

HARBOR TOWN COMMUNITY ASSOCIATION, INC. BYLAWS

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HARBOR TOWN COMMUNITY ASSOCIATION, INC. BYLAWS

**ARTICLE I
GENERAL PROVISIONS**

§1-101 [Applicability]

These Bylaws provide for the governance and operation of the Harbor Town Community Association, Inc., a Tennessee non-stock, nonprofit corporation (the Association) and its Board of Trustees, in accordance with the provisions of the Harbor Town Community Charter, the Articles of Incorporation, and appropriate Public Law for the benefit of all Titleholders and Citizens having interest in Properties known as "Harbor Town." The Properties, located in Shelby County, Tennessee, have been subjected to the provisions of the Harbor Town Community Charter (Charter) through recordation of the Charter among the land records of Shelby County.

§1-102 [Office]

The office of the Harbor Town Community Association shall be at a location in Memphis, Tennessee, or at such other place within the State of Tennessee and the County of Shelby as the Board of Trustees may from time to time designate.

§1-103 [Definitions]

Certain capitalized terms used in these Bylaws, unless otherwise defined herein, have the meanings specified for such terms in Appendix One to the Harbor Town Community Charter.

§1-104 [Amendments]

These Bylaws may be amended by the Board of Trustees in accordance with the provisions set forth in §3-102(e) herein; however, no amendment shall be adopted which adversely affects the Multi-family Titleholders without

the affirmative vote of at least one of the Trustees representing the Multi-family Titleholders. Further, the By-laws cannot be amended to dilute the Multi-family Titleholders' percentage participation on the Board of Trustees without the prior written approval of at least one of the Multi-family Titleholders. Amendments shall be subject to the following conditions and to any other requirements of Public Laws:

(a) **Notice of Proposed Amendments.** Notice of proposed amendments shall be published in Harbor Town's principle medium of communications with Citizens or through mail no less than thirty (30) days prior to enactment of a proposed amendment. Notice shall also be sent to the Multi-family Titleholders.

(b) **Public Hearing on Proposed Amendments.** A public hearing shall be held within seven (7) business days of the time the Board of Trustees shall vote on the proposed amendment for the purpose of receiving comments of Titleholders and Citizens on the proposed amendment. Upon petition of Citizens representing ten percent (10%) of the total Citizen votes entitled to be cast on a matter, or upon petition of Titleholders representing ten percent (10%) of all Titleholder votes entitled to be cast on a matter, the time for consideration of the proposed amendment may be extended up to thirty (30) days.

(c) **Limitations on Board of Trustees' Unilateral Powers of Amendment.** Proposed amendments on matters that conform to the definition of Equity Resolutions, as provided in Article III, §3.103, except for the duties of the President, shall also require the affirmative vote of a majority of a Quorum of Citizens and of a majority of a Quorum

of Titleholders. Such affirmative votes shall also be required for amendments relating to procedural matters that serve to expand or reduce the powers of the Board of Trustees.

ARTICLE II

HARBOR TOWN COMMUNITY ASSOCIATION

§2-101 [Members]

All Titleholders and Citizens shall be members of the Association.

§2-102 [Association Purpose]

The purpose of the Association shall be to pursue the Goals and Mission of the Harbor Town Community, as set forth in the Harbor Town Charter, and to serve as the vehicle for fulfilling the provisions of the Harbor Town Governing Documents.

§2-103 [Liability and Indemnification of Association Officials]

No person serving the Association by virtue of holding either an elected or an appointed position shall be liable to the Association, the Citizens or the Titleholders for money damages except as may otherwise be provided for by Public Laws. The Association shall indemnify and hold harmless all elected and appointed officials to the fullest extent permitted by Public Laws.

§2-104 [Organizational Structure]

The organizational structure of the Association shall be as defined in Article II of the Harbor Town Community Charter.

