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**River Bend Property Owners
Association, Inc.
PO Box 337
Hardy, AR 72542**

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BYLAWS
FOR
RIVER BEND PROPERTY OWNERS ASSOCIATION, INC.
SHARP COUNTY AND FULTON COUNTY, ARKANSAS

These Bylaws, as approved on _____, _____, by a majority vote of the Membership of River Bend Property Owners Association, Inc. (hereinafter referred to as "RBPOA" or "Association"), via postal voting or ballot box voting, the final results presented at the Membership meeting on the date first written above, are hereby adopted and become effective on January 1, 2026, to govern the affairs of River Bend Property Owners Association, Inc., in conjunction with the original Declaration of Restrictions and all amendments, corrections and restatements thereto, shall supersede all previous Bylaws, which are hereby repealed.

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ARTICLE 1
Definitions

In addition to the terms elsewhere defined, including the Declaration of Restrictions, the following terms shall have the following meanings whenever used in these Bylaws or the Declaration of Restrictions:

- 1.1 "RBPOA" or "Association" shall mean and refer to River Bend Property Owners Association, Inc., a nonprofit mutual benefit corporation organized and existing under the laws of the State of Arkansas.
- 1.2 "Nonprofit Corporation" implies that no part of the net earnings or any income of the Corporation shall inure to the benefit of, or be distributed to its directors, officers, employees or members. No part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- 1.3 "Declaration(s)" shall mean and refer to this document and to the original Declaration of Restrictions dated the 4th day of September, 1986, filed on the 5th day of September, 1986 in the Sharp County Courthouse and recorded in book 230, page 337; the Amendment thereto dated the 19th day of November, 1998, filed on the 26th day of February, 1999 in the Sharp County Courthouse and recorded in book 1999, page 2730; the Restatement and Amendment thereto dated the 18th day of March, 2016, filed on the 18th day of March, 2016 in the Sharp County Courthouse and recorded in book 2016, page 4096 and filed on the 18th day of March, 2016 in the Fulton County Courthouse and recorded in book 2016, page 2016; the Correction thereto dated the 21st day of October, 2019, filed on the 15th day of November, 2019 in the Sharp County Courthouse and recorded in book 2019 page 17891 and filed on the 15th day of November, 2019 in the Fulton County Courthouse and recorded in book 2019, page 4851; and the Restatement and Amendment thereto dated the _____ day of _____, _____, filed on the _____ day of _____, _____ in the Sharp County Courthouse and recorded in book _____, page _____ and filed on the _____ day of _____, _____ in the Fulton County Courthouse and recorded in book _____, page _____.
- 1.4 "Articles" shall mean and refer to the River Bend Property Owners Association, Inc. original Articles of Incorporation, with all amendments, corrections and restatements thereto, under which the Association was established and registered with the State of Arkansas.
- 1.5 "Property" or "Properties" shall mean and refer to all the real property described in Exhibit "A" attached to the original Declaration and all amendments, corrections and restatements thereto previously recorded, and such other real property which have been or may be acquired or designated within the jurisdiction of RBPOA as provided in Exhibit "A" by amendment to the Declaration.
- 1.6 Common Properties and/or Common Elements (herein referred to as "Common Property") shall mean those areas so designated on any recorded subdivision plat of the properties, and to any area or improvement so designated in the Declaration, or such properties as subsequently may be acquired or designated by RBPOA, and otherwise in accordance with the terms herein.
- 1.7 "Board" shall mean the acting Board of Directors of RBPOA that has been duly elected by the Membership or appointed by the Board.

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- 1.8 "Director(s)" shall mean a Member in Good Standing that has been duly elected by the Membership or appointed by the Board.
- 1.9 "Legal Instrument" shall mean and refer to the legal document that has been recorded with the Sharp County or the Fulton County courthouse, or the notarized record of Contract/Lease for Deed. If the document is a Contract for Deed or a Purchase Agreement, the buyer(s) is considered the property owner(s). If the document is a 'Lease' and says 'for Deed', the lessee(s) is considered the property owner(s), otherwise the lessor(s) is considered the property owner(s).
- 1.10 "Property Owner(s)" shall mean and refer to a natural person as well as a corporation, partnership, association, trust, joint venture or other legal entity, which is legal title owner of a lot situated in the development as recorded with the Sharp County and the Fulton County courthouse.
- 1.11 "Member(s)" shall mean and refer to Property Owner(s) listed on the Legal Instrument that a copy was provided to the RBPOA office.
- 1.12 "Member(s) in Good Standing" or "Membership" shall mean a Member who has provided the RBPOA office with a copy of the Legal Instrument, has verified their contact information is correct or completed a current registration form, whose annual maintenance assessment for all lots owned (Tier 1 and Tier 2 as defined in Article 9, Paragraph 9.1 in the Declarations), incurred fines, or any other monetary obligations are current as reflected by RBPOA financial records and whose privileges and rights are not currently suspended. Registration forms are required to be filled out the first year of lot ownership, then every other year after that.
- 1.13 "Family Member" shall mean the relationship of a spouse, parent, sibling, child or grandchild. This definition also includes relatives who are considered step, in-law, adopted, half, or any other related term that identifies how persons are related to each other.
- 1.14 "Instrument in Writing" shall mean and refer to letters, words, numbers, or their equivalent set down in any medium or form, including paper, email, or other electronic message, computer file, or digital storage device.
- 1.15 "Physical Locations" shall mean and refer to the reader boards at the two (2) entrance gates, the incoming and outgoing sides of the two (2) security guard buildings, the five (5) comfort stations, the community building and the office.
- 1.16 "Online Locations" shall mean and refer to the official RBPOA website accessible at www.riverbendparkhardyar.com, and the official RBPOA Facebook group named River Bend Property Owners Association, Inc. This is a private group and only Members in Good Standing will be approved.
- 1.17 Gender and Grammar. The use of the masculine pronoun shall include the neuter and feminine, and the use of the singular shall include the plural where the context so requires.
- 1.18 Captions. The captions of each Article, Section and Paragraph hereof, as to the contents of each Article, Section and Paragraph, are inserted only for convenience and are in no way to be construed as defining, limiting, extending, or otherwise modifying or adding to the particular Article, Section or Paragraph to which they refer.

