**Article 4 Section 2 Part B: Class of Members:**

**Original Wording:**

B: Notices of meetings, elections, and other matters of interest to members of the corporation shall be mailed or delivered to ~~only the first named~~ individual on the deed to any lot unless the corporation is notified otherwise, in writing, by a majority of the owners of such a lot. The notice shall be mailed or delivered to that individual as the last known address of that individual as shown by the records of the corporation. Is shall be incumbent upon owners of the lots to notify the corporation of all changes in ownership and addresses.

**New Wording:**

B: Notices of meetings, elections, and other matters of interest to members of the corporation shall be **e-mailed**, mailed **via U.S. Mail,** or delivered to **any** individual on the deed **of** any lot. **The method of notice is at the discretion of the Wildwood POA Board** unless the corporation is notified otherwise **of preference**, in writing, by a majority of the owners of such a lot or **any** **individual named on the deed to any lot**. The notice shall be **e-mailed**, mailed or delivered to **any** individual **as listed on the deed** a**t** the last known address as shown by the records of the corporation. **It** shall be incumbent upon owners of the lots to notify the corporation of all changes in ownership and addresses.

Justification:

1. Reduce costs to the POA.
2. Provide a more efficient way to distribute information to members.
3. Provide a means to increase participation.

**Article 4 Section 2 Part C: Class of Member:**

**Original Wording:**

The first named individual on the current deed to the lot shall be entitled to vote for the ownership of the lot unless the corporation has received written instructions to the contrary from the majority of the owners of the lot. Each improved lot shall be allowed one vote on each matter presented to the membership.

**New Wording:**

**Any** individual **named** on the current deed to the lot shall be entitled to vote for the ownership of the lot unless the corporation has received written instructions to the contrary from the majority of the owners of the lot. Each improved lot shall be allowed one vote on each matter presented to the membership.

Justification:

1. Provides that letters of Proxy are not needed to allow a named individual who is not named “First” on a deed to vote in the interest of the lot.
2. This provision still allows for Proxy votes in the original and amended version.

**Article 4 Section 4 Reinstatement:**

**Original Wording:**

The Board of Directors shall reinstate the former member to membership upon payment of current fees or dues.

**New Wording:**

The Board of Directors shall reinstate the former member to membership upon payment of current fees**,** dues**,** **or compliance to the covenants or bylaws for which the suspension was issued.**

Justification:

1. Clarification that members suspended for violations to the covenants or bylaws must comply before being eligible to be reinstated after the board has taken action.

**Article 5 Section 1 Annual Meeting:**

**Original Wording:**

An annual meeting of the members shall be held at the principal office of the corporation (or at such other place within the City of Bentonville, Arkansas as designated by the Board of Directors) at 7:00 p.m. on the second **Wednesday** of **February** of each year beginning in 2004 to elect directors and to conduct any other business which comes before the members. If the day fixed for the meeting is a legal holiday in Arkansas, the meeting shall be held the week **later** at the same place and time.

**New Wording:**

An annual meeting of the members shall be held at the principal office of the corporation (or at such other place within the City of Bentonville, Arkansas as designated by the Board of Directors) at 7:00 p.m. on the second **Thursday** of **February** of each year beginning in **2013** to elect directors and to conduct any other business that comes before the members. If the day fixed for the meeting is a legal holiday in Arkansas, the meeting shall be held the **following** week at the same place and time.

Justification:

1. Thursday allows greater opportunity for members to attend the meeting. (Wednesday Church)
2. A mid-year meeting allows more home-owners to become current on their dues and be eligible to vote in the Annual Meeting.
3. Allows for greater inclusion of members in decision making for the neighborhood.

**Article 5 Section 5**

**Quorum.**

**Original Wording:**

Members holding not less than forty (40) percent of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a Quorum is not preset at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

**New Wording:**

**If** members holding not less than **Twenty (20)** percent of the votes that may be cast at any meeting, **or voting by mail or proxy**, shall constitute a quorum at such meeting. If a Quorum is not preset at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

**Potential attendance attributed to those who are no longer in good standing, whether at a meeting or not, shall not be considered when calculating the ratio necessary to reach a quorum. (Quorum=Valid Voting Members x 20%)**

**Justification:**

1. The number has been reduced so as to be more realistic in comparison to the actual participation and attendance of members.
2. Allow for Members who are not able attend to have an effect on calculating a quorum.

**Article 5 Section 6**

**Voting by Mail or by Proxy**:

**Original Wording:**

Where directors or officers are to be elected by members of any class or classes of members, such election may be conducted by mail, or by proxy in such a manner as the Board of Directors shall determine consistent with Arkansas law.