§2-105 [Citizenship and Voting Rights] The qualifications for citizenship in Harbor Town and the right of Titleholders and Citizens to vote on matters arising before the Association shall be as set forth in the Founding Documents.

§2-106 [Association Meetings]

(a) **Annual Meetings.** The Association shall convene for an annual meeting on such date and at such time and place as is set by the Board of Trustees and included in a notice to the Citizens for the purpose of a presentation of the State of the Community report by the President, and the conduct of any other business as deemed appropriate by the Board of Trustees.

(b) **Special Meetings.** The Board of Trustees, by a two-thirds (2/3rds) vote, may request that the President call a special meeting of the Association. Citizens may request that the President call a special meeting upon the presentation of a petition signed by fifteen percent (15%) of all Citizens in good standing.

(c) **Notice of Meetings.** Citizens who have registered with the Association and Multi-family Titleholders shall be sent notice of the next annual meeting no earlier than sixty (60) days and no later than thirty (30) days prior to the

meeting date. Notices of special meetings shall be sent no earlier than thirty (30) days and no later than ten (10) days prior to the meeting date. Notices of a meeting shall include the time, place and purpose(s) of the meeting. No business may be transacted other than that which has been announced in the notice, except by assent of a majority of the quorum present. Meetings shall be called for a time and at a place reasonably convenient to most Citizens.

(d) **Conduct of Meetings.** The President shall preside over Association meetings; in his absence, the Chairman of the Board of Trustees shall preside. To the extent consistent with the Governing Documents, meetings shall be conducted according to *Roberts' Rules of Order*.

(e) **Voting Qualifications.** Except as provided to the contrary in the Founding Documents, all Citizens and Titleholders in good standing may vote on any issue brought before the Association which requires voting by Citizens and Titleholders, as their interests and rights appears.

(f) **Manner of Voting.** Cumulative voting is not permitted. The manner of voting (by ballot, machine, or other means) shall be determined by the Board of Trustees, subject to the provisions contained in §3-101(b) hereof.

(g) **Proxies.** A vote may be cast in person or by proxy, subject to the provisions of the Founding Documents and Public Laws. A Citizen may grant his proxy to any other Citizen, his mortgagee, the Secretary of the Board of Trustees, or Developer; however, only the Secretary of the Board of Trustees, mortgagees or Developer may cast votes on behalf of more than one Citizen. Proxies shall be duly executed in writing and with the exception of a continuing

power of attorney shall be valid only for the particular meeting or vote designated on the proxy. All proxies must be filed with the Secretary of the Board of Trustees prior to the start of the meeting. A proxy may only be revoked upon the actual receipt by the Secretary of the Board of Trustees of oral or written notice of revocation from the Citizen issuing the proxy.

ARTICLE III

LEGISLATIVE BRANCH

§3-101 [Board of Trustees]

(a) **Composition.** The primary decision-making body of the Association shall be a Board of Trustees consisting of seven members, who shall be empowered as follows: four at-large Titleholders from Harbor Town shall be elected by the Citizens from the Harbor Town residential area excluding the apartment complexes, one representative from each of the Multi-family Titleholders shall be selected by that Multi-family Titleholder, and one representative from the Harbor District commercial development, who shall be an owner and operator both of a business in the Harbor District commercial development and the property upon which the business is located, shall be selected by the Harbor District Merchants Association.

(b) **Elections.** The President of the Association shall appoint an Elections Committee at least ninety (90) days prior to a scheduled election to administer and preside over elections which shall be conducted in accordance with policies and procedures established by the Board of Trustees.

