notice of Special Meetings

At least three (3) days prior to the date fixed for holding of any special meeting of members, written notice of the time, place, and purposes of such meeting shall be

mailed, emailed or delivered to each member. No business not on the meeting agenda shall be transacted at such meetings.

Section 4. Order of Business at Annual Meeting

The order of business at the annual meeting of the members shall be as follows:

- (a) Roll Call
- (b) Reading of the minutes of preceding annual meeting and/or other meetings.
- (c) Report of the Treasurers
- (d) Report of the Board of Directors on Nominations
- (e) Election of the Board of Directors
- (f) Report of Standing Committees
- (g) Report of Special Committees
- (h) Miscellaneous Old and New Business

This order of business may be suspended by a vote of a majority of the members present.

ARTICLE VII.

FUNDS

The Association shall maintain a General Fund and a Road Fund for the benefit of the Association. Both Funds are for the specified needs and benefits of the Association. The Board by resolution may transfer monies between the Funds for the needs and benefits of the Association.

ARTICLE VIII.

GENERAL FUND

Section 1. The purpose of the General Fund is to pay for the normal operating expenses of the Association.

Section 2. The money in the General Fund comes from an assessment as covered in Section 1 of Article III.

This assessment is due and payable on or before July 1st each year. The amount of assessment can be changed upon recommendation of the Board of Directors and approval of the majority of the voting members.

Section 3. The General Fund Treasurer maintains the fund and pays the expenses under the oversight of the Board of Directors. The General Fund Treasurer also bills each member for their assessment each year in May or June.

Section 4. If the homeowner fails to pay the General Fund assessment when due, a lien will be placed against the property. The General Fund Treasurer will notify the delinquent homeowner prior to filing the lien.

Section 5 The major categories of expenses covered by the General Fund are as follows:

- (a) Liability insurance
- (b) Utilities for the front entrance
- (c) Post Office Box rental
- (d) Postage, printing, and administrative supplies
- (e) Mowing along front entrance and care and maintenance of entry way
- (f) Trimming of trees along front entrance
- (g) Secretary of State Annual report and miscellaneous items

ARTICLE IX.

ROAD FUND

Section 1. The purpose of the Road Fund is to provide funding to maintain and/or improve the existing roadways and storm-water collection system infrastructure of the Westbrook Subdivision. If a homeowner decides to collect rainwater and/or groundwater in and around their house, getting it to either a roadway or an existing storm-water sewer is their responsibility/accountability. Over the years, the Board of Directors has installed several small plastic collection headers along some streets to collect the existing runoff pipes to stop the water from running down the street and freezing during cold weather.

Section 2. The money in the Road Fund comes from an annual assessment due on March 31 of each year. The amount of assessment can be changed upon recommendation of the Board of Directors and approval of the majority of the voting members.

Section 3. The Road Fund Treasurer maintains the fund and pays the expenses under the oversight of the Board of Directors. The Road Fund Treasurer also bills each member for their assessment each December.

Section 4. If the homeowner fails to pay the Road Fund assessment when due, a lien will be placed against the property. The Road Fund Treasurer will notify the delinquent homeowner prior to filing the lien.

Section 5. The major categories of expenses covered by the Road Fund are as follows:

- (a) Contractor bills for road repair/replacement
- (b) Contractor bills for storm-water infrastructure repair/replacement
- (c) Postage, printing, and administrative supplies

- (d) Legal costs
- (e) Snow and ice removal
- (f) IRS taxes

ARTICLE X.

AMENDMENTS TO BY-LAWS

- Section 1 These By-Laws may be amended or repealed, in whole or in part, by a majority vote of the voting members present in person or by proxy at any duly organized meeting of the Association.
- Section 2 Effective Date. Amendments to these Bylaws are effective upon their approval in the manner set forth above, unless a later effective date is specified therein.

ARTICLE XI

COMMITTEES

- Section 1 The Board of Directors may designate from among its members an executive committee and other committees, each consisting of two or more directors, by resolution adopted by a majority of the entire board. Each such committee shall serve at the pleasure of the board.

ARTICLE XII

BOOKS AND RECORDS

- Section 1 The Association's books, records and documents shall at all times, during reasonable business hours, be subject to inspection by any Member. Furthermore, all outgoing officers, directors, employees, or committee members must relinquish all official documents, records, and any materials and property of the Association in his or her possession or under his or her control to the newly elected board members within ten days after the election.

ARTICLE XIII

MISCELLANEOUS

- Section 1 In the case of any conflict between the Articles of Incorporation and these Amended Bylaws, the Articles shall control; and in the case of any conflict between the Restated Declaration and these Bylaws, the Restated Declaration shall control.
- Section 2 Parliamentary Rules: "Roberts Rules of Order (current edition) shall govern the conduct of all Association proceedings when not in conflict with West Virginia law, the Articles of Incorporation, the Declaration, these Bylaws, or a ruling made by the person presiding over the proceeding.

Section 3 Notices: Unless otherwise specified in the Declaration or Bylaws, all notices, demands, bills, statements, or other communications required or permitted to be sent under the Declaration or these Bylaws shall be in writing and shall be deemed to have been duly given if delivered personally, emailed or if sent first class mail postage prepaid:

- (a) If to a member, at the address which the Member has registered in writing and filed with the Secretary, or if no such address has been registered, at the last known address of the Member; or
- (b) If to the Association, the Board at the principal office of the Association or at such other address as shall be designated by notice in writing to the Members.

If there are multiple Owners of a single piece of property, notice to one (1) shall be deemed to be notice to all.

XIV

ASSESSMENTS, FINES, FEES, CHARGES, LATE CHARGES AND INTEREST

The association has a lien on a unit for any assessment levied against the unit against the unit owner from the time the assessment due. Fees, charges, late charges, fines and interest charged pursuant to these By-Laws are enforceable as assessments under this section. If an assessment is payable in installments, the full amount of the assessment is a lien from the time the first installment thereof becomes due.

CERTIFICATION

IN WITNESS WHEREOF, we, being the President and Secretary of the WESTBROOK HOMEOWNERS' ASSOCIATION, have hereunto set our hands this 4 day of January, 2024.

[Signature]
President

Tom Kuhn Jr
Secretary

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the WESTBROOK HOMEOWNERS' ASSOCIATION, a West Virginia corporation, and,

THAT, the foregoing Bylaws constitute the Amended Bylaws of said Association, as duly approved by the requisite percentage of homeowners as required by the original Bylaws and as duly adopted at a meeting of the Board of Directors thereof, held on the 4 day of DECEMBER 2023.

Tom Kuhn Jr
Secretary

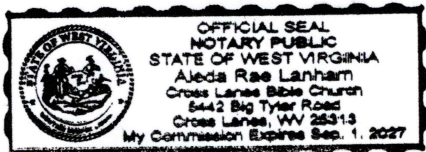
IN WITNESS WHEREOF, I have hereunto subscribed my name on behalf of said Association on the 4 day of JANUARY, 2024.

State WEST VIRGINIA

County KANAWHA

My commission expires on SEPT 1 2027

Aleda Rae Lanham
Notary



AMENDED BYLAWS WESTBROOK HOMEOWNERS' ASSOCIATION