

CLINTON HILLS IMPROVEMENT ASSOCIATION BY-LAWS

ARTICLE I

NAME AND LOCATION

Section 1. The name of this corporation shall be: Clinton Hills Improvement Association, hereinafter referred to as The Association or the Corporation.

Section 2. Its principal office shall be located at: the home of the current president, Clinton Hills, Triadelphia, WV 26059.

Section 3. The Clinton Hills Improvement Association is a non-profit corporation under the laws of the State of West Virginia.

ARTICLE II

SHAREHOLDERS

Section 1. Members of this corporation shall be property owners of Clinton Hills Sub-Divisions and the area known as S.K.S. Farms.

Section 2. Each single dwelling shall be entitled to one vote at all membership or special membership meetings of this corporation, and those voting must be adults who are the owners and present at the meeting, **or when designated by the Board of Directors, deposit their paper ballot designating their vote at a location specified by the Board of Directors.**¹

Section 3. All dues and assessments must be paid through the quarter prior to the meeting, in order to be eligible to vote at a membership, special membership, or a board of directors meeting.

Section 4. Minutes of all meetings shall be available to all members.

ARTICLE III

MEMBERSHIP MEETINGS

Section 1. **Annual** membership meetings shall be **scheduled during the second quarter** at 7:00 P.M., except that special membership meetings may be called at any time by the president, or whenever requested in writing by ten or more members.²

¹ revised 6-22-22

² revised 1-26-20

Section 2. Notice of the time and place of all membership and special membership meetings shall be provided the members by mail or other effective means forty-eight (48) hours in advance of said meeting.

Section 3. The president, vice president, or their assigns shall preside at all such meetings.

Section 4. A quorum for the transaction of business at any membership meeting shall be ten or more eligible voting members.

ARTICLE IV

DIRECTORS

Section 1. The business and property of the corporation shall be managed by a board of ten (10) directors. Four of these directors shall be officers of the corporation as follows: president, vice president, secretary, and treasurer.

Section 2. Election of directors including officers shall take place at the **2nd Quarter** membership meeting. The candidates will be presented by the nominating committee appointed by the board; nominations will also be accepted from the floor. The purpose of the election is to fill vacancies occurring on the board as a result of officers **resigning** off the board. **Officers are elected as officers for one-year terms and may be re-elected as officers or as board members. Directors shall be elected for a period of 3 years and may be re-elected as directors or as board members. There are no limits as to how long a Director or Officer may serve on the board.**³

Section 3. Vacancies of less than one year in the board of directors may be filled for the unexpired terms by the remaining directors at any meeting of the board. The Board of Directors will appoint an interim replacement for any vacancy until the following **2nd Quarter** membership meeting at which time a director will be elected for the remainder of the unexpired term.⁴

Section 4. If the membership of the board is less than the number required for a quorum, a special membership meeting must be held promptly.

Section 5. A quorum for the transaction of business at any regular or special meeting of the directors shall consist of six eligible voting members of the board.

Section 6. The board of directors shall **meet quarterly at a place agreed on by the majority of the board members**. Members are welcome to attend board meetings. Members and any special guests or experts invited by the board may speak to issues on the agenda when recognized by the president. Voting privileges are restricted to board members.⁵

Section 7. Special meetings of the board of directors may be called at any time by the president after providing at least 24 hours' advance notice of said meeting to board members and all other shareholders.

³ revised 1-26-20

⁴ revised 1-26-20

⁵ revised 1-26-20

Section 8. At the **1st quarter** meeting, the nominating committee will present a slate of candidates for the Board of Directors to be included in the minutes prior to the regular **2nd quarter** membership meeting.⁶

Section 9. Any board member who does not perform duties as assigned may be invited by the board to resign. If dereliction of duty continues after written notice, board member may be recommended for removal by majority vote of the board. Shareholders have the responsibility of removing or recalling board members. A general meeting is to be called at which a simple majority vote shall remove the named board member(s).

Section 10. Board members duties include attending board meetings (no more than 2 consecutive unexcused absences) and performing duties as assigned by the president.

ARTICLE V

OFFICERS & COMMITTEES

Section 1. The officers of this corporation shall be a president, a vice president, a secretary and a treasurer, who shall be elected for the term of one year, from July 1 through June 30 and shall hold office until their successors are duly elected and qualified.

