

# LAKWOOD FOREST CIVIC ASSOCIATION, INC. CONSTITUTION AND BY-LAWS

## CONSTITUTION

### ARTICLE I - NAME

The name of this Association shall be "Lakewood Forest Civic Association, Inc."

### ARTICLE II - PURPOSE

The purpose of this Association shall be to promote the general welfare of Lakewood Forest residents by bringing about civic betterment for Lakewood Forest and the surrounding area.

### ARTICLE III- MEMBERSHIP

Membership in this Association shall be limited to residents of Lakewood Forest and there shall be two voting memberships for each occupied lot.

### ARTICLE IV - OFFICERS

The officers of this Association shall be a President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer. All officers shall be members of the Board of Directors.

### ARTICLE V - BOARD OF DIRECTORS

The business and purpose of this Association shall be performed and governed by a Board of Directors consisting of eleven (11) directors, five (5) of whom shall be the officers. The President of the Association shall be Chairman of the Board.

### ARTICLE VI - PROHIBITION ON POLITICAL ACTIVITY

The Association is prohibited from direct or indirect participation or intervention in political campaigns on behalf or in opposition to any candidate for public office.

### ARTICLE VII - AMENDMENTS

This constitution may be amended at any annual or special meeting providing the amendment or amendments shall have been presented in writing at a previous meeting or a notice of the proposed amendment or amendments has been given to all members not less than five (5) days in advance. Adoption of any amendment or amendments shall require two-thirds (2/3) affirmative vote of the members present, a quorum being present as provided in Article VI (6) of the By-Laws.

## BY - LAWS

### ARTICLE I - NOMINATION OF DIRECTORS AND OFFICERS

Candidates for election to an office or to the Board of Directors shall be nominated by one of the following methods:

- A. By a nominating committee appointed by the President and approved by a majority of the Board of Directors. Members of the nominating committee shall be members of the Association in good standing and shall not currently hold an office of the Association or be a Director of the Association.
- B. By a petition to the Board of Directors signed by not less than 15 members in good standing.

The membership shall be notified of the slate of candidates nominated for each office and for director one week prior to the Annual October meeting and no further nominations will be received after such notification; provided, however, that in the event a person has been duly nominated for an office or directorship, that is not elected to such position, then such person may be nominated from the floor for any other position not yet voted upon.

### ARTICLE II - ELECTION OF OFFICERS

Officers shall be members of this Association in good standing and shall be elected by the membership of the Association at the annual October meeting. Officers shall hold office for one year or until their successors are elected and installed. The term of office shall begin on November first (1<sup>st</sup>) immediately following the October elections. No member shall hold more than one elected office at the same time. Vacancies in office shall be filled by appointment by a majority of the Board of Directors, except in the case of the President who shall be directly succeeded by the Vice President. At the discretion of the Board of Directors, a special election meeting may be held to fill any vacancy. Officers appointed or elected shall hold office until their successors are elected and installed.

### ARTICLE III - DUTIES OF OFFICERS

#### PRESIDENT

The President shall preside at all meetings. He shall appoint the Chairman for all standing committees. The President shall see that the orders and resolutions of the Board of Directors are carried out.

#### VICE PRESIDENT

The Vice President shall perform all duties of the President in his absence and such other duties as are assigned to him by the President.

#### RECORDING SECRETARY

The Recording Secretary shall keep an accurate record of all the membership meetings, keep an up-to-date membership list and attend to correspondence and act as custodian

of all Association records. Recording Secretary shall also keep records of the proceedings of all the Board of Directors meetings.

#### CORRESPONDING SECRETARY

The Corresponding Secretary shall be responsible for the publication and distribution of a periodic newsletter and shall be responsible for publicity for the Association.

#### TREASURER

The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse funds as directed by resolution of the Board of Directors, provided however, that a resolution of the Board of Directors shall not be necessary for disbursement made in the ordinary course of business conducted within the limits of the budget adopted by the Board of Directors which has been approved by the membership pursuant to Article V (c). All checks of the Association shall be signed by both the Treasurer and the President, but in the absence of either, the Vice President may sign for the absent party.

#### ARTICLE IV - ELECTION OF THE BOARD OF DIRECTORS

Directors shall be members of this Association in good standing and shall be elected by the membership of the Association at the annual October meeting. At the first annual meeting, the membership shall elect three directors for a term of one year and three directors for a term of three years; and at each annual meeting thereafter the membership shall elect three directors for a term of two years. Vacancies on the Board of Directors shall be filled by the remaining directors. Any such appointed director shall hold office until his successor is elected by members at the next annual meeting or at any special meeting duly called for that purpose. The officers shall be directors for one year terms.

#### ARTICLE V - DUTIES AND POWERS OF THE BOARD OF DIRECTORS

It shall be the duty of the Board of Directors to perform or cause to be performed the business and purposes of this Association, to supervise all officers to see that their duties are properly performed and to report the status of the Association to the members at least once a year.

