

**BYLAWS**  
**OF**  
**ESTATE CHOCOLATE HOLE, LANDOWNERS ASSOCIATION INC.**

**A. MEMBERSHIP**

Section 1: "Member" for the purposes of these By-laws shall be defined as the entity or individual(s) of record owning one or more parcels of land located within Estate Chocolate Hole. Owner or Owners shall not include an interest less than fee simple absolute. Each parcel of record equals one membership.

Section 2: To be eligible to vote on any issue requiring a vote of the membership, a "Member" shall be current ill the payment of all financial obligations to the Association and have a currently valid mailing address, on file with Association.

Section 3: The voting rights of each "Member" shall be as follows (subject to Section 2, above):

- (a) The voting rights of each membership shall be equal. One lot, one vote.
- (b) Where more than one entity or individual(s) constitutes a single ownership entity, they shall be a single "Member" and have but one single vote. A majority vote of the components of any membership shall be binding upon all such components. If agreement or majority decision cannot be reached, then such "Member" shall have no vote on the issue then pending before the Association.

Section 4: Notice of any and all meetings of the Association shall be made by mail to the latest address provided by the "Member" to the Association Secretary.

**B. ASSESSMENTS AND DUES**

Section 1: Assessments of the Association shall be apportioned as follows:

- (a) Those for any purpose other than road maintenance are to be equal for all Members.
- (b) Those for road maintenance or improvement shall be on an equitable basis as to amount and method of assessment, determined in a caucus of the Members of the related area (for each of the three separate areas, known as Chocolate Hole East, Chocolate Hole North, and Chocolate Hole West, and as further defined in E, Section I (c)) voting at the Annual Meeting, subject to approval of the Directors.
- (c) Road assessments shall be separately established for each of the three separate geographic areas, shall be accounted for separately by the Association and shall be spent by the Association solely for work in the area from which those assessments are collected. The needs of each geographic area shall be determined in a caucus by a majority of the Members, within that area, voting at the Annual Meeting.

Section 2: Annual dues are currently established at eighty dollars (\$80) for any improved lot and forty dollars (\$40) for any unimproved lot, except by deeded variation, if such is currently valid. A lot is deemed "Improved" as of the date that an earth change permit is issued.

Section 3: Invoicing and payment terms will be as follows:

- (a) Assessments and dues for the ensuing fiscal year will be invoiced following each Annual Meeting.
- (b) The fiscal year of the Association commences March 1 each year, and concludes February 28 (or 29) of the following year.
- (c) Assessments and dues of the Association must be paid within sixty (60) days of due notice thereof unless waived or deferred by the Directors. Each Member's property shall be subject to a lien in favor of the Association for the amount of any dues and/or assessments in default and any additional cost(s) incurred by the Association in the collection thereof. Members past due in assessments and/or dues shall be subject to an 18 % (eighteen per cent) per year interest charge, which shall be added to their dues and possible liens. (Membership vote: 3/2000)
- (d) A membership ledger will be kept by the Association, and it will include a record of payments received by, and paid on account of, the Association.

### **C. MEMBERSHIP MEETINGS**

Section 1: The Annual Meeting of the Members for the election of Officers and Directors and the transaction of other business will be held each year during the month of March.

Section 2: Special meetings may be called by a majority of the Officers and/or Directors or on the request of ten (10) Members having voting rights.

Section 3: Notice of all meetings shall be given in accordance with Section 4, under MEMBERSHIP. The same shall be in writing and shall be given at least thirty (30) days prior to any such proposed meeting. Notice of meeting shall include an agenda and an absentee ballot and/or proxy form. Notwithstanding the foregoing, a Member may sign a written waiver of notice of meeting which shall have the same force and effect as a formal notice of meeting. Attendance at a meeting shall constitute an automatic waiver.

Section 4: A quorum will be deemed to exist if forty (40) percent of the membership eligible to vote is present in person, voting by mail or represented by proxy.

Section 5: A simple majority of a quorum is sufficient to take action, except where Members are to be assessed for services applicable to the Association in general or where a change in the Bylaws is to be decided, then in such case, a two-third's (2/3's) affirmative vote of a quorum is necessary. Where a change of the Articles of Incorporation is to be decided then a two-third's (2/3's) affirmative vote of the membership is required.

Section 6: Where a majority of the Officers and/or Directors deem an emergency to exist, a meeting may be called on notice deemed adequate to such Officers and/or Directors. All effort

should be made to give notice of such meeting to the membership by mail, telephone, or in person. Any action taken will be subject to ratification at the next regularly called meeting if attendance at such emergency meeting is less than the required quorum as set forth in Section 4, above.

#### **D. OFFICERS**

Section 1: The Officers shall be a President, a Vice President, a Secretary and a Treasurer, and such other Officers as the Board of Directors may designate. Any person may hold two or more offices except both President and Vice President or both President and Secretary. Officers shall be elected at the Annual Meeting and are to hold office until the following Annual Meeting, or until his/her resignation, disqualification, or removal. Any Officer may be removed either for, or without, cause by the Board of Directors.

Section 2: Any Officer may resign at any time, by giving written notice of resignation to the President, the Vice President or the Secretary, who shall promptly notify all the Directors thereof. The resignation shall take effect at the time stated therein, or, if no time is stated, upon receipt thereof by such Officer. Any vacancies in any corporate office during the term thereof will be filled by the majority vote of the Board of Directors for the remainder of that term.

