

# **PART THREE**

## **BYLAWS**

## **SECTION 1**

### **Association Business**

- 1.1** The Association shall deposit all funds in an Association checking account at Chase Bank, Harbour Pointe, unless otherwise designated by the Board of Directors.

## **SECTION 2**

### **Meetings**

**2.1** A General Annual Meeting of all Homeowners shall be held in **October**, at a date, time, and place to be announced by the Board of Directors. Notice of the meeting shall be made to Homeowners at least one month in advance of the meeting. A quorum shall be constituted by those present. A majority vote of those present shall be sufficient for election of Board Members and other Association business except for amendments of the Covenants as specified in the Covenants and Restrictions of the Association. A letter of proxy may be used to cast a vote at any general meeting.

**2.2** Special Membership Meeting and Voting Procedures. When an issue before the entire membership of the Association requires a vote by the membership, a special meeting of the Association will be held. Members of the Association who are unable to be present at the meeting may cast their vote by utilizing a letter of proxy. Notification of the time and place of the meeting will also contain a statement making mention of this optional method of voting.

**2.3** Other General Meetings may be called by the Board of Directors during the year as needed.

**2.4** Meetings of the Board of Directors shall be held at times and locations to be determined by the Board. Those meetings shall be at least quarterly. Meetings may be called by the President(s) or any three of the Board members. A majority vote is needed to pass motions.

**2.5** The Board of Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all directors. Minutes should be taken. Any action so approved shall have the same effect as though taken at a regular scheduled meeting of the Board.

**2.6** Except where otherwise designated in these Bylaws, Robert's Rules of Order shall prevail at all Association Meetings.

## **SECTION 3**

### **Officers**

**3.1** The management of all the affairs, property and interest of the corporation shall be vested in a Board of Directors consisting of the following officers:

- One President and One Vice-President or Two Co-Presidents
- One Treasurer
- One Secretary
- Architectural Control Committee Chairman (A.C.C.)

**3.2** Officers shall be elected at the Annual Association Meeting for a one-year term. Directors must be members of the Association in good standing and shall be owners of record of a residential property or lot in Elliot Pointe Plat.

**3.3** All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by a majority vote of the remaining Board of Directors. A director elected to fill any vacancy shall hold office for the unexpired term of his predecessor.

**3.4** The term of office for newly elected members begins immediately upon election or appointment.

**3.5** At a General Meeting, the entire Board of Directors, or any member thereof, may be removed by a two-thirds majority vote of the Members then entitled to vote at an election.

## **SECTION 4**

### **Duties of Officers**

#### **PRESIDENT - CO-PRESIDENT**

If Co-Presidents are elected, they shall determine between themselves an appropriate and equitable allocation of responsibilities.

1. Chairing over all meetings of Board and General Membership.
2. Plan meetings and distribute agenda to the Board, one week before the meeting date for review.
3. Write President's column in newsletter.
4. General supervision of the affairs of the Association.

- (a). Authorize legal action and expenses incurred thereby only one authorized to speak with the lawyer.
  - (b). Give final approval to the newsletter and Association correspondence.
  - (c). Annually reviewing the Bylaws of the Association.
  - (d). Delegate and communicate duties to Board members or committee members.
- 5. To remain in touch with committee members and follow-up at the Board meetings.
- 6. Keep a register of all current members.
- 7. President cannot hold any other office.
- 8. At the Annual meeting, present a report of activities for the preceding year.

### **VICE PRESIDENT**

- 1. Carry out the President duties in her/his absence, or both Co-Presidents.
- 2. Establish and implement a system of communication with the general membership.
- 3. Arrange location for general membership meeting, confirm prior to the meeting.
- 4. Invite guest speakers if needed.
- 5. Bring Bylaws and Robert's Rules of Order to all meetings.

### **SECRETARY**

- 1. Record minutes at all Board and General meetings of the Association.
- 2. Type Association minutes for distribution;
  - (a). Give a copy to the President and keep a copy for the Secretary's book.
  - (b). Type and send minutes to E.P.H.A. members via mail or periodic newsletters.
- 3. Receive and answer all correspondence and report to board.
- 4. Keep a register of all current members.
- 5. Have copies of minutes available of the previous meeting.
  - (a). Make corrections if necessary.
- 6. Have available at the Annual meeting, the minutes of all previous Board meetings.
- 7. Draft newsletters to the membership at least twice/year.

