

BYLAWS

of

THE EASTERN PANHANDLE ORGANIZATION OF HOMEOWNERS ASSOCIATIONS, INC.

A Non-Profit Organization Incorporated in the State of West Virginia

FOR THE BENEFIT OF HOMEOWNERS ASSOCIATIONS
WITHIN AND THE OUTLYING AREAS OF
THE EASTERN PANHANDLE OF WEST VIRGINIA

BYLAWS ADOPTED March 21, 2015

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1 **ARTICLE I – ORGANIZATION**

2 **Section 1.1 – Name and Type of the Organization.**

3 Name – The Eastern Panhandle Organization of Homeowner Associations, Inc. shall be referred to as
4 the Organization.

5 Type of Organization – a West Virginia non-profit corporation. No shareholders, a non– stock non-
6 profit corporation.

7 **Section 1.2 – Affiliations.**

8 The Organization may join any local, state and national entity, firm or corporation voted by the
9 Organization’s majority in compliance with these Bylaws, as they may be amended from time to time.

10 **Section 1.3 – Definitions.**

11 As used in these Bylaws, unless the context requires a different meaning:

12 **“Accessibility”** means all meetings of the Organization must be accessible in compliance with
13 Americans with Disabilities Act, 1990, as may be amended from time to time.

14 **“Articles of Incorporation”** means the West Virginia Nonprofit Corporation Act Chapter
15 31E, as it may be amended from time to time.

16 **“Board” or “Board of Directors”** means the group of persons vested with management of the
17 affairs of the Organization.

18 **“Bylaws”** means the rules and regulations contained in this document established by the
19 Organization to regulate itself as amended from time to time.

20 **“Code of Conduct”** means the Organization’s commitment to ethical behavior including
21 accountability, transparency of public relations, and avoiding any conflicts of interest through
22 representation by the Board of Directors and the members’ behavior.

23 **“Good Standing”** means in compliance with all rules and regulations of the Organization.

24 **“Notice”** means an electronic, telephonic and/or printed announcement of the Organization’s
25 scheduled meetings, workshops, seminars or other functions.

26 **“Organization”** means and is referred to the Eastern Panhandle Organization of Homeowners
27 Associations, Inc. throughout these Bylaws.

28 “Signatory” means the signature of the person or persons appointed and recognized to sign the
29 Organization’s documents that require a signature.

30 **ARTICLE II – PRINCIPAL OFFICE**

31 The location of the principal office of the Organization shall be within the State of West Virginia at an
32 address fixed by the Board of Directors or at an alternate location in accordance with the laws of the
33 State of West Virginia. The Organization may also have offices at such other places, within or without
34 its state of incorporation, where it is qualified to do business, as its business and activities may require,
35 and as the Board of Directors may, from time to time, designate.

36 **ARTICLE III – PURPOSE**

37 **Section 3.1 – Nature of Corporation.**

38 The Organization is organized as and shall operate as a non-profit corporation under Chapter 31E of
39 the Code of West Virginia, 1931, as amended. The Organization is non-profit and may not have or
40 issue shares of stock or make distributions. It is intended that the Organization shall have the status of
41 a corporation that is exempt from Federal income taxation under §501(a) of the Internal Revenue Code
42 of the United States and an organization described in §501(c)(3) of the Internal Revenue Code of the
43 United States. These Bylaws shall be construed accordingly, and all powers and activities of the
44 Organization shall be limited accordingly.

45 **Section 3.2 – Primary Purpose.**

46 The primary purpose of the Organization shall be to facilitate the discussion of issues relating to the
47 common problems, the sharing of solutions, the communication of important information to our
48 communities and to be a cohesive force to protect the interests and welfare of West Virginia
49 homeowners.

50 **ARTICLE IV – MEMBERSHIP**

51 There are three classes of members in the Organization; a homeowner association, an individual, and a
52 business within the Eastern Panhandle of West Virginia and outlying areas. All members, regardless of
53 membership type, shall have one (1) vote, provided each member is in good standing with the

54 Organization. Members may be removed with or without cause by the Board of Directors at any time
55 pursuant to current resolutions or procedures.

