

BYLAWS OF THE
HOT SPRINGS VILLAGE PROPERTY OWNERS ASSOCIATION

ARTICLE I

DEFINITIONS

Section 1. "Association" shall mean and refer to the Hot Springs Village Property Owners' Association, a nonprofit corporation organized and existing under the laws of the State of Arkansas.

Section 2. "Declaration" shall mean and refer to the Declaration filed by John A. Cooper Company and Hot Springs Village Property Owners' Association in the office of the Circuit Clerk and Ex-officio Recorder in and for Garland County, Arkansas, on April 20, 1970, and there recorded in Book 653, page 369, et. seq. "Declaration" shall also mean and refer to the Declaration filed by John A. Cooper Company and Hot Springs Village Property Owners' Association in the office of the Circuit Clerk and Ex officio Recorder in and for Saline County, Arkansas.

Section 3. "The Properties" shall mean and refer to the real estate described in the Declaration and such additions thereto as may hereafter be brought within the jurisdiction of the Association as provided in the Declaration.

Section 4. "Developer" shall mean and refer to John A. Cooper Company.

Section 5. "Common Properties" shall mean and refer to those areas so designated upon any recorded subdivision plat of The Properties and intended to be devoted to the common use and enjoyment of Owners of The Properties; and shall also mean and refer to any improvement designated by the Developer as Common Properties and intended to be devoted to the common use and enjoyment of Owners of The Properties, and shall specifically include, but not to the exclusion of other improvements which may hereafter be designated as Common Properties by the Developer, the following:

Roads and streets not dedicated to the public,
Lakes,
Golf Courses,
Permanent Parks,
Permanent Recreational Plots,
Water System,
Sewer System

The term shall also mean and refer to any improvement owned by the Association.

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 from time to time by the Developer for the purpose aforesaid.

Section 7. "Lot" shall be the numbered lots or numbered and lettered lots in the numbered blocks as shown on any recorded subdivision plat of The Properties.

Section 8. "Living Unit" shall mean and refer to any portion of a building situated upon The Properties designed and intended for use and occupancy as a residence by a single family.

Section 9. "Member in Good Standing" shall mean a property owner current in the payment of all assessments, service and use charges (no more than 60 days delinquent) and not under any suspension of privileges.

ARTICLE II

Location

Section 1. The principal office of the Association shall be located at Hot Springs Village, Arkansas.

ARTICLE III

Membership

Section 1. Membership. The Developer, its successors and assigns, shall be a member of the Association 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 being assessed by the Association, even though such assessment has not yet commenced, and the Developer shall also be a member until it is paid in full for every such Lot or Living Unit which it shall sell. Also, every person or entity who is a record owner of a fee, or undivided fee, interest in any Lot or Living Unit which is subject by covenants of record to being assessed by the Association and who shall have paid the Developer in full for the purchase price of the Lot or Living Unit, shall be a member of the Association, provided that any such person or entity (except the Developer) who holds such interest merely as security for the performance of an obligation shall not be a member.

Section 2. Associate Member. 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 being assessed by the Association 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 Association. An Associate member shall be entitled to all of the privileges of a member except the right to vote in the election of directors, or otherwise. Rescission of a contract of purchase by Developer for any reason shall terminate the associate membership.

Section 3. With the exception of the membership held by the Developer, the rights of membership and associate membership are subject to the payment of annual assessments levied by the Association; however, all memberships and associate memberships are subject to the payment of special assessments levied by the Association. The obligation of the assessments which are imposed against a particular Lot or Living Unit becomes a lien upon the property against which such assessments are made and also becomes a personal obligation of the owner of such Lot or Living Unit, both being then as provided in ARTICLE X of the Declaration of Covenants and Restrictions to which The Properties are subject and which Declaration is recorded in Book 653, page 369 et. seq. records of Garland County, Arkansas, and in Book 155, page 118 et. seq., records of Saline County, Arkansas.

