

**BYLAWS OF THE  
EMBRY HILLS CIVIC ASSOCIATION  
(AS ADOPTED AT ORGANIZATIONAL MEETING)**

The Embry Hills Civic Association affirms a strong belief in the ideal of self-determination through democratic means by ensuring that every member of the Association be allowed to participate in the decisions that affect his or her life, Association activities, and the neighborhood in which they live. To promote this ideal, we hereby set out the following Bylaws for the functioning of the Association.

**Article I**

**NAME**

- A. The name of the organization shall be the Embry Hills Civic Association (hereinafter the "Association").

**Article II**

**JURISDICTION**

The area served by the Association shall consist of the following:

- A. Initially, homes within the area known as the Embry Hills Subdivision which includes Embry Circle, Alton Road, David Road, Chase Road, Embry Hills Drive, Shabromat and Embry Court.
- B. Areas adjacent to the above mentioned areas, the inclusion of which, in the opinion of the Executive Committee, will benefit the Association in carrying out the powers conferred to it by its members.

**Article III**

**PURPOSES**

The purposes of the Association shall be to unite the people of the above referenced area into an organization concerned with the common issues of the area. To provide a means for communication, discussions and solutions of such issues and to maintain and enhance the quality of life in the area.

**Article IV**

**POWERS**

Subject to the provisions of these Bylaws, all power and authority of the Association resides with the members of the Association.

## **Article V**

### **MEMBERSHIP QUALIFICATIONS**

Any person of voting age who resides or owns property in the area defined above in Article II is eligible for membership in the Association and is thereby entitled to one vote at the Association meetings provided that person has registered the intention to be a member of the Association.

- A. With respect to any vote concerning the expenditures of funds, only those persons who are dues or membership paying persons with respect to Association shall be eligible to vote, and;
- B. This requirement shall only be in effect so long as any such dues or membership amounts do not exceed \$25 per annum.

## **Article VI**

### **OFFICERS**

- 1. The officers of the Association shall be as set forth in this Article. All officers will be elected for a term of two years at the Annual meeting and shall assume office on January 1 of the following year, with the exception of:
  - A. The initial officers of the Association, who shall serve immediately upon their election. To accommodate staggered elections, the President, Second Vice President and Secretary shall hold their initial term for a period of three (3) years. The First Vice President and Treasurer shall be elected at the Annual meeting in 2004. Thereafter, each office shall have a two (2) year term.
- 2. The titles and duties of the officers shall be as follows:
  - A. President. The President shall preside at all meetings of the Association and the Executive Committee except at any such meeting at which his or her removal from office is to be considered as provided herein. Subject to the approval of the Executive Committee, the President shall prepare an agenda for each meeting of the Association. The President shall see to it that the expressed will of the Association is carried out. The President shall represent the Association in all respects not reserved to other officers, committees or other persons, subject to any delegation of the same power which he or she may choose. The President shall write a column to be distributed in the newsletter of the Association, and shall assist the First Vice President in recruiting volunteers for the Association.

- B. First Vice President. The First Vice President shall preside over any meeting of the Organization or the Executive Committee in the President's absence, and shall assume the office of the President in the event of a vacancy in such office. The First Vice President shall assist the President in the performance of his or her duties, at the direction of the President. The First Vice President shall be in charge of recruiting volunteers and the development and implementation of projects related to the physical enhancement of the area represented by the Association.
  - C. Second Vice President. The Second Vice President shall monitor the activities of governmental units to determine their impact on the area and to recommend appropriate action to the Association, and to coordinate the implementation of any action that may be needed. The Second Vice President shall act as a liaison between the Association and the "Neighborhood Watch."
  - D. Treasurer. The Treasurer shall keep and maintain the financial records of the Association, and shall be prepared to report on the financial status of the Association at each meeting of the Association. In addition, the Treasurer shall be responsible for the development and execution of all fundraising programs of the Association.
  - E. Secretary. The Secretary shall keep minutes of the meetings of the Association and shall coordinate the production and distribution of the organization's newsletter and membership directory, and shall develop and implement programs designed to welcome new residents of the neighborhood and new members of the Association.
3. Removal. Two-thirds of the members present and voting at any meeting of the Association may remove any officer. Reasons for removal are; for failure to perform the duties of his or her office, or for defrauding or misappropriating funds of the organization, or for intentionally acting contrary to the expressed direction of the Association, provided that:
- A. A motion to remove such officer was properly made and seconded at the meeting of the Association immediately preceding such meeting;
  - B. Such pending motion was properly made known to the members of the Association prior to such meeting through Email notice and or publication in the newsletter; and
  - C. Such officer is provided an opportunity at such meeting to fairly present evidence and testimony to refute the charges upon which the motion is based.

