

# **BYLAWS**

**OF**

## **LOST BRIDGE VILLAGE COMMUNITY ASSOCIATION, Inc.**

### **PURPOSE AND SCOPE**

This document (hereinafter referred to as Bylaws) defines and describes the duties and responsibilities of the Trustees, Officers, and Employees of LOST BRIDGE VILLAGE COMMUNITY ASSOCIATION, Inc. (hereinafter referred to as Community Association), and the manner in which those duties and responsibilities shall be performed. The intent is to guide the Board of Trustees in the execution of the DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND RESERVATIONS (hereinafter referred to as Covenants). Any conflict between the Covenants (including subsequent amendments to the Covenants) and these Bylaws, shall be resolved in favor of the Covenants. The Board may adopt working procedures and guidelines, which although not specifically part of these Bylaws, provide enhanced clarity and guidance to Trustees.

### **ARTICLE I**

#### **OFFICES**

The principal office in the State of Arkansas shall be located at 12477 Lodge Drive, Garfield, Benton County, Arkansas 72732. The Community Association may have such other offices within the State of Arkansas as the business of the Community Association may require from time to time.

### **ARTICLE II**

#### **VOTING RIGHTS, MEETINGS, ELECTION OF TRUSTEES, BALLOTS AND PROXIES**

**Section One, Voting Rights** Every member of the Community Association, as defined in the Covenants, shall be entitled to one noncumulative vote per position in the election of Trustees of the Community Association; provided, however, when more than one person holds a voting interest in any lot, even though all such persons shall be members, only one vote shall be exercised in the election of Trustees as they among themselves determine; provided further, if any member or members hold a voting interest in more than one lot, such member or members shall be entitled to one vote and not one vote per lot, provided that if the member is an entity such as a corporation, partnership, trust or unincorporated association, recognized under Arkansas law, that entity may designate to the Secretary of the Community Association in writing a person who shall be recognized as the voting member with all the privileges afforded other voting members, including the right to serve as Trustee.

If a Record Owner is delinquent in the payment of **any** assessment, the Board will provide notice to that Record Owner that **all** voting and usage privileges will be suspended during the period of delinquency.

**Section Two, Annual Meeting** The Annual Meeting of the Record Owners shall be held on the second Saturday of March at the Hour of 2:00 p.m., for the purpose of electing Trustees and to act upon such others matters, including Record Owners proposals, as may properly come before the meeting. Proposals, which are issues designated by the Board of Trustees as appropriate to submit to the Record Owners in good standing for a vote, will be considered properly submitted, if received in writing by the Secretary not more than ninety (90) nor less than sixty (60) days prior to the date of the Annual Meeting for placement on the official ballot. The results of all ballot issues will be announced at the Annual Meeting. The Annual Meeting will be held at the Community Association Office, 12477 Lodge Drive, Garfield, AR, unless anticipated attendance requires an alternate nearby location. If for any reason (such as weather or natural disaster), the Annual Meeting must be rescheduled, it should be held on the next possible Saturday and all reasonable efforts will be made to notify the Record Members of the new date, time and location.

**Section Three, Special Meetings** Special meetings of the Record Owners may be called by the President, the Board of Trustees or by petition of fifty (50) percent plus one (1) or more of the Record Owners in good standing. The purpose of the meeting is solely for the discussion of issues pertaining to the petition. Written or printed notice stating the place, date and time of the meeting shall be delivered to all Record Owners in good standing, not less than ten (10) days before the date of the meeting, either personally or by mail, by or at the direction of the President or the Secretary. Should it be determined that a special ballot will be issued, it must be submitted to all Record Owners in good standing not more than ninety (90) days nor less than sixty (60) days prior to the voting deadline.

**Section Four, Election of Trustees** The number of Trustees shall be seven (7), and any change in the number of Trustees shall be made only by an amendment to the Bylaws and the Articles of Incorporation. Trustees shall be elected for a term of three (3) years and shall serve until their respective successors are elected. In the event of an unexpired term, a candidate shall be elected to fill the remainder of that term. A Trustee may be re-elected, but not for more than two consecutive three (3) year terms (additional terms may be served, but will require a break in service of at least one (1) year). A Trustee candidate must be an eligible voting member of the Community Association.