56 **Section 4.1 – Homeowner Association.**

57 A homeowner association shall be defined as a residential organization representing a separate and
58 distinct subdivision. A homeowner association may become a voting member upon submission of an
59 application, required documentation and payment of membership fees as stated in these Bylaws. A
60 homeowner association shall participate through a representative authorized by their respective board
61 of directors.

62 **Section 4.2 – Individual.**

63 An individual may become a voting member upon submission of an application, required
64 documentation and payment of membership fees as stated in these Bylaws.

65 **Section 4.3 – Business.**

66 A business may become a voting member upon submission of an application, required documentation
67 and payment of membership fees as stated in these Bylaws.

68 **ARTICLE V – DUES AND FEES**

69 Annual dues shall be established by the Board of Directors. A one time initiation fee may be
70 established by the Board of Directors. Annual membership dues are required to be paid to remain in
71 good standing with the Organization.

72 **ARTICLE VI – BOARD OF DIRECTORS**

73 **Section 6.1 – Powers and Duties.**

74 Subject to the provisions of West Virginia law and any limitations in the Articles of Incorporation or
75 these Bylaws relating to action required or permitted to be taken or approved by the members of this
76 Organization, the activities and affairs of this Organization shall be conducted and all corporate
77 powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors
78 shall have all of the powers and duties set forth in West Virginia Code Chapter 31E not otherwise

79 assigned to the members of the Organization, including but not limited to the power to adopt any and
80 all resolutions that aid in the management of the affairs of the Organization, provided they do not
81 conflict with the Articles of Incorporation or these Bylaws.

82 **Section 6.2 – Number.**

83 The Board of Directors shall be an odd number of no less than three (3) and no greater than seven (7).
84 The Board of Directors may increase or decrease the number of directors on the Board, except that any
85 reduction will not eliminate an existing director until that director has served the remainder of their
86 term or the same resigns or shall be removed as set forth in these Bylaws. Business or individual class
87 members may serve on the Board, provided that a majority of the Board are homeowner association
88 representatives.

89 **Section 6.3 – Nomination.**

90 Nominations to the Board must be made in writing or from the floor of any meeting to the Board of
91 Directors or a Committee established by the Board to oversee the election in advance of the scheduled
92 election. The nominee must:

- 93 (a) accept the nomination prior to the election,
- 94 (b) be a member in good standing with the Organization,
- 95 (c) be in good standing with their own homeowner association, civic organization
96 and/or other entity, and
- 97 (d) may not be a current elected official at the county, state or federal level.

98 **Section 6.4 – Election.**

99 The Board of Directors shall call a meeting by the voting members of the Organization for the purpose
100 of electing the board members.

101 **Section 6.5 – Term of Office.**

102 Unless otherwise stated in the Articles of Incorporation, each director shall hold office for a term of
103 three (3) years. Further, unless the Articles of Incorporation state otherwise, the terms of the Board of
104 Directors shall be staggered to allow the election of at least twenty percent (20%) of the directors

105 annually. Unless there are no other qualified candidates available, no director shall serve more than
106 three (3) full consecutive terms.

107 **Section 6.6 – Removal.**

108 Any Director may be removed, with or without cause, by the vote of the disinterested directors, at any
109 time. Any member serving on the Board who is no longer in good standing shall be automatically
110 removed from the Board of Directors. Any director may resign by giving notice to the Board of
111 Directors. Any resignation shall take effect upon the date of receipt of such notice or at any later date.

112 **Section 6.7 – Vacancies.**

113 Any vacancy on the Board of Directors may be filled by appointment of the remaining Board of
114 Directors. Each Director so appointed shall hold office for the remainder of that term.

115 **Section 6.8 – Quorum.**

116 At all meetings of the Board of Directors, a majority of the Directors in office shall constitute a
117 quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present
118 may, without giving notice other than by announcement at the meeting, adjourn the meeting until a
119 quorum is obtained. At any such adjourned meeting at which a quorum is not present, no business
120 may be transacted which otherwise might have been transacted at the meeting as originally called.