- D. Vacancies. In the event of a vacancy in any office of the Association, other than that of the President (except when there is also a vacancy in the office of First Vice President), the Executive Committee shall by majority vote of those officers present and voting fill such vacancy for the remainder of the term of such office.
- E. Other Representatives. The Executive Committee, by a majority vote of its membership, may designate other persons as representatives to such other organizations and bodies as it deems desirable.

## **Article VII**

### **BOARD OF DIRECTORS**

1. There shall be a Board of Directors of the Association, who shall be seven (7) in number. They shall be elected for a term of two years at the Annual meeting and shall assume office on January 1 of the following year, with the exception of the initial Board of Directors, who shall serve immediately upon their election until the Annual meeting in 2002.
2. The duty of the Board of Directors shall be to monitor the work of the Executive Committee, to make suggestions for improvements to the Executive Committee and to the Association as a whole. To facilitate this, on the first Tuesday of March and September, at a time and place set forth by the President and announced via email and or the newsletter, the Executive Committee shall, either by written or oral means or both, prepare a report to the Board of Directors outlining the activities of the Executive Committee since the prior meeting, and describing any future plans. The Board of Directors shall have the opportunity to question the members of the Executive Committee at that time about any relevant areas of concern. Any written report used at such meeting shall be distributed to the Board of Directors at least seven (7) days prior to said meeting. Said meeting shall be open to the members of the Association.
3. The Board of Directors shall call for and hold a meeting at which they shall elect a Chairperson by majority vote by those present and voting, said term to last concurrently with the terms of the directors. The Chairperson shall be responsible for conducting the above mentioned bi-annual meeting, and for conducting any other meeting which the Board of Directors may deem to be necessary. Any such meeting shall be open to the members of the Association, and shall be advertised in the Association newsletter prior to its taking place.

4. Removal. The procedure for removing members of the Executive Committee shall also apply to the members of the Board of Directors.
5. Vacancies. In the event of a vacancy on the Board of Directors, the Board of Directors shall call for and hold a meeting at which time the vacancy shall be filled by majority vote of those directors present and voting for the remainder of the term of such position.
6. No member of the Executive Committee shall be eligible to be a member of the Board of Directors.
7. The Board of Directors can call a meeting of the Association upon a vote of the majority of the Board.

## **Article VIII**

### **COMMITTEES**

1. Executive Committee. The Executive Committee of the Association shall be composed of the officers of the Organization. At the beginning of each year, the Executive Committee shall develop a proposed budget and program of activities for the Association for that year, and shall announce its schedule of Executive Committee meetings for that year. The Executive Committee shall approve the agenda for each meeting of the Association. The Executive Committee may act on behalf of the Association between meetings of the membership of the Association where it deems it to be appropriate. The Executive Committee may create such committees as it deems appropriate. The Executive Committee has such other powers and duties as may be set forth herein. Meetings of the Executive Committee are open to all members of the Association and to such other guests as the Executive Committee may invite.
2. Standing Committees. The Executive Committee or the membership may create or dissolve any such committee, either standing or ad hoc, as it deems appropriate, provided that no member of any committee be allowed to serve on that committee for a period longer than two years, or as deemed appropriate by the Executive Committee, subject to the appointment powers granted to the Executive Committee described in Item 1 of this Article.
3. Subject to the approval of the Executive Committee, the chair of any committee shall appoint the members of such committee. The President shall appoint the chairs of all committees, subject to the approval of the

Executive Committee. Each chair shall be required to be a dues or membership paying member of the Association.

4. Any committee which arises via the power described in this Article may include any persons qualified to be a member of the Association as described in Article V provided that under all circumstances the majority of members of any committee must consist of persons who are neither members of the Executive Committee or the Board of Directors.
5. Committee meetings may be conducted informally or under the rules of parliamentary procedure as set forth in Robert's Rules of Order, Newly Revised, in the discretion of the presiding officer.
6. There shall be an ad hoc committee established for the purposes of reviewing these Bylaws and suggesting changes to be made to the same immediately subsequent to the approval of these ByLaws.

