

## **ARTICLE XIII**

### **BOOKS AND RECORDS**

“Books and Records” of the Association, both financial and otherwise, shall be made accessible to members in the BVTA office, during normal business hours, by appointment after signing a written request/disclaimer. Members desiring copies of the Association’s Declaration, Articles of Incorporation, By-Laws, Policy Manual or other information shall be required to pay for the cost of producing copies. These documents can also be viewed and printed online at the Association’s website.

Working papers prepared by BVTA staff or Board Members normally will not be available to the membership unless they are presented at open meetings.

While financial reports shall be made accessible to members, background documentation and accounting files normally will not be made available to other than BVTA staff or Board members.

Personal information, other than salary ranges, regarding individual BVTA personnel shall be confidential.

BVTA membership lists are for the use of the Association only. Such lists will not be distributed to BVTA members or to other parties. Information on whether or not an individual is or is not a member of the Association shall be provided. The General Manager is authorized to provide name and contact information to members in good standing in appropriate situations.

Most bids and contracts executed by the Association shall be open to inspection by the members. Excluded will be personnel-related contracts and those that have non-disclosure provisions.

Communication between or among Board members or BVTA staff shall be considered private and not accessible to BVTA members, regardless of whether such documents exist in electronic or hard-copy form.

BVTA shall not be required to uniquely compile information for a member(s) unless agreed to by the General Manager or the Board of Directors.

The Association will follow the normal practice of attorney-client privilege with legal counsel. This includes written and oral advice and opinion rendered to the Association, its staff, and Board, which shall be confidential unless released by BVTA at its discretion. Members of the Board of Directors shall be considered part of the client body, and shall have confidential access to such advice and opinions.

The General Manager or Chairman of the BVTA Board of Directors may, at their discretion, permit a normally-confidential document to be made available to BVTA members.

**ARTICLE XIV**  
**CORPORATE SEAL**

The Association shall have a seal in circular form having within its circumference the words: "Bella Vista Townhouse Association. Seal. 1970."

**ARTICLE XV**  
**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 and voting, provided that those provisions of these By-Laws which are governed by the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in fact governed by the Declaration applicable to the Townhouse Properties may not be amended except as provided in the Declaration.

Section 2. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration and these By-Laws, the Declaration shall control.

**ARTICLE XVI**  
**MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of January and end on the 31<sup>st</sup> day of December every year, except that the first fiscal year shall begin on the day of incorporation.

**ARTICLE XVII**  
**AESTHETIC CHANGES**

The provisions of these By-Laws noted below contain descriptions which differ from the Supplemental Declarations and /or Articles of Incorporation. It is the Board's specific intention only to clarify the By-Laws and in no way to create a conflict with the Supplemental Declaration and/or Articles of Incorporation.

## **AMENDMENTS**

***Article VI, Section 1 a, b: Section 2 b, c, d, e***

***Article VII, Section 1, 2***

***Article VIII, Section 2 b, g***

***Article IX, Section 1 a, b, c, d: Section 2***

***Article X, Section 4***

***Article XI, Section 8 d***

Bella Vista Townhouse Association  
Record & Memorandum of the Action of the Directors  
February 20, 2008

***Article VI, Section 2, c, d, e***

***Article XIII***

Bella Vista Townhouse Association  
Record & Memorandum of the Actions of the Directors  
March 18, 2009

***Article XII***

Bella Vista Townhouse Association  
Record & Memorandum of the Actions of the Directors  
July 15, 2009

**Approval of Amended By-Laws.**

WHEREAS the Board of Directors has reviewed the Amended and Restated By-Laws attached hereto as **Exhibit A**; and

WHEREAS, Article XV of the By-Laws vests the Board of Directors with the power and authority to amend the By-Laws at a special or regular meeting by a majority vote of a quorum present and voting;

And

RESOLVED, that the Amended and Restated By-laws attached hereto as **Exhibit A** be approved and adopted.

This record and Memorandum of Action may be executed in multiple counterparts, each of which shall be deemed an original and all of which shall constitute but one Record and Memorandum of Action of the Board of Directors of **Bella Vista Townhouse Association**, dates July 15 2009.

We, the undersigned, hereby certify that we are all of the Directors of **Bella Vista Townhouse Association**, an Arkansas nonprofit corporation, entitled to vote on the foregoing matters and we, and each of us, hereby consent and agree to all the foregoing actions, resolutions and matters effective July 15, 2009.

\_\_\_\_\_  
Jack Adams, President

\_\_\_\_\_  
James Severa, Vice President

\_\_\_\_\_  
Dawn Fosco, Secretary/Treasurer

\_\_\_\_\_  
Carol Miles

\_\_\_\_\_  
Carolyn Sutton

\_\_\_\_\_  
Arthur Leu

\_\_\_\_\_  
George Sneed

Made a part of the corporate records of Bella Vista Townhouse Association, this 15<sup>th</sup> day of July 2009, \_\_\_\_\_, Dawn Fosco, Secretary