

BY-LAWS OF VERMONT COMMONS CIVIC ASSOCIATION
A Nonprofit Corporation

Article I
Name

The name of the organization shall be Vermont Commons Civic Association.

Article II
Boundaries

Vermont Commons Civic Association is bounded by that area described as beginning on Huldy at a point 250 feet north of Westheimer, thence north on Huldy to Haddon, thence east on Haddon to McDuffie, thence north on McDuffie to Peden, thence east on Peden to Driscoll, thence south on Driscoll to a line parallel to and 250 feet north of Westheimer extending from Driscoll to Huldy.

Article III
Purpose

The purpose of the organization shall be to maintain the residential character of the community which this organization represents and to promote the civic and social welfare in the area defined in Article II.

Article IV
Membership

Membership in this organization shall be open to all property owners over 18 years of age in the boundaries described in Article II, contingent upon payment of dues as set forth below. Membership in this organization is not transferrable or assignable.

Voting Rights

Each member shall be entitled to one vote on each matter submitted to a vote of the members. No member may vote unless that member's dues are current. Members must

be personally present to vote on any matter or business of the organization.

Article IV

Dues

Dues shall be fifteen dollars (\$15.00) paid on an annual basis for membership in the organization. All dues are payable in advance and are effective upon payment.

Article V

BOARD OF DIRECTORS

The affairs of the corporation shall be managed by the Board of Directors, who shall be elected annually by the members at the November meeting.

Number and Tenure

The number of Directors shall be the same as the number of officers. Each Director shall hold office for one (1) year from the first Thursday in January next after the annual election in November until the first Thursday in January the following year and until his or her successor has been elected or appointed and qualified.

Qualifications

Membership on the Board shall be open to all individual members who are nominated from the floor by any member at the annual election meeting in November.

Meetings

Section 1. A regular annual meeting of the Board of Directors shall be held on the first Thursday in January immediately after taking office, without notice, at a time and place to be decided by the Board members. The Board of Directors may determine, without notice, the time and place for the holding of additional meetings of the Board.

Section 2. Special meetings of the Board of Directors may be called by the president or any two Directors. The persons authorized to call special meetings of the Board may designate the place for holding any special meetings of the Board.

Section 3. The Board of Directors shall keep regular minutes of proceedings.

Notice

Notice of any special meeting of the Board of Directors shall be given at least five (5) days prior to the special meeting by written notice to each Director. Any Director may waive notice of any meeting.

Quorum

Section 1. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board but, if less than a majority is present at the meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 2. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Vacancies and Removal

Section 1. Any vacancy occurring on the Board of Directors shall be filled by a special election to be held at the next regularly scheduled meeting of the members. The nominations for such vacancy shall be made from the floor by any member. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor.

Section 2. Any Director may be removed from the Board by a majority vote of the remaining Board members for his or her nonperformance of Board or executive duties and responsibilities. Any Director may also be removed by a vote of two-thirds (2/3) majority of the members present at any regular meeting, provided notice of the proposed removal was given at the previous regular meeting. Any vacancy created by such removal shall be filled at the next regularly scheduled meeting in accordance with Section One above.

Article VI OFFICERS

The Officers of the organization shall be a president, one or more vice presidents, a secretary, a treasurer and a newsletter editor. The officers shall serve as the directors of the organization.

Section 1. The president shall preside over general meetings and any executive committee (board) meetings. The president shall have the authority to conduct meetings and to maintain order. The president shall appoint all committee chairs.

Section 2. The vice president(s) shall preside at meetings in the absence of the president. The vice president(s) shall assist the president and shall perform various duties and serve on committees as assigned by the president.

Section 3. The secretary shall keep an accurate record of proceedings of all general meetings, attend to correspondence, act as a custodian of current records, and maintain current membership lists and attendance records.

Section 4. The treasurer shall keep a current record of all financial transactions, receive all money, and deposit funds in the bank. The treasurer shall disburse money as authorized by the membership. The treasurer shall present a report of finances at each general meeting of the organization.

Section 5. The newsletter editor shall regularly distribute to owners of property within the association's boundaries a newsletter that contains association news and related information of interest to the owners and members. The newsletter editor shall also distribute the newsletter to government agencies and departments that request it.

Section 6. All officers of the organization shall be elected annually at the regular November meeting by a quorum of the members of the organization. Officers shall be installed at the first general meeting in January and shall hold office for one (1) year.

Section 7. A vacancy in an office shall be filled by a special election. Officers elected to fill vacancies shall assume office at the first general meeting following the special election and shall hold office until the next regular installation of officers.

Section 8. Any officer who fails to meet the obligations and responsibilities of his office may be removed from office by a two-thirds majority vote of the membership.

Article VII Meetings

The general meetings of the organization shall be held on the second Wednesday of every month, except for the months of July, August and December, at an hour and a place designated by the president or by the vice president(s) in the absence of the president.

Section 1. In the event that the general meeting falls on a legal holiday, the time and date of the general meeting shall be set by the president at the preceding general meeting.

Section 2. Special meetings may be called by the president or by the vice president(s) in the absence of the president.

Section 3. Ten (10) members shall constitute a quorum for the transaction of business at a general meeting.

Article VIII Committees

standing and special committees shall be established as deemed necessary by the president. Chairpersons of these committees shall be appointed by the president or by the vice president(s) in the absence of the president. Committee members shall be appointed by the committee chairperson.

Article IX PROCEDURE

"Roberts Rules of Order" shall be authorized for procedure in all points of order not covered by these by-laws.

Article X AMENDMENTS

These by-laws may be amended or repealed at any regular meeting of the organization provided that amendments have been submitted in writing at the previous regular meeting. The adoption of the amendment shall require a two-third (2/3) vote in the affirmative of the members present.

Certificate of Secretary

I certify that I am the duly elected and acting secretary of Vermont Commons Civic Association and that the foregoing by-laws constitute the by-laws of the corporation as duly amended and adopted at a general meeting of the members held on June 13, 2001.

Debbie Costello, Secretary

Date signed: _____, 2001
Vermont Commons Civic Association

AMENDMENTS TO BY-LAWS
August 2008

Article IV-Membership

New Amendment: Membership is open to all property owners and/or residents over the age of 18years of age with voter rights exclusive to property owners.

Article IV Dues

New Amendment: Dues shall be \$30.00 a year and are due on September 1 of each year.