

North Rosedale Park Civic Association By-Laws

ARTICLE I

1.001 Name

The name of this non-profit corporation is: The North Rosedale Park Civic Association, hereinafter referred to as the "Association".

ARTICLE II

4.001 Non-Partisan Policy

The Association shall be non-partisan. The Association shall not endorse any political candidate for public office. Neither the name of the Association nor the names of its officers or Board Directors, hereinafter referred to as "the Board", in their official capacities, shall be used in connection with political concerns or campaigns.

ARTICLE III

3.001 Membership

Membership in the Association consists of the following classes:

A. Resident

A resident member is an individual twenty-one (21) years of age or older who owns or rents residential real estate or resides in North Rosedale Park and has paid the annual dues required by the Association. Each paid membership covers up to two (2) individuals. If more than one (1) membership is desired, additional dues must be paid. Only resident members are eligible to vote and to hold elective office in the Association.

B. Non-resident

A non-resident member is an individual twenty-one (21) years of age or older who does not qualify to be a resident member, but who has expressed an interest in supporting the goals of the Association by paying the non-resident dues required by the Association. Non-resident members may neither vote nor hold elective office. A non-resident member may hold an appointive office in the Association and may belong to organizations within the Association.

C. Life

A life member is a person who has:

(i) been a resident member in good standing for thirty (30) or more years and has been granted life member status by action of the Board of Directors; or

(ii) is a past president of the Association or a spouse of a past president.

A life member is exempt from the payment of dues, need not reside in North Rosedale Park and possesses all the privileges of a resident member of the Association except that the right to hold an elective office exists only so long as such member resides and owns real estate in North Rosedale Park.

D. Honorary

An honorary member is any person who: does not qualify to be a resident member, has rendered exceptional service to the Association, has been nominated for such membership by a resident member, and is so approved by the Board.

Honorary membership lasts only during the calendar year from the approval and does not provide any membership rights or benefits to the honorary member.

E. Business

A business that is adjacent to or within the North Rosedale Park area, or whose owner has expressed an interest in supporting the goals of the Association may obtain a membership by paying the business dues required by the Association. Business members may neither vote nor hold elective or appointive office in the Association

3.002 Application for Membership

Any person eligible for any class of membership may present to the Membership Secretary a written application for membership on forms supplied by the Association.

Any person eligible for a membership class of resident, non-resident, or business under this article shall become a member upon payment of the dues to the Membership Secretary.

For any person eligible for life membership, the Membership Secretary shall submit the names of all eligible persons to the Board of Directors no later than October 31 of each year. The Board of Directors shall review, investigate or otherwise determine the admissibility of the applicant as a life member. An affirmative vote of a majority of the Directors shall be necessary for election to this class of membership.

ARTICLE IV

4.001 Annual Membership Meetings

The annual meeting of the members of the Association for the election of officers and directors is held on the second Friday in January of each year. At this meeting annual reports of all

officers and directors are presented and such other business is transacted as may properly come before the meeting.

4.002 General Membership Meetings

In addition to the annual meeting, a meeting of the general membership shall be held on the second Thursday of April, October and December, unless otherwise scheduled by the Board. Additional meetings may be scheduled at such other times as the Board may provide.

4.003 Special Membership Meetings

A special meeting of members may be called at any time by the president or by a majority of the directors. It is also the duty of the president to call a special meeting whenever requested in writing by ten (10) per cent of the members of the Association then having power to vote upon the matter(s) to be considered at the meeting. A notice of every special meeting, stating the time, place and subject thereof, shall be given (1) by personal service, by first class mail or by email, addressed to each member entitled to vote at the meeting or (2) by hand delivering or by mailing with adequate postage prepaid copies of *The Rosedale Tattler*, official newsletter of the Association, containing a prominent display of such notice to the address as shown on the membership roll of each member entitled to vote at the meeting. In each instance, the notice shall be given not less than ten (10) days nor more than sixty (60) days before the date of the meeting.

4.004 Place of Membership Meetings

Unless otherwise designated by the president and approved by the Board, all general or special meetings of members will be held in the North Rosedale Park Community House at a time approved by the Board. The time and place of each general or special meeting shall be announced in advance in *The Rosedale Tattler*, or by one of the methods specified in Section 4.003.

