

**BYLAWS OF THE  
LONGHILLS VILLAGE PROPERTY OWNERS' ASSOCIATION BOARD  
SALINE COUNTY, ARKANSAS**

These Bylaws, as approved on April 9, 2019 supersede all previous Bylaws, which are hereby repealed.

**ARTICLE I. Definitions**

- Section 1.** "POA" or "LHVPOA" shall mean and refer to the Longhills Village Property Owners' Association, an association organized and existing under the laws of the State of Arkansas.
- Section 2.** "BOA" shall mean and refer to the Longhills Village Bill of Assurance and all amendments filed by the Longhills Properties LLC in the office of the Circuit Court in and for Saline County Arkansas on August 1999 and there recorded in Book 99 Page 54841 et seq.
- Section 3.** "Board" shall mean and refer to the duly elected and acting Board of Directors of the Longhills Village Property Owners' Association.
- Section 4.** "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Lot which is part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.
- Section 5.** "Common Area" shall mean all real property (including the improvements thereto) owned by the Association and easements pledged to the Association for the benefit for the common use and enjoyment of the owners.
- Section 6.** "Properties" shall mean and refer to that certain real property within the Longhills Village Subdivision.
- Section 7.** "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 8.** "Declarant" shall mean and refer to Longhills Properties, LLC, its successors and assigns.
- Section 9.** "Member in good standing" shall mean and refer to one whose assessments and/or fees to the POA are no more than 30 days past due as determined by ARTICLE IV, Section 6 of the BOA and whose privileges are not currently suspended.
- Section 10.** "Association" shall mean and refer to Longhills Village Property Owners' Association, its successors and assigns.
- Section 11.** "Class A Member" shall mean and refer to all owners, with the exception of the Declarant and shall be entitled to one vote for each Lot owned as determined by ARTICLE III, Section 2 of the BOA.

## **ARTICLE II.      Organization, Responsibilities, Officers & Management of the POA**

### **Section 1.          Organization**

- A.** The POA shall be governed by a Board of Directors elected by the membership. The powers of the Board and duties thereof are hereinafter set out in these Bylaws.
- B.** The POA is a non-profit corporation under the laws of the State of Arkansas composed of members as hereinabove defined. The rights, privileges and conditions of the membership and restrictions thereon are hereinafter set out in these Bylaws.
- C.** The POA shall have the following officers: President, Vice-President, Treasurer & Secretary. The Board of Directors shall make these appointments. The qualifications, responsibilities and duties of these officers are set out hereinafter in these Bylaws.

### **Section 2.          POA Officers: Qualifications, Powers and Duties**

#### **A.      President**

The President shall serve as the principal Executive Officer of the POA and shall in general supervise and control the business and affairs of the POA. The President must be a member of the Association as provided in ARTICLE III, Section 1 of the BOA.

#### **B.      Vice-President**

The Vice-President shall serve as the principal Executive Officer of the POA and shall in general supervise and control the business and affairs of the POA in the absence of the President. The Vice-President must be a member of the Association as provided in ARTICLE III, Section 1 of the BOA.

#### **C.      Treasurer**

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation, from any other source whatsoever, and deposit all such money in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the policies of the Board of Directors. In general, to perform all the duties as incident to the office of Treasurer, and such other duties, as may be assigned by the President or the Board of Directors. The Treasurer must be a member of the Association as provided in ARTICLE III, Section 1 of the BOA.

#### **D.      Secretary**

The Secretary shall keep a permanent record of the minutes of the Board meetings and all called business meetings of the Members, including the recording of votes, and shall perform all other duties required by the Board or by the President, or as may be required by law. The Secretary shall also have all other duties as required by the State of Arkansas. The Secretary must be a member of the Association as provided in ARTICLE III, Section 1 of the BOA

### **Section 3.          Creation of Administrative Divisions**

The officers of the POA shall be such as are provided for in the Bylaws of the POA, and they shall perform the duties as are therein provided. It is the intention of the Board in the enactment of this policy to provide exclusively for the Association's administrative chain of command under the direction of the President. All administrative offices or responsibilities not established by this policy, and which are not otherwise specifically assigned to a division created by this policy, shall be deemed to be offices under the direct supervision and control of the President and may be assigned at the discretion of the President to any division created by this policy.

