

**BYLAWS  
of the  
BELLA VISTA VILLAGE PROPERTY OWNERS ASSOCIATION  
BENTON COUNTY, ARKANSAS**

**These Bylaws, as approved September 15, 2016, supersede all previous Bylaws, which are hereby repealed.**

**ARTICLE I  
Definitions**

**Section 1.** “Association” shall mean and refer to the Bella Vista Village Property Owners Association, formerly Bella Vista Country Club, a not-for-profit corporation organized and existing under the laws of the State of Arkansas. *See Article I, Section 1(a) of the Declaration and Article I of the Articles of Incorporation as amended.*

**Section 2.** “Declaration” shall mean and refer to the Declaration and Protective Covenants, also known as Bella Vista Village Unit One Covenants and Restrictions, filed by Cherokee Village Development Company, Inc., and Bella Vista Village Country Club in the office of the Circuit Clerk and Ex-Officio Recorder in and for Benton County, Arkansas, on May 18, 1965, and there recorded in Book 373, Page 8 et seq.

**Section 3.** “Developer” shall mean and refer to Cherokee Village Development Company, Inc., which, by legal change of name, is now Cooper Communities, Inc. (CCI).

**Section 4.** “The Properties” shall mean and refer to the real estate described in the Declaration and such additions thereto, which have been or may hereafter be brought within the jurisdiction of the Association as provided in the Declaration. *See Article I, Section 1(b) of the Declaration.*

**Section 5.** “Common Properties” shall mean and refer to those areas so designated upon any recorded subdivision plat of The Properties and to any area or improvement hereafter so designated by the Developer and intended to be devoted to the common use and enjoyment of the Owners of The Properties, and shall specifically, but not exclusively, include the following:

Lakes and Dams  
Water System  
Golf Courses  
Permanent Parks  
Permanent Recreational Plots  
Roads and Streets Not Dedicated to the Public

*See Article I, Section 1(c) of the Declaration.*

**Section 6.** “Limited Common Properties” shall mean and refer to those areas of land so designated upon any recorded subdivision plat of The Properties intended to be devoted to the common use and enjoyment of the owners of specifically designated property and also those areas so designated by the Developer in the future. *See Article I, Section 1(d) of the Declaration.*

**Section 7.** “Board” shall mean and refer to the duly elected and acting Board of Directors of the Bella Vista Village Property Owners Association. *See Article XII of the Articles of Incorporation as amended.*

**Section 8.** “Member” shall mean and refer to every person or entity who is a record owner of a fee or undivided fee interest in one or more Lots or Living Units, and for any one or more of which the Developer has been paid in full, and shall also mean and refer to the Developer or its successors or assigns, so long as it shall be the record owner of a fee or undivided fee interest in any Lot or Living Unit or until it is paid in full for every Lot or Living Unit which it shall sell. *See Article I, Section 1(q) of the Declaration.*

**Section 9.** “Associate Member” shall mean and refer to every person or entity who has entered into a contract or contracts to purchase one or more Lots or Living Units or who has received a deed or deeds thereto and for which the Developer has not been paid in full. *See Article I, Section 1(r) of the Declaration.*

**Section 10.** “Member in Good Standing” shall mean one whose assessments and/or fees to the Association are no more than 90 days past due as determined by management and whose privileges are not currently suspended.

**Section 11.** “Member of Family” shall mean and refer to any person, regardless of age, who resides in the home of any Member or Associate Member for more than six months of the calendar year or to whose support said Member or Associate Member contributes more than one-half of the yearly cost thereof. “Support” shall include all expenses of such person whether for necessities of life or otherwise.

## **ARTICLE II Organization and Responsibilities of the Association**

### **Section 1. Organization.**

- A. The Association shall be governed by the Board as elected by the membership. The powers of the Board and duties thereof are set out in these Bylaws.
- B. The Association is a not-for-profit corporation organized under the laws of the State of Arkansas composed of Members and Associate Members as defined above. The rights, privileges, and conditions of the membership and restrictions thereon are set out in these Bylaws.
- C. Because the Association is a not-for-profit corporation organized under the laws of the State of Arkansas, the Association shall have officers known as corporate officers to fulfill the requirements of the law, the Declaration, Articles of Incorporation and these Bylaws. The Board shall appoint corporate officers in accordance with the current laws of the State of Arkansas and shall be appointed in accordance with Article VII of these Bylaws. The qualifications, responsibilities, and duties of corporate officers are set out in these Bylaws.
- D. The responsibilities and duties of the Chief Operating Officer shall be set forth in broad form in these Bylaws and more specific details as to responsibilities, duties, and qualifications may be set forth in a job description as approved by the Board.

