

Bylaws

Mosby Woods Community Association, Inc.

July 1, 1999

I. GENERAL

1. The purposes of the Mosby Woods Community Association, Inc., shall be as stated in its Certificate of Incorporation.
2. The community served by the Association shall be in the Mosby Woods subdivision described in the Certificate.

II. MEMBERS

1. The membership of the Mosby Woods Community Association, Inc., shall be those who apply and are admitted as Regular or Special Members.
 - a. A Regular Member shall be a person 18 or more years of age, who resides in the Mosby Woods subdivision as part of the house-hold of a homeowner or tenant, or who owns property in the Mosby Woods subdivision whether or not such property is occupied, or who is the husband or wife of such a property owner. When two or more persons are eligible for membership as members of the same household or as husband and wife, the first member shall pay dues in the full amount specified for regular members pursuant to these By-Laws, and no charge shall be made for the second member.
 - b. A Special Member shall be an owner of property in the Mosby Woods subdivision who is not a natural person (e.g., corporations estates, etc.). Dues for Special Members shall be not less than those for Regular Members. Each Special Member shall be entitled to be represented at meetings of the Association by one representative who shall have one vote. No entity shall be eligible for more than one Special Membership no matter how many parcels of property are owned.
2. A member will be in good standing if dues, fees and assessments are paid.
3. Termination: A member may resign from the Association or any position therein by written notice to the Secretary, or may be dismissed by the Board of Directors for nonpayment of dues, or may be dismissed or suspended for other cause.

III. BOARD OF DIRECTORS

1. The affairs of the Association shall be governed by a Board of Directors which shall consist of the Officers and the Directors of the Association. The immediate Past-President shall be an ex-officio member of the Board of Directors for a two-year term. The Board of Directors shall act as both the administrative and policy body of the Association. All members of the Board of Directors shall be members of the Association.
2. The Officers shall rank in the order named and shall have the listed duties and responsibilities:
 - a. The President shall call and preside over meetings of the members and the Board of Directors; with the advice and consent of the Board of Directors, shall appoint and remove chairpersons and members of all committees; shall be an ex-officio member of all committees except the Nominating Committee; shall act as chief executive of the Association and maintain general control and supervision over its affairs; and shall execute contracts for the Association as authorized by the Board of Directors, including commitments for insurance.
 - b. The First Vice President shall act as deputy to the President at the latter's discretion and shall perform such duties as the President shall designate. In the event of the absence of the President from any meeting of the members or the Board of Directors, the First Vice President shall preside. In the event of a vacancy in the office of the President as certified by the Board of Directors, the Vice President shall become President for the unexpired term.
 - c. The Treasurer shall be responsible for receipt, custody, and disbursement of all Association funds; shall keep the necessary accounts; and shall provide a financial report at each meeting of the members and of the Board of Directors. The Board of Directors may require the Treasurer to execute a bond, the premium therefore to be paid by the Association which shall name the amount and the bonding company. Disbursements shall be made only as approved by the Board of Directors and within the approved budget. The Treasurer shall have authority to draw checks and disburse funds.

III. BOARD OF DIRECTORS, *continued*

- d. The Secretary shall be responsible for recording all proceedings of the Association including meetings of the members and of the Board of Directors; shall maintain all records; shall supervise all Association publications; and shall perform such other duties as the President or Vice President may prescribe. The Secretary may appoint one Assistant Secretary for recording and one Assistant Secretary for correspondence with the consent of the President.
 - e. The Board of Directors may create and fill additional Vice President positions to fulfill specific purposes.
3. The Directors shall be elected to represent each of the ten areas of the Mosby Woods subdivision as defined on the Mosby Woods map dated October 1981.
4. Terms of Office:
- a. Terms of Officers shall be two years. Their successors will take office immediately upon election except that the treasurer, if desired by the new Treasurer, may continue in office until the end of the third calendar month following the month in which the election is held.
 - b. Terms of Directors shall be two years from their election to the election of their successors who will take office immediately. The terms of the Directors shall be staggered with Directors from odd numbered areas starting their two year terms in even numbered calendar years, and Directors from even numbered areas starting their two year terms in odd numbered calendar years.
5. Vacancies on the Board of Directors shall be filled as follows,
- a. President: The First Vice President shall assume the office of President for the unexpired term.
 - b. Officers other than the President: The Board of Directors, by majority vote of all its current members, shall fill the vacancy for the unexpired term.
 - c. Directors: The Board of Directors, by majority vote of all its current members, may fill a vacancy for the unexpired term.
6. Impeachment of an Officer or Director may be undertaken by the Board of Directors on written complaint of not less than five voting members or two Directors. After opportunity to be heard, the subject of the action may be divested of office by two-thirds vote of all other current members of the Board of Directors. The Board of Directors may fill the resulting vacancy for the unexpired term.
7. Committees, except as otherwise provided in these By-Laws, will be authorized by the Board of Directors. The President will approve and remove their members and chairpersons with the advice and consent of the Board of Directors. All classes of members may be included. The chairperson of any committee may appoint or remove members of subcommittees and name their chairpersons.
8. In emergencies, the President may canvass the Board of Directors by telephone for authority to take action in the name of the Association. The Secretary shall monitor such telephone calls or, if the Secretary is unavailable, another member of the Board of Directors shall do so. In any event, the Secretary shall record the circumstances and the vote. The affirmative vote of an absolute majority of all members of the Board of Directors shall be required to authorize action under this procedure.

