

## **BYLAWS – Whiffletree I-IV Neighborhood Association, Inc.**

### ***ARTICLE I – MEMBERSHIP***

#### **SECTION 1**

Membership in the Whiffletree I-IV Neighborhood Association shall be open to all people residing in the Whiffletree Additions I-IV. Member households shall pay such dues and have such rights as are provided in these Bylaws of this Association. A member household is entitled to a maximum of two (2) votes for each Officer, Zone Director and At-Large Board Member to be elected.

### ***ARTICLE II - MANAGEMENT***

#### **SECTION 2**

The management and administration of the Whiffletree I-IV Neighborhood Association, Inc. (hereinafter referred to as the "Association") shall be vested in the Board of Directors.

### ***ARTICLE III – OFFICERS, DIRECTORS AND AT-LARGE BOARD MEMBERS***

#### **SECTION 3**

The officers of the Association shall be a President, Vice-President of Activities, Vice-President of Membership, Secretary, and Treasurer. There shall be seven Zone Directors, one Zone Director elected from each area of the subdivisions, which have been divided into geographical areas. There shall be up to five (5) at-large board members appointed by the Officers and Zone Directors. The Officers, Zone Directors and At-Large Board Members together shall comprise the Board of Directors, and said Board of Directors shall manage and administer the affairs of the Association in accordance with its Articles of Incorporation and these Bylaws. Further, the Board of Directors shall be responsible for carrying out resolutions duly adopted by the membership at membership meetings.

### ***ARTICLE IV - ELECTIONS AND MEETINGS***

#### **SECTION 4**

New Officers, Zone Directors and At-Large Board Members shall be elected in the Fall of the year in a manner determined by the Board of Directors. The Board of Directors shall take office on January 1 of the following year to serve one-year terms of office. The At-Large Board Members shall be appointed by the Officers and Zone Directors at any time during the one-year term of office. All members of the Board of Directors may be elected to serve subsequent one-year terms of office.

#### **SECTION 5**

The Board of Directors shall annually devise a process to identify candidates for board membership. The Board of Directors shall present to the membership by mail or electronic transmission their slate of at least one (1) candidate for each of the offices of the Board of Directors. Write-in nominations also are acceptable. For purposes of representation, all of the areas of Whiffletree Additions I-IV shall have one (1) Zone Director representative on the Board of Directors. Every member household shall have a maximum of two (2) votes for each Officer, Zone Director and At-Large Board Member to be elected.

## SECTION 6

- (a) Zone Directors will be elected by the membership at large and may represent the area of Whiffletree Additions I-IV in which they live. There may be one (1) Zone Director elected for each area.
- (b) All voting for election of the Board of Directors will be conducted by ballot. The Vice-President of Membership and/or designated ballot collection agent will report ballot results to the Board of Directors. The Board of Directors will verify the votes. A simple plurality of the votes cast will be necessary for election to the Board of Directors.

## SECTION 7

Any special meeting of the membership may be called by the following persons and in the following manner:

- (a) The President may, in case of an emergency to be determined by the President, call a meeting of the full membership of the Association by written notice stating the purpose of the meeting.
- (b) It shall be the duty of the President to call a meeting of the full membership of the Association whenever requested to do so in writing by five (5) members of the Board of Directors stating the purpose of the meeting.
- (c) It shall be the duty of the President to call a meeting of the full membership of the Association upon written request of fifteen (15) or more members (households) in good standing, which request shall state the object of the called meeting.
- (d) Notices of meetings of the Association under (b) and (c) above shall be mailed or electronically transmitted to the membership. The notice shall state the object, location, date, and time of the meeting, and said meeting shall be held not earlier than ten (10) or later than thirty (30) days after the date of the notice. Business transacted at such meetings shall be confined to the purpose or purposes stated in the call.

## **ARTICLE V - QUALIFICATIONS OF OFFICERS AND DIRECTORS**

### SECTION 8

No person shall be eligible to hold any office unless he or she is a member of an eligible household in good standing.

## **ARTICLE VI - BOARD MEETINGS AND ELECTION OF CHAIRMAN**

### SECTION 9

The Board of Directors shall hold at least one (1) meeting each quarter. Board of Directors' meetings shall be open to the general membership. The President may invite or approve the invitation of visitors for the purpose of addressing the Board of Directors.

### SECTION 10

The President of the Association shall also be the Chairman of the Board of Directors, and such Chairman shall preside at all meetings of the Board of Directors. It shall be the duty of the President to generally perform all the duties pertaining to that office, and the President shall decide all questions of procedure and order at the meetings of the Board of Directors.

### SECTION 11

In the absence or removal of the Chairman of the Board of Directors, as contemplated in Article VIII, Section 16 of these Bylaws, the Vice-President of Activities shall perform the duties of such position. In the absence of the Chairman and Vice-President of Activities, the Vice-President of Membership shall perform the duties of such position. In the absence of the Chairman, Vice-President of Activities, and Vice-President of Membership, the remaining members by a majority vote may elect one of their members as temporary Chairman.

