

AMENDED BY-LAWS

April 28, 1965

OF

WATERFORD HILL MANOR IMPROVEMENT ASSOCIATION, INC.

ARTICLE I

NAME & DESCRIPTION

The Association, composed of property owners on the Plats of Waterford Hill Manor, Waterford Hill Manor #1 and future Waterford Hill Manor Subdivisions, shall be known as Waterford Hill Manor Improvement Association, Inc., and will hereinafter be referred to as "The Association".

Any future increase in the physical scope of this Association will be by a proper vote of membership and an amendment to these By-Laws.

ARTICLE II

PURPOSE

The purposes of the Association shall be: (1) to improve and protect the property and property values of the members of the Association; (2) to uphold and enforce the Deed Restrictions as recorded for the Waterford Hill Manor Improvement Association, Inc; (3) to develop, administer and improve the waterfront holdings of the Association; and (4) to promote fellowship of the members of the Association.

ARTICLE III

MEMBERSHIP AND MEMBERSHIP FEES

Section 1. Eligibility

All property owners in the plats outlined in Article I are eligible for membership in the Association.

Section 2. Attainment of Membership

Application for membership in the Association shall be made in writing to the Board of Directors upon a form prepared and furnished by the Association, in which application the applicant shall agree:

- (A) To abide by the By-Laws of the Association and to support the purposes and principles for which this Association has been incorporated; and
- (B) To remit promptly all dues and assessments levied upon the Members.

An applicant who is eligible for membership becomes a Member in good standing of the Association upon filing his application, and payment of the initiation fee, annual dues, and any current assessment.

Section 3. Membership Fees

- (A) The initial fee shall be \$10.00, payable at time of application for membership.
- (B) The annual dues shall be as fixed by the Board of Directors from time to time, but not in excess of an amount previously authorized by the members and shall be payable upon application for membership and on the 30th day of November thereafter for the forthcoming year.
- (C) The Board of Directors shall have power to levy special assessments upon the members of the Association, but only after prior sanction therefore has been obtained from the members by a two-thirds vote of those members present at a regular or special meeting duly called for the purpose, such special assessments to be employed for the general purposes of the Association, and for the benefit of the members at large.
- (D) There shall be no refund of dues, initiation fees, or assessments, upon the termination of membership.

Section 4. Voting

Each member of this Association, in good standing, shall at every meeting of the members, be entitled to one vote in person. A member shall be deemed in good standing if he has maintained his eligibility for membership and is not in

Section 4. Voting Cont'd

default in the payment of any sums due the Association for dues, assessments or otherwise. For the purpose of voting, membership shall be on a unit basis, that is, no member shall have more than one vote by reason of ownership of more than one parcel of land, and groups of persons owning land jointly by entireties or in common shall be treated as one member and have not more than one vote for such ownership. A husband and wife shall be treated as one member entitled to cast but one vote where the eligibility of either is dependent upon the status of the other.

ARTICLE IV

MEETINGS.

Section 1. Place of Meeting

Any or all meetings of the members, and of the Board of Directors, of this Association may be held at such place as the Board of Directors may from time to time determine.

Section 2. Annual Meeting

An annual meeting of the members shall be held each year, time to be fixed by the Board of Directors. One of the purposes of which shall be the election of a Board of Directors.

Section 3. Notice of Annual Meeting

At least ten (10) days prior to the date fixed by Section 2 of this Article for the holding of the Annual Meeting of members, written notice of the time, place and purpose of such meeting shall be mailed by the Secretary to each member entitled to vote at such meeting.

Section 4. Order of Business at Annual Meeting

The order of business at the annual meeting of the members shall be as follows:

- (A) Registry on Entry
- (B) Reading notice and proof of mailings
- (C) Reading and correction of minutes of last preceding meeting
- (D) Report of President
- (E) Report of Secretary

Section 4. Order of Business at Annual Meeting Cont'd

(F) Report of Treasurer

(G) Election of Directors

(H) Transaction of other business mentioned in the notice

(I) Adjournment

provided that, in the absence of any objection, the presiding officer may vary the order of business at his discretion.

Section 5. Special Meetings of Members

A special meeting of the members may be called at any time by the President, by a majority of the Board of Directors or by twenty percent (20%) of the members in good standing. The method by which such meeting may be called is as follows: Upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the President, or by a majority of the Board of Directors, or by twenty percent (20%) of the members in good standing, the Secretary or other member of the Board shall prepare, sign and mail the notices requisite to such meeting.

