

**BYLAWS OF LANGTREE PROPERTY OWNERS ASSOCIATION**  
**20 February 1999**

**ARTICLE I**  
**NAME**

The name of the organization shall be the Langtree Property Owners Association and shall be referred to herein as the "Association."

**ARTICLE II**  
**OBJECT**

The purpose for which this Association is formed is to promote the health and general welfare of its members through the enforcement of the Covenants of the Langtree Development, proper upkeep of the neighborhood, and engaging in common social activities.

**ARTICLE III**  
**GOVERNMENT**

Section 1. The Association shall be managed by a Board of Directors – 8 in number. All officers of the Association are automatically members of the Board of Directors.

Section 2. At each annual general membership meeting, the Board of Directors shall be ratified by the membership. Additional directors shall be elected as necessary to fill any unexpired terms.

Section 3. Any member of the Board of Directors who ceases to be a property owner in the Association, shall automatically cease to be a member of the Board of Directors.

Section 4. The operations of the Association will be governed by the Covenants of the Langtree Development and these Bylaws. In the event of conflict between these Bylaws and the Covenants, the Covenants of the Langtree Development shall prevail.

**ARTICLE IV**  
**BOARD OF DIRECTORS**

Section 1. Consistent with these Bylaws the Board of Directors shall:

- a. Transact all Association business. It may appoint and remove such officers, clerks, agents, servants, or employees as it may deem necessary and may fix their duties and compensation.
- b. Fix, impose and remit penalties for violations of the Bylaws and Covenants of the Association.
- c. Annually propose to the membership a President, a Vice-President, a Secretary, a Treasurer, members of the Architecture Control Committee, and any other needed directors, all of whom shall serve without compensation.
- d. If necessary, create such other offices as may be necessary and appoint one or more persons to such office.
- e. Fill any vacancy in the membership of the Board of Directors to serve until the next annual meeting of Active Members.

Section 2. The Board of Directors shall designate the banks in which funds of the Association shall be deposited and determine the manner in which checks, drafts and other instruments for the payment of funds of the Association shall be executed. However, the Board of Directors shall always require that the Treasurer sign all such checks, drafts of other instruments for the payment of money drawn in the name of the Association.

Section 3. The Board of Directors shall cause the books of the Association to be audited annually by the President. The audit report shall be approved by the Board of Directors and shall be submitted to the members at least ten (10) days prior to the Annual Meeting.

Section 4.

- a. The Board of Directors shall meet approximately once a month and at such other times and intervals as they may deem necessary.
- b. Four (4) members of the Board shall constitute a quorum.

Section 5. In the event that a question before the Board of Directors results in a tie vote which cannot be resolved, the question shall then be submitted to the membership for decision.

Section 6. These Bylaws shall be construed so as to permit the Board of Directors to prepare annual budgets, or other special budgets, such as may be required for operation of the Association, maintenance or repair. These budgets shall be submitted to the members for approval by the majority, and funds for same shall not be drawn upon until such approval is given. A Reserve Fund of a minimum of One-Thousand Dollars (\$1,000.) shall be maintained. When any portion of this Reserve Fund is used, the Board of Directors shall determine the appropriate means for its replacement.

The Board of Directors shall authorize expenditures of funds as approved in the budgets and as follows:

- a. For amounts up to and not exceeding Five Hundred Dollars (\$500.) to be paid upon invoice by those so authorized by the Board of Directors.
- b. For amounts over Five Hundred Dollars (\$500.), to be subject to prior approval of a quorum of the Board of Directors.
- c. Any contract over Five Hundred Dollars (\$500.) shall require the signature of at least two officers of the Association, one of which must be the Treasurer or the President.
- d. These Bylaws shall be constructed so as to limit the Board of Directors in borrowing or pledging the credit of the Association to amounts not more than that as duly provided for by annual or special budgets, or as provided for by special assessments.

Section 7. Any member of the Board of Directors may be removed from office by a majority vote of the membership present in person or represented by proxy at either an Annual Meeting or a Special Meeting called in accordance with these Bylaws.

**ARTICLE V**  
**OFFICERS**

Section 1. The officers shall be: (1) a President, (2) a Vice-President, (3) a Secretary, (4) a Treasurer, and any other officers deemed necessary by the Board of Directors. The President, Vice-President, Secretary, Treasurer, and other Directors shall be elected by the membership at the Annual Meeting of the Association.

Section 2. The President shall preside at the meeting of the Association and of the Board of Directors and shall be the Administrative Officer of the Association. The President shall appoint, subject to confirmation by the Board of Directors, all standing committees, designating the Chairpersons thereof, and all special committees as may be directed. The President shall be, ex-officio, a member of all committees.

