

**BY-LAWS OF  
THE MARLOWE MANOR PROPERTY OWNERS' ASSOCIATION**

**ARTICLE I**

The name of this corporation shall be the Marlowe Manor Property Owners' Association, Inc., hereinafter referred to as "The Association."

In these By-Laws, the terms "Board," "Board of Directors," and "Officers" are used interchangeably, since the duly elected Officers as a group constitute the Board, and there are no Directors on the Board who are not also duly elected Officers.

**ARTICLE II -Members**

**Section 1.**

A. Property Owners' Association Members (Owner Members)

- 1) Any person, natural or artificial, owning a lot or lots in Marlowe Manor, an Addition to the City of Little Rock, Arkansas shall become an Owner Member. An Owner Member is a person, natural or artificial, who has become an Owner Member and paid all annual assessments provided for in the Articles of Incorporation, as amended.
- 2) Membership shall continue in good standing so long as the appropriate annual assessment is paid for the then current fiscal year, and so long as an Owner Member is the owner of a lot in the Marlowe Manor Subdivision.
- 3) No membership or interest in this Association shall be assignable or transferrable inter vivos by any Member, nor shall any membership or interest pass to any legal representative, heir, devisee, or legatee of any deceased member, except that a membership shall pass to and vest in the person or persons who succeed to the title to the lot in connection with which the membership was established.

B. Pool Association Members (Pool Members) - There shall be two classes of Pool Membership, as follows:

- 1) *Owner Members:* Any Owner Member in good standing who has paid his assessment for the then current fiscal year, and for all previous years, if applicable, may become a Pool Member by paying the annual Pool Dues established by the Board of Directors for the current year.
- 2) *Sponsored Members:* The Board of Directors, at its discretion, may allow others to become Pool Members for financial and/or other reasons, such as non-property owners renting and residing in Marlowe Manor. A natural person can become a member by being accepted by the Board of Directors and by paying the fee set by the Board. Sponsored Membership cannot continue for more than one year without approval of the Board of Directors.

**Section 2.**

**PLACE OF HOLDING MEETINGS:** All meetings of the members shall be held at the location(s) designated by the Board of Directors, and written notice of such place for meeting shall be given in a meeting notice.

### **Section 3.**

**ELECTION OF OFFICERS:** The annual meeting of members for the election of Officers and the transaction of other business shall be held on the second Thursday of January in each year. If this date shall fall upon a legal holiday, the meeting shall be held on the next succeeding business day. At each annual meeting, only Owner Members in good standing shall be entitled to vote, and they shall by plurality vote, by ballot, elect the Officers which shall by definition constitute the Board of Directors, and they may transact such other business as shall be stated in the notice of the meeting.

No change of time or place of a meeting for the election of officers, as fixed by the By-Laws, shall be made within seven (7) days next before the day on which such election is to be held. In case of any change in such time or place for such election of Directors, notice thereof shall be given to each Member entitled to vote, in person or by letter mailed to his last known post office address seven (7) days before the election is to be held.

### **Section 4.**

**VOTING:** In voting for Officers, and in voting on a proposal to amend these By-Laws, each Owner Member shall be entitled to cast one vote, in person or by proxy. Proxies must be signed and in the form approved by the Board. Sponsored Members shall have no vote on any matter on which the Owner Members vote.

### **Section 5.**

**QUORUM:** Except as provided in the next section hereof, eleven percent (11 %) of the Owner Members shall constitute a quorum for the transaction of business.

### **Section 6.**

**ADJOURNMENT OF MEETINGS:** If less than a quorum shall be in attendance or represented by Proxy at any time for which a meeting shall have been called, the meeting may, after the lapse of at least half an hour, be adjourned from time to time by a majority of the Owner Members present or represented by appropriate proxy and entitled to vote thereat, and no further notice thereof need be given other than by announcement at said meeting which shall be so adjourned.

### **Section 7.**

**SPECIAL MEETINGS/HOW CALLED:** Special meetings of the Owner Members for any purpose or purposes may be called for by a majority of the Owner Members, and shall be called upon a request in writing therefore, stating the purpose or purposes thereof, delivered to the President or Secretary, signed by at least ten percent (10%) of the Owner Members. Special meetings may also be called by the Board of Directors as they deem necessary.

