



Board Work Session Meeting

December 14, 2023 – 9:00 a.m.

Boardroom at the Country Club and via Livestream

Agenda

For a copy of the Board Packet, use the following QR code:



- I. Call to Order
- II. Open Forum – Property Owner comments. Comments are limited to three minutes per property owner.
- III. Response to Open Forum
- IV. Articles of Incorporation
- V. Statement of Cashflow added to monthly reports

NOTE: The discussion on e-foils will take place at the January Work Session and Regular Meeting. See dates, times, and locations of these meetings below.

VI. ANNOUNCEMENTS:

(PLEASE NOTE: Board meetings have moved up a week, due to the Holidays).

- a. **Board of Directors Regular Session** – Thursday, December 21st 6:00 p.m. in the Boardroom at the Country Club and via Livestream.
- b. **Recreation JAC Meeting** – Monday, January 8th 4:00 p.m. in the Boardroom at the Country Club and via Livestream.
- c. **Board Candidate Informational Meeting**- Tuesday, January 9th 4:00 p.m. in the Boardroom at the Country Club.
- d. **Lakes JAC Meeting** – Wednesday, January 10th at 2:00 pm. in the Boardroom at the Country Club and via Livestream.

- e. **Rules and Regulation Meeting** – Thursday, January 11th at 1:30 p.m. in the Boardroom at the Country Club and via Livestream.
- f. **Board of Directors GM Meeting** – Thursday, January 11th at 2:30 p.m. in the Boardroom at the Country Club (CLOSED MEETING)
- g. **Board of Directors Work Session** – Thursday, January 18th at 9:00 a.m. in the Boardroom at the Country Club and via Livestream.
- h. **Board of Directors Regular Session** – Thursday, January 25th at 6:00 p.m. in the Boardroom at the Country Club and Live stream.
- i. **Golf JAC Meeting**- No December or January meeting, next meeting is Wednesday, February 14th at 4:00 p.m. in the Boardroom at the Country Club and via Livestream.

VII. Adjournment

Note: The Articles of Incorporation in their original legal format can be challenging to read and understand. This document is a compilation-partial rewrite of the Articles of Incorporation to make the information easier to understand. The Articles of Incorporation in their original format are available on the POA's website and should be considered the official documentation. If there are any discrepancies or inconsistencies between the original and the compilation rewrite, the original documents will govern ~~rewrite should be ignored~~.

Definitions:

"Association" shall mean and refer to the Bella Vista Village Property Owners Association, a not-for-profit corporation organized and existing under the laws of the State of Arkansas.

"Board" shall mean and refer to the duly elected and acting Board of Directors of the Bella Vista Village Property Owners Association.

"Corporation" shall mean and refer to the Bella Vista Village Property Owners Association. The term Corporation and Association are interchangeable in this document.

"Developer" shall mean and refer to Cherokee Village Development Company, Inc. as described in the Declaration and now known as Cooper Communities, Inc., an Arkansas corporation. The Corporation Developer was also referred to as the Bella Vista Country Club at its inception point.

"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.

ARTICLES OF INCORPORATION

OF

BELLA VISTA VILLAGE PROPERTY OWNERS OWNERS' ASSOCIATION

Note: The Corporation was formed under the Arkansas Nonprofit Corporation Act of 1963, which has since been updated by the State of Arkansas, but this update does not apply retroactively to the Corporation.

We, the undersigned, do hereby associate to form a eCorporation under the provisions of the Arkansas Nonprofit Corporation Act (Act 176 of 1963) and do certify as follows: Note: The Corporation was formed under the Arkansas Nonprofit Corporation Act of 1963, which has since been updated by the State of Arkansas, but this update does not apply retroactively to the Corporation.

ARTICLE I.

NAME

The name of the eCorporation is Bella Vista Village Property Owners Association.

~~ARTICLE II.~~

DURATION

The eCorporation shall exist perpetually.