## **ARTICLE III Board of Directors: Qualifications, Number, Term of Office, Governing Power, Removal and Vacancies**

**Section 1. Qualifications.** A Director must be a Member or Associate Member in good standing, cannot be a paid employee of the Association, an independent contractor of the Association, or an elected officer of the City of Bella Vista while serving on the Board, and must have been duly elected as provided in the Declaration, Articles of Incorporation, and these Bylaws. Directors are elected volunteers and are not to receive a salary or remuneration for their service.

**Section 2. Number.** The Board shall be composed of nine (9) members. The President and Chief Operating Officer of the Association shall be ex-officio non-voting members of the Board.

**Section 3. Term of Office.** The term of office of a Director shall be a period of three (3) years. The term shall begin on June 1 following the election of the Director at the annual meeting of Members held on the third Tuesday of May. The term shall expire at midnight on May 31 at the end of the third year of service. The existing Board shall continue to perform their duties until May 31, but shall not participate in Board-elect activities unless the existing Director is also a Board-elect member. The newly constituted full Board (Board-elect) shall take office and assume their duties on June 1.

**Section 4. Governing Power.** An individual Director shall have no powers of governance or administration, derived from the fact that each Director was elected to office. Such governing powers shall come only from actions of the Board as a whole, approved by a majority thereof.

**Section 5. Removal.** A Director may be removed from office for cause by a 2/3 majority vote of the Board. Cause as used in these Bylaws may include, but is not limited to:

- A. Being absent from three (3) consecutive regular monthly Board meetings (as described in Article VI, Section 1 herein) or four (4) regular monthly Board meetings during the organizational year.
- B. Mental or physical conditions rendering the Director incapable of performing normal duties.
- C. Interfering directly in the management of the Association operation.
- D. Violation of Association governing document(s), including the Declaration, Protective Covenants, Articles of Incorporation, Bylaws, Policies, Rules, or Board Member Manual.

**Section 6. Vacancies.** If a Director does not complete a term of office, the Board may elect an interim director to serve until the next succeeding meeting of Members. Pursuant to Article XII of the Articles of Incorporation, any Member in good standing may request to be considered for service as an interim director by submitting a resume and being interviewed by the remaining Directors. Upon selection, the interim director will serve until the next succeeding meeting of Members at which time the pendency of the vacant term (if any) shall be filled by a vote of the membership.

If the vacancy is not filled by the Board, it shall be filled at the next succeeding election by Members voting on candidates, said candidates being nominated as set out in Article V hereof. Any Director elected by a vote of the membership to fill a vacancy, shall serve as Director until the expiration of the term of the Director whose position he/she was elected to fill.

However, if the vacancy occurs between the time the ballots for the election have been printed and the annual meeting of Members for that year, the vacancy will be filled pursuant to these

Bylaws and Article XII of the Articles of Incorporation by the newly elected Board after the annual meeting.

**ARTICLE IV**  
**Board of Directors: Right of Assessment, Powers and Duties**

**Section 1. Right of Assessment.**

A. The Board shall have the responsibility to levy and provide for collection of assessments from Members and Associate Members to be used for the improvement and maintenance of properties, services and facilities devoted exclusively to promoting the recreation, health, safety and welfare of the membership pursuant to Article X of the Declaration. The use of the assessments may include but is not limited to:

- (1) Payment of all taxes assessed against the property owned by the Association.
- (2) Payment of the premiums of all insurance policies required, in the reasonable judgment of the Board, for the protection of the Association, its Directors, officers and employees, and its property.
- (3) Maintenance, repair or replacement, or additions to the facilities and supplies and equipment of the Association.
- (4) Maintenance, repair, and replacement of roads and streets even though they may have been dedicated to the public.
- (5) Furnishing or providing municipal services as deemed necessary and prudent in the reasonable judgment of the Board.
- (6) Providing for the repair, maintenance, or replacement of those amenities deemed necessary to properly promote the recreation, health, safety, and welfare of the Members.