121 **Section 6.9 – Organization.**

122 The President of the Board shall preside at all meetings of the Board of Directors. In the absence of the
123 President, the Vice President shall preside. In the absence of both the President and the Vice President
124 the Board may appoint another officer or Board member to preside. In the absence of the recording
125 Secretary, the presiding Directors may appoint any person to act as recording Secretary of the meeting.
126 Roberts Rules of Order may be utilized to guide the conduct of all meetings, but the same shall not be
127 required.

128 **Section 6.10 – Compensation.**

129 No member of the Board of Directors shall receive, directly or indirectly, any salary, compensation or
130 remuneration therefrom for his or her service as Director, Officer or in any other capacity, except that
131 said member may be reimbursed for any Board approved expenses incurred as a result of their service.

132 **Section 6.11 – Resignation.**

133 Any director may resign at any time by giving written notice to the Board of Directors. Any such
134 resignation shall take effect at the date of receipt of such notice or at any later date specified therein,
135 and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to
136 make it effective.

137 **ARTICLE VII – OFFICERS**

138 **Section 7.1 – Officers.**

139 The officers of the Organization shall be a President, a Vice President, a Secretary, and a Treasurer.
140 The duties of the Secretary and Treasurer may be combined with any other officer except the
141 President. The Organization may also have one or more Vice Presidents, assistant Secretaries,
142 assistant Treasurers, and other such officers with such titles as may be determined from time to time
143 by the Board of Directors.

144 **Section 7.2 – Election and Term of Office.**

145 The election of the officers shall take place at the next board meeting following each annual election
146 of Directors. The officers each shall hold office for one (1) year unless he or she shall sooner resign,
147 or shall be removed or otherwise disqualified to serve or until his or her successor shall be elected and
148 qualified, whichever occurs first.

149 **Section 7.3 – Removal and Resignation.**

150 Any officer may be removed with or without cause by the Board of Directors at any time. Any officer
151 may resign at any time by giving written notice to the Board of Directors. Any such resignation shall
152 take effect at the date of the receipt of such notice or at any later date specified therein, and unless
153 otherwise specified therein, the acceptance of such resignation shall not be necessary to make it
154 effective.

155 **Section 7.4 – Vacancies.**

156 Any vacancy in any office may be filled by appointment by the Board of Directors. The officer
157 appointed to such vacancy shall serve only for the remainder of the term of the officer he or she
158 replaces.

159 **Section 7.5 – President: Powers and Duties.**

160 The President shall be the chief executive officer of the Organization and shall, subject to the direction
161 of the Board of Directors, supervise and manage the affairs of the Organization and the activities of
162 the officers. He or she shall perform all duties incident to his or her office and such other duties as
163 may be required by law, the Articles of Incorporation, these Bylaws, or which may be prescribed from
164 time to time by the Board of Directors. The President shall preside at all meetings of the Board of
165 Directors and at all meetings as defined in Article IX Meetings and Notice. Except as otherwise
166 expressly provided by law, the Articles of Incorporation, these Bylaws, the President shall, in the
167 name of the Organization, execute such deeds, mortgages, bonds, contracts, checks, or other
168 instruments which may from time to time be authorized by the Board of Directors.

169 **Section 7.6 – Vice President: Powers and Duties.**

170 In the absence of the President, the Vice President shall perform all the duties of the President. The
171 Vice President shall have other powers and perform such other duties as may be prescribed by law, the
172 Articles of Incorporation, these Bylaws, or as may be prescribed by the Board of Directors.

173 **Section 7.7 – Secretary: Powers and Duties.**

174 The Secretary shall act as Secretary of all meetings of the Board of Directors, keep minutes of all
175 meetings in the books proper for that purpose; shall attend to the giving and serving of all notices of
176 the Organization; shall perform all duties incident to the office of the Secretary, subject, however to
177 the control of the Board of Directors; and shall perform other duties as shall from time to time be
178 assigned by the Board of Directors. The Secretary, unless specifically authorized by the Board, may
179 not enter into any contract or deliver any instrument in the name of or for the benefit of the
180 Organization.