In the election of Trustees only, the candidates receiving a plurality of the votes cast in person, by mail or by proxy shall be declared elected. Ballots will be mailed to all eligible Record Owners (as defined in Covenants). Only those ballots which have been completed and returned, either in person or by mail, and have been placed in the locked "ballot box" located in the Community Association Office at 12477 Lodge Drive, Garfield, Benton County, Arkansas 72732, and received no later than 4:00 p.m. on the day prior to the Annual Meeting will be included for count in the official election tally. The election chairman will announce the results at the Annual Meeting.

The Board of Trustees shall be empowered to establish administrative procedures for the election of Trustees, including the verification of eligibility, all of which shall be in conformity with the Covenants. Ballots shall be kept for sixty (60) days after the election before being destroyed. The election tally, as well as the list of names to which ballots have been mailed, will become part of the Community Association records.

**Section Five, Voting** A member who is entitled to vote, may vote in person, by mail, or by proxy executed in writing by the member or by his/her duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary before or at the time of voting.

**Section Six, Oath of Office** It is generally understood that an oath of office is an affirmation a person takes before undertaking the duties of an elected position. It can be considered a statement of loyalty and commitment to the electorate. Therefore, elected or appointed board members will be administered the LBV Oath of Office during the first meeting of the Board following the Annual Meeting. (see Exhibit A)

### ARTICLE III

#### **RIGHTS TO COMMON PROPERTIES**

Subject to payment of Assessments, every Record Owner shall have a right and easement of enjoyment in and to the Common Properties, provided that if the Record Owner is an entity such as a corporation, partnership, trust or unincorporated association, that entity shall designate an individual as the entity having this right and easement of enjoyment; and that designation can be changed only at the beginning of the fiscal year.

- a. The right and easement of enjoyment in and to the Common Properties may be assigned by the property owner of record (Record Owner) by delivering to the Community Association Secretary an affidavit assigning these rights and stating to whom assigned.
- b. This assignment can be made only at the beginning of the fiscal year and only to a parent or child of the Record Owner. The assignment shall remain in effect until canceled by the Record Owner, so long as ownership shall continue, and all rights of enjoyment shall return to the Record Owner, and none shall remain vested in the assignee.

## **ARTICLE IV**

### **BOARD OF TRUSTEES**

**Section One, General Powers and Qualifications** The management of the affairs of the Community Association shall be vested in the Board of Trustees, who must be eligible voting members of the Community Association as defined in the Covenants. The Board of Trustees has the Responsibility for ensuring the affairs of Lost Bridge Village Community Association, Inc. are conducted efficiently in a legal manner consistent with the Articles of Incorporation, the Covenants, and the Bylaws. The board is responsible for the managing of all Lost Bridge Village Community Association, Inc. tangible assets, financial and material.

**Section Two, Number and Tenure** The number of Trustees shall be seven (7) and any change in the number of Trustees in the future shall be made only by amendment to the Articles of Incorporation and the Bylaws. Trustees shall be elected for a term of three years and shall serve until their respective successors are elected. A Trustee may be re-elected, but not for more than two consecutive three (3) year terms (additional terms may be served, but will require a break in service of at least one (1) year).

**Section Three, Vacancies** Any vacancy occurring in the Board of Trustees may be filled at any meeting of the Board of Trustees by the affirmative vote of a majority of the remaining Trustees, and any Trustee so appointed to fill an unexpired term shall only serve until the next Annual Meeting of the membership at which time the membership shall elect a person to fill the remainder of the unexpired term unless the term expires at the Annual Meeting, in which case the membership shall elect a person for a full term of office in that position. The election of a Trustee to the remainder of an unexpired term does not disqualify the Trustee from being elected to two (2) additional consecutive three (3) year terms on the Board of Trustees. If a vacancy occurs after ballots have been delivered, the Board of Trustees has the discretion to fill the vacancy through the current annual meeting and until the next Trustee election.

**Section Four, Regular Meetings** Regular board meetings are open to attendance by the Community Association membership with the exception of those meetings or portions involving; interviews or deliberations regarding the hiring of staff, contractors, or trustee appointments or officer assignment; which may be held in closed session with results only being read into the minutes of the meeting. The primary purpose of the board meetings is to allow the Trustees to conduct Community Association business, which shall be accomplished prior to addressing unsolicited comments and issues from the floor.