Consent of the Board of Trustees shall not be required for appointments to the Elections Committee, notwithstanding other provisions in the Founding Documents regarding appointments. Candidates for election to the four (4) at-large Titleholder positions must be Citizens in good standing and shall submit a petition for candidacy, signed by at least twenty (20) Citizens in good standing, to the Elections Committee. Elections shall be conducted within sixty (60) days of the next annual meeting, where all newly elected and reelected officials of the Board of Trustees shall begin their new terms of office following the completion of old business on the annual meeting agenda. At such time as four (4) at-large Trustees representing the Harbor Town Titleholders have been elected to the Board of Trustees, the entire Board of Trustees shall immediately resign and a new Board of Trustees shall be formed in accordance with the foregoing procedure, but nothing herein shall prevent the Multi-family Titleholders or the Harbor District Merchants Association from reappointing their same Board representatives. Any existing Trustee shall be entitled to serve a new term. The term shall be staggered so that two Trustees from the Harbor Town Titleholders, one from the Multi-Family Titleholders and the representative from the Harbor District Merchants Association shall serve for one year. The other three Trustees shall serve for two years. Thereafter, terms shall be staggered in accordance with the provisions of Section (c) hereof.

(c) **Terms of Office.** Except with respect to appointed Trustees and the initial Board of Trustees as provided for in §A2-104 of the Charter, the term of office of a Trustee shall be two years. Terms shall be staggered such that four (4) Trustees take office one year to be comprised of two from the Harbor Town Titleholders, one representative from the Multi-family Titleholders and the representative from the Harbor District Merchants Association, and three (3) Trustees take office the next year.

(c) Borrow money in amounts for a single purpose not to exceed ten percent (10%) of the annual operating budget. Borrowing amounts in excess of that limit shall require a vote of a majority of a Quorum of Titleholders.

(d) Approve all contractual obligations, not provided for in the annual operating budget, that exceed at least one-half of one percent (.5%) of the annual operating budget and all contractual obligations in the annual operating budget that exceed at least one percent (1%) of the budgeted expenditures for the current year. The Board of Trustees may increase the foregoing limitations through passage of an appropriate Equity Resolution.

(e) Except where otherwise provided, amend these Bylaws, subject to the concurrence of the President, provided that in the event that the President does not concur with the proposed amendment, the Board of Trustees may enact such amendment (subject to other provisions in the Founding Documents) without the President's concurrence if a majority of the Board of Trustees plus at least one (1) additional Trustee subsequently vote to enact such amendment. Proposed amendments to these Bylaws shall be construed to be Equity Resolutions and acted upon in the manner hereinafter prescribed. To the contrary notwithstanding, no amendment shall be enacted which dilutes the percentage participation of the Multi-family Titleholders on the Board of Trustees without the prior written approval of at least one of the Multi-family Titleholders.

(f) Provide advice and consent to the President on the appointments proposed by the President.

(g) Hear and make final determinations on appeals by Citizens from decisions of the Town Architect, Board of Code Compliance, Harbor Town Cultural Trust, or any other agent of the Association.

§3-103 [Legislative Actions of the Board of Trustees]

There shall be three (3) classes of legislative actions undertaken from time-to-time by the Board of Trustees. Except for proposed Amendments to the Founding Documents which shall be governed by §8-102 of the Charter and which may only be adopted by the votes required therein, Resolutions shall be enacted upon the affirmative vote of a majority of a Quorum of the Board of Trustees, except that Resolutions which may adversely affect the Multi-family Titleholders shall require the affirmative vote of at least one of the Trustees representing the Multi-family Titleholders.

(a) **Equity Resolutions.** Equity Resolutions include actions limiting or controlling property rights, actions taken by the Board of Trustees calling for or accomplishing amendments to the Founding Documents or previously adopted Equity Resolutions, or actions adding new provisions to Town Codes that relate to or affect Citizens' rights of use of Town Property. Actions of the Board of Trustees which are for the purpose of establishing procedures for carrying out provisions of the Governing Documents shall not be considered Equity Resolutions. An Equity Resolution to become valid shall be published in the Harbor Town principle medium for informing Citizens of the Board of Trustees affairs, or in a notice sent by mail to all Titleholders and Citizens, no later than thirty (30) days prior to enactment. The notice shall include the full text of the proposed resolution and the time, date and place at which a public hearing will be held to receive input from interested Citizens.