181 **Section 7.8 – Treasurer: Powers and Duties.**

182 The Treasurer shall have custody of all funds and securities of the Organization which may come into
183 his or her hands. He or she shall keep or cause to be kept complete and accurate accounts of receipts
184 and disbursements of the Organization, and shall deposit all monies and other valuable effects of the
185 Organization in the name and to the credit of the Organization in such banks or depositories as the
186 Board of Directors may designate. Whenever required by the Board, the Treasurer shall render a
187 statement of accounts, and at all times exhibit the books and accounts to any Officer or Director of the
188 Organization; shall perform all duties incident to the Office of Treasurer, subject to the control of the
189 Board of Directors, and such other duties as shall be from time to time assigned by the Board of
190 Directors. The Treasurer shall, if required by the Board of Directors, give such assurances for the
191 faithful performance of duties (i.e. provide his or her written signature to attest that the financial
192 statements are accurate) as the Board of Directors may require. The Treasurer, unless specifically
193 authorized by the Board of Directors, may not enter into any contract or delivery of any instrument for
194 the use of or on behalf of the Organization.

195 **ARTICLE VIII – COMMITTEES**

196 **Section 8.1 – Purpose.**

197 The Board of Directors may appoint members to such committees as deemed necessary to help carry
198 out the directives of the Board and to aid the Organization in carrying out its purposes and may be
199 removed by the Board with or without cause.

200 **Section 8.2 – Membership and Terms.**

201 Only members of the Organization may be appointed to committees. Any class of member shall be
202 eligible to serve on a committee, provided they are a member in good standing. Unless otherwise
203 specified the terms of all committees shall be one (1) year. Committee members serve at the pleasure
204 of the Board and may be removed by the Board with or without cause.

205 **Section 8.3 – Committees.**

206 The Organization may have ad hoc or standing committees as needed which shall be appointed by the
207 Board of Directors. The purpose and duties of each committee shall be set by the Board and may be
208 modified or revoked at any time with or without cause.

209 The Organization shall have a Nominations Committee which shall be responsible for soliciting and
210 evaluating candidates for the Board of Directors. The Nominations Committee shall have an odd
211 number of members of not less than three (3) and shall appoint their chairperson.

212 **ARTICLE IX – MEETINGS & NOTICE**

213 **Section 9.1 – Annual Meeting.**

214 The Organization’s annual meeting shall take place on a date specified by the Board of Directors.
215 Notice must be provided in writing in accordance with these Bylaws and as determined by the Board
216 of Directors. Notice to the members may not be more than thirty (30) days nor less than fourteen (14)
217 days in advance of the annual meeting. Notice must include the specific date, time and location of the
218 meeting, along with an agenda, a proxy and a ballot. The purpose of the annual meeting is to elect
219 eligible candidates to any open positions on the Board of Directors, and to transact any other business
220 as may come before the Organization. A quorum of the membership shall consist of ten percent (10%)
221 plus one (1) member of the voting members of the Organization present at the meeting. Annual
222 meetings are open to the public.

223 **Section 9.2 – Regular Meeting.**

224 The Organization’s regular meetings shall be scheduled as determined by the Board of Directors. A
225 quorum of the Board of Directors must be present to conduct the business of the Organization. The
226 Board of Directors may change and/or modify an existing schedule of regular meetings when
227 necessary. Notice of the date, time and location of a regular meeting shall be provided to the members
228 and the general public not less than ten (10) days prior to the meeting. The meeting agenda and the
229 previous meeting’s draft minutes shall be made available to the members and the general public
230 electronically not less than ten (10) days prior to the meeting. Regular meetings are open to the public.

231 **Section 9.3 – Special Meeting.**

232 The Board of Directors may call a special meeting of the members at any time as needed. A quorum
233 of the membership shall consist of ten percent (10%) plus one (1) member of the voting members of
234 the Organization present at the meeting. Special meetings are open to the public.

235 **Section 9.4 – Executive Session.**

236 The Board of Directors may call for any executive session of the Board in compliance with West
237 Virginia Code, the Articles of Incorporation and these Bylaws. Executive sessions are not open to the
238 the public.

