

BYLAWS
OF
WINTERGREEN VALLEY ASSOCIATION

ARTICLE I
NAME AND LOCATION

SECTION 1. Name and Location. The name of the Association is the Wintergreen Valley Association (WVA), at Stony Creek, Wintergreen, Nellysford, Virginia, after this called the "Association."

ARTICLE II
PURPOSE

SECTION 1. Purpose. The Association provides a means for organizing the majority interests of members in the conduct of social and cultural activities and enhancing communications among the members. The association shall operate as a non profit association.

ARTICLE III
ACTIVITIES

SECTION 1. Social. Social activities shall be planned for each administrative year by a Social Committee and a Special Events Committee.

SECTION 2. Town Meetings. Town Meetings may be held as the need arises for maintaining community liaison with Wintergreen Resort, WPOA, Mountain Homesteaders, Fire Department and Rescue Squad, Nelson County, and with others.

SECTION 3. Business. Business of the Association shall be conducted by holding periodic meetings: (a) Board Meetings - The President of the Association will determine place and time of the Board meetings; (b) Annual Meeting - There may be an annual meeting of the Association for conducting business as brought forth by the Board, and biennially (every two years) the annual meeting will include election of Officers; and (c) Special Meetings – When the President or the Board determines one is necessary. The administrative year shall be the calendar year.

SECTION 4. Communication. The Board shall inform members and residents of the community on matters of interest by publishing and distributing a newsletter, via electronic communications, and by other means, as appropriate.

SECTION 5. Attendance. Attendance at any activity/meeting shall be limited to members in good standing as defined in ARTICLE IV, SECTION 1. Non-members may be granted attendance in the event that suitable space is available after the cut-off date specified in the activity invitation/notice and at the discretion of the Board.

ARTICLE IV
MEMBERSHIP AND VOTING RIGHTS

SECTION 1. Membership. Membership eligibility:

- (a) Full Membership: All resident and non-resident property owners in the Nelson County development known as Stoney Creek, a part of the Wintergreen Resort, in good standing ("in good standing" shall include but not be limited to membership dues being paid and current), and 18 or more years of age.
- (b) Associate Membership: Any long-term resident renter(s) – those with a lease or rental agreement with a rental/lease date for a minimum of one year in the Nelson County development known as Stoney Creek, a part of the Wintergreen Resort – in good standing ("in good standing" shall include but not be limited to membership dues being paid and current), and 18 or more years of age. The renter(s) shall provide documentation for the rental/lease timeline when requesting a membership.
- (c) The Association does not discriminate against anyone with regard to its membership or activities on the basis of race, religion, gender, sexual orientation, or national origin.

SECTION 2. Voting. Voting rights are extended to Full Members when membership dues are paid and current:

- (a) The Full Membership shall have the right to elect all Officers of the Association, and to remove them for cause.
- (b) Voting for Association Officers occurs every two years by acclamation at an annual meeting and is based on a slate of candidates proposed by the Nominating Committee.
- (c) One vote per household is permitted, without regard for number of lots a member owns.

ARTICLE V MEETINGS OF MEMBERS

SECTION 1. Annual Meeting. There may be an annual meeting of the Association held each fall on a date and at a place set by the Board. This meeting shall be held for the purpose of receiving a report by the President, a written Treasurer's report, and for the transaction of other business as may come before the meeting. Every two years, the meeting shall also include electing Officers and comments by the incoming President. At this time, the affairs of the Association shall be turned over to the new officers.

SECTION 2. Special Meetings. Special meetings of the Association may be called any time by the President or by the Board.

SECTION 3. Quorum. A quorum shall consist of not less than 15% of Association members in good standing.

SECTION 4. Notice. Notice via email and an article in the newsletter stating the place, date and time of the annual meeting shall be forwarded to each member entitled to vote. This notice shall be sent not less than twenty (20) days before the date of such meeting, by or at the direction of the President.

SECTION 5. Rules. The order of business of the annual meeting shall be decided by the Board. The usual parliamentary rules as prescribed in "Roberts Rules of Order" shall govern all deliberations, when not in conflict with these Bylaws or rules of procedure adopted by the Board

ARTICLE VI BOARD OF OFFICERS

SECTION 1. Powers and Duties. The affairs of the Association shall be directed by its Board of Officers. It shall be the duty of the Board to carry out the purpose of the Association, and to assure that the Association's resources are effectively applied in concert with its stated purpose. The Board shall be the final authority for the approval of the Association's annual budget.

SECTION 2. Eligibility. Full Members of the Association in good standing are eligible for nomination as officers.

SECTION 3. Regular Meetings. The Board shall meet at least five (5) times each year on dates the President deems most advantageous, and at such other times as the President of the Board may deem necessary. At least one (1) week's notice of the meeting shall be provided by or at the direction of the President.

SECTION 4. Quorum. A majority of the Board present or represented by proxy shall constitute a quorum for the transactions of business at any meeting of the Board.

SECTION 5. Manner of Voting. The vote of a majority of the Board present at a meeting at which a quorum is present shall be the act of the Board. Proxy voting by absentee Board members is permissible.

SECTION 6. Positions. The officers of the Association shall be a President, a Vice-President, a Treasurer, a Secretary and a Board Member-at-Large. No more than one office may be held by the same person.

SECTION 7. Election and Term. The officers shall be elected for two (2) years by the voting membership at the Association's annual meeting. Each officer shall hold office until a successor shall have been duly elected.

