

**HILLCREST VILLAGE**  
**PROPERTY OWNERS ASSOCIATION INC.**  
**BYLAWS**

**TABLE OF CONTENTS**

	<b>Page</b>
<b>ARTICLE I</b> <b>NAME</b> _____	<b>1</b>
<b>ARTICLE II</b> <b>DEFINITIONS</b> _____	<b>1</b>
<b>ARTICLE III</b> <b>MEETINGS OF THE MEMBERSHIP</b> _____	<b>2</b>
<b>ARTICLE IV</b> <b>NOMINATION AND ELECTION OF DIRECTORS</b> _____	<b>3</b>
<b>ARTICLE V</b> <b>BOARD OF DIRECTORS</b> _____	<b>4</b>
<b>ARTICLE VI</b> <b>BOARD OF DIRECTORS MEETINGS</b> _____	<b>4</b>
<b>ARTICLE VII</b> <b>POWERS &amp; DUTIES OF THE BOARD OF DIRECTORS</b> __	<b>5</b>
<b>ARTICLE VIII</b> <b>OFFICERS AND THEIR DUTIES</b> _____	<b>7</b>
<b>ARTICLE IX</b> <b>COMMITTEES</b> _____	<b>8</b>
<b>ARTICLE X</b> <b>BOOKS AND RECORDS</b> _____	<b>9</b>
<b>ARTICLE XI</b> <b>CORPORATE SEAL</b> _____	<b>9</b>
<b>ARTICLE XII</b> <b>PARLIAMENTARY AUTHORITY</b> _____	<b>9</b>
<b>ARTICLE XIII</b> <b>AMENDMENTS</b> _____	<b>9</b>

## **ARTICLE I**

### **NAME**

The name of the Association is Hillcrest Village Property Owners Association, Inc.

## **ARTICLE II**

### **DEFINITIONS**

- (a) The terms used in these bylaws shall have the same meaning as given in the Declaration of Covenants, Conditions and Restrictions for Hillcrest Village Property Owners Association Inc.
- (b) “Member” shall mean the Owner on record of any Lot/home located within the perimeter of Hillcrest Village.
- (c) “Association” shall mean the Hillcrest Village Property Owners Association.
- (d) “Board” shall mean the Hillcrest Village Board of Directors.
- (e) “Officer(s)” shall mean any Officer seated on the Board of Directors.
- (f) “MCA” shall mean the Meadowcrest Community Association, Inc.

## ARTICLE III

### MEETINGS OF THE MEMBERSHIP

**Section 1 ANNUAL/REGULAR MEETINGS:** The Annual Meeting of the Members shall be held each November, but in no event shall more than thirteen (13) months pass between Annual Meetings. Regular quarterly meetings shall be held in February, May and September.

**Section 2 SPECIAL MEETINGS:** A special meeting of the Members may be called at any time by the President, or by the Board of Directors of the Association or upon written request of thirty percent (30%) of the Members who are entitled to vote. Such requests should be mailed to the Secretary of the Association.

**Section 3 NOTICE OF MEETINGS:** Written notice of each meeting shall be given by, or at the direction of, the Secretary or person authorized to call the meeting by mailing a copy of such notice, at least fifteen (15) days, but not more than thirty (30) days prior to such meeting, to each Member entitled to vote, mailed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of receiving such notice. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a Special Meeting, the purpose of the meeting.

**Section 4 QUORUM:** The presence at the meeting, in person or by proxy, of Members entitled to cast thirty percent (30%) of the votes of the membership shall constitute a quorum for authorization of any action, except as may otherwise be provided in the Articles of Incorporation or these Bylaws. If a quorum is not present at any meeting, the Members present, entitled to vote, shall have the power to adjourn the meeting from time to time, without notice other than the announcement at the meeting, until a quorum is present.

**Section 5 PROXIES:** At all meetings, each Member may vote in person or by proxy. All proxies shall be in writing, signed by the Member or his/her duly authorized attorney in fact, and filed with the Secretary. Proxies shall be fully revocable, unless otherwise stated on the face of the proxy.

## ARTICLE IV

### NOMINATION AND ELECTION OF DIRECTORS

**Section 1 NOMINATION:** Nomination for election to the Board of Directors shall be made by a Nominating Committee. A Member may also nominate him/herself from the floor at the Annual Meeting. The Nominating Committee shall be appointed by the Board of Directors prior to the February meeting of the Members, to serve from the February meeting until the close of the next Annual Meeting and the appointments shall be announced at the February meeting. The Nominating Committee shall consist of three (3) Members of the Association and a Member of the current Board of Directors. The membership of the Nominating Committee shall select a member of the committee to be the chairperson.

