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Section 4 – APPROVAL AND ELECTION – Upon review of the application by the Membership Committee, it shall be submitted to the Board of Governors for consideration. Membership shall be granted by a two-thirds vote of the Board of Governors.

(a) **A member of the Board may be represented by proxy by his/her spouse on occasions that the member is not available for a monthly board meeting, but the spouse is available. Only one vote is allowed for each membership unit. (Added June 14, 2008)**

Section 5 – NOTIFICATION AND POSTING – Upon the election of an applicant, the Secretary shall notify the new member and shall enter the name upon the list of members.

– LIMITATION OF MEMBERSHIP-(Deleted June, 2003)

Section 6– SUSPENSION OR EXPULSION – Any member may be suspended or expelled for sufficient cause by a two-thirds vote of the members or by unanimous vote of the full Board of Governors. The determination of the Board of Governors as to the sufficiency of the cause shall be final. No funds or fees will be refunded

Section 7 – RESIGNATION – Any member of the Association may resign from membership by writing, delivered to the Secretary. No funds or fees will be refunded

Section 8– TERMINATION OF MEMBERSHIP – Membership in the Association shall automatically terminate upon nonpayment of dues (Subject to Article VII, Section 2), death, expulsion, or acceptance of resignation of a member or upon the cessation of eligibility as provided by the By-Laws. In the case of death, the surviving spouse shall continue the membership.

– MEMBERSHIP CARD – (Deleted June 2003)

## ARTICLE II

### MEETINGS OF MEMBERS

Section 1 – ANNUAL MEETING– The regular annual meeting of the members of the Association shall be held on the second Saturday of June of each year, at such an hour as may be specified in the notice of such meetings, unless said day falls on a legal holiday, in which event the meeting shall be held on the next succeeding Saturday.

Section 2 –MID YEAR GENERAL MEMBERSHIP MEETING – Regular meetings of the members shall be held on the second Saturday of January.

Section 3 – SPECIAL MEMBERSHIP MEETINGS – The President, or in his absence, the Vice-President, or any five members of the Board of Governors or upon written request of twenty-five (25) percent of



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the Family Membership, the Board of Governors shall call a special meeting of the members of the Association.

Section 4 – QUORUM – At any meeting of the Association, twenty-five (25) percent of the Family Membership shall constitute a quorum. Members may vote by proxy at any regular, special or annual meeting. A member voting by proxy shall be considered present in counting for a quorum.

Section 5 – PLACE OF MEETINGS – Meetings of the members of the Association shall be held at Arrowhead. However, for reasons sufficient to the Board of Governors, a meeting or meetings may be elsewhere, in which case the Board of Governors shall designate the place of the holding of such meeting or meetings.

Section 6 – NOTICE OF MEETINGS –

(a) MEMBERSHIP MEETINGS – Notice of the regular membership meetings and proxy form shall be mailed, postage paid by the Secretary, to each Family Membership at least ten (10) days before such meeting, stating the time, place and agenda thereof.

(b) SPECIAL MEMBERSHIP MEETINGS – Notice of all special membership meetings and proxy form shall be mailed, postage prepaid by the Secretary, to each Family Membership at least ten (10) days before such meeting, stating the time and place thereof and the purpose for which the meeting is called. No subject shall be considered at such special meeting except such as is specified in the notice.

Section 7 – ADJOURNMENT – Any meeting of the membership may be adjourned from time to time, but notice of the reconvening thereof shall be given to the Family Memberships in writing ten (10) days in advance of the reconvened meeting.

Section 8 – ORDER OF BUSINESS – The order of business at all Membership meeting shall be as follows:

- (a) Reading of the minutes of the last membership meeting and all special membership meetings held subsequent thereto.
- (b) Treasurer's report shall be presented.
- (c) Report of Officers
- (d) Board of Governors Report
- (e) Report of Committees
- (f) Unfinished Business
- (g) New Business
- (h) Adjournment

### **ARTICLE III**

#### **ELECTION OF BOARD OF GOVERNORS**



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Section 1 – NUMBER AND TERM OF OFFICE -The Board of Governors shall consist of twelve voting members of the Association serving their elective terms as Governors, and the ex-officio member, the most recently retired President who shall be entitled to vote on all matters coming before the Board of Governors. Upon expiration of the term of office of any Governor, he shall not be eligible to membership on the Board during the period of twelve months immediately thereafter, except that any Governor appointed by the Board to fill a vacancy upon the Board shall be eligible to membership on the Board immediately upon the expiration of such appointed term.

