

# Bylaws of the Highland Neighbors Association

12/06

1. NAME: The name of the Association is The Highland Neighbors Association (the Association).
2. OBJECTIVE: The objective of the Association shall be to protect and promote the best interests of the residents of Highland Drive; to preserve and promote the street as a desirable neighborhood and place to live; to maintain the integrity, aesthetics and residential character of the street and its historic structures; to protect its environment and natural features; to encourage people to buy, restore and improve homes; to prevent crime and destructive acts; to promote and encourage neighborliness and community spirit, and to cooperate with city officials and with other civic and public organizations for the general welfare of the entire community of Fountain City.
3. AREA: The area to be covered and encompassed by the activities of the Association shall be the section of Highland Drive bounded by Jenkins Rd. on the west to Broadway on the east.
4. MEMBERSHIP: All persons age 18 or older living within the boundaries of the association (be they homeowners or renters), are eligible for membership upon payment of dues. Every member shall be eligible to vote on all matters affecting the Association and shall be entitled to all membership privileges therein.
  - Grace Community Church, being an integral part of our neighborhood and a non-profit organization, shall be offered all the rights and privileges of one voting membership and membership dues will be waived.
  - Cerebral Palsy Housing Corporation, a non-profit organization of 2014 Highland Drive shall be offered all the rights and privileges of one voting membership and membership dues waived as long as the home remains as present.
5. DUES: The annual dues of the Association shall be \$20.00 per household per annum, payable in advance. In individual cases of hardship, dues may be adjusted by the board of directors. Any member, who shall be in arrears in the payment of dues for a period of thirty (30) days, shall be ineligible to vote at any meeting until such arrears have been fully paid. Dues are payable yearly at or by the annual fall meeting.
6. FISCAL YEAR: The fiscal year of the Association shall commence on the 1st day of October and end the 30th day of September.
7. MEETINGS: Membership Meetings shall take place as follows:

Regular membership meetings shall be held at a time and place designated by the Board of Directors.

Special meetings shall be called by the chairman whenever deemed necessary or whenever called upon to do so by two members of the board of directors.

Notices of all meetings and elections shall be in writing given, mailed or emailed to each member not less than five (5) days nor more than fifteen (15) days before the date set for any such meeting. All notices of any special meeting shall state the purpose of the meeting.

Decisions at all meetings shall be made by a majority vote of the members present except in the case of the bylaw amendments where the procedure is set forth in the paragraph 11.

Voting shall be by majority vote in person or by proxy, one vote per member. Proxies shall be in writing subscribed by the member and shall be presented to the presiding official of the meeting to be qualified.

8. **DIRECTORS:** The affairs and business of the Association shall be managed by a board of seven (7) directors, of which, four (4) members shall be the officers of the Association.

Directors shall be elected at an annual meeting at a time and place to be determined by the board of directors. Nominations may be placed by the membership either before or at the annual meeting. Voting shall take place by those members present, provided it constitutes a quorum of 20% of the eligible membership. Only members who have resided within the Association's boundaries for more than 6 months and are in good standing may be elected to the board of directors.

Those directors who are not officers shall serve for the ensuing three years or until their successors have been elected and qualified.

The chairman shall call special or regular meetings of the board of directors monthly, whenever he or she deems them necessary, or whenever he or she is called upon to do so by two of the directors.

At least five (5) directors must be present at a Board of Director's meeting before any vote may be held on any resolution, election, etc. or before any reports may be read. At least three (3) votes shall be required to carry any motion, resolution or election.

9. **OFFICERS:** The officers of the Association shall be four (4) in number: a chairman, a vice-chairman, a recording secretary, and a treasurer.

The Chairman shall be the chief executive of the Association charged with the duty of supervising all of its functions, subject to the orders of the board of directors. He or she shall be ex-officio a member of all committees.

In the chairman's absence or in the event of his or her inability to act, the vice-chairman shall perform the duties of president. He or she shall also perform such other functions as the board of directors may from time to time assign.

The Vice-Chairman shall conduct the outgoing correspondence of the Association, issue notices of events and discharge such duties as may be assigned to him or her by the board of directors or the president.

The Recording Secretary shall keep minutes of the Association, be custodian of the records, keep the roll of all members, and discharge such duties as may be assigned to him or her by the board of directors or the president.

The Treasurer shall collect all membership dues and shall have the care and custody of all the funds and property of this Association, which shall be disbursed by him or her only upon the order of the board of directors or of the president. He or she shall submit a report for the preceding year at the annual meeting and shall render special reports whenever requested to do so by the board of directors. He or she shall deposit all funds in the name of the Association in such bank or banks as may be designated by the board of directors.

Should any vacancy occur in the board of directors by death, resignation, or otherwise, the board of directors will appoint a new Director from the membership without undue delay.

Officers shall be elected annually at a pre-designated meeting and shall serve a term of one year. Nominations may be placed by the membership either before or at the annual meeting. Voting shall take place provided a quorum of 20% of the eligible membership is present. Only members who have resided within the Association's boundaries for more than 6 months and are in good standing may be elected as officers.

10. **COMMITTEES:** Committees shall be designated and appointed by the chairman as may be required.

11. AMENDMENTS: The bylaws may be amended or revised by (a) a reading of the proposed amendment at a general membership meeting (b) publication the amendment in the organization newsletter or website, (c) an affirmative vote at the following meeting by 2/3 majority of the members present.
12. LIABILITY: No officer or director of the Association shall be personally liable to the Association in the conduct of their fiduciary duties except: (a) for any breach of their duty of loyalty to the Association; (b) for acts or omissions not in good faith or involving intentional misconduct or knowing violation of the law.