

**WESTVIEW ON THE LAKE HOMEOWNERS ASSOCIATION
BY-LAWS**



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APPENDIX A: BOARD OF DIRECTORS AND COMMITTEES B-1

**BY-LAWS of
Westview on the Lake Homeowners Association**

**ARTICLE I:
NAME AND LOCATION**

The name of the corporation is *Westview on the Lake Homeowners Association (WLHA)*, hereinafter referred to as the "Corporation." The principal office of the Corporation is the residence of the standing Association Secretary/Treasurer however, Association meetings will be held at such places as designated by the President or Board of Directors. WLHA is located in the Clarksville Magisterial District of Mecklenburg County, Virginia, and is for the exclusive use, benefit, and enjoyment of the owners of residential lots and their guests.

**ARTICLE II:
DEFINITIONS**

1. "Corporation" shall mean and refer to *Westview on the Lake Homeowners Association*, its successors and assigns.
2. "Properties" shall mean and refer to that certain real property described in the Westview Articles of Incorporation, and such additions thereto as may hereafter be brought within the jurisdiction of the Corporation.
3. "Common Area" shall mean all real property owned by the Corporation for the common use and enjoyment of all members of the Corporation, including private streets, green ways, and recreation areas.
4. "Private Streets" shall mean those portions of the Common Area which are designated as street areas, whether or not constructed or opened, but which are not dedicated as a public street and are not publicly maintained.
5. "Lot" shall mean and refer to any plot of land shown upon the last recorded subdivision map of the Properties on which such plot appears (provided said map has been approved by the Board of Directors) with the exception of the Common Areas.
6. "Lot in Use" shall mean and refer to any lot on which a dwelling unit has been constructed and occupied as a dwelling unit.
7. "Member" shall mean and refer to any person or entity that holds membership in the Corporation. There shall be but one class of membership in the Corporation.
8. "Owner" shall mean and refer to the property owner of record, whether one or more persons or entities, of a simple title to any lot which is a part of the properties, but excluding those having such interest merely as security for the performance of an obligation.

**ARTICLE III:
MEETING OF MEMBERS**

1. Annual Meeting. An annual membership meeting shall be held in October of each year, during which directors and officers will be elected, as required, to fill vacated positions. Membership meetings may also be held in conjunction with Board meetings at the discretion of the Board of Directors.
2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of fifteen percent (15%) of all the members who are entitled to vote.

3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of the President or the Secretary/Treasurer. Meeting notices shall be given at least 14 days in advance of any annual or regularly scheduled meeting, and at least seven days in advance of any other meeting, to each member as to the time, place, and purpose of such meeting. The notice shall be sent to each member entitled to vote there at, to the member's email address, or by postal service, to the address last appearing on the books of the Corporation, or as supplied by such member of the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.
4. Quorum. The presence of fifteen percent (15%) of the members entitled to vote, or represented by their proxies at a regular or special meeting of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these BY-LAWS. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.
5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be by email or in writing and filed with the Secretary/Treasurer and shall specify the date of the meeting for which the proxy is valid. Every proxy shall be revocable and shall automatically cease upon conveyance by the voting member.

ARTICLE IV: BOARD OF DIRECTORS

1. Number. A Board of Directors comprised of not less than three (3) or more than five (5) elected members shall manage the affairs of the Corporation. Directors must be members of the *Westview on the Lake Homeowners Association*. The allowable number of Directors may be changed by amendment of the BY-LAWS of the Corporation. The names and terms of the current Board of Directors are shown in Appendix A.
2. Term of Service. Directors shall be elected for terms of not more than three (3) years. At the October General Membership Meeting of each year, the members of the Corporation shall re-elect incumbent Board members or elect members to replace those Board members whose terms expire in the same year. All Directors shall serve until their successors have been elected. If a Director is unable to serve, a special election will be held to elect their replacement.
3. Nomination. A Nominating Committee appointed by the Board, as well as any Corporation member, may nominate persons for election to the Board of Directors.
4. Election Process. The method for election of Directors shall be accomplished as stipulated in Article IV of the Westview on the Lake Articles of Incorporation.
5. Meetings. Meetings of the Board of Directors shall be convened as necessary to accomplish the business of the Corporation. Board of Directors meetings may be held in conjunction with meetings of the Association Membership.
6. Special Meetings. Special meetings including Executive Sessions of the Board of Directors shall be conducted in accordance with the provisions of the Code of Virginia, § 55-510.1.
7. Proxies. At all meetings of the Board of Directors, each Director may vote in person or by proxy. All proxies shall be by email or in writing and filed with the Secretary/Treasurer and shall specify the date of the meeting for which the proxy is valid. Every proxy shall be revocable and shall automatically cease upon conveyance by the voting member.

