

POWDERHAM NEIGHBORHOOD ASSOCIATION
BY-LAWS
(As amended September, 1988)
(As amended March, 2002)

ARTICLE I – NAME

Section 1: The name of this corporation shall be the Powderham Neighborhood Association.

ARTICLE II – PURPOSE

Section 1: The purpose of this corporation shall be to protect the interests of the property owners in Powderham regarding property values, neighborhood safety and aesthetics, and the quality of life.

ARTICLE III – GOVERNMENT

Section 1: The government of this association shall be vested in a Board of fifteen (15) Directors, subject to the will of the members.

ARTICLE IV – MEMBERSHIP

Section 1: Membership in the association is on a household basis. All those who are eighteen (18) years or older and reside in a dues paying household of Powderham are members.

Section 2: Each dues paying household shall be entitled to only one vote in all corporate matters, regardless of the number of members within the household.

ARTICLE V – MEETINGS OF MEMBERS

Section 1: The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the last Wednesday in September of each year thereafter, at the hour of 7:30 o'clock, P.M. or such other time as may be designated by the President or the Board of Directors. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2: Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the

members who are entitled to vote one-tenth (1/10) of all of the votes of the membership.

Section 3: Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by hand delivering a copy of such notice to the mail box of each member by their block representative, at least 10 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4: The presence at the meeting of members entitled to cast, or of proxies entitled to cast, twenty percent (20%) of the votes of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5: At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

ARTICLE VI - BOARD OF DIRECTORS

Section 1: The affairs of this Association shall be managed by a Board of fifteen (15) Directors. The Directors of the Association shall also serve as one of the officers outlined in Article IX Section 1. In addition, the retiring President shall be elected to the Board of Directors. Nomination for election to the Board of Directors shall be made by a Nominating Committee.

Section 2: At the first annual meeting the members shall elect seven (7) directors for a term of one year, eight (8) directors for a term of two (2) years; and at each annual meeting thereafter the members shall elect either seven (7) or eight (8) directors for a term of two (2) years

Section 3: Any director may be removed from the Board, with or without cause, by a two-thirds (2/3) vote of the members or directors of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4: No director shall receive compensation for any service he may render to the association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5: The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE VII - MEETINGS OF DIRECTORS

Section 1: Regular meetings of the officers shall be held at least ten (10) times annually at the discretion of the president. Regular meetings of the Board of Directors shall be held at least four (4) times annually at the discretion of the president, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday. All meetings of the Board of Directors shall be open to all members of the Association.

Section 2: Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than fifteen (15) days written notice to each director.

Section 3: A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VIII – DUES

Section 1: The fiscal year shall be from January 1 to December 31.

Section 2: After considering current costs and anticipated future needs of the Association, the Treasurer shall prepare a proposed budget, including the amount of dues for the forthcoming fiscal year, and present it to the Board of Directors no later than their last meeting prior to the annual membership meeting. After discussion and appropriate modifications, the Board will approve the budget, and the amount of dues will be announced at the annual meeting.

ARTICLE IX – OFFICERS

- Section 1:** The elected officers of this Association shall be a President, a Vice President, a Secretary, a Treasurer, and eleven (11) Block Representatives, who shall at all times be members of the Board of Directors.
- Section 2:** The election of officers shall take place at each annual meeting of the members subject to Section 7 of this Article.
- Section 3:** The President, or his designee, shall be the registered agent of the corporation. The President is the chief executive officer of the Association. He/she shall preside at meetings and supervise the Directors and the affairs of the Association. He shall also be responsible for publishing a newsletter at least four (\$) times annually.
- Section 4:** The vice-president shall preside at meetings in the absence of the President, and he/she shall be responsible for any other activities assigned him/her by the President.
- Section 5:** The Secretary shall give notice of all regular and special meetings and shall keep a permanent record of the minutes of such meetings. He/she shall handle all correspondence of the corporation and shall be custodian of all official records and related documents of the corporation.
- Section 6:** The Treasurer shall keep the books of the Association, disburse funds at the direction of the Board of Directors and report at the annual meeting and at such other times as directed concerning the financial condition of the Association. The books of the retiring Treasurer shall be audited by an Auditing Committee appointed by the President with approval of the Board of Directors. The Treasurer shall also be responsible for publishing the Association's directory of members.
- Section 7:** Each of the officers shall serve a two-year term. The elections for such officers shall be staggered as follows: Odd years: President, Treasurer, Robious, Glendower II, Drakewood I, Drakewood III, and Ellesmere II Representatives; Even Years: Vice President, Secretary, Ellesmere I, Cassaway/ Edmundthorpe, Glendower I, Bosham and Drakewood II Representatives.
- Section 8:** The Association shall carry adequate liability insurance in the name of the Association for all directors, officers and committee persons.

ARTICLE X – ELECTIONS

- Section 1:** Nominations for Directors and all elected officers are submitted by the Nominating Committee. Additional nominations may be made from the floor at the annual meeting.
- Section 2:** Except as specifically set forth in the Articles of Incorporation or elsewhere in these by-laws, all decisions by the Board of Directors and/or members shall be determined by a majority vote of those then voting, as long as a quorum has been constituted.

ARTICLE XI – COMMITTEES

- Section 1:** The Board of Directors shall determine the committees necessary to fulfill the objective and purpose of the Association. The assignment of standing committees and projects shall be made by the President, with approval of the Board of Directors.
- Section 2:** The Nominating Committee shall be composed of those officers whose terms are to expire at the next election. The chairperson of the committee shall be the Vice President for elections held in even numbered years and the Treasurer for those held on odd numbered years. The committee shall have the responsibility of soliciting candidates for upcoming vacancies. They will meet with each candidate to explain the duties of the office in question and prepare a brief information sheet on each candidate. The list of all candidates along with their information sheets shall be submitted to the membership at least two weeks prior to the election date. The committee does not have the authority to remove the name of any candidate from consideration except at the candidate's request.
- Section 3:** The Architectural Committee shall consist of three residents in the subdivision who are not members of the Board of Directors. The members of the Architectural Control Committee are appointed by the Board of Directors to serve a three ear term. To maintain stability and consistency in the decision making process, terms are staggered so that a new member is appointed each year, and the most senior member serves as a chairperson. Decisions by the committee are based on the architectural review guidelines.

ARTICLE XII – DELEGATIONS

Section 1: Delegations or special committees shall be appointed by the President, with approval of the Board of Directors, to represent the Association at any convention, meeting or assembly as may be necessary. Such delegations or committees shall exercise only those powers invested in them by the Board of Directors.

ARTICLE XIII

Section 1: The Board of Directors shall have power to make, amend and repeal the by-laws of the corporation by a vote of a majority of all the directors at any regular or special meeting of the Board.

ARTICLE XIV

Section 1: The members may make, alter, amend and repeal the By-Laws of the corporation at any annual meeting or at a special meeting called for the purpose and all By-Laws made by the directors may be altered or repealed by the members.

ARTICLE XV - PARLIAMENTARY AUTHORITY

Section 1: Robert's Rules of Order, Revised shall govern all proceedings in which they are applicable and not inconsistent with these By-Laws.