Section 6. Notice of Special Meeting of Members

At least five (5) days prior to the date fixed for the holding of any Special Meeting of Members, written notice of the time, place and purpose of such meeting shall be mailed, as hereinafter provided, to each member entitled to vote at such meeting. No business not mentioned in the notice shall be transacted at such meeting.

Section 7. Organization Meeting of the Board

At a place of holding the Annual Meeting of members and immediately following the same, the Board of Directors as constituted upon final adjournment of such annual meeting shall convene for the purpose of electing officers and transacting any other business properly brought before it, provided, that the organization meeting may be held at a different time and place than that herein provided, by consent of a majority of the directors of such new board.

Section 8. Regular Meetings of Board

Regular meetings of the Board of Directors shall be held not less frequently than quarter-annually at such time and place as the Board of Directors shall from time to time determine.

Section 8. Regular Meetings of Board

Written notice by mail of the time and place thereof shall be given to each director as the President in his discretion shall deem sufficient, but action taken at such meetings shall not be invalidated for want of notice if such notice shall be waived as hereinafter provided.

Section 9. Special Meetings of the Board

Special meetings of the Board of Directors may be called by the President at any time by means of such notice of the time, place and purpose thereof to each director by mail, telephone, telegraph or otherwise as the president in his discretion shall deem sufficient, but action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived as hereinafter provided.

Section 10. Notices and Mailing.

All notices required to be given by any provision of these By-Laws shall state the authority pursuant to which they are issued (as, "by order of the President," or, "by order of the Board of Directors," as the case may be) and shall bear the written, typewritten or printed signature of the Secretary or other member of the Board. Every notice shall be deemed duly served when the same has been deposited in the United States mail with postage fully prepaid, plainly addressed to the sendee at his, her, or its last address appearing upon the membership record of this Association, or by delivery to the members home.

Section 11. Waiver of Notice

Notice of the time, place and purpose of any meeting of the members or of the Board of Directors, may be waived by telegram, cablegram or other writing.

ARTICLE V

QUORUM

Section 1. Quorum of Members

The presence in person of members representing 1/3 of the resident members in good standing of the Association shall constitute a quorum at any meeting of the members. Where any question has been previously submitted to the membership in writing, a member may submit a written vote relative to said question, said vote to particular question only.

Section 2. Quorum of Directors

Two thirds of the Directors shall constitute a quorum. ✓

ARTICLE VI

VOTING AND ELECTIONS

Section 1. Who is Entitled to Vote

The voting rights of the members shall be as fixed in Article III of these By-Laws and shall be exercised only at duly called and regularly held meetings of the members.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. Number and Term

The Board shall be composed of eight (8) Directors who shall be members of the Association, each director shall be elected by vote of the members at large for a term of two years, but shall hold office until his successor has been elected and qualified. Nothing herein shall be construed to prevent the election of a Director to succeed himself.

Section 2. Organization

The first Board of Directors shall by drawing lots or otherwise designate four (4) of their number to a one year term, and four (4) of their number to a two year term. At each annual meeting of the Association thereafter four (4) directors shall be elected for a two year term to succeed the directors whose terms then expire.

- (A) The Board of Directors shall select from the members of the Association who are entitled to vote, twice as many nominees for the office of Director as there are vacancies to be filled at the annual meeting. At the discretion of the Board a Nominating Committee chosen by it shall make recommendations to the Board as to the selection of candidates. The Secretary shall mail notice of the names of all candidates to the members entitled to vote, at least three (3) weeks before the annual meeting.

Section 2. Organization Cont'd

(B) Any number of members entitled to vote, but not less than five (5), may nominate other candidates for Directors. The persons so nominated shall be members entitled to vote. Such nominations shall be in writing over the signatures of the members making such nomination and shall be placed in the hands of the Secretary not later than three (3) weeks prior to the annual meeting. The Secretary shall mail a list of all the names of candidates so nominated to each member entitled to vote, at least ten (10) days before the annual meeting. Floor nominations at the annual meeting shall be acceptable so long as the nominee is present at the annual meeting.

Section 3. Vacancies

Vacancies in the Board of Directors shall be filled by appointment made by the remaining directors. Each person so elected to fill a vacancy until the next regular meeting of the members of the Association who should at that time elect a director to fill the unexpired term of the director whose death, resignation or removal created the vacancy.

Section 4. Power to Elect Officers

The Board of Directors shall select a President, a Vice-President, a Secretary and a Treasurer from among the members of the existing Board.

Section 5. Power to Appoint other Officers, Agents and Committees

The Board of Directors shall have power to appoint such other officers, agents and committees as the Board may deem necessary for the transaction of the business of the Association.

