

# **SEATON PLACE HOMEOWNERS ASSOCIATION, Inc.**

## **BYLAWS**

### **ARTICLE I: NAME**

The name of the corporation shall be Seaton Place Homeowners Association, Inc., relating to the Seaton Place subdivision.

### **ARTICLE II: OBJECTIVE**

To improve and maintain the Seaton Place subdivision property value and social development for the majority of the residents.

### **ARTICLE III: MEMBERS**

#### **1. Membership**

The owner of record of each lot in the Seaton Place subdivision shall have one membership in the corporation. In the event the ownership of a single lot is a joint or common ownership, said joint or common owners shall together constitute the membership, so that in all cases the voting power of members shall be limited to one vote per lot. Membership in the corporation shall terminate when any member shall cease to be the owner of record of a lot in the Seaton Place subdivision. No member may be expelled from membership for any reason whatsoever, provided, however, that the voting power of any member shall be suspended during any time that such member shall be in arrears in paying the assessments or charges due to the corporation or in the event that any member has failed to comply with any notice from the Board of Directors of the corporation to bring his/her dwelling or lot into conformity with the restrictive covenants and articles of incorporation and bylaws of the corporation. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

#### **2. Determination of Member**

For purposes of determining whether a member has received notice, or is present at a meeting, or has signed a proxy and for similar matters, a member shall be deemed the owner of record of a lot in the subdivision, a member of the owner's household over the age of eighteen (18), or such owner's spouse.

#### **3. Assignment of Membership to Tenants**

A member may assign his/her membership rights and obligations to the tenant residing in his/her dwelling by filing with the Secretary a written notice signed by the owner and the tenant. Irrespective of such assignment, an owner shall pay the dues or assessments assessed against his/her tenant in the event that the tenant-member defaults in such payment. The membership shall revert to the owner at the time that the tenant moves out of the dwelling or in the event that the owner pays the dues or assessments which the tenant fails to pay.

## **ARTICLE IV: MEETING OF MEMBERS**

### **1. Annual Meeting**

An annual meeting of the members shall be held in September of each year commencing with 1996. The Board of Directors may defer the annual meeting to October in the event a deferment is deemed necessary by reason of circumstances then existing. The date, time, and place of the annual meeting shall be fixed by the Board but in all cases shall be in Jefferson County and within a reasonably close proximity to the subdivision. The purposes of the annual meeting shall be as set forth in the notice of the meeting. In addition, the members at an annual meeting may transact such other business as may be brought properly before the meeting.

### **2. Special Meetings**

Special meetings of the members may be called by the Board or by a petition signed by twenty-five percent (25%) of the members. The date, time, and place of a special meeting shall be fixed by those calling the meeting, but in all cases shall be in Jefferson County and within a reasonably close proximity to the subdivision. The business at special meetings shall be confined to the proposals which are listed in the notice of the meeting.

### **3. Notice**

Written notice stating the date, time, and place of any special or annual meeting of members shall be delivered by the Board not less than fourteen (14) days, not more than twenty-eight (28) days before the meeting to each member entitled to vote at the date of the notice. Notice shall be deemed delivered when either hand delivered to the member or mailed to the member at his address on the corporate records. It shall be the responsibility of those calling a special meeting to furnish the Secretary with information concerning the date, time, place, and purposes of special meetings within a reasonable time before notice of the meeting is required to be delivered. Notices of special and annual meetings shall list with reasonable detail the specific proposals to be considered at the meeting; provided that notices of annual meetings shall further state that the purposes of the meeting shall be such other business as may be brought properly before the meeting. Attendance at a meeting, whether in person or by proxy, without objection to the notice or lack thereof, shall constitute waiver of notice of the meeting.

### **4. Quorum and Voting**

The presence, in person or by proxy, of a majority of the members entitled to vote in the subdivision as of the date of the notice of the meeting shall be a quorum at all meetings of members. In no event shall a quorum exist unless at least ten percent (10%) of the members entitled to vote are present in person at the meeting. The act of a majority of members present in person or by proxy at a meeting at which a quorum is present shall be the act of the members unless a greater percentage is required by these bylaws or by law. The members present in person or by proxy at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough persons to leave less than a quorum. It shall be considered a responsibility of each director to insure a quorum by obtaining commitments of their constituents to attend the annual or special meetings or else obtain their proxies if they cannot attend. All meetings shall be conducted in accordance with "Robert Rules of Order", Newly Revised, to the extent consistent with the bylaws

**5. Proxies**

A member may vote at any meeting by means of a written proxy signed by the member and delivered by the proxy holder to the Secretary at the meeting. Members shall obtain blank proxy forms from the director in their zone. The Secretary shall distribute a sufficient number of blank proxy forms to each director for this purpose. A written proxy form shall be given to the member together with the notice of the meeting. By use of the proxy, a member may authorize the director in his/her zone, or such other person in his/her zone as he/she selects, to vote as the member directs on matters to be brought before the meeting. No proxy may be voted on matters which are not specifically referred to in the notice of the meeting, except that, with respect to annual meetings, a member may at his discretion indicate on the proxy that the proxy holder is authorized to vote as such proxy holder desires in matters which are not specified in the notice but which are brought properly before the annual meeting.