Section 4. With the exception of the membership held by the Developer, the membership and associate membership rights of any person or entity whose interest in The Properties is subject by covenants of record to assessment by the Association, whether or not he or it be personally obligated to pay such assessments, may be suspended by action of the Directors during the period when the assessments remain unpaid; but, upon payment of such assessments, his or its rights and privileges shall be automatically restored. If the Directors have adopted and published rules and regulations governing the use of the common properties and facilities as provided in ARTICLE IX, Section 1 hereof, and the personal conduct of any person thereon is in violation of those rules and regulations, the Directors may in their discretion, suspend the rights of any such person for a period not to exceed thirty (30) days. The applicability of this Section 4 shall also run to any membership or associate membership rights which may have been delegated.

ARTICLE IV

Voting Rights

Section 1. There shall be two classes of voting memberships:

Class A. Class A members shall be all those persons or entities as defined in Section 1, ARTICLE III hereof, with the exception of the Developer, who have paid the Developer in full for the purchase price of the Lot or Living Unit. Class A members shall be entitled to one vote for each Lot or Living Unit in which they hold the interests required for membership by Section 1.

ARTICLE III hereof. When more than one person holds such interest or interests in any Lot or Living Unit, 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.

*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 of which it is the record owner and which is subject by covenants of record to being assessed by the Association until it shall have ceased to be record owner of the Lot or Living Unit 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) even though it may have contracted to sell the Lot or Living Unit or may have same under a mortgage or deed of trust.

For purposes of determining the votes allowed under this Section, when Living Units are counted, the Lot or Lots upon which Units are situated shall not be counted.

*". . . the only actions which under the Declaration require a vote of the membership are (1) the election of directors, in which weighted voting is prohibited under Arkansas law, (2) a change in the annual assessment or the levy of a special assessment, and (3) the transfer or dedication of common properties to any agency, authority, or utility. Action under (2) or (3) requires the assent of 51% of the votes of each class of members voting."
(Quote from C.C.I. Property Report dated 2/20/90.)

ARTICLE V

Property Rights & Rights of Enjoyment of Common Property

Section 1. Each member and associate member shall be entitled to the use and enjoyment of the common properties and facilities as provided by ARTICLE VIII of the Declaration applicable to The Properties.

Section 2. Any member or associate member may delegate his or its rights of enjoyment in the Common Properties and Facilities as provided in ARTICLE VIII, Section 4 of the Declaration. Such member or associate member shall notify the Secretary in writing of the name of any such person and of the relationship, if any, of the member or associate member to such person. The rights and privileges of such person are subject to suspension under ARTICLE III, Section 4 of these Bylaws to the same extent as those of the member or associate member.

Section 3. The Directors shall make such rules from time to time as shall be appropriate relative to the use of the Common Properties and Facilities by guests of members and associate members and the members and associate members shall be bound by such rules as same be made and published.

ARTICLE VI

Association Purposes and Powers

Section 1. The Association has been organized for the following purposes:

To preserve the value of and to promote the health, safety, and welfare of the residents and commercial owners within The Properties and for this purpose to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the corporation as set forth in Declaration of Covenants and Restrictions, hereinafter called Declaration, applicable to the Properties and recorded or to be recorded in the Offices of the Circuit Clerk and Ex-officio Recorder in and for the Counties of Garland and Saline, State of Arkansas, and as the same shall be amended from time to time as therein provided; said Declaration being incorporated herein as if set forth at length;
- (b) own, acquire, build, operate, and maintain recreational parks, playgrounds, swimming pools, golf courses, private ways, private roads, private lanes, utilities, specifically but not limited to water system and sewer system, lakes, buildings, structures, and personal properties incident thereto hereinafter referred to as "The common properties and facilities";
- (c) provide for municipal services including, but not limited to, garbage and trash collection, fire and police protection and maintenance of unkempt lands and trees;
- (d) fix, levy, collect and enforce payment by any lawful means, all charges and assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the corporation;
- (e) pursuant to the terms of the Declaration convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the corporation;
- (f) pursuant to the terms of the Declaration, borrow money on an unsecured basis. Also to borrow money on a secured basis, and to secure any such secured loan or loans, by pledge, deed in trust, (deed of trust), assignment of assessments which have accrued or which shall accrue in the future, and to otherwise hypothecate any or all of the real or personal property of the corporation. Any action taken pursuant to this authorization must be approved by a

majority of the Board of Directors in a regular or special meeting.

