

MAGNOLIA VALLEY CIVIC ASSOCIATION INC.

B Y - L A W S

PREAMBLE

The objectives and purposes for which the Magnolia Valley Civic Association, Inc. was formed and herewith declared to be, is the promotion of the health, safety and welfare of the residents within the Magnolia Valley Development; the unification of the energy and efforts of its members toward the promotion and accomplishment of harmony and cooperation among such members; and the creation and maintenance of a safe, prosperous, attractive and comfortable community in which to live.

ARTICLE I - MEMBERSHIP

Sec. 1 Membership in this association shall be composed of persons who are residents within the boundaries of Magnolia Valley Development as set forth in amended charter of the Magnolia Valley Civic Associations, Inc.

Sec. 2 Each paid up membership shall be entitled to a total of one (1) vote for that membership as set forth in the amended Charter, Article IV.

Sec. 3 Attendance at any event sponsored by the Magnolia Valley Civic Association shall be restricted to paid up members and their guests. A resident of Magnolia Valley, who is not a paid up member shall not be allowed to attend that event.

ARTICLE II - DUES

Sec. 1 Dues shall be on a yearly basis, payable as of February 1st of each year, and shall be in an amount as approved by the members at their annual meeting each year. Any member who is in arrears sixty (60) days shall be delinquent and shall be denied voice and vote until dues have been paid.

ARTICLE III - GOVERNMENT

Sec. 1 The general membership shall meet at regular session annually at the latter part of January of each year for the purpose of electing Officers and Directors of the Corporation in accordance with the Charter of the Association. Officers and Board of Directors to take office from February 1 through January 31.

Sec. 2 The affairs of the corporation shall be managed by a Board of not less than three [3] directors elected by the membership at the annual meeting and the duly elected officers of the Corporation in accordance with the Charter Article VIII. The retiring President shall become a member of the Board of Directors.

Sec. 3 The officers of this corporation shall be in accordance with Article VIII of the Charter.

Sec. 4 Any officer or director failing to attend two [2] consecutive regular, open, special, or board meetings, without an excuse acceptable to the Board of Directors, shall be deemed to have resigned and shall be so notified by the Board.

Sec. 5 Vacancies occurring in any office of this association for any cause, shall be filled by appointment by the President, subject to the approval of the Board of Directors, for the remainder of the year.

ARTICLE IV - DUTIES OF OFFICERS

Sec. 1 PRESIDENT: The President shall preside at all meetings of this association and shall appoint all standing committees and such special committees as may be necessary and name the chairman of each committee. The President shall endorse the provisions of the Corporation and By-Laws and shall be ex-officio member of all committees.

Sec. 2 VICE-PRESIDENT: The Vice President shall, in the absence of the President, fulfill all the duties and requirements of that office. He shall assist the President in all matters pertaining to the business of this Association and shall perform such other duties as this Association may from time to time require.

Sec. 3 SECRETARY: The Secretary shall keep accurate minutes of all meetings, handle all notices and correspondence of this Association. At all times have the custody of the Corporate Seal, and shall only surrender said Corporate Seal and records to a newly elected or appointed Secretary and/or the Board of Directors upon demand.

Sec. 4 TREASURER: The Treasurer shall receive all applications for membership, accept all dues payments, issue receipts, and keep accurate record of members, to include name, address, phone number and other information as required. Shall keep an accurate record of all monies of the Association and deposit same in a bank in the name of this association. Shall pay all bills incurred by this association, after approval of the Board of Directors. All checks shall require (1) one signature. The President, Vice-President, and Treasurer shall be authorized to sign checks. At the end of each year, the books shall be audited and a report given at the annual meeting.

ARTICLE V -DUTIES OF THE BOARD OF DIRECTORS

Sec. 1 The affairs of this association shall be managed by the Board of Directors of not less than three (3) nor more than ten (10) non-officer members, in accordance with Article VII of the Charter, plus the President, Vice President, Secretary, and Treasurer. Three (3) Board members to be elected for a three (3) year term each year. The retiring President shall be an ex-officio member.