## **Article IX**

### **MEETINGS**

1. The Association shall meet at least annually, at such time and place as the Executive Committee may determine, subject to reasonable notice via email and/or in the newsletter. All such meetings shall be open to the public. The Executive Committee shall meet semi-annually at such time, place and date it deems appropriate. A tentative schedule of such meetings shall be announced at the first meeting of the Organization each year.
2. If it deems it to be necessary or appropriate, the Executive Committee may call a special meeting of the Association or of the Executive Committee, and, in such case, shall use reasonable efforts to notify neighborhood residents of such meeting, consistent with its practices and with the reason for and time period until the meeting.
3. For the purposes of voting at Association meetings, a quorum of fifteen (15) persons eligible under Article V shall be required to be in attendance.
4. All questions before the Association requiring any expenditure of funds in excess of \$200.00 shall be noted via email and /or in the newsletter immediately preceding such meeting. All expenditures of funds greater than \$200.00 must have Board of Directors approval by means adopted by the board.

5. Except as otherwise stated herein, all motions and other questions at any meeting of the Association or any of its committees shall require a majority of those persons duly voting thereon to be approved.
6. Association meetings may be conducted informally or under the rules of parliamentary procedure as set forth in Robert's Rules of Order, Newly Revised, in the discretion of the presiding officer.
7. Proxy voting shall not be allowed.

## **Article X**

### **ELECTIONS**

1. At a reasonable time before the Annual meeting of the Association in the year in which any elections are held, the Executive Committee shall appoint a three person nominating committee for the purpose of seeking persons interested and qualified in being officers or directors of the Association for the upcoming term. The nominating committee shall report its findings to the Executive Committee. The nominating committee may report more than one person for any office.
2. The names of all such persons shall be published via email and/ or in the newsletter immediately prior to the Annual meeting of the Association, and said notice shall announce that the Association is seeking additional persons interested in serving as officers.
3. At the Annual meeting of the Association in which elections are to be held for the officers of the Association, the names of those persons previously identified by the nominating committee, as well as all other names nominated from the floor, shall be placed in nomination and considered for each position of the Executive Committee, in the reverse order in which the officers are listed in Article VI hereof. Any person placed in nomination shall be a dues or membership paying member of the Association.
4. In the case of any position for which there is more than one nominee, eligible voters shall vote by secret ballot. Ballots shall be counted by persons designated by the President, and if desired by any nominee, observed by such nominees or their representatives. In the event no nominee receives a majority of the votes cast for such position, a runoff election shall immediately be held between the two nominees who received the largest numbers of votes.

5. With respect to elections for the Board of Directors, at the Annual meeting of the Association in which elections are to be held for the Board of Directors, the names of those persons previously named by the nominating committee, as well as all others nominated from the floor, shall be placed in nomination and considered for the Board of Directors. Any person placed in nomination shall be a dues or membership paying member of the Association. In the event there are in excess of seven nominees for the Board of Directors, vote shall be by secret ballot, with each eligible member being able to cast votes for up to seven of the persons so nominated. Ballots shall be counted by persons designated by the President, and if desired by any nominee, observed by such nominees or their representatives.
6. The persons receiving seven highest vote totals shall be elected to the Board of Directors. In the event that seven persons do not receive the highest number of votes, a runoff election shall be immediately held between all those candidates who are tied for any remaining position(s) on the Board. In this event, each eligible member shall be able to cast votes for up to the number of the seats on the Board for which persons have not yet been elected. Successive runoff elections if necessary shall take place under the rules stated herein.
7. The election of the first officers of the Association shall take place at the meeting at which these Bylaws are approved. At this election, Items 1 and 2 of this Article shall not be applicable. The election of the first Board of Directors of the Association shall take place at the first meeting of the Association in 2001.
8. Items 1 and 2 of this Article shall be applicable for the second election of officers and the first election of the Board of Directors.

## **Article XI**

### **AMENDMENTS**

Any proposed amendment to these Bylaws shall be presented to the Executive Committee for inclusion on the agenda at the next meeting of the Association at which time such amendment can be discussed. At the meeting of the Association subsequent to that, the Amendment will be put forward for a vote. The proposed amendment shall be published in the newsletter distributed prior to the meeting at which the vote shall be taken. A two-thirds vote of the members of the Association present at any meeting as described in this Article shall be required for an Amendment to become effective.

## **Article XII**

### **INDEMNIFICATION**

The Association shall indemnify and hold harmless any past or present officer, member of the Board of Directors, or member of any Committee of the Association against any and all claims against such person a) brought solely based upon such person's position in the Association; or b) arising by reason of any act or omission of such person while such person was acting in good faith in accordance with such person's duties or responsibilities as a member of the Association. Such indemnification shall include any reasonable cost of litigation or other cost incurred in defending said claim.

## **Article XIII**

### **EFFECTIVE DATE**

These Bylaws shall become effective immediately upon a two-thirds vote of those eligible to vote as described herein.

**RATIFIED UNANIMOUSLY BY THOSE PRESENT, THIS 21st DAY OF August 2001.**