4.005 Notices

No personal notice is required for the annual or general meetings, but publication of an announcement of these meetings in *The Rosedale Tattler* is deemed sufficient.

4.006 Quorum for Membership Meetings

A quorum for the transaction of business at membership meetings shall consist of not less than ten (10) percent of the resident and life members then having the power to vote upon the matter(s) to be considered. A majority of the votes cast shall be controlling.

4.007 Quorum for Meetings of Directors

A quorum for conducting business by the Board shall consist of five (5) directors present at meetings. A majority of the votes cast shall be controlling, except that the president may vote only in the case of a tie.

ARTICLE V

5.001 Officers

The Officers of this Association are: the president, vice-president, immediate past president, treasurer, and recording secretary.

5.002 Board of Directors

The Board shall be the governing body of the Association and shall consist of the president, the vice-president, the immediate past president, the nominee for vice-president receiving the second-most number of votes and seven (7) additional directors elected by the members.

5.003 Filling Positions

The president and vice-president and the other directors, except for the director who is the immediate past president, are elected from the resident members and the eligible life members by all members entitled to vote, as stated in Article III, at the annual meeting in January. The president, the vice-president, the immediate past president, and the nominee for vice-president receiving the second-most number of votes shall serve for one (1) year or until their successors are chosen.

The treasurer, recording secretary, membership secretary, and corresponding secretary are appointed for terms of one (1) year upon the recommendation of the president and approval by the Board as soon as possible following the annual meeting. The offices of recording secretary, membership secretary, and corresponding secretary may be held by the same person.

The building manager is an employee who serves at the will of the Board.

The terms of each of the seven (7) additional elected directors is two (2) years. In order to facilitate continuity of governance of the Association, the election of these directors shall be as follows: Four (4) directors shall be elected on even-numbered years, and three (3) directors shall be elected on odd-numbered years. Each such person holds office until a successor is elected and qualifies, unless sooner removed pursuant to the provisions of Paragraph 6.004F. Each appointed officer holds office until a successor is appointed and qualified unless sooner removed pursuant to the provisions of Paragraph 6.004F.

The director who holds office by virtue of being the immediate past president takes office immediately upon becoming past president and holds office until the president's term expires, unless sooner removed pursuant to the provisions of Paragraph 6.004F.

5.004 Nominating Committee

The nominating committee consists of the president, vice-president and the three (3) most immediate past presidents residing in North Rosedale Park. The nominating committee is chaired by the most immediate past president. The nominating committee shall actively seek to

place in nomination at least twice as many names as there are vacancies to be filled at the annual election, except that, at the discretion of the nominating committee, one (1) person only needs be nominated for the office of president. The ticket nominated by such committee shall be reported: (1) by publication in *The Rosedale Tattler* delivered to the members prior to the general meeting in December; and (2) by oral report to the members in attendance at the general meeting in December.

Additional nominations may be made from the floor by any member at the general meeting in December. Nominees must be eligible life or resident members at the time of nomination.

Following the close of nominations, the nominating committee shall certify that all nominations received are valid and that all nominees indicate a willingness to serve if elected.

5.005 Ballot

The Membership Secretary shall prepare the election ballot.

Election of officers and directors is by secret printed ballot. The candidate(s) receiving the greatest number of votes for the office(s) to be filled shall be declared elected. The use of write-in candidates is prohibited and any votes for write-in candidates are void.

Balloting shall take place in North Rosedale Park Community House between the hours of 6:00 P.M. and 8:00 P.M. on the second Friday in January. It is the duty of the President to see that:

- a proper polling place is provided to assure the taking of a secret ballot;
- the membership secretary or designee is present with the membership roll;
- only qualified members are permitted to vote;
- printed ballots are provided;
- all ballots are carefully folded and placed by the voter in a sealed ballot box;
- the polls are closed promptly at 8:00 P.M.; and
- election ballots shall be tallied after 8:00 PM by at least three (3) members of the Association as appointed by the president.

