

Willowbend Civic Club

By-Laws

ARTICLE I - MEMBERSHIP

Sec. 1:

All residents of the Willowbend Subdivision are automatically members of the Civic Club.

ARTICLE II - DUES

Sec. 1:

The annual dues, if any, shall be prescribed by the Board of Directors.

ARTICLE III - OFFICERS

Sec. 1:

A President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer shall be elected at the last regular meeting in May of each year to serve for one year and until his successor is elected and qualified. No officer shall serve in the same capacity for more than two consecutive terms.

Sec. 2:

If any officer ceases to be a member in good standing during his term of office, his office shall be automatically vacated, and a successor shall be appointed for the unexpired term as herein provided.

Sec. 3:

If any vacancy occurs in the office of President, Vice-President, Recording Secretary, Corresponding Secretary or Treasurer, the Board of Directors shall elect a successor to serve for the unexpired term.

Sec. 4:

The President shall preside at all meetings of this organization, preserve order, enforce the Constitution and Bylaws, and exercise supervision of its affairs generally. He shall decide all questions of procedure and order for the organization. He may vote, but shall not be required to vote, except in case of tie at elections of officers and Board of Directors. He shall, with the advice and consent of the Board of Directors, appoint all committees and shall be an ex-officio member thereof. He shall preside at all meetings of the executive Committee and the Board of Directors. He shall perform such other duties as is customarily performed by such officer.

Sec. 5:

The Vice President shall assist the President in the discharge of his duties, preside at all meetings of this organization, the Executive Committee and Board of Directors in the absence of the President. In the absence of the President, or in the event the office of the President is vacant, he shall perform all the duties of the President, and such other duties as are customarily performed by such officer.

Sec. 6:

The Recording Secretary of this organization shall keep a full, true and correct record of all proceedings of this organization, have charge of all records (excluding financial), shall perform the same duties with respect to the Executive committee and Board of Directors, and shall perform such other duties as are customarily performed by such officer.

Sec. 7:

The Corresponding Secretary shall receive all communications, conduct all correspondence, and shall perform such other duties as are customarily performed by such office.

Sec. 8:

The Treasurer of this organization shall receive funds for the Club and keep proper financial records of same. All money shall be deposited in the bank designated by the Board of Directors and shall be withdrawn therefrom upon the signatures of the Treasurer and the President, or in the absence of the president, the Vice President. He shall also perform such other duties as are customarily performed by such officer.

Sec. 9:

Each director and each officer of the Corporation shall be indemnified by the Corporation against all costs, expenses and liabilities imposed upon or reasonably incurred by him, whether then in office or not, in connection with any action, suit or proceeding (including any settlement or compromise thereof) to which he may be made a party by reason of his being or having been a director or officer of the Corporation or by reason of any action alleged to have been taken or omitted by him in either such capacity except in relation to matters as to which he shall have been finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such director or officer, and exclusive of any sum paid or payable by him to the Corporation in settlement or compromise of any such action, suit or costs and expenses of continuing such litigation to final determination. Such right of indemnification shall extend to the heirs, executors and administrators of each such director or officer and shall not be exclusive of any other rights to which any director or officer (or his heirs, executors or administrators) may be entitled under any bylaw, constitution, agreement, vote of shareholders, or otherwise.

ARTICLE IV - EXECUTIVE COMMITTEE

Sec. 1:

The Executive Committee shall meet at the call of the President, or in his absence, the Vice President. It shall advise with the President on matters placed before it, and shall perform such other and further duties and take such action on matters as may be authorized from time to time by the Board of Directors.

ARTICLE V - BOARD OF DIRECTORS

Sec. 1:

10 Directors, regionally distributed throughout the subdivision, shall be elected at the last regular meeting in the fiscal year to serve for two years and until his successor is elected and qualifies. Five directors are elected each year.

Sec. 2:

If a director ceases to be a member in good standing during his term of office, his office shall be automatically vacated, and a successor shall be appointed for the unexpired term as herein provided.

Sec. 3:

If a vacancy occurs in the Board of Directors, the President shall fill such vacancy for the unexpired term by appointment.

Sec. 4:

The Board of Directors shall be the governing body of the organization, with full right and authority to determine its policy, outline, plan, determine and carry into execution all business, activities and policy, enter into and execute necessary agreements, together with the instruments and contracts in connection therewith, in the name of the organization, through the President, or Vice-President, in the absence of the president, and constitute the representatives of the organization. The aggregate of all moneys which can be spent by the Board of Directors and officers and pledged in said agreements and contracts during any fiscal year, except however, in regard to matters specially and specifically approved and authorized by the membership in regular or special meeting after written notice of the proposed matter to be considered, delivered to the residences of the members at least three days prior to the meeting date. Any donations or gifts of money or property to the club may be used for the purpose for which contributed or for worthy club purposes. Written minutes and records of all proceedings of the Board of Directors shall be kept and shall be open to the inspection of the members in good standing at reasonable times.

Sec. 5:

All resolutions adopted, plans and projects agreed upon, and all other matters adopted and acted upon by the Board of Directors shall be submitted to the membership for its information at the next following meeting thereof.

ARTICLE VI - MEETINGS

Sec. 1:

A General meeting of the membership of this organization shall be held at the time and place designated in the notice by the Board of Directors, at least one time a year.

Sec. 2:

Special meetings of the membership may be called by the President or Vice-President, with the consent of five Directors or any fifteen members of this organization who are in good standing, upon at least three days notice.

Sec. 3:

Social gatherings of the membership of this organization are also desirable and shall be held from time to time as may be determined upon by the Board of Directors or the membership.

Sec. 4:

A regular meeting of the Board of Directors shall be held as deemed necessary and at a time and place as designated by the President.

Sec. 5:

Special meetings of the Board of Directors shall be held at a time and place designated upon call of the President, or the Vice-President in the absence of the President, upon the request of any five Directors or upon request of any fifteen members of this organization in good standing.

ARTICLE VII - COMMITTEES

Sec. 1:

There shall be appointed by the President, or in his absence, the Vice-President with the advice and consent of the Board of Directors these standing committees.

a) Membership Committee

- e) Community Betterment Committee
- b) Finance Committee
- f) Welcoming Committee
- c) Restriction Committee
- g) Program Committee
- d) Publicity Committee.

Sec. 2:

There shall be appointed from time to time by the president, or in his absence, by the Vice-President, with the advice and consent of the Board of Directors such other committees deemed advisable.

Sec. 3:

The number of members of each and all committees to be within the discretion of the appointing authority, the President, or in his absence the Vice-President shall be ex-officio members of all committees.

Sec. 4:

There shall be appointed by the president a Nominating Committee, consisting of five members, at least sixty days prior to the May Meeting.

ARTICLE VIII - PROCEDURES

Sec. 1:

Robert's Rules of Order shall be authority for procedure in conducting all business and meetings connected with this organization.

Sec. 2:

The following shall be the recommended order of business for all meetings: Program - Introduction of visitors and new members - Reading Minutes of preceding meeting - Reports of Committees - Old Business - New Business - General Discussion.

ARTICLE IX - AMENDMENT

Sec. 1:

The Bylaws may be revised, changed or amended at any regular or special meeting of the membership by a majority vote of its members present who are in good standing. However, a copy of the proposed revision, change or amendment shall be delivered to the residence of each member in good standing at least three days before the meeting at which same is submitted.

These Bylaws were adopted by vote at the General Meeting of May 19, 1972, previous notice having been given in the Willowbend Civic Club News which was mailed to each resident on April 12, 1972.