**Section 2 ELECTION:** Election to the Board of Directors shall be by written ballot. The Nominating Committee shall present a slate of nominees for election to the Board of Directors at least sixty (60) days before the date of the Annual Meeting. This slate shall include nominees for at least as many Directors as are required to bring the Board to its authorized numbers. Recommendations for nomination may be made by any Member of the Association. The slate of nominees shall be presented to the membership at the September meeting, at which time additional nominations shall be accepted from the floor. Upon adjournment of the September meeting, nominations shall be closed, except that a Member may nominate him/herself from the floor at the Annual Meeting. A proxy form and biographical information on each candidate shall be sent to the voting membership at least fifteen (15) but not more than thirty (30) days prior to the Annual Meeting. Members who do not attend the Annual Meeting may assign their proxies to the Secretary of the Association or to another voting Member of the Association. Proxies must be returned to the administrative office of the Association no later than 5 PM on the day prior to the Annual Meeting or presented at the Annual Meeting. Ballots shall be provided to voting Members of the Association identified by their legal signatures on the Members roll at the Annual Meeting of the Association. Additional ballots shall be provided for each legal proxy held. A committee of tellers appointed by the President shall validate each ballot and record each vote. Cumulative voting shall not be permitted. The persons receiving the largest number of votes cast, and attested to by the tellers committee, shall be deemed elected and the results shall be made known to the membership prior to adjournment. In the event Board of Directors' seats are uncontested, nominees shall be elected by acclamation and no vote shall be required.

## ARTICLE V

### **BOARD OF DIRECTORS**

**Section 1 NUMBER:** The affairs of the Association shall be managed by a board of five (5) Directors, all of whom shall be Members of the Association.

**Section 2 TERMS OF OFFICE:** As of the adoption of this amendment, one (1) Director elected in 2004 shall have his/her term extended to three (3) years, by a method to be determined by the Board. Thereafter, beginning in November 2005, replacement of all expiring terms shall be for three (3) years by election at the Annual Meeting. All Directors' terms shall commence at their election.

**Section 3 REMOVAL:** Any Director may be removed from the Board for cause by a majority vote of the Members of the Association. In the event of death, resignation or removal of a Director, his/her successor shall be selected by the remaining members of the Board and shall serve for the remaining term of his/her predecessor.

**Section 4 COMPENSATION:** No Director shall receive compensation for any service he/she may render to the Association. However, any Director may be reimbursed for necessary and reasonable expenses incurred in the performance of his/her duties.

**Section 5 ACTION TAKEN WITHOUT A MEETING:** The Directors shall have the right to take any action in the absence of a Board meeting, which they could take at a meeting, by obtaining the written approval of all of the Directors. Any action so approved shall have the same effect as though taken at a scheduled meeting of the Board of Directors.

## ARTICLE VI

### **BOARD OF DIRECTORS MEETINGS**

**Section 1 REGULAR MEETINGS:** Regular meetings of the Board of Directors shall be held monthly at such time and place as determined by resolution of the Board. A schedule of the monthly meetings shall be posted in the MCA clubhouse and the MCA office.

**Section 2 SPECIAL MEETINGS:** With the exception of the Special Meeting to elect Officers (Art.VIII, Sec.2), Special Meetings of the Board of Directors shall be held when called by the President of the Association or by any three (3) Directors, after not less than five (5) days notice to each Director. Notice of Special Meetings of the Board of Directors shall be posted in the MCA clubhouse and the MCA office.

**Section 3 QUORUM:** A majority of the Directors shall constitute a quorum for the transaction of business. However, every act performed or decision made by the Directors present at a duly held meeting must have the approval of three (3) Directors before it can be considered an act or decision of the Board of Directors.

## ARTICLE VII

### **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**Section 1 POWERS:** The Board of Directors shall have the power to

- (A) Adopt and publish reasonable rules and regulations governing the use of the common area and facilities within the jurisdiction of Hillcrest Village Property Owners Association, including the personal conduct of the Members and their guests thereon, and to establish penalties for infraction of such rules and regulations.
- (B) Exercise on behalf of the Association all powers, duties and authority vested in or delegated to the Association and not specifically reserved to the membership by the Articles of Incorporation, the Declaration or by other provisions of these Bylaws.
- (C) Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.
- (D) Employ a manager, an independent contractor, or such other employees as they deem necessary and to prescribe their duties.

**Section 2 DUTIES:** The Board of Directors is authorized to

- (A) Maintain a complete written record of all of its acts and corporate affairs and to present a statement to the Members at the Annual Meeting, or at any Special Meeting, when such statement is requested in writing by thirty percent (30%) of the Members who are entitled to vote.
- (B) Supervise all officers, agents and employees of the Association, and to see that their duties are properly performed.
- (C) Approve the Annual Budget of the Association.

