

## BYLAWS OF WESTADOR CIVIC ASSOCIATION

These Amended Bylaws of Westador Civic Association, hereinafter referred to as the "Association" or "WCA", were duly and properly adopted on \_\_\_\_\_, at a meeting of the members of the Association by a majority of twenty (20) percent of members, with said members certified as being present or represented by proxy. Said amended Bylaws replace and supersede in their entirety the existing Bylaws of the Association effective \_\_\_\_\_, and shall read as follows:

### ARTICLE I

#### Definitions

**Members** - All homeowners are members of the WCA. Residents who are not homeowners are considered WCA members for the purpose of participating in "Common Good" activities that add to the socialization and quality of life in Westador.

**Members in good standing** - Members in Good Standing have one (1) vote for each residential property owned in Westador. WCA members are considered in good standing as long as they meet the following two conditions.

- 1) There is not a balance due to the WCA by the member.
- 2) No lawsuit is pending between WCA and the member regardless of which party has initiated such lawsuit.

#### Amended Bylaws Renumbered

### Article II

#### Nomination of Directors

Candidates for election to the Board of Directors shall be nominated by either of the following methods:

- 1) By a Nominating Committee appointed by the Vice President and approved by a majority of the Board of Directors. Members of the Nominating Committee shall be members of the Association in good standing, shall not currently hold an office of the Association or be a Director of the Association, and shall not be a candidate for election to the board of directors.
- 2) By a petition to the Board of Directors, subject to the time requirements in this Article, signed by not less than fifteen (15) members in good standing.

No further nominations will be accepted after twenty eight (28) days prior to the annual October meeting. The membership shall be notified by mail of the slate of

candidates nominated for Director fourteen (14) days prior to the annual October meeting.

**Article III**  
**Election of the Board of Directors**

The affairs of this Association shall be managed by a Board of Directors of eleven (11) voting Directors.

Directors shall be elected at large by the members in good standing of the association at the annual October meeting. At each annual meeting in even numbers years, the membership shall elect six Directors for a term of two (2) years. At each annual meeting in odd numbered years, the membership shall elect five (5) Directors for a term of two (2) years.

The Board of Directors may fill a vacancy on the Board by appointment, or at its discretion, leave the vacancy unfilled pending the next annual meeting. Any such appointed Director shall hold office until a successor is elected by the membership at the next annual meeting or at any special meeting duly called for that purpose. A particular directorship shall be considered to be vacant upon the happening of any one of the following events:

- 1) Death of the person holding such Directorship.
- 2) Physical or legal disability.
- 3) Resignation of the person holding such Directorship.

By a two-thirds (2/3) majority vote of the remainder of the active Board of Directors, the Board may remove a director at a special meeting called for that purpose. Secret votes are to be cast in person or, if absent by delivered sealed vote, at this meeting and counting of such secret votes shall be conducted by a person other than a member of the Board of Directors. Cause for removal shall be any one (1) of the following:

- 1) Disqualification of a Director under any provision of law, the Articles of Incorporation, or these Bylaws;
- 2) Absence from four (4) regular meetings during a year; or
- 3) Failure of a Director to fulfill his or her operating and fiduciary responsibilities.

**Article IV**  
**Election of Officers**

Officers shall be elected by members of the Board of Directors from among its members in good standing immediately following the October annual meeting. Officers shall hold office for one (1) year or until their successors are elected and installed. No member shall hold more than one (1) elected office at the same time.

**Article V**  
**Duties of Officers**

The officers of the Association shall be a President, Vice President/Corporate Secretary, and Treasurer, who shall at all times be members of the Board of Directors, each having one vote.

Duties of the officers are as follows:

**PRESIDENT** - The President shall preside at all meetings and appoint the Chairperson for all standing committees. The President shall see that the orders and resolutions of the Board of Directors are carried out.

**VICE PRESIDENT/CORPORATE SECRETARY** - The Vice President/Corporate Secretary shall preside at all meetings in the absence of the President and perform duties requiring a Secretary such as filing reports with the State, giving notices as required by law or the Bylaws, and maintenance of corporate records.

**TREASURER** - The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business. All checks of the Association shall have dual signatures, which may be a combination of any of the following: Treasurer, WCA President, and WCA Vice President.

**Article VI**  
**Duties & Powers of the Board of Directors**

It shall be the duty of the Board of Directors to perform or cause to be performed the business and purposes of this Association and to report the status of the Association to the membership at least once a year.

The Board of Directors shall have the duty and power to:

- 1) Call special meetings of the membership whenever it deems necessary and it shall call a meeting at any time upon written request of fifteen (15) members in good standing;
- 2) Collect the fees referred to in Article IX;
- 3) Prepare and submit to the membership at the annual October membership meeting a budget and maintenance fee amount for the forthcoming year and for approval when required by the Restrictive Covenants; and
- 4) Exercise for the Association all the power, duties, and authority of the Association, including but not limited to the power to:

- a) Adopt and publish rules and regulations governing use of the common areas and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for infractions thereof;
- b) Suspend the voting rights and right to use of the WCA facilities of a member during any period in which such member shall cease to be a member in good standing after proper notice;
- c) Exercise all powers provided for in the Restrictive Covenants or as provided for by State statute, including appointment of an Architectural Control Committee;
- d) Purchase, or otherwise acquire for WCA, any property, rights, or privileges which WCA is authorized to acquire, at best price or consideration based on common concerns for quality and cost;
- e) Delegate tasks to any Officer, Director, Committee, or Project Team; and
- f) Enter into contracts, which may be for a term longer than that for which, the Officers and Directors are elected.