(b) **Administrative Resolutions.** Administrative Resolutions are actions taken by the Board of Trustees that prescribe procedures for implementing provisions of the Governing Documents including, but not limited to:

(1) Assessment collection procedures.

(2) Procedures associated with applications for visual changes to Lots and improvements.

(3) Policies related to use and control of Town Property.

(4) Establishment of temporary rules and permits.

(5) Except in the case of a matter deemed to constitute an emergency, proposed Administrative Resolutions shall be posted at conspicuous points in Harbor Town at least three (3) weeks prior to enactment. In cases where an emergency is deemed by the Board of Trustees to have arisen, any action taken shall be reconsidered at the next meeting with notice of the reconsideration posted at conspicuous points in Harbor Town at least three (3) weeks prior to the meeting at which the action will be reconsidered. No emergency action shall be considered to be permanent until such reconsideration.

Collectively, Equity Resolutions and Administrative Resolutions constitute the Town Codes. Each such Resolution shall be constructed according to the following format:

(1) **Authority** (a statement of the authority by which the Board of Trustees proposes to take action on a matter.)

(2) **Purpose** (a statement summarizing the need for the action proposed to be taken.)

(3) **Scope** (a statement defining who, and under what conditions, the Association and other parties will come within the jurisdiction of the proposed action upon its enactment.)

(4) **Specification** (the details of the action proposed to become part of Town Codes.)

(c) **General Resolutions.** General Resolutions are actions taken by the Board of Trustees that have no long-term effect, excepting appeals, contracts and financial obligations whose effects do not extend materially beyond one year. Such actions include:

(1) Financial matters including annual budgets, borrowing of money and fund transfers.

(2) Expenditure authorizations requiring Board of Trustees' action.

(3) Contracts requiring Board of Trustees' action.

(4) Proposed appointments by the President requiring Board of Trustees' action.

(5) Decisions on appeals made by Citizens relating to actions by the Board of Code Compliance, the Town Architect, the Harbor Town Cultural Trust, or other agents of the Association.

General Resolutions may be enacted at the meeting in which they first arise.

All Resolutions shall be maintained in an orderly, indexed compendium to be known as The Harbor Town Book of Resolutions.

§3-104 [Officers]

(a) **Designation.** The Officers of the Board of Trustees shall be the Chairman, the Vice Chairman and the Secretary, all of whom shall be elected by the Board of Trustees. So long as there are any Trustees appointed by Developer, Officers need not be Citizens, but, thereafter, all Officers must be Citizens.

(b) **Election of Officers.** The Officers shall be elected annually by the Trustees at the organization meeting of each new Board and shall hold office at the pleasure of the Board.

(c) **Removal of Officers.** At any regular or special meeting of the Board of Trustees, upon the affirmative vote of a majority of all members of the Board of Trustees, any Officer may be removed, with or without cause, and a successor elected by the Board of Trustees.

(d) **Chairman.** The Chairman of the Board of Trustees shall preside over all meetings of the Board of Trustees; be responsible for preparing the agenda for all Board of Trustee meetings; assure that each Trustee has in advance of any meetings sufficient information and materials on which to base informed decisions; represent the Board

of Trustees before the President and before the Association; appoint committees of the Board of Trustees; assure that each member of the Board of Trustees and its Officers properly carry out their duties and responsibilities; and in the event of the absence or disability of the President, perform the duties of that office until a successor is chosen or elected to fill the President's office. The Chairman (or Vice Chairman) shall be co-signatory with the President or Town Treasurer on any financial instruments representing fund transfers or disbursements for a single purpose or obligation in excess of an amount equal to five percent (5%) of the annual operating budget.