239 **Section 9.5 – Proxies.**

240 Unless otherwise prohibited by West Virginia law, the Articles of Incorporation, or these Bylaws, any
241 member may provide a proxy to either the Secretary of the Organization, or another individual for
242 membership meetings only. The proxy shall count toward quorum, and shall include the following:

- 243 (a.) name of voting member,
- 244 (b.) date, and
- 245 (c.) signature.

246 If the proxy is general, it shall also state the name of the individual who is authorized to vote on behalf
247 of the member giving the proxy. A proxy terminates one year after its date, unless it specifies a shorter
248 term. Only proxies that are completed on Board approved forms shall be acceptable.

249 **Section 9.6 – Voting.**

250 Except as otherwise provided under West Virginia law, the Articles of Incorporation, or these Bylaws;
251 the election of directors may be conducted by a ballot. The ballot shall:

- 252 1. list the names of each candidate,
- 253 2. provide an opportunity to vote for Board of Director vacancies, and
- 254 3. specify the date by which the ballot must be received by the Organization in order to be
255 counted.

256 **ARTICLE X – CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

257 **Section 10.1 – Contracts.**

258 The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize
259 any officer or agent of the Organization to enter into any contract or execute and deliver any
260 instrument in the name of and on behalf of the Organization, and such authority may be general or
261 confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any
262 power or authority to bind the Organization by any contract or engagement or to pledge its credit or to
263 render it monetarily liable for any purpose or in any amount.

264 **Section 10.2 – Checks, Drafts and Similar Documents.**

265 Except as otherwise specifically determined by these Bylaws, or by resolution of the Board of
266 Directors, or as otherwise required by law; checks, drafts, promissory notes, orders for the payment of
267 money, and other evidence of indebtedness of the Organization shall be signed by the President, or
268 signed by the Treasurer and approved by the President of the Organization. Record of approval by the
269 President must be recorded.

270 **Section 10.3 – Deposits.**

271 All funds of the Organization shall be deposited to the credit of the Organization in such banks, trust
272 companies, or other depositories as the Board of Directors may select from time to time.

273 **Section 10.4 – Gifts and Contributions.**

274 The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest, or
275 devise for purposes of this Organization.

276 **ARTICLE XI – BOOKS AND RECORDS**

277 There shall be kept at the office of the Organization or at such place as the Board of Directors may
278 determine, books of accounts of the activities and transactions of the Organization, including a
279 minutes book which shall contain a copy of the Articles of Incorporation, a copy of the Bylaws, and all
280 minutes of open meetings of the Organization. This data may also be stored electronically. All records
281 maintained by the Organization shall be available for examination and copying by any member, or by

282 any of their duly authorized agents or attorneys at the expense of the person examining the records
283 during normal business hours and after reasonable written notice.

284 The Organization shall keep the following records:

- 285 1. An account for each member or member association which shall
 - 286 (a.) designate the name and address of each member or member association,
 - 287 (b.) the amount of all dues and fees,
 - 288 (c.) the dates on which each are owed and paid, and
 - 289 (d.) the balance.
- 290 2. A record of all expenditures approved by the Board of Directors.
- 291 3. The most recently prepared balance sheet and income & expense statement, if any, of the
292 Organization.
- 293 4. The current operating budget and capital expenses adopted and ratified pursuant to the
294 Bylaws.
- 295 5. A record of any unsatisfied judgments against the Organization and the existence of any
296 pending suits in which the Organization is a defendant.
- 297 6. A record of insurance coverage provided for the benefit of the Organization.
- 298 7. Minutes of the proceedings of incorporators, members, Board of Directors, committees
299 and waivers of notice.
- 300 8. Such other records required by federal, state and local statutes.

301 All outgoing Directors, Officers and Committee Chairs shall transfer all records and other property of
302 the Organization to the Board of Directors.

303 **ARTICLE XII – FISCAL YEAR**

304 The fiscal year of the Organization shall begin on the first day of January and end on the thirty-first
305 day of December of every year.