(D) As provided in the Declarations to

1. Establish the amount of the Annual assessment against each lot at least thirty (30) days in advance of each annual assessment period.
2. Provide written notice of the annual assessment to every Member at least thirty (30) days in advance of each annual assessment period.
3. Initiate lien proceedings against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the Member personally obligated to pay the assessment.

(E) Require an appropriate Officer to issue, upon request by any person, a Certificate setting forth whether all assessments have been paid. Such certificate shall be conclusive evidence of such payment. A reasonable charge may be made by the Board for the issuance of these certificates.

(F) Procure and maintain adequate liability and hazard insurance on all real and personal property owned or leased by the Association. Procure and maintain adequate Directors and Officers liability insurance.

(G) Require all Officers and employees having fiscal responsibilities to be bonded.

(H) Require the common area within its jurisdiction to be maintained.

(I) Require that all checks must have two (2) signatures. The Board of Directors shall select and authorize two Officers or Board members to co-sign checks when one or both of the Officers designated by these laws are unavailable.

## ARTICLE VIII

### **OFFICERS AND THEIR DUTIES**

**Section 1 SCHEDULE OF OFFICERS:** The Officers of this Association shall be a President and Vice President (who shall at all times be Members of the Board of Directors), a Secretary, a Treasurer, and such other Officers as the Board may from time to time create by resolution.

**Section 2 ELECTION OF OFFICERS:** The election of Officers shall take place at a Special Meeting of the Board of Directors, to be convened by the outgoing President, immediately following the adjournment of each Annual Meeting of the Members.

**Section 3 TERM:** The Officers of the Association shall be elected annually by the Board. They shall hold office for one (1) year excluding resignations, removal or disqualification. Elected Officers may be re-elected for additional terms.

**Section 4 RESIGNATION AND REMOVAL:** Any Officer may be removed from office for cause by the Board. Any Officer may resign at any time by giving written notice to the Board.

**Section 5 VACANCIES:** A vacancy in any office may be filled by appointment by the Board. The appointee to such vacancy shall serve for the remaining term of the office.

**Section 6 MULTIPLE OFFICES:** The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices.

#### **Section 7 DUTIES OF THE OFFICERS:**

(A) **President:** The President shall preside at all meetings of the Board of Directors and of the Association; shall see that all orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes. Unless otherwise voted by a majority of the Board of Directors, the President shall also assume the position of the designated member to the MCA until the conclusion of his/her presidential term.

**(B) Vice President:** The Vice President shall act in place of the President in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the President or Board of Directors.

**(C) Secretary:** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the Members; keep the corporate seal of the Association and affix it on all documents requiring a seal; serve notice of meetings of the Board and of Members; maintain appropriate current records including the names of the Members of the Association together with their addresses and shall perform other duties as required by the Board.

**(D) Treasurer:** The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; maintain books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year or, upon authorization of the Board of Directors, cause said audit to be performed by an in-house audit committee; and shall see that an annual budget and a statement of income and expenditures is prepared and presented to the Board of Directors and to the membership at its regular annual meeting and provide a copy of each to the Members.

## **ARTICLE IX**

### **COMMITTEES**

**COMMITTEES:** The Board of Directors shall appoint a Design Advisory Board, as approved by the Declaration. A Member may not serve concurrently on the Board of Directors and Design Advisory Board. The Nominating Committee shall be selected as provided by these Bylaws. The Board of Directors shall also appoint a Finance Committee. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purposes.

**ARTICLE X**

**BOOKS AND RECORDS**

**RECORDS:** At the request of any Member, the Secretary and/or any Officer shall make available for inspection (during reasonable business hours) the books, records and any official document including but not limited to the Articles of Incorporation, the Declarations and these Bylaws.

**ARTICLE XI**

**CORPORATE SEAL**

**CORPORATE SEAL:** The Association shall have a seal in circular form having within its circumference the words “Hillcrest Village Property Owners Association, Inc.” or its acronym “HVPOA”.

**ARTICLE XII**

**PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Roberts Rules of Order, Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

**ARTICLE XIII**

**AMENDMENTS**

These Bylaws may be amended at any Annual or Regular Meeting of the Members at which a quorum is present by a two-thirds (2/3) vote of those Members present at such meeting, provided that prior written notice of the amendment(s) has been given.

---

*This revision was adopted by a two-thirds (2/3) majority vote at a Special Meeting of the Members on May 10, 2005.*

---

**Sheldon LaMountain**

**President**

---

**Warren Johnson**

**Secretary**