**Section Five, Special Meetings** Special meetings of the Board of Trustees may be called by or at the request of the President or by any two Trustees. The person or persons authorized to call special meetings of the Board of Trustees may fix the place, within the State of Arkansas, as the place for holding any meeting of the Board of Trustees called by them. An accurate summary of the special meeting including any votes shall be read into the record at the next regular meeting of the board.

**Section Six, Notice** Notice of any special meeting shall be communicated to each Trustee at least ten (10) days prior to the meeting. In situations of emergency, the advance notice may be waived. Such notice, when given, shall be delivered either personally, by telephone, fax, E-mail or mailed (if time permits) to each Trustee at his/her business/residence address. If mailed, such notice shall be deemed to have been delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by means of an electronic device, such notice shall be deemed to have been delivered when the electronic device indicates "message sent." Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Trustees needs to be specified in the Notice of such meeting.

**Section Seven, Quorum** Four (4) members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, provided that if less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting. A quorum will also be considered constituted if there are currently three (3) or more trustee vacancies and a majority of the remaining trustees are present. A trustee may utilize tele-presence technology to attend if the other trustees present agree and the technology permits an adequate degree of participation and interaction throughout the meeting. Should the technology fail during the meeting, the trustee will no longer be considered present for quorum purposes, until such time as technology is reestablished.

**Section Eight, Manner of Acting** Meetings will be conducted by the President in manner consistent with Robert’s Rules of Order. The act of the majority of the Trustees present at a meeting at which a quorum is present shall be considered an official act of the Board of Trustees.

**Section Nine, Compensation** The Trustees as such shall not receive any stated salaries for their services. However, this does not preclude any Trustee from serving the Community Association in any other capacity and receiving compensation therefor.

**Section Ten, Hold Harmless** The Community Association will hold its Officers and Trustees harmless and indemnify them against any claims arising out of their activities as Officers and Trustees. This protection is to be funded by insurance written on a “claims made” basis and insuring prior Officers and Trustees.

**Section Eleven, Conflict of Interest** Each and every Trustee is responsible for avoiding a conflict of interest between personal business and that of the Lost Bridge Village Community Association, Inc. This section shall not be construed to preclude any Trustee or committee member from serving as a paid employee of the Community Association. Trustees should self-recuse from voting in any matter in which a conflict of interest is likely to be perceived. Such a recusal does not alter the existence of a meeting quorum.

**Section Twelve, Trustee’s Responsibilities** The Board shall allocate responsibilities among the trustees as it sees fit, taking into account the interests, skills, knowledge, and availability of the individual trustees. These areas of responsibility may be redefined as circumstances dictate. Examples of such responsibility areas include Covenant Enforcement, Maintenance, Social, etc. Trustees are expected to become familiar with their areas and will likely spend significant time managing those areas outside of Board meetings. Trustees unable to attend Board meetings are expected to provide reports on their area(s) of responsibility either by proxy or prior distribution. The Board of Trustees collectively and individually is charged with ensuring that the affairs and operations of the Community Association are carried out in a legal, effective, and financially responsible manner. These responsibilities include, but are not limited to:

- a. Management of Community Association funds and accounts, including planning and monitoring.
- b. Staffing activities for all paid positions as the activities of the Community Association shall require.
- c. Contracting of services that the Community Association shall require.

- d. Oversight and maintenance of material assets and Common Area properties as well as any non- assets for which may have a degree of responsibility (such as some roadways).
- e. Life cycle planning for amenities and capital assets.
- f. Public relations and interface with governmental agencies and officials.
- g. Covenant compliance oversight and enforcement. In no way will this supersede or restrict the rights of members to address covenant conflicts individually.

## **ARTICLE V**

### **OFFICERS**

**Section One, Number** The Officers of the Community Association shall be a President, a Vice-President, a Secretary, a Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. The Board of Trustees by resolution may create the Offices of Assistant Secretary and/or Assistant Treasurer, who shall be appointed by the Board of Trustees. The offices of the President and the Secretary cannot be held the same Trustee. The President, Vice-President(s), Secretary and Treasurer shall be Trustees; and other Officers may be, but need not be, Trustees.

**Section Two, Election and Term of Office** The Officers of the Community Association shall be elected annually by the Board of Trustees at the first meeting of the Board of Trustees held after each Annual Meeting of the membership. If the election of Officers shall not be held at said meeting, such election shall be held as soon thereafter as is convenient. Vacancies may be filled, or new Offices created and filled, at any meeting of the Board of Trustees. Each Officer shall hold Office until his/her successor shall qualify and have been duly elected or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

**Section Three, Removal** Any Officer or agent elected or appointed by the Board of Trustees may be removed by a majority vote of the Board of Trustees whenever, in its judgment, the best interests of the Community Association would be served thereby.

