

WINTERGREEN MOUNTAIN HOMESTEADERS ASSOCIATION BY-LAWS

ARTICLE I: NAME

The name of this organization is the Wintergreen Mountain Homesteaders Association (“the Association”). The organization is also commonly known as the Mountain Homesteaders.

ARTICLE II: OBJECTIVES

Section 1. To encourage all property owners to preserve the integrity of all of Wintergreen, as provided for in the Covenants and Restrictions as adopted September 1974 and as they may be amended from time to time.

Section 2. To promote the orderly development of Wintergreen.

Section 3. To represent the interests of the Mountain Homesteaders to the Wintergreen Property Owners’ Association (WPOA) and Wintergreen Resort.

Section 4. To promote friendship and fellowship among Mountain Homesteaders.

Section 5. To support the WPOA board and Wintergreen Resort and cooperate with them and other property owners’ groups to accomplish these objectives.

ARTICLE III: BASIC POLICIES

Section 1. The following are the basic policies of this Association:

a. The Association shall be non-commercial, non-sectarian, and non-partisan. Notwithstanding the foregoing, the Association may from time to time recommend and endorse candidates for election to the WPOA board.

b. The name of the Association or the names of any members in their official capacities shall not be used in communication with a commercial concern or with any partisan interest or for any purpose not appropriately related to the promotion of the Objectives of the Association.

c. The Association shall work with Wintergreen Resort and the WPOA board to provide facilities and a living environment of the highest standards of excellence for all Homesteaders and resort guests. The Association will seek to participate in the decision-making process establishing policy, recognizing that the legal responsibility to make decisions remains with Wintergreen Resort and the WPOA board.

d. The Association may cooperate with any other organizations and citizens’ associations concerned with the welfare and quality of life at Wintergreen.

ARTICLE IV: MEMBERSHIP AND DUES

Section 1. All members must be property owners whose property is located on the Mountain at Wintergreen. If a current member sells his or her mountain property, they retain the right to renew their membership indefinitely but without voting rights. If a property is owned by more than one family, then one member of each family must pay dues in order that each family can become active members.

Section 2. Every individual who is a member of this Association, and dependents, are entitled to all benefits of such membership.

Section 3. Membership in this Association shall be made available without regard to race, creed, sexual orientation, or national origin under such rules and provisions as are contained in these By-laws.

Section 4. The Association shall conduct an annual enrollment of members, but any eligible person may be admitted to membership at any time.

Section 5. Each member or family in the Association shall pay annual dues to the Association for each fiscal year, the amount to be determined annually by the Mountain Homesteaders Board of Directors.

Section 6. Annual dues are expected to be paid by February 1 of each fiscal year. In the beginning of March, the Membership Chair will notify members if their dues for the current fiscal year are in arrears. Members who have not paid current year's dues by April 1 will be removed from the Association's membership roster.

ARTICLE V: MOUNTAIN HOMESTEADERS BOARD OF DIRECTORS

Section 1. The governing body of the Mountain Homesteaders shall be a Board of Directors ("Board").

Section 2. The Board shall transact necessary business in the intervals between Association meetings and such other business as may be referred to it by the Association, and it may create special committees if need be.

Section 3. Regular communications, including phone contact and correspondence, and at least four (4) meetings of the Board shall take place during each fiscal year, with the meeting dates proposed by the incoming Board Chair and agreed to by the Board of Directors. A simple majority of the Board members shall constitute a quorum. The Board may also conduct votes by telephone, mail, or e-mail, in which case the votes must arrive before the voting time. Special meetings of the Board may be called by its Chair or by a majority of the members of the Board.

Section 4. Each Board member shall be a member of the Association.

Section 5. The Board shall consist of not more than nine (9) members to reflect population growth and the diverse interests of the different subdivisions. Any Homesteader member serving on the WPOA board may be an ex officio member of the Homesteaders' Board.

Section 6. Board members shall be elected by a ballot at the fall meeting of the Association. Election may be by voice vote. Members of the Board shall assume their official duties on January 1 as the terms of the retiring members expire on December 31. Elected members shall serve for a term of three (3) years. Any Board member absent from all Association and Board meetings for a one (1) year period will be removed from the Board. At least three new or re-elected Board members will be elected each year so that the make-up of the Board shall be at least six experienced (more than one year on the Board) members and three (3) newly elected or re-elected members. Each year at least three (3) members may rotate off the Board. New Board members shall be given a copy of the By-laws following their election.

