

## Responsibilities of the Board

### Powers and Duties of the Board of Directors

#### 1) Powers

- A) Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for the infraction thereof.
- B) Exercise for the Association all powers, duties and authority vested or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration.
- 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 employees as they may deem necessary and to prescribe their duties.
- E) Authorize the execution of any easement as provided in the Articles of Incorporation or Declaration, or other assignment, conveyance or transfer of property of the Association, is expressly required by the terms of the Declaration, the Articles of Incorporation or these Bylaws.

#### 2) Duties

- A) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the class A Members who are entitled to vote.
- B) Supervise all officer, agents and employees of this Association and to see that their duties are properly performed.
- C) As more fully provided in the Declaration, to:
  - 1) fix the amount of the annual assessment against each lot in advance of each annual assessment period;
  - 2) send written notice of each assessment to every Owner subject thereto in advance of each annual assessment period; and
  - 3) foreclose the lien against any Lot for which assessments are not paid upon the date due (subject to any grace period established by the Declaration or by the Board of Directors) or bring an action at law against the Owner personally obligated to pay the same.
- D) Issue, or to cause an appropriate officer to issue, upon demand by any Owner, a certificate setting forth whether or not any assessment levied against such Owner's Lot has been paid. A reasonable charge may be made by the Board of Directors for the issuance of these

certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment.

- E) Procure and maintain adequate liability and hazard insurance on property owned by the Association.
- F) Cause all officers or employees having fiscal responsibilities to be bonded, if it deems appropriate.
- G) Cause the Common Areas and other land for which the Association is obligated for maintenance by the Declaration to be maintained.
- H) Appoint and organize an Architectural Control Committee to fulfill the responsibilities and duties assigned thereto under the Declaration or the articles of Incorporation and not expressly reserved to the Members.

## Officers and Their Duties

### Section 1) Enumeration of Officers

The officers of this Association shall be a President and a Vice President, who shall at all times be members of the Board of Directors, a Secretary, may from time to time by resolution create. Officers need not be Members of the Association.

### Section 2) Election of Officers

The Election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

### Section 3) Term

The officers of this Association shall be elected annually by the Board of Directors and each shall hold office for one (1) year and until his successor is duly elected and qualified, unless he shall sooner resign, be removed, or be otherwise disqualified to serve.

### Section 4) Special Appointments

The Board of Directors may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may, from time to time, determine.

### Section 5) Resignation and Removal

Any officer may be removed from office with or without cause by the Board Directors. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

### Section 6) Vacancies

A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

### Section 7) Multiple Offices

No person shall simultaneously hold the offices of President and Secretary; however, a person may otherwise hold more than one office.

### Section 8) Duties

The duties of the officers are as follows:

#### President

- (a) The President shall be the chief executive officer of the Association, and shall have all of the powers and duties that are usually vested in the office of a president of a corporation. The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board of Directors are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall exercise such powers and discharge such other duties as may be required of him by the Board of Directors.

#### Vice President

- (b) The Vice President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise such powers and discharge such other duties as may be required of him by the Board of Directors.

#### Secretary

- (c) 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 papers requiring such a seal; serve notice of meetings of the Board of Directors and of the members; keep appropriate current showing the Members of the Association together with their addresses, perform all other duties incident to the office of a secretary of a corporation, and exercise such powers and discharge such other duties as required by the Board of Directors.

#### Treasurer

- (d) The Treasurer shall receive and cause to be deposited in appropriate bank accounts all monies of the Association as directed by resolution of the Board of Directors; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the Members, perform all other duties incident to the office of a treasurer of a corporation, and shall exercise such powers and perform such other duties as required by the Board of Directors.

### Section 9) Duties Fulfilled by Manager

The Secretary and Treasurer may either or both be assisted in their duties by a manager employed by the Association to the extent authorized by the Board of Directors. If such a manager is employed, the manager shall have custody of such books of the Association as the Association determines necessary or appropriate.