- (g) pursuant to the terms of the Declaration dedicate, sell or transfer all or any part of the common properties and facilities to any public or private agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless approved by 51% of each class of members, agreeing to such dedication, sale or transfer;
- (h) participate in mergers and consolidations with other nonprofit corporations organized for the same or similar purposes, provided that any such merger shall have the assent of a majority of each class of members voting on the issue. Any action taken pursuant to this authorization shall be preceded by fifteen (15) days notice to the members setting forth the nature of the action to be taken.
- (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, including but not limited to maintenance of public streets and roads; and
- (j) enforce any and all covenants, restrictions, and agreements and applicable to the Properties.

ARTICLE VII

Board of Directors

Section 1. The affairs of the corporation shall be managed by a Board of seven (7) Directors, who shall be members in good standing of the corporation and shall not be employees of the corporation. 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 and Hot Springs Village, Arkansas	1976
J. F. Gore	Bella Vista, Arkansas	1976
Wayne E. Sheneman	Bella Vista, Arkansas	1975
Weston Tucker	Hot Springs Village, Arkansas	1975

Section 2. Directors shall normally be elected for a term of three (3) years and shall serve until their respective successors are elected and qualified. Effective the 24th day of April, 1985, a Director may serve two (2) consecutive three (3) terms in addition to an appointed or elected term of not more than one (1) year. In no event shall a Director serve more than seven (7) consecutive years, elected or appointed. No Director serving seven (7) consecutive years shall be eligible for nomination, election or appointment until the passing of three (3) consecutive years from the last service.

ARTICLE VIII

Board of Directors: Election Process

The election of the Board of Directors shall be as follows:

Section 1. Election of Board of Directors shall be by written ballot as hereinafter provided. At such election the Property Owners' Association members may cast one vote per position to be filled.

Section 2. The election to the Board of Directors shall be conducted in accordance with procedures established by the Board of Directors.

Section 3. Any member of the Property Owners Association in good standing and not an employee of the Association may be certified for candidacy for the Board of Directors election ballot.

Application for placement on the election ballot shall be made in the following manner:

The applicant shall correctly complete, sign and submit the official application for candidacy and petition to the office of the General Manager who, along with a designated Board member, will certify that the applicant is a member in good standing and has properly filed an application, and will so notify the Board of Directors.

Section 4. Voting for the Board of Directors shall be on a printed ballot which shall (1) designate the number of vacancies to be filled; (2) set forth the names of candidates for such vacancies with spaces opposite each name with the word "For".

The order of appearance of the candidates names on the ballot shall be in random order with each candidate's name appearing first on the ballot an equal number of times.

One ballot per lot or living unit shall be prepared, each containing a consecutive number, and mailed by the Secretary of the Association to all members of the Association in good standing, at least fourteen (14) days in advance of the date designated by the Board of Directors

as the date for the election. All ballots returned that contain the same number will be automatically voided.

The term of office of a Director shall be for three (3) years or until a successor shall have been elected and certified by the Board of Directors; the term shall commence immediately following the regular April Board meeting; and the term shall expire upon the adjournment of the regular April Board meeting three (3) years after election unless a successor has not been elected and certified by the Board of Directors. In such event the Director shall continue to serve until a successor is elected and certified.

If a vacancy occurs on the Board of Directors for any reason, the Board shall appoint a successor Director to serve an interim term being the time until the next election and certification date.

Section 5. Each ballot returned shall be mailed directly to an independent firm to be counted and stored by the independent firm in a safe place. The Board of Directors shall designate a date as the date of the election. The candidates receiving the greater number of votes shall be elected to fill the number of positions vacant. In an election where there are positions open with varying lengths of terms, and there are more candidates than open positions, the candidate(s) receiving the highest number of votes will receive the longer term(s) in successive order as determined by the election ballot procedure. The independent firm shall release the election results on the designated election date. The Board of Directors shall certify those so elected and the terms at its April regular meeting.