ARTICLE 2
Name, Location & Purpose

- 2.1 The name of the Corporation shall be River Bend Property Owners Association, Inc. (hereafter referred to as "RBPOA" or "Association").
- 2.2 The mailing address of RBPOA shall be PO Box 337, Hardy, AR 72542. The physical address of RBPOA shall be 145 Bluff Road, Hardy, AR 72542.
- 2.3 RBPOA was formed for the purpose of providing the Membership with an entity to assess properties for the cost of maintenance, provide adequate provisions for amenities, facilities and services, promote recreation, a sense of community, a safe and healthy environment, and for other social purposes.

ARTICLE 3
Common Properties and/or Common Elements

- 3.1 RBPOA maintains the common property within the subdivision, as they now exist or as added to in the future. Additional common property may be conveyed to RBPOA as necessary and proper. The common property shall remain undivided and shall not be the object of action for partition or division by any person.
- 3.2 No person may use the common property for any purpose, unless explicitly stated within these Bylaws. Certain described property may be used by Members in Good Standing in accordance with the purpose for which they are intended, in common with other Members in Good Standing, without hindering or encroaching upon the lawful rights of other Members.

ARTICLE 4
Board of Directors

- 4.1 Organization.
 - 4.1.1 RBPOA is a nonprofit mutual benefit corporation organized under the laws of the state of Arkansas, composed of Members as defined in Paragraph 1.12 of these Bylaws. The conditions, privileges, rights and restrictions of the membership are set forth in these Bylaws.
 - 4.1.2 RBPOA shall be governed by a Board of Directors consisting of nine (9) Members in Good Standing of the Association, having had Membership privileges and rights as set forth in Paragraph 1.12 of these Bylaws for at least one (1) year prior to the date of the annual Board election held the first Saturday in September each year, duly elected by the Membership or appointed by the Board. The President shall be an ex-officio, non-voting member of the Board, except in the event where a tie must be broken. The powers, duties, responsibilities and qualifications of the Board are set forth in these Bylaws.
 - 4.1.3 The Board shall have four (4) officers known as Board of Director Officers; President, Vice President, Secretary and Treasurer, and shall be appointed by the Directors to fulfill the requirements of the State of Arkansas laws, the Articles, the Declaration, and these Bylaws. The powers, duties, responsibilities and qualifications of the Officers are set forth in these Bylaws.

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- 4.1.4 The Board shall operate under a Code of Ethics which outlines the principles of conduct expected of all Directors including upholding the highest standards of integrity, honesty, and professionalism in all interactions and acting with respect and fairness towards the Membership. Each year, all Directors shall have from the time elected or appointed to the next scheduled Board meeting to read and sign the Code of Ethics. The Code of Ethics shall be reviewed and amended by the Board as needed, and adopted by a majority vote of the Board.
- 4.2 Governing Power. An individual Director shall have no powers of governance or administration, derived from the fact that each Director was elected or appointed to office. Such governing powers shall come only from actions of the Board as a whole, approved by a majority vote of the Board.
- 4.3 Term of Office. Three (3) new directors will be elected each year and shall serve a term of three (3) years. A Director's term shall begin at the close of the annual Board election and shall expire at the close of the annual Board election corresponding with the appropriate term.
- 4.4 Hierarchy. Incoming Director hierarchy is assigned via a randomized drawing. Should a director resign before the term is completed, those in lower hierarchical positions will automatically move up one level. Board appointed Directors will hold the last hierarchy position. When there are multiple board appointed directors at the same time, their hierarchy among themselves will also be established by a randomized drawing.
- 4.5 Qualifications. A Member wishing to serve on the Board must meet the following requirements along with the guidelines and procedures set out in the policy developed by the Election Committee and approved and adopted by the Board:
- 4.5.1 Be a Member in Good Standing of the Association, having had Membership privileges and rights as set forth in Paragraph 1.12 of these Bylaws for at least one (1) year prior to the date of the annual Board election held the first Saturday in September each year.
- 4.5.2 Must be listed on the legal instrument that the Tier 1 and Tier 2 (if applicable) Membership level annual maintenance assessment has been paid.
- 4.5.3 Be willing to act in the best interest of the Association and abide by all laws and regulations under which this organization must operate.
- 4.5.4 No fine received that is greater than \$100.00 (one hundred dollars), or a total of three (3) unexcused fines, during the past one (1) year as of the annual Board election in the year in which you apply, up to and including, the date in which you may be elected to the Board.
- 4.5.5 Be readily able to attend all Board and Membership meetings. A physical presence is preferred during meetings, although, with prior arrangement, attendance by phone or video conference shall satisfy as "attending".
- 4.6 Removal. A Director shall be removed from the Board for any of the following reasons:
- 4.6.1 By missing three (3) unexcused consecutive Board meetings and Membership meetings (family emergency or work are excused).

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- 4.6.2 By a majority vote of the Board for flagrant violations of the Code of Ethics.
 - 4.6.3 By a majority vote of the Board for misuse of Director position.
 - 4.6.4 By a majority vote of the Board for blatant disregard of the Declaration, the Bylaws or the Rules & Regulations.
 - 4.6.5 By a majority vote of the Membership present at a special called Membership meeting where evidence can be presented and just cause is shown for the removal.
 - 4.6.6 At any time that a sitting Director's membership is not in good standing as defined in Paragraph 1.12 of these Bylaws.