Section 3. The Vice-President, in the absence or disability of the President, shall act in the President's stead. The Vice-President, under the direction of the President, attend to business and financial operations of the Association and shall be the Chairperson of the Architecture Control Committee (ACC). The Vice-President shall be, ex-officio, a member of all committees.

Section 4. The Secretary shall send out the notices of the meetings of the Association and of the Board of Directors, keep the minutes of all such meetings, and attend to the correspondence pertaining to this office. This officer shall perform such other duties pertaining to this office as may be asked of this officer by the Board of Directors. The Secretary shall be the custodian of all official Association records, papers, letters and other historical material.

Section 5. The Treasurer shall attend to keeping the accounts of the Association, collecting its revenues, and paying its bills as approved by the Board of Directors, or other agency authorized by the Board of Directors to incur them. The Treasurer shall deposit funds of the Association received in the name of the Association in such depository as may be authorized by the Board of Directors. The Treasurer shall perform such other duties pertaining to this office as may be requested by the Board.

**ARTICLE VI**  
**MEMBERS**

Section 1. Eligibility for membership is to be limited to the owners of the Twenty-nine (29) lots of the Langtree Development. A corporation or business shall not be eligible for Association membership.

Section 2. The Board of Directors has the right to suspend voting privileges, impose fines, and take legal action based on non-compliance with the Langtree Covenants.

**ARTICLE VII**  
**DUES AND FEES**

Section 1.

- a. The Board of Directors shall establish dues and fees for the ensuing year which shall be approved by the membership at the Annual Meeting.
- b. Dues shall be sufficient to provide the necessary running expenses of the Association and the proper maintenance and improvement of its property, and such dues shall be payable by all members of record on 1 January of each year and are due by 15 March. In order to minimize the dues each year, the Board of Directors may elect to organize volunteer work parties to perform the required maintenance on the Association's property.
- c. No dues nor any part thereof shall be refunded in the event that a member moves or sells a home during the year.

Section 2. All Langtree property owners are considered to be members of the Association and shall be required to abide by the Association's Covenants and Bylaws.

Section 3. In the event of the dissolution of the Association in any manner or for cause, and in no other event, upon the effective date of dissolution of the Association, the members shall have a lien upon the proceeds of the sale of the property of the Association after the payment of all of its just debts and obligations, subject to set-off of all debts, dues and obligations owed by the holder to the Association. After payment of all debts outstanding, the surplus remaining shall be paid and distributed pro rata among the membership of the Association at that time.

Section 4. Any member failing to pay dues or indebtedness ten (10) days after notice of failure to pay, said notice being given by certified mail, will be charged a ten percent (10%) late payment fee, and shall not be deemed a member in good standing until his/her dues and indebtedness are paid in full. Any member who has not paid his/her dues or indebtedness in full by May 1st shall be subject to having his/her voting privileges suspended by the Board of Directors.

Section 5. Upon cessation of membership for any cause, all indebtedness owing to the Association by the terminated member shall be a lien upon and charges against the terminated member.

Section 6. No special assessment shall be levied upon the members without approval of a majority of the members in good standing present or represented by proxy at a meeting duly constituted in accordance with Article VIII below. Due notice of any special meeting must be contained in the notice of the meeting.

Section 7. In order to support the water augmentation requirements for the Langtree subdivision, annual water meter readings for each completed home within the Association will be required. Failure to comply with the Association's requests for information may result in disciplinary action by the Association.

## **ARTICLE VIII MEETINGS**

### Section 1.

- a. The Annual Meeting of the Association shall be held during the month of January in each year, at such place and times as the Board of Directors may determine.
- b. The Annual Meeting shall be for the purpose of electing Directors, presenting committee reports, approving an annual budget, and for the transaction of all other business on the agenda. All business to be conducted at the meeting must appear on the agenda.

Section 2. Notice of the Annual Meeting and a preliminary agenda shall be given by mail to the members at least thirty (30) days prior to the Annual Meeting. Members in good standing shall have twenty (20) days following the receipt of this notice to submit to the Secretary in writing any items of business to be placed (and which shall be placed) on the agenda for the Annual Meeting. At least ten (10) days before the Annual Meeting, the Board of Directors shall distribute to the membership a copy of the agenda, an annual financial statement, a proposed budget for the following year, and the names of candidates for Directors as submitted by the Nominating Committee.

Section 3.

- a. Special meetings of the Association may be called by the Board of Directors. Also, upon written request of twenty percent (20%) of the members in good standing to the Secretary, stating purpose therefore, a special meeting shall be called by the Secretary within thirty (30) days.
- b. Special meetings of the Association may be held on five (5) days notice to all members. The notice shall state the purpose for which the special meeting is called and no other business shall be transacted thereat.

