

BY-LAWS  
OF  
THE CROSSINGS AT THE GREAT CACAPON PROPERTY  
OWNERS ASSOCIATION, INC.<sup>1</sup>

**ARTICLE I**

NAME AND OBJECTIVE OF THE ASSOCIATION

Section 1. NAME This Corporation shall be known as The Crossings at The Great Cacapon Property Owners Association, Inc., hereinafter called the "Association."

Section 2. OBJECTIVES The objectives of the Association shall be to maintain the roads and "The Common Properties" situated in The Crossings at the Great Cacapon subdivision for the benefit of the property owners in the subdivision. Further, the Association shall act in accordance with Article III of the Articles of Incorporation of The Crossings at the Great Cacapon Property Owners Association, Inc.

The Association shall enforce all covenants, conditions, easements, restrictions, and rights of way; and establish reasonable rules and regulations as needed to promote the health, safety, and welfare of residents and property owners and for governing temporary or permanent construction, camping, camp fires, trash, litter, and brush disposal, and other matters within the scope of Article III of the Certificate of Incorporation.

**ARTICLE II**

MEMBERSHIP

Section 1. MEMBERSHIP The membership of the Association shall be limited to all persons or entities ~who are record owner in The Crossings at the Great Cacapon subdivision.

Section 2. INTEREST OWNER Each owner, or joint or common owner, of record in any lot in The Crossings at the Great Cacapon subdivision shall be a member of the Association.

Section 3. ANNUAL ASSESSMENTS The owner(s) of each interest shall pay to the Association an annual assessment which owners of lots in The Crossings at the Great Cacapon subdivision are required to pay in accordance with the provisions of the Protective Covenants and Restrictions applicable to the subdivision. The annual charge shall include, but not be limited to, the costs of maintaining the roads, common areas and utilities in the subdivision, and matters set forth in The Crossings at the Great Cacapon Declaration of Reservations and Restrictive Covenants, as adjusted pursuant to the covenants and restrictions.

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<sup>1</sup> The By-laws of The Crossings at the Great Cacapon Property Owners Association, Inc. were revised August 2019, based on a community vote recorded in the Board of Directors August 25, 2019 minutes.

Section 4. ESTABLISHING ASSESSMENTS The Annual Association assessments shall be established pursuant to Article V of the Supplementary Declaration of Reservations ad Restrictive Covenants.

a. The total annual assessment for each Crossings property is \$300.00. \$250.00 is dues for the operating budget. \$50.00 per lot shall be maintained in a separate account for the bridge Emergency Reserve Fund (ERF) “to be limited to the bridge, road or common area structure repair or replacement, when required, due to catastrophic events such as flood, tornado, fire, etc.”<sup>2</sup> Routine bridge maintenance shall be part of the Association operating budget.

b. Annual billing notices are sent out at the beginning of January and are due and payable by the end of January.

c. If an owner is delinquent past the next annual meeting the debt may be turned over to a collection agency and/or a lien will be filed.<sup>3</sup>

Section 5. ASSESSMENT DEFAULT In the event of default by any member in paying to the Association the annual assessments, such charges shall become a lien upon the member’s property as provided in the Protective Covenants and Restrictions for the subdivision. Each lot owner in default shall be obligated to pay statutory interest together with all expenses, including reasonable attorney fees, incurred by the Association in any proceedings brought to collect such unpaid assessments.

Section 6. VOTING RIGHTS All Owners of Crossings properties shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote of each lot shall be exercised as all of the owners of said lot among themselves determine, but in no event shall more than one vote be cast with respect to any lot. Only members in good standing, e.g., not in arrears of assessments, shall be permitted to vote (Part B. Article III. Section 3).

## **ARTICLE III**

### **OFFICERS AND DIRECTORS**

Section 1. OFFICERS AS DIRECTORS The affairs of the Corporation shall be managed by a Board of Five (5) directors, who must be members of the Corporation. The officers of the corporation shall serve as four (4) of its five (5) directors on the Board of Directors.

Section 2. OFFICERS The officers of the Association shall consist of a President, Vice-President, Secretary, and a Treasurer, elected as provided in Section 1 of Article V of these By-Laws and in the Articles of Incorporation of The Crossings at the Great Cacapon Property Owners Association, Inc.

Section 3. PRESIDENT AS COMMITTEE MEMBER The President shall be a member, ex officio, of all committees.

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<sup>2</sup> Annual meetings June 6, 1993 and June 4, 2011.

<sup>3</sup> Annual meeting June 2, 2012.

Section 4. OFFICERS and DIRECTORS TERM The officers of the Association must be members of the Association and shall be elected at an annual meeting of the members of said Association. The term of each officer and director shall be for two years.

