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GLENWOOD FOREST OWNERS ASSOCIATION BY-LAWS

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ARTICLE I

NAME

The name of the organization shall be the Glenwood Forest Owners Association (GFOA).

ARTICLE II

PURPOSE

The Glenwood Forest Owners Association (GFOA) shall be organized to preserve the original environmental standards of the area and to provide owners with needed services, to include maintenance and repair of roads and common areas, fire and security, governing functions, and desired community amenities.

It shall be a democratically run, non-profit organization in which membership is automatic with the purchase of property within the plot known as Glenwood Forest. Operating under recorded land agreements, the Association's primary objective shall be to control, regulate, and maintain facilities owned in common by the owners. It shall also provide community services and promote community activities, e.g., social and recreational, for the benefit of its members. Annual assessments paid by all members shall provide the financing necessary to support the Association's activities.

ARTICLE III

THE MEMBERSHIP

Section 3.01 MEMBERSHIP IN THE ASSOCIATION: Membership in GFOA shall be automatic with the signing of a deed to property within the community and shall be transferred with that deed. A member in good standing is defined as a lot owner who is not in arrears in his/her assessments. Membership is irrevocable and mandatory for all owners.

Section 3.02 AUTHORITY: Within the constraints of the recorded covenants as attached to these by-laws, the membership shall be the primary authority of the Association. Through the election of officers who conduct the day-to-day affairs of the Association under the direction of an elected Board of Directors, and by voting on important community issues, the membership shall govern the activities of the Association and determine its policy.

Section 3.03 MEMBERS FEES: Fees are defined as any fee, assessment, or charge property levied by the Association on its members. Fees include but are not limited to maintenance assessments, lien filing charges, interest charges, and assessments.

As required by the recorded covenants and stipulated in every deed to property within the community, the Association will collect an annual maintenance assessment (fee) from each lot owner of the community. These funds will be used to pay the cost of Association maintenance employee's salaries; common roads, recreation areas, and common property; social event expenses; newsletter production; utilities; taxes, insect and pest control; operating and legal costs and other miscellaneous Association expenses.

The billing for the current year assessments and fees will be mailed not later than May 1. Payment for that bill will be due no later than June 30 of that year and will be considered past due after June 30 of that year. Graduated late charges will be added to the assessments and fees not received by this time. A lien may be placed on property with a balance one or more years past due, and all penalties and fees incurred will be the responsibility of the property owner. For example, assessments and fees billed on May 11 1991 and due June 30, 1991 will be considered past due on July 1, 1991 and one year past due and in arrears as of June 1, 1992.

ARTICLE IV

MEETINGS

Section 4.01 GENERAL MEETINGS: General membership meetings shall be held semi-annually so that the membership may have the opportunity to hear and comment on reports by its Board of Directors, Officers and various committees and to elect successors for those officers and directors whose terms have either expired or been vacated.

Section 4.02 QUORUM: A quorum at a general meeting shall be constituted by those persons, proxies, and absentee ballots present and representing eligible voters of GFOA.

Section 4.03 NOTICE OF MEETINGS: The notice of general meetings will be presented to all members of GFOA in a manner so that all agenda items known at the time of the notification may be responded to by absentee ballot or proxy. The notice will also contain the format for a proxy designation.

Section 4.04 SPECIAL MEETINGS: It shall be the duty of the Chairman of the Board of Directors of GFOA to call a special meeting of the general membership at a time, date, and place for such purposes as directed by a resolution of two-thirds of the members of the Board of Directors or upon petition signed by a majority of the voting members of GFOA.

The notice of special meetings will be presented to all members of GFOA in a manner so that an absentee ballot or proxy may apply to all agenda items known at the time of the notification. The notice will also contain the format for proxy designation.

