

HILLBROOK/TALL OAKS CIVIC ASSOCIATION BYLAWS

ARTICLE I - Name

The name of this non-stock corporation is Hillbrook/Tall Oaks Civic Association, Incorporated (HTOCA), hereinafter referred to as the Association.

ARTICLE II -Objective and Purpose

The purposes of the Association are to promote, foster, and protect the community known as Hillbrook/Tall Oaks, and to promote cooperative activities and friendly spirit within the community.

ARTICLE III - Membership, Voting Rights, and Dues

A. ELIGIBILITY. Membership in the Association is open to all residents and owners of residential property in the community known as Hillbrook/Tall Oaks. This community is defined to be the following.

4416 to 4708 Hillbrook Drive
6814 to 6924 Cherry Lane
6900 to 6921 Oak Court
4601 to 4700 Monterey Drive
6824 to 6921 Pacific Lane
7030 to 7053 Cindy Lane
4704 to 5105 Kingston Drive

6807 to 6907 Winter Lane
4702 to 5105 Dodson Drive
6800 to 6803 Algonquin Court
6815 to 6937 Colburn Drive
6800 to 6803 Conti Court
6814 to 6820 Shrine Court
6817 to 6834 Silver Lane

Each owner or group of owners of a developed or undeveloped lot in the community is eligible for a single membership in the Association. The non-owner residents of a dwelling located within the community are also eligible for a single membership in the Association.

B. QUALIFICATIONS. Eligible parties may become members in the Association for a given fiscal year upon payment of the annual dues.

C. FISCAL YEAR. The fiscal year of the Association shall begin on July 1 and end on June 30 of the following year.

D. DUES. Annual dues shall be established by the Executive Board and are payable at the beginning of each fiscal year.

E. VOTING RIGHTS. Each member of the Association shall be entitled to a single vote, with the exception that if both the owners and non-owner residents of a particular property are members of HTOCA, they shall be entitled to a single vote. The vote of the owner shall take precedence and supercede that of the non-owner resident. The Executive Board shall have the authority to resolve any ambiguities relating to voting rights and procedures within the provisions of the Bylaws.

ARTICLE IV - Executive Board

A. ENUMERATION AND QUALIFICATION. The Executive Board of the Association shall be comprised of the officers of the Association and five directors elected by the membership for a term of one year or until their successors are elected. Any member of the Association who has attained the age of majority may serve as a director. No individual may concurrently serve as both an officer and a director, nor may serve more than three consecutive terms as a director.

B. DUTIES. The Executive Board shall manage the affairs of the Association as its Board of directors, and shall exercise for the Association all powers, duties, and authority vested in or delegated to it and not reserved to the membership by other provisions of these Bylaws or the Articles of Incorporation. The Board shall enforce all provisions of these Bylaws and the Articles of Incorporation.

C. MEETINGS. The Executive Board shall meet within 90 days after the beginning of the fiscal year and when otherwise convened by the President. A minimum of three meetings shall be held during the fiscal year.

- (1) The time and place for meetings of the Board shall be set by the President, who shall notify the members not less than 5 days prior to the date thereof. Such notice may be waived by vote of a majority of the Board members.
- (2) Quorum for a meeting of the Board shall be a majority of the members.
- (3) A member of the Board, by written submission to the Secretary, may assign or designate proxy authority to another member of the Board.
- (4) When necessary, the President may canvass the Board by telephone for authority to take action, which shall be ratified at the next meeting of the Executive Board.

D. EXPENDITURES. The funds of the Association shall be maintained and disbursed in a manner approved by the Executive Board. The signatures of both the Treasurer and the President, or the Vice-President in the President's absence, shall be required for all disbursements.

ARTICLE V - Officers

A. ENUMERATION AND QUALIFICATIONS. The officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer. Any member of the Association who has attained the age of majority may serve as an officer. No individual may concurrently hold more than one office nor may serve more than three consecutive terms in the same office.

B. DUTIES. The officers of the Association rank in the order named, and their duties and functions shall be:

- (1) The President may call and shall preside over all meetings of the Association and Executive Board, appoint and remove chairmen and members of committees as needed, execute contracts of the Association as authorized by the Executive Board, co-sign all checks and promissory notes, and act as executive officer to manage the affairs and activities of the Association.
- (2) The Vice-President shall assume the duties of the President during the President's absence.
- (3) The Secretary shall keep a record of all members, conduct all official correspondence, serve notice and keep minutes of all meetings of the Board and of the members, and perform other such related duties as may be required by the Board.
- (4) The Treasurer shall receive and keep in appropriate bank accounts all funds of the Association, disburse funds as directed by resolution of the Board, co-sign checks and promissory notes of the Association, keep proper books of account, and prepare periodic and annual income and balance statements for the Executive Board and Association.