Section 3: The President shall be the Chief Executive Officer and, subject to the control of the Board of Directors shall have charge of the affairs and business of the Association and control over its other Officers. The President shall perform such other duties and have such other powers as are provided by these Bylaws or as are from time to time assigned to him/her by the Board of Directors.

Section 4: The Vice President, in the absence of, or disability of, the President, shall perform all the duties of the President and when so acting shall have all the power of the President. The Vice President shall perform such other duties and have such other powers as are provided by these Bylaws or as are from time to time assigned him/her by the Board of Directors or the President.

Section 5: The Secretary shall keep the minutes of meetings of the membership and of the Board of Directors, give all notices required by laws or these Bylaws, keep the records and Seal of the Corporation, and in general perform all duties, have all powers incident to the Office of Secretary, and perform such duties and have such other powers as are provided by these Bylaws or as are assigned to him/her by the Board of Directors or the President.

Section 6: The Treasurer shall supervise the funds, securities, receipts and disbursements of the Association, keep correct books of accounts and accounting records, of all business transacted in accordance with generally accepted accounting principles, and in general perform all duties and have all powers incident to the Office of Treasurer, and perform such other duties and have such other powers as are provided by these Bylaws or as are from time to time assigned to him/her by the Board of Directors or the President.

#### **E. DIRECTORS**

Section 1: The affairs of the Association shall be managed by the Board of Directors, each of whom shall be owners of real estate within the area encompassed by the Association.

- (a) The Board of Directors shall consist of six (6) or more members.
- (b) Election of Directors shall take place by geographic area voting at the Annual Meeting, so that Members of each of the three (3) areas choose representative(s) to the Board of Directors.
- (c) One-third (1/3) of the Directors shall be landowners in the area known as Chocolate Hole East, and one-third (1/3) shall be landowners in the area known as Chocolate Hole West, and one-third (1/3) shall be landowners in the area known as Chocolate Hole North.

"Chocolate Hole East" consists of that area south of Route 104 running from the eastern base of Roman Hill (Chocolate Hole East Road) to Gift Hill and east of Chocolate Hole Bay and Salt Pond.

"Chocolate Hole West" consists of that area south of Route 104 running from the intersection of Great Cruz Bay Road on the western slope of Roman Hill to Chocolate Hole East Road at the foot of the eastern base of Roman Hill and west of Chocolate Hole Bay and Salt Pond excluding that portion known and incorporated as the Great Cruz Bay Association.

"Chocolate Hole North" consists of that area north of Route 104 running from the western slope of Roman Hill to Gift Hill.

- (d) Election shall be by a majority of a quorum (as defined under membership Meetings, Section 4) of Members present and voting in person, by absentee ballot, or by proxy, from each area.
- (e) Each Director shall hold office until the next Annual Meeting held after- his/her election or until his/her successor is elected, or until his/her resignation, disqualification, or removal. Such a vacancy shall be filled by the majority vote of the Board of Directors for the remainder of that term.

Section 2: Nominees for the Officers and membership on the Board of Directors shall be proposed by the then - current Officers and Directors, acting as a nominating committee, provided that the nominating committee shall designate one-third (1/3) of the total Directors to be elected as those individuals whose names are proposed by the area committees. In addition, nominations for Officers and membership on the Board of Directors may be made by any Member at the Annual Meeting in person, by mail, absentee ballot, or by proxy. A duly elected Director may also be elected an Officer.

Section 3: The Board of Directors, by resolution, may provide for the holding of regular meetings of the Board with notice when reasonably possible or without notice when circumstances do not reasonably permit, and may fix the times and places within the Virgin Islands at which such meetings shall be held.

Section 4: Special meetings of the Board of Directors may be called at any time by the President or any two Directors.

Section 5: Any Director may resign at any time by giving written notice of resignation to the President, the Vice President or the Secretary, who shall promptly notify all other Directors thereof. The resignation shall take effect at the time stated therein or, if no time is stated, upon receipt thereof by such Officer.

Section 6: Any Director may be removed either for, or without, cause at any time, at a meeting called for that purpose.

Section 7: The Board of Directors may, by resolution, adopted by the vote of a majority of the entire Board, designate one or more Directors, who, to the extent provided in such resolution or in any other resolution adopted from time to time by the vote of a majority of the entire Board, shall have and may exercise the powers of the Board of Directors in the management of the property affairs, and business of the Association, including the power to authorize the Seal of the Corporation to be affixed to any documents that may require it.

Section 8: Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance may be allowed for attendance at any meeting. Any Director may serve the Association in any other capacity and receive compensation therefore.

Section 9: The Officers and/or Directors will be empowered to act on behalf of the Association, in carrying out decisions or providing services as instructed by the Association membership pursuant to a duly called meeting. Where necessary, the Officers and/or Board of Directors are authorized to make expenditures of up to \$5,000.00 without prior approval of membership of the Association.

Section 10: Officers and Directors are to be held harmless for any actions taken by them in their respective corporate capacity which are made in good faith.

#### F. ROAD COMMITTEES

Section 1: There shall be three (3) separate road committees made up of members of the Association. Each committee shall consist of Members from the area they are to represent.

#### G. BUILDING CODES

Section 1: The Directors will establish an Association Building Code which shall conform to all Virgin Islands codes and the restrictions in the deed covenants and such other provisions as may be appropriate. They will appoint a Building Plan Review Committee to administer the Building Codes.

#### H. OTHER COMMITTEES

Section 1: The Directors shall appoint such other committees as they deem necessary to help administer the Association.