**ARTICLE V: BOARD OF DIRECTORS**

**1. Board of Directors**

The Board of Directors shall consist of thirteen (13) persons in the subdivision. Nine (9) Zone Directors and four (4) Officers.

**2. Qualifications, Election, and Tenure**

- a. Qualification. For Zone Directors refer to Article VI, Item 2, Section a. For Officers refer to Article VII, Item 2, Section a.
- b. Election. For Zone Directors refer to Article VI, Item 2, Section b. For Officers refer to Article VII, Item 2, Section b.
- c. Tenure. For Zone Directors refer to Article VI, Item 2, Section c. For Officers refer to Article VII, Item 2, Section c.

**3. Power and Duties of Board of Directors**

The Board of Directors shall administer the corporation in accordance with the bylaws and with other governing documents. The Board of Directors shall fix the boundaries of each zone.

**4. Vacancies**

For Zone Directors refer to Article VI, Item 4. For Officers refer to Article VII, Item 4.

**5. Removals**

For Zone Directors refer to Article VI, Item 5. For Officers refer to Article VII, Item 5.

6. Meetings of Board of Directors

- a. Regular Meetings. Regular meetings of the board will be held in September, before the annual meeting, November, January, March, May, and July.
- b. Special Meetings. Special meetings of the board may be called by any member of the board.
- c. Notice of Board Meeting. With respect to regular meetings, the President shall cause notice to be given to each board member of the time and place of the meeting. With respect to special meetings, the board member calling the meeting shall notify each board member of the time, place, and purpose of the meeting. Notices of board meetings may be given orally.
- d. Quorum and Voting. A simple majority of the board shall constitute a quorum for the transaction of business. The total number of board members for the purpose of determining a majority will be the total of elected, qualified Zone Directors and qualified Officers of record. Directors, in the event of anticipated absence, may assign their votes by written proxy to either another member of the zone or to another board member. Officers, in the event of anticipated absence, may assign their votes by written proxy to another member of the board. Proxies shall be counted as a present board member for the purpose of quorums and voting. The act of a majority of board members, but not less than seven (7) including proxies, at which a quorum is present, shall be the act of the Board of Directors.
- e. Conduct of Board Meetings and Corporate Minutes. The President shall preside at all meetings of the Board of Directors. In his/her absence, the Vice-President shall preside in his/her place. If both the President and the Vice-President are absent, the Secretary, Treasurer, and Zone Directors may appoint any board member to preside over the meeting. Minutes of the board meetings shall be open to any member for inspection at reasonable times. Decisions of the Board which are reflected in the minutes shall specify the manner in which each board member voted. Corporate minutes shall not be permitted to be taken from the Secretary's possession without the consent of the Board. Minutes of board meetings shall be distributed to all members.
- f. Proposals by Members. Members of the association may submit written proposals to the Board for consideration at regular or special board meetings via the Zone Directors. Said member may make a presentation to the board on request.

ARTICLE VI: ZONE DIRECTORS

1. Zone Directors

The members of a zone shall elect a Zone Director from the membership within their zone.

## 2. Qualifications, Election, and Tenure

- a. Qualification. A Zone Director shall be a member of the corporation and must be a resident of the zone which he/she represents.
- b. Election. The outgoing Zone Director shall conduct an election in the second to last month of his/her term of office, this being the month prior to the annual meeting. Said director shall inform the Secretary of such meetings and must be attended by a Board of Director appointed by the Board's President. His/Her successor shall be elected by the majority vote of all members in the zone. The Zone Director-Elect shall take office as director of record for that zone at the first regular bi-monthly meeting of the Board of Directors. If the outgoing director fails in his responsibility to conduct an election by the annual meeting, the Board of Directors will assume the responsibility and conduct an election as soon after the annual meeting as possible. If no member from a zone will serve as director, that zone's directorship will remain vacant until such time as some zone member is willing to serve and can be elected. Odd numbered zones shall elect directors in odd numbered years; even numbered zones shall elect directors in even numbered years.
- c. Tenure. Directors shall serve for two (2) years, except for the years ending 1996 and 1997. The term of each director ends at the first Board Meeting following the annual meeting - in odd years, the odd numbered Zone Directors' term ends; in even years, the even numbered Zone Directors' term ends.