**New Wording:**

Where directors or officers are to be elected by members of any class or classes of members, such election may be conducted by mail, **e-mail**, or by proxy in such a manner as the Board of Directors shall determine consistent with Arkansas law.

Justification:

1. Allow more flexibility to process.
2. Foster greater participation by providing alternate method of communication.

**Article 5 Section 3 Special Meetings**:

**Original Wording:**

Written or printed notice stating the place, day, and hour of any meetings of members shall be delivered in person ormailed by first class mail to each member of the corporation ad posted at the main entrance to the principal office and meetingplace in a conspicuous place, not less than three days nor more than ten days before the date of the meeting, by or at the direction of the president, or secretary, or the officers or persons calling the meeting. The notice shall give members the date, time and location of the meeting and the subject or subjects to be considered at the meeting. In case of special meeting or when required by statute or by these bylaws, the purpose of purposes for which the meeting is called shall be stated in the notice.

()When mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears of the records of the association.

**New Wording:**

Written or printed notice stating the place, day, and hour of any meetings of members shall be delivered in person, or **sent** by first class mail, **or e-mailed** to **an individual named on the deed of a an improved lot** a**n**d posted at the main entrance to the principal office **or main entrance of Wildwood Subdivision in a conspicuous place**, not less than three days nor more than ten days before the date of the meeting, by or at the direction of the president, or secretary, or the officers or persons calling the meeting. The notice shall give members the date, time and location of the meeting and the subject or subjects to be considered at the meeting. In case of special meeting or when required by statute or by these bylaws, the purpose of purposes for which the meeting is called shall be stated in the notice. **It shall be incumbent upon owners of the lots to notify the corporation of all changes in ownership, current mailing address, and a valid e-mail address if one exists.**

1. **When mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears of the records of the association.**
2. **When e-mailed, the notice of a meeting shall be deemed to be delivered when sent to the member at his/her e-mail address as it appears in the records of the association. If no e-mail is available, or it is not the preferred method of notice, then the member should request in writing that their notifications be mailed to their address on file with the association, and verify that physical address.**
3. **When hand delivered to an owner of a lot, notice shall be deemed to have been delivered.**

Justification:

1. Reduce postage costs to the association.
2. Speed up delivery and foster better communication with the membership.
3. Provide more efficient way to respond quickly to membership concerns.
4. Provide a means to increase participation and give greater inclusiveness to the membership in decision making.

**Article 6 Section 2 Number, Qualifications, Election, Tenure**:

**Original Wording:**

The number of directors shall initially be three (3). The number of directors to be elected at the first meeting of the membership shall be five (5). Provided, the Developer shall serve as one of the directors until such time as all lots within Wildwood Phase 1 (and any other phase of Wildwood subdivision to the City of Bentonville, Arkansas, as developed by Charlton Development, L.L.C.) have been sold. Each director shall be a member of the corporation. Directors shall be elected at the annual meeting of the members by a majority vote. The term of office of each director shall be until the next annual meeting of the members and the election of his successor. Any vacancy occurring in the Board of Directors may be filled at any meeting of the Board of Directors by a majority vote of the remaining Board of Directors, or it may be filled at the next meeting of the members. Any person elected to fill a vacancy shall serve as a director until the next annual meeting of the members.

**New Wording:**

The number of directors shall initially be three (3). The number of directors to be elected at the first meeting of the membership shall be five (5). Provided, the Developer shall serve as one of the directors until such time as all lots within Wildwood Phase 1 (and any other phase of Wildwood subdivision to the City of Bentonville, Arkansas, as developed by Charlton Development, L.L.C.) have been sold. **The number of directors holding office shall be set to a maximum of seven (7). Regardless of the number of directors holding office in any one year, efforts will be made to achieve an odd number (i.e. 3,5,7).** Each director shall be a member of the corporation. Directors shall be elected at the annual meeting of the members by a majority vote. The term of office of each director shall be until the next annual meeting of the members and the election of his successor. Any vacancy occurring in the Board of Directors may be filled at any meeting of the Board of Directors by a majority vote of the remaining Board of Directors, or it may be filled at the next meeting of the members. Any person elected to fill a vacancy shall serve as a director until the next annual meeting of the members.

Justification:

1. Odd number of directors provides for reduction of tie votes.
2. Number greater than 7 becomes cumbersome and unworkable

**Article 6 Section 4 Special Meetings**:

**Original Wording:**

Special meetings of the Board of Directors shall be held when called by an officer of the corporation or by any two directors after not less than three days’ notice to each director in writing by first-class mail or personal delivery. Any director may waive notice of any meeting. The attendance of a director at any meeting waives his right to notice of the meeting unless he appears to object to the lawfulness of the meeting.