Section 6. Regardless of the above provisions, if the time set by the Association for the filing of applications expires and the number of vacancies on the Board of Directors to be filled at any election and the number of certified candidates for those positions are the same or less, the Association shall not be required to follow the election procedure outlined in Sections 4 and 5 above. Rather, for reasons of economy, the Board of Directors shall declare the candidates elected as officially as if elected by the ballot procedure, and they shall take and hold office accordingly.

If the length of the terms of the positions being filled are not equal, and/or there is a need for an incumbent Board member to continue in office until a successor shall have been elected and certified by the Board of Directors, both of these issues will be decided by the drawing of lots by the candidates or the affected Directors.

In the event of any of the above situations, the Board of Directors shall inform the members of the Association the names of the elected persons by any manner of publication it may choose, provided such publication is sent to all members entitled to receive ballots under provisions of Section 4. hereinabove.

Section 7. Any property owner shall have the right to request a recount of the ballots returned so long as the request is made within three (3) working days of the election date and an upfront fee is paid to cover all costs to perform the recount. All ballots will be stored by the independent firm in a safe place for a period of one year.

ARTICLE IX

Powers and Duties of the Board of Directors

Section 1. The Board of Directors shall have power:

- (a) To call special meetings of the members whenever it deems necessary and it shall call a meeting at any time upon written request of the members, as provided in Article XIII, Section 2.
- (b) To appoint and remove at pleasure all officers, agents, and employees of the Association, prescribe their duties, fix their compensation, and require of them such security or fidelity bond as it may deem expedient. Nothing contained in these Bylaws shall be construed to prohibit the employment of any Member, Officer, or Director of the Association in any capacity whatsoever. Such duties as are provided in this subparagraph (b) may be delegated by the Directors to the General Manager who shall report his actions to the Board of Directors from time to time.
- (c) To establish, levy and assess, and collect the assessments or charges as provided in the Declaration.
- (d) To adopt and publish rules and regulations governing the use of the common properties and facilities and the personal conduct of the members, associate members, guests, and others thereon.
- (e) To exercise for the Association all powers, duties, and authority vested in or delegated to this Association, except those reserved to members in the Declaration or the Articles of Incorporation.
- (f) In the event that any member of the Board of Directors of this Association shall be absent from three (3) consecutive regular meetings of the Board of Directors, the Board may by action taken at the meeting during which said third absence occurs, declare the office of said absent Director to be vacant.

Section 2. It shall be the duty of the Board of Directors:

- (a) To cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting when such is requested in writing by the membership, as provided in Article XIII, Section 2.
- (b) To hire, supervise and terminate all officers, agents and employees of this Association, through the General Manager and to see that their duties are properly performed.
- (c) As more fully provided in Article X of the Declaration applicable to the Properties:
 - (1) To fix the amount of the assessment against each lot for each assessment period at least thirty (30) days in advance of such date or period and, at the same time;
 - (2) To prepare a roster of the properties and assessments applicable thereto which shall be kept in the office of the Association and shall be open to inspection by any member, and, at the same time.
 - (3) To send written notice of each assessment to every owner subject thereto.
- (d) To issue, or to cause an appropriate officer to issue, upon demand by any person a certificate setting forth whether any assessment has been paid. Such certificate shall be conclusive evidence of any assessment therein stated to have been paid.
- (d) To maintain all common properties and facilities and to cause the Association to construct certain common properties according to the Declaration including, but not limited to the water system and the sewer system.

ARTICLE X

Director's Meeting

Section 1. A regular meeting of the Board of Directors shall be held on the third Wednesday of each month at 9:00 a.m. provided that the Board of Directors may, by majority vote, change the day and hour of holding such regular meeting.

Section 2. Notice of such regular meeting is hereby dispensed with if the day for the regular meeting shall fall upon or conflict with a holiday, the meeting shall be held at the same hour on a day so designated by a resolution of the Board, and no notice thereof need be given.

Section 3. Special meetings of the Board of Directors shall be held when called by an officer of the Association or by any two Directors.

Section 4. The transaction of any business at any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present.

Section 5. The physical or electronic presence of a majority of the Board of Directors shall constitute a quorum thereof.

