

Beechwood farms p.o.a.

BY-LAWS

OF BEECHWOOD FARMS PROPERTY OWNERS ASSOCIATION

ARTICLE I

Corporate Organization

1. **Principal Office.** The principal office of the nonprofit, homeowners corporation known as Beechwood Farms Property Owners Association (POA) shall be located at the home address of the most recently elected Secretary/Treasurer. The corporation may have other offices as designated by the Board of Directors.
2. **Members.** The members are defined as the owner or owners of each lot within the Beechwood Farms subdivision.

ARTICLE II

Scope of By-laws

1. The purpose of these by-laws is to establish procedures to operate the Beechwood Farms Property Owners Association (POA) so that it upholds and enforces the covenants. The covenants attached to each property shall govern and override any provision within the by-laws. No motion or actions taken by the Board of Directors or any member that violates the covenants shall be valid or allowed to stand.

ARTICLE III

Officers

1. **Election.** The officers shall be elected by a majority of votes of members at the annual meeting, or by proxy vote of all members, as determined by the Board of Directors.
2. **Officers.** The members shall elect these officers of the corporation for one-year terms:
 1. President: Shall serve as chair of the Board of Directors.
 2. Vice-President: Shall serve in the capacity of President in the event the President is unable to do so.
 3. Secretary-Treasurer: Shall oversee the official records and finances of the POA, and shall submit annual financial reports to the members at the annual meeting, and quarterly financial reports to the officers.
 4. Architectural Control Committee (ACC): Shall consist of three members
3. **Board of Directors.** The Board of Directors shall be the three officers and the three members of the Architectural Control Committee (ACC).
4. **General Powers.** The Board of Directors shall manage the business and affairs of the corporation between annual meetings. At each annual meeting, they shall submit a summary

report of their actions while running the general affairs of the POA and enforcing the covenants and by-laws.

5. **Meetings.** The Board of Directors may call its own meetings beyond the annual meeting, and a majority the Board of Directors shall constitute a quorum to transact corporate business.
6. **Vacancies.** All vacancies occurring in the officers and Board of Directors shall be filled by a majority vote of the remaining members of the Board to serve until the next annual meeting of the members. Nominations can come from any member, and any member can volunteer to serve.

ARTICLE IV

Meetings

1. **Annual meeting.** The members shall hold an annual meeting of the corporation at the principal offices of the corporation, or at such other convenient location as designated by resolution. The Board of Directors or members shall set the regular date of the annual meeting, and send an announcement by e-mail or regular mail no less than 60 days in advance of the meeting date. The annual meeting shall be for the purpose of electing officers and transacting such other business as may be properly brought before the meeting.
2. **Special Meetings.** The Board of Directors or at least three members may call special meetings of the property owners at any time, with at least 14 days notice sent to all members by the President. The notice shall give complete details explaining the need for a meeting.
3. **Attendance.** Before members can take any official action or vote at the annual meeting or special meeting, a quorum must be established. The quorum for an official property owners' meeting shall be met by either of the following:
 - a. More than 40% of the total lots within the Beechwood Farms subdivision, either attending the meeting in person or by proxy. At the time these by-laws were drafted, a total of 27 properties existed, so a quorum would be 11.
 - b. 100% attendance by the Board of Directors (defined in Article III.3.).
4. **Voting Rights.** Each lot shall be assigned one vote. The owner or owners of each lot are responsible for determining who shall cast the vote for that lot, and the vote may be cast in person or by proxy. A majority vote at a quorum meeting shall have the power to adopt motions, except in the case in which the covenants set a different requirement.
5. **Proxy Votes.** The Board of Directors and any member shall have the power to solicit proxy votes on matters impacting the Beechwood Farms subdivision. Matters for proxy votes must be submitted by the member or members to the Board of Directors first, who shall approve notices to members and have the responsibility to ensure that the information is as complete and balanced as possible for all members to make intelligent decisions. Statements of Pro and Con shall be submitted to members in any proxy vote initiative. For Proxy votes, a majority of all members is required for passing a motion. The owner or owners of a lot may submit a proxy for that lot's single vote to any other member to vote in person at an annual or special meeting. The Board of Directors shall draft a template for a proxy form.
6. **Records.** The secretary-treasurer shall maintain the official records of the POA, and shall submit the minutes of any meeting to the membership for formal approval at each annual

meeting or special meeting. Such minutes shall serve as historical records of the POA and establish precedents on which the POA members shall operate.

ARTICLE IV

Architectural Control Committee

1. **Officers.** The officers of the Architectural Control Committee (ACC) shall consist of three members elected by a majority of votes at the annual meeting or by proxy sent to the Board of Directors. The President shall appoint the ACC chair, or assign this duty to the ACC members.
2. **Powers.** The ACC's powers are defined by the covenants. The ACC members shall enforce the building standards as set forth in the Covenants, and construction documents known as the Building Standards, the Architectural Control Checklist and the Contractor/Buyer Disclaimer, and any other document adopted by the ACC in assisting members with the construction process. The ACC must enforce the covenants and by-laws when making decisions on building plans, and by majority vote, will accept or deny requests submitted by property owners.
3. **Reporting.** The Chair of the ACC shall document the actions taken by the ACC, or assign this responsibility to another ACC member. The ACC shall give written notice about its actions and reasons in regards to requests from property owners seeking preliminary and final approval for construction. The Chair of the ACC shall maintain copies of these documents in a file for each property's construction plans until such time as they can be turned over to the Secretary-Treasurer.
4. **Violations.** Any member shall have the power to file a complaint with the POA and/or the ACC that violations have occurred in regards to the covenants or the construction documents. The ACC has the responsibility to investigate such complaints and submit recommendations for actions to the Board of Directors or members.

ARTICLE V

Corporate Accounts

1. **Account.** The Secretary-Treasurer shall manage the bank accounts set up on behalf of the Beechwood Farms POA.
2. **Notices.** The Secretary-Treasurer shall mail notices of the annual association dues no later than February 1, or on a date set by the Board of Directors or members. If any member fails to pay the assessment by the due date, the Secretary-Treasurer shall submit a list of delinquent accounts to the Board of Directors, and also send subsequent notices with late payment charges in each quarter.
3. **Expenses.** All bank account transactions by the corporation shall be conducted as authorized by the Board of Directors, who shall approve all transactions above \$500. The Secretary-Treasurer shall reimburse expenses on behalf of the POA incurred by the Board of Directors and any member, but only if proper documentation is submitted.
4. **Reporting.** The Secretary-Treasurer shall submit a financial report at each annual meeting and provide copies of bank statements for review by the Board of Directors. Copies of bank

statements shall be sent to officers in the first week of each quarter except the one in which the annual meeting is held, along with a summary financial report for the prior quarter.

ARTICLE VI
Amendments

1. These by-laws may be altered or amended by the majority of members at any regular or special meeting.
2. This copy of the by-laws shall not override the Association’s covenants and/or official minutes, which are the primary governing documents.

Document History Page

DOCUMENT TITLE: BYLAWS

REVISION #	DATE APPROVED	DESCRIPTION OF CHANGES
0	Original; proposed at annual meeting 2003	
1	Proposed for annual meeting 2004	Minor word changes; by-laws approved
2	Quorum re-defined from a required 50% of property owners attending or giving their proxy. Lowered threshold and added alternative 100% Board of Directors.	Provision adopted at the 2006 annual meeting.