8. Insure written notice and delivery of date, time, and place of the Annual meeting, to all members of the Association at least **one month prior** to the date of said meeting.

### **TREASURER**

1. Work with Management Company to prepare and keep a register of all dues collected and deposited.
2. Approved Association bills in a timely manner.
  - (a). Regular accounting practices shall be used for all transitions.
  - (b). Review checking account of Association Monies.
3. Work with Management Company to keep a file of receipts.
4. Make a quarterly report to the Board of Directors.
  - (a). At the Annual meeting give Treasury report on current year and annual spending
  - (b). Provide projected report for the current year.

### **ARCHITECTURAL CONTROL COMMITTEE CHAIRPERSON**

1. The A.C.C. Chairperson shall follow the Covenant Enforcement procedure as adopted by the board of Directors.
  - (a). The chairperson shall give written status reports of all complaints at Board meetings.
2. If there is no Architectural Control Committee, the Chairperson will refer to Board of Directors for additional help as needed.
  - (a). If there is a dispute not easily addressed in CC&Rs, Chairperson will bring to the Board of Directors for help resolving.
3. He/she shall receive all complaints that are received via mail, email, or hand delivered.
  - (a). All requests, complaints, and/or concerns must be in written form for action to be taken on the matter.
  - (b). Emergency situations can be done via phone, but the A.C.C. chairperson must follow up with a written complaint that is signed by the complaintee.
  - (c). If complaint is not a violation of the covenants, then complaintee must be notified of that fact.
  - (d). Respond back to the complaintee in a timely manner.
  - (e). It must be in writing or electronic writing (e.g. email), dated and signed because:



**(d)** "Official Capacity" means (i) When used with respect to a director, the office of director in the corporation, and (ii) when used with respect to a person other than a director as contemplated in subsection (10) of this Section, the elective or appointive office in the corporation held by the officer or the employment or agency relationship undertaken by the employee or agent in behalf of the corporation but in each case does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust other enterprise, or employee benefit plan.

**(e)** "Party" includes a person who was, is, or is threatened to be, made a named defendant or respondent in a proceeding.

**(f)** "Proceeding" means any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative.

## **6.2 Conditions to Indemnification.**

The corporation shall indemnify any person made a party to any proceeding (other than a proceeding referred to in subsection 9.3 (b) or 9.4 of this Section) by reason of the fact that he is or was a director against judgments, penalties, fines, settlements and reasonable expenses actually incurred by him in connection with such proceeding if:

**(a)** He conducted himself in good faith, and:

**(i)** In the case of conduct in his own official capacity with the corporation, he reasonably believed his conduct to be in the corporation's best interest, or

**(ii)** in all other cases, he reasonably believed his conduct to be at least not opposed to the corporation's best interests; and

**(b)** In the case of any criminal proceeding, he had no reasonable case to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself be determinative that the person did not meet the requisite standard of conduct set forth in this subsection.

## **6.3 Best Interest of Corporation.**

The corporation shall indemnify any person made a party to any proceeding by or in the right of the corporation by reason of the fact that he is or was a director against reasonable expenses actually incurred by him in connection with such proceeding if he or she conducted himself in good faith, and:

**(a)** In the case of conduct in his official capacity with the corporation, he reasonably believed his conduct to be in its best interests; or

**(b)** In all other cases, he reasonably believed his conduct to be at least not opposed to its best interest; provided that no indemnification shall be made pursuant to this subsection in respect of any proceeding in which such person shall have been adjudged to be liable to the corporation.

#### **6.4 Personal Benefit.**

A director shall not be indemnified under subsection 7.2 or 7.3 of this Section in respect of any proceeding charging improper personal benefit to him, whether or not involving action in his official capacity, in which he shall have been adjudged to be liable on the basis that personal benefit was improperly received by him.

#### **6.5 Reasonable Expenses.**

Unless otherwise limited by the Articles of Incorporation, a director who has been wholly successful, on the merits or otherwise, in the defense of any proceeding referred to in subsection 7.2 or 7.3 of this Section shall be indemnified against reasonable expenses incurred by him in connection with the proceeding.