Section 6. Board of Directors shall not be allowed to vote by proxy.

Section 7. A majority of the members of the Board is required to approve Board actions, unless another number is specifically required.

ARTICLE XI

Officers

Section 1. The officers shall be a president, a vice president, a secretary, and a treasurer. The president and the vice president shall be elected for a term of one year. The president and vice president shall be members of the Board of Directors. The General Manager shall serve as ex-officio secretary of the Board and the Director of Finance shall serve as ex-officio Treasurer of the Board. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 2. The president and vice president shall be chosen annually by majority vote of the directors. The election will be conducted in the following manner:

Immediately after the adjournment of the regular April Board Meeting, the newly elected Board will be convened by the Secretary. In the absence of the Secretary, the new Board will be convened by the Parliamentarian. The chairperson will announce the purpose of the meeting and the procedure to be followed, to wit:

Nominations are open to the Board members for the election of President and Vice President.

Nominations will be open until the Board is satisfied there are no further nominations by any Director.

No "second" of a nomination shall be required.

There will be no discussion or debate concerning nominees.

The vote will be by acclamation if only one person is nominated. Otherwise the vote will be by written ballot with each ballot containing one name on furnished ballot paper. The ballots shall be tendered to the chairperson who will immediately count the ballots and announce the winner to be that person receiving a minimum of four (4) votes.

The election chairperson will confirm the balloting results by announcing the names of the elected officers and will then adjourn the meeting.

Section 3. All officers shall hold office at the pleasure of the Board of Directors.

Section 4. The president shall preside at all meetings of the Board of Directors, shall see that orders and resolutions of the Board of Directors are carried out, and sign all notes, leases, mortgages, and deeds.

Section 5. The vice president shall perform all the duties of the president in his absence.

Section 6. The secretary shall be ex-officio secretary of the Board of Directors, shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. He shall sign all certificates of membership. He shall keep the records of the Association. He shall record in a book for that purpose the names of all members of the Association together with their addresses as registered by such members.

Section 7. The treasurer shall receive and deposit in appropriate bank accounts all moneys of the Association and shall disburse such funds as directed by the Board of Directors, provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business conducted within the limits set forth by the Board. The treasurer shall sign all checks and notes of the Association, provided that such notes shall also be signed by at least two, the two being the president, the vice president and/or the secretary.

Section 8. The Board President shall appoint an Audit Committee each year at the annual meeting to oversee the annual audit procedure. The Audit Committee will consist of only Board members and the Chair to be appointed by the Board President.

The treasurer shall keep proper books of account and cause an annual audit of the Association books to be made by a certified public accountant at the completion of each fiscal year. He shall prepare an annual budget and an annual balance sheet statement and the budget and balance sheet statement shall be presented to the membership at its regular annual meeting.

ARTICLE XII

Committees

Section 1. The Standing Committees of the Association shall be

- A. Staff Committees, reporting to the POA Staff Liaison:
 - 1. Common Property and Forest Committee
 - 2. Golf Committee
 - 3. Lakes and Water Committee
 - 4. Public Works Committee
 - 5. Recreation Committee
 - 6. Trails Committee

- B. Board Committees, reporting to the POA Board of Directors:
 - 1. Governmental Affairs Committee
 - 2. Research and Special Projects Committee

The Board of Directors may constitute such other committees, as it deems desirable, and appoint members to committees so constituted.

Section 2. Standing Committees shall operate under the guidelines of a charter to be adopted and approved by the Board of Directors. Each charter shall provide for staggered terms of its members and shall include authority, organization, duties and responsibilities, limitations, qualifications of members, meeting schedule, reports, and the filling of vacancies.

Section 3. Each committee shall consist of a chairperson plus two or more members. A member of the Board of Directors shall be appointed by the President of the Board to serve each committee as a Board liaison; this appointment process will occur shortly after the Board is constituted each April. The General Manager will determine the appropriate staff member to serve as Staff liaison to each POA committee.

Section 4. Appointment of Standing Committee members

- A. All committee members must be members in good standing of the Hot Springs Village Property Owners' Association.