A Director removed from the Board may not run or serve on the Board for three (3) years from the date of removal.

- 4.7 Vacancies. If a Director, for any reason, does not complete a term of office, the Board shall appoint by a majority vote any Member in Good Standing to complete the vacant Director's remaining term of office.

The newly appointed Director shall serve in the position until the next scheduled annual Board election, where at such time if the remaining term has been fulfilled, the appointed Director would be eligible to run for election for a full term. If the remaining term has not been fulfilled, the newly appointed Director would be required to run as a 'Yes'/'No' vote at the annual Board election. If more 'Yes' votes are received than 'No' votes, the elected Director would then serve the remainder of that position's term.

If the newly appointed Director is appointed less than forty-five (45) days prior to the next scheduled annual Board election, they are not required to run as a 'Yes'/'No' vote until the following annual Board election. If the vacancy is not filled by the Board, it shall be filled at the next scheduled Membership meeting.

- 4.8 Right of Assessment.

- 4.8.1 The Board shall have the responsibility to levy and provide for collection of an annual maintenance assessment from the Membership to be used for the improvement and maintenance of properties, common properties, services, and facilities devoted exclusively to promote recreation, a sense of community, a safe and healthy environment and other social purposes for the Membership pursuant to Article 9 and Article 14 of the Declaration and all amendments, corrections and restatements thereto.

The use of the annual maintenance assessment shall include, but not limited to:

- 4.8.1.1 Payment of personal and property taxes assessed against all the property, common property, and vehicles owned by RBPOA.
- 4.8.1.2 Payment of insurance premiums of all policies required, in the reasonable judgment of the Board, for the protection of RBPOA, the Directors, the Officers, the employees, the properties, the common properties, the Membership, and equipment and vehicles owned by RBPOA.

- 4.8.1.3 Maintain, repair or replace the roads within the property.
- 4.8.1.4 Maintain, repair, replace or add to the facilities, equipment and supplies of RBPOA.
- 4.8.1.5 Maintain, repair, replace or add to amenities or services in the reasonable judgement of the Board.
- 4.8.2 The Board shall have the authority to raise or lower the annual maintenance assessment pursuant to Article 9, Paragraph 9.1, Paragraph 9.2, Paragraph 9.3 and Paragraph 9.4 of the Declaration and all amendments, corrections and restatements thereto.

4.9 Powers and Duties.

The Board's responsibilities and limitations are as follows:

- 4.9.1 Borrow money for the purpose of promoting recreation, a sense of community, a safe and healthy environment and other social purposes for the Membership as well as managing and maintaining said property, common property, equipment, supplies, and affairs of RBPOA, and shall have the power to mortgage property, common property, equipment, amenities or facilities in aid thereof upon approval of a majority vote of the Membership.
- 4.9.2 Manage and operate the common properties, facilities, and any other real estate, or improvements for the efficient operation of RBPOA.
- 4.9.3 Levy and collect service fees, usage charges, or other fees for the use of the common properties.
- 4.9.4 Adopt and publish Rules & Regulations and enact and publish resolutions, which the Board shall deem necessary for the efficient management and operation of RBPOA, including but not limited to, the use of the property, the use of the common property, the use of facilities, and the personal conduct of the Membership and their guest(s).
- 4.9.5 To maintain integrity and ensure consistency, decisions and actions of previous Boards are considered binding and generally should not be revisited. Undermining prior decisions creates instability and diminishes the Board's effectiveness. Reopening a previously settled matter requires demonstrable justification. If, after review, the original decision is maintained, it becomes unequivocally final and cannot be subject to further review by the same or subsequent Boards.
- 4.9.6 Levy and collect fines against any property owner who has violated any published Rules & Regulations, resolutions adopted by the Board, or for damages to any common properties or facilities. The property owner has the right to petition the Board for a hearing.

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- 4.9.7 Suspend some or all of the rights and privileges of any Member, including the right to vote on any motion at the annual Membership meeting, regular Membership meetings, special Membership meetings and the annual Board election, who is in default of, or refuses to pay any annual maintenance assessment, any special assessment, any service fee, any usage charge or any fine which has been properly levied. However, suspension for nonpayment of any type of assessment or any fine can be only for the period of the same that remains unpaid. The property owner has the right to request an appeal with the Membership Appeals Committee. The appeals hearing will be conducted as set forth by Board policy. The Membership Appeals Committee shall make a reasonable recommendation to the Board. The Board may follow, modify or impose different penalties, including suspension of property owners rights, privileges or services and/or fines for violations. If an appeal hearing has been requested, the Board may reinstate some or all rights, privileges or services until the Membership Appeals Committee hearing takes place.
- 4.9.8 Suspend some or all of the rights and privileges of any Member or their guest(s) who has violated any published Rules & Regulations, violated any Board adopted resolutions, for damages to any common property or facilities, or has broken any State or Federal Law. The property owner has the right to request an appeal with the Membership Appeals Committee. The appeals hearing will be conducted as set forth by Board policy. The Membership Appeals Committee shall make a reasonable recommendation to the Board. The Board may follow, modify or impose different penalties, including suspension of property owners rights, privileges or services and/or fines for violations. If an appeal hearing has been requested, the Board may reinstate some or all rights, privileges or services until the Membership Appeals Committee hearing takes place.
- 4.9.9 Appoint the Officers of RBPOA as set forth in these Bylaws, describing their job responsibilities, as well as the terms and conditions of their appointment, and obtain a security or fidelity bond for the Board Treasurer as defined in Paragraph 6.4.
- 4.9.10 Employ a Park Manager and Office Assistant, provide a job description for both positions, set the salary, terms and conditions of employment, and require a security or fidelity bond for the Park Manager if deemed necessary.
- 4.9.11 Hire employees that pass a background check and initial drug test, and are subject to random drug testing while employed.
- 4.9.12 Provide a job description for, and supervise the job performance of the employees of the park with an annual written evaluation.
- 4.9.13 Establish policies relative to the management and operation of RBPOA.
- 4.9.14 Keep a complete record of all its acts and of all RBPOA affairs, and present a summary statement at the annual Membership meeting, or at any special Membership meeting which has been requested in writing by fifteen percent (15%) of the voting Membership.
- 4.9.15 Designate a qualified auditing firm or an Arkansas licensed CPA to conduct an audit in year one (1), a review in year two (2) and a review in year three (3) of the accounts and financial transactions of RBPOA, and announce said designee at the annual Membership meeting. After year three (3), the cycle starts over.