C. TERMS OF OFFICE. Each elected officer shall serve for a term of one year.

ARTICLE VI - Nomination and Election of Officers and Directors

A. NOMINATING COMMITTEE. The President, with the approval of the Executive Board, shall appoint and convene a Nominating Committee to perform the following duties:

- (1) The committee shall notify the membership by written communication of the time period during which it will accept nominations of officers and directors for the subsequent fiscal year. This period shall be open for a minimum of 30 days from the delivery of such notification.
- (2) All nominations for candidacy received during the open period shall be accepted. Members of the Association may nominate themselves or others with their express consent. Nominations shall be in writing and shall indicate the office sought.
- (3) The committee shall actively seek out qualified candidates to ensure that there is at least one nominee for each office to be filled. An effort shall be made to elicit nominees from all geographic areas of the HTOCA neighborhood.
- (4) The names and biographies of all nominees received by the committee shall be distributed to the membership at least 15 days prior to the annual membership meeting.

B. ELECTIONS. Elections shall be held at the annual membership meeting of the Association. The slate of nominees shall be provided by the Nominating Committee. Additional nominations may be accepted

from the floor by majority vote of the membership. A plurality of the votes cast shall be required for election to the offices of President, Vice-President, Secretary, Treasurer, and each director.

C. REMOVAL. The Executive Board shall initiate removal proceedings for an officer or director by a two-thirds vote of the Board members or upon written petition of twenty percent of the members of the Association. After receiving written notice of the proceedings and an opportunity to be heard in person or represented before the Executive Board, the officer or director may be divested of office by a two-thirds vote of the Board members other than himself.

D. VACANCIES. Any vacancy occurring in an office or directorship of the Association shall be filled by the Executive Board. The selected individual shall serve the remainder of the unexpired term, and shall fulfill the qualifications of Article IV or Article V.

ARTICLE VII - Membership Meetings

A. ANNUAL MEETING. The President shall call the annual membership meeting of the Association, at a location convenient to the neighborhood during the month of June. Members shall be notified by written communication at least 14, but no more than 30 days prior to the date of the meeting.

B. SPECIAL MEETINGS. The President, or the Executive Board by majority vote, may call a special meeting of the Association at any time. The President, or any other officer in the President's absence, shall call a special meeting within 21 days upon delivery of written request of twenty percent of the membership. Members must be notified by written communication of the time, date, and purpose of the special meeting at least 7 days prior to the date of the meeting. The notification of the special meeting shall state the purpose of the meeting, and no other business shall be in order.

C. PROXIES. A member entitled to vote at any meeting may assign a valid written proxy to another member of the Association. All proxies must be authenticated by the Secretary.

D. QUORUM. A majority of the members of the Association, in person or represented by proxy, shall constitute a quorum. In the absence of a quorum, a motion shall be in order to adjourn the meeting from time to time until a quorum is present.

E. VOTING. At every meeting of the members, a vote of fifty-one percent of the total votes present, in person or by proxy, shall be necessary to decide any question brought before such meeting unless, by express provision of law, the Articles of Incorporation, or these Bylaws, a different vote is required, in which case such express provision shall govern and control. The procedures for voting shall be determined by the Executive Board.

F. AGENDA. The regular order of business of the annual meeting of the Association shall be as follows:

- | | |
|--------------------------------------------|----------------------------------------|
| (1) Call to order | (6) New business |
| (2) Reading of minutes of previous meeting | (7) Election of officers and directors |
| (3) Reports of officers, if any | (8) Guest speakers, if any |
| (4) Reports of committees, if any | (9) Adjournment |
| (5) Old business | |

The President, by unanimous consent, may suspend the above regular order and proceed as he may so direct.

ARTICLE VIII - Amendments

Amendments of the Bylaws, a waiver of any provision thereof, or amendment or revocation of the Articles of Incorporation of the Association shall require a two-thirds vote of the total membership at a regular or special meeting.

ARTICLE IX - Dissolution

In the event of dissolution of the Association, its liabilities and obligations shall be paid or provided for. Any assets remaining after all obligations of the Association have been satisfied shall be distributed to charitable non-profit organizations selected by the Executive Board.

ARTICLE X - Interpretation

A. CONFLICT. These Bylaws are subordinate and subject to all provisions of the Articles of Incorporation of the Association. All of the terms hereof, except where clearly repugnant to the context, shall have the same meaning as they were defined to have in the Articles. In the event of any conflict between these Bylaws and the Articles of Incorporation, the provision of the Articles of Incorporation shall control.

B. NOTICES. Unless another type of notice is otherwise provided for, any and all notices called for in these Bylaws shall be given in writing.

C. SEVERABILITY. In the event any provision or provisions of these Bylaws shall be determined to be invalid, void, or unenforceable, such determination shall not render invalid, void, or unenforceable any other provisions hereof which can be given effect.

D. WAIVER. No restriction, condition, obligation, or provisions of these Bylaws shall be deemed to have been abrogated or waived by reason of any failure or failures to enforce the same.

E. CAPTIONS. The captions contained in these Bylaws are for convenience only and are not a part of these Bylaws and are not intended in any way to limit or enlarge the terms and provisions of these Bylaws or to aid in the construction thereof.

F. GENDER, ETC. Whenever in these Bylaws the context so requires, the singular number shall include the plural and the converse, and the use of any gender shall be deemed to include all genders.

ARTICLE XI - Implementation

This document becomes effective upon approval and supercedes any and all Bylaws previously entered into by the Association.

WITNESS, this tenth day of June, 1992

President

Vice President

Secretary