

WOODMERE NEIGHBORHOOD ASSOCIATION

BY-LAWS

ARTICLE 1 NAME AND PURPOSE

SECTION 1. This organization shall be known as the Woodmere Neighborhood Association and hereafter referred to as the Association.

SECTION 2. The purpose of this Association shall be to promote the welfare of its members and to preserve Woodmere as an attractive residential area.

SECTION 3. This association is not organized for the profit of its officers or members. Upon formal dissolution of the Association, any balance of monetary assets, obligations of all kinds, shall be disposed of according to the wishes of the majority of the members.

SECTION 4. The Association will neither sponsor nor endorse any political candidate, but shall at all times strive for the common good of its members.

ARTICLE 2 MEMBERSHIP

SECTION 1. Any family residing in the Woodmere Community is eligible for membership in the Association. Each household is entitled to one vote.

SECTION 2. Only members in good standing shall be entitled to vote at elections and at business meetings of the Association and to amend the by-laws. A member in good standing is one who has paid current dues.

SECTION 3. No member of the Association shall be personally liable, nor shall any of the property, real or personal, owned by the member, be liable for any of the debts, liabilities or other obligations of the Association.

SECTION 4. Only members in good standing shall be entitled to receive a directory and newsletter.

ARTICLE 3 OFFICERS/DIRECTORS

SECTION 1. Each officer/director shall be a member of the Association in good standing. Only one person per household may vote on the Board of Directors.
(Amended November 9, 2006)

SECTION 2. The elected officers shall be called the Executive Committee and shall be responsible for handling any day to day problems that may arise requiring immediate action. The officers of the Association shall consist of the President, 1st Vice-President, 2nd Vice-President, Secretary and Treasurer. In the event that the office of President becomes vacant, the 1st Vice-President shall fill the office for the unexpired term.
(Amended November 9, 2006)

SECTION 3. The Board of Directors shall consist of the Executive Committee, Zone Coordinators and the chairs of all standing committees. The Board of Directors is the

Governing Body and shall be responsible for managing the Association, its property, business and all other affairs of the Association. (Amended November 9, 2006)

SECTION 4. Officers and Directors shall not benefit from gifts of any kind during or at the end of his/her term.

SECTION 5. All funds, books, and records kept by any officer of the Association shall be turned over by the retiring officers to their successors, or to the Association, on demand.

SECTION 6. In the event that no one can be enlisted to fill a vacant office, the President can ask the Board of Directors to combine two offices until such time as someone can be enlisted to fill the vacancy. (Amended January 4, 2001) (Amended November 9, 2006)

SECTION 7. Any member of the Board of Directors missing three consecutive meetings, whether Board Meetings or General Meetings, without good cause, shall be considered to have resigned his/her position. (Amended November 9, 2006)

ARTICLE 4 DUTIES OF OFFICERS AND BOARD OF DIRECTORS

SECTION 1. The President shall call all Board, Executive, and General meetings, and designate date, place and time of meetings and preside. The President shall appoint committee chairs authorized by majority vote of the Board of Directors. The President shall represent the Association in affairs involving it, or appoint committees to act in his/her stead. (Amended November 9, 2006)

SECTION 2. The 1st Vice-President shall assume the duties of the President in his/her absence or upon his/her request and will be available to assist standing committees as necessary. (Amended November 9, 2006)

SECTION 3. The 2nd Vice-President will be available to assist standing committees as necessary and in the absence of the President and 1st Vice President, assume their duties. (Amended November 9, 2006)

SECTION 4. The Secretary shall record the minutes of all Association meetings (Executive, Board and General) in the book provided for that purpose by the Association. The Secretary shall notify members of the date, time and place of each meeting (either through the newsletter or some other means) at least one week before such meeting. The Secretary shall conduct the required correspondence of the Association and be available to assist standing committees as necessary. (Amended November 9, 2006)