#### **Section 4. Division of Administration**

The Division of Administration is hereby established to be under the control and direction of the President. The President will appoint an Acting President in the absence of the President. The President shall be responsible for executing the functions of the Division of Administration, including the following:

- A.** Maintaining a general accounting system for the POA and such subsidiary accounts and cost records as may be required for purposes of administration, direction and financial control, keeping separate accounts for the items of appropriation contained in the budget, each of which accounts shall show the amount of the appropriation and the amounts paid there under;
- B.** The purchase, storage and distribution of all supplies, materials, equipment and other articles used by the POA;
- C.** Approving all proposed expenditures unless there is an unencumbered balance of appropriation and available funds , no expenditure shall be made.
- D.** Prescribing the forms of receipts, vouchers, bills or claims to be used by the POA.
- E.** Examining and approving all contracts, orders and other documents by which the Association incurs financial obligations, having previously ascertained that monies have been appropriated and allotted and will be available when the obligations shall become due and payable.
- F.** Auditing and approving before payment all bills, invoices, payrolls and other evidences of claims, demands or charges against the POA and determine the regularity, legality and correctness of such claims, demands or charges.
- G.** Inspecting and auditing any accounts or records of financial transactions which may be maintained in any division of the POA apart from or subsidiary to the accounts kept in the Treasurer's Office.
- H.** Conducting an annual inventory of all property assets belonging to the POA which are tangible, have a useful life longer than the current fiscal year, and have a significant value.

Treasurer shall be responsible to the President for the financial affairs of the POA. In that regard, the Treasurer shall have the authority and be required to:

- A.** Complete the estimates of revenues and expenditures for the budget;
- B.** Supervise and be responsible for the disbursement of all monies and have control over all expenditures to ensure that budget appropriations are not exceeded;
- C.** Submit to the Board of Directors a monthly statement of all receipts and disbursements in sufficient detail to show the exact financial condition of the POA;
- D.** Prepare as of the end of each fiscal year a complete financial statement and report;
- E.** Collect all assessments, fees and other revenues of the Association or for whose collection the Association is responsible;
- F.** Prepare and file all appropriate federal, state and local tax forms as required by federal, state and local laws;
- G.** Be responsible for conducting an internal audit of all POA financials every three (3) years, or as the position is filled by a new Officer.

**ARTICLE III. Board of Directors: Qualifications, Number, Term of Office, Governing Power, Removal and Vacancies**

**Section 1. Qualifications**

A Director must be a Class A member in good standing having membership privileges and must have been duly elected as provided in the BOA and those Bylaws.

**Section 2. Number**

The Board of Directors of the POA shall be composed of seven members (including officers).

**Section 3. Term of Office**

A term of office for Directors is set as a period of three years or until the Director resigns and a successor is elected and qualified. The term normally begins at the close of the annual meeting of the members. The nomination and election of the Board member is set out hereinafter in ARTICLE V.

**Section 4. Governing Power**

An individual Director (Board Member) shall have no powers of governance or administration derived from the fact that each Director was elected to office. Such governing powers shall come only from action of the Board as a whole, approved by majority thereof. Said Members shall have no powers separate and apart from the Board as a whole.

**Section 5. Removal**

A Director may be removed from office for cause by a 2/3 majority vote of the Board of Directors. Cause as used in these Bylaws shall include, but not be limited to:

- A. Being absent from three (3) consecutive regular meetings, or over half of the meetings during the year.
- B. Mental or physical conditions rendering Director incapable of performing normal duties.
- C. Interfering directly in the management of the POA operation by specifically dictating the appointment of any person to or removal from office or in any manner interfering with the appointment of officers of the POA, or giving orders without direct authority of the Board.

**Section 6. Vacancies**

- A. If a Director, for any reason, does not complete a term of office, the Board may request that the Nominating Committee (see ARTICLE V, Section 1 of these Bylaws) submit to the Board the names of at least two candidates to fill such vacancy. The Board may select either one of the candidates whose name is submitted by the Nominating committee, or any other Member in good standing, to complete the term. If the Vacancy is not filled by the Board, it shall be filled at the next succeeding election by members of the POA voting on candidates, selected as set out in ARTICLE V of these Bylaws.
- B. Integrity of Board of Directors  
In the event the office of 3 or more Directors are vacant, the Board may request that the Nominating committee submit names to fill the vacancies. Upon acceptance of the nominees, the newly appointed Directors will serve out the remaining term of the positions they have been assigned.