(e) **Vice Chairman.** The Vice Chairman shall take the place of the Chairman and perform the duties of the Chairman when the Chairman is absent or unable to act. If neither the Chairman or the Vice Chairman are present or able to act, the Board of Trustees shall appoint some other Trustee to act in the place of the Chairman on an interim basis. The Vice Chairman shall perform such other duties as may be assigned by the Chairman or the Board of Trustees.

(f) **Secretary.** The Secretary shall be responsible for causing the following to be done: keeping minutes of all meetings of the Association and of the Board of Trustees; recording all Resolutions of the Association and of the Board of Trustees and properly maintaining the Book of Resolutions; maintaining such books and records as the Board of Trustees may direct; providing all notices required to be provided; maintaining a roster of Citizens, Titleholders and Mortgagees reflecting the address to which any such notices shall be sent; and, in general, performing all duties incident to the office of Secretary.

§ 3-105 [Operations of the Board of Trustees]

Subject to any provisions of Public Laws, and except for meetings involving personnel matters, sensitive negotiations, and meetings whose outcome might unduly embarrass a Citizen, all meetings of the Board of Trustees shall be open to Citizens.

(a) **Organizational Meeting.** Within fourteen (14) days following the annual election, the Board of Trustees shall hold an organizational meeting at which Officers of the newly elected Board of Trustees shall be elected.

(b) **Regular Meetings.** Regular meetings of the Board of Trustees may be held at such time and place as shall be set from time to time by a majority of the Board of Trustees, but in no event less frequently than once per quarter. A schedule of regular meetings shall be distributed to all Citizens and Multi-family Titleholders at least once a year, and a notice of changes in such schedule shall be given to all Citizens at least thirty (30) days prior to the implementation of the revised schedule.

(c) **Special Meetings.** Special meetings of the Board of Trustees may be called by the Chairman, or by the Secretary on the written request of at least three (3) Trustees with at least three (3) business days notice to each Trustee, such notice being given by mail, telephone, telegraph or in person. The first order of business upon such special meeting being called to order shall be certification by the Secretary that all Trustees were given proper notice.

(d) **Waiver of Notice.** Any Trustee may at any time, in writing, waive notice of any Board meeting, and such waiver shall be deemed equivalent to the giving of such notice. Presence at any Board meeting by any Trustee shall

constitute waiver of notice. If all Trustees are present at any Board meeting, no notice to Trustees shall be required and any business may be transacted at such meeting.

(e) **Quorum of Board of Trustees.** At all meetings of the Board of Trustees a majority of the Trustees shall constitute a Quorum for the transaction of business, and the votes of a majority of those Trustees present shall constitute the decision of the Board of Trustees, except regarding matters for which different voting requirements are provided elsewhere herein or in other Founding Documents. If a Quorum is not present, a majority of those Trustees present may adjourn the meeting to another date sufficiently in the future so that proper notice can be provided.

(f) **Compensation.** Trustees, except any Trustee appointed by Developer, shall be entitled to compensation of seventy five dollars per meeting or such other amount as determined by a majority vote of a Quorum of Citizens. Trustees shall also be reimbursed from Association funds for authorized out-of-pocket expenses incurred in the fulfillment of Board of Trustee duties. The Board of Trustees shall determine what expense shall be authorized.

(g) **Conduct of Meetings.** The Chairman shall preside over all meetings of the Board of Trustees. The Secretary shall assure that minutes are recorded and a minute book maintained as well as a record of all Resolutions. All such documents shall be available for inspection by any Citizen or Titleholder at all reasonable times. The then current edition of *Robert's Rules of Order* shall govern the conduct of Board of Trustees meetings when not in conflict with Public Laws or the Governing Documents.