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- 4.9.16 Make the books and records of RBPOA, including but not limited to, the Rules & Regulations, Resolutions passed by the Board, and minutes of Board meetings, Special meetings and Membership meetings available to the Membership for inspection and copying to the extent permitted by law.
 - 4.9.17 Abstain from voting in any situation where there is a conflict of interest or where the Director is in a position to profit from the transaction.
 - 4.9.18 Avoid entering into any contract or purchase agreement that would benefit any sitting Director or any candidate running for the Board.
 - 4.9.19 Provide for the orientation and education of newly elected or appointed Directors as soon as possible after the annual Board election or appointment.
 - 4.9.20 Perform a walkthrough at season opening and season closing of properties and facilities with the Park Manager including, but not limited to, water pumps and tank, water pump house, pool pumps, bath houses and gates.
 - 4.9.21 It shall be acceptable for Family Members of the Board or the Park Manager to work together as long as there is no conflict. To avoid a conflict of interest, Family Members may work together in the Maintenance Department, but may not work together if there is a Family Member employed in the RBPOA office. If at such a time should arise that a Family Member is already employed in the RBPOA office, and one become eligible to work in the Maintenance Department, or vice versa, the Family Members will have to make a decision as to which position will be employable.
- 4.10 Return of Association Property. Upon completion of Board term or termination of employment, all RBPOA property must be returned to the RBPOA office or the individual assuming the duties herein. This includes, but not limited to, laptops, mobile devices, keys, ID badges, proprietary documents, flash drives and any other materials or equipment of RBPOA. Upon leaving office or employment, Officer emails remain the property of RBPOA and should not be deleted. Failure to return such items, or deleting emails, may result in the withholding of final paycheck or other legal actions.

ARTICLE 5

Board of Directors Annual Election

5.1 General.

- 5.1.1 The annual Board election shall be held the first Saturday of September each year.
- 5.1.2 An election shall not be held if the number of candidates for an office does not exceed the number of positions to be filled. The nominated candidates shall be elected by acclaim. This does not include an unexpired term with an appointed Director meaning the 'Y/N' vote will still be applicable at the annual Board election.
- 5.1.3 The use of mechanical or electronic devices that can record sound or images is prohibited during Election Committee meetings and within one hundred feet (100') of the voting site. Said devices include, but not limited to, cell phones, digital phones, cameras, phone cameras, sound recorders, tablet computers, laptop computers, smart watches capable of messaging or recording sound or images, and any other device that may communicate wirelessly, or be used to record sound or images. A voting site is the area where the voter marks the ballot. At no time shall any election materials be copied or duplicated, including but not limited to draft ballots, candidate information prior to being vetted, voter signature book, etc.

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- 5.1.4 Campaigning is not allowed within one hundred feet (100') from the entrances/exits to the polling site used by voters on the day of election or early voting. Candidates and their supporters may not post signs, handout campaign materials, solicit signatures on petitions, solicit charitable contributions, wear campaign apparel or accessories, harass Members, or do any electioneering of any kind. In addition, no person is permitted to remain in the area of the polling except while in the process of entering or exiting the polling site.
- 5.2 Candidacy. Members wishing to serve on the Board must meet the requirements defined in Paragraph 4.4 of these Bylaws.
- 5.3 Election Committee.
- 5.3.1 The annual Board election shall be conducted under the direction of the Election Committee. Three (3) months prior to the annual Board election, the President, with approval of the majority of the Board, shall appoint the Chairperson of the Election Committee. The Chairperson shall then select the Election Committee members with a minimum of four (4) Members in Good Standing (or more as needed).
- 5.3.2 No Officer, Director, Candidate, or immediate Family Member of a Candidate may be a member of the Election committee.
- 5.3.3 The list of candidates shall be presented to the Election Committee Chairperson by the Board Secretary forty-five (45) days prior to the annual Board election. Upon delivery of the list of candidates to the Election Committee Chairperson, the candidate's eligibility shall be verified and then announced to the Board. There shall be no disclosure of the list of candidates prior to this announcement. The Election Committee shall proceed with the preparation of the ballots and the planning of the annual Board election.
- 5.3.4 A brief biography of each candidate shall be prepared and furnished to the Board Secretary to post on the online locations and physical locations forty (40) days prior to the annual Board election. This excludes the 'Yes/No' candidates.
- 5.4 Election.
- 5.4.1 In the event the election is delayed for any reason, it shall be rescheduled as soon as practical following elimination of the reason for the delay.
- 5.4.2 The election of the Directors shall be by written ballot. The Directors shall be elected at large. In the event there are more candidates than there are open Board positions, the Members receiving the largest number of votes will be elected.
- 5.4.3 Any cast vote for the annual Board election which is unqualified or restricted in any way is invalid and shall not be counted.
- 5.4.4 At the voting start time posted on the notice, the President shall call the annual Board election meeting to order, and then turn it over to the Election Committee Chairperson to provide further instructions. The President shall then call the annual Board election meeting to recess and wait to hear from the Election Committee Chairperson when counting and tabulations are completed.