Section 5. ARCHITECTURAL CONTROL COMMITTEE The Board of Directors shall appoint the Architectural Control Committee for a period of one-year term which shall operate as required by the Declaration of Reservations and Restrictive Covenants.

## **ARTICLE IV**

### **MEETINGS**

Section 1. ANNUAL MEETING OF MEMBERS The annual meeting of members of the Association shall be held on the first Saturday in June or at a date as selected by the membership at a previous annual meeting.

Section 2. SPECIAL MEETING OF THE ASSOCIATION Special meetings of the Association members may be called by the President, or upon request of forty (40) members to the President made in writing. Notice of the meeting shall be disseminated to each property owner by email and/or mail (USPS), at least fifteen (15) days prior to the date of the said special meeting. Said notice shall state the time and place of the meeting and shall also state the purpose of said special meeting. At such special meeting there shall only be considered such business as is specific in the notice of meeting.

Section 3. QUORUM FOR MEMBERS OF MEETING At all meetings of the Association, either special or regular, the representation, in person by owners or by proxy, of 33% of the total number of votes eligible in the subdivision at any annual meeting shall constitute a quorum for the conduct of business.

Section 4. PROXY USE AND ABSENTEE BALLOTS No document created, prepared or utilized by the Association shall prevent a vote of the membership upon duly specified issue(s). Return mail proxy or absentee balloting (mail-in voting), with or without a scheduled meeting, shall provide members no less than 30 days from initial mailings to the membership to respond. For scheduled meetings, proxies may be sent to any member who will be present at the meeting. Absentee ballots shall be sent to the Secretary of the Association; they shall be opened and counted by a select committee appointed by the President of the Association.

Section 5. LACK OF QUORUM If a quorum is not present, the presiding officer may adjourn the meeting to a day and hour set by him. The members present at a duly called or held meeting at which quorum was once present may continue to do business at the meeting notwithstanding the withdrawal of enough members to leave less than a quorum. The required quorum at any subsequent meeting set by the President shall be one-half (1/2) of the required quorum at the preceding meeting.

Section 6. ORDER OF BUSINESS At all meetings of the Association, the order of business shall be as follows:

- (a) Reading of Minutes of immediate prior meeting for information and approval.
- (b) Reports of Officers.
- (c) Reports of Committees.
- (d) Unfinished Business.

- (e) New Business.
- (f) Board Elections (even years)
- (g) Reading and approval of Minutes of meeting just had, if requested.

Section 7. SPECIFIC LOCATION Meetings of the Association shall be held at a suitable place convenient to the members and such a place shall be specified in the notice of meeting.

## **ARTICLE V**

### **ELECTION OF OFFICERS AND DIRECTORS**

Section 1. ELECTIONS The term of officers and directors of the Association shall be two (2) years and they shall be elected by majority vote at the annual meeting of the Association. No officer or director may serve more than two (2) consecutive terms in the same position.

Section 2. VACANCIES If a vacancy occurs among an officer or director, the Board of Directors shall fill said vacancy for the remainder of said term.

Section 3. REMOVAL Any officer or director may be removed from office for cause, by the vote of members of the Association constituting 75% of the votes represented at a regular or special meeting of the Association.

Section 4. NOMINATION At least three (3) months before the election meeting, at his/her option, the President may appoint a Nominating Committee of three (3) members of the Association whose duty it will be to nominate the officers and directors. The slate of nominees shall be distributed to all property owners not less than thirty (30) days prior to the election meeting. After the slate is announced at the election meeting, any member of the Association may propose additional nomination(s). An individual nominated from the floor must be present and agree to accept the nomination before being placed on the ballot.

## **ARTICLE VI**

### **DUTIES OF OFFICERS**

Section 1. PRESIDENT The President shall preside at all meetings of the Association and shall appoint such committees as he or the Association shall consider expedient or necessary.

Section 2. VICE-PRESIDENT In the absence of the President, the Vice-President shall perform his duties, and in the absence of both the President and Vice-President, the Treasurer shall preside and assume the duties of President. The Vice-President shall also generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the Association.

Section 3. SECRETARY The Secretary shall keep the Minutes of all meetings of the Association and shall, if requested, read such Minutes at the close of each meeting for approval if possible, and shall mail out all notices and proxies for meetings of the Association. He/she shall perform such other duties as may be required of him/her by the By-Laws, the President or the Association.

Section 4. TREASURER The Treasurer shall have the charge of all receipts and monies of the Association, deposit them in the name of the Association in a bank approved by the Association, and disburse funds as ordered or authorized by the Association. He/she shall keep regular accounts of his/her receipts and disbursements, submit his/her record when requested, and give an itemized statement at regular meetings of the Association. Any two of the four officers may sign checks and withdrawal slips on behalf of the Association upon any and all of its bank accounts.