## 3. Powers and Duties of Zone Directors

Zone Directors shall be responsible for contacting and informing new members concerning their membership in the corporation and their responsibility for paying dues. It shall be considered a responsibility of each director to insure a quorum at all meetings of members by obtaining commitments of their constituents to attend the annual or special meetings or else obtain their proxies if they cannot attend.

## 4. Vacancies

In the event a vacancy occurs for a Zone Director by resignation, removal, or otherwise, an election shall be held in that zone within four (4) weeks after such vacancy occurs. The outgoing director shall conduct such election except if he/she is unable or unwilling to conduct such election, then the President or his/her assignee shall conduct the election in such zone.

## 5. Removals

The Board may remove any Zone Director for sufficient cause. Sufficient cause shall consist of failure to obey board directives, failure to perform the duties of his/her position set forth in the bylaws, or other misfeasance in his/her position. Any Zone Director may be removed from his/her position at any time, with or without cause, by a majority vote of the members in his/her zone.

## ARTICLE VII: OFFICERS

### 1. Officers

The members of the association shall elect a President, Vice-President, Treasurer, and Secretary from the membership at-large.

### 2. Qualifications, Election, and Tenure

- a. Qualification. Each officer shall be a member of the corporation.
- b. Election. Nominations for corporate officers will be accepted at the last regular board meeting prior to the annual meeting. Ballots will be prepared for the election, however, nominations from the floor will also be accepted at the annual meeting. Election of Vice-President, Secretary, and Treasurer will be held at each annual meeting of the membership. The election of President will be held at the first annual meeting of the membership.
- c. Tenure. The Vice-President, Secretary, and Treasurer will hold office for one (1) year terms. The office of President will be assumed by the previous year's Vice-President. The new officer will assume his/her respective offices at the first board meeting after the annual meeting. After the annual meeting, all authorities, properties, records, etc., of the Seaton Place Homeowners Association, Inc. will be transferred to the proper officers of the new board. Each officer shall serve until the end of the next annual meeting unless he/she resigns or is removed from office.

### 3. Powers and Duties of Officers

- a. President. The President shall be chairperson of the Board of Directors and shall preside at all meetings of the membership and of the Board of Directors at which he/she is present. He/She shall exercise general supervision of the affairs and activities of the corporation subject to the control and direction of the Board.
- b. Vice-President. The Vice-President shall assume the duties of President in his/her absence or disability. He/She shall have such duties as the President or the Board determines. He/She shall serve as a member *ex officio* of all standing committees. He/She shall assume the office of President after his/her one (1) year term of Vice-President has expired.
- c. Secretary. The Secretary shall maintain the minutes of meetings of members and of the Board of Directors which shall be the official record of all business transactions. A recording secretary for meetings of members or of the Board may be appointed whenever necessary or convenient. All governing documents of the corporation shall be distributed to each member by the Secretary or as the Secretary may direct.
- d. Treasurer. The Treasurer shall collect dues and all other corporate funds and do such other acts as required under Article IX, Funds. The Treasurer shall submit a complete, written financial report at each board meeting. At the annual meeting, the Treasurer shall submit a complete, detailed, financial statement for the past year. One (1) copy for each member of the association shall be distributed at the annual meeting to those attending.

4. Vacancies

In the event a corporate office is vacated by resignation, removal, or otherwise, the duties of such vacated office shall be filled immediately by appointment of the highest ranking officer until such office is filled by election of the members at-large at a special meeting. A special election shall be held within four (4) weeks after such vacancy occurs.

5. Removal

The Board may remove any officer for sufficient cause. Sufficient cause shall consist of failure to obey board directives, misappropriation of corporate funds, failure to perform the duties of his/her office set forth in the bylaws, or other misfeasance in office. Any Officer may be removed from office at any time, with or without cause, by a majority vote of the membership at-large.

ARTICLE VIII: COMMITTEES

1. Appointment of Committees

The members of committees shall be appointed by the Board and shall be as broadly representative of members in the subdivision as practical.

2. Tenure of Committee Members

Members of committees shall be appointed for such terms as the Board directs. The Board may make changes in the membership of committees as it deems necessary from time to time.

