

# **HILLSBOROUGH PROPERTY OWNERS ASSOCIATION- BY-LAWS**

## **ARTICLE I.** **GENERAL REQUIREMENTS**

SECTION 1. Name. The name of this Association is Hillsborough Property Owners Association referred to henceforth as the "Association".

SECTION 2. Office. This Association is incorporated under the Arkansas Nonprofit Corporation Act and its registered office shall be 13515 Beckenham, Little Rock, Arkansas, or at such other address as its directors may fix from time to time.

SECTION 3. Purposes. The objects and purposes for which this Association is formed are those set forth in the Articles of Incorporation.

SECTION 4. Fiscal Year. The fiscal year of the Association shall begin on April 1 and end on March 31.

## **ARTICLE II.** **MEMBERSHIP TO HILLSBOROUGH PROPERTY OWNERS ASSOCIATION**

SECTION 1. *Membership Defined*: The membership of this Association shall be made up of those persons or entities who are record owners of property in the Hillsborough Addition to the City of Little Rock, Arkansas, as provided in Article VII of the Articles of Incorporation of this Association.

SECTION 2. During any period in which a member shall be in default in the payment of any assessment or fines levied by this Association as hereinafter provided the voting rights of this Association **shall** be suspended by the Board of Directors until such assessment has been paid. Such rights may also be suspended after notice and hearing for violation of any rules established by the Board of Directors governing use of the common areas.

## **ARTICLE III.** **PROPERTY RIGHTS-RIGHTS OF ENJOYMENT**

SECTION I. Each member of this Association shall be entitled to the use and enjoyment of the common areas and such rights may be delegated by such member to members of family, tenants or persons purchasing under contract of sale so long as they reside on the property. Such member shall notify the Secretary in writing of the name of any person or persons to whom he/she is delegating such rights. The rights and privileges of such persons are subject to suspension to the same extent as those of the member.

SECTION 2. Reasonable admission or other fees for the use of any recreational facilities may be charged in addition to the assessments hereinafter provided.

SECTION 3. Signage on property owned and maintained by the Association. The placement of signs on property owned and maintained by the Association is prohibited and may be removed without notice. This shall include, but not be limited to advertisement, solicitation and campaign signs.

(a) Exclusions. Signs promoting or announcing events related to the Association, vendors under contract with the Association and temporary signs utilized by realtors to notify the public of open houses within the Association, may be permitted on property owned and maintained by the Association. All signage shall adhere to the dimension requirements in accordance with the Hillsborough Bill of Assurance Article 7 § j.

(b) Signage fees for non-Association members. Individuals or groups, who are not members of the Association, wishing to promote an event may request to place temporary signage, no more than 7 days, on property owned and maintained by the Association with the approval of the Board of Directors. If approved, a onetime fee of twenty-five dollars (\$25) will be charged to the individual or group requesting to place a sign on property owned and maintained by the Association. Failure to pay fees will result in the immediate removal of signage without notice.

SECTION 4. Temporary food and beverage sales on property owned and maintained by the Association. With approval of the President or Vice-President, temporary food and beverage sales on property owned and maintained by the Association may be permitted. This shall include but not be limited to lemonade stands, approved fundraisers and food trucks. The sale of any alcoholic beverage on property owned and maintained by the Association is prohibited.

#### **ARTICLE IV.** **BOARD OF DIRECTORS**

SECTION 1. The affairs of this Association shall be managed by a Board of Directors, henceforth referred to as the "Board", of five (5) or more directors, all of whom must be members of the Association in accordance with Article II of these by-laws.

SECTION 2. Election. At the annual meeting of this Association there will be elected from the membership of this Association members of the Board to succeed the members whose terms are expiring and each member so elected shall serve thereafter for a period of three years. There may also be elected at such annual meeting a regular member to serve the

unexpired portion of the term of any member of the Board whose position may have become vacant during the year.

(a) Nominations for election to the Board shall be made by the Board or by a nominating committee. Nominations may also be made from the floor at the annual meeting. The nominating committee shall consist of a chairman, who shall be a member of the Board of Directors, and two or more other members of the Board or of this Association. The nominating committee shall be appointed by the Board not less than thirty days before the annual meeting of this Association.

(b) Election of the Board may be by secret written ballot or by other means as established by the Board. At such election the members of this Association, or their proxies, may cast in respect to each vacancy as many votes as they are entitled to exercise under the provisions of the Articles of Incorporation. The persons receiving the largest number of votes shall be elected Cumulative voting is not permitted.

SECTION 3. Any director may be removed from the Board with or without cause by a majority of the members of this Association entitled to vote.

