

BY-LAWS
WOODHAVEN PROPERTY OWNERS' ASSOCIATION

March 25, 2024

The Woodhaven Property Owners' Association, Inc. ("Association") was formed in 1960. The original corporation, Woodhaven Shores, Inc., was formed pursuant to Chapter 2, Title 13.1 of the Code of Virginia in 1960. The Declaration of Covenants, Conditions and Restrictions Woodhaven Property Owners Association, Inc., dated _____, were recorded on _____ in the Clerks' Office for the Circuit Court of New Kent County, Virginia ("Clerk's Office") in Deed Book ____, Page ____ ("Declaration") to govern all Lots who's Owners signed that instrument to indicate their consent to that document and their successors in title. In addition, Lots that are not subject to the Declaration remain subject to the Association's original Restrictive Covenants recorded in the Clerk's Office in Deed Book 43, Pages 316, 320, 342, and 357, as amended by the New Kent County Circuit Court Order entered in Case No. 95-75 and recorded in the Clerk's Office in Deed Book 237, Page 757 ("Restrictive Covenants").

Article I - Name and Location of Association -

The Association's principal office shall be located in the Woodhaven Shores subdivision ("Subdivision"), or within the confines of New Kent County should another location be necessary. Members of the Association are those who own property in the Subdivision. Members agree to abide by the By-Laws and Rules and Regulations of the Association and to pay all assessments and fees within the prescribed time as determined by the Board of Directors. A Member of the Association has voting rights and full use and enjoyment of the roads.

Article II - Responsibilities of the Association --

The Association is responsible for providing care and maintenance of the Association's property and amenities for the use and the enjoyment of its members. Association property and amenities consist of:

Section 1. Roads within the Subdivision are Common Area as defined in the Declaration and are owned and maintained by the Association. The Board of Directors is responsible for appointing a Maintenance Committee, whose task is to oversee and manage all repairs, resurfacing, and maintenance to assure adequate use by Owners and their guests as defined in the Association's By-Laws.

Section 2. The roads, lake, swimming beach area, picnic areas, buildings and docks, marshlands and channels are Common Areas. The roads are for the use of all Association members and their guests, but other Common Areas, designated in the Declaration as Woodhaven Recreation Association Common Areas ("WRA Common Area"), are reserved for the use of Members who pay an annual Membership Fee to the Woodhaven Recreation Association ("WRA").

Section 3. All officers, the manager, and office assistants of the Association will be bonded.

1. The Association office is managed by the Manager who reports directly to the Board of Directors. The Manager is responsible for the day-to-day operations of the Association and the records management for all aspects of the Association's business. This includes but is not limited to payroll, taxes, Member information and collection of assessments and fees. The Manager will report monthly, in writing, the activities of the office to the

Board at its regular meetings. All decisions affecting this position are made by the Board of Directors.

2. The maintenance personnel maintain the Common Areas (including WRA Common Areas), the Association office, grounds equipment, Association vehicle, and any other real or personal property owned or leased by the Association as determined by the Board. The maintenance personnel reports to the Manager.

Article III - Responsibilities of the Property Owners -

Section 1. The Members of the Association, as defined in the Declaration, shall pay assessments for the maintenance of the roads in the Subdivision and other Common Areas and the operation of the Association. However, costs related to maintenance and operation of WRA Common Areas may be paid by WRA Membership Fees. If a Member wishes to use the WRA Common Areas, the Member is then responsible for the payment of an annual WRA Membership Fee as determined by the Board of Directors.

Section 2. It is the responsibility of the property owners in Woodhaven Shores Subdivision to abide by all Federal, State, County laws and codes. This includes the upkeep of improved and unimproved lots within the Subdivision to meet those laws and codes. A Member who rents his or her Lot, either improved or unimproved, remains responsible for paying assessments even though he or she is not occupying the Lot.