**ARTICLE V:
POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

1. Powers. The Board of Directors shall have the power to:
 - a) Exercise for the Corporation all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these BY-LAWS the Articles of Incorporation, the Declaration, or the Code of Virginia;
 - b) Adopt and publish rules and regulations, interpreting and applying the powers and duties enumerated in the Code of Virginia, Title 55-Property and Conveyances, Chapter 26-Property Owners Association Act, BY-LAWS, Articles of Incorporation, and Declaration which the Board is empowered or directed to exercise, including, but specifically not limited to, the power to adopt and publish rules and regulations governing the use of the Common Area and amenities thereon, and the personal conduct of the members and their guests thereon, and establishing penalties for the infraction thereof. All rules and regulations and amendments thereto adopted by the Board shall be published and emailed, mailed or delivered to/all members within seven (7) days following adoption and shall become effective thirty (30) days following adoption. Such notice to a member of rules, regulations, or amendments shall be deemed notice to any person to whom the member has delegated his right of enjoyment;
 - c) Procure and maintain adequate general liability insurance on property owned by the Corporation, professional liability insurance for directors and officers and a dishonesty bond for persons having fiscal responsibilities;
 - d) Cause the Common Area and amenities to be maintained;
 - e) Provide for the maintenance and improvement of the Private Roads;
 - f) Suspend the voting rights of a member during any period in which such member shall be in default in the payment of any assessment levied by the Corporation.
2. Duties. It shall be the duty of the Board of Directors to:
 - a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by fifteen percent (15%) of the members who are entitled to vote;
 - b) Supervise all officers, agents and employees of this Corporation, and to see that their duties are properly performed;
 - c) Fix the amount of the annual assessment against each Lot;
 - d) Send written notice of each assessment to every Owner subject thereto;
 - e) Take action as it deems appropriate to collect assessments, including, but not limited to, foreclosure of the lien against the property for which assessments are not paid;
 - f) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. The Board may make a reasonable charge for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

- g) Take action as it deems appropriate to enforce provisions of the Declaration and ensure that the purposes of the Declaration are fulfilled; and
 - h) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.
3. Compensation. No director shall receive compensation for any service he/she may render to the Corporation in his/her capacity as a director. However, any director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.
4. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting, which they could take at a meeting, by obtaining written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VI: OFFICERS AND THEIR DUTIES

1. Enumeration of Offices. The officers of this Corporation shall be a President and a Secretary/Treasurer, who shall at all times be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create. The Secretary/Treasurer is a non-voting member of the Board of Directors. Chairpersons of duly established Committees shall act as advisors to the officers. The officers of the Corporation shall have such powers as are necessary to properly administer the affairs of the Corporation and as are set forth in the Code of Virginia, these BY-LAWS, the Articles of Incorporation, the Easements and Restrictive Covenants and in appropriate resolutions adopted by the Board of Directors.
2. Duties of the President. It shall be the duty of the President to:
- a) Preside over all Board of Directors meetings and the General Membership Meeting;
 - b) Ensure the business of the Corporation is conducted in accordance with the Code of Virginia, these BY-LAWS, the Articles of Incorporation, the Easements and Restrictive Covenants and appropriate resolutions adopted by the Board of Directors;
 - c) Establish the meeting agenda and inform the members as to the time, location and agenda in advance of all meetings;
 - d) Provide the deciding vote in the event of a tie-vote by the Directors;
 - e) Exercise the proxy of any Director who will not be present to vote during a meeting;
 - f) Execute the financial and contractual responsibilities of the Corporation; and
 - g) Perform other duties as may be inherent to the office of President or assigned by the Board of Directors.
3. Duties of the Secretary/Treasurer. The duties of the Secretary/Treasurer shall include:
- a) Maintain the books, papers, and records of the Corporation;
 - b) As required, serve as the agent of the President;
 - c) Obtain the proxy of any Director who will not be present to vote during a meeting;
 - d) Execute the financial and contractual responsibilities of the Corporation;

