

# BAY WOODS II HOMEOWNERS ASSOCIATION, INC.

## BY-LAWS

AMENDED APRIL 12, 2003

### ARTICLE 1

SECTION 1: The name of this organization shall be Bay Woods II Homeowners Association, Inc., hereinafter referred to in these by-laws as BWIIHOA.

SECTION 2: In the event of the dissolution of this association, after payment of all bills, debts, and valid claims, all property and assets of this association shall be distributed to a non-profit, charitable organization to be selected by a majority vote of the Executive Board of Directors. In no event shall any such property of assets be distributed to any member of the association or any private individual.

### ARTICLE 2

#### OBJECTS AND PURPOSES

SECTION 1: The object and purpose of this corporation shall be to promote the betterment of Bay Woods II subdivision and to enforce the deed restrictions of Bay Woods II.

SECTION 2: BWIIHOA shall be non-secular, non-partisan, non-political and non-profit.

### ARTICLE 3

#### MEMBERSHIP

SECTION 1: **Eligibility:** Any individual(s) purchasing property in Bay Woods II subdivision upon which residence is to be constructed, may make application for **Regular** membership. Any individual(s) renting or leasing a home in Bay Woods II subdivision may join the association as **Associate** members. Associate members have all the rights of regular members except that they are not permitted to vote on agenda items at association meetings.

SECTION 2: **Application:** Application for membership shall be submitted to the BWIIHOA and shall be approved as a member upon payment of dues.

SECTION 3: **Dues:** Annual dues shall be \$75.00 for regular member and \$37.50 for associate members. Dues shall be payable on July 1<sup>st</sup> of each year. Pro-ration of dues is acceptable and desirable for new homeowners who move into Bay Woods II at any point mid-year. The prorated dues will be calculated based on the number of full months left until June 30<sup>th</sup>, beginning the month after the application for membership is received. (Example: A new homeowner moves into Bay Woods II in November. The homeowner applies for membership on December 8<sup>th</sup>. The pro-ration will be calculated from January through June and dues of six months or \$37.50 will be paid.) If a member moves out of Bay Woods II at any point mid-year, the member may, at the member's request, be awarded a prorated refund of dues paid based on the same pro-ration formula as above. No increase in dues may be made without a majority vote of all current BWIIHOA

members. This vote may be done in writing and must be tabulated and recorded at a regular business meeting.

## ARTICLE 4

### OFFICERS

SECTION 1: **Elected Officers:** The elected officers of BWIIHOA shall be President, Vice President, Secretary, and Treasurer. In the event that there are not sufficient nominations to fill each office, one person may hold two offices as follows: Secretary-Treasurer.

SECTION 2: **Appointed Officers:** An appointed officer shall be the Parliamentarian who shall be appointed by the President.

SECTION 3: **Term of Office:** The term of office of all officers shall be one (1) year, beginning July 1<sup>st</sup>, or until their successors have been elected or appointed. If an officer moves out of Bay Woods II, their term of office shall be terminated immediately upon vacancy of the residence in Bay Woods II subdivision. There is no limitation on the number of consecutive years that an officer may hold office as long as that officer has been duly elected by the membership.

SECTION 4: **Removal:** If an elected officer fails or neglects to perform the duties of the elected officer, or is charged with misconduct, that officer may be removed in the following manner:

- (a) Written charges must be brought at a regular or special meeting of BWIIHOA.
- (b) If charges are to be brought, it shall require a majority vote of all members present at the regular or special meeting called to schedule a formal presentation of the issues at the next regular or special meeting of BWIIHOA.
- (c) At least fifteen (15) days prior to the next regular or special meeting called, the Secretary shall send to the accused officer, by certified mail, returned receipt requested, at the officers last known address, a notice to appear before BWIIHOA at the time appointed, enclosing a copy of the charges with said notice.
- (d) At such meeting, said officer shall be given the opportunity to be heard and to submit testimony or explanation in support of the officer's defense. Such officer shall have the right to have all testimony or explanation at the presentation reduced to writing at the expense of the accused officer.
- (e) It shall require a majority vote of the members present to remove any officer after the foregoing steps have been followed.

SECTION 5: **Executive Board of Directors:** The Executive Board of Directors shall consist of the officers elected for each particular fiscal year, and the Parliamentarian, if one has been appointed.

SECTION 6: **Vacancies of Office:** In the event of a permanent vacancy in any office, the membership shall be so notified immediately and a new officer shall be elected by the membership at any regular or special meeting.

## ARTICLE 5

### NOMINATION AND ELECTION OF OFFICERS

**SECTION 1: Qualifications and Ballot:** All officers of BWIIHOA shall be elected by ballot at the Election Meeting, except the Parliamentarian, who may be appointed by the President.