Article IV – Woodhaven Recreation Association Membership -

Section 1. There has been established a separate entity, known as Woodhaven Recreation Association, for the operation of the WRA Common Area. Only Members of the Association may be a member of the WRA. A Member who chooses to join the WRA will have full use of WRA Common Areas, and amenities as defined in the Declaration and By-Laws and will receive decals from the Association each year, which identify those Members, and their vehicles (car, truck, boat, etc.) as authorized users of Association WRA Common Area. Membership in the WRA shall be a family membership and all persons residing within the dwelling on a Lot shall be included in such membership.

Section 2. Each year guest passes will be issued by the Manager to Members who pay the WRA Membership Fee, in accordance with the policy adopted by the Board of Directors, for the purpose of allowing guests to use the WRA Common Area. Additional passes may be issued upon request.

Section 3. Members who have paid the WRA Membership Fee may request passes for special events as follows:

1. If the WRA member holds a special event on his property, he may request a special pass in order that his guests may enjoy the WRA Common Areas and amenities of the Association. 2. A WRA member may also host a special event on WRA Common Areas property, such as at the beach area. Applications for special events must be submitted to the Board of Directors for approval and members will be held responsible for the actions of their guests and for any damages to Association property, which may occur as a result of the event. A deposit may be required in advance as determined by the Board and will be returned if no damages are incurred. A fee for the use of the facilities will be

determined by the Board with all monies from such events used for the improvement of the WRA Common Areas.

Section 4. Renters who rent Lots from Owners who are Members of the Association may apply for WRA membership. Renter Members will be issued passes for family members and guests. Renter members who pay the WRA Membership Fee have full use and enjoyment of the WRA Common Areas as prescribed in the By-Laws and the Rules and Regulations. The Renter member privilege applies only as long as the renters live in the Woodhaven Subdivision and only if the assessments due from the Owner of the Lot are paid up to date.

Article V - Board of Directors -

Section 1. Members of the Board of Directors are elected by the Association Membership at the annual meeting in accordance with these By-Laws. The Board of Directors is charged with the management of the assets of the Association and enforcement of the Declaration, By-Laws and Rules and Regulations, to assure that the property and rights of its Members are protected and maintained. The Association shall abide by all laws, codes and regulations as they apply to the Association. All powers and authority of the Association not otherwise delegated to the Membership shall reside with the Board of Directors.

1. The Board of Directors is made up of nine (9) Directors who are elected by the Members of the Association at its annual meeting in accordance with these By-laws. The number of Directors of the Association may be increased or decreased from time to time by Amendment of the By-Laws. In no event shall the number of Directors of the Association be less than three (3); and no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.
2. Each Director shall be at least eighteen years old and must be a member of the Association throughout the term of office.
3. At each annual meeting, three (3) Directors shall be elected to serve for three (3) consecutive years, and such other members shall be elected to fill any vacancies. Each Director shall take office on the date of his election No Director shall serve for more than six (6) consecutive elective years. Directors who fail to attend three (3) consecutive Board meetings, or when absences are unexcused as determined by the Board of Directors, or who willfully violate the By Laws and Rules and Regulations of the Association, may face immediate disqualification as a member of the Board of Directors.
4. Full three (3) year terms shall be determined by the three highest counts of votes, and any subsequent vacancies filled on the same basis.
5. A tie vote will be resolved in the following order of priority:
 1. The first tiebreaker should be a re-vote, which includes all votes of the Membership at the meeting, including those that may not have originally voted for either candidate.
 2. Incumbents would take precedence in receiving the longest term available,
 3. Alphabetical order of last name would receive highest term,
 4. Alphabetical order of first name would receive highest term.
6. A Director may be removed from the Board of Directors during any duly called meeting of the Members, with or without cause, by a majority vote of the Members, present or represented by proxy. Notice of any proposed vote regarding removal of a Director shall comply with the applicable meeting notice requirements set forth in these By-Laws.

7. If at any time there is a vacancy occurring in the Board of Directors due to an increase in the number of Board members said vacancy shall be filled by election at the next applicable annual meeting and the person elected shall fill the unexpired portion of the term.