Section 2. The president shall preside at all board of directors and membership meetings, and shall have general supervision over the affairs of the corporation and over the other officers, and shall sign all written contracts of the corporation, and be one of the three persons who can countersign all checks, and shall perform all such other duties as are prescribed for him by the board of directors, and shall perform all such other duties as are incident to the office.

Section 3. The vice president will perform the duties of the president in his or her absence; may be one of the three persons who may sign checks, and will perform other duties assigned by the president.

Section 4. The secretary shall attend all meetings and keep the minutes of same; shall have charge of all corporate books, records and papers; shall attest with the signature written contracts of the corporation: and shall perform all such other duties as are incident to the office.

Section 5. The treasurer shall send out all bills of assessment and have custody of all money and securities of the corporation and shall be bonded if deemed necessary by the board of directors. In such sum and with such sureties as the directors may require conditioned upon the faithful performance of the duties of the office. The treasurer shall be one of the three persons who can sign all checks of the corporation, shall keep regular books of account, and shall submit them, together with all vouchers, receipts, records, and other papers, to the Directors for their examination and approval as often as they may require and shall perform all such other duties as are incident to the office.

Section 6. Committees will be chaired by a Board member. Any officer who does not perform duties as assigned may be asked by the board to resign. If dereliction of duty continues after written notice the officer may be recommended for removal by majority vote of the board. Shareholders have

⁶ revised 1-26-20

the responsibility of removing or recalling officers. A general meeting is to be called at which a simple majority vote shall remove the named officer. Section 7. Committees will be chaired by a Board member.

Section 7. The Building Committee will consist of at least two association members other than board members in addition to the chairperson. Duties include, but are not limited to, review of proposed new structures to ensure compliance with the covenants and review of complaints concerning the upkeep of existing structures and property.

The following are the Building Committee operating procedures for Complaints.

a. Complaints will be submitted in writing to the CHIA President who will assign the complaint to the Building Committee for review and recommendation.

b. The Building Committee will make a recommendation that will be voted on by the Building Committee and Board of CHIA. A two-thirds vote acceptance by the Board and Building Committee is necessary for the acceptance of any recommendation.

c. The recommendation can include assessments, corrections billed to the homeowner, or other remedies deemed acceptable by the Board and Building Committee.

The following are the Building Committee operating procedures for UNATTACHED STRUCTURES.

a. An application will be submitted that will include information identifying why a structure meets the construction requirements identified below. Copies of all submitted documents will be maintained as part of the record. A Simplified Application FORM is available from the Building Committee. Appearance and landscaping will be considered in the approval of any application.

b. A copy of all submitted documentation will be returned to the applicant with the application signed by at least two of the Building Committee Members and the President of the CHIA.

c. When a Construction Application is denied, the reasons for the denial will be documented in a letter to the applicant from the President and signed by at least two members off the Building Committee.

d. Records will be maintained for historical purposes and for determining violations of any criteria placed on the acceptance of the construction.

e. Unapproved structures will be addressed under ARTICLE VI Section 8.

f. Existing structures will be allowed 180 days to become compliant with the requirements and will be grandfathered with respect to their size and their location only. An application should be submitted as soon as possible along with a photograph(s) of the structure.

g. Variances to the UNATTACHED STRUCTURES CRITERIA or an appeal of a denial can be applied for and will be considered by the Building Committee and Board of CHIA. A two-thirds vote (acceptance of the Board and Building Committee) is required for acceptance of any Variance or denial of appeal. The Appeal or a requested Variance shall be submitted in letter form to the President of the CHIA.

UNATTACHED STRUCTURES CRITERIA:

1. Unattached structures are limited to one per residence
2. Single story structure built of wood, brick, and/or siding, that is enclosed on all sides and mounted on a concrete foundation or supported a minimum of 1 inch above the ground. Metal sheds are prohibited.
3. The structure shall have a shingled roof that is peaked or flat and does not exceed 10 feet at its highest point.
4. Outside structure information – Not located in front yard and ten (10) feet from any other building. The Maximum width shall not exceed 10 feet and maximum length shall not exceed 12 feet for a maximum of 120 square feet. There shall be no exposed metal, however a metal-hinged door(s) will be acceptable. Roll-up or sliding doors are prohibited. Maximum total entrance size shall not exceed 6 feet.
5. It is the responsibility of the homeowner to ensure that new or existing structures located near property lines are not located on another resident's property. The acceptance of an unattached structure application by the Building Committee and Board does not absolve the applicant of this responsibility
6. Storage of a trailer mounted boat or a car is prohibited.
7. Any storage of flammable materials will meet or exceed fire department standards and electrical connection will be made in accordance with appropriate codes.

