

BY-LAWS
OF
HOMESTEAD HILLS CIVIC ASSOCIATION, INC.

ARTICLE I
MEMBERSHIP

Section 1. Qualifications. Each and every land owner and resident home owner and his or her spouse who own land or reside in Homestead Hills is eligible to be a member of this corporation.

Section 2. Classes of Membership. Membership in this corporation shall be classed as active, inactive, or honorary, as hereinafter defined.

a) An active member is a person as defined in Section 1 above who has paid the dues hereinafter required for the current fiscal year.

b) An inactive member is a person as defined in Section 1 above who has not paid the dues as hereinafter required for the current fiscal year.

c) An honorary member is any person, other than as defined in Section 1 above, who is elected to membership in the corporation by the active membership thereof. Such honorary members shall not be required to pay dues and shall not be entitled to vote or hold offices in the corporation.

ARTICLE II
MEETING OF MEMBERS

Section 1, Regular Meeting. Regular meetings of the membership of the corporation shall be held on the second Tuesday in October and the second Tuesday in April at such time and place as is designated in the notice of meeting by the Board of Directors. In addition to any and all other business which may properly come before such meeting, there shall be conducted at the regular April meeting the election of persons to serve on the Board of Directors for the ensuing term as hereinafter provided. Notification of such meetings shall be given by the Board of Directors by the best media of communication available in order to insure notice to each of the members, and shall be given at least ten days in advance of the date of the meeting.

Section 2. Special Meetings. Special meetings shall be called by the Chairman of the Board of Directors upon the request of a majority of such Board, or upon the petition in writing of a number of members equal to one-third the number of residents of Homestead Hills. Notification of a special meeting shall be as provided for regular meetings, and in addition the notice shall contain the reason or reasons for the special meeting.

Section 3. Election of Directors. At least one month prior to a regular meeting, at which a member or members of the Board of Directors are to be elected to office, the Board of Directors shall select a nominating committee from among the active membership, which shall have the duty of proposing a slate of men and women nominees for the Board of Directors at the election at the next regular meeting. Additional nominations may be made by any member from the floor during the meeting. Five members of the Board of Directors shall be elected the first year of this Corporation: two for a two-year term and three for a one-year term. Thereafter, two members shall be elected on odd numbered years and three members on even numbered years. The nominees receiving the largest number of votes cast shall be deemed elected to the Board of Directors, and shall take office immediately upon the announcement of the results of the election by the Chairman, and at that time elect their officers as hereinafter provided. In the event a vacancy shall occur on the Board of Directors, the vacancy shall be filled by appointment by the Board of Directors, but the officer so appointed shall serve only until the next regular election.

Section 4. Presiding Officer. The chairman of the Board of Directors or in his absence or disability, the vice-chairman of the Board of Directors, shall preside at all meetings of the membership.

Section 5. Order of Business. The order of business at any regular or special meeting of the members of this corporation or at any meeting of the Board of Directors of this corporation, except as hereinabove set forth, and subject always to the proviso that the members of the Board of Directors at any of their meetings may, by two-thirds affirmative vote, suspend the order of business as hereinafter set forth, shall be as follows:

- 1) Call to order.

- 2) Roll call.
- 3) Reading and approval of minutes of preceding meeting.
- 4) Treasurer's report.
- 5) Reports of standing committees.
- 6) Communications.
- 7) Reports of special committees.
- 8) Deferred or unfinished business.
- 9) New business.
- 10) Resolutions and motions in order.
- 11) Nomination and election of directors.
- 12) Adjournment.

Section 6. Quorum. One-fourth of the active members of the corporation shall constitute a quorum for doing business at any of the regular or special meetings.

Section 7. Voting. Active members only shall be entitled to vote. Cumulative, proportional, and proxy voting is prohibited.

Section 8. Rules of Order. "Roberts Rules of Order" shall govern all matters of procedure at the regular or special meetings which are not otherwise covered by these by-laws. The Board of Directors may appoint a parliamentarian to implement the Rules of Order.

ARTICLE III

DIRECTORS

Section 1. Powers. The management, control and government of this corporation shall be vested in a Board of Directors, which shall consist of five members, to be elected from among the active members of this corporation at the regular meeting in April, who shall serve for not more than two consecutive terms.

Section 2. Duties. The Board of Directors shall preserve, protect, and promote the interests of the corporation and its members and shall be responsible for formulating the general policy of the corporation in accordance with the expressions of the will of the majority of the active members, and at the same time, preserve and protect the interests of

the minority members. The Board shall supervise all transactions of the corporation and the conduct and work of the officers of this corporation. The Board shall require an audit of the books of the secretary-treasurer at periodic intervals, and may require that the secretary-treasurer give a good and sufficient bond in favor of the Association, conditioned upon the faithful discharge of his duties, in such amount as the Board may require.

Section 3. Meetings. Regular meetings of the Board of Directors shall be held the second Tuesday of March, June, September and December. The Board of Directors shall make available a list of active members. Special meetings can be called as deemed necessary by the Chairman of the Board or by a majority of the Board members.

Section 4. Quorum. Two-thirds of the members of the Board of Directors shall constitute a quorum for the conduct of business by the Board of Directors.

Section 5. Officers. The Board of Directors shall elect from among its membership a Chairman, Vice-Chairman, and Secretary-Treasurer at the time of their election.

- a) Chairman. It shall be the duty of the Chairman to act as the general executive officer of the corporation, to preside at all meetings of the Board of Directors or the membership and to appoint, with the advice of the Board, such non-elective officers, and employees and committees as are deemed necessary.
- b) Vice-Chairman. It shall be the duty of the Vice-Chairman to perform the functions and duties of the Chairman in the event of his absence, resignation, disability or death, and such other and further duties and functions as the Board may prescribe.
- c) Secretary-Treasurer. The Secretary-Treasurer shall have charge of all the records, documents and papers belonging to the corporation; he shall conduct the official correspondence of the corporation as directed by the chairman; keep records of the proceedings of the Board of Directors and of all annual and special meetings of the members of the corporation. He shall deposit all monies at a depository selected by the Board and pay out the same by check or draft, countersigned by such officers as the Board may direct. He shall give and enter into a good and sufficient surety bond if required by the Board, the cost of which will be borne by the Association, in an amount fixed by the Board conditioned upon the faithful discharge of his duties. He shall make regular reports to each meeting of the Board and such other reports as may be required by the Board.

ARTICLE IV

All instruments required or permitted by these articles or by the By-laws shall be executed by the chairman or, in his absence, the vice-chairman and the secretary-treasurer, unless otherwise provided in the article or By-laws.

ARTICLE V

Section 1. Dues. The dues, as hereinabove referred to and which qualify a member as active, shall be \$3.00 per fiscal year per family, payable upon admission to active membership, and thereafter due and payable on or before the second Tuesday of October of each and every year. Dues of new members shall be \$3.00 from the time of becoming members until the end of the fiscal year.

Section 2. Fiscal Year. The fiscal year of this corporation shall be from October 1 through September 31 of each year.

Section 3. Discussion Time Limit. A five minute limit may be invoked at the discretion of the Chairman at meetings of the membership.

ARTICLE VI

Amendments to these by-laws may be made by the Board of Directors at any regular meeting of the Board or any special meeting called for that purpose.