- (a) No person shall be eligible to hold office in BWIIHOA who has not paid the appropriate dues.
- (b) No person shall be eligible to hold office in BWIIHOA who is in violation of the deed restrictions of Bay Woods II subdivision.
- (c) The ballot may be dispensed with, when there is but one candidate for the office, by a majority vote cast in the minutes by the Secretary.

**SECTION 2: Nomination and Election:** In early June, the BWIIHOA will circulate a flyer with a nomination/voting form attached. Any member interested in running for office may fill in the nomination form and return it to BWIIHOA either prior to the Election meeting or at the Election meeting. Any member who knows that they cannot attend the Election meeting can fill in the ballot portion, deliver it to the BWIIHOA and have their vote recorded as an absentee ballot.

A majority of the votes cast shall be necessary for the election of any officer. In the event any ballot cast does not show a majority for any one nominee for any office listed, the person having the lowest number of votes on the first ballot shall be eliminated, and on each succeeding ballot, the person with the lowest votes shall be dropped, and this procedure shall be followed until a majority shall have been received by a candidate. In the event that there are only two candidates for any office and there is no majority vote, there will be an intermission in the election and each candidate will have a turn to restate their views and objectives. When the intermission is over, there will be a re-vote.

**SECTION 3: Election:** At the Election meeting, the President shall co-preside with the other officers during the election proceedings.

- (a) The Treasurer will read all previously submitted nominations to determine the candidates for office. At this time any other interested members shall voice their own intent to run for office. The current Board of Directors will review the standing of nominees for good standing and correct the ballots accordingly.
- (b) The Vice President will pass out Ballots accordingly. There will be no ballot when there is but one candidate for the office, by a vote cast in the minutes by the Secretary.
- (c) The Secretary will then collect the ballots and the President will read the results to the members attending the meeting. Absentee ballots will be read and entered into the minutes as well.
- (d) The newly elected Board of Directors will take their offices on July 1<sup>st</sup>. The outgoing officers will supply the incoming officers with the pertinent records for retention regarding their respective offices.

## **ARTICLE 6**

### **MEETINGS**

**SECTION 1: Business Meetings:** Business meetings of BWIIHOA shall be held as deemed necessary by the Executive Board of Directors. If deemed appropriate, they may be fixed monthly, or they may be subject to notification when the need arises. The Secretary shall see that notice of any meeting shall be published seven (7) days prior to such meeting. A quorum shall not be necessary at any business meeting.

**SECTION 2: Election Meetings:** The election of officers shall be held each year during the month of June, so that the newly elected officers can take office on July 1<sup>st</sup>. Only those members in good standing are eligible to vote.

**SECTION 3: Board Meetings:** The President may either designate regular monthly meetings of the Executive Board of Directors, or may hold such meetings as may be necessary for the efficient operation of this organization, giving simple notification of such meetings. A majority of the members of the Executive Board shall constitute a quorum.

## **ARTICLE 7**

### **DUTIES OF OFFICERS**

**SECTION 1: President:** The President shall:

- (a) Preside at all meetings of BWIIHOA and its Executive Board with the exception of the Election meeting. The Executive Board will co-preside for the duration of the elections at the Election meeting.
- (b) Perform such other duties ordinarily pertaining to such office.
- (c) Within thirty (30) days after election, appoint a Parliamentarian, if necessary, and chairman of all standing committees, with the exception of the Finance, By-Laws, and Membership and Welcome committees, and all special committees as may be required. All appointments shall be subject to the approval of the newly elected officers of BWIIHOA.
- (d) Be ex-officio member of all committees.

**SECTION 2: Vice President:** The Vice President shall:

- (a) Preside in absence of the President.
- (b) Perform such other duties as ordinarily pertain to such office.
- (c) Act as chairman of the Membership and Welcome Committee.

**SECTION 3: Secretary:** The Secretary shall:

- (a) Keep a correct record of the proceedings of all meetings of BWIIHOA.
- (b) Keep a correct record of the proceedings of the Executive Board.
- (c) See that all notices are duly given in accordance with these by-laws.
- (d) Preserve a permanent file of all records and letters of BWIIHOA and its officers.
- (e) Conduct the correspondence of BWIIHOA.
- (f) Keep a complete record of all outgoing and incoming correspondence and provide the officers with a copy thereof, if necessary.
- (g) Turn to the successor Secretary at the end of the term of office, all records and letters including the minute book.