## SECTION 12

If any Officer shall fail to attend the regular meeting of the Board of Directors for two (2) successive meetings without good and valid reason in the judgment of the Board of Directors, such Officer shall cease to be a member of the Board of Directors, and the vacancy created shall be filled as provided in Article VII of these Bylaws.

## SECTION 13

Special meetings of the Board of Directors may be called by the following persons and in the following manner:

- (a) The Chairman of the Board of Directors may, in case of an emergency to be determined by the Chairman, call a meeting of the Board of Directors.
- (b) It shall be the duty of the Chairman of the Board of Directors to call a meeting of the Board of Directors when requested to do so in writing by three (3) members thereof, stating the purpose of the meeting.
- (c) Notice of any special meeting of the Board of Directors shall be given to all members thereof by telephone, in person, by written notice, or electronic transmission.

## **ARTICLE VII - VACANCIES**

### SECTION 14

All Zone Director vacancies occurring on the Board of Directors shall be filled by appointment by the Board of Directors, from the area in which the vacancy occurred, if possible.

### SECTION 15

All unexpired terms of the President, Vice-President of Activities, Vice-President of Membership, Secretary, and Treasurer shall be filled by appointment of the Board of Directors.

## **ARTICLE VIII - REMOVAL OF OFFICERS**

### SECTION 16

Any Zone Director, Officer or At-Large Board Member elected by the Association or appointed by the Board of Directors may be removed from office by a three-fourths (3/4) vote of the eligible members in good standing present at a special meeting called for such purpose, at which a quorum, defined as members from no less than one-tenth (1/10) of the eligible households in good standing, is present.

## **ARTICLE IX - PLACE OF MEETINGS**

### SECTION 17

Meetings of the Board of Directors and of the general membership of this Association shall be held at such place or places as shall, from time to time, be designated by the Board of Directors.

## **ARTICLE X - DUTIES OF OFFICERS AND ZONE DIRECTORS**

### SECTION 18 - DUTIES OF THE PRESIDENT

It shall be the duty of the President to preside at all meetings of the Association; to enforce the Bylaws; to preserve order and decorum; to require all officers and members of the committees to perform their duties; to appoint all committees not otherwise provided for; and to sign all official documents and countersign all checks. The President shall be an ex-officio member of all committees, shall generally perform all the duties appertaining to the office of President, and shall decide all questions of procedure and order not provided for in these Bylaws. The

President shall not vote at meetings of the Association, except in case of a tie vote. The President or the President's designee is hereby authorized and empowered to implement all resolutions adopted by the Board of Directors.

#### SECTION 19 - DUTIES OF THE VICE-PRESIDENT OF ACTIVITIES

It shall be the duty of the Vice-President of Activities to assist the President in all official business of the Association; to oversee all activities and committees; to assist in filling vacant positions for committees, Zone Directors, and block captains and to advise them as to their responsibilities; to direct interested persons to the proper group leader and to help new groups get organized; to write articles for the Association Newsletter concerning Zone Director and block captain activities; to perform such other duties as may be assigned by the President; and to serve in the absence of the President.

#### SECTION 20 - DUTIES OF THE VICE-PRESIDENT OF MEMBERSHIP

It shall be the duty of the Vice-President of Membership to keep a computerized record of all Association members, officers, committees, and activities; to conduct a membership drive, no less often than every two years, by composing and distributing membership flyers and contacting Zone Directors; to collect and deliver to the Treasurer all membership fees; to verify the ballots from the election of the Board of Directors; to publish no less often than every two years a directory listing all Association members, the Board of Directors, and block captains, activities, yellow pages, and map; to contact Zone Directors to deliver the directories to the members; to submit names of new members to the Newsletter editor for publication in the Association Newsletter; to perform such other duties as may be assigned by the President; and to serve in the absence of the President and the Vice-President of Activities.

#### SECTION 21

In the event of the absence of the President, the Vice-President of Activities, and the Vice-President of Membership, or their inability to serve, a temporary President may be elected or appointed by the Board of Directors to serve until such time as the President, Vice-President of Activities, or Vice-President of Membership can serve, or until the next regular election of Officers by the members of the Association.

#### SECTION 22 - DUTIES OF THE SECRETARY

It shall be the duty of the Secretary to keep full and impartial records of the Association and the Board of Directors; to keep minutes of all Board of Directors and general membership meetings; to assist the President in planning the agenda for Board of Directors meetings; to maintain historical files of the Association; and to perform such other duties as may be prescribed by the Board of Directors. The Secretary's records shall be available for inspection by the President, the Board of Directors, and any other member of the Association. The Secretary shall, within five (5) days after retiring from office, deliver to the successor all papers and other property belonging to the Association.