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- 5.4.5 The secure ballot box shall be retrieved by the Election Committee Chairperson for verification, counting and tabulation by the Election Committee members.
 - 5.4.6 The Election Committee will proceed with the counting and tabulation of all cast votes. The Election Committee shall have the right to appoint a Counting Committee consisting of such number of Members in Good Standing as the Election Committee shall deem necessary to assist in the counting and tabulation of the ballots. No Officer, Director, Candidate, or immediate Family Member of a Candidate may serve on the Counting Committee.
 - 5.4.7 The election results shall be announced at the reconvened annual Board election meeting by the Election Committee Chairperson, and the tabulated results presented to the Board Secretary for recording as a permanent record. The Board Secretary shall post the election results on the online locations and physical locations.
 - 5.4.8 The Election Committee Chairperson shall file the election result tally, voter signature book, ballots and any other documents pertaining to the annual Board election in the archives as part of the Association's official records. The posted election results on the physical locations shall be removed by the Board Secretary fifteen (15) days after the election results announcement regardless of a recount request.
 - 5.4.9 Voting by proxy shall not be permitted for the annual Board election.

ARTICLE 6

Board of Director Officers and Park Management

Immediately after the announcement of Directors at the annual Board election, or Board appointment of a Director, to ensure a smooth transition, the new Board shall meet with the outgoing Directors for the purpose of organization and transfer of knowledge. The outgoing Directors shall turn over all RBPOA materials, documents, keys and special key cards if issued to them. The past President will preside at this meeting until new Officers are elected, even if this Officer is no longer a member of the Board.

- 6.1 President. The President shall serve as the principal Executive Officer, as Registered Agent of RBPOA, preside at all Board and Membership meetings and shall, in general, supervise and control the business affairs of RBPOA for all deeds, bonds, contracts, and other obligations and instruments authorized by the Board to be executed and, along with one or more other Officer(s), shall sign all documents of the Association.
- 6.2 Vice President. The Vice President shall perform the duties of an absent President and, when so acting, shall have all the powers and be subject to all the restrictions upon the President. The Vice President shall perform other duties assigned by the President or the Board from time to time.
- 6.3 Secretary. The Board Secretary shall have the following responsibilities:
 - 6.3.1 Keep all records of the organization on file, including committee reports, and keep an up-to-date list of the Membership.

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- 6.3.2 Take minutes at all annual, regular and special Board and Membership meetings, handle correspondence and prepare the agenda for meetings. The minutes shall include the recording of presented, seconded, and voted on motions and resolutions. Originals of minutes shall be filed in the office and posted on the online locations. The Board Secretary must know how to call a meeting to order in the absence of the president and vice president.
 - 6.3.3 Bring to each meeting the minutes, Bylaws, Rules & Regulations, Membership list, Committee Membership lists, meeting agenda, records, ballots and any other necessary supplies.
 - 6.3.4 Bring all correspondence to the attention of the board and respond accordingly as required. The Board Secretary shall keep track of director's terms of office.
 - 6.3.5 Ensure that no official records leave the park premises at any time, by any director, member or employee, except for official business with legal authority.
 - 6.3.6 Offer guidance and instruction to the Office Assistant (who reports to the Treasurer) relating to correspondence to Members pertaining to abandoned/neglected lots, fines or other information, all within the scope of regular duties.
 - 6.3.7 In general, perform all the duties as incident to the office of the Board Secretary and such other duties assigned by the President or the Board from time to time.
- 6.4 Treasurer. The Treasurer shall have the following responsibilities:
- 6.4.1 Be bonded for the faithful discharge of duties.
 - 6.4.2 Have charge and be responsible for all monies, securities, receipts, disbursements, and chart of accounts that are performed on a daily basis.
 - 6.4.3 Provide a monthly statement at annual and regular Board and Membership meetings showing the financial condition of RBPOA.
 - 6.4.4 The annual budget report for the current year will be posted on the online locations and be available in the office.
 - 6.4.5 Manage and coordinate the Office Assistants responsibilities, including but not limited to, new Member onboarding, keeping accurate Membership records, managing phone calls and invoice and payment processing.
 - 6.4.6 In general, perform all the duties as incident to the office of the Treasurer and such other duties assigned by the President or the Board from time to time.
- 6.5 Park Manager. The Park Manager shall be an ex-officio member of the Board with the right to take part in discussion(s), but not to vote. The Park Manager shall be charged with the maintenance, improvement and betterment of common property, equipment and other terms and conditions agreed upon by the Board and Park Manager. The President and the Vice President shall supervise and assign the Park Manager daily, weekly and monthly duties and projects that have been prioritized by the Board, including those specifically outlined in a job description prepared and adopted by the Board. The Park Manager shall oversee and manage RBPOA Rules & Regulations directly under the supervision of the President and the Vice President.

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- 6.6 Absence or Incapacity. If any officer of the Board or employee is unable to perform their assigned duties due to absence or incapacity, or if there is a vacancy in any position, the President may designate another person to fulfill those responsibilities. This arrangement will continue until the officer of the Board or employee is able to resume their duties, or until the vacancy is filled by the Board.

ARTICLE 7 Membership

Membership requirements are defined in Paragraph 1.9 to Paragraph 1.12 of these Bylaws.