306 **ARTICLE XIII – EXEMPT ACTIVITIES**

307 Notwithstanding any other provision of these Bylaws, no Director, Officer, employee or representative
308 of this Organization shall take any action or carry on any activity by or on behalf of the Organization
309 not permitted to be taken on by an organization except under §501(c)(3) of the Internal Revenue
310 Service and its regulations as they now exist or as they may hereafter be amended.

311 **ARTICLE XIV – WAIVER OF NOTICE**

312 Whenever any notice is required to be given under the provisions of the laws of West Virginia or
313 under the provisions of the Articles of Incorporation or by these Bylaws, a waiver thereof in writing
314 signed by the person or persons entitled to such notice, whether before or after the time stated therein,
315 shall be deemed equivalent to the giving of such notice.

316 **ARTICLE XV – INDEMNIFICATION**

317 The Board of Directors, Officers, committee members or any other agents of the Organization shall
318 have the liabilities, and be entitled to indemnification as provided in the statutes of West Virginia, the
319 provisions of which are hereby incorporated by reference and made a part hereof.

320 **ARTICLE XVI – LEGAL ACTION**

321 The Board of Directors may consult or retain legal council for any reasons deemed necessary. This
322 section does not prohibit any members of the Organization, either individually or as a group, from
323 sharing public information nor does this section prohibit any members from endorsing, sponsoring or
324 initiating legal actions on their own behalf at their own expense.

325 **ARTICLE XVII – AMENDMENTS TO BYLAWS**

326 These Bylaws may be amended by a majority vote of the members in

327 (a.) good– standing,

328 (b.) at a meeting noticed for such a vote,

329 (c.) provided a quorum is present and

330 (d.) provided a written notice including text of the proposed amendment or amendments shall
331 be made available at least thirty (30) days in advance of any such meeting.

332 **ARTICLE XVIII – EFFECTIVE DATE**

333 THE FOREGOING revision to improve procedures and increase flexibility to accommodate the
334 growing Organization was adopted as the Bylaws of the Eastern Panhandle Organization of
335 Homeowners Associations, Inc., a Non-Profit Organization, under the laws of the State of West
336 Virginia, revised on the 17th day in the month of March, 2015 and adopted on the 21st day in the
337 month of March, 2015.

338 _____
/S/ Phyllis Smock, Secretary

339 I, _____, a Notary Public within and for the State of West Virginia,
340 do hereby certify that the name signed in writing hereto attached, bearing date of the _____ day in
341 the month of _____, in the year of _____, for the Eastern Panhandle Organization of
342 Homeowners Associations, Inc., has this day in my said state, before me, acknowledged the said
343 writing to be the act and deed of said Organization.

344 Given under my hand this _____ day of the month in _____ in the year of _____ .

345
346 My commission expires: _____

347 (Affix Notary Seal)

348 **REVISION 1.** Name Change June 18, 2011 from Jefferson County Organization of Homeowners
349 Associations, Inc. to Eastern Panhandle Organization of Homeowners Associations and correct spelling errors.

350 EIN 27-0879365 / WV REGISTRATION 2230-3336

EASTERN PANHANDLE ORGANIZATION OF HOMEOWNERS ASSOCIATIONS, INC.

332 **ARTICLE XVIII – EFFECTIVE DATE**

333 THE FOREGOING revision to improve procedures and increase flexibility to accommodate the
334 growing Organization was adopted as the Bylaws of the Eastern Panhandle Organization of
335 Homeowners Associations, Inc., a Non-Profit Organization, under the laws of the State of West
336 Virginia, revised on the 17th day in the month of March, 2015 and adopted on the 21st day in the month
337 of March, 2015.

338 Phyllis Smock
Phyllis Smock, Secretary

339 I, Margaret Leigh Strange Archacki, a Notary Public within and for the State of West Virginia,
340 do hereby certify that the name signed in writing hereto attached, bearing date of the 23 day in
341 the month of March, in the year of 2015, for the Eastern Panhandle Organization of
342 Homeowners Associations, Inc., has this day in my said state, before me, acknowledged the said
343 writing to be the act and deed of said Organization.

344 Given under my hand this 23 day of the month in March in the year of 2015.



346 My commission expires: 7/6/2020

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