Section 2 – NOMINATING COMMITTEE – At the regular meeting of the Board of Governors in March of each year, there shall be appointed by the President, a Nominating Committee, consisting of three Family Members. It shall be the Nominating Committee's duty to nominate from the Family Membership candidates in good standing to fill the four (4) vacancies on the Board of Governors, for three (3) year terms and also to fill any vacancies on the Board of Governors not then filled by a person who has been elected at an annual election of the Family Membership. The number of nominations shall be sufficient to fill all vacancies plus at least two (2) additional candidates. The Nominating Committee's report shall be submitted to the Board at the regular April meeting.

Section 3 – NOMINATION BY MEMBERS – Five or more Family Members of the Association may also nominate candidates for vacancies on the Board of Governors. Such nominations shall be in writing and shall be delivered to the Secretary by 12:00 noon on the thirtieth (30) day prior to the date of the annual election.

Section 4 – DECLARATION OF NOMINEE – It shall be the duty of the Secretary to notify the nominees of their nomination. If, after such nominations have been made, any nominee notifies the Secretary that he declines to be a candidate, notice of such fact shall be posted in the records. And such member shall not be regarded as a nominee; thereupon such vacancy in the list of nominees shall be filled by the body who nominated the declining nominee, in the form and manner provided by these By-Laws.

Section 5 – BALLOT – When the time has expired within which such nominations may be made, the Secretary shall cause the names of all the properly nominated and eligible candidates to be printed upon one ballot in alphabetical order, and shall mail said ballot to each Family Membership twenty (20) days before the annual meeting.

Section 6 – QUALIFICATION OF VOTERS AND METHOD OF ELECTION – The ballots only of Family Memberships in good standing (dues paid for the current year) as shown by the official list of the Secretary shall be counted. Each member voting shall place a mark on the official ballot opposite the names of the candidates for whom he desires to vote and shall sign his name thereto. Each member who votes may personally deliver his ballot to the Judges of Election while the poles are open or may mail it in an envelope addressed to the Secretary of the Association marked "Ballot", to be opened by the Judges of Election upon the day of the election. All ballots cast by mail must be in the hands of the Secretary before the close of the polls and shall be deposited in the ballot box by the Secretary before it is opened by the Judges of Election. If it shall appear on any ballot that any member has



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voted for more candidates than there are vacancies of the board of Governors, or has cast more than one vote for a single candidate, his entire ballot shall be rejected by the Judges of Election.

**Section 7 – JUDGES OF ELECTIONS** – At the convening of each annual meeting the President shall appoint two (2) members of the Association to be designated as “Judges of Election”, whose duty it shall be to receive and canvas all votes and to present to the members of the Association at the annual meeting a written report showing the result of the election.

**Section 8 – POLLS** – The polls shall be open at the place of the annual meeting for the Election of the Board of Governors on the day of the annual meeting from the hour of 8 AM to the hour of 10 AM. After the close of the polls the Judges of Election shall complete their canvas of the votes cast, and no votes cast after the polls close shall be considered by the Judges of Election.

**Section 9 – DETERMINATION OF ELECTION** – The number of candidates necessary to fill the vacancies in each category of the Board of Governors receiving the highest number of votes shall be declared elected and shall serve until their successors shall have been elected and shall have qualified as a member in good standing. In the case two or more candidates receive the same number of votes, it shall be determined by lot at the annual meeting which one will be declared the winner. Candidates not elected shall be considered as available to fill vacancies that may appear on the Board during the new year.

## **ARTICLE IV**

### **BOARD OF GOVERNORS**

**Section 1 – ELECTION OF OFFICERS** – The Board of Governors shall elect a President, Vice-President, Secretary and Treasurer at the first meeting in July, all to serve until the next annual meeting of the membership of the Association or until their respective successors shall have been duly elected and installed. The President and Vice-President must be members of the Board of Governors.

**Section 2 – REGULAR BOARD OF GOVERNOR MEETINGS** – The Board of Governors shall hold a regular monthly meeting for transaction of the business of the Association (during those months in which regular membership meetings are not held).