ARTICLE 8 Voting

8.1 General.

- 8.1.1 Only Members in Good Standing as defined in Paragraph 1.12 of these Bylaws are eligible to vote.
- 8.1.2 Members in Good Standing shall be entitled to cast one (1) vote on each matter requiring a vote by the Membership and shall be entitled to one (1) vote for each annual maintenance assessment paid on an additional Tier 1 Membership.
- 8.1.3 If a Membership is held by two (2) or more co-owners (for example husband and wife), the Members in Good Standing vote will be cast as the co-owners decide among themselves. The co-owner authorized to cast the Membership vote shall be one of the names listed on the legal instrument provided to the RBPOA office. If the property is in Trust, the Trustee shall cast the vote. If the property is in Testate, the Executor shall cast the vote.
- 8.1.4 A majority of the votes cast by the Membership shall prevail on all issues, except as defined elsewhere in these Bylaws.

8.2 Methods of Voting.

- 8.2.1 Ballot Voting. The Member in Good Standing will receive a ballot before the commencement of, or during the Membership meeting.
- 8.2.1.1 Early Voting - Mail-In Ballot.
- 8.2.1.1.1 Early voting mail-in ballots, which lists all qualified candidates, shall be posted to the official RBPOA website thirty (30) days prior to the annual Board election.
- 8.2.1.1.2 The ballot should be printed and then completed by clearly marking the candidates of choice to be elected to the Board. If there are any other measures to be voted on, those should be clearly marked.

8.2.1.1.3 The Member in Good Standing shall fill in their lot and block, print their name as shown on the recorded instrument with the RBPOA office, and sign and date the ballot. To be a legal vote, the ballot has to be notarized.

8.2.1.1.4 Once notarized, the ballot shall be placed in an envelope and sealed. The word 'BALLOT' and the lot and block shall be written or stamped on the outside lower left hand corner of the envelope.

8.2.1.1.5 The ballot should be mailed to **River Bend Property Owners Association, Inc., PO Box 337, Hardy, AR 72542**. Mailed ballots must be received the day before the annual Board election to be valid and counted.

8.2.1.1.6 When an envelope with the word 'BALLOT' is received at the RBPOA office, it shall remain unopened and placed in the secure ballot box.

8.2.1.2 Early Voting – In Office Ballot.

8.2.1.2.1 Early voting ballots, which lists all qualified candidates, shall be available in the RBPOA office thirty (30) days prior to the annual Board election.

8.2.1.2.2 The Member in Good Standing must show a valid photo ID to the RBPOA office personnel in order to receive a ballot to vote. The Member in Good Standing shall sign their name next to their lot and block in the Voter Signature Log. The RBPOA office personnel shall initial and date the Verification box in the Voter Signature Log, initial the ballot in the corner and furnish it to the Member in Good Standing.

8.2.1.2.3 The ballot shall be completed by clearly marking the candidates of choice to be elected to the Board. If there are any other measures to be voted on, those should be clearly marked.

8.2.1.2.4 Once completed, the ballot shall be placed in an envelope and sealed. The word 'BALLOT' shall be written or stamped on the outside of the envelope and then placed in the secure ballot box.

8.2.1.3 Voting Day - In Person Ballot.

8.2.1.3.1 The Member in Good Standing must show a valid photo ID to the Election Committee member in order to receive a ballot to vote which lists all qualified candidates. The Member in Good Standing shall sign their name next to their lot and block in the Voter Signature Log. The Election Committee member shall initial and date the Verification box in the Voter Signature Log, mark the ballot in the corner and furnish it to the Member in Good Standing.

8.2.1.3.2 The ballot shall be completed by clearly marking the candidates of choice to be elected to the Board. If there are any other measures to be voted on, those should be clearly marked.

8.2.1.3.3 Once completed, the ballot shall be placed in the secure ballot box.

8.2.2 Show of Hands Voting. The Member in Good Standing will receive a paddle before the commencement of, or during the Membership meeting.

8.3 Voting by Proxy.

8.3.1 Board. Voting by proxy shall not be permitted for any type of Board meeting.

8.3.2 Membership. Voting by proxy shall be permitted only for special Membership meetings. A Member in Good Standing shall print the special Membership meeting proxy form which includes the purpose of the special Membership meeting from the official RBPOA website, fill it out in its entirety, have it notarized and then transmit it to the proxy who shall transmit the proxy form to the special Membership meeting. If not filled out correctly or notarized, it will be considered incomplete and will not be accepted. All proxy forms must be turned in to the Board Secretary prior to the start of the meeting. The proxy shall be effective only for the date of the meeting listed on the proxy form, and is considered revoked at the end of the meeting.

ARTICLE 9 Meetings

9.1 Meetings.

9.1.1 Board of Directors.

9.1.1.1 Annual Election. On the first Saturday of September each year, immediately after the annual Board election, or as soon thereafter as practicable, the Board shall meet at an agreed upon location by all Directors. At this time, the newly elected Directors shall assume their duties, and Officers shall be elected.

9.1.1.2 Regular Meetings. The Board shall meet regularly at least once per month on a day and time to be set by the Board in order to address general business and take action as necessary. Any such monthly meetings may be dispensed with by the President for good and sufficient reason. No further notice of other regular meetings is required except when changed from the day or time previously set.

9.1.1.3 Special Meetings. Special Board meetings, as deemed necessary, may be called by the President; must be called by the President at the request of any Officer; or must be called by the President at the request of any two (2) Directors. Each Director and the Membership shall be notified of every special Board meeting prior to the meeting as far in advance as possible with delivery of such notice. Notice of such meeting shall include an agenda for the meeting. Motions at a special Board meeting should be limited to the purpose for which the meeting has been called.