Section 4.05 NOTIFICATION AND CONDUCT OF MEETINGS: It shall be the duty of the Executive Committee to mail or have delivered a notice of each general meeting or special meeting of GFOA stating the time, date, place, and purpose at least fifteen (15) days but not more than fifty (50) days prior to such meeting. All meetings will be held in Berkeley County, West Virginia, and will be conducted in accordance with Roberts Rules of Order.

The mailing or delivery of a notice to members of GFOA shall be considered notice served.

Section 4.06 AGENDA: The normal order of business at all general or special meetings of GFOA shall be as follows:

1. Registration and Validation of Credentials

Sign-in and check of fee currency, lot number, proxy lot numbers when appropriate; receipt of ballot forms if applicable.

2. Proof of Legality of Meeting

- A Notice of Meeting
- B. Quorum Representation
- 3. Reading of Minutes of Preceding Meeting
- 4. Report of Treasurer
- 5. Report of President
- 6. Report of Board Chairman
- 7. Communications
- 8. Election of Officers and Board Members (if applicable)
- 9. Old Business
- 10. New Business
- 11. Discussion Items
- 12. Adjournment

ARTICLE V

BOARD OF DIRECTORS:

Section 5.01 NUMBER OF DIRECTORS: The Board of Directors shall not exceed eleven (11) elected members, nine (9) members elected at large plus the duly elected President and Treasurer. Any member who is in good standing of the Association shall be eligible to run for a position on the Board of Directors. The members in good standing shall elect the nine (9) general members of the Board. Good standing shall be interpreted to mean that assessments that would be considered in arrears by June 30 of the current year have been paid as of the date of the election.

Section 5.02 POWERS: The Board of Directors shall be responsible for determining policies of the Association, approving all transactions that will result in expenditures of GFOA funds in excess of Five Hundred Dollars (\$500.00) over the amounts budgeted for each line item of the approved budget. The Board will also monitor and direct the application of operating funds and capital assets for the use and benefit of the Association, approve the annual budget, and assume final responsibility for policies and employment of staff. It shall exercise the right to settle conflicts.

The Board of Directors, by a resolution, may recommend the reprimand, suspension, or removal of any officer to the general membership for incompetence, neglect of duty or wrongdoing in office. At the next general or special membership meeting a two-thirds vote of approval of those present plus proxy votes will be required for the resolution to be passed.

Section 5.03 TERM OF DIRECTORS: The Directors shall serve a three-year term. Three new Board members shall be elected for a three-year term at each Spring general membership meeting.

ARTICLE VI

ELECTION OF DIRECTORS

Section 6.01 At each Spring meeting, the membership shall elect the three (3) new Directors to fill the positions vacated by those terms that have expired.

Section 6.02 VACANCIES: If a Board member relinquishes membership in GFOA, resigns, or cannot continue to serve on the Board, or as an officer of the Board, the Chairman will appoint another member of GFOA to serve until the next general or special membership meeting; at that time a new member will be elected to fulfill the remainder of the unexpired term. If the departing member is the Chairman, the Vice-Chairman will assume the chairmanship.

Section 6.03 OFFICERS OF THE BOARD OF DIRECTORS: The Board of Directors shall elect a Chairman, Vice-Chairman and a Secretary from among the Board members. The President and Treasurer cannot be elected to an office on the Board.

Section 6.04 DUTIES OF THE OFFICERS:

1. **Chairman of the Board:** The Chairman of the Board shall preside at all meetings of the Board of Directors at which the Chairman shall be present. The Chairman shall have and may exercise such powers as are from time to time, assigned to the Chairman of the Board.
2. **Vice-Chairman:** In the absence of the Chairman, the Vice-Chairman shall perform the duties and exercise the functions of the Chairman, and when so acting, shall have the powers of the Chairman.
3. **Secretary:** The Secretary shall keep minutes of all meetings, read all correspondence, maintain records and shall forward all correspondence as directed by the Board.