#### SECTION 23 - DUTIES OF THE TREASURER

It shall be the duty of the Treasurer to be the custodian of all of the Association's funds and to keep a proper accounting of all receipts and expenditures; to prepare and co-sign with the President all checks and keep all books belonging to this office, which shall at all times be available for inspection by the President and Board of Directors; and to report at each regular Board of Directors meeting the Association's financial transactions since the previous Board of Directors meeting. The Treasurer shall deposit all money received to the credit of the Association and in the name of the Association. The Treasurer shall keep an accurate record of receipts and disbursements and at each Board of Directors meeting shall render an operating statement of the financial transactions of the Association for the period of time elapsed since the previous Board of Directors meeting. On assuming office, the Treasurer shall prepare an annual budget for the Association's activities for the ensuing year and shall present said budget to the Board of Directors at its first regular meeting of the new year.

## SECTION 24 - DUTIES OF THE ZONE DIRECTORS

It shall be the duty of each Zone Director to represent the interests and needs of the Association's members within the Zone Director's geographic zone; to serve as a member of the Board of Directors in representing the interests and needs of the Association's members irrespective of geographic zone; to recruit and direct the activities of block captains within the Zone Director's zone; to act as an emissary for the Association in welcoming new neighbors into the Zone Director's zone, and to assist the Vice-President of Activities and the Vice-President of Membership in the discharge of their respective duties.

## SECTION 25 – DUTIES OF THE AT-LARGE BOARD MEMBERS

It shall be the duty of each At-Large Board Member to represent the general membership on matters of interest or concern and perform other responsibilities as decided by the Board of Directors.

## **ARTICLE XI - DUES**

### SECTION 26 - ANNUAL DUES

The annual household dues of the Association shall be set by the Board and shall be due and payable by December 31.

## **ARTICLE XII - EXPENDITURES**

### SECTION 27

The Board of Directors will ensure that a current financial report is presented at each Board meeting, reviewed and approved. A copy of the current financial report is available to any member of the Association upon request.

### SECTION 28

All expenditures of Association funds for operations shall be authorized by the Board of Directors, who may direct the Treasurer to pay all bills incurred or to be incurred by the Association; provided, however, that any Board of Directors may, at the beginning of its term, authorize the Treasurer to pay for the necessary stationery, stamps, and cost of holding meetings.

## **ARTICLE XIII - RIGHTS OF MEMBERS**

### SECTION 29

The members of the Association shall have the right to call meetings as provided in Article IV, Section 7 of these Bylaws and to initiate resolutions, plans, policies, and projects which, when passed by a two-thirds (2/3) majority of those present and voting at any meeting at which a quorum (as defined in Article VIII, Section 16) is present shall be binding upon the Association and upon the Board of Directors.

### SECTION 30

Every eligible household in good standing shall have all rights and privileges of membership, including the right to vote and to hold office in the Association.

### SECTION 31

No member household shall be considered in good standing who is in arrears in payment of dues. Members of said households shall not be entitled to vote, shall not be eligible to be on the Board of Directors, and shall not be entitled to any other privileges of a member household.

## **ARTICLE XIV - COMMITTEES AND REPRESENTATIVES**

### SECTION 32

There shall be, in addition to such other committees and representatives as the Board of Directors shall determine, the following representatives, appointed by the Board of Directors, with such duties as the Board of Directors may designate.

- (a) CrimeWatch Officer
- (b) Newsletter Editor
- (c) Yard-of-the-Month Coordinator

### SECTION 33

All matters brought before the membership of the Association for its consideration will be of a nature that affects the Association membership generally, and all other matters shall be presented to the Board of Directors.

### SECTION 34

*Roberts Rules of Order, Revised* shall determine the conduct of business in all meetings of the Association, the Board of Directors, and committees, except where inconsistent with these Bylaws.

## **ARTICLE XV - NOTICES**

### SECTION 35

Under the provisions of these Bylaws, notices are required to be given in writing. Exceptions will be subject to Article VI, Section 13, of these Bylaws.

## **ARTICLE XVI - AMENDMENTS TO THE BYLAWS**

### SECTION 36

By simple majority vote of the Board of Directors, amendments to the wording of these Bylaws may be proposed to the general membership for review and approval. Notice of the Board's wish to amend the Bylaws may be given to the membership at a general meeting of the membership or by thirty (30) days written notice. Unless a two-thirds (2/3) majority vote of eligible members at a general membership meeting denies the proposed amendment(s), or two-thirds (2/3) of the eligible member respondents to a mail-out or e-mail request to adopt such amendments deny the proposed amendments, such amendment(s) to the Bylaws shall be adopted and shall become effective immediately.

## **ARTICLE XVII – NEWSLETTER**

### SECTION 37

The "Whiffletree I-IV Neighborhood Association Newsletter" shall be the official Newsletter of the Association. The editor of this Newsletter shall be appointed by a simple majority vote of the Board of Directors and shall serve in this capacity at its pleasure. This Newsletter shall provide news and articles of general interest to the Association membership, as well as notices of general membership and committee meetings. The Newsletter shall be published at the discretion of the Board of Directors and shall be distributed to all member households of the Association. The cost of publication and distribution of this Newsletter shall be borne by the Association but may be underwritten in part or in full by paid advertisements. The Board of Directors shall exercise right of approval of both editorial content and advertisements that appear in the Newsletter and in any other formal publications distributed by the Association.