B. The Board shall have the further authority to lower the assessment but not to raise it.

C. The Board shall have the responsibility to levy and collect from Members and Associate Members, in any assessment year, a special assessment provided such assessment has been approved by the Members as set forth in Article X of the Declaration.

**Section 2. Powers.**

**The Board shall have the power to:**

- A. Borrow money for the purpose of promoting the recreation, health, safety, and welfare of the membership as well as manage and maintain said properties, equipment, supplies, and affairs of the Association, and shall have the power to encumber Common Properties or amenities in aid thereof.
- B. Own, operate, lease or trade the Common Properties, and the facilities thereon, and any other real estate or the improvements thereon necessary for the efficient operation of the Association.

- C. Levy and collect service or use charges and admissions or other fees for the use and enjoyment of the Common Properties.
- D. Adopt and publish rules and regulations and enact and publish resolutions which the Board shall deem necessary for the efficient operation of the Association, including but not limited to, the use of The Properties, and all facilities thereon, and the personal conduct of the Members, Associate Members, and guests on The Properties.
- E. Suspend some or all of the rights and privileges of any Member, Associate Member, or guest, including the right of a Member to vote, who is in default of or who refuses to pay any annual or special assessment or any service or use charge or any admission or other fee which has been properly levied, or who has violated any published rule, regulation or resolution adopted by the Board as provided above, or any state or federal law. However, suspension for nonpayment of any assessment or charge can only be for the period during which the assessment or charge remains unpaid and suspension for violation of a rule, regulation, or resolution cannot be for a period exceeding thirty (30) days. No such suspension as mentioned above shall take effect until the Member in question has been extended the right of hearing in accordance with the policy statement of the Board.
- F. Employ or appoint the officers of the Association as set forth in these Bylaws, setting their salaries, if any, and describing their job responsibilities and job description, as well as the terms and conditions of their employment or appointment, and require security or fidelity bonds as deemed necessary.
- G. Employ a Chief Operating Officer of the Association, provide a job description for said Chief Operating Officer and set the salary, terms and conditions of employment, and require security or fidelity bond of said Chief Operating Officer as deemed necessary.
- H. Limit the number of Members or Associate Members per Lot or Living Unit who may be entitled to the benefit of an easement of enjoyment of the Common Properties.
  - (1) Enforce all rights, covenants, restrictions, and agreements applicable to the Members thereof, and to Common Properties, as provided for in the Declaration or which now or may hereafter be contained in or authorized by the Articles of Incorporation, the Bylaws, or laws of the State of Arkansas.
  - (2) Conduct any business authorized by the Declaration or by law which, in the opinion of the Board, will promote the common benefit and enjoyment of the membership.
  - (3) Perform all acts required or authorized by the Declaration, Articles of Incorporation, and elsewhere herein.

**Section 3. Duties.**

**It shall be the duty of the Board to:**

- A. Hold an executive session consisting of the incumbent Directors and the newly elected Board (Board-elect) between the annual meeting, held on the third Tuesday of the month of May each year, and June 1 at which the Board-elect shall elect a Chairperson-elect and a Vice

Chairperson-elect. The Chairperson-elect and Vice Chairperson-elect shall take office on June 1.

These officers shall serve a term of one (1) year and may succeed themselves. When the President of the Association is not available, the Chairperson shall be considered an officer of the Association for all legal and financial purposes, with the same powers as President as far as binding the Association in legal and financial matters. The Chairperson shall preside at all meetings of the Board and membership and shall have such other duties as may be set out elsewhere in these Bylaws. The Vice Chairperson shall perform all the duties of the Chairperson in his absence. When both are absent from a meeting, the Board shall elect a Chairperson Pro Tem.

- B. Establish policies relative to the management of the Association.
- C. Keep a complete record of all acts of the Board and of all corporate affairs, and present a summary statement thereof at the annual meeting of the Members.
- D. Provide a job description for, and supervise the job performance of the Chief Operating Officer with at least an annual written evaluation.
- E. Designate a qualified auditing firm to conduct an audit of the accounts and financial transactions of the Association for the current fiscal year, and announce said designee to the membership at the annual meeting.
- F. Make the books and records of the Association, including but not limited to the rules, regulations, and resolutions passed by the Board, available to the membership for inspection and copying to the extent permitted by law.
- G. Provide for the orientation and education of Directors as soon as possible after the annual election, in accordance with Article VI of these Bylaws.