3. Standing Committees

The Board shall appoint standing committees for the following matters of concern in the subdivision:

- a. Maintenance
- b. Community Development
- c. Architectural Control
- d. Social and Recreational Activities

The Board may appoint other standing committees which are deemed necessary or appropriate to further corporate purposes. A board member is to head each committee.

4. Special Committees

Special committees may be appointed by the Board of Directors.

5. Committee Reports and Recommendations

Reports and recommendations of committees shall be presented to the Board of Directors as the Board may reasonably request from time to time. Such reports may be oral or written as the committee considers appropriate, but the Board may request written reports when it considers the subject matter of sufficient importance for a written report. Oral reports of committees shall be reflected in the corporate minutes.

ARTICLE IX FUND

1. Dues

- a. Amount. The amount of dues shall be determined by the Board of Directors in accordance with these bylaws and the subdivision restrictions.
- b. Payment of Dues. Dues shall be due in two (2) installments and payable in advance on December 1, and March 1, of each year, beginning December, 1995. The payment of dues shall be considered in default if they are not paid within 30 days after their due date.

2. Dues of New Members

It shall be the responsibility of the old member to deal with a new owner of record on a matter of pro-rate adjustment of dues.

3. Bank Account and Authorized Signatures

The Board of Directors shall establish a checking and savings account, if deemed necessary by the Board of Directors, for the deposit of corporate funds. Corporate funds shall not be disbursed unless approved by the Board of Directors. The signature of the Treasurer together with the President or Vice-President shall be required for the withdrawal of any funds from the corporation's checking or savings account.

4. Use of Funds

Dues shall be applied towards the payment of the community street light bill, entrance way, common areas, and other obligations entered into in the ordinary course of the corporation's affairs.

5. Bonding of Officers

The persons authorized to sign checks or withdraw documents from the corporation's checking and savings accounts shall be bonded in such amount as the Board determines.

6. Increase or Decrease of Dues

Any change in the amount of dues shall be first reviewed by the Board of Directors and then shall be required to be presented to the membership at an annual or special meeting for approval. Such increase or decrease shall not occur unless approved by the majority of the members present at such meeting which a quorum is present. The current dues shall be \$150.00 per calendar year.



7. Special Assessments

Any special assessments shall be first approved by the Board of Directors and then shall be required to be presented to the membership at an annual or special meeting for approval. Such special assessments shall not occur unless approved by the majority of the members present at such meeting which a quorum is present.

8. Collection of Dues

The Treasurer, as directed by the Board of Directors and in accordance with these bylaws and as otherwise permitted by law, shall take any measures deemed necessary to collect dues. A special charge for late fees of ten percent (10%) per month on any unpaid balance and any additional court, attorney fees, or collection fees (i.e. returned check charge) occurred shall be assessed against the delinquent owner of record. A lien shall be placed against a delinquent owner after 90 days. The Board has the discretion to waive penalties.

ARTICLE X: AMENDMENT OF BYLAWS

Any seven (7) members of the corporation, including directors, may initiate the procedure for amending these bylaws. Such proposed amendments shall be first reviewed by the Board of Directors and then shall be required to be presented to the membership at an annual or special meeting for approval. No amendment to the bylaws shall be adopted unless approved by two-thirds of the members present at such meeting which a quorum is present.

ARTICLE XI: MISCELLANEOUS PROVISIONS

1. These bylaws shall not be deemed to supersede the restrictive covenants applicable to this subdivision and shall be interpreted consistent with such restrictive covenants, as of November 8, 1995.

ARTICLE XII: PAID POSITIONS

1. The Board of Directors may retain an attorney in order to have legal advice, direction, and assistance as required.
2. The Board of Directors may retain an accounting firm in order to have the corporation's books audited and for preparation of the corporation's tax returns.

Certified as a true copy of the bylaws,  
adopted at Board Meeting on November 8,  
1995.

Approved by the Membership on November  
8, 1995.

By: Samuel L. Knief  
President

**ARTICLE XIII: AMENDMENTS**

1. **ARTICLE IX: FUNDS, SECTION 1. DUES, PARAGRAPH B. PAYMENT OF DUES, SENTENCE 1, shall read as follows.**

**Dues shall be due in two (2) installments and payable in advance on February 1 and May 1, of each year, beginning February 1, 1998.**

**Approved by the membership December 15, 1997.**

2. **ARTICLE V: BOARD OF DIRECTORS, SECTION 6 a. Regular Meetings. Shall Read as follows.**

**Regular meetings of the board will be held in September, before the annual meeting, January, March and June.**

**Approved by the membership September 11, 2007**