- e) Prepare and submit the Common Interest Community Board Annual Renewal Report (November);
 - f) Prepare and submit the Commonwealth of Virginia State Corporation Commission Annual Report (January);
 - g) File as the registered office/agent of the Corporation with the Commonwealth of Virginia State Corporation Commission;
 - h) Prepare and file the annual US Government Internal Revenue Service Federal Income Tax Report (Form 1020H; March);
 - i) Maintain/renew insurance policies and bonds as approved by the Board of Directors;
 - j) As required by the Code of Virginia, provide an Association Disclosure Packet to purchasers of real estate within the Corporation; and
 - k) Perform other duties as may be inherent to the office of the Secretary/Treasurer or assigned by the Board of Directors.
4. Election of Officers. The election of officers shall take place at the October General Membership Meeting each calendar year, as required. The Board of Directors shall elect a Director to serve as President. The members of the Association shall elect the Secretary/Treasurer, as required.
 5. Terms. Members, as is necessary, shall elect officers of the Corporation annually. The President and Secretary/Treasurer shall serve a three-year term unless he/she shall sooner resign, or shall be removed, or otherwise disqualified to serve.
 6. Resignation and Removal. Any officer may be removed from office, with or without cause, by a vote of two-thirds (2/3) majority of members present or by proxy at a regular or special meeting of members. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary/Treasurer. Such resignation shall take effect on the date of receipt of notice or at any later time specified therein. Any officer shall be disqualified from holding office upon loss of membership in the Corporation or upon suspension of their voting rights as stipulated in Article V.1.f of these BY-LAWS.
 7. Compensation. No officer shall receive compensation for any service he/she may render to the Corporation in his/her capacity as an officer. However, any officer may be reimbursed for his/her actual expenses incurred in the performance of his/her duties.

ARTICLE VII: COMMITTEES

1. Architectural Committee. This committee will consist of three to four elected members. Their duties shall be as stipulated in the Covenants of this Corporation.
2. Green Way Committee. This committee will consist of one to two elected members. Their duties will be to develop plans for beautification of the subdivision; schedule activities for members for (a) plantings (b) cleanups (c) general beautification; act as a consultant to the Architectural Committee regarding fencing, plantings, etc. in individual lot owner areas; and, develop sources for landscaping supplies and landscaping assistance.
3. Roads & Property Committee. This committee will consist of two to 4 elected members. The duties of this committee shall include developing plans for the following:
 - a) Road maintenance and repairs.

- b) Right of way maintenance on side ditches and culverts.
 - c) Future road upgrades (i.e., resurfacing or asphalt paving of the main road).
 - d) Snow/ice removal service.
 - e) Ensure all roads and cul-de-sacs have proper road signs.
 - f) Prepare, at least every five years, a Capital Reserve Study to validate that adequate reserves are established for the maintenance of the Corporation's roads and real property.
4. Other Committees. The Board of Directors may appoint such other committees, comprised of such members and having such duties as are set forth in the rules and regulations of the Corporation, as the Board deems appropriate in carrying out its purpose.
 5. Right of Appeal. Members shall have the right to appeal any decision of officers or committees of the Corporation through the President to the Board of Directors.
 6. Election of Committee Members. The election of Committee members occurs annually or as required to fill vacant positions. The term of each member of a committee shall be three (3) years. Committee Chairpersons will be designated by vote of the Board of Directors.

ARTICLE VIII: BOOKS AND RECORDS

1. Availability. The books, records and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the By-Laws of the Corporation shall be available for inspection by any member at the principal office of the Secretary/Treasurer, where copies may be purchased at reasonable cost.
2. Disclosure Packet. The Secretary/Treasurer will maintain packets that include the Protective Covenants, the BY-LAWS and the Articles of Incorporation, as well as the other information specified by the code of Virginia, § 55-512. These will be made available to prospective property owners and to attorneys or real estate representatives within 14 days of the purchase of property within WLHA.

