

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

These Bylaws, as approved May 25, 2023, supersede all previous Bylaws, which are hereby repealed.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 filed in the office of the Circuit Clerk of Benton County, Arkansas on May 18, 1965 in Book 373, Page 8 and thereafter.

Section 3. “Developer” shall mean and refer to Cooper Communities, Inc. (CCI).

Section 4. The “Properties” shall mean and refer to the real estate described in the Declaration and any additions, which have been or may 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 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
Parks
Recreational Plots
Roads and Streets Not Dedicated to the Public

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

Section 6. “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 7. “Member” shall mean and refer to every person or entity who is a record owner of one or more Lots or Living Units and shall also mean and refer to the Developer or its successors or assigns, so long as it shall be the record owner of any Lot or Living Unit. *See Article I, Section 1(q) of the Declaration.*

Section 8. “Director” shall mean and refer to each individual who has been duly elected or appointed as provided in the Declaration, Articles of Incorporation and these Bylaws to serve as a member of the Board of the Bella Vista Village Property Owners Association.

Section 9. “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 10. “Member of Family” shall mean and refer to any person, regardless of age, who resides in the home of any Member for more than six months of the calendar year or to whose support said Member contributes more than one-half of the yearly cost. “Support” shall include all expenses of such person whether for necessities of life or otherwise.

Section 11. “Annual Meeting” shall mean the meeting of Members conducted on the third Tuesday of May of each year.

ARTICLE II Organization and Responsibilities of the Association

Section 1. Organization.

- A. The Association shall be governed by the Board. The powers and duties of the Board are set out in these Bylaws.
- B. The Association is a not-for-profit corporation organized under the laws of the State of Arkansas and composed of 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 the 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 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 or appointed by the Board to fill a temporary vacancy, as provided in the Declaration, Articles of Incorporation, and these Bylaws. Convicted felons and those required to register as a sex offender may not serve on the Board. A Director who has been removed from the Board for

cause is prohibited from serving on or running for the Board for a period of three years. Directors are elected volunteers and are not to receive a salary or compensation of any kind 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 1st following the election of the Director at the Annual Meeting held on the third Tuesday of May each year. The term shall expire at midnight on May 31st at the end of the third year of service. The existing Board shall continue to perform their duties until May 31st, 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 1st.

Section 4. Governing Power. An individual Director shall have no individual powers of governance or administration. Such governing powers shall come only from actions of the Board as a whole, approved by a majority.

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 appoint an interim Director to serve until the next May 31st. 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. At the next succeeding Annual Meeting following appointment of the interim Director, the remainder of the vacant term (if any) shall be filled by Members voting on candidates, said candidates being nominated as set out in Article V of these Bylaws.

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 of these Bylaws. Any Director elected by a vote of the Members to fill a vacancy, shall serve as Director until the expiration of the term of the Director whose position they were elected to fill.

However, if the vacancy occurs between the time the ballots for the election have been printed and the Annual Meeting 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 to be used for the improvement and maintenance of the Properties, services and facilities devoted to promoting the recreation, health, safety, and welfare of the Members 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 not dedicated to the public.
- (5) Providing for the cost of labor, equipment, materials, management and supervision related to the amenities and property owned by the Association.
- (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 responsibility to levy and collect from 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 to manage and maintain the Properties, equipment, supplies, and affairs of the Association, and to encumber Common Properties or amenities.
- 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 and amenities.
- 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 and guests on the Properties.

- E. Suspend some or all of the rights and privileges of any 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 suspension as mentioned above shall take effect until the Member in question has been extended the right to appeal in accordance with Policy 4.02.1 – Appeal Procedure.
- F. Employ a Chief Operating Officer of the Association, provide a job description for the Chief Operating Officer and set the salary, terms, and conditions of employment, and require security or fidelity bonds of the Chief Operating Officer as deemed necessary.
- G. Limit the number of 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, 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 Members.
 - (3) Perform all acts required or authorized by the Declaration, Articles of Incorporation, and elsewhere in these Bylaws.

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 1st 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 1st.

The Chairperson and Vice Chairperson 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 Members 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 their 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 at the Annual Meeting. No action of the Board shall be deemed to set a precedent. Each act of the Board shall be decided upon its own merit and in accordance with the circumstances of the specific situation.
- 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 each fiscal year.
- 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 Members 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 Meeting, 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. Candidates may also submit electronic signatures to the Corporate Secretary for verification.
- B. Petition candidates must follow the guidelines and procedures set out in Association Policy 2.05-*Nomination by Petition*. Petition candidates shall sign and submit to the Corporate Secretary a Petition Statement and Certification, Statement of Compliance, Conflict of Interest document, Statement of Understanding, Release of Information document, and a Background Check Release form in order to complete the process.
- C. The Corporate Secretary shall provide the Election Committee with the list of certified candidates for the May election at the February Board meeting. The Election Committee shall then present the list of certified candidates to the Board and the Members at the February Board meeting. The Election Committee may elect to extend the time-period for presenting the list of certified candidates to the Board and the Members. There shall be no disclosure of the list of candidates prior to this announcement.
- D. Neither the Board nor any Director shall interfere with the Election Committee or the election process. The Election Committee shall act independent of the Board. The Election Committee will take all reasonable steps necessary to ensure the elections are fair and unbiased.

