



By-Laws of Steamboat Run Community Association

As amended on the following dates:

Original – April 22, 1979	April 29, 1984	April 17, 1988
April 16, 1989	April 12, 1992	April 18, 1993
April 3, 1995	April 11, 1999	October 29, 2017
November 14, 2021		

ARTICLE I – NAME AND LOCATION

The name of the corporation is Steamboat Run Community Association, hereinafter referred to as the “Association”. The principal office of the corporation shall be located at Shepherdstown, 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 Steamboat Run Community Association, its successors and assigns.

Section 2. “Properties” shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, 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 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 Area.

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 merely as security for the performance of an obligation.

Section 6. [Removed November 14, 2021]



Section 7. “Declaration” shall mean and refer to the Declaration of Covenants, Conditions and restrictions applicable to the Properties recorded in the Office of the Clerk of the County Court of Jefferson County, West Virginia.

Section 8. A “Member” shall be a person entitled to membership as provided in the Declaration. A voting member is an owner of a lot who is entitled to cast one vote for each lot upon which all assessments have been paid. *[Amended October 29, 2017]*

Section 9. “An Improved Lot” shall be defined as one on which an approved dwelling has been constructed, the dwelling to consist of at least a shell.

ARTICLE III - MEETING OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the membership shall be held during October or November of each year, the date, time and location of which shall be set by the Board of Directors. *[Amended October 29, 2017]*

Section 2. Special Meetings. Special meetings of the members may be called any time by the President or by the Board of Directors, or upon written request of one-fourth (1/4) of all the members entitled to vote.

Section 3. Notice of Meetings. Written notice of the annual meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing or emailing a copy of such notice postage prepaid (if by mail), at least 30 days before such meeting to each member entitled to vote thereat, addressed to the member’s address or email address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. *[Amended November 14, 2021]* When a situation arises which requires prompt action, a special meeting as provided for under Article III, Section 2 may be called on 7 days notice. Such a situation may be one which:

- a) affects Steamboat Run property values;
- b) affects enjoyment of Steamboat Run by members;
- c) affects the road network in a major way;
- d) results in expenditure of more than \$3000 above the approved budget, or;
- e) is an emergency of similar magnitude. Notice for such special meetings shall consist of attempting to reach all voting members within a two hundred fifty mile radius either by mail or by telephone or by any other means.

Section 4. Quorum. Except as otherwise specifically provided, the presence at the meeting of members entitled to vote, or of proxies entitled to vote, 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, the Declaration, 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 such a quorum as aforesaid shall be present or be represented.



Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Each proxy shall be revocable and shall automatically terminate upon conveyance by the member of his Lot.

ARTICLE IV - BOARD OF DIRECTORS: SELECTION; TERM OF OFFICE

Section 1. Number and Appointment. The affairs of this Association shall be managed by a Board of nine directors, three to be elected each year from among those members entitled to vote at business meetings. At each annual meeting, three members shall be elected without regard to residency status. In case of co-ownership of a lot, only one of the co-owners of that lot may serve on the Board of Directors at any one time.

Section 2. Term of Office. At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years, and three directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years. No director shall serve more than two consecutive terms.

Section 3. Removal. Any director may be removed from the Board for nonpayment of an assessment or by a majority vote of the members of the Association with or without cause. In the event of death, resignation or removal of a director, the successor shall serve for the unexpired term of his or her predecessor.

Section 4. 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 performance of his duty.

Section 5. 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, 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.

Section 6. Election of President by Board of Directors. Any President of the Board of Directors must have been a member of said Board for at least one year prior to his election.

Section 7. As a condition of membership in Steamboat Run Community Association, Inc., it is agreed by all members that they will hold harmless all officers, directors, and committee chairmen of this association from any personal liability related to their duties as an officer, director, or committee chairman.

ARTICLE V - NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of directors shall be made by a Nominating Committee appointed by the Board of Directors at its meeting immediately following the annual meeting. The Nominating Committee shall consist of a chairman, who shall be a member of the Board of Directors, and two or more members of the Association who are entitled to vote at business meetings



and who are not Directors. The Committee shall serve through the Annual Meeting of the following year.

The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Nominations shall be submitted to the President, in writing, over the signatures of all members of the Nominating Committee. Nominations may be made from the floor of the Annual Meeting. *[Amended April 14, 1992]*

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI - MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held annually following the annual membership meeting and upon the same day or the day following the annual meeting of the members.

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 not 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.

Section 4. Meetings of the Board of Directors shall be open to the membership of the Association. Members in attendance may not vote or participate in discussions except with the approval of the Board.