Sec. 2 The President of the Association shall also act as Chairman of the Board of Directors.

Sec. 3 A quorum of the Board shall be one (1) person plus one half the total number of the Board of Directors.

ARTICLE VI- MEETINGS

Sec. 1 The annual meeting of the Board shall be in accordance with Article VII of the Charter.

Sec. 2 The Board shall meet at least three (3) times during the year, at the call of the President. The President may call special meetings of the Board or General Membership of the Corporation at his discretion.

Sec. 3 Any four (4) members of the Board may request in writing to the President, a call for a meeting of the general membership. They must state the purpose of the meeting and this is the only business that may be transacted at the meeting.

ARTICLE VII - POINT OF ORDER

Sec. 1 This association shall be guided by Roberts Rules of Order in all controversial matters in dispute.

Sec. 2 Any member or director at any meeting of the Directors or General Membership wishing to address the body, shall rise and address the Presiding Officer for permission to speak. He must be recognized by such officer before he speaks. If more than one person addresses the Presiding Officer at one time, the Chair shall name the person to occupy the floor.

ARTICLE VIII - BY-LAW ALTERATION OR AMENDMENT

Sec. 1 Changes in By-Laws (Pursuant to authorization by the membership in the general meeting held January 16, 1995): Officers and/or directors of the association may make alterations and/or amendments to the By-Laws which are deemed necessary and which shall become effective upon approval by the Board of Directors.

ARTICLE IX - ORDER OF BUSINESS

Sec. 1 The President as presiding officer shall arrange an Order of Business, which besides any special items, shall include the regular items listed below, but not necessarily in that order:

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| 1. Meeting called to order | 7. Reports of Committees |
| 2. Roll Call of Officers | 8. Unfinished Business |
| 3. Minutes of Previous Meeting | 9. New Business |
| 4. Treasurers report | 10. Good & Welfare of the Association |
| 5. Payment of Bills | 11. Payment of Dues |
| 6. Communications | 12. Adjournment |

ARTICLE X - COMMITTEES

Sec. 1 The Standing Committee of the Association shall be:

Safety (Fire & Police)	Membership
Area Improvement	Social
Finance	Deed Restriction
Communication	Welcome & Memorial
By-Laws Parliamentarian	

Sec. 2 New committees will be named by the incoming President, who may, if he or she so desires, continue any or all of the existing personnel.

Sec. 3 Any member accepting an appointment shall faithfully and diligently discharge the duties pertaining thereto, after first being informed of said duties by the President.

ARTICLE XI - NOMINATING COMMITTEE

Sec. 1 A nominating committee shall be appointed by the President thirty (30) days before the Annual meeting. Such committee to consist of five (5) members in good standing.

Sec. 2 The Nominating Committee shall select a full slate of officers and directors to be elected at the Annual meeting.

Sec. 3 The slate of candidates will be read at the meeting. At this time nominations from the floor will be accepted. All nominees must be paid up members and acknowledge acceptance of office if elected.

Sec. 4 The nominating committee shall when selecting candidates for President and/or Vice President, limit their choice (if possible) to candidates who are or have been Officers or Directors of the Association.

ARTICLE XII - TELLER COMMITTEE

Sec. 1 A Teller Committee shall be appointed by the President to consist of three (3) members to act as Judges of Election, and who are not officers or members of the Board of Directors. Elections shall be by secret ballot and ballots will be distributed, collected, and counted by the Teller Committee members. Upon completion of the count of all ballots, the committee shall announce the results to the membership.

ARTICLE XIII - BOND

SEC. 1 A Fidelity Bond may be obtained to cover the positions of President, Vice President, and Treasurer if deemed necessary by the Board of Directors. These Officers having been designated as having in their charge and control of the monies of the Association.