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- 9.1.1.4 Executive Session. The Board shall be empowered to call an executive session regarding personnel or confidential matters. The executive session shall be closed and members not on the Board will be asked to leave. All matters discussed shall remain confidential and not disclosed to any Member or other individual with the exception of the summary of the executive session. Any Director who violates the confidential nature of the executive session is subject to immediate removal.
- 9.1.1.5 Member Attendance. All Board meetings shall be open to the Membership as observers only, but they have no rights with reference to the proceedings unless the Board specifically asks.
- 9.1.2 Membership.
- 9.1.2.1 Annual Meeting. The annual Membership meeting shall be held on the third (3rd) Saturday of February each year. However, in the event the annual Membership meeting is delayed for any reason, it shall be rescheduled as soon as practical following elimination of the reason for the delay. Regular Membership meetings, quiet time hours and pool hours shall be set at the annual Membership meeting for the rest of the season.
- 9.1.2.2 Regular Meetings. Regular Membership meetings shall be set each year at the annual Membership meeting as to how often, the day, the time and the location in order to address general business.
- 9.1.2.3 Special Meetings. Special Membership meetings may be called for any purpose at any time by the Board or by the President. A special Membership meeting must be called if fifteen percent (15%) of the Membership have signed, dated, and delivered to any Officer one or more written demands for such a meeting describing the purpose(s) for which it is to be held. Only business with the purpose(s) described in the written demand may be conducted at the special Membership meeting. Electronic signatures will not be considered legal and will not be accepted.
- 9.2 Notice. Notice of all meetings shall be made by the Board Secretary and shall set forth, in general, the nature of the business to be transacted. The Board Secretary is authorized to provide notice of meetings in any electronic form now existing, or which may be in use in the future, that will provide notice of a meeting to Members.
- 9.2.1 Annual Board Election. Notice shall be posted on the online locations and physical locations no less than thirty (30) days prior to the meeting.
- 9.2.2 Annual Membership Meeting. Notice shall be posted on the online locations and physical locations no less than seven (7) days prior to the meeting.
- 9.2.3 Regular Meetings. Notice shall be posted on the online locations and physical locations no less than five (5) days prior to the meeting.
- 9.2.4 Special Meetings. Notice shall be posted on the online locations no less than two (2) hours prior to the meeting and physical locations no less than three (3) days prior to the meeting (if feasible).
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9.3 Quorum.

9.3.1 Board. The physical presence, presence by telephone, presence by Zoom or any such virtual means of at least five (5) Directors shall constitute a quorum. The quorum must be established when the meeting is called to order. All Board decisions must be made by the vote of a majority of all Directors, except as otherwise provided. In the event that there is not a quorum, the meeting time can be adjusted, the meeting can be recessed to assemble a quorum or the meeting can be adjourned and rescheduled for another time.

9.3.2 Membership. Any Member in Good Standing present at any meeting shall constitute a quorum. All decisions shall be made by a majority of the Membership present and voting.

9.4 Parliamentary Authority. The most recently published edition of Robert's Rules of Order Newly Revised and Parliamentary Procedure, or a simplified version thereof if adopted by the Board, governs RBPOA in all parliamentary situations that are not provided for in the laws for the state of Arkansas, the Declaration, the Articles, these Bylaws or set policy.

9.5 Recording of Meetings. Board meetings will be recorded by the Board Secretary or a designee. The recordings will be retained for a period of no less than six (6) months. A copy of the minutes summarizing the meetings shall be posted on the online locations and available at the office. Additionally, a copy of the minutes shall be placed in a binder/folder and retained as part of the Association's official records.

ARTICLE 10 Committees

10.1 All committee members must be Members in Good Standing.

10.2 A Director shall serve as an ex-officio Member of each committee in advisory capacity only, without voting privileges.

10.3 Three (3) months prior to the annual Board election, the President, with approval of the majority of the Board, shall appoint a Chairperson to the following Committee(s).

Election

10.4 One (1) month after the annual Board election, the President shall appoint to the following Committee(s) five (5) or more Members.

Abandoned / Neglected Property

Activities

Articles of Incorporation / Bylaws / Declaration of Restrictions / Rules & Regulations

Audit

Planning / Disaster / Special

Membership Appeals

10.5 The President may also appoint other committees as deemed necessary.

10.6 Each committee shall elect a Chairperson by a majority vote of the active members with a required quorum.

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- 10.7 Each committee shall elect a Secretary by a majority vote of the active members with a required quorum. The Secretary shall record and maintain minutes of their meetings. Copies of these minutes shall be forwarded to the Board Secretary for inclusion in the Board meeting minutes in a timely manner.
 - 10.8 Each committee shall meet as necessary at the request of the Board or at the discretion of the Chairperson of that committee.
 - 10.9 It is the duty of each committee to discuss and analyze the problems within its area of concern. All committees shall perform such duties as are set out in the guidelines for said committees as adopted by the Board, and any such further duties as the Board may authorize.
 - 10.10 The structure, function, and responsibilities of each standing committee shall be determined as provided in Board policy.

ARTICLE 11 Exclusive Powers

RBPOA shall have the exclusive right to contract on behalf of the Membership for all maintenance of common property, goods, services and insurance, payment for which is to be made from the common expense fund, and the actions of RBPOA shall be through its properly designated and authorized Officers who sit on the Board.