Section 5. EXECUTION OF INSTRUMENTS The President, Secretary or the Treasurer, shall, on being so directed by the Association, sign all leases, contracts or other instruments in writing, provided, however, that these powers are subject to the provisions of the Articles of Incorporation.

## **ARTICLE VII**

### **DUTIES AND POWERS OF THE BOARD OF DIRECTORS**

Section 1. MANAGEMENT OF ASSOCIATION The officers and other Director of the Association, acting in the form of a Board of Directors, shall have 'general charge and management of affairs, funds, and property of the Association. Said Board of Directors shall have full power, and it shall be their duty to carry out the purposes of the Association according to its Articles of Incorporation and By-Laws.

Section 2. RULES The Board of Directors may make rules it deems reasonable for the conduct of the members and their guests for the use of Association property and facilities not provided for in these By-laws, the Protective Covenants and Restrictions the Articles of Incorporation, or the individual deeds of owners in The Crossings at the Great Cacapon Property Owners Association subdivision. Such rules may be subject to a vote of the Association by property owner motion during a regular or special meeting of the Association.

Section 3. ANNUAL PROPERTY MAINTENANCE CHARGE FEE The Board of Directors shall have the power to collect the annual property maintenance charge fee for which owners of lots in subdivision are required to pay in accordance with the provisions of the Protective Covenants and Restrictions applicable to the subdivision, and to impose and enforce any lien or encumbrance provided for in said Protective Covenants and Restrictions.

Section 4. BOARD MEETINGS The Board of Directors, at their discretion, shall set times and dates for meetings of the Board as agreed by a majority of the Board. Advance notice of scheduled Board meetings shall be provided to all members of the Association by email and posting on the Association website. Minutes of all Board Meetings shall be made available to members of the Association upon request and maintained on the community webpage.

## **ARTICLE VIII**

### **COMPENSATION OF DIRECTORS**

Neither the officers, directors nor members serving on Committees shall receive any salary or compensation for services rendered to the Association. Reimbursement for incurred expenses is permitted if approved by the Board of Directors.

## **ARTICLE IX**

### **NOTICES**

All notices to members shall be emailed or mailed (USPS) to their addresses as given on the books of the Association, and such mailing shall constitute presumptive evidence of service thereof. General notices shall be posted on the community website. Legal notices to property owners or other parties shall be sent by registered mail (USPS).

## **ARTICLE X**

### **LIABILITY OF OFFICERS**

The officers and directors of the Association shall not be liable to the members of the Association for any mistake of judgment, negligent or otherwise, except for their own individual willful misconduct or bad faith. The members of the Association shall indemnify and hold harmless each of the officers and directors against any contractual liability to others arising out of contracts made by the officers or directors on behalf of the Association unless any such contract shall have been made in bad faith or contrary to the provisions of the Articles of Incorporation or of these By-Laws. It is intended that the officers and directors shall have no personal liability with respect to any contract made by them on behalf of the Association. It is also intended that any liability of any member of the Association arising out of any contract made by said officers or directors either individually, pursuant to authority provided hereunder, or acting as a group in the form of the Board of Directors, or out of the aforesaid indemnity in favor of such officers and directors, shall be limited to such proportion of the total liability thereunder as this membership bears to the entire membership in the Association.

## **ARTICLE XI**

### **CORPORATE BUSINESS RECORDS**

The corporate business records of the Association shall at all times, during reasonable business hours, be subject to the inspection of any members.

## **ARTICLE XII**

### **PARLIAMENTARY RULES**

Roberts Rules of Order shall govern the conduct of the Association meetings when not in conflict with these By-Laws.

## **ARTICLE XIII**

### **AMENDMENTS TO BY-LAWS**

Section 1. PROPOSAL Amendments to these By-Laws may be proposed pursuant to Article XV of the Certificate of Incorporation.

Section 2. ADOPTION Amendment to these By-Laws maybe adopted only by a majority of the votes a regular or special meeting of the Association provided that notice of the proposed amendment has been stated in the call for the meeting, all pursuant to Article XV of the Certificate of Incorporation.

*I, the below signed, Secretary of The Crossings at the Great Cacapon Property Owners Associations, Inc. hereby certify these Bylaws were adopted by the Corporation effective May 25, 1990.*

*James F. Macri, Secretary  
jmc/2/GCBLAWS*

*Revised August 2019, based on a community vote recorded in the Board of Directors August 25, 2019 minutes.*

*Elaine Andrews, Secretary*