Section 6.05 MEETINGS OF THE BOARD OF DIRECTORS: At least once quarterly, the Board shall hold scheduled meetings. Additional meetings may be called by the Chairman when necessary. Board meetings shall normally be open to the membership at large. The Chairman may, for reasons of sensitivity or practicality, declare the meetings closed or restrict the participation of attendees who are not Board members. GFOA members may submit written, signed statements to any Board member or officer concerning affairs they wish the Board to discuss at any meetings. The Board shall meet immediately after the general membership meeting in the Spring to select a new Board Chairman, Vice-Chairman and Secretary, and set the time for the next meeting.

At the semi-annual Association meeting the Board shall report to the members on all its activities and obtain their approval by vote of important community affairs. More frequent reports may be issued through a community newsletter.

Section 6.06 QUORUM: A quorum for conducting a Board meeting shall be at least six members of the Board present or attending by proxy.

Section 6.07 AGENDA: The normal order of business at all Board of Directors meetings shall be as follows:

1. Proof of Legality of Meeting
 - A. Notice of Meeting
 - B. Quorum Representation
2. Reading of Minutes of the Preceding Meeting
3. Report of the Treasurer
4. Report of the President
5. Communications to Board
6. Old Business
7. New Business
8. Discussion Items
9. Adjournment

Section 6.08 VOTING ON AGENDA ITEMS: A quorum must exist to take a recorded (valid) vote. A majority vote of all members present or represented by proxy shall be required for any motion to be carried. A voting record of all Board members will be kept by the Secretary and be made available to GFOA members upon request.

Section 6.09 NOTICE OF MEETINGS: The notice of Board meetings will be presented to all members of the Board at least fifteen (15) days prior to the meeting in a manner so that all agenda items known at the time of notification may be responded to by proxy. A proxy may be received by telephone or in writing to any member of the Board. If requested by a majority vote of the Board members present, the proxy must be verified in writing at the next Board meeting.

Section 6.10 EMERGENCY MEETINGS: In extraordinary circumstances, the Chairman of the Board may call an emergency meeting. The emergency meetings may be called with twenty-four hours notice. Quorum, proxy and voting requirements for emergency meetings will be the same as for regular Board meetings.

ARTICLE VII

EXECUTIVE COMMITTEE

Section 7.01 EXECUTIVE COMMITTEE: The Association shall have an Executive Committee responsible for administering those policies approved by the Board of Directors and for coordinating the activities of the six (6) standing committees and any ad hoc committees.

The Executive Committee shall consist of elected officers and the appointed chairmen of the standing committees.

Section 7.02 OFFICERS OF THE EXECUTIVE COMMITTEE: The elected officers of the Executive Committee shall be President, Vice-President, Secretary and Treasurer. They shall derive their authority from and be responsible to the Board of Directors.

Section 7.03 TERM OF OFFICE: The officers shall be elected for a two-year term.

Section 7.04 DUTIES OF THE OFFICERS:

Section 7.04A PRESIDENT: The duties of President shall be:

1. To preside over all meetings of the Executive Committee and semi-annual meetings of the Association.
2. To prepare the agenda for such meetings.
3. To serve as the spokesman for the Association to the larger community, negotiate and sign contracts in the Association's name (unless the aggregate cost over the life of the contract exceeds the spending limits outlined in Section 5.02. In this case the Board must approve the contract prior to signature). Appoint all committee chairmen and enlist volunteer participation in community affairs.
4. To be a voting member of the Board of Directors and all standing committees.
5. To oversee all Association activities and encourage members to fulfill their responsibilities and enjoy their prerogatives within the Association.
6. To have other powers and perform such other duties, and have additional descriptive designations in his or her title (if any) as may be assigned by the Board of Directors.

Section 7.04B VICE-PRESIDENT: The duties of the Vice-President shall be:

1. To perform the duties and exercise the functions of the President at the President's request or in the President's absence or during the President's inability to act and when so acting shall have the powers of President.
2. To have other powers and perform such other duties, and have additional descriptive designations in the Vice-President's title (if any) as may be assigned by the Board of Directors.