SECTION 5. The Treasurer shall be responsible for the collection of dues and contributions to the Association; shall be the custodian of all funds and properties of the Association; and shall keep current records of all receipts and disbursements. The Treasurer shall disburse such funds as authorized by the Association by checks signed by him/her and countersigned by one of the other officers. The Treasurer shall render a statement of assets and liabilities of the Association at each regular meeting. The Treasurer's books shall be audited by an Ad Hoc Committee, appointed by the President and the audit shall be completed by March 1 each year. A Treasurer's report shall appear quarterly in the Association newsletter. The Treasurer shall be available to assist standing committees as necessary. (Amended November 9, 2006)

SECTION 6. The Zone Coordinators will serve as the liaisons between the Block Captains in their zones and the Board of Directors. They will supervise their zone's distribution of the newsletter and relay information (such as problems, burglaries, lost animals, etc.) to the

appropriate committees for action. Zone Coordinators will attend monthly Board of Directors Meetings, General Meetings and preside over Block Captain Meetings in their zone. (Amended November 9, 2006)

SECTION 7. The Board of Directors shall contribute to all publications (newsletter, website, etc.) of the Association when appropriate. (Amended November 9, 2006)

SECTION 8. The Board of Directors shall prepare a budget to be presented by the Treasurer at the last General Meeting of the calendar year. (Amended November 9, 2006)

ARTICLE 5 MEETINGS

SECTION 1. General Business Meetings of the Association shall be held a minimum of four (4) times each calendar year.. The meeting date, time, and place shall be determined by the President. (Amended November 9, 2006)

SECTION 2. A simple majority of members present at general meetings will be enough to conduct business provided there is a quorum of 25 members. (Amended November 9, 2006)

SECTION 3. Special General Meetings may be called by the President upon receipt of a petition signed by members representing ten (10) households. Notice of such meetings shall state the matters to be considered and no other business shall be transacted. (Amended November 9, 2006)

SECTION 4. Agendas are normally established by the Board of Directors. Association members are encouraged to recommend agenda items to the Board of Directors prior to meetings. In cases where this may not be practical, items will be accepted from the floor during the meeting. (Amended November 9, 2006)

SECTION 5. Upon invitation of the President, any member in good standing may attend an Executive Committee or Board of Directors meeting as a consultant in a non-voting capacity. (Amended November 9, 2006)

ARTICLE 6 ELECTION OF OFFICERS/DIRECTORS

SECTION 1. The last meeting of the calendar year shall be designated as the annual meeting for the election and installation of officers. Each term of office shall be for two (2) years. Elections shall be by ballot where there are two or more nominees for an office. Votes shall be by voice vote when there is a single nominee for office. Newly elected officers will assume their offices immediately after their election. (Amended November 9, 2006)

SECTION 2. A nominating committee, consisting of five (5) of the Directors, shall be named by the President at least sixty (60) days prior to the last meeting of the calendar year, for the purpose of providing a candidate or candidates for each elective office. Additional nominations for all elective officers may be made from the floor. (Amended November 9, 2006)

SECTION 3. The voluntary resignation of Association Officers/Directors shall be submitted to the Board of Directors in writing. (Amended November 9, 2006)

SECTION 4. Any vacancy occurring in an office shall be filled for the unexpired term by a person elected by a majority vote of the Board of Directors. (Amended December 16, 1999). (Amended November 9, 2006)

SECTION 5. Zone Coordinators will be elected by the Board of Directors. (Amended November 9, 2006)

ARTICLE 7 RESOLUTIONS

SECTION 1. Any resolution shall be referred, without debate, to the proper standing committee for consideration. The committee determines whether the resolution may be brought before the membership at the next General Meeting. A favorable vote of 2/3 majority of those members in attendance is required to approve the resolution. (Amended November 9, 2006)

ARTICLE 8 STANDING COMMITTEES, SPECIAL ACTIVITIES, AND DUTIES

SECTION 1. The chairperson of each standing committee is appointed by the President and serves on the Board of Directors.