#### **6.6 Determination of Indemnification.**

No indemnification under subsection 7.2 or 7.3 of this Section shall be made by the corporation unless authorized in the specific case after a de-termination that indemnification of the director is permissible in the circumstances because he has met the standard of conduct set forth in the applicable subsection. Such determination shall be made:

**(a)** By the Board of Directors by a majority vote of a quorum consisting of directors not at the time parties to such proceeding; or

**(b)** If such a quorum cannot be obtained, then by a majority vote of a committee of the Board, duly designated to act in the matter by a majority vote of the full Board (in which designated directors who are parties may participate), consisting solely to two or more directors not at the time parties to such proceeding; or

**(c)** In a written opinion by legal counsel other than an attorney, or a firm having associated with it an attorney, who had been retained by or who has performed services within the past three years for the corporation or any party to be indemnified, selected by the Board of Directors or a committee thereof by a vote as set forth in (a) or (b) of this subsection; or if the requisite quorum of the full Board cannot be obtained therefor and such committee cannot be established, by a majority vote of the full Board (in which selected directors who are parties may participate); or

**(d)** By the members.

Authorization of indemnification and determination as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by such legal counsel, authorization of indemnification and determination as to reasonableness of expenses shall be made in a manner specified in (e) of this subsection for the selection of such counsel. Votes held by directors who are parties in the proceeding shall not be voted on the matter under this subsection.

## **6.7 Payment of Reasonable Expenses.**

Reasonable expenses incurred by a director who is a party to a proceeding may be paid or reimbursed by the corporation in advance of the final disposition of such proceeding:

**(a)** After a determination made in the manner specified by subsection 7.6 of this Section, that the information then known to those making the determination (without under taking further investigation for the purposes thereof) does not establish that indemnification would not be permissible under subsection 7.2 or 7.3 of this Section;

**(b)** Upon receipt by the corporation of:

**(i)** A written affirmation by the director of his good faith belief that he has met the standard of conduct necessary for indemnification by the corporation as authorized in this Article; and

**(ii)** A written undertaking by, or on, behalf of the director to repay such amount if it shall ultimately be determined that he has not met such standard of conduct.

The undertaking required by **(b) (ii)** of this subsection shall be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make the repayment. Payments under this subsection may be authorized in the manner specified in subsection 9.6 of this Section.

## **6.8 Indemnification Resolution.**

No provision for the corporation to indemnify a director who is made a party to a proceeding, whether contained in the Articles of Incorporation, these Bylaws, a resolution of a member or directors, an agreement, or otherwise (except as contemplated by subsection (11) of this Section), or to the extent that indemnity hereunder is limited by the Articles of Incorporation, consistent therewith. Nothing contained in this Section shall limit the corporation's ability to reimburse expenses incurred by a director in connection with his appearance as witness in a proceeding at a time when he has not been made a named defendant or respondent in the proceeding.

## **6.9 Corporate Officers, Employees or Agents.**

Unless otherwise limited by the Articles of Incorporation:

**(a)** An officer-of the corporation shall be indemnified as and to the extent provided in subsection 7.5 of this Section for a director;

**(b)** The corporation shall provide indemnification, including advance of expenses, to an officer, employee, or agent of the corporation to the same extent that it may indemnify directors pursuant to this Section except that subsection 7.11 of this Section shall not apply to any person other than a director; and

**(e)** The corporation, in addition, shall have the power to indemnify an officer who is not a director, as well as employees and agent of the corporation who are not directors, to such further extent,

consistent with law, as may be provided by the Articles of Incorporation, these Bylaws, general or specific action of the Board of Directors, or contract.

#### **6.10 Insurance.**

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against such liability under the provisions of this Section.

#### **6.11 Report to Members.**

Any indemnification of a director in accordance with this Section, including any payment or reimbursement of expenses, shall be reported to the members with the notice of the next Members' meeting or prior thereto in a written report containing a brief description of the proceedings involving the director being indemnified and the nature and intent of such indemnification.

## **SECTION 8**

### **AMENDMENTS**

**7.1** The Board of Directors shall have the power to make, alter, amend and repeal the Bylaws of this corporation.

**7.2** These amended Bylaws, duly adopted by a majority vote of the Board of Directors on October 25, 2017, shall supersede and replace in entirety the original Bylaws of Elliot Pointe Homeowners' Association duly filed on:

April 13, 1995; and

April 15, 1985

and subsequent amendments thereto, including, but not limited to, those amendments on March 14, 1989 and March 9, 1993.