

BY-LAWS

OF

UNIVERSITY DISTRICT COMMUNITY ASSOCIATION, INCORPORATED

AS AMENDED April, 2009

ARTICLE I

Section 1. The name of this corporation is the University District Community Association, Incorporated. The University District consists of the area from McNichols Road to Seven Mile Road and including Warrington to Parkside.

Section 2. The purpose(s) for which the corporation is formed are as follows:

- To maintain and support the neighborhood integrity of the University District
- To promote active partnership and membership and other groups within the University District
- To coordinate cultural and family events for its residents
- To maintain and enforce requirements of zoning ordinances as relates to activities of the University District
- To promote and monitor public improvements within the University District
- To facilitate regular communication among members through continuous verbal, written and electronic means (newsletters, flyers, phone calls, e-mail, web sites, etc.)
- To represent the District concerning property taxes, levies, and other property issues
- To represent the District in legislative matters with city and state agencies

Additionally, this corporation will help to ensure proper maintenance of property in the District and to promote the health, peace and happiness of the community.

The Association is restricted from the following:

- Contributing monetarily toward the support of political candidates
- Substantially influencing legislation or intervening in political campaigns on behalf of political candidates
- Acting in the interest of any private individual, firm, corporation, partnership or association seeking to derive profit or gain.

ARTICLE II

QUALIFICATION OF MEMBERSHIP

Section 1. Any person, firm or corporation owning land in this District and/or any family or individual residing in the District shall be eligible for membership in this Association.

ARTICLE III

DUES

Section 1. Annual dues of this Association shall be determined by the Board of Directors.

Section 2. The Treasurer is responsible for ensuring that members are notified when dues are owed. A bill for dues will be delivered to each Association member at the address appearing in the Association's records for each member. All dues and monies shall be paid to the Treasurer and deposited in a bank to the Association's credit, the selection of the bank being within the purview of the Board of Directors. All checks for the withdrawal of funds from said depository must be signed by two of the following persons: Treasurer, President, Vice President and Secretary.

Section 3. Annual dues shall be payable December 1st through November 30th of each calendar year. If a member does not pay dues by the specified date on the notice, the members' dues shall be considered delinquent and voting privileges are forfeited. A membership may be reinstated with full privileges for the remainder of the membership year by paying membership dues for that year.

Section 4: Annual dues must be paid by each Director of the Board.

ARTICLE IV

MEETINGS

Section 1. Robert's Rules of Order shall be referred to, to decide all questions of parliamentary procedure.

Section 2. There shall be no fewer than ten (10) Board of Directors' meetings during the year. All business of the Association shall be reviewed and discussed at these meetings according to an agenda established by the Executive Committee (as defined in Article IV- Officers) and provided to Board members within one (1) week prior to the regularly scheduled Board meetings. Members, residents and property owners of the University District Community Association are welcome to attend the monthly Board of Directors meetings.

In addition to the ten (10) or more regularly scheduled Board meetings, there shall be two (2) general membership meetings during the year, one of which shall be the Annual Membership Meeting.

Section 3. All transactions of the Executive Committee shall be reported to the Board of Directors at the next meeting.

Section 4. Special meetings may be called by the President, a majority of the Executive Committee or any twenty-five (25) members of the Association by written notice to all members of record, stating the objective, and no business shall be transacted at such meeting except that for which it is called. The President, a majority of the Executive Committee or any twenty-five (25) members desiring to call a special meeting shall make such desire known in writing to the Secretary, who shall mail notices to the members.

Section 5. All general meetings of this Association unless herein otherwise provided shall be by written notice to all the members of record.

ARTICLE IV / MEETINGS - con't

Section 6. Notice of time and place of the Annual Membership meeting shall be sent to residents of the University District to provide a minimum of one week's notice prior to said meeting; results of the election of members for the Board of Directors' positions shall be made public notice at said meeting.

Section 7. The President, or five (5) members of the Board or Directors, may call a meeting of the Board of Directors at any time upon notice to the individual members of the Board.

ARTICLE V

QUORUM

Section 1. A quorum at any membership meeting shall consist of at least fifty (50) members or ten (10) percent of the membership, whichever is least, including five (5) Directors for the transaction of business of the Association.

Section 2. A majority of the Board of Directors of this Association shall constitute a quorum for the transaction of its business at any regular or special meeting of the Board of Directors.

Section 3. Three (3) of the five (5) officers shall constitute a quorum of the Executive Committee. A majority of the Executive Committee shall constitute a quorum thereof.

ARTICLE VI

OFFICERS

Section 1. Officers of this Association shall be: President, Vice President, Secretary, Treasurer, and chair of block club captains, and will be known as the Executive Committee.

Section 2. The Executive Committee shall consist of the elected officers of the Board of Directors. The immediate past President should, for a period of one (1) year, be a non-voting member of the Executive Committee.

