



RIVER VIEW ASSOCIATION, INC.
BY-LAWS

SECTION ONE: Offices

1.1 Principal Office — Address

The principal office of the ASSOCIATION shall be at RIVER VIEW PARK Jefferson County, West Virginia. The post office address shall be, 73 River View Park, Harpers Ferry, West Virginia 25425-9636

1.2 Other Offices

The Corporation may establish such other office or offices as needed to conduct the ASSOCIATIONS business at such other place or places as may from time to time be determined and designated by the Board of Directors.

SECTION TWO: Membership

2.1 General

The ASSOCIATION is a non-profit membership corporation consisting of persons owning or purchasing lots at RIVER VIEW PARK from RIVER VIEW PARK, INC. (or its successors or assigns).

2.2 Membership

Shall be defined as (1) an individual or individuals, who jointly or severally own the entire interest in a lot at RIVER VIEW PARK, or who are purchasing a lot at RIVER VIEW PARK and (2) have applied for family membership and whose application has been approved by the Board of Directors.

No person shall hold more than one membership in the ASSOCIATION. In the event a member owns, or is purchasing, more than one lot, he shall not be entitled to anymore than one membership.

2.3 Transfer of Membership

Membership in the ASSOCIATION may be transferred only as an incident to the transfer of a lot in RIVER VIEW PARK. Upon transfer of title to any lot, the membership of the former owner shall forthwith cease if upon the sale of the lot the former owner has no other property at RIVER VIEW PARK. The new owner or purchaser of said lot shall become a member in the ASSOCIATION upon delivery to and approval by the Board of Directors of an application for membership. The transfer of any lot or membership shall be subject to payment by the transferee of any prior dues or assessments not previously paid to the ASSOCIATION by the transferor. Membership shall not be denied any transferee of a member who at the time such transfer (or the death of a member if the transfer results from his death) is or was such member's lawful spouse or related to such member by blood within the second degree.



SECTION THREE: Meetings

The presence, in person or by proxy, of the holders of at least twenty per cent of the total membership of the ASSOCIATION, entitled to vote at such meeting, shall constitute a quorum at a meeting of the members for the transaction of business. If however, such quorum shall not be present or represented at any meeting of the members, the members entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented or the meeting may be adjourned and a second meeting held pursuant to Chapter 31, Article 1 Section 4a, West Virginia Code 1961 as amended.

3.1 Annual Meeting of Membership

An annual meeting of members, commencing with the year 1972, shall be held on the first Sunday in May each year at two o'clock PM., at which members shall elect directors by a plurality vote, and transact such other business as may properly be brought before the meeting. The Annual meetings of the members for the election of directors shall be held at RIVER VIEW PARK in Jefferson County, West Virginia or at such other place designated by the Board of Directors.

3.2 Notice of Annual Meeting

Written notice of the annual meeting shall be served upon or mailed to each member entitled to vote there at such address as appears on the books of the ASSOCIATION, at least ten days prior to the meeting. This notice shall include, but not be limited to, an agenda of topics to be discussed, or voted upon at the meeting.

3.3 Special Meetings of the Membership

A special meeting of the membership for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the president and shall be called by the president or secretary at the request in writing of a majority of the Board of Directors, or at the request of ten per cent of the membership. Such request shall state the purpose or purposes of the proposed meeting. Special meetings of the members may be held at such place and time as shall be stated in the notice of the meeting, or in a duly executed waiver of notice thereof.

3.4 Notice of Special Meeting

Written notice of special meetings of the members, stating the time and place and object thereof shall be served up on or mailed to each member entitled to vote at such address as appears on the books of the Association at least ten days before such meeting. Business transacted at all special meetings shall be confined to the objects stated in the notice.



SECTION FOUR: Voting Rights = Quorum - Proxies

4.1 Voting Rights

Each member shall be entitled to one vote in person or by proxy at all meetings of members. The vote of a majority of the membership present in person or by proxy shall take action on any question brought before such meeting.

4.2 Quorum (changed to) MAJORITY VOTE

For the Transaction of business at all meetings of members, the vote of the majority of membership present or by proxy shall take action on any question before such meeting.

4.3 Proxies

At any meeting of the members every member having the right to vote shall be entitled to vote in person, or by proxy appointed by an instrument in writing subscribed by such member and bearing a date not more than six months prior to said meeting, unless said instrument provides for, a longer period.

4.4 Ratification of ASSOCIATION ACTION

Whenever the vote of members at a meeting thereof is required or permitted to be taken in connection with any corporate action by any provisions of the statutes or of the certificate of incorporation or of these by-laws the meeting and vote of members may be dispensed with, if all the members who would have been entitled to vote upon the action if such meeting were held, shall consent in writing to such corporate action being taken.