~~ARTICLE III.~~

PURPOSES AND POWERS

The eCorporation does not contemplate pecuniary gain or profit, direct or indirect, to its ~~m~~Members.
The purpose for which it is performed are:

To promote the health, safety, and welfare of the Members of Bella Vista Village Property Owners Association, ~~residents and comical owners within the following described real estate lying and being situate in the County of Benton, State of Arkansas, to-wit:~~

~~Filed May 17th, 1965,~~

~~Josphine R. Heyland~~

~~Clerk recorder~~

Note: The Articles of Incorporation include a lengthy section which describes the original lots and parameters of the original jurisdiction of the Association/Corporation. This jurisdiction has been amended numerous times over the years.

The Corporation is comprised of that property set out in the Declaration and such additions thereto as may hereafter be brought within the jurisdiction of this eCorporation as provided in ~~the~~ARTICLE VI herein, hereafter referred to as "The Properties," and for this purpose to:

- (a) Own, acquire, build, operate, and maintain recreation parks, playgrounds, swimming pools, golf courses, common streets, footways, utilities, lakes, including buildings, structures, personal

properties incident thereto, herein- after referred to as “the common properties and facilities”
Note: The Association/Corporation is responsible for the parks, playgrounds, pools, golf courses, lakes, and other recreational amenities. While the Association/Corporation remains in charge of the Water Utility, the Association/Corporation is not involved or has control over other utilities in Bella Vista. While the Association/Corporation still maintains a few “common streets”, most streets in Bella Vista are maintained by the City of Bella Vista, which was founded in 2007.

- (b) Provide garbage and trash collections; (c) provide fire and police protection; (d) maintain unkept lands or trees; (e) supplement municipal services; (f) fix assessments or charges to be leveled against the Properties; (g) enforce any and all covenants, restrictions and agreements applicable to the Properties; (h) pay taxes, if any, on the common properties and facilities; and (i) insofar as permitted by law to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of the Properties. Note: Keep in mind this document was created in 1965 and there have been many changes in the decades since the founding of the community. Garbage and trash service are now taken care of by a third party Republic Services. Fire and police protection, plus municipal services, are taken care of by the City of Bella Vista, which was founded in 2007. The enforcement of the covenants, restrictions and agreements applicable to the Properties are taken care of by the Architectural Control Committee (ACC).

ARTICLE IV

Membership

Cooper Communities, Inc. (CCI) Bella Vista Country Club, hereinafter referred to as the dDeveloper, its successors and assigns, shall be a mMember of the eCorporation so long as it shall be the record owner of a fee, or an undivided fee, interest in any Lot or Living Unit which is subject by covenants of record to assessment by the CeCorporation, and the Developer shall also be a mMember until it is paid in full for every such Lot or Living Unit which it shall sell. Also, every person or entity who is the record owner of a fee, or undivided fee, interest in any Lot or Living Unit which is subject by covenants of record assessment by the eCorporation, and who shall have paid the Developer in full for the purchase price of the Lot or Living Unit shall be a mMember of the eCorporation, provided that any such person or entity (excepet the Developer) who holds such interest merely as security for the performance of an obligation shall not be a Mmember. Note: The Articles of Incorporation were written at a time when the Developer was actively selling Lots and Living Units. While the Developer still sells some Lots and Living Units from time to time, the volume is significantly lower compared to the early developmental years of Bella Vista.

Every person or entity who has entered into a contract of purchase with the Developer covering a Lot or Living Unit which is subject by covenants of record to assessment by the eCorporation and who has not paid the Developer in full for the purchase price of the Lot or Living Unit shall be an associate member of the eCorporation. An associate member shall be entitled to all the privileges of a member except the right to vote in the election of Directors, or otherwise. Rescission of a contract of purchase by the Developer for any reason shall terminate the associate membership or memberships incident to the contract of purchase rescinded. Note: There are few, if any, associate members remaining. Associate members were more common in the early developmental years of Bella Vista.