SECTION 4. The Board 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 or electronic mail approval of a majority of the Board. Any action so approved shall have the same effect as if taken at a meeting of the directors.

SECTION 5. The immediate past President of this Association may serve as an ex-officio member of the Board for a period of one (1) year if their term as president and membership to the Board expire concurrently or may serve the remainder of their term as a member of the Board and may be re-elected to serve as a board member and officer of the Board.

## **ARTICLE V.** **MEETING OF DIRECTORS**

SECTION 1. Regular meetings of the Board shall be held at such location, date and hour fixed from time to time by the Board.

(a) The Board shall provide notification to members of the Association of all regular meetings of the Board no less than twenty-four (24) hours prior to the meeting when applicable. Notification is defined as either email, social media or signage.

SECTION 2. Special meetings of the Board shall be held when called by the President or by any two directors after not less than two days' notice to each director.

(a) An Emergency Meeting of the Board may be called by the President or Vice-President without notice to the Association, when necessary for the preservation of the health and safety of the Association.

SECTION 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 5. Resignations: Board members may resign at any time. Such resignation shall be made in writing and shall take effect at the time of its receipt by the President. The acceptance of a resignation shall not be necessary to make it effective. Any member who resigns from the board may seek election to the Board at a later date.

(a) Vacancies resulting from resignations may be filled by the board as necessary.

SECTION 4. Rules of Procedure. In every case not provided for in the by-laws, regarding the rules of procedure for transacting business at regular, special and annual meetings of the Board, or its committees and subcommittees, the presiding officer or chairperson shall abide by the current edition or revised edition of Roberts' Rules of Order.

**ARTICLE VI**  
**POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

SECTION 1. The Board shall have power:

(a) To adopt and publish rules and regulations governing the use of the common areas and recreational facilities and the personal conduct of the members and their guests thereon and to establish penalties for any infraction thereof; and

(b) To exercise for the Association all powers, duties and authority vested in or delegated to this Association by the Articles of Incorporation, the By-Laws, the Bills of Assurance governing Hillsborough Addition, and the laws of the State of Arkansas, unless such powers, duties and authority have been reserved to the membership by other provisions of said Articles of Incorporation or By-Laws; and

(c) To declare the office of a member of the Board to be vacant in the event such member shall be absent from three consecutive regular meetings; and

(d) To employ a manager and independent contractor or such other employees as they deem necessary and prescribe their duties.

SECTION 2. It shall be the duty of the Board of Directors:

(a) To cause to be kept a complete record of all its acts and to present a report thereof to the members at the annual meeting or upon request; and

(b) To fix the amount of the annual maintenance assessment against each separate lot in the Addition consistent with the Bills of Assurance of the Hillsborough Subdivision and the Articles of Incorporation of the Hillsborough Property Owners Association; and

(c) To issue a certificate setting forth whether any assessment has been paid, such certificate to be conclusive evidence of the payment of any such assessment.

(d) Levy Fines. The Board may levy fines for any violations to Article 7 (General Covenants and Restrictions) of the Hillsborough Bill of Assurance, not to exceed fifty dollars (\$50) per violation. Prior to a fine being levied, property owners shall be notified of the specific violation(s) and have ten (10) days to correct the violation without penalty.

#### **ARTICLE VII.** **COMMITTEES**

SECTION 1. The Board may appoint standing and special purpose committees as deemed appropriate. Non-Board members may serve on standing and special purpose committees so long as they reside within the Association.

#### **ARTICLE VIII.** **MEETING OF ASSOCIATION MEMBERS**

SECTION 1. Annual Meeting. The annual meeting of the Association shall be held in April of each year for the election of directors, officers and to consider such other matters as may properly be brought before the membership.

SECTION 2. Special Meeting. Special meetings of the Association may be called by the President of the Association, by the Board of Directors upon written request to the President, or whenever ten percent of the membership of the Association in good standing shall make a written request of the President specifying the subject of the meeting.

SECTION 3. Quorum. Ten percent of the members qualified to vote being present in person or by proxy at any annual or special meeting of the Association shall constitute a quorum. If a quorum fails to attend at the time and place of any meeting, those who do attend may adjourn from time to time until a meeting shall be regularly constituted.

(a) Qualified to vote Defined: Any Association member that is current on their Annual Assessments at the time of the Annual Meeting.

SECTION 4. Notice. Written notice of any annual or special meeting of the Association shall be delivered to each Association member qualified to vote at least ten days prior to such meeting. Said notice may be mailed to a member at the address as shown by the membership records of the Association, or by hand-delivery, or by electronic mail. Notice so provided shall be deemed due and regular notice of any such meeting.