**New Wording:**

Special meetings of the Board of Directors shall be held when called by an officer of the corporation or by any two directors after not less than three days’ notice to each director in writing by **e-mail**, first-class mail, or personal delivery. Any director may waive notice of any meeting. The attendance of a director at any meeting waives his right to notice of the meeting unless he appears to object to the lawfulness of the meeting.

Justification:

1. Provides for another means of communication.

**Article 9 Section 1 Certificates of Membership:**

**Original Wording:**

The Board of Directors shall provide for the issuance of certificates evidencing membership in the corporation. The certificates shall be in such a form determined by the Board. The Certificates shall be signed by the president or vice-president and by the secretary or an assistant secretary and evidencing membership shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate is lost, mutilated, or destroyed, a new certificate may be issued on such terms and conditions as the Board of Directors determine.

**New Wording:**

The Board of Directors shall provide for the issuance of certificates evidencing membership in the corporation **upon request**. The certificates shall be in such a form determined by the Board. The Certificates shall be signed by the president or vice-president and by the secretary or an assistant secretary and evidencing membership shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate is lost, mutilated, or destroyed, a new certificate may be issued on such terms and conditions as the Board of Directors determine.

Justification:

1. The board feels that the issuance of a certificate is of no real value to the membership.
2. Possession of a working key to the pool and pavilion can serve as a certificate of membership.
3. Issuance of certificates is a waste of POA resources.

**Article 10 Section 1 Part B**

**Annual Maintenance Fees**

**Original Wording:**

B. The annual maintenance fees shall be not less than $100. (One Hundred dollars) per improved lot ~~the first year of collection~~. The fees may be adjusted upwards or downwards, at the option of the membership of the corporation, its successors and assigns, but not by more than 50 (fifty) percent over any one-year period.

**New Wording:**

B. The annual maintenance fees shall be not less than **$100.00** (One Hundred dollars) per improved lot. **The annual maintenance fees** may be adjusted upwards or downwards, at the option of the **Board of Directors**, membership of the corporation, its successors and assigns, but not by more than 50 (fifty) percent over any one-year period.

Justification:

1. We are past the first year of collection and that information is no longer relevant.
2. Dues will remain at $225 per year.

**Article 11 Section 1**

**Notice by Mail**

**Original Wording:**

Whenever these bylaws or the Articles of incorporation require notice to be given, personal notice is not meant unless expressly stated. Notice will be deemed sufficient if it is given in writhing, addressed to the person entitled at this last known address, and deposited in first-class United States mails. Notice will be deemed to have been given on the day it is deposited in the mail~~s~~.

**New Wording:**

Whenever these bylaws or the Articles of incorporation require notice to be given, personal notice is not meant unless expressly stated. Notice will be deemed sufficient if it is given in writing, addressed to **a** person entitled at this last known address, **and either sent electronically or** deposited in first-class United States mail. Notice will be deemed to have been given on the day it is **sent via e-mail or** deposited in the mail. **If no e-mail is on record, notice will be made via mail.**

Justification:

1. Reduce postage costs to the association and the members.
2. Speed up delivery and foster better communication with the membership.
3. Provide more efficient way to respond quickly to membership concerns.
4. Provide a means to increase participation and give greater inclusiveness to the membership in decision making.

**Article 6 Section 7 Board of Directors**

**Article 7 Section 8 Officers**

**Compensation**

**No Old Wording.----------------------------------------**

**New Wording:**

**No active Board Member, Officer, and family members of said parties of the Wildwood Home Owners Association, and any owner of a lot of the Wildwood Subdivision shall be eligible for compensation resulting from engaged labor of a yearly contract at the Wildwood Subdivision. Exceptions to this provision may be made by a majority vote of the Board of Directors and requires a majority vote by the Board of Directors to re-affirm this decision on a monthly basis as long as said exception exists. Reimbursement of expenses related to duties associated with the upkeep and maintenance of the Pool and Grounds is allowed. Other than as expressly stated here, the above clause will negate no other standing by-law.**

Justification:

1. Reduce potential conflicts between Members, Board, and Officers.
2. Reduce any illusion or appearance of impropriety by the Board or Officers
3. Reduce conflicts of interest.
4. Provide a means to compensate a Board Member or Officer resulting from unforeseen circumstances.
5. Allows the Board to Hire and Fire based on what is most beneficial to the Wildwood POA.