SECTION 8. Vacancies. A vacancy in any office because of death, resignation, removal, no longer owning property in Stony Creek, or otherwise, shall be filled by appointment by the President for the unexpired portion of the term. A vacancy in the office of President shall cause the Vice-President to be the acting President until the next Board meeting, when such vacancy shall be filled by action of the Board.

SECTION 9. President. The President shall: (a) preside at meetings of the Association and of the Board, (b) be a member, ex-officio, with the right to vote, of all committees except the Nominating Committee, (c) at his or her earliest convenience after assuming office, appoint chairpersons of all committees of the Association, and (d) at the annual meeting of the members and at such other times as appropriate, present to the Association or to the Board, such matters and make such suggestions as may promote the welfare of the Association.

SECTION 10. Vice-President. The Vice-President shall assist the President and shall perform other duties as may be delegated by the President or assigned by the Board. The Vice-President may serve as liaison with Wintergreen Resort, WPOA, and certain other organizations as required. In the absence of the President, the Vice-President shall preside at meetings of the Association and of the Board.

SECTION 11. Treasurer. The Treasurer shall have responsibility for all Association funds and financial records. The Treasurer shall: (a) prepare the annual budget and present it to the Board; (b) assure the proper accounting of dues and monies received, expenditures thereof and charges thereto; (c) maintain the membership data base; (d) prepare and present a written status report on the Association's receipts and expenditures at each regular meeting of the Board; (e) present at the annual meeting such financial reports as directed by the Board; and (f) perform other financially related duties as may be assigned by the President.

SECTION 12. Secretary. The Secretary shall: (a) record the minutes of the Board meetings and Association meetings, and distribute a draft copy of such minutes within thirty (30) days after such meetings to all Board members for review before final publication, (b) maintain a permanent record of such minutes, (c) see that all notices are duly given by the provisions of these Bylaws, (d) see that all documents, the execution of which on behalf of the Association, are duly authorized by the provisions of these Bylaws, and (e) perform other duties as may be assigned by the President.

SECTION 13. Board Member-at-Large. The retiring Association President, or other elected individual, shall serve as an at-large member of the Board and will be responsible for duties as assigned by the President and to provide assistance and guidance to other Officers and to committee chairpersons.

ARTICLE VII COMMITTEES

SECTION 1. Executive Committee. The Executive Committee shall consist of the President and at least two (2) other officers of the Association, for the purpose of addressing subjects requiring action before or after

meetings of the Board. This committee shall be authorized to commit unanticipated, non-budgeted expenditures up to an annual aggregate of \$500, and such actions shall be reported to the Board at the subsequent Board meeting.

SECTION 2. Nominating Committee. Biennially, at least ninety (90) days before the date of the Association's annual meeting, the President shall appoint a Nominating Committee of not less than three (3) or more than five (5) Association members, whose duty shall be to present to the members at the Association's annual meeting, the names of nominees for election to officer positions. A chair shall be selected by the Nominating Committee from among its members. Nominations from the membership may also be submitted to the Nominating Committee by September 1st or as otherwise announced by the Board prior to the biennial (every two years) annual meeting. The slate will be sent to membership prior to the annual meeting.

SECTION 3. Social. This committee shall plan and schedule all Association social events for the year.

SECTION 4. Special Events. This committee shall plan and schedule all Association special events for the year.

SECTION 5. Welcoming Committee. A Welcoming Committee shall be formed to visit new residents and provide them with the most current version of the welcome packet.

SECTION 6. Newsletter. This committee shall prepare and distribute the Association newsletter, The Informer.

SECTION 7. Directory. This committee, in coordination with the Mountain Homesteaders Association (MHA), shall assemble, publish, and mail the Wintergreen WVA and MHA member directory.

SECTION 8. Special Committees. The President may appoint other committees as deemed necessary or helpful to assist with the work of the Association.

SECTION 9. Committee Members. All committee members shall be members in good standing of the Association.

ARTICLE VIII DUES AND FINANCES

SECTION 1. Dues and Finances. The financial obligations of the Association shall be met by:

- (a) Dues fixed by the Board, and
- (b) Donations or gifts.

SECTION 2. Due Date. Dues shall become due and payable the first of February each year.

SECTION 3. Non-inurement. No part of any net earnings of the Association shall inure for the benefit of any person having a personal and private interest in the organization.

ARTICLE IX AMENDMENTS TO BYLAWS

SECTION 1. Amending Bylaws. These Bylaws may be altered, amended or repealed and new Bylaws adopted by a majority vote of the membership.

ARTICLE X INDEMNIFICATION

SECTION 1. Indemnification of Members. General Liability insurance shall be obtained and renewed

each year for \$1,000,000, to cover indemnification of all members of the Association. Said insurance shall be paid for by the Association.

SECTION 2. Indemnification of Officers. Officers' insurance shall be obtained and renewed each year in the amount of \$1,000,000, to cover indemnification of all Officers of the Association. Said insurance, shall be paid for by the Association.

SECTION 3. Waivers. Members and participants at certain events, to be designated by the Board, and sponsored by the Association, may be required to sign an appropriate waiver of liability.

ARTICLE XI DISSOLUTION

SECTION 1. Dissolution. The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. In the event of the dissolution of the Association, the balance of any remaining funds after all debts have been cleared, will be distributed to one or more local charities, as determined by the existing Board at the time of dissolution.