REQUIRED ATTACHMENTS: Each application shall have the following signed attachments.

1. A plot plan must be submitted with the application showing where the shed will be located and showing setbacks.
2. Sketch of building with construction materials and landscaping.

Section 8. The infrastructure committee will consist of at least two Association members other than board members in addition to the chairperson. Duties include but are not limited to monitoring the condition of roads, guard rails, entrance drive lighting, and brush trimming, and drainage systems, and advising the board of any modifications that may be needed.

Section 9. Other committees may be designated by the Board for special purposes.

ARTICLE VI

FINANCE

Section 1. The funds of the corporation shall be deposited in such bank or trust company as the Directors shall designate, and shall be withdrawn only upon the check or order of the Treasurer, countersigned by the President or Vice President or any two of the three.

Section 2. Single expenditures up to ***five thousand dollars (\$5000)** for a given purpose may be approved for payment by the Board of Directors. Snow removal expenses are the only exception to this Section.⁷

Section 3. All expenses of the corporation shall be paid from the then cash surplus. This cash surplus shall be maintained by the prepayment of an assessment, (either a membership dues, or for nonmembers a road maintenance fee) for the amount approved by a two thirds (2/3) majority of eligible voters present at a membership or special membership meeting, per household, per quarter. All assessments (either a membership dues, or for nonmembers a road maintenance fee) are due in advance, payable January 1, April 1, July 1, and October 1. Special assessments may be levied if ratified by two thirds (2/3) majority of eligible voters present at a membership or special membership meeting. Notification of an assessment vote shall be given at least fifteen (15) days prior to the voting.

Section 4. Assessment delinquencies shall be handled in the following manner: The Treasurer will notify members on the quarterly statement of the late fee in an amount to be determined at the annual meeting, that will be charged on any accounts that are more than 90 days past due.

(A)The Board will decide whether to pursue legal action on overdue accounts. Costs associated with legal action will be added to the amount of the past due account.

(B) Residents will be notified by a letter from the President at least 30 days prior to pursuit of legal collection measures.

(C) Members may appeal in writing to the Board for deferral of late fees and legal proceedings.

(D)The names of the past due accounts will be posted in the meeting minutes at the board of directors' discretion.

Section 5. Proposed expenditures (except snow removal) in excess of ***five thousand dollars (\$5000)** must be approved by two-thirds (2/3) majority of eligible voters present at a membership or special membership meeting. Expenditures of more than five thousand dollars (\$5,000) must be presented in writing to the membership at least fifteen (15) days prior to voting.⁸

Section 6. A review of the corporate books will be performed at the end of each fiscal year by a committee of two non-directors appointed by the President.

Section 7 Nonmembers of the community who utilize common elements within the community shall be granted an easement for use of those elements. They shall be assessed the same amount as the assessment for members of the community for the maintenance and upkeep of those common elements. In addition, they will be subject to the same procedures as identified in Section 4 for Assessment Delinquencies.

Section 8 Structures that are not approved within 180 days after the acceptance of the UNATTACHED STRUCTURES CRITERIA remedies deemed acceptable by the Board and the Building Committee will be communicated to the homeowner

ARTICLE VII

⁷ revised 6-22-22

⁸ revised 6-22-22

PARLIAMENTARY AUTHORITY

Section 1. All meetings of this corporation, and all public meetings conducted by said corporation shall be operated under Robert's Rules of Order, and all questions of procedure shall be determined by said Robert's Rules of Order.

ARTICLE VIII

AMENDMENTS

Section 1. Amendments to these by-laws may be made by a majority vote of eligible voters present at any membership meeting, when a copy of the proposed amendment change has been sent to all members of the association at least thirty (30) days prior to the scheduled membership meeting for voting on amendment changes.

ARTICLE IX ⁹

Board of Directors

Section 1. All officers will have the quarterly dues on their residence waived while serving. This would include President, Vice President, Treasurer, and Secretary.

Section 2. All directors (board members) shall have the quarterly dues on their residence reduced by 50% while serving on the board

Section 3. This reduction would be applicable only if directors (board members) or officers are actively involved in the duties of the board and attend a minimum of 75% of all scheduled board meetings. This reduction would not apply to any special assessments that are approved. The reduction would only apply to member's primary residence. Any additional properties owned would still be charged full dues.