Section 7.04C SECRETARY: The duties of the Secretary shall be:

1. To keep the minutes of the meetings of the Executive Committee and semi-annual meetings, in books provided for the purpose.
2. To see that all notices are duly given in accordance with provisions of the By-Laws or as required by law.

3. To be the custodian of the records of the Association which will be maintained in Berkeley County, West Virginia.
4. To witness all documents on behalf of the Association, the execution of which is duly authorized, see that the Association seal is affixed when such document is required to be under its seal, and when so affixed may attest the same.
5. To perform all duties incident to the office of the Secretary of an Association and such other duties as from time to time may be assigned to the Secretary by the President.

Section 7.04D TREASURER: The duties of the Treasurer shall be:

1. To have charge of and be responsible for all funds, securities, receipts and disbursements of the Association.
2. To deposit, or cause to be deposited, in the name of the Association, all monies or other valuable effects in such banks, trust companies or other depositories as shall from time to time be selected by the Board of Directors and the President.
3. To render an account of the financial condition of the Association at each meeting of the Directors and to the President, whenever requested.
4. To perform all duties incident to the office of a treasurer of an association, and such other duties as may from time to time be assigned to the Treasurer by the Board of Directors or the President.

Section 7.05 MEETINGS: Regular meetings of the Executive Committee shall be held at the direction of the President as required.

ARTICLE VIII

COMMITTEES

Section 8.01 GENERAL COMMITTEES: General Committees shall be drawn from the membership to serve specific functions. The President shall approve the numerical composition of each committee. They shall derive their authority from and are responsible to the President. No committee shall have the authority to negotiate or sign contracts in the Association's name, commit Association funds, or make final decisions affecting Association operations or its members. Board members shall not serve as chairmen of committees. Tenants residing in Glenwood Forest may serve as non-voting members of any committee.

Section 8.02 STANDING COMMITTEES: Standing Committees shall exist within GFOA to assist the Board of Directors and the Executive Committee in carrying out their tasks and help to fulfill the Association's objectives. Standing Committees shall be responsible to the President. Members of the Standing Committees, as defined in these By-Laws, alone shall have the right to make, amend, second, withdraw, and vote upon motions at duly constituted committee meetings. Voting of the majority of members present shall constitute the actions of said committee.

It shall be the duty of the standing committees to assure that they:

1. Recommend to the Executive Committee for approval, policies, actions, expenditures, budgets, and rules and regulations governing the areas that apply to that committee.
2. Receive, act on, and present to the Executive Committee for its approval, all requests from the general membership concerning changes to the existing policies, actions, expenditures, budgets, and rules and regulations which apply to that particular committee.

3. Perform other duties and responsibilities as delegated by the Executive Committee as pertains to that particular committee.

Section 8.02A FINANCE COMMITTEE: The finance committee shall be responsible for reviewing the financial status of the Association, preparing and submitting the budget, assisting the Treasurer in collecting and preparing data for the audit of financial statements at the end of each fiscal year, and recommending changes in the annual assessment to the Board of Directors and the Executive Committee. The committee also shall explore the financial feasibility of acquiring new services or facilities desired by the membership. These cost estimates shall be presented to the Board of Directors through the President. In carrying out all of these tasks, the committee shall work closely with the Association's Treasurer.

Section 8.02B ROADS AND COMMON AREAS.MAINTENANCE COMMITTEE: The Roads and Common Areas Maintenance Committee shall be responsible for the maintenance of the common roads and areas within Glenwood Forest. It shall assist the President in assuring that the community's open areas, playgrounds, and facilities are properly cared for, make recommendations concerning the improvement or modification or maintenance procedures and prepare an evaluation for the Board of Directors of the performance of all maintenance employees and contractors. In addition, the committee shall solicit the community's support for all maintenance activities and encourage the members to contribute to the maintenance effort by keeping their individual properties and the Association property as attractive and clean as possible. It shall also supervise the construction of new common facilities after approval by the Board of Directors.