## **ARTICLE V**

### **Board of Directors: Nomination and Election of Members**

#### **Section 1. Nominations.**

- A. Nomination of candidates for election to the Board shall begin with a petition signed by fifty (50) Members in good standing of the Association and verified by the Corporate Secretary.
- B. All Members to be qualified as petition candidates must follow the guidelines and procedures set out in Association policy 1.032 entitled, Nomination by Petition. Petition candidates shall agree to abide by and sign a statement of compliance with Association policy 1.10 entitled, Board of Directors Ethics, and Association policy 1.11 entitled, Conflict of Interest Policy. Petition candidates shall also abide by and sign a statement of understanding regarding Director fiduciary duties and responsibilities to the Association before nomination is verified, completed, and certified.
- C. The Corporate Secretary shall provide the Election Committee with the list of certified candidates for the May election at the January Board meeting. The Election Committee shall then present the list of certified candidates to the Board and the membership at the January Board meeting. The Election Committee may elect to extend the time period for presenting

the list of certified candidates to the Board and the membership. There shall be no disclosure of the list of candidates prior to this announcement.

## **Section 2. Election.**

- A. Election of Directors shall be held at the annual meeting of the membership as determined by Article XI, Section 1, of these Bylaws. However, in the event the election is delayed for any reason, the delayed election shall be scheduled as soon as practical following elimination of the reason for delay.
- B. Election of Directors shall be by secret ballot as hereinafter provided. A qualified voter, as defined in Article X hereof, may vote for one candidate for each vacancy. The Members receiving the largest number of votes shall be elected. No quorum requirement shall apply to the election of Directors.
- C. Each qualified voter shall be provided with one ballot which shall describe the vacancies to be filled and the terms of office as well as set forth the names of the Members nominated by petition.
- D. Ballots with resumes of candidates shall be prepared and provided to each qualified voter at least thirty (30) days in advance of the meeting date. Ballots must be received by the Association via US mail, electronically, or personally delivered by hand not later than thirty (30) minutes before the called time of the meeting at which the results of the election are to be announced.
- E. The Election Committee shall ensure the verification of received ballots and ensure ballots are secured until counted.
- F. The Election Committee shall oversee a process for the counting of the ballots. It shall have the right to appoint a Counting Committee consisting of Members or a third party for the counting of ballots. No Director shall serve on the Election and/or Counting Committee.
- G. The Election Committee shall announce the election results at the annual meeting and present the tabulated results to the Corporate Secretary for recording as a permanent record.
- H. No member of the Election Committee or the Counting Committee shall reveal to any other party information regarding any ballots, their content, their distribution, or their source.
- I. In the case of a tie in the election results for the last position, the winner will be chosen by the toss of a coin at the annual meeting.
- J. Fifteen (15) days after the announcement of the election results, unless a recount is requested, the ballots shall be destroyed.

## **ARTICLE VI Board of Directors: Meetings**

**Section 1. Regular Meetings.** On the third Tuesday of the month of May each year, the Board shall meet for the annual meeting at a place designated by the Board. At this time, the Board of Director election shall be concluded and the newly elected members of the Board shall be announced. Thereafter, the Board shall meet regularly at least once each month on a day and time

to be set by the Board in order to address general business and take action as necessary; however, any such monthly meeting may be dispensed with by the Chairperson for good and sufficient reason. Notice of the first regular meeting in each year shall be given by public announcement at least five (5) days prior thereto; no further notice of other regular meetings is required except when changed from the day or time previously set.

**Section 2. Special Meetings.** After the annual meeting held each year, the Board shall conduct a special orientation meeting. Other special meetings as deemed necessary may be called by the Chairperson, and must be called by the Chairperson at the request of any officer of the Association or any two (2) Directors. Each Director shall be notified of every special meeting prior thereto as far in advance as possible. Notice of such meeting shall include an agenda for the meeting. Motions at a special meeting should be limited to the subject(s) for which the meeting has been called. Management shall post the agenda of every special meeting prior thereto as far in advance as reasonable for public information.

