

# THE WINCHESTER HILLS DIVISION 2 HOMEOWNER'S ASSOCIATION BYLAWS

Passed 1994 | Revised 2024

## I. RELATIONSHIP TO COVENANTS, CONDITIONS AND RESTRICTIONS

These Bylaws are supplemental to the Amended and Restated Declaration of Covenants, Conditions and Restrictions (CC&Rs) for the Winchester Hills Division 2 Homeowner's Association and cannot supersede or nullify any provisions of the CC&Rs. All homeowners are urged to become thoroughly familiar with the CC&Rs as they are the predominant instrument in establishing the purpose, authority, and general operation of the Homeowners Association.

## II. VOTING

### a. MATTERS ALWAYS REQUIRING A GENERAL MEMBERSHIP VOTE

In accordance with the CC&Rs and these Bylaws, the following matters always require a vote of the general membership (see the CC&Rs for quorum requirements and other details):

1. An increase in the maximum annual assessment (dues). See Article IV Section 3(A) of the CC&Rs.
2. A special assessment. See Article IV Section 4 of the CC&Rs.
3. Amending the CC&Rs. (Requires a specified percentage of homeowners signing a written document.) See Section Article VI Section 3 of the CC&Rs.
4. Amending the Bylaws. See Section III of these Bylaws.
5. Removing a Board member. See Section IV of these Bylaws.
6. Removing a member of the Architectural Control Committee or overriding a policy or decision of the committee. (Requires a majority of homeowners signing a written document.) See Article V Section 4 of the CC&Rs.

### b. VOTING BY PROXY

Matters requiring a vote as required by the CC&Rs, by these Bylaws or as determined by the Board of Directors will be voted upon by the members at a meeting called for the purpose. Each homeowner may cast one vote or may designate a proxy to cast his or her vote in his or her absence. All persons attending a meeting, including

an individual casting more than one vote because he or she is providing a proxy vote, should be prepared to state the lot number(s) they are representing.

### III. AUTHORITY TO AMEND BYLAWS

The approval of two-thirds (2/3) of homeowners, either present or by proxy vote at a general meeting is required to establish or amend these Bylaws.

### IV. BOARD OF DIRECTORS

a. OFFICES AND DUTIES. The Board shall consist of five (5) Directors with the following offices and general duties:

1. President – Overall responsibility for directing the affairs of the Association. Chairs Board and general membership meetings.
2. Vice-Presidents (1<sup>st</sup> and 2<sup>nd</sup>) – Assists the President. Takes over the President's place when the President is unavailable.
3. Secretary – Keeps an official record of the meetings (minutes). Maintains business correspondence, membership lists, contracts and ballots.
4. Treasurer – Maintains accounting of Association financial matters. Collects, disburses and deposits funds. Determines if actual operating costs match costs projected in the budget. Chairs the Financial Committee. Tracks member payment of dues and assessments.

b. ADDITIONAL DUTIES. In addition to the specific Director duties listed above, other duties of the Board of Directors include, but are not limited to, the following:

1. Represent the Association in external matters and to outside agencies.
2. Adopt Bylaws.
3. Ensure compliance with Bylaws and CC&Rs.
4. Provide for maintenance.
5. Determine assessments of the owners, and the method of payment.
6. Collect payments.
7. Prepare an operating budget.
8. Set aside contingency funds.
9. Acquire insurance.
10. Retain counsel or other professional services, if required.

c. TERM. Director term of office is two (2) years. The term of the First Vice President and the Treasurer expire on the 30<sup>th</sup> of September of odd years, beginning with 1995. The term of the President, Second Vice President and Secretary expire on the 30<sup>th</sup> of September of even years, beginning with 1996.

- d. **SELECTION AT END OF TERM.** A homeowner interested in running for a specific Board office should make this known to the Board of Directors. The candidate is encouraged to provide information on his or her qualifications to the homeowners. A general meeting will be held on or around September 1<sup>st</sup> of each year, at which time nominations will be made and new Board members will be elected by a majority of homeowners, either present or by proxy vote. Each homeowner will have one vote for each office due to become vacant. Votes for each office will be taken separately.
- e. **SELECTION BEFORE END OF TERM.** If a Board member resigns, is removed, or otherwise vacates his or her office, that office is filled for the duration of the term by a homeowner appointed by the President.
- f. **IF BOARD MEMBER MOVES.** In the event that a Board member ceases to be the owner of a home in the plat, he or she shall no longer be eligible to hold office.
- g. **REMOVAL OF A BOARD MEMBER.** If a Board member is persistently acting against the best interests of the community, he or she can be removed from office. If three (3) or more of the other Board members are in favor of a vote on the subject (regardless of office), a general meeting will be called. Removal of a Board member requires two-thirds (2/3) of homeowners, either present or by proxy vote at the general meeting.

## V. COMMITTEES

- a. **GENERAL.** Committees are formed to reduce the workload of the Directors. Committee members are appointed by the Board of Directors. Each committee can have a maximum of one Board member on the committee. Although the committees may be involved in areas where expenditures are required, the Board of Directors must still authorize all such expenditures.
- b. **STANDING COMMITTEES.** The following standing committees will be appointed and continue to function indefinitely:
  - 1. **ARCHITECTURAL CONTROL COMMITTEE** – This committee is defined by the CC&Rs. Per the CC&Rs, it has three (3) homeowners as members, originally appointed by the Board of Directors but thereafter the committee itself appoints a successor when a member resigns. The members have no particular time limit to their terms. See CC&R Section 6.4 for more information on this committee.
  - 2. **AD HOC COMMITTEES** – If a situation arises which would be appropriately handled by the formation of a temporary committee, the Board of Directors will

create such a committee and appoint the members. When the situation is resolved, the Board will dissolve the committee.

## VI. ANNUAL BUDGET AND ASSESSMENTS

- a. BUDGET YEAR. The budget year is the calendar year.
- b. ANNUAL ASSESSMENT DUE DATES. Per the CC&Rs Section 5.3, in any given year, written notice of the amount of the annual assessment for the upcoming year will be provided to homeowners prior to December 1<sup>st</sup>. The annual assessment is due on January 1<sup>st</sup> of the assessment year.
- c. EFFECT OF NONPAYMENT. An Owner may not exempt himself or herself from liability for payment of assessments for any reason. Any assessment not paid within thirty (30) days after the due date shall be delinquent and subject to late charges. The Board of Directors may from time to time establish late charges and a rate of interest to be charged on assessments that may thereafter become delinquent. In the absence of another established rate, delinquent assessments shall bear interest at the rate of fourteen percent (14%) per anum.