### **Section 8.**

**NOTICE OF MEETINGS OF THE MEMBERS:** Written or printed notice, stating the place and time of the meeting, and the general nature of the business to be considered, shall be given by the President or Secretary or his designee to each Owner Member entitled to vote thereat, in person or by letter mailed to his last known post office address, at least seven (7) days prior to the annual meeting or any special meeting.

## **ARTICLE III -DIRECTORS/OFFICERS**

### **Section 1.**

NUMBER/TERM/QUORUM: The entire management and operation of the affairs of the Association shall be vested in the Board of Directors which shall consist of the Officers. The Officers shall be elected for a term of one (1) year and until his successor is elected and shall qualify; except that, after having served his one-year term the Second Vice President shall succeed to the office of First Vice President until his successor is elected. Officers must be Owner Members in good standing.

A majority of the duly elected and qualified Officers, at any time elected and qualified, shall constitute a quorum for the transaction of business. If at any meeting of the Board of Directors, there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at said meeting which shall be so adjourned.

All Officers shall be eligible for re-election to succeed themselves. The Officers shall be a President, a First and Second Vice President, a Treasurer, and a Secretary. Such Officers shall hold office until their successors are elected and qualified. A person may not be elected to hold two or more of the above mentioned offices simultaneously.

### **Section 2.**

MEETINGS: Regular meetings of the Officers may be held with or without notice at such places and times as shall be determined from time to time by resolution of the Officers. Special meetings may be called by the President or by the Secretary or upon call of a majority of the Officers. Meetings shall be at such places as Officers may from time to time by resolution determine.

### **Section 3.**

GENERAL POWERS OF DIRECTORS (OFFICERS): The Board of Directors (Officers) shall have the entire management of the business of the Association, and shall have complete charge of all of its activities and of all its property and, subject to the restrictions imposed by law, by the Articles of Incorporation, or by these By-Laws, may exercise all of the powers of the Association.

### **Section 4.**

COMPENSATION OF OFFICERS: Officers shall not receive any stated salary for their services as Officers. This Association is a non-profit Association, and no fee or expense allowance to any Officer shall ever be used as an attempt to pay to or for the benefit of such Officer any part of the earnings or capital assets of the Association.

### **Section 5.**

OFFICERS: The Officers of the Association shall be a President, a First and Second Vice President, a Secretary, and a Treasurer.

- A. *PRESIDENT*: The President shall be the principal executive officer of the Association. He shall preside at all meetings of the Board of Directors and act as chairman at and call to order all meetings of the Owner Members; he shall have, subject to the approval or confirmation of the Board of Directors, power to appoint and discharge employees and agents of the Association, to fix their compensation, and to make and sign contracts and agreements in the name and certificates required by the statute under which this Association is organized, or any other laws applicable thereto, are properly kept, made and filed according to law; he shall generally do and perform all acts incident to the office of President, or which are authorized or required by law; and while the Board of Directors are not in session, he shall have the general management and control of the business and affairs of the Association. He shall see that Association expenditures are for the common good, and that only Pool Dues serve as the source of funds for expenditures solely related to the routine operation and maintenance of the Pool.

- B. *FIRST VICE PRESIDENT*: The First Vice President shall have such powers and shall perform such duties as shall be assigned to him by the Board of Directors, including primary responsibility for the operation and maintenance of the pool and the park.
- C. *SECOND VICE PRESIDENT*: The Second Vice President shall have such powers and shall perform such duties as shall be assigned to him by the Board of Directors, including secondary responsibility for the operation and maintenance of the pool and the park. The Second Vice President shall also assist the First Vice President and prepare himself to assume the duties and responsibilities of the First Vice President in the following year.
- D. *SECRETARY*: The Secretary shall give or cause to be given notice of all meetings of the Owner Members and Board of Directors and other notices required by law or by these By-Laws and shall have the powers and duties customarily delegated to corporate secretaries, including custody of the seal and minute books of the Association. He shall act as Secretary of the Board of Directors and shall record the minutes of all meetings and proceedings of the Board of Directors and/or of the Owner Members.
- E. *TREASURER*: The Treasurer shall have the custody of all funds, securities, evidences of indebtedness and other valuable documents of the Association; he shall receive and give or cause to be given receipts and acquittances for monies paid in on account of the Association and shall payout of the funds on hand all just debts of the Association of whatever nature upon maturity of same, he shall enter or cause to be entered in books of the Association to be kept for that purpose full and accurate accounts of all monies received and paid out on account of the Association, and shall keep correct and complete books and records of account and all records and accounts required by the statute under which this Association is created; and whenever required by the President or the Directors, he shall render a full and complete statement of all his accounts; he shall keep or cause to be kept such other books as will show a true record of the expenses, assets, and liabilities of the Association; and shall perform all of the other duties incident to the office of Treasurer. He shall, if required by the Board of Directors, give the Association a bond for the faithful discharge of his duties in such amount and with such sureties as the Board of Directors may prescribe. He shall at all times keep separate records of the monies collected and disbursed under the mandatory assessment provisions of the Articles of Incorporation, as amended, from the monies collected as Pool Dues for routine, pool-related expenditures.