Section 2. Election.

- A. The election of Directors shall be held at the Annual Meeting 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 the delay.

- B. The election of Directors shall be by secret ballot. 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 candidate profiles shall be prepared and provided to each qualified voter at least thirty (30) days in advance of the Annual Meeting. 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 Annual 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 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 that time, the Board of Director election shall be concluded and the newly elected members of the Board shall be announced. Following the Annual Meeting, the Board shall meet regularly at least once each month on a day and time to be set by the Board 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 to the meeting taking place; 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, 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 as far in advance as possible. Notice of any special 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 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, or may appoint a proxy by notifying the Corporate Secretary by electronic media. The appointment of a proxy is not effective until the Director delivers the completed appointment form to the Corporate Secretary. The proxy may be delivered by official Association email, signed by including the Director's digitally printed name and date, as provided for by Article X, Section 4 of these Bylaws. 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 at the next regular meeting of the Board, with detail provided as to how each of the Directors voted.

ARTICLE VII

Association Officers and Management: Qualifications, Powers, and Duties

Section 1. General.

- A. The corporate officers for the Association are President, Vice President, Corporate 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 regular meeting of the Board in January 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 an ex-officio member of the Board and need not be a Member. The Vice President shall perform all other duties as, from time to time, are assigned by the President or by the Board.

Section 4. Corporate Secretary. The Corporate Secretary may be a member of the Board, provided they are not an employee of the Association. A salaried Corporate Secretary is not required to be a Member. The Corporate 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 non-voting member of the Board. The Chief Operating Officer shall not attend any meeting at which the Board is evaluating their performance unless their 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 another person to perform such duties during such time or until such vacancy is filled by the Board.

Section 9. Management. A member of the Board cannot be an employee of the Association. A former member of the Board cannot be an officer of the Association for a period of at least three years following their departure from the Board.

ARTICLE VIII Committees

Section 1. The Board Chairperson shall recommend Members for appointment to the Election Committee to fill any open positions. The appointment and number of Members on the Election Committee shall be approved by a simple majority of the Board and each appointment shall be for a term of three years. Aside from appointing Members to the Election Committee, the Board shall have no other involvement with the Election Committee or Association elections.

Section 2. The Chairperson shall appoint at least three (3) Directors to each of the following Operational Committees:

Audit
Rules and Regulations

Section 3. The Charitable Giving Committee is an Operational Committee which functions without the appointment of a Director.

Section 4. The Chairperson shall appoint at least two (2) Directors to serve as liaisons to each of the following Joint Advisory Committees:

Golf
Lakes
Recreation

Section 4. The Chairperson and the Chief Operating Officer have the power to appoint such other special committees, ad hoc committees, or task forces as deemed necessary, with the simple majority approval of the Board.

Section 5. At the first scheduled meeting in July of each year, the committees shall select a chairperson, vice chairperson, and secretary from its membership, who will serve in that capacity for a 12-month term. In the case of a mid-term opening, the committee shall appoint a replacement by a simple majority vote of the committee.

Section 6. Each committee shall meet as necessary at the request of the Board or at the discretion of the chairperson of that committee.

Section 7. The Chief Operating Officer shall appoint a non-voting representative to each committee from the staff of the Association. Said representative 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 8. 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 the committees as adopted by the Board, and any such further duties as the Board may authorize. The committees must be cautious to only take up matters within their area of concern.

Section 9. The appointment of members, function, and responsibility of each 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 (Policy 11.01 - *Authority to Approve Employment Agreements*).

Section 2. Loans. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a vote of the Board. Such authority may be generally approved through the annual budget or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent, or agents of the Association.

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 (Policy 6.02 - *Investment Policy*).

ARTICLE X Right of Member: Voting

Section 1. Each membership of the Association in good standing shall be entitled to one vote per open position 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 31st of that year. To be entitled to vote in other initiatives or 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 or election by the Association. Votes deriving from lots owned by the Association will not be cast in elections for Directors of the Association, assessment increase elections, or any other initiative or election under the Declaration of 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 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 (Policy 2.08 - *Special Meeting 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.
- B. If the Board deems a membership vote is necessary, then a ballot/proxy 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 by proxy, at any meeting shall constitute a quorum. The receipt by the Association of the valid ballot/proxy 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/proxies received by the Election Committee within the timeframes prescribed by the Election Committee and listed in the election materials. Cut-off times for the receipt of ballots/proxies may differ depending upon the method of vote cast, whether by mail, electronically, or in person.

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 provided herein.

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 Members 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, shall then again be considered by the Board and approved by majority vote.

Section 2. Emergency Amendment. The Board may approve an amendment at only one regular meeting, if the amendment is approved by the affirmative vote of at least seven Directors, provided the amendment must be effective immediately to prevent substantial and irrevocable danger to the health, safety, or financial security of the Association.

**ARTICLE XIV
Parliamentary Authority**

The current edition of *Robert's Rules of Order and Parliamentary Procedure*, or a simplified version 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 25th day of May, 2023, at which a quorum was present.

David Brandenburg, Chairperson
Jerre Barron, Jr., Vice Chairperson
Mike Abb
Sandy Fosdick
Jackie Gain
Jan Hagan
Jason Loyd
JB Portillo
Jan Simms