Article VI - Association Officers -

Section 1. The Board of Directors, at the Board meeting following the annual meeting of the Association members, shall elect the Officers of the Association, each of whom shall, upon acceptance of his/her respective office, serve for the term of one (1) year. The Officers of the Association shall be President, Vice President, Secretary and Treasurer. The Board of Directors may, by duly adopted resolution, add additional Vice Presidents and such other Officers and assistant Officers, as it deems necessary. All Officers shall be members of the Board of Directors. The Board may also appoint such committees, as it deems necessary, in addition to the Nominating Committee and Holders of Election which are filled as set forth in these By-Laws.

Section 2. The Officers of the Association shall each have such power and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the Board of Directors. The Vice President or Vice Presidents; the Assistant Secretary or Assistant Secretaries; and the Assistant Treasurer or Assistant Treasurers; shall, in order of their seniorities, in the absence or disability of the President, Secretary or Treasurer, respectively, perform the duties of such office and shall generally assist the President, Secretary, or Treasurer, respectively.

1. **President** - In addition to the powers enumerated above, the President shall preside at all meetings of the Association and of the Board of Directors and shall see that all orders and resolutions of the Board are carried out; shall sign all written instruments according to auditors' and attorneys' instruction on behalf of the Association and may be an alternate co-signer on all checks and notes.
2. **Vice President** - The Vice President shall act in the place or stead of the President in cases of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.
3. **Secretary** - The Secretary shall record the votes and keep the minutes of the meetings and proceedings of the Board and of the members; shall serve notice of meetings of the Board and of the members; shall keep appropriate current records showing the members of the Association and their status and voting rights together with their addresses; and shall perform such other duties as required by the Board.
4. **Treasurer** - The Treasurer shall oversee the following:
 - (a) Receipt and deposit in appropriate bank accounts all monies of the Association.
 - (b) Disbursement of such funds as directed by resolution of the Board of Directors;
 - (c) Financial books and records; statements of accounts; annual audit or review of the Association books to be made by a public accountant at the completion of each fiscal year;
 - (d) Preparation of an annual budget and a statement of income and expenditure to be approved by the Board and presented to the membership at its annual meeting.
 - (e) Shall co-sign all promissory notes of the Association.
 - (f) Chair of Budget Committee.

Article VII – Standing Committees

The Board of Directors may appoint committees to assist in the planning and management of the responsibilities. Committees are made up of a Chair or Co-chairs and committee members. The committees are given their charge by the President of the Association and they report directly to the Board. Committees may hold meetings in which members of the committee discuss and vote on matters of concern as determined by the Board of Directors. The committees shall report each month to the Board of Directors. Committees in addition to those expressly provided for in these By-Laws may be appointed at the discretion of the Board of Directors. No more than three (3) Board Members shall serve on a single committee. Committees that may be appointed by the Board of Directors include, but are not limited to, the following:

Section 1 – Budget. The Board may appoint a Budget Committee to prepare a proposed annual budget for consideration by the Board. The Committee, if any, shall provide a proposed budget, and a summary of the procedure used to determine the budget line items, at least sixty (60) days before the end of the fiscal year.

Section 2 - Lake. The Board may appoint a Lake Committee to be responsible for maintenance of the WRA Common Area Lake. The Lake Committee shall be comprised of members of the WRA. The Committee shall make recommendations to the Board related to maintenance of the lake, and may be given discretion to make decisions related to minor lake maintenance expenditures without the approval of the Board. Funding for all such maintenance shall be provided by the Board from Association funds, including funds generated from the WRA Membership Fee.

Section 3 - Maintenance. The Board may appoint a Maintenance Committee to review the most recent reserve study for the Association and to make recommendations to the Board regarding funding of reserve accounts and a time line for maintenance, repair and replacement that is to be made pursuant to the reserve study. The Committee, if any, shall also make recommendations to the Board regarding when a new reserve study should be completed.

Section 4 - Social/Recreation. The Board may appoint a Social/Recreation Committee to plan social and recreational events for the benefit of the Woodhaven Shores community.

Article VIII - Other Standing Committees

The Nominating and Holders of Election Committees are standing committees, which are made up of Members who are selected for such committee in accordance with these Bylaws.

