WESTRIDGE HILLS OWNERS ASSOCIATION, INC.

BY-LAWS

(revised September 22, 1996)

ARTICLE I. NAME

Section 1. The name of the organization shall be Westridge Hills Owners Association, Incorporated, hereinafter referred to as the Association.

ARTICLE II. OBJECTIVES

Section 1. The Association may enter into contracts, borrow monies, acquire and hold real and personal property, as well as mixed, release, or dispose of such property, receive gifts of money or other property and have such further rights and privileges as are granted by the laws of West Virginia pertaining to corporations. No property owned by the Association may be sold without prior approval of the general membership. The objective of the Association shall be to promote the general welfare and interests of the property owners or purchasers of property in the community of Westridge Hills. The Association's activities shall be on a non-partisan and non-sectarian basis.

Section 2. There shall be no corporate stock.

ARTICLE III. MEMBERSHIP

Section 1. Membership is obligatory, and officers and members shall be an owner and/or resident or purchaser of at least one (1) lot in Westridge Hills, Route 1, Box 1100, Harpers Ferry, WV 25425. A resident wishing to vote or hold office, must first obtain a proxy from the property owner prior to the general membership meetings.

Section 2. A member in good standing is one who has paid his maintenance fund fees per lot by March 1.

Section 3. Club dues to be assessed per lot. Owners of more than one lot in Westridge Hills to be levied in proportion to the number of lots owned."

ARTICLE IV. OFFICERS

Section 1. The Association officers shall consist of a President, a First Vice President, a Corresponding Secretary, a Recording Secretary, a Treasurer, and a Junior Past President who, with the exception of the Junior Past President, shall be elected at the Association's September semi-annual membership meeting to serve for a term of one (1) year

Section 2. The duties and powers of the officers shall be as follows:

A. The President shall be the Association's Chief Executive Officer. His duties shall be those customarily performed by the President of an organization, whether or not herein enumerated, and shall include the appointment and removal of all committee chairmen, the countersigning of all checks, and the signing of all written contracts and obligations of the Association.

B. The Vice-President shall perform the duties of the President in the latter's absence or inability to act, and upon request of the President, shall assist him/her in the performance of his/her duties.

C. The Corresponding Secretary shall be responsible for writing all correspondence for the Association. He/she shall receive all incoming correspondence and answer said correspondence if necessary. He/she shall be the custodian of all correspondence, the Corporate Seal, membership list, and By-Laws, and shall incorporate therein all duly adopted amendments. He/she shall conduct all

correspondence for the President pertaining to the Association including the quarterly newsletter.

D. The Recording Secretary shall keep and preserve a correct and complete record of the proceedings of the Association and the Board of Directors and a roll of attendance at all meetings.

E. The Treasurer shall be the custodian of the Association's funds. The Treasurer shall render statements and collect maintenance fund fees. He shall receive all monies of the Association, issue receipts therefor, and deposit the same in the name of the Association in such bank or depository as the Board of Directors shall designate. The Treasurer shall, upon request, furnish the Secretary with a list of members delinquent in payment of maintenance fund fees. The Treasurer shall sign all checks of the Association, which shall be counter-signed by the President. The Treasurer shall submit a financial report at each meeting. The Treasurer will furnish bond in such amount as the Board of Directors shall deem sufficient to protect the financial interest of the Association, in which event the Association shall pay the premium therefor, The Treasurer shall file all tax forms required by the Federal, State or local governments.

F. The Junior Past President shall act in an advisory capacity to the newly elected officers. His appointment to committees and/or chairmanship thereof shall be on a voluntary basis. He shall have one vote.

G. The officers shall receive no monetary compensation for the performance of their duties as officers or members of the Board of Directors. Nor shall they receive either directly or indirectly any compensation for services or material furnished to the Association.

Section 3. Should an officer become delinquent in the payment of his Operating and General Fund Fee, he will be asked to resign and will be replaced by an interim officer appointed by the Board of Directors, to serve until the September meeting.

ARTICLE V. TRUSTEES

Section 1. There shall be six (6) Trustees of the Association, who shall be elected for a term of three (3) years at the annual general membership meeting. Two (2) Trustees shall be elected each year. The President of the Association shall appoint one of the six (6) Trustees to act as Chairman of the Trustees and act as liaison between the Trustees and the Board of Directors.

Section 2. If a Trustee fails to attend three (3) consecutive meetings of the Trustees, or otherwise fails to perform his duties, his office may be declared vacant by the President, after his having been granted an opportunity for a hearing by the Board of Directors.

Section 3. Vacancies on the Board of Trustees may be filled by a majority vote of the Board of Directors at a regular or specially called Board meeting.

Section 4. The duties of the Trustees shall be as follows:

A. Be responsible for the maintenance of the roads, bathhouses and other permanent structures owned or maintained by the Association.

