



\* 2 0 1 2 F - 1 6 4 9 4 9 \*

**2012F-16494**

Certificate of Record

FORT SMITH DISTRICT

SEBASTIAN COUNTY, ARKANSAS

SHARON BROOKS, CO CLERK & RECORDER

10/08/2012

01:18:51PM

Fee: 55.00

Pages: 9

**BY-LAWS  
OF  
VILLAGE HARBOR PROPERTY OWNERS ASSOCIATION, INC.**

**ARTICLE I: NAME AND LOCATION.**

The name of the corporation is Village Harbor Property Owners Association, Inc., hereinafter referred to as the "Association". The principal office of the corporation shall be located at 10115 Cambridge Place, Fort Smith, Arkansas but meetings of members and directors may be held at such places within, the State of Arkansas, County of Sebastian, as may be designated by the Board of Directors. *(Amended 9-17-2012)*

**ARTICLE II: DEFINITIONS.**

Section 1. "Association" shall mean and refer to Village Harbor Property Owners Association, Inc., its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one of more persons or entities, of the fee simple title to any Lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to the SFS Corporation, its successors and assigns if such successors or assigns should acquire more than one undeveloped Lot from the Declarant for the purpose of development.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of Sebastian County, Arkansas.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

### **ARTICLE III: MEETING OF MEMBERS.**

Section 1. ANNUAL MEETINGS. The annual meeting of the members shall be held during the month of March of each year at a time and place to be announced by the Board of Directors.  
*(Amended 3-19-84); (Amended 12-9-02)*

Section 2. SPECIAL MEETINGS. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are eligible to vote one-fourth (1/4) of all the votes of the membership.

Section 3. NOTICE OF MEETINGS. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. QUORUM. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one fourth (1/4) of the total membership eligible to vote shall constitute a quorum for any action except as otherwise provided in the Article of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meetings, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. PROXIES. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon the conveyance by the member of his Lot.

#### **ARTICLE IV: BOARD OF DIRECTORS. SELECTION. TERM OF OFFICE.**

Section 1. NUMBER. The affairs of the Association shall be managed by a Board of nine (9) directors, who need not be members of the Association.

Section 2. TERM OF OFFICE. At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years, and three directors for a term of three years; and at each annual meeting thereafter the members shall elect three directors for a term of three years.

Section 3. REMOVAL. Any director may be removed from the Board, with or without cause, by a majority of vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. COMPENSATION. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. ACTION TAKEN WITHOUT A MEETING. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Section 6. USE OF COMMON FACILITIES. The directors shall be entitled to the use of the common facilities whether or not they are members.

#### **ARTICLE V: NOMINATION AND ELECTION OF DIRECTORS.**

Section 1. NOMINATION. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nomination Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not

less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. ELECTIONS. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

#### **ARTICLE VI: MEETING OF DIRECTORS.**

Section 1. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held quarterly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall on a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. SPECIAL MEETINGS. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days' notice to each director.

Section 3. QUORUM. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

#### **ARTICLE VII: POWERS AND DUTIES OF THE BOARD OF DIRECTORS.**

Section 1. POWERS. The Board of Directors shall have power to:

- a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- b) Suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
- c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these By-laws, the Articles of Incorporation, or the Declaration;

- d) declare the office of a Member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- e) Employ a manager, an independent contractor, attorneys, accountants, or such other employees as they deem necessary, and to prescribe their duties.

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

- a) 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 statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;
- b) supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed;
- c) as more fully provided in the Declaration, to:
  - 1. fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period; and
  - 2. send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
  - 3. Foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.
- d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;
- e) procure and maintain adequate liability and hazard insurance on property owned by the Association;
- f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- g) Cause the Common Area to be maintained.

**ARTICLE VIII: OFFICERS AND THEIR DUTIES.**

**Section 1. ENUMERATION OF OFFICES.** The officers of this Association shall be president and vice-president, who shall at all times be members of the Board of Directors; a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. ELECTION OF OFFICERS. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. TERM. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. SPECIAL APPOINTMENTS. 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 5. RESIGNATION AND REMOVAL. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make effective.

Section 6. VACANCIES. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. MULTIPLE OFFICES. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this article.

Section 8. DUTIES. The duties of the officers are as follows:

- a) PRESIDENT. The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall sign all promissory notes; may co-sign all checks. *(Amended 9-17-2012)*
- b) VICE PRESIDENT. The vice-president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board. The vice-president may co-sign all checks. *(Amended 9-17-2012)*
- c) SECRETARY. The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing

the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

- d) **TREASURER.** The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all promissory notes of the Association; may co-sign all checks; keep proper books of account; cause an annual audit, the minimum scope to be an accounting of receipts and disbursements, of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting and deliver a copy of each to the members. *(Amended 9-17-2012)*

#### **ARTICLE IX: COMMITTEES.**

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided by these By-Laws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose. Any committee may act through a majority of its members.

#### **ARTICLE X: BOOKS AND RECORDS.**

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, The Articles of Incorporation and the By-Laws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

#### **ARTICLE XI: ASSESSMENTS**

Section 1. **PAYMENT AND COLLECTION OF ASSESSMENTS.** As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid in accordance with the dates specified in the covenants shall be considered delinquent. The association shall notify the property owner of delinquency and pass on the cost of collection of the assessment in the form of late fees to the owner. Assessments that have not been paid within 90 days of the delinquency date shall bear interest from the date of delinquency at the rate of ten percent (10%) per annum, and the association may 1) bring an action at law against the Owner personally obligated to pay the



same, 2) use a third party collection agency or 3) foreclose the lien against the property. All interest, costs, and reasonable attorney's fees of any action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessment provided herein by non-use of the Common Area or abandonment of his Lot. *(Amended 9-17-2012)*

Section 2. PROHIBITED USE OF FUNDS. Association funds shall not be used to purchase alcoholic beverages at Association sponsored functions.

#### **ARTICLE XII: CORPORATE SEAL.**

The Association shall have a seal in circular form having within its circumference the words: Village Harbor Property Owners Association, Inc.

#### **ARTICLE XIII: AMENDMENTS**

Section 1. These By-Laws may be amended, at a regular or special meeting of the members by a vote of a majority of a quorum of members present in person or by proxy.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

#### **ARTICLE XIV: MISCELLANEOUS**

The fiscal year of the Association will begin on the first day of January and end on the 31<sup>st</sup> day of December of every year. *(Amended 6-27-75)*



## CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the Village Harbor Property Owners Association, Inc., an Arkansas corporation, and, THAT the foregoing By-Laws constitute the By-Laws of said Association, duly adopted at a meeting of the incorporators and members on October 31, 1973, and as amended by the members of the association on the following dates

June 27<sup>th</sup>, 1975

March 19<sup>th</sup>, 1984

December 9, 2002

September 17, 2012

IN WITNESS WHERE OF, I have hereunto subscribed my name and affected the seal of said Association this 10<sup>th</sup> day of October, 2012.

Signed:

Allan Crump

Allan Crump

Secretary/Treasurer



## ACKNOWLEDGMENT

STATE OF ARKANSAS       )  
                                      ) SS  
COUNTY OF SEBASTIAN )

On this 8 date of October, 2012, before me, the undersigned officer, personally appeared ALLAN E CRUMP known to me to be the person whose name is subscribed to the within instrument, and acknowledged the execution of the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Carolyn Sue Pugh

Notary Public

My commission expires: 9-08-2013