SECTION FIVE: Privileges of Membership

5.1 Use of Facilities

Members shall be entitled to use and enjoy, together with members of their family and personal guests when accompanied by a member in person or in writing, the recreational facilities of the Corporation, subject to payment, when due of such dues, guests' charges and assessments for the operation, maintenance, improvement and use of such facilities as may be fixed by the Board of Directors.

5.2 Use by Tenants

Tenants occupying a lot owned by a member may be granted "recreational privileges" from year to year by affirmative action of the Board of Directors, if the member is current in all amounts due the ASSOCIATION, upon payment, by the tenant, of a recreational privilege charge set by the Board of Directors. The payment of such recreational privilege charge shall entitle a tenant to all



privileges of membership in the ASSOCIATION for the year for which they are granted, except voting rights.

5.3 Expulsion or Suspension of Members

In the event of default by a member in the payment of fees or any charge or assessment required to be paid by him, the ASSOCIATION by direction of the Board of Directors, after twenty days written notice to the defaulting member, may suspend his further use of the ASSOCIATION'S facilities until such default plus a penalty of 10 percent be paid All normal dues and charges will accrue and be charged to the member during any period of suspension. If the member shall remain in default for a period of sixty days after written notice of such suspension, his membership may be terminated by action of the Board of Directors. Any terminated member may be reinstated upon such terms as may be stated by the Board of Directors. If a member wishes to relinquish his/her rights to use of recreational facilities, he/she must so state this intent when paying the annual per lot fees.

Any member willfully infringing the rules and regulations adopted by the Board of Directors shall be subject, after hearing, to suspension of his membership, upon a vote of the Board of Directors.

SECTION SIX: Directors

6.1 Number of Directors

The number of Directors shall be nine, all must be members of the ASSOCIATION. Terms of office shall be staggered so that only one third of the Board is elected each year.

The number of directors may from time to time be changed by the members of the ASSOCIATION. The directors shall be elected at the annual meeting of the members, and each director shall be elected to serve until his successor shall be elected and shall qualify.

6.2 Directors Meetings

The directors may hold their meetings and keep the books of the ASSOCIATION at the principal office of the ASSOCIATION, or at such other places as they may from time to time determine.

6.3 Removal, Resignation and Vacancies

If the office of any director or directors becomes vacant by reason of death, resignation, retirement, disqualify, from office, absence from the country for an entire calendar quarter, or otherwise, a majority of the remaining directors, though less than a quorum, shall choose a successor or successors, who shall hold office for the unexpired term in respect to which such vacancy occurred.



6.4 Management of ASSOCIATION

The property and business of the ASSOCIATION shall be managed by its Board of Directors which may exercise all such powers of the ASSOCIATION and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these by-laws directed or required to be exercised or done by the members.

6.5 Compensation of Directors

Directors, as such, shall not receive any stated salary for their services, but, by resolution of the board a fixed sum and expenses of attendance, if any, but in any event not in excess of Ten Dollars may be allowed for attendance at each regular or special meeting of the board; provided that nothing herein contained shall be construed to preclude any director from serving the ASSOCIATION in any other capacity and receiving compensation therefore.

SECTION SEVEN: Committees

7.1 Executive and Other Committees

The Board of Directors may, by resolution or resolutions passed by the whole board designate an executive committee of at least three persons, at least two of whom are directors or officers, which shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the ASSOCIATION and one or more other committees, which, to the extent provided in said resolution or resolutions shall have and may exercise the powers conferred or delegated by the Board of Directors. Such other committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. All committees shall keep regular minutes of their proceedings and report directly to the Board of Directors as required by the Board.

SECTION EIGHT: Meetings of the Board of Directors

8.1 Annual Meeting

The first meeting of each newly elected board shall be held at such time and place either within or without the State of West Virginia as shall be determined by the new Board at the annual meeting and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting provided a quorum shall be present, or they may meet at such place and time as shall be fixed by the consent in writing of all the directors.

8.2 Regular Meeting

Regular meetings of the Board of Directors shall occur at least quarterly during the fiscal year of the ASSOCIATION. Regular meetings of the board



may be held without notice at such time and place either within or without the State of West Virginia as shall from time to time be determined by the board.

8.3 Special Meetings

Special meetings of the board may be called by the president on two days notice to each director, either personally or by mail or by telegram. Special meetings shall also be called by the president or secretary in like manner and on like notice on the written request of at least two directors.

8.4 Quorum

At all meetings of the board a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

SECTION NINE: Notices

9.1 Notices

Whenever, under the provision of the statutes or of the certificate of incorporation or of these by-laws, notice is required to be given to any director or member, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, by depositing the same in a post office or letter box, in a postpaid sealed wrapper, addressed to such director or member at such address as appears on the books of the ASSOCIATION. Such notice shall be deemed to be given at the time when the same shall be thus mailed, if the mailing takes place at least ten days prior to the event contained in the notice.