Section 8.02C ARCHITECTURAL COMMITTEE: The Architectural Committee shall carry out the stipulations and intent of the Executive Committee. It will be the responsibility of the Architectural Committee to review plans for all construction within the development to ensure that they meet the criteria specified in the covenants to the general warranty deeds.

Section 8.02D SOCIAL AND RECREATION COMMITTEE: The Social and Recreation Committee is responsible for organizing social and recreational activities for all age groups and encouraging voluntary leadership of these activities; for scheduling members' private use of any community facilities. It is also responsible for preparing and distributing the Newsletter (the instrument for informing the members of all activities.)

Section 8.02E NOMINATING/ELECTIONS COMMITTEE: The Nominating/Elections Committee shall be responsible for preparing and providing a slate of candidates and conducting the elections for officers and directors of the Association.

The Nominating/Elections Committee shall submit a report consisting of the names of those persons, which the committee designates as its nominations to fill the vacant or vacating elected positions of the Association to the President by March 31st. This will permit the nominees to be included in the newsletter, which announces the Spring meeting.

Any person who is in good standing shall be eligible for nomination by the Nomination/Election Committee as its nominees.

No person shall be nominated without the nominee's written consent and agreement to serve if elected; and no person in good standing shall be denied nomination by the committee.

Section 8.03 AD HOC COMMITTEES: Ad Hoc Committees shall be established by the President or on a majority vote of the Board of Directors to meet temporary community needs. A "sunset" date for the automatic dissolution of each ad hoc committee shall be set upon its creation. If the Board of Directors determines that a more permanent need exists, it may create a new standing committee by a majority vote.

ARTICLE IX

VOTING AND ELECTIONS

Section 9.01 MEMBER: A member shall be defined as a lot owner and members in good standing shall be entitled to one (1) vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall constitute one member. The vote for such lots shall be exercised by such persons as they themselves determine, but in no event shall more than

one (1) vote be allowed. A member may vote by proxy. The proxy shall be brought/sent to the meeting at which it will be exercised.

Section 9.02 GOOD STANDING: A member in good standing is a member of the Association whose fees for the current year and all past years are not past due and are not in arrears. Fees are defined as any fee or charge properly levied by the Association on its members. Fees include but are not limited to maintenance fees, trash fees, lien filing charges, interest charges, and assessments. The terms "past due" and "in arrears" are defined in Section 3.03, FEES.

Section 9.03 PROXY: A proxy is written authorization that permits one person to act for another. A member in good standing may cast his vote in any general membership meeting without attending in person if he or she provides a proxy to another member, officer, or director in good standing; The proxy must be signed by the delegating member, and must specify the member to whom voting authority is delegated, and the number of votes authorized (if more than one). Unless otherwise and specifically noted on the proxy, proxy authorizations shall apply only to a single election or meeting. The Association shall provide proxy forms to all members for all general membership meetings along with the notification for those elections.

Section 9.04 ABSENTEE BALLOTS: Any member in good standing may cast his ballot during elections by mail.

ARTICLE X

FINANCE

Section 10.01 CHECKS, DRAFTS, ETC.: All checks, drafts and orders for the payment of money, notes, and other evidence of indebtedness, issued in the name of the Association, shall, unless otherwise provided for by resolution of the Board of Directors, be signed by the President or Vice-President and countersigned by the Treasurer or Secretary.

ARTICLE XI

REPORTS

Section 11.01 ANNUAL REPORTS: There shall be prepared annually full and correct statements of the affairs of the Association, including a balance sheet and financial statement of operations for the preceding fiscal year, which shall be submitted at the Spring meeting of the Association and filed within twenty (20) days thereafter with the Secretary of the Association. Such statement shall be prepared or cause to be prepared by the President or by such executive officer of the Association as may be designated in additional or supplementary By-Laws adopted by the Board of Directors.