Section 1 – Nominating. The Nominating Committee, consisting of members of the Association shall be selected from volunteers at the annual meeting or at a later date no later than 90 days before the next election. Votes may be cast either in person or by proxy. The Nominating Committee will serve from the adjournment of the annual meeting, or from such later date on which its members are appointed, until their successors are selected at the next annual meeting. The Committee members will elect their officers, as they deem appropriate. The Chairman of the Nominating Committee as determined by the committee members will be responsible for posting an updated and current list of all Committee members at the Association office for the information of the general Membership. The Committee will meet several times throughout the year as necessary.

No Member while, on the Nominating Committee, may be a Member of the Board of Directors or be eligible for nomination for the Board of Directors.

The Nominating Committee will comply with the procedures established by the Board of Directors from time to time. The Board of Directors will make appointments from the list of nominees to fill vacancies occurring within the upcoming year.

Section 2 - Holders of Election. The Holders of Election shall include the Office Manager and Association Members. The members who will serve as Holders of Election will be selected by the Members at each annual meeting. Members may volunteer for the vacant positions on the Holders of Election Committee and may be appointed by the Board between annual meetings. The Holders of Election will be responsible for any advance preparation and elections needed for an annual or special meeting.

As Holders of Election this Committee will adhere to the procedures set forth by the Board before and during the annual membership meetings or special membership meetings. Its duties will begin once the candidates for the Board are decided upon by the Nominating Committee and/or the Board of Directors. Expenses incurred in performing these duties shall be a Common Expense.

Article IX - Meetings -

Section 1. As provided in these Bylaws, there will be meetings of the various bodies of the Association in order to make decisions affecting the Association, communicate information and activities of the Board of Directors to Association members, and to seek information from the Members for the Board of Directors. Meetings will be held at specified locations as stated in Article I. There are several types of meetings required to assure that communications and Association business are adequate and appropriate. They are:

1. **Board Meetings** - Board meetings will be held the first Monday of each month, or in case of a legal holiday, on the subsequent Monday. These meetings are open to all Members of the Association but only members of the Board may make motions or cast votes during Board meetings. In addition, portions of the meeting may be conducted in executive session as permitted by statute and these By-Laws.

2. **Special Board Meetings** - The President may call special meetings. In addition, it shall be the duty of the President to call a special meeting of the Board if so directed by a majority of the Board of Directors. Annual Meetings - Annual meetings are held on the fourth Monday of March at 7:30 PM, and at a location within New Kent County as described in Article I. The Board of Directors shall present to the Association members a written report on the significant events that occurred over the immediate past fiscal year, which affected the Association and shall present written financial reports (properly audited and certified) of the financial business. The Board of Directors will present its budget for the fiscal year immediately following the current annual meeting. Elections will be held for any vacancies on the Board of Directors. Revisions to the Declaration and By-Laws, and any other issues to be voted on by the Members, will be voted on at this time if properly included in the notice of meeting. Written notice stating the place, day and hour of the meeting will be delivered by U.S. Mail not less than twenty-five (25) days or more than thirty-five (35) days prior to the day of the meeting. Such notices will be deemed to be delivered when deposited, prepaid, in the U.S. Mail. Notices are to be mailed to Members at their addresses as they appear on the records in the Association office. If no address is provided to the Association then all such notices will be directed to

the Lot address. Members are responsible for notifying the Association of any address change.

3. Special Meetings - In the event that circumstances occur which require immediate decisions and/or actions, special meetings of the Members may be called in the following ways:

1. Called by the Board of Directors - Special meetings may be called by a majority vote of the Board of Directors, at the discretion of the Board, and at a location as described in Article I. The purpose of a special meeting shall be contained in the notice of meeting, which shall be delivered by U.S. mail to all Members.