ARTICLE IX: INDEMNIFICATION AND ELIMINATION OF LIABILITY

1. Stipulation. Article VI of the Articles of Incorporation governs the Corporation's indemnification and elimination of liability. General liability and indemnification provisions are stipulated below however, where a conflict may exist between these BY-LAWS and the Articles of Incorporation, the Articles of Incorporation shall take precedence.
2. Liability. No Director or Officer shall be liable for transacting business for the simultaneous benefit of the Corporation and himself or herself whether directly or indirectly, provided that at least two-thirds (2/3) of the Board of Directors of the Corporation approves the transaction(s) following full disclosure by said Director or Officer.
3. Indemnification. The Corporation shall indemnify the Directors, Officers, employees or agents, and may insure any such party upon approval of the Board of Directors in accordance with Section 13.1-205.1, Code of Virginia as amended.

ARTICLE X: BY-LAWS

1. Establishment. The initial BY-LAWS shall be unanimously approved and adopted by the

Board of Directors and may be thereafter amended, altered adopted or rescinded by vote of more than sixty-six percent (66%) of the total authorized votes pursuant to Article IV hereof. Appendices to the BY-LAWS may be amended or removed by simple majority vote of the Board of Directors.

2. Amendment. These BY-LAWS may be amended, at a Special Meeting of members called for that purpose and approved by an affirmative vote of a two-thirds (2/3) majority of members present in person or by proxy. If the Declaration or Articles of Incorporation are amended, equivalent provisions of these BY-LAWS shall be deemed to have been amended in like manner, and the BY-LAWS shall be revised to reflect such amendment.
3. Precedent. Where a conflict exists between the BY-LAWS and the Articles of Incorporation the Declaration or the Code of Virginia, the Articles of Incorporation the Declaration and the Code of Virginia shall take precedence.

SIGNATURE PAGE

IN WITNESS WHEREOF, FOR THE PURPOSE OF PROVIDING BY-LAWS FOR THIS CORPORATION UNDER THE LAWS OF THE STATE OF VIRGINIA, AND IN ACCORDANCE WITH THE ARTICLES OF INCORPORATION OF *WESTVIEW ON THE LAKE HOMEOWNERS ASSOCIATION*, THE UNDERSIGNED, CONSTITUTING THE OFFICERS OF THIS CORPORATION HAVE EXECUTED THESE BY-LAWS THIS ____ Day OF _____, 2010.

IN WITNESS WHEREOF, Westview on the Lake Homeowners Association has caused this agreement to be executed in its company name by its proper officers thereunto duly authorized, all as of the day and year first above written.

Signature _____ Date _____
Robert R. Rounds, President

Signature _____ Date _____
Michael E. Koch, Secretary/Treasurer

Signature _____ Date _____
Chris Elliotte Bailey, Director

Signature _____ Date _____
KimberlyAnn W. Landefeld, Director

Signature _____ Date _____
Gena Lynn Overbey, Director

Signature _____ Date _____
Sig G. Rogers, Director

APPENDIX A: Board of Directors and Committees

(as of May, 2010)

NAME	POSITION	START OF TERM	END OF TERM
Board of Directors			
Robert Rounds*	President	January 2008	January 2011
Chris Bailey	Board Member	January 2009	January 2012
Gena Overbey	Board Member	January 2007	January 2010
Sig Rogers	Board Member	January 2009	January 2012
Kim Landefeld	Board Member	January 2008	January 2011
Mike Koch*	Secretary/Treasurer	January 2008	January 2011
Architectural Committee			
Cindy Rogers	Chairperson	April 2009	April 2012
Mike Koch	Member	April 2009	April 2012
Bill Seals	Member	April 2009	April 2012
Greenway Committee			
Doris Koch	Chairperson	January 2006	Indefinite
Roads Committee			
Sig Rogers	Chairperson	February 2009	February 2012
Kork Bensen	Member	February 2009	February 2012
Jim Landefeld	Member	February 2009	February 2012
Bill Seals (non-voting)	Member	February 2009	February 2012
*Association Officer			