If a member otherwise qualified to vote, is unable to appear in person at the polling place during the hours designated for voting, such member may obtain an absentee ballot from the membership secretary in advance of the election. The absentee ballot, when marked by the voter, must be placed in a sealed envelope with no writing thereon, which envelope, in turn, shall be placed in another sealed envelope which must bear the name and address of the member voting. This envelope may then be delivered to the tellers, who shall see that the name appearing on the outer envelope is checked by the membership secretary against the membership rolls to assure that it is the name of a qualified voter. If so, this envelope shall be opened, and the plain envelope enclosing the ballot shall then be placed in the sealed ballot

box. If the name on the envelope is not that of a qualified voter, the ballot shall immediately be destroyed.

If a tie vote for any office occurs, any nominee involved in such tie vote may request a recount of the votes cast, for which the president shall appoint new tellers who shall recount the votes cast and report their findings. If the recount also results in a tie vote or if no recount is requested, the tie shall be broken by lot.

Immediately following the counting of the ballots, the results of the election shall be announced by the chair of the nominating committee, and the ballots shall be destroyed.

ARTICLE VI

6.001 Duties of Officers, Directors, and Appointees

The property, affairs and business of the Association shall be managed by the Board.

A. President

The president presides at all meetings of the members and of the Board, appoints all standing and special committees, is an ex-officio member of all committees, calls meetings of the Board at such times as the president deems advisable, and calls special meetings of the Board at the request of a majority of the members of the Board. It is the president's duty to carry out the will of the Board and of the members as expressed in meetings and, in general, to conduct the affairs of the Association in a manner consistent with the authority and responsibility pertaining to the office of president.

B. Vice-President

The vice-president, in the absence of the president, discharges the duties of the president.

C. Past President

The immediate past president is a member of the Board and serves as the chair of the nominating committee.

D. Treasurer

The treasurer keeps account of all monies received by and expended for the use of the Association and makes disbursements only as authorized by the Board. During the absence or incapacity of the treasurer, the president, or any other one of the officers may be authorized by the Board to issue checks or perform such other of the treasurer's duties as may become necessary. The treasurer shall be bonded in such sum as the Board may deem advisable. The acquisition of such bond is the responsibility of the Board and the cost of such bond shall be paid out of the funds of the Association.

E. Recording Secretary

The recording secretary gives notice of all meetings of the Board and of the members, keeps a true and accurate record of the proceedings, and performs such other duties as instructed by the Board or by the president.

F. Directors

It is the duty of the Board to care for the property and interests of the Association and to determine policies for the conduct of its affairs, consistent with such specific instructions as the Board may receive from the members of the Association

The Board may raise and expend funds to promote the welfare of the Association and employ all such means, not in conflict with these By-Laws, or with the laws of this State, as it may deem proper and expedient to secure the objects for which this Association is organized

G. Membership Secretary

The membership secretary maintains a complete list of all members of the Association with their addresses and other contact information on the membership roll, collects all membership monies due to the Association, issues and mails membership cards, and performs such other duties related to membership as instructed by the Board or by the president.

H. Corresponding Secretary

The corresponding secretary assists the president and the Board with official correspondence, sends *The Rosedale Tattler* to all non-resident life, non-resident, and business members, sends cards as appropriate to all members of the Association, and performs such other duties related to correspondence as instructed by the Board or by the president.

I. Building Manager

The building manager is responsible for scheduling the use of the North Rosedale Park Community House, submits all requests for use to the Board for approval, maintains accurate records, prepares billings and collects usage fees.

This person is empowered to account for and to deposit funds of the Association that come into his/her possession. The building manager shall be bonded in the same manner as the treasurer. The acquisition of such bond is the responsibility of the Board and the cost of such bond shall be paid out of the funds of the Association.

6.002 Protection and Indemnity of Directors and Officers

1. Indemnification. The Association will, to the fullest extent now or hereinafter permitted by law, indemnify any director or officer of the Association (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any volunteer, employee or agent of the Association) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a director, officer, volunteer, employee or agent of the Association, or is or was serving at the request of the Association as a director, trustee, officer, partner, member,

volunteer, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise, whether for profit, against expenses including attorney's fees (which expenses may be paid by the Association in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association or its members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

2. Rights to Continue. This indemnification will continue as to a person who has ceased to be a director or officer of the Association. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Association to the extent provided in a resolution of the Board of Directors or in any contract between the Association and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a director, officer, volunteer, employee or agent of the Association will inure to the benefit of the heirs and personal representatives of that person.