Section 11.02 COMMITTEE REPORTS: All committees, whether standing or ad hoc, shall prepare an annual report for presentation at the Spring meeting.

ARTICLE XII

ASSOCIATION EMPLOYEES AND CONTRACTORS

Section 12:01 The Executive Committee shall have the authority to hire or contract in the name of the Association, for services required as directed by the Board of Directors.

ARTICLE XIII

MISCELLANEOUS PROVISIONS

Section 13.01 SEAL: The Board of Directors shall provide a suitable seal, bearing the name of the Association, which shall be under the charge of the Secretary. The seal shall be used on all contracts and legal documents. The Board may authorize one or more duplicate seals and provide for the custody thereof.

Section 13.02 BONDS: The Board of Directors may require any officer, agent or employee of the Association to give a bond to the Association, conditioned upon the faithful discharge of their duties, with one or more sureties and in such amount as may be satisfactory to the Board. The Association shall pay the fee for such bond.

Section 13.03 AMENDMENTS OF BY-LAWS: The Board of Directors shall have the power at any Board meeting, in accordance with Section 6.08, to make and adopt new By-Laws, or amend, alter, or repeal any of the By-Laws of the Association, provided that a minimum of eight (8) of the voting members approve such amendments. No amendments to the By-Laws shall become effective until the legality of the amendments has been ascertained.

Section 13.04 LEGAL COUNSEL: The Board of Directors may retain legal counsel for use in the administration of GFOA affairs.

Section 13.05 SECURITY: The Board of Directors and the Executive Committee shall support and assist the Berkeley County Sheriff's Office to provide security for the Association members. To that end, the officers and directors shall support a Neighborhood Watch Program in Glenwood Forest with necessary funds and assistance in finding volunteer coordinators. The Association's support shall be provided through the NEIGHBORHOOD WATCH COMMITTEE. Because of its importance, the Neighborhood Watch Committee shall be separate from the standing committees listed in Section 8.02.

The Neighborhood Crime Watch Committee shall consist of the Coordinator, Assistant Coordinator, Zone/Block captains, and Safe Houses. It shall draw its authority from the Board of Directors.

The Neighborhood Watch Coordinator and Assistant Coordinator will be responsible for the following:

Expanding the program, maintaining a current list of participants and neighborhood residents including names, addresses, home and work telephone numbers and vehicle descriptions.

Act as liaison between Watch members, law enforcement officers, Glenwood Forest Board of Directors, Zone/Block captains, and safe houses.

To keep a record of all incidents reported (emergency or trivial) for future reference.

Arrange neighborhood crime prevention training programs.

Obtain and distribute crime prevention materials, such as stickers and signs.

Involve others to develop specific crime prevention projects.

Encourage participation in "Operation Identification," a nationwide program in which personal property is marked indelibly with a unique identifying number to permit positive identification if valuables are lost or stolen.

The Zone/Block Captain will be responsible for the following:

Be involved with their neighbors in their Zone.

Act as liaison between zone residents and the Coordinator and Assistant Coordinator.

Establish a "telephone chain" by compiling and distributing a current list of names, addresses and telephone numbers of zone participants.

Visit and invite new residents to join NEIGHBORHOOD WATCH, and notify them of meetings and training sessions.

Establish the "Operation Identification" program.

Contact each neighbor as often as possible to discuss possible crime problems, needs for assistance and suggestions for program improvement.

The SAFE HOUSE Parents will be responsible for the following:

Being sure their Safe House Smiley Face is properly displayed at the end of their driveway. (When away, cover it with a cloth),

To help a frightened, pursued or hurt child if needed, (They are not a baby-sitter service).

To report all incidents to the Zone Captain and Coordinator.

The Neighborhood Watch members are responsible for reporting all incidents either emergency or trivial to the Zone/Block Captain, in the case of emergencies call 911 first, but at a later time give the Captain or Coordinator the details for the records.

.....Nothing Follows