## **ARTICLE V    RESIGNATIONS: FILLING OF VACANCIES INCREASE OF NUMBER OF OFFICERS**

### **Section 1.**

RESIGNATIONS: Any Officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein and, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

### **Section 2.**

FILLING OF VACANCIES: If the office of any Officer becomes vacant, the remaining Officers in office, though less than a quorum, by a majority vote, may appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term and until his successor shall be duly chosen.

### **Section 3.**

CHANGE IN NUMBER OF OFFICERS: The number of Officers may be increased or decreased at any time by the affirmative vote of the majority of the Officers at a regular meeting or at a special meeting called for that purpose, and by like vote, the additional Officers may be chosen at such meeting to hold office until the next annual meeting at which Officers are to be elected and until their successors are elected and qualify.

## **ARTICLE VI -MISCELLANEOUS PROVISIONS**

### **Section 1.**

FISCAL YEAR: The fiscal year of the Association shall be the calendar year (January 1 through December 31).

### **Section 2.**

PRINCIPAL OFFICE: The principal office of the Association shall be at Little Rock, Arkansas, with offices at such other places as the Board of Directors may from time to time designate or the activities of the Association may require.

### **Section 3.**

CHECKS, DRAFTS, NOTES: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

### **Section 4.**

NOTICE AND WAIVERS OF NOTICE: Whenever any notice is required by these By-Laws to be given, personal notice is not meant unless expressly so stated; and any notice so required shall be deemed to be sufficient if given by being delivered to the applicable Marlowe Manor address, or by depositing same in a post office box in a suitable wrapper bearing adequate postage, addressed to the person entitled thereto at his last known post office address, and any such notice shall be deemed to have been given on the day of such mailing. Any notice required to be given under these By- Laws may be waived by the person entitled thereto.

## **ARTICLE VII –AMENDMENTS**

### **Section 1.**

AMENDMENT OF BY-LAWS: The Owner Members, by the affirmative vote equal to a simple majority of all votes that all Owner Members are entitled to cast, may, at any meeting, amend or alter any of these By-Laws, as may a majority of the Board of Directors, subject and pursuant to the Articles of Incorporation and the By-Laws. If a majority of the Board of Directors wishes to amend these By-Laws, prior notice shall be given to all Owner Members as provided in Article VIII.

## ARTICLE VIII -ULTIMATE RIGHTS OF THE MMPOA MEMBERS

It is the intent of these By-Laws that all routine business of the MMPOA be conducted by its Board of Directors (Officers). However, no major change or project shall be undertaken by the Board of Directors without first having given at least fifteen (15) days' written notice to the Owner Members. If a petition properly signed by at least ten percent (10%) of the Owner Members is delivered to the President or Secretary within fifteen (15) days of said notice which expresses disagreement with the proposed major change or project, a special meeting shall be called to discuss it and vote thereon. At any time a simple majority vote of the Owner Members, either in person or by proxy, shall be sufficient to override any action or proposed action of the Board of Directors. For purposes of this Article VIII, "major change project" shall specifically be deemed to include the following:

- 1) Increase or decrease in the number of MMPOA Officers.
- 2) Amendment(s) of these By-Laws.
- 3) Any expenditure of funds exceeding one thousand dollars (\$1,000) which is not mandatory to prevent major loss or harm to the Association's assets. This shall not be deemed to include salaries for lifeguards at the pool or necessary repairs or maintenance at the pool, but is specifically intended to include new capital projects (i.e., new buildings, parking areas, major park additions, or major new recreational additions such as a court or courts for tennis or paddle-ball).