Section 3. The Executive Committee is empowered by the Board of Directors to transact any business as authorized by the Board of Directors in the approved Budget for the year. Discretionary spending not included in the budget shall not exceed \$500 without prior approval by majority vote by the Board and must be reported to the Board at the next meeting. Authorization can be revoked at any time by vote of the Board.

ARTICLE VII

DUTIES OF OFFICERS

Section 1. President: It shall be the duty of the President to preside at all meetings of the Association and the Board of Directors; to preserve order and enforce the laws of the Association; to appoint all committees with the approval of the Board of Directors; to sign the records of meetings and to receive the Treasurer's reports; to appoint a committee of two (2) to audit the books of the Treasurer and report at the Annual Meeting; to sign with the Secretary any and all papers pertaining to any litigation in which the Association may be involved; to select a parliamentarian from the Board of Directors to assist in rules and usage during the deliberative process of meetings.

Section 2. Vice President: The Vice President shall preside in the absence of the President and shall have and exercise all the powers and duties of the President in his/her absence. The Vice President shall serve the un-expired portion of the term of the President in the case of disqualification or resignation.

Section 3. Secretary: The Secretary shall be responsible to keep a true and accurate record of the business correspondence and activities of the Association, keep papers and documents for the Association; record the minutes of all meetings of the Association and its Board of Directors; give notice of all meetings of the Association and its Board of Directors; prepare general correspondence for the association register annually the Association with all necessary authorities and to ensure that the officers and directors listings are on file therewith and are current; sign with the President all papers pertaining to any litigation in which the Association may be involved; and perform other duties as the Board of Directors shall require.

Section 4. Treasurer: The Treasurer shall serve as Chairman of the Budget and Finance Committee; present an annual budget proposal to the Association at the December Board of Directors meeting for board approval and adoption for the next calendar year; maintain such banking and investment accounts for the Association as shall be appropriate for its needs; be responsible for the collection of all monies and property due the Association and the maintenance of full and accurate records of all receipts and disbursement of funds of the Association subject to the by-laws; prepare and present to the Association at each regular and annual meeting and at other times when requested, a full and complete statement of the financial affairs of the Association; arrange for an independent annual audit of the banking and financial records of the Association, at its expense and present the audit at the Annual Meeting; may secure bond in such sum as the Board of Directors may deem advisable and the cost of such bond to be paid out of the funds of the Association.

Section 5. Chair of the Block Club Captains: the chair shall aid in the formation and continuance of block clubs; provide resources and information to block clubs; speak for the block clubs at Executive Committee and Board of Directors meetings; and conduct at least two (2) meetings of block captains per year.

Section 6. Vacant officers' positions: if an officer's position becomes vacant, it is to be filled by another board member. Except for the president, which is covered in Section 2, the vacant position is filled by the affirmative vote of the majority of the remaining Directors. A quorum of the directors must be present for the vote. The newly selected officer(s) shall serve the un-expired portion of the term and until his or her successor is qualified and selected.

Section 7. All persons authorized to sign checks may be bonded to the extent of the maximum amount on hand in the treasury, premium for the bond to be paid by the Association

ARTICLE VIII

QUALIFICATIONS FOR BOARD MEMBERS

Section 1. Any resident who is a current paid member of the University District Community Association is considered a member in good standing and eligible for election to the Board of Directors.

ARTICLE IX

NOMINATIONS, ELECTIONS, AND INSTALLATIONS

Section 1. The President shall appoint a Nominating Committee of three (3) Board members with the approval of the Board to select a minimum of two (2) above the minimum number of Directors to be elected and a ballot shall be mailed to the membership with a notice of the Annual Meeting. The election shall be held within thirty (30) days prior to the Annual Meeting. Ballots may be voted by mail. If there is a tie for the fifth board seat, once ballots are tallied, the Board will vote to break the tie.

Section 2. The Board of Directors shall consist of fifteen (15) members. Each elected Director shall serve a term of three (3) years. Five (5) terms shall expire and five terms shall commence at the conclusion of the calendar year. Any Board of Directors position vacated during a term shall be filled by appointment by the President upon the recommendation of the Nominating Committee, and after approval of the Board of Directors. Vacancies shall be filled within sixty (60) days after notification of the Board of Directors of such vacancy. Such appointees shall serve the balance of the term.

Section 3. Officers shall be elected from the Board Membership by the Board of Directors at a meeting within thirty (30) days of the election. Outgoing officers shall hold office until the election of new officers has taken place.

Section 4. Officers shall be installed immediately after the election of officers has been concluded.

Section 5. Every member in good standing in this Association shall be entitled to cast one (1) vote on each and every question properly coming before the meeting of the members, Where a family, firm or corporation holds membership, only one (1) vote shall be cast by such family, firm or corporation.

