

**CONSTITUTION AND BY-LAWS
OF THE ROBINDELL CIVIC CLUB**

Proposed Revision May 1997

A. CONSTITUTION

Article I.

Section I. The name of the organization shall be

ROBINDELL CIVIC CLUB.

Article II. PURPOSE

Section I. The purpose of this organization shall be to promote and maintain deed restrictions in the Robindell Addition, promote civic pride, develop social welfare, and establish public unity in the community: to obtain needed improvements for the community; and to assist in all economical, non-partisan political and social enterprises or activities that are for the welfare of the community.

Article III. MEMBERSHIP

Section I. Each lot owner of Robindell Addition is a member and becomes an eligible voter, subject to the conditions stated in this Constitution and By-Laws.

Section II. No more than two (2) members are permitted per household, but limited to one (1) vote per lot.

Section III. An eligible voter shall mean a Robindell Property Owner who has no liens by the Civic Club on his Lot, no outstanding debt to the Civic Club and/or no unresolved deed restriction violations.

Article IV. OFFICERS

Section I. The elective officers of this organization shall be a President, a Vice-President, a Secretary, a Treasurer, and five (5) Directors who must abide by and enforce deed restrictions. A Parliamentarian and Sergeant-At-Arms may be appointed by the

president for a term of one (1) year. The President, Vice-President, Secretary, Treasurer and the five (5) Directors (one from each section in Robindell Addition) shall be elected to serve for a term of one (1) year. At the end of a one-year term, they may be subject to re-election or others may be elected in their stead. No Officer or Director shall serve more than three (3) consecutive terms in the same capacity. Only members in good standing shall be eligible for office.

Section II. The Executive Board shall consist of the President, Vice-President, Secretary, Treasurer and the five (5) Directors.

Article V. GOVERNMENT

Section I. The control and management of this organization shall be vested in the membership unless otherwise provided by the Constitution.

Section II. Each member in good standing shall be entitled to one (1) vote, but subject to the one (1) vote per lot limit under Article 1, 1.01 of item (15) of The Amended Declaration of Covenants, Restrictions and Conditions for Sections 1, 2, 3, 4 and 5 of Robindell; OR by proxy as defined in Article 1, 1.01, item (12) of the same document otherwise known as the "Deed Restrictions".

Section III. All meetings shall be open to the general public, but the privilege of making motions, debating, and voting shall be limited to members in good standing, present at such meetings. A Special Meeting may be called when a petition signed by Twenty-five (25) members in good standing is presented to the Executive Board, or when such a meeting is deemed necessary by the Executive Board.

Section IV. Written notification shall be given to the paid-member households within the Robindell Addition at least three (3) days prior to any general business meeting via the Robindell Newsletter.

Section V. Votes on monetary matters: Prior to a vote regarding a possible outlay of \$400 or more, the proposal must be reviewed by the Executive Board. Then, written notice of the upcoming vote (and a brief description of the proposal) must be included with the above meeting notification.

Section VI. If an expense of \$400 or more is voted on by the membership, the numerical vote must be recorded in the minutes of the meeting, and a list of members present shall be attached to the minutes.

Section VII. No business shall be transacted without a quorum. Five percent (5%) of the paid-up membership shall constitute a quorum for any business meeting.

Article VI. AMENDMENT OF CONSTITUTION AND BY-LAWS

Section I. Any proposed change in the Constitution or By-Laws must be submitted to the Executive Board in writing. Passage of a change must be approved by a two-thirds (2/3) majority of the Executive Board and then presented in a written notice to the membership at least three (3) days prior to the regular meeting. All proposed changes will be read at this meeting and will be adopted by a two-thirds (2/3) majority vote of those present at this meeting.

Section II. In the event a proposed change of amendment fails to get a favorable vote of two-thirds (2/3) majority of the Executive Board, a petition signed by twenty-five (25) or more members in good standing can present said change to the membership through the Executive Board. One (1) vote per lot rule applies.

B. BY-LAWS

Article I. REVENUE

Section I. The annual maintenance fee of twenty-five dollars (\$25) for each lot and/or special assessment can only be changed in accordance with Article 5, 5.03 and 5.04 of the The Amended Declaration of Covenants, Restrictions, and Conditions for Sections 1, 2, 3, 4 and 5 of Robindell.

Section II. All maintenance fees, assessments or other fees shall be payable in advance, except as otherwise agreed upon by the Board, and become delinquent on April 1 of current year and, thereafter, subject to a late charge.

Section III. The fiscal year of this organization shall be from January 1 to December 31.

Article II. ELECTIVES

Section I. The President shall appoint a nominating committee of five (5) members in good standing, during the month of September of each year. This committee shall present a slate or slates of each elective office to the President. The slate(s) will be presented to the membership in writing by the President or a person directed by the President at least three(3) days before a called business meeting in the month of November. Further nominations can then be made and accepted only from the floor at the November meeting.

Section II. Where more than one (1) name is nominated for an elective office, a plurality of those voting shall decide the winner of the election.

Section III. All elections of officers shall be by ballot only. Absentee ballots must be obtained from Civic Club Executive Committee by the eligible voters casting the ballots.

Section IV. Elections of the officers will be held at a regular business meeting in November. This meeting shall be called in compliance with Article V. of the Constitution of the Robindell Civic Club. The officers elected at this meeting will assume their duties January 1, following their elections.