- B. Committee member shall not be appointed to serve on more than one Standing Committee at a time, except as otherwise specifically provided by the Board.

- C. Members shall be appointed by the Board of Directors annually at the March Board of Directors meeting in accordance with the POA Operating Policies, Chapter 7, Article 2, Standing Committee Selection Process. The terms of service of committee members shall commence at the committee's April meeting.

- D. Appointments to Standing Committees shall be for three-year terms. Initial terms of members of new committees shall vary as necessary to allow for staggered terms of committee members.
- E. When mid-term vacancies occur, replacements shall be appointed to serve the balance of the term vacated; however, no member who has been appointed to another Standing Committee during the current term year shall be eligible to serve as a replacement. Time served on an interim appointment greater than one year shall count as a full term and the member would only be eligible to serve one additional full term. Time served on an interim appointment for one year or less shall not count as a full term and the member would be eligible to serve two full terms.
- F. Upon the expiration of his/her full term, a committee member may be reappointed once to the same committee. Upon request and at the Board's discretion, a committee member who has served two full terms may be appointed to continue to serve on the committee.
- G. Committee members shall serve at the pleasure of the Board and may be removed by the Board for cause or for failure to attend three consecutive scheduled meetings of the committee, unless absences have been excused by the chairperson.
- H. A member who has served on the Board of Directors or whose spouse presently serves on the Board of Directors shall be eligible for appointment to a Standing Committee after one year has elapsed from completion of service on the Board of Directors.
- I. Committees may appoint sub-committees consisting of their own members or others, as appropriate, provided the purpose of the sub-committee is within the scope of the chartered purpose of the committee.
- J. With the concurrence of the POA Staff and Board Liaisons, committees may solicit ex-officio members to meet with them regularly or for a specific period of time to adequately address issues pertinent to the committee's charter.
- K. Committee chairpersons are responsible for submitting annual reports of committee activity and accomplishments by March 31st of the succeeding year.
- L. Meeting minutes require concurrence on content by the committee chairperson and POA staff liaison prior to distribution by POA staff.

Section 5. Role of Liaison Members

A. Responsibilities of POA Board Liaisons

1. To advise committee of POA Board actions and upcoming issues of interest to committee.
2. To ensure committee adheres to charter and advises committee leadership when deviations are detected.
3. To ensure effective committee leadership from year to year, the POA Board Liaison shall/may participate in solicitation of members to fill leadership posts.
4. To conduct election of committee leadership in March/April of each year.
5. To advise fellow POA Board members of forthcoming recommendations from committee and other issues of interest to the Board.
6. Should the POA Board Liaison be unable to make a regularly scheduled committee meeting, he/she will solicit fellow POA Board members to designate a replacement for the meeting.

B. Responsibilities of POA Staff Liaisons

1. To communicate staff plans, upcoming topics of interest, and issues for consideration.
2. To jointly develop the meeting agenda with the committee chairperson and distribute prior to meeting.
3. To accept recommendations from committee for potential implementation and/or submittal through the General Manager to the POA Board for formal approval. Note: Committees designated as Board Committees shall make recommendations directly to the Board of Directors.
4. To ensure committee adheres to charter and advises committee leadership when deviations are detected.
5. To advise the General Manager of forthcoming recommendations from committee and other issues of interest to Administration.
6. Should a committee choose to cancel a regularly scheduled meeting, the POA Staff Liaison will issue a press release to advise the public of the change.

Section 6. Appointment of Ad Hoc Committees

Ad hoc committees shall be appointed by the President of the Board as needed and will be disbanded upon completion of assignment.

Section 7. Conducting Business

- A. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the conduct of Standing Committees in all cases to which they are applicable and in which they are not inconsistent with any special rules that the POA Board of Directors may adopt.
- B. The chairperson may vote when such vote will make a difference or determine the result. An abstention is a non-vote.
- C. Proxy voting shall not be allowed.
- D. The physical presence of a majority of the committee shall constitute a quorum thereof. A majority of the members of the committee is required to approve committee actions unless another number is specifically required.