2. Called by Membership - Association Members may call a special meeting for any purpose that relates to the business of the Association with a petition which states the purpose of the meeting, and which has a minimum of 10% of the Members' signatures. The petition will be presented to the Manager who will verify the accuracy of names and membership status of the signatures on it. Upon verification by the Resident Manager, and within seven (7) days of receipt of the petition, a notice will be sent by U.S. Mail (first-class) to the membership which states the purpose, date, time and location of the special meeting. The meeting will be held as soon as reasonably possible but no later than thirty (30) days from the date the petition was received. In the event the petition does not meet the requirement of 10% of Members' signatures, the petition will be returned to the person or persons who delivered the petition with a letter, signed by the Association President, stating why the petition was returned.

Section 2 - Voting at Meetings. Unless otherwise provided by law, a majority of the votes cast by the Members at a meeting, in person or by proxy, shall be necessary for the adoption of any matter voted upon. A quorum must be established at all meetings in which a vote is to be taken.

1. **Voting Privileges** - Members may vote in person, by ballot, or by proxy, at special and annual meetings. All past due assessments must be received prior to the meeting for a Member to have voting privileges. Renters do not have voting privileges.
2. **Establishing a Quorum** - At each Board meeting, a majority of the then serving members of the Board of Directors shall constitute a quorum for the transaction of business. The act of the majority of the Directors present in which a quorum has been established shall be the act of the entire Board of Directors. There must be at least 10% of the Association membership present, in person, or by proxy, to constitute a quorum at Association special or annual meetings. A majority vote of the votes cast by Association Members present, in person, or by proxy, at a meeting in which a quorum has been established shall be necessary for the adoption of any matter voted upon by said Members.
3. **Proxies** - Proxy forms shall be mailed along with the notice of an annual or special meeting and shall be effective until adjournment of the meeting for which such proxy was issued. The proxy will indicate the name of the Member naming a proxy to represent him or her at the meeting and the name of the person who is appointed to serve as proxy. Each proxy will be noted and checked against the membership list. Proxies shall be revocable at the pleasure of the person executing it.
4. **Action Without a Formal Meeting** - Any action to be taken at a meeting of the directors or any action that may be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors, and such consent shall have the same force and effect as a unanimous vote. Such action shall be ratified at the next meeting of the Board.

Section 3 - Executive Session - The Board of Directors by a majority vote may call for Executive Session during any Board meeting in which a quorum has been established. The purpose of the Executive Session shall be announced at the time of the vote. Executive Sessions are to be held for the purpose of deciding personnel matters, meetings with counsel, discussions concerning pending or potential litigation, discussions concerning contracts, liability of Members to the Association, and violations of the Declaration, By-laws and/or Rules and Regulations, or for any other purpose permitted by applicable statute.

Article X - Association Fees - All members are responsible for prompt payment of Association assessments and fees. They are as follows:

Section 1 - Processing Fee. Each property owner/member shall pay, at the time of submitting the Change of Ownership and Member Approval Form (COMA), a processing fee equal to an amount to be determined by and at the sole discretion of the Board of Directors. Such processing fee shall be in addition to the annual assessments (including the maintenance/operation assessment and road assessment), special/emergency assessments or any other charges levied by the Association. This fee shall accompany a completed COMA.

Section 2 - WRA Membership Fee. Each Member of the Association may elect to pay a WRA Maintenance Fee which will be due to the Association, its successors and assigns, annually on the first day of January, or the date when the transfer or purchase of the property takes place within the year. The WRA Maintenance Fee shall be used for the business of the ASSOCIATION and/or the WRA and should be in an amount sufficient to pay anticipated expenses related to the operation, maintenance, repair and replacement of WRA Common Areas. Payment of said WRA Membership Fee shall entitle MEMBERS access to amenities and voting privileges as outlined in the By Laws.