ARTICLE VII - POWERS AND 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; and
- b) Suspend the voting rights and right to use 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, 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, the Articles of Incorporation, or the Declaration;



- d) Declare the office of a member of the Board of Directors to be vacant in the event such a member shall be absent from three (3) consecutive meetings of the Board of Directors; and
- e) Employ a manager, and independent contractor, or such other employees as they deem necessary, and to prescribe their duties. The Board shall not have the power to obligate the Association to any indebtedness (e.g. , a bank loan) without the approval of two-thirds of the votes of the members present and voting and those voting by proxy at a meeting duly called for that purpose [*Amended April 11, 1999*]. This shall not restrict the Board from making expenditures for items covered in the budget for which funds are available.

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

- a) Cause to keep a complete Record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;
- b) Communicate to the membership the results and/or pertinent details of annual, special, and Board meetings in a timely fashion, and in no case more than 30 days from the date of such meeting;
- c) Supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed;
- d) As more fully provided in the Declaration, to
 - 1. Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each assessment period; and
 - 2. Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of the due date (March 1) [*Amended April 18, 1993*], and
 - 3. Take appropriate legal action at its discretion to attach a lien against any property for which assessments remain unpaid at the end of the calendar year when due, and to bring civil action to secure payment, including interest and court costs;
- e) Issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- f) Procure and maintain adequate liability and hazard insurance on property owned by the Association;
- g) Cause all officers or employees having fiscal responsibilities to be bonded; as it may deem appropriate;
- h) Cause the “Common Area” to be maintained, including the roadway within the Subdivision;
- i) Insure that expenditures in any fiscal year do not exceed that year’s income from assessments in addition to any surplus accrued from former years. In the event that greater expenditures are necessary, approval by two-thirds (2/3) of the members shall be required.



ARTICLE VIII - OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Duties. The officers of the Association shall be a president and vice-president, who shall at all time be members of the Board of Directors, a secretary and a treasurer, and such other officers as the Board may from time to time by resolution create. If a secretary and/or treasurer is appointed from the general membership entitled to voting privileges at business meetings, such officer(s) shall become (an) ex officio, but non-voting, member(s) of the Board of Directors.

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 shall be removed, or be otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of 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 or Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or 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 resignation shall not be necessary to make it effective.

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

Section 7. Multiple Officers. The offices of the secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one 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:

- a) The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, deeds of trust, deeds and other written instruments and shall co-sign all checks and promissory notes. The past-president will be a non-voting Special Advisor to the Board for one year if terms as President and Board member expire at the same time.
- b) The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.
- c) The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; serve notice of meeting of the Board and of the members; keep appropriate current records showing the members of the Association, By-Laws, Covenants, and Leash Law immediately upon joining the Association; and perform such other duties as required by the Board.



- 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 co-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 at the completion of each fiscal year; shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX - COMMITTEES

Section 1. The Association shall appoint an Architectural Control Committee to evaluate and approve all proposed structures prior to construction as provided in the Declaration. The term 'structure' shall include any driveway connecting any lot with the community or county road; any swimming pool, above or below ground; any satellite dish antenna; or the like. The proceedings of the Architectural Control Committee shall be recorded and circulated to the membership. Any application to construct which, if approved, would impact on adjoining property owners, shall be discussed with such owners prior to action thereon by the Board. Any ensuing preliminary decision of the Board, if affirmative, shall be submitted to such owners and an opportunity allowed for comment or objections before being forwarded to the applicant. *[Amended April 16, 1989]*

Section 1A. The Architectural Control Committee shall use the following guidelines in their valuations [sic, evaluations]: *[Added April 3, 1995]*

1) PRINCIPAL RESIDENCES

- a. Adequacy of living space in relation to the majority of existing homes in Steamboat Run. For example, less than 1500 or greater than 4000 square feet above grade may be considered incompatible.
- b. General architectural design. For example, geodesic shape, castle-like designs, or other severe departure from traditional home design may not be considered compatible and appropriate.
- c. Decorative features such as color or siding, roofing, trim, doors, or ornamental fences, privacy screens, property identification signs should be conservative and consistent with the natural setting and residential atmosphere of the community. (See paragraph (6) for guidelines for decorative and other fences.)
- d. Provision for normal features of a single family residence – such as cooking space, bathroom, heating systems, weather proofing, and sleeping space should be assured.
- e. No trailers, RV's, or mobile homes will be approved as occupied structures.

2) DRIVEWAYS

- a. Driveways will be considered as a means of providing normal access and parking of vehicles off community or public thoroughfares and must be provided for an approved residential building plan.
- b. A culvert must be installed or other acceptable method provided to insure proper drainage of water away from and alongside roadways and adjoining properties.
- c. Driveways that are to be used as access to adjacent lots, properties, or areas other than the principal building lot will not be approved.