**Section Four, Vacancies** A vacancy in any Office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Trustees.

**Section Five, President** The President shall be the principal executive Officer of the Community Association and shall supervise and control all of the business and affairs of the Community Association. He/she shall

preside at all meetings of the membership and of the Board of Trustees and shall be an ex officio member of any committee created by the Board of Trustees. He/she may sign with the Secretary or any other proper Officer of the Community Association authorized by the Board of Trustees any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees have authorized to be executed; except in cases where the signing has been expressly delegated by the Board of Trustees or by these Bylaws to some other Officer or agent of the Community Association, or shall be required by law to be otherwise signed or executed. The President shall perform all other duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time. The President votes only in case of a tie and has no jurisdiction over a majority vote of the Board.

**Section Six, Vice-President** In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting shall have all of the powers and be subject to all of the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board of Trustees.

**Section Seven, Secretary** The Secretary is responsible for ensuring that the records and communications of are managed properly. The Secretary conducts Board meetings in the absence of the President and Vice-President. The Secretary must also be a Trustee. The Secretary position may be combined with the Treasurer position at the discretion of the Board. Specific responsibilities of the Secretary position include:

- a. Keep the minutes of the meetings of the membership and the Board of Trustees in one or more books provided for that purpose.
- b. Ensure that all notices are timely provided as specified by law, Covenants, Bylaws, or Board adopted procedures and resolutions.
- c. Be custodian of the corporate records and of the seal of the Community Association and see that the seal of the Community Association is affixed to all documents, the execution of which on behalf of the Community Association under its seal is duly authorized in accordance with the provisions of these Bylaws.
- d. Maintain the register of member contact information as required by law, Covenants, Bylaws, or Board adopted procedures and resolutions.
- e. Perform all duties relating to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Trustees.

- f. Assume the responsibilities of the President in the absence of the President and Vice-President.
- g. Ensure that records are subject to proper security procedures, retention schedules, and redundancy requirements.

**Section Eight, Treasurer** If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Trustees shall determine. The Treasurer Office may be combined with that of the Secretary. The Treasurer shall:

- a. Have charge and custody of and be responsible for all funds of the Community Association.
- b. The Treasurer shall be responsible for collections (except by foreclosure), receive and give receipts for monies due and payable to the Community Association from any source whatsoever, and deposit all such monies in the name of the Community Association in such banks, trust companies or other depositories which are Federally insured, as shall be selected in accordance with the provisions of Article VI of these Bylaws.
- c. Ensure that generally accepted accounting principles are followed including monitoring cash flow for inappropriate use.
- d. Perform all of the duties relating to the office of Treasurer and such other duties as may be assigned the President or by the Board of Trustees.
- e. Assume the responsibilities of the President in the absence of the President, Vice-President, and Secretary.

**Section Nine, Assistant Secretary and Assistant Treasurer** The Assistant Secretary and Assistant Treasurer shall, if required by the Board of Trustees, give a bond for the faithful discharge of his/her duties in such sums and with such sureties as the Board of Trustees shall determine. The Assistant Secretary and Assistant Treasurer shall perform such duties as shall be assigned to them by the Secretary and Treasurer, respectively, or by the President of the Board of Trustees.

## **ARTICLE VI**

### **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**Section One, Contracts** The Board of Trustees 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 Community Association.

**Section Two, Loans** No loan shall be contracted on behalf of the Community Association and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Trustees.

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

**Section Four, Deposits** All funds of the Community Association not otherwise employed shall be deposited from time to time to the credit of the Community Association in such banks, trust companies or other depositories as the Board of Trustees may select.

**ARTICLE VII**  
**COMMITTEES**

The Board of Trustees shall be empowered to establish standing and special committees to help fulfill its responsibility for the improvement and maintenance of properties, services and facilities known as the Common Properties and intended for the use and enjoyment of the Record Owners. This does not preclude establishing a Road Committee to look after the maintenance and improvement of roads and streets within all Sub-divisions of Lost Bridge Village Community, even though these may have been dedicated to the public.

Each committee shall have a Trustee Advisor who is an ex officio member of the committee and whose responsibility it is to advise the committee in the direction established by the Board of Trustees. This would include monitoring expenses where a committee has been authorized an established budget, and provide two-way communication with the Board.