B. Be responsible for seeing that all property is brought within and kept within the Restrictive Agreement concerning Westridge Hills.

C. Plan for, make recommendations concerning the staffing and operation of, and supervise preventative maintenance of lake facilities.

D. Investigate charges of misconduct on the part of members, guests, non-guests, and other activities prejudicial to the Association and report its findings to the Board of Directors for its action.

E. Make recommendations concerning the construction, expansion improvement and repair of the Association's property or facilities.

F. Perform any and all other duties as may be directed by the Board of Directors.

Section 5. The Trustees shall receive no monetary compensation for the performance of their duties as Trustees.

Section 6. The Trustees shall meet at a regular Trustees' meeting prior to the Board of Directors meeting to plan and evaluate projects and proposals to present to the Board of Directors meetings and report on their accomplishments monthly.

Section 7. Should a Trustee become delinquent in the payment of his Operating and General Fund Fee, he will be asked to resign and will be replaced by an interim Trustee appointed by the Board of Directors, to serve until the September meeting.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the six (6) officers of the Association and the Chairman of the Board of Trustees, who shall be the governing body of the Association.

Section 2. If a Director fails to attend three (3) consecutive meetings of the Board, or otherwise fails to perform his duties, his office may be declared vacant by the President, after his having been granted an opportunity for a hearing by the Board of Directors.

Section 3. Vacancies on the Board of Directors shall be filled by a majority vote of the remaining Directors at a specially called Board of Directors meeting. The newly elected Director shall hold office until the next regular general membership meeting.

Section 4. The Board of Directors shall meet at least once a month. The President may call a special meeting of the Board at any time upon giving forty-eight (48) hours' notice.

Section 5. The Board of Directors shall be vested with the authority for the general direction and control of the affairs of the Association. Their authority shall extend to, but not be limited to, the following:

A. Transacting the Association's business, including construction, expansion, maintenance and repair of the Association's property and facilities.

B. Establishing, publishing and enforcing reasonable rules for the use of the Association's property and facilities.

C. Fixing the amount and character of, and approving surety bonds required of any persons handling or having custody of the Association's funds.

D. Authorizing the incurring of obligations and payment of such obligations.

E. Authorizing investments for the Association.

F. Preparing and submitting in writing to the membership semi-annually a financial report.

G. Providing for competent audit of the Association's books and records at least once a year by a person other than an officer or trustee.

H. Selecting the depositories for the Association's funds.

I. Fill vacancies in the Board of Trustees by a majority vote of the Board at a regular or specially called Board meeting.

J. Prepare and present a proposed budget in writing at the March semi-annual general membership meeting.

Section 6. In addition to the specifically enumerated powers and duties above, the Board of Directors shall exercise all other powers and perform all other duties customarily appertaining to such office, not inconsistent with these By-Laws and applicable Federal, State and local laws.

ARTICLE VII. MEETINGS

Section 1. There shall be semi-annual general membership meetings, open only to members and their immediate families in good standing, as defined in ARTICLE III, Section 2, which shall be held during the months of March and September of each year, at such time and place designated by the President. The September meeting shall be for the purpose of electing Officers and Trustees for the following year and general discussion. The March meeting shall be for the election of any newly appointed officers and for the transaction of such other business as may come before said meeting.

Section 2. The right to vote shall be limited to two (2) votes for each Operating and General Fund paying property owner/resident and co-owner/resident, or property owner's immediate family member, in good standing as defined under ARTICLE III, Section 2.

Section 3. Elections shall be by ballot, either cast in person or mailed and postmarked within five (5) working days of the meeting and received by the date of the meeting. Absentee ballots must be signed, dated and contain lot number or numbers in order to be valid. A majority of the votes cast shall be required to elect.

Section 4. The term of office of all officers shall commence immediately before adjournment of the semi-annual general membership meeting at which elected.

Section 5. It shall be mandatory that the President call special meetings of the general membership (a) whenever a majority of the Board of Directors deems it necessary; (b) upon presentation to the Board of Directors of a written request of ten percent (10%) of the members of the Association in good standing as defined under ARTICLE III, Section 2. Said meetings shall be called within thirty (30) days of receipt of said request by the Board or decision of the Board. For special meetings, notices shall indicate the purpose of the meeting and only such business as indicated therein may be transacted.

ARTICLE VIII. COMMITTEES

Section 1. The President may appoint the chairmen of such standing and special committees as the Board of Directors shall specify as necessary. Standing and special committee chairmen shall serve for one (1) year or until their successors are duly appointed or they themselves are otherwise released.

Section 2. No committee, standing or special, shall commit the Association to advocacy of or opposition to a subject or proposal without confirmation by the Association unless such commitment is expressly authorized under general Association policy.