**ARTICLE IV. Board of Directors: Right of Assessment, Powers, and Duties**

**Section 1. Right of Assessment**

- A.** The Board shall have the authority to levy and provide for collection of annual assessments and special assessments from Members to be used for the improvement and maintenance of properties, services and facilities devoted to promoting the recreation, health, safety and welfare of the membership.
- B.** The Board shall have the authority to lower or raise the assessments as provided in ARTICLE IV of the BOA.
- C.** The Board shall have the authority to levy and collect late fees from Members on assessments not paid by the due date as provided in ARTICLE IV of the BOA.
- D.** The Board shall also have the authority to bring an action at law against the Owner personally obligated to pay the same, or foreclose the lien against the property when any assessment has not been paid within thirty (30) days after the due date as provided in ARTICLE IV, Section 6 of the BOA and ARTICLE XI hereinafter.
- E.** Non-special assessments will be billed and collected in the first quarter of each calendar year.

**Section 2. Powers**

**The Board shall have the power to:**

- A.** Levy and collect service or use charges and admissions or other fees for the use and enjoyment of the Common Areas.
- B.** Adopt and publish rules and regulations and enact and publish resolutions which the Board shall deem necessary for the efficient operation of the POA, including, but not limited to, the use of Common Areas and the personal conduct of the Members and guests on the Common Areas.
- C.** Suspend some or all of the rights, privileges and services of any Member or guest, including the right of a Member to vote, who is in default of or who refused to pay any annual or special assessment or any service or use charge or any admission or other fee which has been properly levied, or who has violated any published rule, regulation or resolution adopted by the Board as provided above or any state or federal laws. However, suspension for nonpayment of any assessment or charge can be only for the period that the same remains unpaid and suspension for violation of a rule, regulation or resolution cannot be for a period exceeding 30 days. No such suspension as mentioned above shall take effect until the Member in question has been properly notified for the reasons of suspension as provided in ARTICLE XI hereinafter.
- D.** Limit the number of Members per Lot or Living Unit who may be entitled to the benefit of an easement of enjoyment of the Common Properties.
- E.** Enforce all rights, covenants, restrictions and agreements applicable to each Lot and the Owners thereof, and to Common Areas, as provided for in the BOA or which now or may hereinafter be contained in or authorized by the BOA, these Bylaws, or laws of the State or Arkansas.
- F.** Conduct any business authorized by the BOA or by law which, in the opinion of the Board, will promote common benefit and enjoyment of the Members of residential property.
- G.** Perform all acts required or authorized by the BOA and elsewhere herein.

**Section 3. Duties**

- A. At the first meeting of the Board immediately following the annual meeting of the Members, held in the months of April or May, the Board shall elect a President, Vice-President, Treasurer & Secretary. The President shall preside at all meetings of the Board and membership and shall have such other duties as may be set out elsewhere in these Bylaws.
- B. Establish policies relative to the management of the POA.
- C. Keep a complete record of all its acts and of all corporate affairs and present a summary statement thereof at the annual meeting of the Members or at any special meeting of Members as provided in ARTICLE VI, Section 1 hereinafter.
- D. Make the books and records of the POA, including rules, regulations and resolutions passed by the Board available for visual inspection by any Member that has submitted a written notice of such inspection request to the Board. Books and records must be available within 7 business days from date of receipt of written notice. NO person shall be entitled to copy or reproduce any books or records without the express permission of the Board. The Board's decision shall be final and binding.
- E. Provide for the orientation and education of Board members as soon as possible after the annual election, all in accordance with ARTICLE VI hereinafter.

**ARTICLE V. Board of Directors: Nomination and Election of Members**

**Section 1. Nominations**

- A. Nomination of candidates for election to the Board may be made (1) by a Nominating Committee containing two (2) active Directors in good standing elected to serve by a majority of the Board, or (2) by petition signed by 20 Members in good standing (ARTICLE I, Section 9) of the Association.
- B. The Nominating Committee may select two candidates from volunteers to serve for each Board vacancy.
- C. Eligibility of candidates:
  - (1) They must be a POA member in good standing (ARTICLE I, Section 9) and willing to serve a three year term.
  - (2) They must not be *current* members of the Nominating Committee.