**Section 3. Quorum.** The presence of a majority of the Directors at any Board meetings shall constitute a quorum. Directors may participate in Board meetings by telephone, video, or other electronic media and such participation shall qualify as meeting the quorum requirement. The quorum must be established when the meeting is called to order. All decisions of the Board must be made by the affirmative vote of a majority of all Directors, except as provided in Article III, Section 5. Directors participating by telephone, video, or other electronic media are authorized to vote on and otherwise participate in any matter presented to the Board.

**Section 4. Voting by Proxy.** A Director may cast a vote by appointing a proxy. The Director must complete and sign an appointment form. The appointment of a proxy is not effective until the Director delivers the completed appointment form to the Corporate Secretary and a copy of said form to their appointed proxy. The appointment of a proxy by a Director may be limited or general and shall not be valid for more than two regular meetings of the Board.

**Section 5. Executive Sessions.** Where discussions during a meeting will involve matters about which public disclosure would be harmful to the interests of the Association or others, the Board may elect to meet in executive session. Executive sessions are closed meetings and all minutes, materials used, and the discussions occurring in such meetings, shall be kept and remain confidential. The subject of or general topics discussed at executive sessions shall be reported normally at the next regular meeting of the Board. Any action taken by a vote during an executive session shall be reported normally at the next regular meeting of the Board.

## **ARTICLE VII.**

### **Association Officers and Management: Qualifications, Powers, and Duties**

#### **Section 1. General.**

- A. The corporate officers for the Association are President, Vice President, Secretary and Treasurer. Corporate officers and temporary corporate officers may be appointed by the Board as the Directors deem necessary.
- B. Corporate officers will be appointed by the Board for one (1) year terms, unless an interim corporate officer is needed. Corporate officers will be appointed at the first public meeting of the Board in June of each year. In the event of a vacancy, the Board will appoint an interim corporate officer as soon as practical. Interim corporate officers will serve the remaining

term of the replaced corporate officer. Temporary corporate officers may be appointed for a period of time as needed and specified by the Board.

C. All corporate officers are subordinate to the President of the Association.

**Section 2. President.** The President shall serve as the principal executive officer of the Association and shall, in general, supervise and control the business and affairs of the Association. The President shall be a Member of the Association.

**Section 3. Vice President.** The Vice President shall not be a member of the Board and need not be a Member. The Vice President shall perform the duties of an absent President and, when so acting, shall have all the powers and be subject to all the restrictions upon the President. The Vice President shall perform all other duties as, from time to time, are assigned by the President or by the Board.

**Section 4. Secretary.** The Secretary may be a member of the Board, if not salaried. A salaried Secretary need not be a Member. The Secretary shall keep a permanent record of the minutes of the Board meetings and all called meetings of the Members, including the recording of all votes, and shall perform all other duties required by the Board or by the President, or as may be required by law.

**Section 5. Treasurer.** The Treasurer shall not be a member of the Board and need not be a Member. If required by the Board, the Treasurer shall be bonded for the faithful discharge of duties and shall have charge and custody of, and be responsible for, all funds and securities of the Association; receive and give receipts for monies due and payable to the Association, from any other source whatsoever; and deposit all such money in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the policies of the Board. In general, to perform all the duties as incident to the office of Treasurer, and such other duties, as may be assigned by the President or the Board. In the absence of a Vice President, the Treasurer shall be subordinate only to the President.

**Section 6. Chief Operating Officer.** The Chief Operating Officer shall control and direct administration of the Association's affairs. All administrative offices or responsibilities, either set out by specific policy of the Board or which are not otherwise specifically assigned to a division created by Board policy, shall be deemed to be the responsibilities and offices under the direct supervision and control of the Chief Operating Officer. The Chief Operating Officer shall be an ex-officio member of the Board with the right to take part in discussion but not vote. The Chief Operating Officer shall not attend any meeting at which the Board is evaluating his/her performance unless his/her presence is requested. The Chief Operating Officer shall serve at the will of the Board under the terms and conditions set forth in an employment agreement, agreed upon by the Board and Chief Operating Officer, and shall perform the duties assigned by the Board including those specifically outlined in a job description prepared and adopted by the Board. The titles General Manager, GM, Chief Operating Officer, and COO shall be considered interchangeable throughout the governing documents.