ARTICLE IX. NOMINATING COMMITTEE

Section 1. A Nominating Committee, consisting of five (5) members, shall be appointed by the President, subject to the approval of the Board of Directors, at least sixty (60) days prior to the September semi-annual general membership meeting. The names and addresses of the members of the Nominating Committee shall be posted at all bathhouses and other places of general use of the Association.

Section 2. The names and addresses of members who are nominated for office by the Nominating Committee and who concur in such action must be filed with the Secretary at least forty-five (45) days prior to the September semi-annual membership meeting.

Section 3. Nominations for any office will be received from the floor at all semi-annua general membership meetings. The nominee must concur in such action.

Section 4. Additional nominees who have followed the proper procedure shall be placed on the ballot in alphabetical order below the candidates submitted by the Nominating Committee.

Section 5. All nominees shall be members in good standing, having paid their Operating and General Fund fees on or before January 1st of each year and no later than March 1st of that year, in accordance with ARTICLE XVI.

ARTICLE X. AUDITS

Section 1. The Auditing Committee shall inspect and audit the books of the Treasurer at least semi-annually and submit its report, in writing, at the semi-annual general membership meetings and such other times as the President may direct.

ARTICLE XI. CORPORATE SEAL

Section 1. The corporate seal of the Association shall have inscribed thereon the name of the corporation, the date of incorporation, and the word "Incorporated."

ARTICLE XII. QUORUM

Section 1. A quorum at any regular or special meeting of the Association, other than a Directors' meeting, shall consist of four (4) Officers and ten percent (10%) of the members in good standing as defined under ARTICLE III, Section 2.

Section 2. At all meetings of the Board of Directors, four (4) shall be required to constitute a quorum.

ARTICLE XIII. PROCEDURE AT MEETINGS

Section 1. The Association may establish a set of Standing Rules on Debate and Procedure, which may at any meeting be suspended by majority consent. Robert's Rules of Order (Revised Edition) shall be the parliamentary guide and govern the proceedings of the Association when not in conflict with the special provisions of these By-Laws, and such amendments thereto as may be adopted from time to time.

Section 2. The following shall be the order of business:

A. Approval of minutes of preceding meeting.
B. Report of Treasurer.
C. Presentation of bills.
D. Reading of communications.
E. Report of the Board of Directors.
F. Unfinished business.
G. New business.
H. Adjournment.

Section 3. The regular order of business may be suspended at any meeting by a majority vote of the members present.

Section 4. Attendance shall be taken at all meetings of the Association.

ARTICLE XIV. AMENDMENTS

Section 1. These By-Laws may be amended, altered or repealed, in whole or in part, by a majority of votes received from members in good standing, as defined under ARTICLE III Section 2, which votes may be made by ballot, either cast in person or mailed and postmarked within five (5) working days of the meeting and received by the day of the meeting, at any duly authorized special meeting, provided the recommended change is announced at least thirty

(30) days prior to the meeting at which said change is voted on. All ballots must be signed, dated and contain lot number or numbers in order to be valid.

ARTICLE XV. MEMBERSHIP LIST

Section 1. The membership list of the Association shall be restricted to members in good standing, as defined under ARTICLE III, Section 2, only for Association affairs. Said list may not be copied or distributed without prior approval of the Board of Directors. Upon approval by the Board, said list will be made available to the party approved to receive said list at a time and place mutually agreeable with the Secretary, or the President, and the approved party.

ARTICLE XVI. OPERATING AND GENERAL FUND FEES

Section 1. Annual Operating and General Fund Fees will be Thirty Dollars ($30.00) and shall be payable on or before January 1st of each year to the Westridge Hills Owners Association, Route 1, Box 1100, Harpers Ferry, West Virginia, 25425, with sixty (60) days in which to make payments.

Section 2. Operating and General Fund Fees must be paid for the current year no later than March 1st for a member to be eligible to submit their name to run for an office in the Association.

Section 3. Operating and General Fund Fees must be paid for the current year for a member to be in good standing, said fee to be paid between January 1st and March 1st of that year.

Section 4. A default of six (6) months will be cause for a lien to be placed upon the property.

Section 5. Operating and General Fund Fees may be increased only by a majority vote of the members in good standing, as defined under ARTICLE III, Section 2, at any semi-annual membership meeting or special meeting called for this purpose.

ARTICLE XVII. QUARTERLY NEWSLETTER

Section 1. A quarterly newsletter will be mailed to all members, indicating the general business of the Association.

ARTICLE XVIII. RESTRICTIONS

Section 1. The Restrictive Agreement as established by the Association shall be binding on all property owners of Westridge Hills.

ARTICLE XIX. COMPLAINTS AND GRIEVANCES

Section 1. All complaints and grievances pertaining to the administration of Westridge Hills Owners Association, Inc., shall be in the form of a written and signed complaint, and no other form will be acknowledged.

Section 2. All complaints received in written form shall be acknowledged and action taken or, if pending, so stated.

ADOPTED March 11, 1973
All Amendments to date