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 OF
 TUSCAWILLA HILLS CITIZENS' ASSOCIATION

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BY-LAWS
OF
TUSCAWILLA HILLS CITIZENS' ASSOCIATION

ARTICLE I

NAME AND LOCATION. The name of the corporation is TUSCAWILLA HILLS CITIZENS' ASSOCIATION, hereinafter referred to as the "Association". The principal office of the corporation shall be located at 660 Tuscawilla Hills, Charles Town, West Virginia, but meetings of members and directors may be held at such places within the State of West Virginia, County of Jefferson, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to the Tuscawilla Hills Citizens' Association, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Association Articles of Incorporation, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Areas.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest as security for the performance of an obligation.

Section 6. "Developer" shall mean and refer to Shenandoah Development Corporation, its successors and assigns.

Section 7. "Charter" shall mean and refer to the Articles of Incorporation of the Association filed with the Secretary of State of West Virginia, and recorded in the office of the Clerk of the County Court of Jefferson County, West Virginia.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the charter.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held at 6:00 p.m. on the second Sunday of January following the date of incorporation, and each subsequent annual meeting of the members shall be held on the same day at the same hour on the second Sunday of each January thereafter. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday. Annual meetings of members shall be conducted for the purpose of hearing reports from all officers and standing committees and for electing directors.

Section 4. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of the secretary or person authorized to call the meeting, by distributing a copy of such notice, at least seven (7) days before such meeting, to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association, for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and in case of a special, the purpose of the meeting.

Section 5. Quorum. The presence at the meeting of members entitled to cast one-tenth (1/10) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 6. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing on the form supplied by the secretary and shall be filed with the secretary. Every proxy shall be revocable and shall automatically cease upon written conveyance by the member of his lot.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION & TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of five (5) directors, one of whom shall be the President of Shenandoah Development Corporation (as long as Shenandoah Development Corporation is actively engaged in the development of Tuscawilla Hills).

Section 2. Term of Office. At the first meeting of the members, they shall elect four (4) directors to serve up to and including the first annual meeting. At each annual meeting thereafter the members shall elect four (4) directors for a term of one (1) year. No director shall be eligible to serve for more than two (2) consecutive terms.

Section 3. Replacement. In the event of death or resignation of a director, his successor shall be elected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Removal. Members of the Board of Directors can be removed by vote of two-thirds (2/3) of all members.

Section 5. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performances of his duties, providing that he shall obtain approval of at least three (3) of the remaining directors before incurring such expenses.

Section 6. Action taken without a meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular meetings. Regular meetings of the Board of Directors shall be held the 2nd Sunday of every month at 6:00 p.m. without notice. Should any such meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors after no less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS & DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

A. adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;

B. suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing by the Board for a period not to exceed 60 days for infraction of published rules and regulations;

C. exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-Laws or the Articles of Incorporation;

D. declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors, except for reasons of illness;

E. employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

A. cause to be kept a complete record of all its acts and corporate affairs of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;

B. supervise all officers, committees, agents and employees of this association, and to see that their duties are properly performed;

C. as more fully provided in the Articles of Incorporation, to:

1. propose and fix the annual budget;

E. procure and maintain adequate liability and hazard insurance on property owned by the Association;

F. cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;

G. cause the Common Area to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The offices of this Association shall be president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board from time to time, by resolution, create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or otherwise become disqualified to serve. The term of office shall commence following the election at the January membership meeting.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the Board, the president, or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by the Board. The officer elected to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

PRESIDENT

A. The president shall preside at all meetings of the Board of Directors at all membership meetings; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

VICE-PRESIDENT

TREASURER

D. The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be represented to the membership at this regular meeting, and deliver a copy of each to the members.

ARTICLE IX

COMMITTEES

There will be established by the Board of Directors the following standing committees. The chairman of each committee shall be chosen by the Board of Directors from the membership. Committee members shall be recruited from membership volunteers.

1. Judicial
2. Public Relations and Communications
3. Roads
4. Youth and Recreation
5. Finance Committee
6. Social and Special Projects

In addition, the Board of Directors shall establish other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

BOOKS AND RECORDS

The books, records, and papers of the Association shall at all times during reasonable business hours, be subject to inspection by any member. The Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Articles of Incorporation, each member is obligated to pay to the Association annual. Any assessments which are not paid when due shall become delinquent. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his lot.

ARTICLE XII

CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: TUSCAWILLA HILLS CITIZENS' ASSOCIATION EST 1975.

ARTICLE XIII

ARTICLE XIV

MISCELLANEOUS

The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS, WHEREOF, WE, being all of the directors of The TUSCAWILLA HILLS CITIZENS' ASSOCIATION, have hereunto set our hands this _____ day of _____, 1975.

CERTIFICATION

I, the undersigned, do hereby certify: THAT I am the duly elected and acting secretary of the TUSCAWILLA HILLS CITIZENS' ASSOCIATION, a West Virginia Corporation, and THAT, the foregoing By-Laws constitute By-Laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the _____ day of _____, 1975.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Association this _____ day of _____.

SECRETARY