(h) **Common or Interested Trustees.** Each Trustee shall exercise his powers and duties in good faith and with a view to the best interest of the Association. No contract or other transaction between the Association and any of the Trustees, or between the Association and any corporation, firm or association (including Developer) in which any of the Trustees is an officer or director or is pecuniarily or otherwise interested, is either void or voidable because any such Trustee is present at the meeting of the Board of Trustees or any committee of the Board of Trustees which authorizes or approves the contract or transaction or because his vote is counted for such purpose if the following conditions are met:

(1) The fact of the common directorate or interest is disclosed or known to a majority of the Trustees or noted in the minutes, and the Board of Trustees authorizes, approves, or ratifies such contract or transaction in good faith by a vote sufficient for the purpose; and

(2) The contract or transaction is commercially reasonable at the time it is authorized, ratified, approved or executed.

Any common or interested Trustees may be counted in determining the presence of a Quorum. For as long as Developer holds the majority of seats on the Board of Trustees, common or interested Trustees may vote with like force and effect as if such Trustees were not officers or directors of such other corporation, firm or association or not so interested.

ARTICLE IV

EXECUTIVE BRANCH

§4-101 [Organization of the Executive Branch]

The Executive Branch shall be headed by a President. The day-to-day affairs for which the President has oversight responsibilities shall be administered under the direction and supervision of a Town Manager, who may be either a natural person or a corporate entity. Maintenance and environmental management operations for which the Association has responsibility may be placed under the direction and supervision of the Town Director of Environmental Management. All paid supervisory employees of the Association, as well as those providing contract services, except for licensed professionals, as determined by the President or the Board of Trustees shall report directly to the Town Manager. Appointments of all supervisory personnel shall be made by the Town Manager, subject to the approval of the President.

§4-102 [Term of Office of Association President]

Except for the first President who shall be appointed by the Board of Trustees, the President of the Association shall be elected by the Citizens of Harbor Town to serve for a term of two years. The President may not serve more than two consecutive terms. In order to stand for election as President, a person shall be a Citizen in good standing and shall first secure a petition for candidacy, signed by twenty-five (25) Citizens in good standing. The President may be recalled from office without cause by a majority vote of a Quorum of Citizens. The Board of Trustees may remove the President from office for cause upon thirty (30) days notice to Citizens of its intention to

consider same by a two-thirds (2/3rds) vote of the members of the Board of Trustees. A mid-term vacancy of the office of the President shall be filled by the Board of Trustees within thirty (30) days of the vacancy.

§4-103 [Powers and Duties of the President]

(a) **Powers and Duties.** The President shall preside over meetings of the Association, and in his absence, the Chairman of the Board of Trustees shall preside. The President's duties, which shall be determined by the Board of Trustees but shall not be diminished by the Board of Trustees without a vote of a majority of a Quorum of Citizens, shall also include:

(i) **Contract Approvals.** Approval of all contracts involving sums less than five percent (5%) of the annual operating budget (unless a higher limit is set by the Board of Trustees), provided an allocation for the expenditure has been made in the annual operating budget; otherwise, the President's contract authority shall be limited to two percent (2%) of the annual operating budget unless otherwise determined by the Board of Trustees.

(ii) **Financial Matters.** Subject to counter signature requirements provided for elsewhere in these Bylaws, execution of counter signature with the Town Manager or Town Treasurer on financial instruments involving amounts greater than one percent (1%) of the current annual budget. The President shall also be responsible to the Board of Trustees for preparing an annual budget for the Association's operation for the next fiscal year.

(iii) **Appointments.** Appointment of the Town Manager, the Town Architect, the Town Attorney, the Town Treasurer, members of the Board of Code Compliance, members of the Harbor Town Cultural Trust and, from time to time, members of special committees convened to consider matters of interest to the Association. All appointments, excepting those made with respect to special committees not specifically named in the Founding Documents, shall be concurred in by a majority of a Quorum of the Board of Trustees.

(b) **Compensation.** Except for a President appointed by Developer, the President shall receive compensation of no less than three thousand dollars per year or such other greater amount as may be determined by the Board of Trustees. In addition, the President shall be entitled to reimbursement of reasonable expenses incurred in carrying out his duties. The Board of Trustees shall determine what constitutes a reasonable expense.