9.2 Waiver of Notice

Whenever any notice is required to be given under the provisions of the statutes or of these by-laws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

SECTION TEN: Officers

10.1 General

The officers of the ASSOCIATION shall be chosen by the directors at their regular meeting or at their first meeting and shall be a president, a vice-president, a secretary and a treasurer. Two or more offices may be held by the same person, except that where the offices of president and secretary are

held by the same person, such person shall not hold any other office. The board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board.

10.2 Compensation

No salary shall be paid to any officer of the ASSOCIATION for his/her, services as such. The salaries of all employees and agents of the ASSOCIATION shall be fixed by the Board of Directors.

10.3 Term of Office

The officers of the ASSOCIATION shall hold office until their successors are chosen and qualify in their stead. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of the board of directors. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors.

10.4 The President

The president shall be the chief executive officer of the ASSOCIATION; he shall preside at all meetings of the members and directors, shall be ex officio a member of all standing committees, shall have general and active management of the business of the ASSOCIATION and shall see that all orders and resolutions of the board are carried into effect. The president shall be chosen from among the directors of the ASSOCIATION.

He shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

10.5 Vice-Presidents

The vice-presidents in the order of their seniority shall, in the absence or disability of the president perform the duties and exercise the powers of the president and shall perform such other duties as the Board of Directors shall prescribe.

10.6 The Secretary and Assistant Secretaries

The secretary shall attend all sessions of the board and all meetings of the members and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors, and shall perform such other duties as be prescribed by the Board of Directors or president, under whose supervision he shall be. He shall keep a safe custody of the seal of the Corporation and, when authorized by the board, affix the

same to any instrument requiring it and, when so affixed, it shall be attested by his signature or by the signature of the treasurer or an assistant secretary.

The assistant secretaries in order of their seniority shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary and shall perform such other duties as the Board of Directors shall prescribe.

10.7 The Treasurer and Assistant Treasurers

The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the ASSOCIATION and shall deposit all moneys and other valuable effects in the name and to the credit of the ASSOCIATION in such depositories as may be designated by the Board of Directors. If required by the Board of Directors, he shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the board for the faithful performance of the duties of his office and for the restoration to the Corporation, in case of his/her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the ASSOCIATION. He/she shall be reimbursed by the ASSOCIATION for the cost of the bond. He/she shall disburse the funds of the ASSOCIATION as may be ordered by the board, taking proper vouchers for such disbursement, and shall render to the president and directors, at the regular meetings of the board, or whenever they require it, an account of all his/her transactions as treasurer and of the financial condition of the ASSOCIATION.

The assistant treasurers in the order of their seniority shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer and shall perform such other duties as the Board of Directors shall prescribe.

11.1 Annual Dues and Assessments

In order to operate, maintain and improve the recreational facilities of the ASSOCIATION for the benefit of its members and to maintain and improve the roads in RIVER VIEW PARK belonging to the ASSOCIATION for the benefit of all of its members, the Board of Directors shall, on or before April 15 of each year, bill the membership for annual fees plus applicable taxes, plus such amounts as the Board may determine to be reasonably necessary as assessments for use and maintenance of facilities. All fees and assessments shall be payable on or before June 15 or within 60 days of the date on which the assessment is made. The power of the Board to make such assessments shall be subject to the following limitations:

- (a) No assessment for park maintenance or improvement in river front acreage may exceed \$10.00 per year unless authorized by the vote of the members of the ASSOCIATION at a meeting of the members called for that purpose.

- (b) Commencing in fiscal year 1972, members shall be assessed an annual per lot fee. Effective fiscal year 2002, said fee is \$45.00 per lot. The annual fees shall not be increased above this \$45.00 unless approved by the majority of the members present at the annual meeting, and after prior written notice has been given as set forth in these by-laws.
- (c) The annual dues shall not be increased above the amounts set forth in paragraph (b) above, without the approval of the majority of the members present at the annual meeting and after prior written notice has been given as set forth in these by-laws.

SECTION TWELVE: Miscellaneous

12.1 Directors' Annual Statement

The Board of Directors shall present at each annual meeting and when called for by vote of the members at any special meeting of the members, a full and clear statement of the business and conditions of the ASSOCIATION.

12.2 Checks

All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

12.3 Fiscal Year

The fiscal year shall be the calendar year.

12.4 Amendments

These by-laws may be altered, amended or repealed at any meeting of the members entitled to vote at which a quorum is present or represented, provided notice of the proposed alteration, amendment or repeal be contained in the notice of the meeting, by the affirmative vote of a majority of the members present at such meeting and entitled to vote. These by-laws may also be altered or amended by the Board of Directors at any regular or special meeting of the Board if notice of the proposed alteration or amendment be contained in the notice of such meeting. Any by-law alteration or amendment may be altered or amended by the directors or members entitled to vote.