6.003 Conflicts of Interest

1. Disclosure. When a member of the Board or an officer is affiliated with an organization seeking to provide services or facilities to the Association, or when a member of the Board or an officer has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed to the Board of Directors and made a matter of record, either when the interest becomes a matter of Board action or as part of a periodic procedure to be established by the Board. An affiliation with an organization will be considered to exist when a Board member or officer or a member of his or her immediate family or close relative is an officer, director, trustee, partner, member, employee or agent of the organization, or has any other substantial interest in or dealings with the organization.
2. Voting. Any Board member or officer having a duality of interest or possible conflict of interest on any matter should not vote or use his or her personal influence on the matter, and should not be counted in determining a quorum for the meeting at which the matter is voted upon, even though permitted by law. The Board should obtain and rely on appropriate comparability data, when appropriate. The minutes of the meeting should reflect that the disclosure was made, that the Board member abstained from voting, that his or her presence was not counted in determining a quorum, and that comparability data was considered.
3. Statement of Position. The foregoing requirements should not be construed to prevent a Board member or officer from stating his or her position on the matter under consideration, nor from answering questions of other Board members relating to the matter.

6.004 Administration

A. Funds

All monies of the Association shall be deposited in an account or accounts in the name of the Association, with a bank, a savings and loan, a mutual fund company or a brokerage company as approved by the Board, provided, however, that any such accounts shall be of a type or types which shall not endanger the principal sums deposited therein and may be of an interest bearing or non-interest bearing nature. No investment of Association funds may be made in stocks, stock funds, bonds, derivatives, options or other speculative forms of investment. All disbursement or withdrawal of funds from such accounts shall be made only by check or money order of the Association, signed by the treasurer and countersigned by the president or vice-president. The president, vice-president and treasurer of the Association shall sign signature cards for the Association accounts. The treasurer's accounts shall be audited annually by the Board or by a competent auditor selected by the Board. Any resident or life member may review the financial statements of the Association's accounts upon filing a written request with the president.

B. Records

When the secretaries and/or treasurer leave office, they shall deliver to their successors all monies, books, papers and other property belonging to the Association which may then be in their possession or under their control, and in the absence of such successor, they shall deliver all such monies, books, papers and other property to the president of the Association upon the direction of the Board.

C. Meetings of Directors

The Board shall meet as often and at such times and places as the President, or the Board itself, may deem advisable.

D. Borrowing, Granting Liens

The Board may borrow money and issue the Association's note or bond for the repayment thereof with interest and may mortgage the Association's property as security for its debts or other lawful engagements only if the members shall have first given their approval for such action at a membership meeting preceded by notice given in the manner provided by Paragraph 4.003, which advises members that such approval will be sought at the meeting.

E. Action by Written Consent, Email, or Phone Poll

The Board may authorize any action to be taken by the Association, which it might otherwise authorize at a meeting of the Board, through the written consent, email, or through a telephone poll of the Board members by the president. Such action shall be as valid as action taken at a meeting of the Board, but only if all other requirements for such action are met and the decision and the vote of each voting Board member is recorded, dated and filed with the minutes of the Board meetings.

F. Removal of Officers and Directors

Any director or officer may be removed from office for failure to perform the duties of the position by a two-thirds (2/3) vote of the Board, providing that written notice of a removal vote is delivered to the officer or director who is subject to removal under this provision at least two (2) weeks prior to the vote.

Directors or officers who are absent from two (2) consecutive regular Board meetings, or who are absent from four (4) such meetings within a twelve (12) month period shall automatically be removed from their position on the Board. However, any officer or director who has lost his/her position pursuant to this provision may request reinstatement in writing to the president including in such request the reasons for the absences, and the president may reinstate the director or officer with the consent of the Board. The recording secretary, or the president in the absence of the recording secretary, must notify any director or officer who is subject to removal under this provision in sufficient time to allow them to petition for reinstatement before the next Board meeting.

