

## **Constitution and By-Laws**

### **Admiral Heights Improvement Association, Inc.**

Adopted: April 6, 1965

Revisions: March 1974, March 1995, October 2019

#### **Article I - Name and Object**

Section 1. This Association shall be known as the Admiral Heights Improvement Association, Incorporated.

Section 2. The object of this Association shall be the general improvement of the community of Admiral Heights.

#### **Article II - Membership**

Section 1. Membership shall consist of, be limited to and open to all residents and/or property owners within the area commonly known as Admiral Heights.

Section 2. A member in good standing shall be one whose dues have been paid for the current calendar year.

Section 3. Any member in good standing may vote on all matters affecting the organization. Members will not be permitted to vote at meetings of the board of directors.

#### **Article III - Board of Directors and Officers**

Section 1. The board of directors of this Association shall consist of twelve members in good standing.

Section 2. The board of directors of this Association shall elect of their own number the following officers of this Association: President, Vice President, Secretary, Treasurer.

Section 3. Each officer shall automatically be a director and member of the board of directors for one year following his or her term as an officer.

Section 4. (a) The officers of the Board shall be elected annually at the Board's April Meeting, and their term of office shall be April through March.

(b) Election of the members of the board of directors shall be by secret ballot at the annual general membership meeting.

(c) The president of the Association shall, 30 days prior to the annual meeting, appoint the chairman of a nominating committee. The nominating committee shall put a

minimum of 12 names in nomination for election to the board of directors. These nominees shall be announced to the membership at least one week before the annual general membership meeting. Nominations for election to the board shall be admitted from the floor.

Section 5. The board of directors shall conduct the business of the Association as shall arise from time to time in the interim between annual meetings of the general membership of the Association.

Section 6. The board of directors shall meet at least once each calendar quarter. All board meetings shall be open to any member of the Association, and a schedule of date, time, and place of board meetings shall be made available to the members of this Association.

Section 7. The board of directors shall propose and the general membership shall approve an annual budget for the Association. Within this annual budget, the board of directors shall make such expenditures as they shall deem necessary.

Section 8. The board of directors may enter into contracts for services as required for the well-being of the community; however, the board may not contract for the sale, lease, rental or transfer of any property, real or personal, owned by the community without the prior approval of a majority of the members in good standing of the Association. To the extent practical, the board shall solicit competitive bids for contracts for services and shall award contracts to the lowest responsive bidder.

Section 9. All decisions and actions of the board of directors are subject to Review by the general membership of the Association. The board shall regularly provide to the members of the Association a summary of pending actions and of decisions by the board.

Section 10. (a) In the event of a vacancy in the board of directors, the board shall fill such vacancy by appointment. Each director so appointed shall serve until the next annual meeting unless removed by the board as set forth in Section 9(b) of Article III.

(b) Three consecutive absences from board meetings shall constitute sufficient reason for the board to dismiss and disenfranchise any of its members.

#### **Article IV - Dues**

Section 1. The dues and budget of this Association shall be as established by the General Membership at its October meeting preceding the year they are effective.

Section 2. The Fiscal Year of this Association shall be the Calendar Year.

#### **Article V - Meetings**

Section 1. The Association shall hold an annual meeting of the General Membership in March each year, at which time the nomination and election of directors to the board shall take place.

Section 2. (a) Special general membership meetings may be called at any time by the president, board of directors, or upon the written request of five (5) members in good standing of the Association.

(b) Members of the Association shall be notified of the special meeting by circular at least five (5) days in advance of said meeting.

(c) No other business shall be transacted at a special meeting until that business for which the meeting was called has been transacted.

Section 3. No business shall be conducted at a general membership meeting unless a quorum of members is present. Twenty-five members in attendance shall constitute a quorum. Vote by proxy will not be permitted. Each adult resident or property owner who is a member in good standing shall be entitled to one vote on Association business.

Section 4. No business shall be conducted at a meeting of the board of directors unless a quorum is present. A majority of the directors shall constitute a quorum. Vote by proxy will not be permitted.

Section 5. Each director shall be given seven calendar days written notice of each board meeting.

## **Article VI -Procedure**

Section 1. Robert's Rules of Order shall govern all situations not provided for in this Constitution and By-Laws.

Section 2. Suspension of Robert's Rules of Order or of procedure as stated in this Constitution and By-Laws, may be obtained only during a general membership meeting provided that an affirmative vote of two-thirds of the members present at said meeting is received.

## **Article VII - Constitution and By-Laws Amendments**

Section 1. Amendments to the Constitution and By-Laws must be presented in writing to the members of the Association at least ten (10) days prior to the general membership meeting at which they are to be considered.

Section 2. Any amendment to the Constitution and By-Laws, to become effective, must receive an affirmative vote of two-thirds of the members present at a general membership meeting.