

## **Bylaws of the Federal Hill Homeowners Association**

Federal Hill Homeowners Association (, Inc.)

### **A Maryland Nonprofit Corporation (Association)**

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### **Article I. Name and Purpose**

Section 1.01: NAME. The NAME of this organization shall be the (Neighborhood Association), hereafter referred to as THE ASSOCIATION. It shall be a nonprofit organization incorporated under the laws of the State of Texas. (This Article must be included in your bylaws. If you do not plan to incorporate your Association, you may delete the second sentence.)

*Section 1.02: PURPOSE: The Bylaws shall govern the Corporation and its members and facilitate the fulfillment of the purposes provided in the Articles of Incorporation. (You may add or delete any purpose that does or does not apply to your Association. Remember to keep the purpose statement in compliance with IRS rulings, as spelled out in the enclosed IRS Publication 557.)*

### **Article II. MEMBERSHIP.**

SECTION 2.01: ELIGIBILITY FOR MEMBERSHIP. Any current resident of, or owner of property in, the (Neighborhood) Addition, bounded by (list boundaries) , DeSoto, Texas, is eligible for Membership in the Association upon [full payment of the annual dues, and] completion of an Application for Membership form. (Some Associations state that all residents within their particular boundaries are automatically members. This can prove difficult, however, to obtain 2/3 or other majority votes and adds to the expense of information distribution.)

Section 2.02: HONORARY MEMBERSHIP. Any person may acquire Honorary membership in the Association, upon full payment of the Association dues, by a majority vote of the Membership at a regularly scheduled meeting. Honorary Membership entitles the person to a mailed copy of each newsletter and free participation in neighborhood events for one year from the date of membership. Honorary Membership does not, however, include voting rights. (This is Optional. Sometimes, previous residents of a neighborhood want to keep up with their ties to the neighborhood, or active Realtors want copies of the newsletters, etc. as a sales tool.)

Section 2.03: ANNUAL DUES. The amount required for annual dues shall be \$ each year, unless changed by a majority vote of the members in attendance at an annual meeting of the full membership. Full payment of the annual dues will entitle the Resident or Property Owner to full membership privileges for one year from the date of payment.

*Dues may, on occasion, be paid by donation of comparable products or services to the Association, by prior approval of the Officers of the Association. (This is Optional. Associations often charge a small fee for membership in order to pay for printing costs, dissemination of information, neighborhood directories, or special projects. Dues usually range from \$5 - \$40/year, with \$15-\$30 being the most common. Low-income neighborhoods may consider soliciting local business support and membership in their Association.)*

**Section 2.04: VOTING RIGHTS.** The full payment of the annual dues will entitle each person over age eighteen in the Member's household (excluding Honorary Members) to one vote apiece in all Association elections.

**Section 2.05: TERMINATION OF MEMBERSHIP.** Membership in the Association is automatically terminated whenever the Member is in default of payment of the annual Association Dues. A member may also be removed by a majority vote of the membership.

**Section 2.06: RESIGNATION.** Any Member may resign by filing a written resignation with the Secretary of the Association. Such resignation shall not relieve the resigning Member of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid. Upon resignation, however, the resigning Member will be refunded any unaccrued dues on a pro-rated basis. And/Or, when the Member moves from the neighborhood.

### **ARTICLE III. OFFICERS.**

**Section 3.01: OFFICERS.** The Association shall have the following officers:

1) President, 2) Vice-President, 3) Treasurer, and 4) Secretary.

**Section 3.02: ELECTION OF OFFICERS.** The Officers shall be elected by majority vote at the annual meeting of the full membership.

*Section 3.03: TERM OF OFFICE.* The Officers shall serve a one-year term, with no limitations on future terms. (Some Associations organize with a General Membership and a Board of Directors (comprised of a Chair, Vice-Chair, Treasurer & Secretary). In this case, the Board of Directors is usually given more decision-making powers than this proposed organizational structure. You may also want to provide for Assistant Officers, especially the Treasurer and Secretary, in the event these officers are temporarily unable to attend to their duties. The term of office shall commence upon election and continue until successors are elected at the annual meeting.)

Section 3.04: DUTIES. The duties of the Officers are as follows:

1) The PRESIDENT shall be the principal executive officer of the Association and shall preside over all meetings, represent the Association on public occasions, and make such committee appointments from the membership as shall be deemed advisable for the effective conduct of the work of the Association.

2) The VICE-PRESIDENT shall assist the President as the President requests, and represent the Association on appropriate occasions. The Vice-President shall also, in the absence or disability of the President, perform the duties and exercise the powers of the President of the Association.

3) The TREASURER shall collect, safeguard, disburse and make periodic reports of all funds collected in the name of the Association.

4) The SECRETARY shall keep attendance records and record the proceedings of all meetings, maintain adequate records of the Association activities, and conduct such official correspondence as shall be required.

5) The duties of the officers shall not be limited as enumerated above, but they may discharge in addition such duties as are assigned by the Association Membership.