Section 3 – Maintenance and Operation Assessment. Members shall pay a Maintenance Assessment based on road front footage of said Lot(s). A rate for improved Lots shall be limited to a maximum of 60 feet. In the case of a Member owning more than one improved Lot the above improved property rate shall apply to each additional Lot and shall be limited to a maximum of 60 feet per Lot. Additional road front footage owned by Members shall be based on an unimproved rate. The improved and unimproved rates can be increased or decreased from the prior year by resolution by the Board of Directors. This resolution must be approved by a vote of the Members of the Association at a duly called meeting where a quorum is present and passed by a majority vote of the ballots cast in person or by proxy before such increase or decrease shall be effective. Maintenance/Operation Assessments will be due to the Association, its successors or assigns annually on the first day of January of each year. This assessment will be in addition to the roads assessments. Said Maintenance/Operation Assessment shall be used for the routine maintenance of roads and road right of way; upkeep and maintenance of WRA Common Area; operation and administrative expenses of the Association; and maintenance, repair and replacement of common areas deeded to the Association regardless of whether the privilege of using described roads and other Common Areas is exercised or not. The Maintenance/Operation Assessment shall be paid for all Lots whether owner or tenant occupied. Renters will have the right to use the Common Areas when Maintenance Assessments are paid by the owner, except that WRA Membership is also a prerequisite to use or access to WRA Common Area.

Section 4 - Annual Renter WRA Fee. Persons who are renting a Lot may pay the WRA Membership Fee for the right to use the WRA Common Areas. The same guest policies that apply to Owners shall apply to renters. Renters and their families, guests, and invitees will be subject to all the Rules and Regulations of the Association. If any renter has failed to abide by the Rules and Regulations passed by the Association, the Board of Directors may rescind the right of the renter and his or her family, guests and invitees to utilize the WRA Common Area permanently or until any reasonable conditions or requirements established by the Board of Directors have been met. The rights and privileges of a renter will automatically terminate when the renter moves or when the rental agreement is terminated.

Section 5 - Road Assessment. Each Member within the subdivision shall be charged an annual Road Assessment per foot based on road front footage of said Lot, with a minimum of sixty (60) feet. Front footage means, the width or length of said Lot as it abuts a road on which the plat of the Woodhaven Shores subdivision places it. A corner lot shall not be charged on two roads but will be charged based upon the road that is used for purposes of the lot's address. The above road assessments will be used for repairs and resurfacing of the roads and other Common Area improvements as determined by the Board. Road Assessments will be due to the Association, its successors or assigns annually on the first day of January of each year.

Section 6 – Emergency/Special Assessment. If the Board of Directors, in its discretion, deems it to be in the best interest of the Association, the Board of Directors, by a majority vote of the Directors as specified in these By-Laws, may levy once in a calendar year an Emergency or Special Assessment of up to \$ 60,000.00 in the aggregate to be divided equally among all improved Lots. If this assessment is for the maintenance of the roads and the road right of ways, this assessment will be levied against all Members. The dam, which is now being used as a road, will be considered a part of the roads.

The invoices to each Member will state the purposes for which this Emergency/Special Assessment is to be used, the amount of the assessment and the day on which it will be delinquent. The delinquent date will be thirty (30) days after the invoice date.

If a petition calling for the rescission of this Emergency or Special Assessment is signed by thirty percent (30%) of the members is presented to the President of the Association within fifteen (15) days following invoice mailing, the Board of Directors will call a meeting of the members by the usual method for calling a membership meeting within sixty (60) days of the presentation of the promulgation of the notice of Emergency/Special Assessment.

Due to the time element of this Emergency or Special Assessment, the Holders of the Election shall as quickly as possible prepare for the meeting. The Holders of the Election shall still comply with all notice requirements set forth in these Bylaws.

If at this meeting, at which a quorum is present, the majority vote of the votes entitled to be cast by the Members, present or represented by properly executed proxy, is in favor of rescission of this Emergency/Special Assessment, then this particular assessment will become null and void, and any money received by the Association due to this levy will be returned to any Member who has paid this Emergency or Special Assessment.

Section 7. Failure on the part of any Member of the Association to pay each, every and all of the fees and assessments imposed by this Article X shall expose such Member to any and all of the legal remedies available to the Association.