IV. ELECTIONS

- 1. Election of Officers and Directors of the Association shall be conducted at the annual General Membership Meeting, or as soon thereafter as practicable.
- 2. The President shall appoint a Nominating Committee, with the approval of the Board of Directors, on or before July 1st. This committee shall, by August 1st, nominate at least one candidate for each office to be filled at the election and may be directed by the Board of Directors to nominate a greater number for certain offices. Nominations so made shall be reported to the membership not later than August 20th. Additional nominations may be made from the floor at the General Membership Meeting. The Board of Directors may modify these nomination rules if a nominee is not available following the close of nominations.

V. MEETINGS

1. Time and place of meetings of the members will be set by the President with the advice and consent of the Board of Directors; of the Board of Directors by the President; and of a committee or sub-committee by the chairperson thereof. The Annual Meeting of the membership will be held in October. Other meetings will be called as needed.
2. Notice for a membership meeting shall be not less than 15 days; for a meeting of the Board of Directors, 5 days. Minimum notice for a meeting of the Board of Directors may be waived by consent of two-thirds of its members.
3. A petition for a membership meeting may be made to the President in writing by not less than 10 voting members if the Board of Directors fails to hold a meeting in any calendar quarter. If the President still fails to issue a call for a membership meeting to be held within 30 days of receipt of such a petition, the petitioning members may do so and may elect a chairman of the meeting.
4. A quorum for a membership meeting will be the members present. A quorum for the Board of Directors or a committee will be a majority of the current members thereof, in person. Less than a majority of a committee may take actions that will become valid on the signed approval of a majority thereof.
5. A member entitled to vote in any given meeting may assign a proxy to a specified member also entitled to vote at that meeting. In a membership meeting no more than 2 proxies shall be voted by any one member, except that this restriction shall not apply to members of the Board of Directors. In a Board of Directors or committee meeting, not more than one proxy may be voted by any one member.
6. Procedure at formal meetings shall follow Robert's Rules of Order unless otherwise provided in the By-Laws.
7. The agenda at all membership meetings shall include reports from the Board of Directors and committees on the plans and status of the Association, its finances and programs, and matters affecting the community. Business proposed by the Board of Directors will be considered as will business initiated from the floor. Guests from outside the membership, on invitation from the Board of Directors, may speak on topics affecting the community. Fair opportunity for an opposition speaker will be given.

VI. DUES AND FEES

1. The Board of Directors will propose annual dues in conjunction with the budget. A budget, initiated by the Treasurer and approved by the Board of Directors, shall be proposed at the annual membership meeting. Expenditures for the year shall be in accordance with the approved budget.
2. The Board of Directors will set fees for admission to Association facilities or events, to be paid in advance. No credit will be extended.
3. Assessments other than dues and fees may be levied by two-thirds vote of a membership meeting.

VII. REPRESENTATION

1. The Association name or such emblems as may be patented by the Association may be used only by members in good standing and only as authorized by the Board of Directors.
2. Participation of the Association in activities and aims of other organizations shall be only as authorized by the membership, or the President with the consent of the Board of Directors.
3. The President with the consent of the Board of Directors may appoint delegates and alternates to represent the Association in council or events of other organizations.

VIII. AMENDMENTS

1. Amendments of the By-Laws or waiver of any provision thereof, or amendment or revocation of the Certificate of Incorporation, may be passed by two-thirds vote of a membership meeting. Before such a vote, a motion to postpone action until the next membership meeting will be in order.
2. No inconsistencies with the Certificate of Incorporation will be voted or undertaken except that if the members vote to amend or revoke the Certificate, then By-Laws, Rules or Resolutions may be voted to take effect on the effective date of such amendment or revocation.