An appointed officer may be removed from office for failure to properly perform the duties of the office. The removal is effective at the request of the president.

The members of the Association may remove from office any officer or director whenever, in their judgment the welfare of the Association requires such removal, provided that a statement signed by at least twenty-five (25) percent of the members in good standing and setting forth the intention to ask for such removal, is filed with the recording secretary, or with the president, or with any member of the Board, and is read at the next general or special meeting of the Association. Thereafter, but not before the next general or special meeting of the members of the Association, the members may by a vote of not less than two-thirds (2/3) of the members present at such meeting adopt a resolution effecting such removal.

G. Vacancy

The Board may fill any vacancy among the officers or directors by a vote of the majority of those present at a regular monthly meeting of the Board. The person so appointed holds office until the next annual meeting of the Association following appointment or until a successor is elected and qualified, unless sooner removed by action of the members.

ARTICLE VII

7.001 Dues

A. Amount

The dues and assessments of the members shall be in such amounts necessary to meet the needs and defray the expenses of the Association as determined by the Board.

B. Payment

The payment of annual dues for membership in the Association shall entitle up to two (2) persons of the household over twenty-one (21) years of age to membership in the Association for each paid membership. Membership runs from the first day of January and expires on the final day of December of the same year.

In the fourth quarter of each year the membership secretary shall prepare and deliver by mail or otherwise to all residences within North Rosedale Park and all businesses located on its bordering streets an invoice specifying the dues for the ensuing year, and requesting payment thereof by January 1st. Any member whose dues remain unpaid by January 1st of the year in question shall be considered delinquent. Such delinquency forfeits the member's right to vote and other rights and privileges of the Association. Reinstatement thereafter shall be possible by payment of the unpaid dues to the membership secretary.

7.002 Resignation or Expulsion

A. Resignation

A member wishing to resign in good standing from membership may do so, provided dues are paid to date, by filing a resignation with the membership secretary. The member shall then be eligible for reinstatement at any future time and no delinquency shall be recorded against such member.

B. Expulsion

The members of the Association may expel any of its members whenever in their judgment the welfare of the Association requires such expulsion, provided however, that special notice of the expulsion proceedings shall be given by the recording secretary by registered mail to the member against whom they are brought, at least ten (10) days before the meeting at which they are to be submitted to the members of the Association for vote. Before the vote of expulsion is taken, the member shall be given ample opportunity to state a defense. A vote of not less than two-thirds (2/3) of the members present shall be necessary to expel the member. A member so expelled shall not be entitled to any refund for dues paid.

ARTICLE VIII

8.001 Amendments

These By-Laws may be amended in the following manner:

The Board acting at any regular or special meeting, or any group of ten (10) or more members, may file with the recording secretary for presentation to a meeting of members such amendment(s) as they think advisable. In the case of amendment(s) submitted by a group of members, the recording secretary shall first submit such amendment(s) to the Board, which after due and thorough consideration, shall report to the members at their next meeting, with a recommendation for or against adoption, or the Board may recommend alterations, additions, or omissions.

The amendment(s) both in original form and with any alterations, additions or omissions, must be read at a general or special meeting of the Association. The person or committee sponsoring the amendment(s) will be permitted to explain briefly its purpose and answer questions thereon, but there shall be no debate.

The text of the proposed amendment(s) shall be conveyed to the membership at least thirty (30) days before the vote on adoption by:

- Publication in *The Rosedale Tattler*, or
- Internet access through links provided on the official website of the Association;

and

- Posting in the Community House

At the following general meeting the proposed amendment(s) will be subject to debate and may be adopted by the members with or without the alterations, additions or omissions recommended by the Board.

A two-thirds (2/3) majority of the members present and voting is required for the adoption of any amendment.

ARTICLE IX

9.001 Order of Business

A. All meetings of the members shall be conducted in accordance with Robert's Rules of Order (the "Rules") as last revised. Copies of the Rules shall be provided to all directors and officers. The president shall appoint one of the directors or officers (and may appoint him or herself) as the parliamentarian to rule on any disagreements regarding the application of the Rules.

As Last Amended May 16, 2011.