Section 8. The current annual WRA Membership Fee, Maintenance/Operation Assessment and/or Road Assessment can be increased or decreased by a resolution of the Board of Directors. If any assessment is increased by more than ten percent (10%) compared to the current assessment rate this resolution must be approved by a vote of the Members of the Association at a duly called meeting where a quorum is present and passed by a majority vote of the ballots cast in person or by proxy before such increase or decrease shall become effective, except that if the increase is to WRA Membership Fees then the increase need only be approved by WRA members.

An announcement of the aforesaid Members' meeting must contain the amount of the proposed change, the justification for which the change is made, and the day, hours and place of this meeting, which will be no less than twenty-five (25) days nor more than thirty-five (35) days from the day all announcements are delivered to the United States Post Office.

Section 9. Although due on January 1st, annual assessments are not considered late until March 31st. Special assessments shall be due when determined by the Board of Directors and shall be delinquent thirty (30) days after the invoice date. A Late Charge of six percent (6%) of the assessment amount shall be added to all invoices for assessments that are late. If any annual or special assessment remains unpaid thirty (30) days after the date such assessment is considered late then interest will accrue on the total amount owed at a rate of eight percent (8%) per annum.

Article XI – Effective Date of By – Laws. These By-Laws shall be effective March 25, 2024. Revised by affirmative vote of a majority of members present, in person or by proxy, at a duly called meeting of the membership of which a quorum is present.

Section 1. These By-Laws shall be amended, altered, repealed or revised by the affirmative vote of a majority of membership present, in person or by proxy, at a duly called meeting of the membership in which a quorum is present.

Article XII - Rules and Regulations – The Board may adopt reasonable Rules and Regulations regarding the use of Lots, the Common Area and the WRA Common Area. The Rules and Regulations shall be designated Woodhaven Property Owners' Association, Inc. Rules and Regulations and any reasonable Rules and Regulations adopted by the Board of Directors of the Association shall be legally binding and enforceable against all Members in the Association.

Article XIII - Fiscal Year - The fiscal year of the Association shall be the first day of January of each year through December 31st of the same year.

Article XIV - Corporate Seal -

Section 1. The seal of the Association shall have inscribed thereon the name of the corporation and the County of its principal office. The seal may be used stamping or embossing. The holder of the seal will be the Manager and/or the Holders of Election.

Article XV - Parliamentary Authority -

Section 1. The Rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Association meetings in all cases to which they are applicable and in which they are not inconsistent with applicable law, the Declaration, the Articles of Incorporation, these By-Laws and any special rules of order the Association may adopt.

I hereby certify that the above By-Laws are a true, exact and complete set of By-Laws for Woodhaven Property Owners Association, Inc. adopted by a majority vote of a duly called meeting of the Members on _____ to become effective as set forth in Article XI above until otherwise in the future amended or rescinded.

_____, Secretary
Affirmed and Approved

_____, President

Resolution

Be it resolved that the Bylaws submitted to this Board and executed by Wilbur L. Collins, President of the Corporation, dated February 6, 2012 are hereby declared to be in the best interest of the Association and further by these presents adopted as and for the Bylaws of the Corporation;

Be it further resolved, that such approved Bylaws be submitted to the members of the Association at its meeting on March 26, 2012 for discussion by such members; if at such meeting a majority of the quorum present and eligible for voting disapprove such Bylaws, the same shall become null and void; provided however, that upon failure of a quorum to exist or if a quorum exists, a majority thereof fail to disapprove said Bylaws, such Bylaws shall then be deemed to be approved by the members of the Association and shall effective March 26, 2012 become the Bylaws of the Corporation.

Further resolved that upon approval of the Bylaws by the members of the Association, a true copy thereof in final form shall be drafted and placed in the minute Book of the Association, sealed and attested to by the Secretary of the Association and approved and affirmed by the President of the Association;

Finally Resolved that a copy of this Resolution be placed on the cover of such approved bylaws certified as such by the Secretary of the Association and the President thereof, that this is a copy of the Resolution passed by the Board of Directors at its meeting held March 26, 2012 and that the members at its meeting on March 26, 2012 approved the Bylaws.


_____(Seal)
Wilbur L. Collins, President


_____(Seal)
Steve Clifton, Secretary