ARTICLE X

RESPONSIBILITIES OF BOARD OF DIRECTORS

Section 1. Directors have the responsibility of conducting, managing and controlling the business affairs, and property of the Association, unless otherwise instructed by members at any called meeting.

Additional responsibilities include, but are not limited to, the following:

- A. Reporting Association information to members at the Annual Meeting, any special meeting or as reasonably requested by members.
- B. Serving on at least one committee.
- C. Engaging and determining the compensation of all employees of the Association.
- D. Performing other duties as may be required by the laws of this state, these bylaws or the action of the members of the Association at any regularly scheduled meeting of members.

ARTICLE X / RESPONSIBILITIES OF BOARD OF DIRECTORS - con't.

Section 2. Attendance: in case any Director shall not attend a meeting of the Board of Directors for three (3) consecutive unexcused meetings or shall not attend six (6) meetings within a twelve-month (12) period, a Director will be automatically removed; however, a member could petition the Board to be reinstated at the discretion of the Board of Directors.

Section 3. Resignation: A Director may resign by giving thirty (30) days written notice to the Secretary. The Secretary will promptly provide a copy of the resignation to the chair of the Nominating Committee and to the President.

Section 4. Dismissal: the Board may dismiss a Director whenever, in its judgment, the best interest of the Association is served. The dismissal requires an affirmative vote of three-fourths (3/4) of the board members present at a legally constituted meeting. This vote must be included on the agenda in advance and absent members may vote by proxy.

Section 5. Vacancy: any such vacancy shall be filled in accordance with Article IX, Section 2.

Section 6. Contracts: the Board of Directors shall approve any deeds, leases or other contracts by a majority vote. They must be validated and signed on behalf of the Association by the President and Secretary. Additionally, the Board of Directors may decide that any deed, lease or contract may be validated and signed on behalf of the Association by officers other than the President and Secretary.

ARTICLE XI

POWER OF BOARD OF DIRECTORS

Section 1. The Board of Directors is authorized to conduct the business of the Association. It is authorized to take whatever steps deemed necessary by the majority of the Board to protect the interests of the Association. It is authorized to institute legal proceedings to defend against the same, and is authorized to contract to pay for legal services and costs in connection with any such action.

Section 2. The Executive Committee is empowered to take action without Board approval only in emergency situations. The Executive Committee does not have the power or authority to amend these bylaws, fill vacancies on the Board, designate compensation for the Board members or its employees, or to terminate a membership.

ARTICLE XII

FOCUS AREAS AND COMMITTEES

The standing committees of the Association are: Communications Committee, and Election Committee, Membership Committee, Planning and Development Committee, Safety and Security Committee, School Committee, Snow Committee, Social and Cultural Committee. The duties are as follows:

- **Beautification Committee** - Provide products and services for beautification and holiday decorations for the University District

- *Communications Committee* - Publish the newsletter, maintain the website, monitor the hotline and distribute notices for all general membership meetings and social events

ARTICLE XII / FOCUS AREAS AND COMMITTEES – con’t.

- *Election Committee* - Conduct the election of board members
- *Membership Committee* - Maintain and increase membership of the Association
- *Planning and Development* - Work to maintain residential standards, help enforce zoning regulations, and monitor the building and development plans for the neighborhood.
- *Safety and Security* - Work with neighborhood patrol organizations, gather crime statistics and promote safety in the district
- *School Committee* - Help the schools in our neighborhood achieve their educational goals
- *Snow Committee* - Handle any business with the snow removal contractor
- *Social Committee* - Make arrangements for all General Membership meetings and social events.

ARTICLE XIII

BYLAWS

The members of this Association may, by a majority vote of a quorum present at any General Membership Meeting or at a Special Meeting having that purpose mentioned in the notice thereof as one of the objects of said meeting, alter, amend, or repeal any of these bylaws or Articles of Incorporation.

ARTICLE XIV

AMENDMENTS

Section 1. These bylaws may be amended by a three-fourth (3/4) majority of the members present at a called meeting of the Board of Directors. All amendments must be ratified by the general membership. Proposed written amendments to these bylaws shall be included in the notice of the meeting at least two (2) weeks prior to the meeting.

Section 2. These bylaws shall become operative upon a simple majority vote in favor held at the regularly scheduled general meeting or specially called meeting provided that the notice of such a meeting is sent by mail or carrier at least one (1) month ahead to all members in good standing of the Association.

Section 3. As issues important to the Association arise, the Association will create written policies to address these issues. The policies will then be incorporated into these bylaws when said bylaws are revised or updated, as necessary.

UDCA By-Laws: **Amended May, 1983**
 Amended October, 2000
 Amended October, 2003
 Amended January, 2007
 Amended April, 2009

OPERATIVE: **Effective April 21, 2009 with simple majority favorable vote by**
 General Membership