The Board of Directors shall have the duty and power to:

- A. Call special meetings of the membership whenever it deems necessary and it shall call a meeting at any time upon written request of 15 members.
- B. Collect the dues referred to in Article VIII.
- C. Prepare and submit to the membership for approval at the October membership meeting a budget for the current fiscal year.
- D. To exercise for the Association all powers, duties and authority of the Association.

- E. Review the activities and plans of the various governmental agencies affecting Lakewood Forest and our general area and join with other civic organization in activities of mutual interest.

## ARTICLE VI - MEETINGS OF MEMBERSHIP

### ANNUAL MEETING

The annual meeting of the members of this Association shall be held in October of each year. The annual meeting is for the purpose of electing directors and officers and for the transacting of any and all other such business that may be brought before the meeting. All annual meetings shall be held at the clubhouse in Lakewood Forest or other appropriate place as designated by the Board of Directors. Written notice of each annual membership meeting, stating the time and place thereof, shall be given to all members of the Association at least five days prior to such meeting.

### REGULAR MEETING

Meetings of the Lakewood Forest Civic Association are scheduled monthly at the discretion of the President of the Civic Association.

### SPECIAL MEETINGS

Special meetings of the members shall be held at the clubhouse in Lakewood Forest or other appropriate places designated by the Board of Directors. Special meetings of the members may be called at the discretion of the Board of Directors or upon written request of 15 members. Written notice of each special meeting of the members, stating the time and place thereof and indicating briefly the purpose and purposes thereof, shall be given to each of the members of the Association at least five days prior to the date set for the holding of the meeting. The Board of Directors may call a special meeting and dispense with the written notice in any manner provided above, if the Board of Directors deems such meeting to be an emergency. In such event, the officers and Board of Directors shall in good faith notify by word of mouth as many members as possible. Any business transacted at such special meetings shall be valid if a quorum is present.

### QUORUM

Meeting of members, 10% of the members of the membership shall be required to be present to constitute a quorum for all purposes except for the purpose of amending the Constitution or By-Laws, in which event 20% of the membership shall be required to be present to constitute a quorum. If the number of members necessary to constitute a quorum at any meeting of the members shall fail to attend, the members present may adjourn any such meeting from time to time without notice other than by announcement at the meeting until the number requisite to constitute a quorum shall be present. A majority of the members present may also continue any meeting from time to time without notice, other than by announcement at the meeting, until the transaction of any and all business submitted or proposed to be submitted to such meeting shall have been completed. At any such continuing meeting at which a quorum may be present, any business may be transacted which might have been transacted at any meeting as originally notified or called.

## VOTING

Each member shall be entitled to one vote. At all meetings, questions shall be decided by the vote of the majority of the members present, a quorum being present; provided however, that in elections in which more than two candidates are running for the same position or positions such elections shall be decided by a plurality vote.

## ARTICLE VII - MEETINGS OF THE BOARD OF DIRECTORS

### REGULAR MEETINGS

A regular meeting of the Board of Directors shall be held monthly.

### SPECIAL MEETINGS

Special meetings of the Board of Directors shall be held when called by any director after not less than three days notice to each director. Transactions of any business at any special meeting of the Board of Directors, however, called and noticed shall be as valid as though made at a meeting duly held after regular call and notice if a quorum is present and if either before or after the special meeting, each of the directors not present at such meeting signs a written waiver of notice, or a consent to the holding of such meeting, or approval of the minutes thereof.

### QUORUM

The majority of the Board of Directors shall constitute a quorum thereof.

## VOTING

Each director shall be entitled to one vote. At all meetings, questions shall be decided by a vote of the majority of the directors present in person, or by written proxy, a quorum being present.

## ARTICLE VIII - DUES

Membership dues shall be \$10.00 per occupied lot. Dues are payable for the forthcoming fiscal year in August and are delinquent after August 31 preceding such fiscal year. The fiscal year will be September 1 through August 31.

## ARTICLE IX - COMMITTEES

The Board of Directors shall appoint a nominating committee, as provided in these By-Laws. In addition, the Board of Directors shall appoint, as soon as possible after the election of such officer, the following:

- A. Membership, Telephone and Directory Committee
- B. Ways and Means Committee
- C. Beautification Committee
- D. Legal Advisory Committee
- E. Intercommunity Relations Committee
- F. Utility, Safety and Maintenance Committee
- G. Activities Committee

Additional committees may be appointed by the President.

The number of members and duties of all committees shall be defined by the Board of Directors.

#### ARTICLE X - AMENDMENTS

These By-Laws may be amended at any annual or special meeting, provided that the amendment or amendments shall have been submitted in writing at the previous meeting or a notice of the proposed amendment or amendments have been given in writing to all members not less than five (5) days in advance. Adoption of any amendment or amendments shall require two-thirds (2/3) affirmative vote of the members present, a quorum being as provided in Article VI (6) hereof.

#### ARTICLE XI - RULES OF ORDER

The conduct of business at all membership meetings shall conform to normal Rules of Order, and in case of dispute, the Chairman of the meeting shall rule upon the rules and his decision shall be final.