Section 7. The Board shall elect the following Officers every even numbered year after the new Board members have begun their terms: Chair, Vice Chair, Secretary, and Treasurer. Either the Chair or the Vice Chair (or both) shall be a permanent resident of Wintergreen. A person elected as an officer shall not be eligible to serve more than two (2) consecutive terms in the same office.

a. The Chair shall preside at all meetings of the Association and of the Board; shall perform such other duties as may be prescribed in these By-laws or assigned by the Association or the Board; shall be

a member ex-officio of all committees of the Board except the nominating committee and shall coordinate the work of the Officers and committees of the Board in order that the Objectives may be promoted.

- The retiring Board Chair may be invited to serve a one-year term as an ex officio Board member following the expiration of his or her term in order to insure an orderly transition during the new Board Chair's first year in office.
- Following the election of a Board Chair, the retiring Board Chair shall be responsible for indoctrinating the incoming Board Chair regarding his/her duties.
- Board meetings following the Annual Fall Association Meeting shall be conducted by the outgoing Board Chair until a new Chair is elected by the Board.

b. The Vice Chair shall act as aide to the Chair and shall perform the duties of the Chair in the absence or inability of the Chair to act.

c. The Secretary shall record the minutes of the Association and of the Board; shall have a current copy of the By-laws; and shall perform such other duties as may be delegated.

d. The Treasurer shall have custody of all funds of the Association; shall keep a full and accurate account of receipts and expenditures; and in accordance with the budget as adopted by the Association, shall make disbursements as authorized by the Chair, the Board, or the Association. The Treasurer shall present a financial statement at every meeting of the Association and at other times when requested by the Board, and shall make a full report at the fall meeting of the Association.

e. All officers shall perform the duties outlined in these By-laws and those assigned from time to time. Upon the expiration of the term of office, or in the case of resignation, each Officer shall turn over to the Chair without delay all records, books, and other material as pertain to the office.

Section 8. There shall be a nominating committee, selected by the Chair with the approval of the Board, at least one month prior to the fall meeting, to nominate candidates to the Board. The nominating committee shall elect its own Chair, and will reflect the diversity of the mountain sub-divisions. Only persons who have consented to serve if elected shall be eligible for nomination, whether by nominating committee or from the floor at the meeting of the Association.

Section 9. In addition to the nominating committee, the Board may create such special or standing committees as it may deem necessary to promote the Objectives and carry on the work of the Association.

a. Only members of the Association shall be eligible to serve in an elective or appointive position on a committee.

b. The term of a Chair of a committee shall be at least one (1) year or until the selection of a successor, or until such time as the committee is deemed unnecessary.

c. The Chair of each committee shall present a plan of work to the Board for approval. No committee work shall be undertaken without the consent of the Board.

Section 10. A vacancy of the Board or in any office shall be filled for the remainder of the unexpired term by a person elected by a majority vote of the Board at any meeting, provided that notice of a

proposed election shall be given to the members of the Board prior to the meeting. In case a vacancy occurs in the office of the Chair, the Vice Chair shall serve notice of the election.

ARTICLE VI: ASSOCIATION MEETINGS

Section 1. Dates of Association meetings shall be designated by the Officers. Ten (10) days' notice shall be given of a change of date.

Section 2. The annual meeting of the Association shall occur in the fall, at approximately the same time as the annual meeting of WPOA.

Section 3. Special meetings of the Association may be called by the Chair or by a majority of the Board upon ten (10) days' notice.

Section 4. A quorum for the transaction of business at any Association meeting shall be those members present at the meeting.

Section 5. Each member family shall have one (1) vote at Association meetings.

ARTICLE VII: FISCAL YEAR

The fiscal year of the Association shall begin on January 1 and shall end on December 31 of the calendar year.

ARTICLE VIII: AMENDMENTS

Section 1. These By-laws may be amended at any regular meeting of the Association by a majority vote of the members present and voting, provided that notice that an amendment to the By-laws is pending shall have been given at least fourteen (14) days prior to the meeting at which the amendment is to be voted on. The Secretary shall furnish a copy of any proposed amendment to any member requesting same.

Date amended By-laws were accepted: September 6, 2015

Chair: Curtis McIver /s/

Secretary: Ardin Goss /s/