ARTICLE XIII

Meeting of Members

Section 1. A meeting of the members shall be held annually during the month of May as determined by Resolution of the Board of Directors.

Section 2. Special meetings of the members for any purpose may be called at any time by the President, the Vice President, the Secretary or Treasurer, or by any two or more members of the Board of Directors, or upon written request of the members who have a right to vote one-fourth of all of the votes of the entire membership or who have a right to vote one-fourth of the votes of the Class A membership.

Section 3. Notice of any meetings shall be given to the members by the Secretary. Notice may be given to the member either personally, or by sending a copy of the notice through the mail, postage thereon fully prepaid to his address appearing on the books of the Association. Each member shall register his address with the Secretary, and notices of meetings shall be mailed to him at such address. Notice of any meetings regular or special shall be mailed at least six (6) days in advance of the meeting and shall set forth in general the nature of the business to be transacted, provided, however, that if the business of any meeting shall involve an election governed by ARTICLE VIII or any action governed by the Articles of Incorporation or by the Declaration applicable to The

Properties, notice of such meeting shall be given or sent as therein provided.

Section 4. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one tenth (1/10) of the votes of each Class of membership shall constitute a quorum for any action governed by these Bylaws. Any action governed by the Article of Incorporation or by the Declaration applicable to The Properties shall require a quorum as therein provided.

ARTICLE XIV

Proxies

Section 1. At all corporate meetings of members, except for the election of members of the Board of Directors as set out in Article VIII herein, each member may vote in person or by proxy.

Section 2. All proxies shall be in writing and filed with the Secretary. Proxies will be limited to motions to be considered at particular meetings.

ARTICLE XV

Books and Papers

Section 1. The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to the inspection of any member.

ARTICLE XVI

Corporate Seal

Section 1. The Association shall have a seal containing the words: "HOT SPRINGS VILLAGE PROPERTY OWNERS' ASSOCIATION. SEAL. 1970. HOT SPRINGS VILLAGE, ARKANSAS."

ARTICLE XVII

Amendments

Section 1. These Bylaws may be amended at any regular or special meeting of the Board of Directors by a vote of a majority of a quorum present and voting, provided that those provisions of these Bylaws which are governed by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law, and provided further that any matter stated herein to be or which is in fact governed by the Declaration applicable to The Properties may not be amended except as provided in such Declaration.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration applicable to The Properties referred to in Section 1 and these Bylaws, the Declaration shall control.

ARTICLE XVIII

Indemnification By Corporation of Actions
by Board of Directors, Officers, Committees,
and Department Heads

The Board of Directors of this Corporation is authorized to enter into Indemnification Agreements with members of its Board of Directors and officers under terms and conditions which are determined by the Board of Directors to be reasonable and which do not violate Arkansas law as it exists now or as it may be amended from time to time. In the event such an agreement is approved and adopted by the Board of Directors, such Agreement shall be executed by each indemnitee and shall continue to be valid and binding so long as indemnitee shall serve in the indemnified position and until rescinded by the Board of Directors.

ARTICLE XIX

Parliamentary Authority

The rules contained in the current edition of Roberts Rules of Order shall govern in all cases to which they are applicable and in which they are not in conflict with the organization's Bylaws or any special rule of order.

Amended 4-24-85, 2-25-87, 3-13-87, 3-25-87, 3-2-88, 4-27-88, 4-25-90, 7-25-90, 10-18-90, 1-23-91, 5-27-93, 7-28-93, 1-26-94, 12-21-94, 4-26-95, 5-24-95, 10-11-95, 3-27-96, 6-26-96, 8-28-96, 9-25-96, 12-18-96, 3-26-97, 8-27-97, 9-24-97, 5-27-98, 10-18-98, 12-16-98, 2-10-99, 2-24-99, 3-24-99, 4-28-99, 7-28-99, 11-17-99, 3-15-00, 7-19-00, 12-20-00, 6-20-01, 2-20-02, 4-17-02, 9-17-03, 12-17-03, 5-19-04, 6-15-05, 1-18-06, 10-18-06, 12-20-06, 5-16-07, 10-17-07, 1-16-08, 3-19-08