**Section 3 – SPECIAL BOARD OF GOVERNOR MEETINGS** – A special meeting of the Board of Governors may be held at any time or place upon the call of the President, or upon the call of five members of the Board of Governors, upon twelve hours notice given by the Secretary to all members of the Board of Governors of the time and place and object of such meeting.

**Section 4 – QUORUM** – A quorum of the Board of Governors shall consist of fifty percent (50%) of the members thereof.



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**Section 5 – POWERS OF THE BOARD OF GOVERNORS** – The Board of Governors shall have general charge of the affairs, funds and property of the Association and shall have full power to carry out the purpose of the Association according to its rules, regulations, and By-Laws. It shall have power to enter into a lease, purchase property, secure the payment or performance of its obligations, to determine the amount of all membership fees and dues, subject to the other provisions of these By-Laws, and generally do all other lawful acts necessary or expedient for the attainment of the purposes of the Association and shall have full power and authority to authorize and execute the documents as required to carry out any of the functions and powers of the Board of Governors, including amendments to the rules and regulations. The Board of Governors shall also purpose By-Law modifications.

It shall keep a record of all its official acts and make a report of the same at the Membership meetings of the Association. It shall have the power to fill vacancies upon the Board of Governors by majority vote and the person or persons appointed to fill such vacancy shall serve until the next annual meeting of the Family Membership of the Association, at which meeting the vacancy or vacancies shall be filled by election as here-in-before provided. Should the most recently retired President, ex-Officio member of the Board of Governors, fail or refuse for any reason to serve, his place on the Board of Governors shall not be filled until the then President retires.

The Board of Governors may appropriate and expend the monies of the Association from time to time in furtherance of its objective and shall audit and approve bills for the same, which approval shall be evidenced by the signature of the Treasurer. However, the Board of Governors may not borrow money, mortgage the properties of the Association, or incur indebtedness unless authorized by a vote of the Membership at a meeting held in accordance of the By-Laws.

**Section 6 – SUSPENSION AND EXPULSION** – The Board of Governors shall have power by vote of two-thirds of all the members thereof:

- (a) To remove any officer of the Association for cause.
- (b) To reprimand, suspend or expel any member for cause.

A copy of the charges preferred against any office or member shall be served upon him at least ten (10) days before the meeting of the Board of Governors, at which such charges shall be considered, together with a notice of the time and place of the meeting, at which meeting he shall have an opportunity to be heard in his defense. The determination of Board of Governors as to the sufficiency of the cause reprimand, suspension or removal shall be final.

**Section 7 – CONSTRUCTION OF BY-LAWS** – The Board of Governors shall determine the construction (interpretation) to be placed on these by-laws or on any part or parts thereof which may be in conflict or doubtful meaning.



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Section 8 – REMOVAL FROM BOARD OF GOVERNORS – A Governor who fails to attend three (3) consecutive regular Board of Governor Meetings without notifying the President or Secretary and/or for lack of reasonable reasons, shall be grounds for removal from the Board of Governors by a two-thirds vote of all of the Board of Governors.

## ARTICLE V

### DUTIES OF OFFICERS

Section 1 – PRESIDENT - The President shall be the Chief Executive Officer of the Association, shall preside at all meetings of the Board of Governors, shall appoint all committees, shall have general charge and supervision of ~~its~~ all Association activities and shall perform such other duties as the Board of Governors may from time to time prescribe.

Section 2 – VICE-PRESIDENT – The Vice-President shall be responsible for the general supervision of the various committees and the supervision of any special projects. In absence or inability of the President to act, the Vice President shall perform his duties and shall perform such other duties as may from time to time be prescribed by the Board of Governors.

Section 3 – SECRETARY – The Secretary shall keep a record of all the meetings of the Association and of the Board of Governors, keep an archive record of all building permits issued by the Association, give notice of all regular and special meetings to the members of the Association and to members of the Board of Governors of all meetings of said Board. -The Secretary shall keep a record of all the officers and members thereof and of their addresses; notify new members of their election.