**Section 2. Elections**

- A. In the event that a contested seat for membership on the Board of Directors arises, election of Directors may be held at the annual meeting of the Members as determined by ARTICLE VI, Section 1, of these Bylaws. And annual election of Directors will not be required if vacancies do not exist or a petition signed by twenty (20) members in good standing is not submitted for candidates to the board.
- B. Election of Directors at the annual meeting shall be by written ballot as hereinafter provided. A qualified voter, as defined in Article VIII hereof, may vote for one candidate for each vacancy. The persons receiving the largest number of votes shall be elected.
- C. Each qualified voter shall receive on ballot which shall:
  - (1) Describe the vacancies to be filled and the terms of office.
  - (2) Set forth the names of the persons nominated by the Nominating Committee and such persons nominated by petition for such vacancy.
- D. Ballots shall be prepared and mailed or delivered by hand to each voter at least 30 days in advance of the meeting date. Completed ballots must be received by the POA no later than 5 days before the called time of the meeting at which the results of the election are to be announced.
- E. Any vote which is unqualified or restricted in any way is invalid and shall not be counted.
- F. The ballots shall be delivered to the Board and secured until counted.
- G. The Board shall then proceed with the counting and tabulation.

- H. The election results shall be announced at the meeting by the President and the tabulated results presented to the Secretary for recording as a permanent record.
- I. Fifteen (15) days after the announcement of the election results, unless a recount is requested, the ballots shall be destroyed.

## **ARTICLE VI Meetings: Members and Directors**

### **Section 1. Regular meetings**

On the first Tuesday of the month of April or May, immediately following the annual meeting of the Members, the Board shall meet at a place designated by the Board, as the usual place for holding Board meetings. At this time, the newly elected members of the Board shall assume their duties, and officers of the Board shall be elected. Thereafter, the Board shall meet regularly each month on a day and time to be set by the Board; however, any such monthly meeting may be dispensed with by the President for good and sufficient reason. No more than two (2) calendar months may pass without conducting a regular meeting.

### **Section 2. Special meetings**

Special meetings may be called by the President or by a majority vote of the Board to address matters that can not be covered in a regular meeting. Notice of such meetings shall be given to all Directors at least fourteen (14) days prior thereto.

### **Section 3. Quorum**

A majority of Directors shall constitute a quorum. All Board decisions must be made by the vote of a majority of all Directors, except as provided in ARTICLE III, Section 5.

### **Section 4. Voting by Proxy**

A Director may cast a vote by appointing a proxy. The appointment must be another Director on the Board. The appointment of a proxy shall be effective when the Director has notified the Secretary of the Board in writing. The appointment of a proxy by a Director may be limited or general but shall not be valid for more than two regular meetings of the Board of Directors.

## **ARTICLE VII. Contracts, Loans, Checks and Deposits**

### **Section 1. Contracts**

The Board of Directors 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 POA, and such authority may be general or confined to specific instances.

### **Section 2. Loans**

No loans shall be contracted on behalf of the POA and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

### **Section 3. Checks or online payments**

All checks, online payments or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the POA shall be initiated by the Treasurer or President and in such manner as shall from time to time be determined by resolution of the Board of Directors.

### **Section 4. Deposits**

All funds of the POA not otherwise employed shall be deposited from time to time to the credit of the POA in such banks, trust companies or other depositories as the POA may select in accordance.

**ARTICLE VIII. Rights of Members: Voting and Easement of Enjoyment of the Common Areas**

- Section 1.** Each member of the POA in good standing shall be entitled to participate in the election of Directors of the POA as provided for in ARTICLE III, Section 2.
- Section 2.** Voting is a right and privilege and may be withdrawn from Members in violation of any of the rules and regulations contained in the BOA or these Bylaws or which have been enacted by the Board.
- Section 3.** A Member to be entitled to vote must have been a Member in good standing (ARTICLE I, Section 9) for at least thirty (30) days prior to the election in order to allow adequate time to process the membership records.
- Section 4.** As provided for in ARTICLE II, Sections 1 & 2 of the BOA, every Member in good standing (ARTICLE I, Section 9) shall have the right and easement of enjoyment in and to the Common Areas.

**ARTICLE IX. Assessments**

- Section 1.** Annual Assessments

Annual assessments are provided for in ARTICLE IV of the BOA. The current assessment is \$150, and the late fee is 10% or \$15.

- Section 2.** Special Assessments

Special assessments are provided for in ARTICLE IV of the BOA.

**ARTICLE X. Meeting of Members**

- Section 1.** Annual Meeting

The annual meeting of the Members shall be held in the month of April or the month of May, if in the event, that April is not conducive to a productive annual meeting.