ARTICLE V

VOTING RIGHTS

Every mMember of the eCorporation shall be entitled to one vote in the election of dDirectors of the eCorporation, but for all other purposes there shall be two classes of voting memberships:

Class A: Class A members shall be all those persons or entities as defined in ARICLE IV, with the exception of the ~~Developer, who have paid the Developer in full for the purchase price of the Lot or Living Unit.~~ ~~Class Developer.~~ Class A members shall be entitled to one vote for each Lot or Living Unit in which they hold the interests required for Mmembership by ARTICLE IV. When more than one person holds such interests in ay Lot or Living Unit all such persons shall be mMembers, and the vote for such Lot or Living Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot or Living Unit.

Note: A Member must be in Good Standing to be eligible to vote. Member in Good Standing shall mean one whose assessments and/or fees to the Corporation are no more than 90 days past due as determined by management and whose privileges are not currently suspended.

Class B: Class B -member shall be the Developer. The Class B member shall be entitled to ten votes for each Lot or Living Unit subject by covenants of record to assessment by the eCorporation until it shall have conveyed the Lot or Living Unit by deed to a purchaser and shall have been paid in full for such Lot or Living Unit. The Developer shall continue to have the right to cast votes as aforesaid (ten votes for each Lot or Living Unit) until the Developer is paid in full for such Lot or Living Unit.

Note: The Class B votes, which are owned by the Developer and are entitled to ten votes per lot or living unit, may not cast these votes for the election of Directors of the Corporation. For the election of Directors of the Corporation, the Developer is only allowed to cast any Class A votes they may own.

For purposes of determining the votes allowed under this Article, when Living Units are counted, the Lot or Lots upon which such Living Units are situated shall not be counted. Note: This statement is simply meant to make it clear that if a Member owns a Lot with a Living Unit upon it, that the Member is entitled to only one vote. The Member would not get a vote for the Lot and another vote for the Living Unit.

Associate Members shall not be entitled to vote in the election of ~~e~~Directors or otherwise. Note: There are few, if any, associate members remaining. Associate members were more common in the early developmental years of Bella Vista.

ARTICLE VI

ADDITION TO PROPERTIES AND MEMBERSHIP

Additions to the properties described in ARTICLE III may be made only in accordance with the provisions of the recorded covenants and restrictions applicable to said properties. Such additions, when properly made under the applicable covenants shall extend the jurisdiction, functions, duties, membership, and associate membership of this ~~e~~Corporation to such properties. Note: The Developer, its successors and assigned, has the right to expand the Association/Corporation. The Association/Corporation has no authority to deny such additions.

ARTICLE VII

DEDICATION OF PROPERTIES OR TRANSFER

OF FUNCTION TO PUBLIC AGENCY OR UTILITY

The Corporation shall have power to dispose of its real properties only as authorized under the recorded covenants and restrictions applicable to said properties.

ARTICLE VIII

AMENDMENTS

These articles may be amended by ~~the an affirmative the majority vote~~ of at least six Members of the Board of Directors, provided the Amendments are approved by the Circuit Court of Benton County, Arkansas. Note: The required number of votes necessary to change the Articles of Incorporation has changed numerous times over the years. The requirement "of at least six" is the most current.

ARTICLE IX

DISSOLUTION

The Corporation may be dissolved only with the assent given by the ~~m~~Members entitled to cast two-thirds of each class of its ~~m~~Members. Written notice of a proposal to dissolve, setting forth the reasons therefor and the disposition to be made of the assets

(Which shall be consonant with ARTICLE X hereof) shall be mailed to every member at least ninety (90) days in advance of any action taken. Note: Of the approximately 39,000 Members of the CorporAssociation, at least two-thirds or approximately 26,000 Members, must vote yes ("assent") for the vote to dissolve the Corporation to be approved. In other words, at least 26,000 Member (approximately) must all vote yes for the vote to dissolve the Corporation to be approved. Since historically it has been challenging to get more than 20,000 Members to participate in even the most noteworthy of votes, let alone to get 26,000 Members to all vote yes, it would be extremely challenging for a vote to dissolve the Corporation to be successful.