Section V. In case of a vacancy occurring in the office of President, the Vice-President will assume the duties of the President for the unexpired term.

Section VI. In case of vacancy occurring in the office of Vice-President, Directors, Secretary or Treasurer, the Executive Board will appoint some member in good standing to fill that vacancy for the unexpired term.

Article III. DISSOLUTION AND LIQUIDATION

Section I. Robindell Civic Club may be dissolved by a two-thirds (2/3) majority vote of the members in good standing. Or in the event of failure to meet a quorum for twelve (12) consecutive meetings, the Executive Board last in office shall be empowered to dissolve the club.

Section II. In case of dissolution of said club, the officers authorized to disburse funds shall distribute all monies, after all legal obligations have been met, to a charity organization to be determined by a vote of the membership.

Article IV. DUTIES OF OFFICERS

Section I. President - It shall be the duty of the President to preside at all meetings of this club, preserve order, enforce the Constitution and By-Laws of this club, and exercise supervision over its affairs generally. He/she shall decide all questions of law and order of the club. He/she shall appoint all committee chairmen subject to ratification by a majority of the Executive Board. He/she shall be an ex-officio member of all committees except the nominating committee. He/she shall not be required to vote except at elections of officers or in case of a tie vote, and shall perform all other duties that may be assigned to him/her by the club.

Section II. Vice-President - It shall be the duty of the Vice-President to assist the President in the discharge of his/her duties and to occupy the chair in his/her absence. In the event of the President's office becoming vacant, he/she shall discharge the duties and assume the responsibilities of the office of President. The Vice-President shall be the chairman of the Public Relations Committee and shall appoint, with the approval of the Executive Board, six (6) members to the committee.

Section III. Secretary - It shall be the duty of the Secretary of the club to keep a true and correct record of all the proceedings of this club, receive communications and conduct correspondence as instructed by the President, and to have charge of the records of this club. He/she shall be the Secretary of the Executive Board and shall

keep the minutes of all meetings. The Secretary shall have the power to appoint an assistant, or assistants, to expedite his/her duties.

Section IV. Treasurer - The Treasurer shall collect all dues from the membership, keep complete records of all monies received and disbursed by or on behalf of the club and shall receive proper receipts for all monies disbursed. The Treasurer shall report the financial conditions of the club at each membership meeting, maintain complete membership records, and serve as ex-officio member of all committees empowered to disburse or receive money. The Treasurer's office shall be bonded at the expense of the club in an amount not less than five thousand dollars (\$5,000.00); the exact amount to be set by the Executive Board but in no case shall the amount of the bond be less than the amount of money on deposit.

Section V. Directors - The Directors shall have the supervision of the funds and property of the club subject to such instructions as may be received from time to time from the club. They shall see that the Treasurer deposits funds in such a bank as the Board of Directors may select. They shall instruct the officers of the bank to pay no money on account except on order signed by the Treasurer or the Secretary as an alternate, and countersigned by the President or Vice-President. They shall examine and audit the books and accounts of the Secretary and those of the Treasurer semi-annually and at such other time that they deem necessary and report their findings to the club.

Section VI. - Executive Board - The Executive Board shall consist of all elected officers, i.e., President, Vice-President, Secretary, Treasurer, and five (5) Directors. The Board shall attend to all matters referred to it by the club. No decision or ruling of the Executive Board shall be in force without approval of a majority of the Board. The Secretary of the club shall serve as Secretary of the Board and keep a record of transactions of the Board meetings and deliver said record into the custody of the club at the next regular meeting. The Board shall carefully consider all plans for improvements of the community.

The Executive Board shall meet upon the call of the President or a majority of the Executive Board, whenever either shall deem a meeting necessary for the benefit of the club. Any member in good

standing may attend meetings but cannot participate in the regular order of business.

The Executive Board shall be authorized to spend funds not to exceed four hundred dollars (\$400.00) for any one item unless additional authorization to do so is given by a majority vote of the membership present in a called business meeting.

Section VII. - Quorum - Six (6) members of the Executive Board shall constitute a quorum.

Section VIII. - Any Executive Board member who misses three (3) consecutive Board meetings, without excuse acceptable to a majority of the Board, shall be relieved of office.

Section IX. - Other fiscal duties and limitations. Signatures of both the Treasurer and the President are necessary to approve payment. If either is unable to perform their duty, the Secretary may sign in place of the Treasurer, and the Vice-President in place of the President.

Article V. GENERAL

Section I. - This club shall meet at such a place as directed by the Executive Board.

Section II. - There may be social gatherings of the club at such times as shall be recommended and approved by the club.

Section III. - A copy of the Constitution and By-Laws of the club shall be furnished to each member in good standing at their request made to any member of the Executive Board.

Section IV. - Robert's Rules of Order shall be authority for Procedure in conducting meetings when not in conflict with the Constitution and By-Laws.

Section V. - The following shall be the order of business for all meetings:

- 1. Call to order by the President.**
- 2. Special Speakers.**
- 3. Reading of the Minutes of previous meetings.**
- 4. Secretary's Report.**
- 5. Treasurer's Report.**
- 6. Report of Committees.**
- 7. Unfinished business.**
- 8. New business.**
 - A. Newsletter announcements.**
 - B. Items from floor.**
- 9. Good and welfare of the club.**
- 10. Adjournment.**

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