**Section 7.** It shall be permissible at the discretion of the Board for the corporate officers to serve in more than one capacity concurrently. Employees of the Association may also serve as corporate officers.

**Section 8.** In the event any officer, because of absence or incapacity of any kind, is unable to perform any of the duties of office, or in the event of a vacancy of any office, the Chairperson

may designate some other person to perform such duties during such time or until such vacancy is filled by the Board.

## **ARTICLE VIII Committees**

**Section 1.** At the June Board meeting, the Chairperson, with the approval of a majority of the Board, shall appoint Members to the Election Committee, as necessary, to fill any open positions. The number of Members on the Election Committee shall be determined by the chairperson of the committee in consultation with the Chairperson of the Board. The number of committee members shall be approved by a simple majority of the Board and each appointment shall be for a term of three years.

The Chairperson may appoint such other committees as deemed necessary. All committee members must be Members in good standing.

**Section 2.** The Chairperson, at the Board's June meeting, shall also appoint to each of the following committees at least three (3) Directors:

Audit  
Marketing & Communications  
Planning  
Rules and Regulations  
Charitable Giving  
Resource & Advisory

**Section 3.** Each committee shall elect from amongst its members a chairperson as provided in Board policy.

**Section 4.** At the first meeting of each committee following the appointment of new members, the committee shall select a secretary from its membership. The secretaries shall keep the minutes of each meeting and promptly submit a copy thereof to the Corporate Secretary for inclusion in the Board meeting materials.

**Section 5.** Each committee shall meet as necessary at the request of the Board or at the discretion of the chairperson of that committee.

**Section 6.** The Chief Operating Officer shall appoint a non-voting liaison member to each committee from the staff of the Association. Said liaison member shall provide current information concerning Association matters to the committee and be available for advice on matters of administration, as well as provide information on the actions and discussions of the committee to management.

**Section 7.** It is the duty of each committee to discuss and analyze the problems within its area of concern. All committees shall perform such duties as are set out in the guidelines for said committees as adopted by the Board, and any such further duties as the Board may authorize.

**Section 8.** The structure, function, and responsibility of each standing committee shall be determined as provided in Board policy.

**Section 9.** The Chief Operating Officer has the power to appoint such other committees, sub-committees, or ad hoc committees as deemed necessary.

**Section 10.** The Chairperson, in consultation with the committee chairperson and the Board, has the authority to appoint members to the joint advisory committees. The function and responsibility of each joint advisory committee shall be determined as provided in Board policy.

## **ARTICLE IX**

### **Contracts, Loans, Checks, and Deposits**

**Section 1. Contracts.** The President may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances, except employment contracts.

**Section 2. Loans.** No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

**Section 3. Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents, of the Association and in such manner as shall from time to time be determined by resolution of the Board.

**Section 4. Deposits.** All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Association may select in accordance with the established investment policy of the Board.

## **ARTICLE X**

### **Right of Member: Voting**

**Section 1.** Each membership of the Association in good standing shall be entitled to one vote in the election of Directors of the Association. For all other purposes, except a change in the Declaration as provided for in Article XV, Section 1 of the Declaration, there shall be two classes of voting memberships as described in Article III, Section 2 of the Declaration.

**Section 2.** To be entitled to vote in the election of Directors of the Association, a Member must have been a Member in Good Standing on March 31 of that year. To be entitled to vote in other initiatives/elections held by the Association, a Member must have been a Member in Good Standing on the date of record that is established for that particular initiative/election by the Association.

**Section 3.** If a membership is held by two (2) or more co-tenants, the membership vote shall be cast as the co-tenants decide amongst themselves. The co-tenant authorized to cast the membership vote shall be the first one of the two names named on the deed, unless another co-tenant shall be designated in writing by all co-tenants as the co-tenant authorized to cast the vote. In the event the co-tenant other than the first grantee on a deed is designated as the co-tenant authorized to cast the membership vote, the membership has the burden of proving to the Association the name of all co-tenants by providing a County Recorder's file-marked copy of the membership deed, and such other proof as may be required by the Association. A designation

shall be on a form provided by the Association and shall remain in full force and effect until changed in writing by all co-tenants of said membership.