Section 4 – TREASURER – The Treasurer shall:

- (a) Collect, hold and disburse, under the direction of the Board of Governors of the Association, all monies of the Association;
- (b) Be charged with the duty of collection of all money due the Association from members thereof and all other sources;
- (c) Keep or cause to be kept, regular books of accounts and submit a Statement of Accounts at the monthly meeting of the Board of Governors;
- (d) Exhibit to the Board of Governors before each annual meeting, a full account of the receipts and disbursements during the previous year, in which the items shall be given in detail. Particularly showing the sums received from the members and the accounts on which the payments were paid and all disbursements made during the fiscal year. These disbursements shall be supported by vouchers. The Board of Governors shall examine said report and vouchers herewith submitted and shall make a report to the Association at its annual meeting pertaining to such account;
- (e) Deposit all monies of the Association in the name of the Association with a bank to be designated by the Board of Governors.



## **ARTICLE VI**

### **STANDING COMMITTEES**

Section 1 – APPOINTMENT BY PRESIDENT – At the second meeting of the Board of Governors each year after the regular annual meeting of the Association, the President with the consent and approval of the Board of Governors shall appoint the following standing committees to serve for a term of one year or until their successors are appointed. The President with the consent and approval of the Board of Governors shall appoint special committees to serve as necessary. Chairs will be appointed by the President and be responsible for committees and maintaining a record of the committee's activities.

- (a) Membership Committee
- (b) Finance Committee
- (c) Grounds Committee
- (d) Road Committee
- (e) Building Approval and Permits Committee
- (f) Social Committee
- (g) Community Relations Committee

Each committee shall be composed of a minimum of 4 family members with the exception of the Building and Permits Committee.

#### **Section 2 – MEMBERSHIP COMMITTEE**

- (a) Duties of Membership Committee - It shall be the duty of the Membership Committee to review the eligibility of all applicants for membership in the Association. Duties shall also include greeting new property owners and giving them all documentation pertinent to Arrowhead (i.e. By-Laws, deed restrictions, etc.) and shall notify the Board of Governors of the transfer of this information at the next regular Board of Governors meeting.
- (b) The committee shall maintain an accurate membership roster, containing the name and mailing address and telephone number of all current members.
- (c) The committee shall keep the books recording all suspensions of members for non-payment of dues or other money due and date thereof. The committee is responsible for collecting past due accounts. The committee shall forward all collected funds to the Treasurer.
- (d) Upon request from the Board of Governors, the committee shall fully report the status of all members of the Association, stating who has been or is, under suspension for delinquency subjecting his membership to forfeiture. They shall also, upon request of the Board, report a statement of all amounts due from members, specifying what assessments remain unpaid by each member, and the reason for its not having been collected.

#### **Section 3 - FINANCE COMMITTEE -**

- (a) The treasurer is not eligible to be a member of this committee.



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- (b) The committee shall be responsible for monitoring the insurance requirements of the Association.
- (c) Duties of the Finance Committee - The Finance Committee shall audit or cause to be audited, from time to time, the accounts of the Treasurer, and shall shape the financial policy of the Association, subject to the direction and approval of the Board of Governors. It shall also have such other powers and duties as the Board of Governors may from time to time, prescribe. Duties shall also include collecting past due monies.
- (d) The committee shall monitor and recommend any investment and banking activity of the Association.

#### Section 4 - GROUNDS COMMITTEE -

Duties - the Grounds Committee shall have general charge and supervision of the Association's premises and equipment. It shall be charged with the duty of promulgating and enforcing the Grounds Rules, subject to the approval of the Board of Governors. It shall, subject to the approval of the Board of Governors, have the power to fix the price for all supplies and services. It shall investigate and redress complaints duly brought to its attention by letter, and to employ and discharge all contract labor. It shall report to the Board of Governors all violations of the Rules by members of the Association and recommend to the Board of Governors the punishment to be inflicted for a violation thereof.

#### Section 5 - ROADS COMMITTEE -

Duties - the Roads Committee shall have general charge and supervision of the Association's roads and Rights-of-ways. It shall, subject to the approval of the Board of Governors, have the power to fix the price for all supplies and services, to investigate and redress complaints duly brought to its attention by letter, and to employ and discharge all contract labor.