SECTION 2. The Block Captain Committee consists of a committee chair, the Zone Coordinators and the Block Captains. The Block Captains are volunteers who are responsible for the following:

- A. Encouraging neighbors to join the Association, Association committees and to attend neighborhood meetings and special events.
- B. Distributing newsletter and other information to residents.
- C. Becoming familiar with neighbors on their blocks, securing names, telephone numbers and e-mail addresses of each resident.
- D. Encouraging neighbors to report problems or incidents such as illness, vacation, burglaries, lost animals, etc.
- E. Attending Block Captain meeting called by their Zone Coordinator. (Amended November 9, 2006)

SECTION 3. The Streets and Sidewalks Committee is responsible for overseeing the upkeep, maintenance and beautification of common use areas other than the parks, and recommends actions to the Board of Directors. Upon direction from the Board of Directors, this committee may act as a liaison between the Association and the appropriate city department. (Amended November 9, 2006)

SECTION 4. The Crime Prevention Committee upon direction from the Board of Directors may act as a liaison between the Woodmere Community and the Montgomery City Police Department. It reports all information to the Board of Directors. Zone Coordinators relay pertinent information from this committee to their block captains. (Amended November 9, 2006)

SECTION 5. The Parks Committee is responsible for coordinating plans to improve Woodmere Park (East and West) and recommends actions to the Board of Directors. Upon direction from the Board of Directors, this committee may act as liaison between the Association and the Montgomery City Parks and Recreation Department (which maintains the Parks). (Amended November 9, 2006)

SECTION 6. The Media Committee is responsible for publishing the newsletter, publishing the directory, the creation of flyers and other materials required by the Board of Directors. It maintains and updates the website for the Association. (Amended November 9, 2006)

SECTION 7. The President may appoint special committees as deemed necessary and those committee members may serve until the next annual meeting or until their successors are appointed, but are appointed for not more than one year.

ARTICLE 9 DUES

SECTION 1. The fiscal year of the Association shall be the calendar year.

SECTION 2. Dues are effective only the year for which they are paid. All memberships expire on December 31. Residents may join at any time during the year. (Amended November 9, 2006)

SECTION 3. The annual membership dues shall be recommended by the Board of Directors. They are subject to approval by the membership at a General Meeting. (Amended November 9, 2006)

SECTION 4. Dues are non-refundable.

SECTION 5. Dues shall be used for the administration of the business of the association and any other expenditures deemed necessary by the Board of Directors. (Amended November 9, 2006)

ARTICLE 10 AMENDMENTS TO THE BY-LAWS

SECTION 1. The By-Laws may be amended by a two-thirds (2/3) affirmative vote of members in good standing in attendance at a scheduled General Meeting provided: (1) the proposed amendment has been presented at the previous general meeting, and (2) notice of the proposed amendment has been delivered TO MEMBERS NOT LESS THAN SEVEN (7) DAYS PRIOR TO THE MEETING WHEN ACTION TO THE PROPOSED AMENDMENT IS CONTEMPLATED. Notices concerning the amendment shall state briefly the purpose of the amendment and cite the Article and Section proposed for amendment. (Amended November 9, 2006)

SECTION 2. Signed proxies for absentee votes will be accepted but must be filed with the secretary before the appointed time of the meeting. (Amended November 9, 2006)

ARTICLE 11 REMOVAL FROM OFFICE

SECTION 1. Any elected Officer may be removed for good cause from office by two-thirds (2/3) vote of the total members of the Board of Directors. (Amended November 9, 2006)

ARTICLE 12 MISCELLANEOUS

SECTION 1. Any questions concerning the interpretation of these By-Laws shall be resolved by the Association Officers.

ARTICLE 13
RULES OF ORDER

SECTION 1. Robert's Rules of Order (latest edition) shall govern the conduct of the Association meetings when not in conflict with the Association By-Laws.

NOVEMBER 22, 2006