**ARTICLE VIII**  
**FISCAL YEAR**

The fiscal year of the Community Association shall be fixed by resolution of the Board of Trustees.

**ARTICLE IX**

**SEAL**

The Board of Trustees shall provide a Community Association corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Community Association.

**ARTICLE X**

**GENERAL PROVISIONS**

**Section One, Annual Statement** The Board of Trustees shall cause the Treasurer, with the assistance of an accountant selected by the Board of Trustees, to prepare an annual statement of the business and condition of the Community Association according to generally accepted accounting procedures, and the Board of Trustees shall review such statement at each Annual Meeting.

**Section Two, Books and Records** The Board of Trustees shall cause the Secretary of the Community Association to keep correct and complete books, records of account, and minutes of the Board of Trustees and of the membership, all of which shall be kept at the registered office or the principal place of business of the Community Association located at 12477 Lodge Drive, Garfield, Benton County, Arkansas 72732.

**Section Three, Bylaws Revision** The Board of Trustees shall review the bylaws for revision if and when the Covenants are changed or bi-annually every even numbered year.

**ARTICLE XI**

**AMENDMENTS**

These Bylaws may be amended at any annual or regular meeting of the Board of Trustees provided that notice of the proposed amendment is given in writing to all of the Trustees at least ten (10) days before such meeting.

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EXHIBIT A

**Lost Bridge Village Community Association**

**OATH of OFFICE**

I, \_\_\_\_\_ (say name), a duly elected/appointed trustee of the Lost Bridge Village Community Association, do solemnly promise and affirm that during my term, I will faithfully and impartially discharge the responsibilities of the office to the best of my ability and conduct myself in accordance with LBVCA Bylaws, and the following Trustee Duties and Responsibilities.

**Trustee Duties and Responsibilities**

- I will attend as many meetings as possible and prepare in advance by reviewing all materials.
- I will avoid self-dealing and I will place the Association's interests above my own personal agenda.
- I will cooperate with the other trustees and follow the rules of decorum and parliamentary procedure for every meeting, and act in a courteous and civil manner toward my fellow trustees, homeowners, employees and contractors of the Association.
- I will not divulge confidences or sensitive information to non-trustees.
- I will always act within the scope of my authority as a trustee/officer and in the best interests of the Association.
- I shall at all times obey the rules of the Association, even if I disagree with them, and shall remain current in the payment of all fees and expenses charged by the Association.
- I will not make public statements without the express authority of the Board.
- I recognize that I am a fiduciary on behalf of all owners and in all decision-making by the Board I will attempt to use sound business judgment.
- I will be sensitive to individual differences, respectful of dissenting opinions and cooperative in implementing the will of the majority of the Board.
- I will at all times make a full disclosure of any potential conflict of interest, refrain or abstain from voting on any issues that I have a direct economic benefit. In the event that I cannot faithfully fulfill my duties as a trustee or officer, I shall submit my resignation from the Board.
- In the event I violate any of these provisions of my oath of office, I understand that I can be suspended or removed from my duties as a trustee and/or officer.

I, the undersigned, do hereby certify that the above Bylaws were duly adopted at the organizational meeting of the Board of Trustees held on the 15<sup>th</sup> day of June, 1971.

/s/ Christine Miller, Secretary

I, the undersigned, do hereby certify that the above Bylaws were amended at the Board of Trustees meeting held on the 8<sup>th</sup> day of December, 1993.

/s/ Mary Jane Kneebone, Secretary

I, the undersigned, do hereby certify that the above Bylaws were amended at the Board of Trustees meeting held on the 10<sup>th</sup> day of January, 2000.

/s/ Jana K. Jobe, Secretary

I, the undersigned, do hereby certify that the above Bylaws were amended at the Board of Trustees meeting held on the 17<sup>th</sup> day of August, 2004.

/s/ Mary Jane Kneebone, Secretary

I, the undersigned, do hereby certify that the above Bylaws were amended at the Board of Trustees meeting held on the 23<sup>th</sup> day of June, 2014

/s/ Steven Bray, Secretary

I, the undersigned, do hereby certify that the above Bylaws were duly adopted at the organizational meeting of the Board of Trustees held on the 11<sup>th</sup> day of May, 2015.

/s/ Ellen Rinard, Secretary