6) Unless so authorized, no officer shall have any power or authority to bind the Association by any contract or engagement, to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

Section 3.05: VACANCIES AND REMOVAL FROM OFFICE. Any Officer may be removed by a majority vote of the members of the Association (excluding the Officer to be removed). Upon the death, removal, resignation, or incapacity of an Officer of the Association, a majority of the Association shall elect a successor.

Section 3.06: MANAGEMENT. The Association shall be managed by the Officers so elected, with powers consistent with the Articles of Incorporation and these Bylaws of the Association. (If not incorporated, substitute the word Organization for the word Incorporation.)

#### ARTICLE IV. MEETINGS OF MEMBERS.

Section 4.01: PLACE OF MEETINGS. Meetings of the Members shall be held at the principal business office of the Association or at any other place the President or a majority of the Members may from time to time select.

Section 4.02: REGULAR MEETINGS. Regular meetings of the Association shall be held quarterly, at a time and place designated by the President. (Decide how often you want to meet. Remember, there will be times when you might get too busy to meet as often as you like.)

Section 4.03: ANNUAL MEETING. An annual meeting of the Members shall be held in the month of \_\_\_\_\_ of each year, if possible. At such meeting, the Members shall elect the Officers of the Association, receive reports on the affairs of the Association, and transact any other business which is within the power of the Members. If an annual meeting has not been called and held within six months after the time designated for it, any Member may call the annual meeting. Decide what month (or season of the year) would be best for your major annual meeting.

Section 4.04: SPECIAL MEETINGS. Special meetings of the Members may be called by the President, by a majority of the Officers of the Association, or by five percent (5%) or more of the Members entitled to vote.

Section 4.05: NOTICE OF MEETINGS. A written or printed notice of each meeting, stating the place, day, and hour of the meeting, shall be given by the Secretary of the Association, or by the person authorized to call the meeting, to each Member of record entitled to vote at the meeting. This notice shall be given at least seven (7) days before the date named for the meeting, with the exception of Regular Monthly Meetings for which, once a firm date, time and place have been publicized to all the members, no further notice shall be required. (You may want to specify the method of delivery of the notices (i.e., by mail or physical delivery).)

*Section 4.06: QUORUM. The Members present at any properly announced meeting shall constitute a quorum at such meeting. (This section is important if you want to accomplish anything, because it is difficult to get a majority of members to be present at any given meeting... you might want to specify a percentage (such as 10%) of members who must be present to ensure a quorum. Decide how often you want to meet. Remember, there will be times when you might get too busy to meet as often as you would like. Decide what month (or season of the year) would be best for your major annual meeting.)*

## **ARTICLE V. VOTING.**

Section 5.01: VOTING. All issues shall be decided by a majority vote of members present at the meetings.

Section 5.02: VOTING BY MAIL. Where Officers are to be elected by Members, or any changes in the Bylaws are to be voted on, or any other election is to be made whereby a count of the votes of all members may be desired, such election may be conducted by mail or by distribution ballot in such manner as the officers of the Association shall determine advisable.

## **ARTICLE VI. COMMITTEES.**

Section 6.01: AUTHORIZATION TO ESTABLISH COMMITTEES. The Association may establish committees as deemed necessary to pursue its stated objectives. Members of Committees shall be appointed by the President. (Read information in manual regarding forming committees.)

## **ARTICLE VII. FINANCES.**

*Section 7.01: EXPENDITURES. Expenditures of funds amounting to over One Hundred Dollars (\$100) in any month must be approved by majority vote of the Membership present at any properly-announced meeting of the Membership. Printing of the Neighborhood Newsletter, Neighborhood Informational Notices and the Neighborhood Directory are exempted by this rule. The figure you choose to insert here will depend on the amount of your budget and your anticipated monthly expenditures.*

Section 7.02: FINANCIAL REPORTS. Quarterly and Annual Financial Reports shall be prepared by the Treasurer and presented to the Members at the quarterly and annual meetings. (Financial reports should be given at every scheduled meeting, especially if you charge dues. People need to know that their contributions are being well spent.)

## **ARTICLE VII. AMENDMENTS.**

Section 8.01: PROCEDURE. These Bylaws may be amended by a two-thirds majority vote of those present at any regular meeting of the Members of the Association, provided seven days written notice of the proposed amendment and of the meeting is given. (You may want to specify a two-thirds majority vote of the entire membership, rather than of those present at a meeting.)

## **ARTICLE IX. ACCEPTANCE OF BYLAWS**

Section 9.01: VOTING. Acceptance of these Bylaws shall be by a two-thirds majority vote of those present at any regular meeting of the Members of the Association, provided written copies of the Bylaws and written notice of the meeting is given to all Members at least seven days prior to the meeting.

## **ARTICLE X. NON-COMPLIANCE WITH BYLAWS.**

Section 10.01: NON-COMPLIANCE PENALTIES. Noncompliance with the Bylaws of the Association may result in termination of membership for the offender, upon a two-thirds majority vote by the membership of the Association. Under no circumstance will noncompliance with any section of these Bylaws constitute the forfeiture of the rights of the Association to exist or the rights of the Association to enforce the Bylaws of the Association. Again, you may want to specify two-thirds of the entire membership, instead of just those present.