## **ARTICLE IX.** **OFFICERS**

SECTION 1. The officers of the Association shall be a President, Vice-President, Secretary, one or more Assistant Secretaries, and a Treasurer who shall be elected by the Board of Directors at the Annual Meeting of the Board. The Secretary and Treasurer may be one and the same person. The President and Vice-President shall be chosen from the Board. It shall be the duty of the President to preside at all meetings of the Board of Directors and of the Association. The President or Vice-President shall, with the Secretary, sign all membership documents, leases, contracts and obligations of the Association and perform such other duties as may be required by the Board of Directors, the Articles of Incorporation, and the By-Laws.

SECTION 2. In the absence of the President, the Vice-President shall have and exercise all powers of the President; and in the absence of both President and Vice-President the Board may designate one of their number to perform such duties of either as may be necessary.

SECTION 3. It shall be the duty of the Secretary of the Association to keep its records in books provided for that purpose; to issue notice of all meetings; to conduct the general correspondence of the Association; and perform such other duties as may be assigned by the Board.

SECTION 4. The Treasurer shall have charge and custody of the funds of the Association, subject to the general supervision and control of the Board of Directors. Under the direction of the Board, he shall give, negotiate or endorse such checks, notes and bills as may be required in the operation of the Association. The Treasurer shall also have the duties and authority to collect all funds and obligations due the Association and deposit

such funds in such depository or depositories as the Board of ~~Directors~~ may from time to time designate; and withdrawals therefrom shall be made only by checks executed by any two of the following: President, Vice-President, Treasurer, or one designated director.

**ARTICLE X.**  
**ASSESSMENTS**

SECTION 1. Under the terms of the Bills of Assurance covering the Hillsborough Subdivision, as amended, each owner on accepting title to property in the Hillsborough Subdivision agreed to pay to this Association an annual maintenance assessment set in accordance with the Hillsborough Subdivision Bills of Assurance, the Articles of Incorporation of the Association, and the By-Laws of the Association. This annual maintenance assessment together with costs of collection, if any, shall be a continuing lien upon the property against which it is assessed. Each such assessment shall also be the personal obligation of the person who was the owner of such property at the time the assessment fell due.

SECTION 2. The assessments levied shall be used exclusively for the purpose of promoting the health, safety and welfare of the residents of Hillsborough Addition and particularly for the improvement and maintenance of the parkways, and other public or common areas throughout Hillsborough Addition.

SECTION 3. The annual assessment shall be on a fiscal year basis to coincide with the fiscal year of the Association. The due date or dates of such assessment shall be established by the Board and written notice of the amount of the assessment and due date or dates thereof shall be sent to every member of the Association subject thereto. Any assessment which is not paid when due shall be delinquent. If the assessment is not paid within thirty days after the due date, the assessment shall bear interest from the date of delinquency at a rate of ten per cent (10%) per annum, and the Association may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the property. Interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment.

SECTION 4. The lien of the assessments provided herein shall be subordinate to the lien of any purchase money mortgage or construction mortgage. Sale or transfer of any lot shall not affect the assessment lien.

**ARTICLE XI.**  
**RECREATIONAL FACILITIES**

SECTION 1. Use of the recreational facilities, such as the park and swimming pool, shall be permitted by a current member of the Association who has paid the additional fees set forth for said facility.

SECTION 2. The fees for recreational facilities shall be determined by the Board.

SECTION 3. Rules governing these facilities shall be set by the appropriate committee and approved by the Board.

**ARTICLE XII.**  
**BOOKS AND RECORDS**

SECTION 1. The books and records of this Association shall at all reasonable times be subject to inspection by any member.

**ARTICLE XIII.**  
**AMENDMENTS**

SECTION 1. These By-Laws may be amended at a regular or special meeting of the Board by a vote of a majority of a quorum present in person or by proxy and may also be amended at a regular or special meeting of the Association by a vote of a majority of a quorum present in person or by proxy. Amendments approved by the Board at a regular or special meeting of the Board shall be subject to ratification by a majority of the members present at the next regular annual meeting of the Association in accordance with Article VI of the Articles of Incorporation of the Hillsborough Property Owners Association.

**ARTICLE XIV.**  
**REPEALER CLAUSE**

**REPEALER.** In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control. In case of any conflict between the Bills of Assurance and these By-Laws, the Bills of Assurance shall control. All by-laws and parts of by-laws laws in conflict with the Articles of Incorporation or Bills of Assurance and state or local laws are hereby repealed.



**ARTICLE XV.**  
**SEVERABILITY CLAUSE**

SEVERABILITY: If any part of the by-laws are held invalid, such invalidity shall not affect any other portion of the by-laws.

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History

Amended: 15 May 2003; 24 April 2005; 9 April 2006; 27 April 2019