**SECTION 4: Treasurer:** The Treasurer shall:

- (a) Collect and deposit all dues of BWIIHOA.
- (b) Make disbursements of funds by check, which shall be signed by any two officers of the Executive Board. No disbursement of funds is to be made which is in excess of \$500.00 without the approval of the membership.
- (c) Keep an account of all receipts and disbursements.
- (d) Make a written and/or oral report to the membership at any business meeting and make a written annual report at the Election meeting.

- (e) Deposit the funds of BWIIHOA in such bank(s) as the Executive Board may direct.
- (f) Be chairman of the Finance Committee.

**SECTION 5: Parliamentarian:** The Parliamentarian shall:

- (a) Act as chairman of the By-Laws Committee.
- (b) Keep an up-to-date copy of the By-Laws and all approved revisions on file.
- (c) Rule on all questions of order.
- (d) See that parliamentary rules are followed on all matters.
- (e) In the event of a tie vote on any matter pending before the Executive Board or general membership, cast the deciding vote.

## **ARTICLE 8**

### **APPOINTMENT OF COMMITTEES**

**SECTION 1:** There shall be the following standing committees: Auditing Committee, By-Laws Committee, Finance Committee, Membership and Welcome Committee, Public Relations/Activities Committee, and Sink Hole Committee.

**SECTION 2:** The President may appoint, from time to time, such additional committees as may be considered necessary, subject to the approval of the Executive Board.

## **ARTICLE 9**

### **DUTIES OF COMMITTEES**

**SECTION 1: Auditing:** It shall be the duty of the Auditing Committee to audit the books of the Treasurer at the end of the fiscal year for which the Treasurer was elected and make a formal report of its findings to the general membership.

**SECTION 2: By-Laws:** It shall be the duty of this committee to prepare the By-Laws and/or amendments of BWIIHOA and present them to the membership for approval by BWIIHOA and to keep a current, corrected copy available for review at all times.

**SECTION 3: Finance:** The Treasurer shall be the chairman of this committee. It shall be the duty of this committee to prepare any proposed annual budget for BWIIHOA and to keep current the financial status as to the balance on hand and receipts to be paid.

**SECTION 4: Membership and Welcome:** The Vice President shall be the chairman of this committee. It shall be the duty of this committee to solicit new members, accept applications, and if necessary, verify eligibility of an applicant. It shall also be the duty of this committee to be aware of new neighbors moving into Bay Woods II subdivision, to make them welcome (by delivering welcome packet), and to bring before the membership any ideas it may have to implement better ways in which to welcome new neighbors.

**SECTION 5: Public Relations/Activities:** It shall be the duty of this committee to coordinate youth activities as may be available and desirable within our community or to establish activities within Bay Woods II subdivision for our youth. It shall also be the duty of this committee to see to the needs of the community, i.e.: community involvement regarding neighborhood maintenance, activities to promote betterment of Bay Woods II subdivision, or activities for neighborhood relation

building. It shall also be the duty of this committee to contact any news media, as may concern our organization, to see that appropriate publicity is obtained. It shall also be the duty of this committee to coordinate communication efforts, such as telephone contacts, address lists, etc.

**SECTION 6:** **Sinkhole:** It shall be the duty of this committee to keep an accurate record of the sinkhole related incidents in Bay Woods II subdivision. It shall also be the duty of this committee to give objective information regarding their experiences, if any, and the names of other residents willing to also discuss their experiences with sinkholes in Bay Woods II subdivision.

## **ARTICLE 10**

### **FISCAL YEAR**

The fiscal year of Bay Woods II Homeowner's Association shall be from July 1<sup>st</sup>, through June 30<sup>th</sup>.

## **ARTICLE 11**

### **AMENDMENT OR REVISION OF BY-LAWS**

**SECTION 1:** These by-laws may be amended or revised at any business meeting of BWIIHOA by a majority vote of the members present. Written notice of the proposed amendments shall be given to each active member at least seven (7) days prior to the meeting at which such amendment is to be submitted for discussion and action.

**SECTION 2:** If the proposed amendment is adopted, it shall become effective and the By-laws redrafted to reflect said change.

**SECTION 3:** The By-laws committee shall review the By-laws at least every year. A report of the findings of that committee submitted to the membership with its recommendations with enough time for notification prior to the Election meeting.

## **ARTICLE 12**

### **WAIVER OR SUSPENSION OF BY-LAWS**

Any by-law relating to procedural matters that does not require prior notice to vote by ballot, may be waived or suspended for one meeting only, by a majority of the votes cast at any meeting of the membership.

## **ARTICLE 13**

### **PARLIAMENTARY AUTHORITY**

Roberts Rules of Order, revised, shall be the Parliamentary authority where applicable and where there is no conflict between said rules and the By-laws of BWIIHOA.