Section 6. Removal of Officers and Agents.

Any officer or agent may be removed by the Board of Directors whenever in the judgment of the Board the best interests of the Association will be served thereby.

Section 7. Power to fill Vacancies .

The Board shall have power to fill any vacancy in any office occurring from any reason whatsoever.

Section 8. Delegation of Powers

For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or Director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 9. Power to Appoint Executive Committee

The Board of Directors shall have power to appoint by resolution an Executive Committee composed of two or more Directors, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the Association between meetings of the Board.

Section 10. Power to Require Bonds

The Board of Directors may require any officer or agent to file with the Association, a satisfactory bond conditioned for faithful performance of his duties, the cost of which shall be borne by the Association.

Section 11. Compensation

Members of the Board of Directors and the officers and agents of the Association shall serve without compensation.

ARTICLE VIII

Section 1. President

The President shall be selected by and from the membership of the Board of Directors. He shall be the Chief Executive officer of the Association. He shall preside over all meetings of the Board of Directors and of the members. He shall have general and active management of the business of the Association, and shall see that all orders and resolutions of the Board and membership are carried into effect. He shall be ex-officio a member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation. He shall make an annual report to the membership.

Section 2. Vice-President

The Vice-President shall be chosen from the membership of the Board and shall perform the duties and exercise the powers of the President during the absence or disability of the President.

Section 3. Secretary

The Secretary shall preserve in books of the Association true minutes of the proceedings of all meetings. He shall safely keep in his custody the seal of the Association, and shall have authority to affix the same to all instruments where its use is required. He shall give all notices required by statute, by law or resolution.

Section 4. Executive-Secretary

When and if designated by the Board, the Executive-Secretary shall perform such duties of the Secretary or such other duties as may be from time to time assigned him by the Board. He shall be

ex-officio a member of all committees and boards.

Section 5. Treasurer

The Treasurer shall have custody of all Association funds and securities and shall keep in books belonging to the Association full and accurate accounts of all receipts and disbursements; he shall deposit all monies, securities and other valuable effects in the name of the Association in such depositories as may be ordered by the Board, and shall render an account of all his transactions as Treasurer, and of the financial condition of the Association whenever requested by the President or the Board of Directors. He shall furnish a bond in such form and amount, and with such sureties as required for the faithful performance of the duties of his office, the cost of which shall be borne by the Association. He shall make a report to the membership at the annual meeting.

Section 6. Secretary and Treasurer

The office of Secretary and the office of Treasurer may be held by the same person at the same time if desired by the Board.

ARTICLE IX

Section 1. Checks, etc.

All drafts, checks and orders for payment of money shall be signed in the name of the Association by two officers designated by the Board.

Section 2. Contracts, Conveyances, etc.

When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officer, the President and the Secretary may execute the same in the name and on behalf of this Association, and may affix the Association seal thereto. The Board of Directors shall have power to designate the officers and agents who have authority to execute any instrument in behalf of this Association.

ARTICLE X

Responsibility and Obligation of Members

Section 1. Membership Responsibility

Membership in this Association shall be by individual, firm or corporation, each of whom shall be held responsible to the Association for infringement of the By-Laws, rules and regulations of the Association by their co-partners, associates in business or employees.

Section 2. Good Standing

Any member of the Association shall be considered to be in good standing who is not in arrears in dues or assessments, for a period of sixty (60) days.

Section 3. Obligation of Members

All members shall, upon election to membership, be bound by the Articles of Incorporation, By-lwas, Rules and Regulations of the Association.

Section 4. Ineligibility of Members

Any member who becomes ineligible for membership as provided for membership as provided in Article III hereof shall automatically cease to be a member of this Association.

ARTICLE XI

Fiscal Year

Section 1.

The fiscal year of the Association shall be determined by the Board of Directors.

ARTICLE XII

Amendments to the By-Laws

Section 1.

The By-Laws may be amended, altered or repealed by a two-third majority of the members voting at any regular meeting or at any special meeting of the members of the Association called for that purpose. Proposed amendments to these By-Laws shall be filed with the Secretary, and spelled out in detail in the notice of the meeting at which time they are to be considered. An amendment shall be adopted in the form proposed and shall not be modified, added to, or have deletions made there from before adoption. If a proposed amendment fails in passage, it shall not be resubmitted for a period of six (6) months.

ARTICLE XIII

Miscellaneous

Section 1.

As used in these By-Laws, wherever the context required, the singular shall include the plural, and the male gender shall include the female and neuter genders.