ARTICLE X

DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the eCorporation, the assets, both real and personal of the Corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the eCorporation. ~~In the event that if~~ such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization, to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the eCorporation. No such disposition of eCorporation properties shall be effective to divest or diminish any right or title of any Member vested in ~~them~~ under the recorded covenants and deeds applicable to the Properties unless made in accordance with the provisions of such covenants and deeds. Note: The Notes provided following Article IX make it clear that the dissolving or dissolution of the Corporation is highly unlikely. If the Corporation were to be dissolved, the magnitude of such a situation would be unprecedented and extremely complex and would probably require get-determination by the courts.

ARTICLE XI

PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The address of the main office or principal place of business of the eCorporation is Bella Vista, Arkansas, and the name of its registered agent at such an address is John A. Cooper, Jr. Note: John A. Cooper, Jr. was the original registered agent dating back to 1965.

ARTICLE XII

DIRECTORS

The management of the affairs of the eCorporation shall be vested in the Board of Directors, and a Director must be a Member in good standing, ~~and a Director need not to be a member.~~ The number of Directors shall be **nine (9)** and a change in the number of

Directors shall be made only by amendment to the Articles of Incorporation. ~~The names and addresses of the persons constituting the initial Board of Directors and the annual meeting to which their respective terms shall extend are as follows:~~

<u>NAME</u>	<u>Address</u>	<u>TERM ENDS</u>
John A. Cooper Jr.	Bella Vista, Arkansas	1966
Edwin J. Peace	Bella Vista, Arkansas	1966
Joe N. Basore	Cherokee Village, Arkansas	1967
George M. Billingsley	Bella Vista, Arkansas	1968
J.R. Gore	Bella Vista, Arkansas	1960
Billy N. Orr	Bella Vista, Arkansas	1970
John A. Cooper	Cherokee Village, Arkansas	1971

~~Thereafter, d~~Directors shall be elected for a term of **three years**, and until their respective successors are elected and qualified. Any vacancy occurring in the initial or any subsequent Board of Directors may be filled at any meeting of the Board of Directors by the affirmative vote of a majority of the remaining Directors, ~~and, and,~~ if not previously so filled, shall be filled at the next succeeding meeting of ~~m~~Members of the ~~e~~Corporation. ~~Any Director elected to fill a vacancy shall serve as such until the expiration of the term of the director whose position he was elected to fill. Any Director elected by the Membership to fill a vacancy shall serve as such until the expiration of the term of the Director whose position they were elected to fill. Any Director elected by the Board of Directors to fill a vacancy shall serve as an interim Director until the next succeeding meeting of the Members of the Corporation at which time the pendency of the vacant term, if any, shall be filled by a vote of the Membership.~~

ARTICLE XIII

NAMES AND ADDRESSES OF INCORPORATORS

The names and addresses of the incorporators of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
John A. Cooper, Jr.	Bella Vista, Arkansas

J.P. Gore

Bella Vista, Arkansas

Edwin J. Peace

Bella Vista, Arkansas

Note: These are the names of the original "incorporators" dating back to 1965.

IN WITNESS WHEREOF, we have hereunto set our hands this 17th day of May 1965.

John A. Cooper, Jr.

J.F. Gore

Edwin J. Peace

ACKNOWLEDGMENT

STATE OF ARKANSAS

COUNTY OF BENTON

Now on this day personally appeared before me, undersigned Notary Public within and for the County and State aforesaid, duly qualified, commissioned and acting John A. Cooper, Jr., J.F. Gore and Edwin J. Pease, whose names are subscribed to the foregoing, Article~~s~~ of Incorporation, and who acknowledged to me that they had executed the same for the uses, considerations and purposes therein ~~as~~ set forth.

Given under my hand and seal this 17th day of May 1965.

Allene King McKinney _____

Notary Public