Section 4. Only members in good standing shall be entitled to vote in person or by proxy at meetings of the Association. Such proxy shall consist of written notice by the absent member indicating the member's intention, and is to be submitted to the presiding Chairperson prior to the vote on the issue or issues for which the proxy or proxies is intended. Voting may be via voice, but upon request of three (3) members present, voting shall be by roll call. A member in good standing shall be entitled to one (1) vote. Attending member family spouses should have prior agreement as to which person will vote as the designated member

Section 5. One third (1/3) of the members in good standing shall constitute a quorum at all Association meetings. A quorum shall include those present in person or authorized proxy statements on hand at the start of the meeting.

Section 6. Attendance at membership meetings of the Association shall be limited to members and their immediate family.

Section 7. Whenever in these Bylaws notice by mail to members is required, the mailing of such notices to the last known address of the members shall constitute notice.

Section 8.

- a. The Board of Directors shall hold its first meeting within one (1) month following the Annual Meeting.
- b. The Board of Directors may, by resolution, establish from time to time a schedule of its meetings and rules for the conduct thereof.
- c. Special meetings of the Board of Directors may be called by the President, and shall be called by the Secretary upon the request of two (2) members of the Board.

**ARTICLE IX**  
**NOMINATIONS**

Section 1. The Board of Directors shall appoint a Nominating Committee to propose a slate of Directors to be elected at the Association's Annual Meeting.

Section 2. Independent nominations of candidates for election at the Annual Meeting may be made from the floor.

**ARTICLE X**  
**COMMITTEES**

Section 1.

- a. The standing committees shall be (1) Architecture Control, (2) Finance, (3) Social, (4) Nominating, and (5) Neighborhood Improvement.
- b. The duties and powers assigned in these Bylaws to the standing committees shall be subject to the authority of the Board of Directors. Decisions and recommendations made by the standing committees shall be subject to approval by the Board of Directors.

Section 2. The Architecture Control Committee (ACC) shall define the required processes and actively engage in the maintenance of architectural control of building design, placement, materials, color, and construction. The ACC's span of control includes covenant enforcement and recommending approval of plans to the Board of Directors for new construction, modifications to existing structures, and property maintenance.

Section 3. The Finance Committee shall prepare the annual budget for submission to and approval by the Board of Directors, and shall exercise general supervision over the financial transactions of the Association.

Section 4. The Social Committee shall promote and organize neighborhood social activities for the enjoyment of the entire Association. As appropriate, the Board of Directors shall prepare a budget to support the activities planned by the Social Committee.

Section 5. The Nominating Committee, in accordance with Article IX, Section 1, shall nominate candidates for the Board of Directors.

Section 6. The Neighborhood Improvement Committee shall plan and organize activities needed to ensure proper upkeep and beautification of Association property. These activities include, but are not limited to, planting of shrubs/trees/flowers, sign maintenance, and grass mowing in drainage ditches. As appropriate, the Neighborhood Improvement Committee shall also recommend to the Board of Directors any improvements to Association property. The Board of Directors shall prepare the required budget to support the activities planned by the Neighborhood Improvement Committee.

Section 7. Such temporary committees as deemed necessary may be appointed by the Board of Directors and they shall terminate when the purpose of their formation has been fulfilled.

## **ARTICLE XI MISCELLANEOUS**

### Section 1.

- a. Each person who acts as a Director or Officer of the Association shall be indemnified by the Association against expense actually and necessarily incurred by said Director or Officer in connection with the defense of any action, suit or proceeding in which the Director or Officer is made a party by reason of being or having been a Director or Officer of the Association, except in intentional torts, or willful misconduct in the performance of the duties of the office.
- b. The right of indemnification provided herein shall be extended to each Director and Officer referred to in (a) whether or not the person is such Director or Officer at the time such cost or expense is imposed or incurred, and in the event of his/her death shall extend to his/her legal representatives.

Section 2. Any questions as to the meaning for proper interpretation of any of the provisions of these Bylaws shall be determined by the Board of Directors.

Section 3. These Bylaws may be amended by a two thirds (2/3) vote of the members present in person or represented by proxy submission at any meeting of the Association provided at least ten (10) days notice of such proposed amendment shall be given to each member.

Section 6. The Association and its facilities shall not be utilized for any enterprises without the prior approval of the Board of Directors.

## **ARTICLE XII**

Robert's Rules of Order shall be the standard for parliamentary procedure for the Association's meetings. In the event of conflict with the Bylaws, the Bylaws shall prevail.