**Section 4.** Due to the ongoing development of new technologies and corresponding changes in business practices, to the extent permitted by law now or in the future: (1) any notice required to be sent or received; (2) any signature, vote, consent, or approval required to be obtained; or (3) any payment required to be made, under the association documents may be accomplished using the most advanced technology available at that time if such use is a generally accepted business practice.

## **ARTICLE XI Meeting of Members**

**Section 1. Annual Meeting.** The annual meeting of the Members shall be held on the third Tuesday of the month of May each year.

### **Section 2. Special Meetings.**

- A. Special meetings of the Members for any purpose, including those provided in the Declaration and the Articles of Incorporation, may be called at any time by a majority vote of the Board or by the President.
- B. A special meeting of the Members must be called if 5% of the Members in Good Standing sign, date, and deliver to the Corporate Secretary one or more written demands for such a meeting. The demand must include the purpose or purposes for which the meeting is to be held and must comply with the requirements of the Association policy regarding special meetings of Members.

### **Section 3. Notice.**

- A. Notice of all meetings of Members shall be made available at least fifteen (15) days in advance of the meeting and shall set forth, in general, the nature of the business to be transacted.
- B. If the Board deems a membership vote is necessary, then ballots must be provided to all Members in good standing at least thirty (30) days prior to the meeting.

**Section 4. Quorum.** Except as otherwise provided with respect to voting on an annual or special assessment, the Members present, in person or constructively, at any meeting shall constitute a quorum. The receipt by the Association of the valid ballot of a qualified voter either by mail, electronic, or personal delivery at or before the commencement of such meeting, shall constitute the constructive presence of such voter for the purpose of determining whether a quorum is present.

**Section 5. Methods of Voting.** Voting on any question shall be by ballots received by the Association at or before the commencement of the meeting of the Members.

## **ARTICLE XII Corporate Seal**

The Association shall have a seal in circular form having within its circumference the words: “Bella Vista Village Property Owners Association SEAL 1965.”

### **ARTICLE XIII Amendment**

**These Bylaws may be amended subject to the provisions of Section 2, as set forth in Section 1.**

#### **Section 1. Standard Amendment.**

- A. The proposed amendment shall be considered in full text at a meeting of the Board.
- B. The proposed amendment will then be presented for approval at the next regular meeting of the Board. If approved by a majority vote of the Directors, the proposed amendment shall be made available on the Association’s website and widely announced to the membership for the purpose of review and discussion.
- C. At the next regular meeting, Members shall have an opportunity to comment on the proposed changes.
- D. Thereafter, the proposed amendment, with any changes not affecting the substance thereof, shall then again be considered by the Board and approved by majority vote.

**Section 2. Emergency Amendment.** Anything to the contrary notwithstanding in Section 1, if the Board by the affirmative vote of at least seven members thereof, determines that such amendment must be effective immediately to prevent substantial and irrevocable danger to the health, safety, or financial security of the Association, the provisions of Section 1, subparagraphs A, B, and C may be dispensed with.

### **ARTICLE XIV Parliamentary Authority**

The current edition of *Robert’s Rules of Order and Parliamentary Procedure*, or a simplified version thereof if adopted by the Board, governs the Association in all parliamentary situations that are not provided for in the law, the Declaration, the Articles of Incorporation, these Bylaws, or policy.

If a simplified version of Robert’s Rules of Order is to be used it must first be circulated to Directors at least a week in advance and then adopted by a majority vote of the Board at a single reading. This adopted version will remain in effect until revised, but may be revised by majority vote of the Board at a single previously-announced reading.

### **ARTICLE XV Controlling Provisions**

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control; and, in the case of a conflict between the Declaration and the Articles of Incorporation, the Declaration shall control.

**IN WITNESS WHEREOF**, We, being all of the Directors of the Bella Vista Village Property Owners Association, adopted these Bylaws at an open public meeting of said Board on the 15<sup>th</sup> day of September, 2016, at which a quorum was present.

Bob Brooks, Chairperson  
Ron Stratton, Vice Chairperson  
Andrew Davis  
Joshua Hart  
Ruth Hatcher  
Patrick Laury  
Brad Morris  
John Nuttall  
Bruce Portillo