

By-Laws

ARTICLE I

The principle office of the corporation shall be located in Washington County, Arkansas, near the Baldwin Community, one mile east of Lake Sequoyah on Lake Sequoyah Road.

ARTICLE II

Membership

1. Membership units. A membership unit shall consist of a household within the primary membership area, provided that the initial membership fee, annual membership dues and other assessments as designated for all membership units by the Board of Directors shall have been paid.
2. Annual Membership. A regular meeting of the membership shall be held each year during the month of June. The Board of Directors shall schedule the time and meeting place for such Annual Meeting. The Annual Meeting shall include as part of the addenda, an Annual Report by the President, a reading of the minutes from the last Annual Meeting by the Secretary, an Annual Finance Report by the Treasurer and the election of the Board of Directors.
3. Special Meetings. A special meeting of the membership may be called by the Board of Directors.

4. **Notice.** Notice of each annual meeting and all special meetings of the membership shall be mailed to each membership unit, by the secretary, postmarked at least five (5) days prior to the date fixed for the meeting. Such notice shall state the purpose, time and place of the meeting. Any member of the membership unit over the age of legal majority may waive notice of a meeting. The attendance of one member of the membership unit at a meeting shall constitute a waiver of notice of such meeting.

5. **Quorum.** A majority of the number of membership units present, represented by one member of the household, shall constitute a quorum for the transaction of the business at any membership meeting.

6. **Voting.** Each membership unit shall designate a member to cast one (1) vote on each issue, resolution, motion or other business that may come before the membership. Each person shall be designated as a voting member.

7. **Action of the Membership.** The action of the majority of the voting members present or present by written proxy at a meeting at which a quorum is present shall be the action of the membership.

ARTICLE III

Board of Directors

1. **Board of directors.** The entire management and operation of the affairs of the corporation shall be the responsibility of and vested in a board of directors.

2. **Election.** The individual members of the Board of Directors shall be elected by the membership at the Annual Meeting. The election shall be arranged to provide for the election of (4) members each year. The President may appoint a Nominating Committee to report to the membership. Nominations may be made from the floor by any member at the Annual Membership Meeting.

3. **Term of Service.** Each elected member of the board shall service a period of three (3) years. A Board member may succeed himself, by may not serve more than two (2) consecutive elected terms. The initial Board of Directors shall, at the direction of the President, be divided in such a manner as to require four (4) such Directors to stand for elections at the annual meetings each year. It is intended that the terms of the board members be staggered and that four (4) positions be filled by election at the annual meeting of the membership.

4. **Qualifications.** A person who is a member of a membership unit in good standing as defined in Article II – 1 about shall be qualified for election and service as a member of the Board of Directors.

5. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this by-law. The Board of Directors may provide by resolution the time and place for holding of additional regular meetings without other notice than such resolution.
6. Special Meetings. Special meetings of the Board of Directors may be called by the President or any two directors. The person or persons authorized to call such meeting may fix the time and place of such special meeting.
7. Notice. Notice of all regular and special meetings shall be by mail or telephone to each Director, by the Secretary, at least twenty-four (24) hours prior to the date and time fixed for the meeting. Any director may consent to action taken without a meeting provided the consent is in writing. Any director may waive notice of a meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when the Director attends to object to meeting not lawfully convened.
8. Quorum. A majority of the number of Directors fixed by Article VII of the corporation's Articles of Incorporation shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority is present, the meeting may be adjourned to another date and time without further notice. Further, no business shall be transacted unless there be present at least one (1) elected officer.

9. **Action of Directors.** The action of the majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.

10. **Informal Action of Directors.** Any action which may be or is required to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Directors entitled to vote with respect to the subject matter thereof.

11. **Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, provided a quorum is present. The newly appointed director shall complete the unexpired term of the member replaced and may be re-elected at the annual membership meeting for two (2) consecutive three-year terms.

12. **Presumption of Assent.** A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a Director who voted in favor of such action.

13. Compensation. Directors shall receive no compensation of their service as Directors, but may be reimbursed for action expenses incurred in the performance of their duties as Directors.

14. The immediate past President and past secretary of the organization may attend board meetings as ex-officer members with vote.

ARTICLE III

Officers

1. Number. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other offices or assistant officers as may be deemed necessary may be appointed by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.
2. Qualifications. A person properly elected and serving as a member of the Board of Directors shall be qualified to hold any office of the corporation.
3. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the first board meeting following the annual membership meetings. Each officer shall hold office for one (1) year, or

until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or shall have been removed in a manner hereinafter provided.

4. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby.
5. Vacancies. A vacancy in an office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.
6. President. The president shall be the principle executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the membership and Board of Directors. He may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed except in cases where it shall be required by law to be otherwise signed or executed; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

7. Vice-President. The Vice-President shall have such powers and shall perform such duties as shall be assigned to him by the Directors.

8. Secretary. The Secretary shall give or cause to be given notice of all meetings of the members and Directors and other notices required by law or by these by-laws and shall have powers and duties customarily delegated to corporate secretaries, including custody of the seal and minute book of the corporation. He shall act as Secretary of the Board of Directors and shall record the minutes of all meetings and proceedings of the Directors and of the members.

9. Treasurer. The Treasurer shall have the custody of all funds, securities, evidences of indebtedness and other valuable documents of the corporation; he shall receive and give cause to be given receipts and acquittances for moneys paid in on account of the corporation and shall pay out of the funds on hand all debts of the corporation, of whatever nature upon maturity of the same; he shall enter or cause to be entered in books of the corporation to be kept for that purpose full and accurate accounts of all moneys received and paid out on account of the corporation and shall be kept correct and complete books and records and accounts required by the laws under which the corporation is created; and whenever required by the President or the Directors, he shall render a full and complete statement of all of 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 corporation; and shall perform all other duties incident to the office of Treasurer.

ARTICLE IV

Miscellaneous

1. **Corporate Seal.** The corporate seal shall be circular in form and shall contain the name of the corporation, the year of its creation and the words, "Corporate Seal Arkansas". Said seal may be used by causing it or a facsimile thereof to be impressed, affixed or otherwise reproduced.
2. **Fiscal Year.** The fiscal year of the corporation shall begin July 1, 1983