- Section 2.** Special Business Meetings

Notice of all meetings of the Members for any purpose, including those provided for in the BOA, may be called at any time by the President as he/she shall deem necessary and must be called by the President at the request of the majority of the Board of Directors, or Members who jointly have the right to cast one-fourth of all the votes of the entire membership.

- Section 3.** Notice

Notice of all meetings shall be e-mailed or posted on the website at least fifteen (15) days in advance of the meeting and shall set forth, in general, the nature of the business to be transacted. If voting by written ballot, ballots must be mailed to all qualified voters for the purpose of determining whether a quorum is present.

- Section 4.** Quorum

Except as otherwise provided for voting on an annual or special assessment, the Members present, in person or constructively, at any meeting shall constitute a quorum. All decisions shall be made by a majority of the Members present and voting. If voting is by ballot, the receipt of the valid ballot either by mail or personal delivery at or before the commencement of such meeting shall constitute the constructive presence of such voter for the purpose of determining whether a quorum is present.

- Section 5.** Methods of Voting

Voting on any question shall be either exclusively by ballots received by the POA Board or exclusively by a show of hands during the annual meeting by Members who are physically in attendance



**ARTICLE XI. Membership Compliance: Bill of Assurance**

The Board shall have the authority to enforce rights, covenants, restrictions and agreements applicable to the Properties as provided by ARTICLE VI, Section 1 and ARTICLE VII of the BOA and ARTICLE IV, Section 2 of these Bylaws.

**Section 1. The Board's Response to Non-Compliant Issues**

**A. Notification/Response Levels**

Each non-compliance issue can progress through the following Notification/Response Levels (as described hereinafter) until the issue has been deemed "in compliance" by the Board. The following depicts the typical response level hierarchy, only if the property owner does not correct the non-compliance or give indication of attempting to resolve the compliance issue.

- (1) NOTIFICATION 1 = LETTER OR EMAIL – Property owner is advised of the non-compliance issue in a way that will motivate a quick and fair resolution to the issue. The property owner is allowed up to thirty (30) days to correct the situation unless there are special circumstances. Documentation of notice is posted on the Monthly Compliance report for review and approval by board members.
- (2) NOTIFICATION 2 = LETTER OR EMAIL – Property owner is notified that the non-compliance issue has not been resolved. To show the seriousness of the Board's resolve, the property owner may be assessed up to a \$100 fine at the discretion of the board. The property owner is allowed thirty (30) days to correct the non-compliance and pay the fine. Documentation of this notice is posted in the Board Minutes on the POA website for review by residents.
- (3) NOTIFICATION 3 = LETTER OR EMAIL – Property owner is reminded that the non-compliance issue has not been resolved, and the fine has not been paid. The property owner may be assessed a further fine of \$150 at the discretion of the board and is advised that a property lien will be filed if the non-compliance is not corrected and the charges paid in thirty (30) days. Documentation of this notice is posted in the Board Minutes posted on the POA website for review by residents.
- (4) NOTIFICATION 4 = CERTIFIED LETTER – As appropriate the property owner is advised that the violation has been referred to an attorney and all costs will be charged to them as incurred.

**B. Any variation in response or timing must be approved by the Board.**

**C. Each notification must be documented with the following information:**

- (1) Date of notification.
- (2) Notification level being executed.
- (3) Compliance issue involved.
- (4) Response to notification.
- (5) Chronological response history or feedback concerning the execution of the response (e.g. remarks from members).

**D. Responses shall only be executed against non-compliance issues that relate directly to the BOA.**

**Section 2. Fines**

**A. Assessment of Fines/Fees**

A fine or maintenance charge may be assessed by the Board of Directors and collected from lot owner(s) who are not in compliance with the BOA and or the Bylaws. A fine may only be assessed at Response Level 2, meaning only after the lot owner(s) have been notified according to Response Levels 1 & 2. If the fine is not collected, a property lien including any fees will be filed. Any fine not collected within thirty (30) days of assessment will be considered late and may be added to the annual BOA assessment billing for that lot owner.

**B. Fines of \$100 and \$150 will be assessed for compliance issues that are not corrected at Response Level 2 & 3. Additional fees that may be assessed are for Returned Check - \$35, Lien Filing/Release Fee - \$70, and Certified Letter - \$15, or at the current market rates.**

**C. Fines may be waived, and response timing altered by a majority vote of the Board of Directors at any called meeting of the Board.**