ARTICLE 12 Annual Maintenance and Special Assessments for Common Expenses

- 12.1 By December of each year, the Directors shall estimate the cost of providing the services for which it is obligated under these Bylaws during the next fiscal year, including a reasonable provision for contingencies and replacements and less any expected income and surplus from the prior year's fund. The estimated cash requirements for the next fiscal year as so determined shall be assessed to each lot in the subdivision as defined in Article 9, Paragraph 9.1, Paragraph 9.2 and Paragraph 9.3 in the Declaration.
- 12.2 If the estimated cash requirements should prove inadequate, for any reason, the Board may at any time, levy a special assessment, which shall be assessed to each lot in the subdivision as defined in Article 9, Paragraph 9.1, Paragraph 9.2 and Paragraph 9.3 in the Declaration, unless otherwise provided herein.
- 12.3 Each owner shall be obligated to pay annual maintenance assessments and/or special assessments made pursuant to these Bylaws. The Board has the power to enforce the provisions of Article 9 and Article 14 of the Declaration. No annual maintenance assessment shall be charged against any lot owned by River Bend Property Owners Association, Inc.
- 12.4 Annual maintenance assessments will be billed in January of each year with invoices emailed to each Member, unless the Member has made prior arrangements with the RBPOA office to have an invoice USPS mailed. Annual maintenance assessments will be due and payable by March 15th. Special assessments, surcharges and fines will be due and payable thirty (30) days after the billing date set forth on the invoice. All invoices are due and payable by the Member whether or not the facilities of RBPOA have been utilized.

ARTICLE 13
Default In Payment of Assessment

Each annual maintenance assessment and each special assessment made pursuant to these Bylaws shall be separate, distinct and personal debts and obligations of the owners. Suit to recover a money judgment for unpaid common expense levies may be maintained in the name of RBPOA by its Officers.

ARTICLE 14
Enforcement

Each property owner shall strictly comply with the provisions of these Bylaws, the Declaration of Restrictions and the Rules & Regulations including all amendments. The RBPOA Board shall have the right to exercise any remedy at law or equity to compel strict compliance. All charges to a lot, a property owner, or a property owner's guest that are delinquent for work performed upon the real property, damages to any park property, disaster repair and restoration, or noncompliance with the covenances, conditions and restrictions shall become in lien against the real property, or personal property sold should the property owner fail or refuse to pay any delinquent balances.

In the event that the Court system must be used for the purpose of enforcing any of the Bylaws, the Declaration or the Rules & Regulations of RBPOA, then the cost associated with such enforcement, including attorney fees, court costs, lien fees, and other expenses incurred, shall become the responsibility of the property owner if said property owner loses in the judgment.

ARTICLE 15
Real and Personal Property

RBPOA may acquire and hold for the benefit of the Membership real property, tangible property, and intangible property by sale, or otherwise useable lots. No common property can be sold.

ARTICLE 16
Contracts, Loans, Checks, Deposits

- 16.1 Contracts, Checks, Drafts, Etc. All contracts, checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness entered into, or issued in the name of RBPOA, shall be signed by such Officer(s) or agent(s) of RBPOA and in such manner as shall from time to time be determined by a majority vote of the Board.
- 16.2 Loans. No loans shall be contracted on behalf of RBPOA, and no evidences of indebtedness shall be issued in its name, unless authorized by a majority vote of the Board. Such authority may be general or confined to specific instances.
- 16.3 Deposits. All funds of RBPOA shall be deposited to the credit of RBPOA in such banks, trust companies or other depositories as selected in accordance with the established investment policy of the Board.

ARTICLE 17
Bylaws: Amendment, Emergency Amendment

- 17.1 Amendment. Except as otherwise provided herein, the provisions of these Bylaws may be amended by a majority vote of the Membership by an instrument in writing, affirmed and adopted as provided in Article 8. These Bylaws and any amendments thereto shall become effective and binding on the property owners of River Bend Property Owners Association, Inc. upon the recording of this instrument with the County Clerk and Ex-Officio Recorder of Sharp County and Fulton County, Arkansas.
- 17.2 Emergency Amendment. Anything to the contrary notwithstanding, if the Board should determine that an amendment must be adopted and made effective immediately to prevent substantial and irreversible danger to the health, safety or financial security of RBPOA, the Board may by affirmative vote of at least seven (7) Directors, adopt such emergency amendment and the provisions of Paragraph 17.1 hereof shall not apply. Any such emergency amendment shall be presented for ratification at the next scheduled Membership meeting.

ARTICLE 18
Controlling Provisions

- 18.1 In the case of any conflict between the Articles and the Bylaws, the Bylaws shall supersede.
- 18.2 In the case of any conflict between the Bylaws and the Declaration, the Bylaws shall supersede.
- 18.3 In the case of any conflict between the Articles and the Declaration, the Bylaws shall supersede.

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CERTIFICATION

I, _____, President of River Bend Property Owners Association, Inc. and I, _____, Secretary of River Bend Property Owners Association, Inc., an Arkansas corporation, certify that the foregoing Bylaws for River Bend Property Owners Association, Inc., Sharp County and Fulton County, Arkansas, were duly adopted by a majority vote of the Membership of River Bend Property Owners Association, Inc., via postal voting or ballot box voting and presenting the final results at the Membership meeting on the _____ day of _____, _____.

Board President Signature

Board Secretary Signature

Board President Printed Name

Board Secretary Printed Name

Date

Date

STATE OF ARKANSAS

COUNTY OF _____

ACKNOWLEDGMENT

BE IT REMEMBERED, on this _____ day of _____, _____
before me, a Notary Public, duly commissioned and acting in and for the county and state aforesaid,

(RBPOA Board President) and

(RBPOA Board Secretary), personally appeared and
has satisfactorily proven to be such person(s) who states and acknowledged that they had so
signed, executed and delivered said foregoing instrument for the consideration, uses and purposes
therein mentioned and set forth.

WITNESS my hand and official seal as such Notary Public on this _____ day of
_____, _____.

My Commission Expires:

Notary Public