#### Section 6 – BUILDING COMMITTEE –

- (a) Composition – The Building Approval and Permits Committee shall be composed of a minimum of six (6) Family Members of the Association. The committee membership must include the President and at least three (3) members of the Board of Governors.
- (b) Duties – It shall be the duties of the Building and Permits Committee to examine all building plans of lot owners, check them against the deed restrictions, recommend changes to conform and to issue permits to build or alter buildings on Arrowhead Subdivision lots. The Committee will respond within a 30 day period to the applicant. If the proposed plans are in conformity with deed restrictions, at least four (4) members of the Committee must sign the approved plan. The Committee will call to the attention of the Board of Governors for action any violations of the deed restrictions when lot owners proceed without permit, or make changes from the approved plans as construction takes places. The original building permit and plan shall be given to the Secretary and a copy given to the lot owner and the Building Committee.

#### Section 7- SOCIAL COMMITTEE -





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Duties - It shall be the duty of the Social Committee to plan the annual picnic and all other social gatherings of the membership of the Association. It shall issue notes and cards to members and their families on behalf of the Association.

**Section 8 - COMMUNITY RELATIONS COMMITTEE -**

Duties - It shall be the duty of the Community Relations Committee to report on activities of political and social community groups and coordinate Arrowhead Property Owners Association's participation with and contribution to the groups.

**ARTICLE VII**

**FEEES AND DUES**

**Section 1 - ANNUAL DUES** - The amount of dues and mode of payment shall be designated by the Board of Governors. The Board of Governors may also establish the contribution of members to any capital improvement fund. The Board of Governors may within its discretion decrease the amount or waive the payment of dues of members while they are active in the military service of the United States.

**Section 2 - PAYMENT OF INDEBTEDNESS AND SUSPENSION** - On or before the first day of each June a statement shall be mailed by the Treasurer to each member, showing his indebtedness to the Association, including dues on the first day of said month, with the request that he pay the same. If such indebtedness not be paid on or before the fifteenth day of the next succeeding month following the mailing of the statement, the name of such member shall be given to the Board of Governors with the amount of his indebtedness set opposite his name and thereafter such member shall not be entitled to the privileges of the Association and shall receive no further credit until his indebtedness shall have been paid in full. If such indebtedness remains unpaid for a period of thirty (30) days, the Board of Governors may, by resolution passed by a two-thirds majority vote, expel such member from the Association, and such member shall forfeit all rights under membership. The Board of Governors may, at their discretion, set up alternate payment plans for dues.



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## **ARTICLE VIII**

### **VISITORS**

Section 1- MEMBERS OF FAMILY AND ASSOCIATION MEMBERS - Parents, Sons, Daughters and families shall be entitled to unmonitored privileges as may be fixed by the Board of Governors, which shall issue a Family Pass. The member, of whose family such person belongs, shall be responsible for the conduct of such persons.

Section 2 – ORGANIZATIONS AND/OR BUSINESSES – Organizations and businesses will be allowed to use the marina for an event upon the request of a sponsoring member to the Board of Governors. That member shall be responsible for the conduct of such organization and guests. The organization /business shall be responsible for returning the marina to its original condition. Upon approval of the event by the Board, the Association shall be released from any liability for the event.

Section 3 – GUESTS – No other persons, including non-member property owners, shall be entitled to use the marina or Association property unless accompanied by an Association member.

## **ARTICLE IX**

### **MISCELLANEOUS**

Section 1 - FISCAL YEAR - The fiscal year of the Association shall begin on the first day of January each year and close on the 31st day of December of each year.

Section 2 - BULLETIN BOARD - An Association bulletin board shall be placed in a prominent place on the Association property. Nothing shall be posted on the bulletin board except by officers of the Association, by the Board of Governors, or by the Standing Committees.

Section 3 - INTOXICATING LIQUOR AND CONTROLLED SUBSTANCES - The introduction of intoxicants or controlled substances onto the Association premises and the use thereon in violation of Federal, State, or Local Laws or Association rules is prohibited.

Section 4 - AMENDMENTS - These By-Laws, or any part thereof may be amended, modified or repealed by a majority vote of the members. All members must be sent written notice of proposed By-Law changes twenty (20) days prior to the meeting where the vote on the proposed changes is to be taken.

Section 5 - TRANSFER OF MEMBERSHIPS -

(a) Membership may be transferred only through the Association and resignation of the current member to the Association Secretary. Such transferees must be persons duly qualified for membership



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and must be elected to membership by the Board of Governors before being entitled to the privileges of the Association.

(b) A transfer fee shall be paid to the Secretary of the Association before any membership may be transferred upon the books of the Association.