§4-104 [Harbor Town Cultural Trust]

(a) **Purposes.** The purposes of the Harbor Town Cultural Trust shall be as set forth in Article IV of the Harbor Town Community Charter.

(b) **Organization and Terms of Office.** The Harbor Town Cultural Trust shall consist of five (5) members, each of whom shall serve terms of two years from the date of his or her respective appointment by the President. The Harbor Town Cultural Trust may appoint a committee or committees of Citizens to assist and advise it in carrying out its duties.

(c) **Duties.** The Harbor Town Cultural Trust shall have such duties as may be provided for in the Governing Documents.

(d) **Compensation.** Members of the Harbor Town Cultural Trust shall be entitled to such compensation on a per meeting basis as may be determined by the Board of Trustees.

§4-105 [Town Architect]

(a) **Qualifications; New Construction.** The Town Architect shall be a licensed and registered architect. He shall be responsible for reviewing all applications for new construction of Living Units, Accessory Buildings and other improvements proposed to be made on the Real Property and, upon determination that plans for such structures are consistent with the Town Plan, Town Codes, and Design Guidelines, shall issue appropriate approvals, with or without reasonable conditions and stipulations, within a reasonable time period to be determined by the Board of Trustees. Should an applicant disagree with a determination of the Town Architect, such applicant may appeal the determination to the Board of Trustees whose decision shall be final.

(b) **Visual Changes to Existing Conditions.** Titleholders and Citizens desiring to make visual changes to their Lots or the exteriors of their improvements thereon shall make an application for such proposed changes to the Town Architect. After checking the proposed plans for compliance with Town Codes, the Town Plan, and Design Guidelines, the Town Architect shall submit the proposed plans to the Harbor Town Cultural Trust, with or without recommendation for approval. The Harbor Town Cultural Trust shall render a recommendation to the Board of

Trustees for approval, with or without stipulations, or for disapproval within a time period to be determined by the Board of Trustees and shall give notice thereof to applicant. The Board of Trustees shall consider the application and its decision shall be final.

Any changes designated by the Board of Trustees as "routine changes" shall only require the approval of the Town Architect only.

(c) **Compensation.** The Town Architect may be reasonably compensated as may be determined by the Board of Trustees.

§4-106 [Town Manager]

(a) **Duties.** The day-to-day affairs of the Association shall be administered by the Town Manager who shall report directly to the President. The scope of the authority of the Town Manager as to binding commitments made on behalf of the Association shall be as determined by the President, subject to the advice and consent of the Board of Trustees. Records of the administration of the Association shall be maintained by the Town Manager and shall be available for inspection by any Citizen or Titleholder at all reasonable times.

(b) **Compensation.** The Town Manager shall be entitled to such compensation as may be determined by the Board of Trustees.

ARTICLE V

QUASI-JUDICIAL BRANCH

§5-101 [Board of Code Compliance]

(a) **Organization and Term of Office.** The Quasi-Judicial Branch of the Association shall be under the administration of the Board of Code of Compliance. The Board of Code Compliance shall consist of six (6) members, appointed by the President, who shall serve for a 3 year term or until resignation or removal, for cause, by a vote of two-thirds (2/3rds) of the members of the Board of Trustees, if earlier. To ensure an intergenerational character on the Board of Code Compliance, to the extent qualified candidates are available at least two members shall be sixty (60) years of age or older. The Chairman of the Board of Code Compliance shall be elected by its members. Upon the initial appointment of the members of the Board, two (2) shall serve one-year terms, two (2) shall serve two-year terms, and two (2) shall serve three-year terms. Two new members of the Board shall be appointed every year to replace the two retiring members.

(b) **Duties.** The Board of Code Compliance shall have such duties as may be provided in the Governing Documents.

(c) **Compensation.** Members of the Board of Code Compliance may be entitled to such compensation on a per meeting basis as may be determined by the Board of Trustees.