## **Article VII**

### **Meetings of Membership**

**1. ANNUAL MEETINGS** - The annual meeting of the members of this Association shall be held in October of each year. The annual meeting is for the purpose of electing Directors and for the transaction of any and all other such business that may be brought before the meeting. All annual meetings shall be held at an appropriate place as designated by the Board of Directors. Written notice of each annual membership meeting, stating the time and place thereof, shall be mailed to all members of the Association at least fourteen (14) days prior to such meeting.

**2. GENERAL MEMBERSHIP MEETINGS** - In addition to the annual October meeting, general membership meetings shall be held in January, April, and July of each year and during the year at times and places as determined by the WCA Board of Directors. Notice of such meetings shall be provided to the members by E-Mail or in another written form as determined by a majority of the Board of Directors.

Each Director or Chairperson of each standing or special committee shall orally report as to actions taken by the committee since the last general membership meeting and proposed future action of the director or committee.

**3. SPECIAL MEETINGS** - Special meetings of the members may be called at the discretion of the Board of Directors, or upon written request of fifteen (15) members in good standing. Upon receipt of a petition, the Board shall schedule the special meeting no later than thirty (30) days after receipt of such petition. Written notice, including an agenda, of each special meeting of the members, stating the time and place thereof and indicating the meeting objectives, shall be

mailed to each of the members of the Association at least fourteen (14) days prior to the date set for the holding of the meeting.

- 1) The meeting shall be held at an appropriate place as designated by the Board of Directors and shall be conducted in the same manner as general meetings. The meeting effectiveness provisions of Article XIII apply to these special meetings.
- 2) Any business transacted at such special meeting shall be valid if a quorum of the members in good standing is present in person or by proxy.
- 3) No vote shall be taken at such special meetings on any matter other than that for which the special meeting was called.

**4. QUORUM** - At any meeting of members, ten percent (10%) of the members in good standing determined at the time of calling of the meeting to order shall be required to be represented in person or by proxy to constitute a quorum of all purposes except for the purpose of amending the Article-of Incorporation or Bylaws, in which event, twenty percent (20%) of the members in good standing determined at the time of calling of the meeting to order shall be required to be represented in person or by proxy to constitute a quorum. If the number of members in good standing necessary to constitute a quorum at any meeting of the members shall fail to attend, the members in good standing present may adjourn any such meeting from time to time without notice other than by announcement at the meeting until the number requisite to constitute a quorum shall be present. Minutes of prior annual or other general meetings shall be approved by a majority of members in good standing present.

**5. VOTING** - In the event that a homeowner owns more than one property in Westador, then that homeowner will be counted as a member for each property. Quorums will be determined as a percentage of members in good standing.

Each member in good standing shall be entitled to one (1) vote per household. At all meetings of the members, questions shall be decided by the vote of the majority of the members in good standing represented in person or by proxy, a quorum being represented in person or by proxy, provided, however, in elections in which there are more candidates than there are positions, such elections shall be decided by a plurality vote of the members in good standing represented in person or by proxy.

## **Article VIII** **Meetings of the Board of Directors**

**1. REGULAR MEETINGS** - A regular meeting of the Board of Directors shall be held monthly.

**2. SPECIAL MEETINGS** - Special meetings of the Board of Directors shall be held when called by any Director after not less than three (3) days notice to each Director.

**3. QUORUM** - The majority of the active Board of Directors shall constitute a quorum thereof.

**4. VOTING** - Each Director shall be entitled to one (1) vote. At all meetings, questions shall be decided by the vote of the majority of the Directors present in person, a quorum being represented. Decisions made between board meetings shall require an affirmative vote in writing of the majority of the Directors and shall be attached to the minutes at the next regular meeting of the Directors.

**Article IX**  
**Fees**

Membership fees shall be due and payable in the amount and manner prescribed in the Restrictive Covenants pertaining to Westador under the heading "Annual Maintenance Fund", as amended.

**Amended Bylaws**  
**Renumbered**

**Article X**  
**Remedies for Non-Payment of Assessment**

As more fully provided in the Restrictive Covenants, each homeowner is obligated to pay to the Association annual assessments which are secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid by the due date, the assessment may bear interest from the date of delinquency at a rate as determined annually by the Directors not to exceed the maximum allowed by law, and the Association may bring an action at law against the owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided for herein by non-use of the common area or abandonment of subject property.

**Article XI**  
**Amendments**

These Bylaws may be amended at any annual or special meeting, provided the amendment or amendments shall have been submitted in writing at the previous

meeting, or a notice of the proposed amendment or amendments has been given in writing to all members not less than fourteen (14) days in advance. Adoption of any amendment or amendments shall require two-thirds (2/3) affirmative vote of the members in good standing represented in person or by proxy, a quorum being represented, as provided in Article VII (4).

**Article XII**  
**Indemnification**

Each Director, Officer, or Committee member of the Association shall be indemnified against the actual amount of loss, including, but not limited to, counsel or attorney fees, reasonably incurred by or imposed upon such person in connection with any action, suit, or proceeding to which such person may be a party by reason of being or having been a Director, Officer, or Committee member of the Association, except as to matters as to which such person shall be ultimately found in such action to be liable for gross negligence or willful misconduct.

**Article XIII**  
**Meeting Effectiveness**  
**(formerly Rules of Order)**

The major objective of all WCA meetings is to assure open communication and discussion of association affairs and concerns. An agenda shall be prepared and followed at each meeting to assure this objective is achieved on an orderly basis.

Officers presiding at meetings may use a variety of processes to assure consideration of agenda items, achievement of meeting objectives, and enhancing the participation of meeting participants.

Association Officers will determine when Robert's Rules of Orders (Revised) shall be used for formal matters requiring Director or other membership voting.