3) OUTBUILDINGS

- a. These should be reviewed for design and decoration consistent with the principal residence and surrounding residential structures.
- b. These should be located in a manner that will not impact the view or the privacy of neighbors, or be detrimental to the general appearance of Steamboat Run as a residential community.
- c. Planned use of outbuildings must be consistent with the use of the lot as a single family residence. Uses that may be considered improper would be any commercial or illegal purpose, maintenance or housing of farm animals or exotic pets that may be inconsistent with the residential nature of the community or which may present a public nuisance because of safety or unpleasant orders. For example, horses, lions, tigers, snakes, minks, pit bulls, or trained seals may be considered not compatible with the neighborhood.

4) SWIMMING POOLS

- a. Must be located in a manner that will not impact the privacy or view of neighbors.
- b. Must be adequately screened or fenced to assure the safety of children.
- c. Must adhere to borderline set-backs as follows: 50 feet from the street and 30 feet from side and 20 feet from back borders.

5) SATELLITE DISHES

- a. Only satellite dishes 1 meter in diameter or smaller are allowed. *[Amended November 14, 2021]*
- b. It is recommended that the satellite dish be located or screened to minimize view from roadways or nearby residences. *[Amended November 14, 2021]*

6) FENCES

- a. These will be reviewed for compatibility as to color, material, and design with the primary residence and surrounding structures.
- b. Location of fences will be reviewed for impact on neighboring residences regarding obstruction of view, infringement on property boundaries, and unsightly appearance.
- c. Fences higher than four feet will be reviewed for reasonable setback from property line on the side and back and at least 30 feet in front. These fences should be limited in extent so that they do not enclose a significant area of the lot. In general such fences should be limited to those used for deer control around gardens and as safety guards around swimming pools.

7) OTHER MINOR STRUCTURES

- a. Minor structures such as dog houses, rabbit hutches, propane tanks, etc., should where feasible be screened or placed in a manner that is least distracting to view from the roadways and from nearby neighbors.

Section 2. The Board shall appoint a Roads Committee with jurisdiction over roads and clearing of right-of-ways and a Common Grounds Committee with jurisdiction over maintenance of the entrance, the meadow and trails, and mowing. Each committee should consist of two or more members. The Board shall appoint a chair for each committee. *[Amended November 14, 2021]*



Section 3. The Association shall appoint a Nominating Committee, as provided in these By-Laws; and shall appoint 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 Declaration, 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

Section 1. Member's Obligation. As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made.

Section 2. Assessment Period. The annual assessment period is from January 1 to December 31 each year (calendar year). The due date for special assessments will be set by the Board of Directors.

Section 3. Establishing Assessments. The annual assessment for the ensuing calendar year shall be set by the Board of Directors, and may be increased by no more than three percent (3%) above the previous year's assessment. To increase the annual assessment by more than three (3%) percent, two-thirds (2/3) of the members present and voting and those voting by proxy is required. A special assessment shall require an affirmative vote of at least two-thirds (2/3) of the members present and voting and those voting by proxy at a meeting duly called for such purpose. *[Amended October 29, 2017]*

Section 4. Payment of Annual Assessments. Annual assessments are due and payable in the first quarter of the calendar year (by March 1). *[Amended April 18, 1993]*

Section 5. Late Payments. Late payments of authorized annual assessments will accrue a penalty, the rate of which will be fixed by the Board of Directors as determined to be within the maximum ceiling allowed by West Virginia State law at the time of the penalty.

Section 6. Non-Payment. In the event any assessment (plus applicable penalties/interest) is not paid prior to any meeting of the membership, the voting privilege with respect to said lot shall be suspended pending full payment or otherwise as established by the Board of Directors, from time to time. In addition, the Association may initiate a civil action against the owner(s) of said lot seeking judgment for all amounts due the Association, including all costs, fees and attorney's fees as allowable by law. *[Amended October 29, 2017]*

ARTICLE XII - CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words: STEAMBOAT RUN COMMUNITY ASSOCIATION.



ARTICLE XIII - AMENDMENTS

Section 1. These By-Laws may be amended at a regular or special meeting of the members, by a vote of a majority of a quorum of members present and voting and those voting by proxy, provided that the proposed amendment and the date of the meeting at which it will be presented shall have been submitted to all the members in writing at least thirty (30) days before the meeting at which it is to be considered *[Amended April 11, 1999]*.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

ARTICLE XIV - MISCELLANEOUS

The fiscal year of the Association shall begin on the first 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.

Johnnie C. Parkin, Jr.
Secretary, Steamboat Run Community Association

