

**Official By-Laws of the Dearing Downs Home Owners Association**  
**Effective as of 13 October 2009 until Otherwise Amended**

**Article I**

NAME

The name of this organization shall be the Dearing Downs Home Owners Association, abbreviated as DDHOA.

**Article II**

VISION AND MISSION

Vision: To make Dearing Downs the most desirable place to live in Helena, Alabama.

Mission: The mission of this organization is to improve the integrity of this subdivision, so as to make it more livable, by maintaining the common properties, and by enforcing the Covenants, Conditions, and Restrictions (CCR's) of Ownership.

**Article III**

MEMBERSHIP

Section 1. Membership in this organization shall be available to all homeowners in Dearing Downs. Membership in good standing is bestowed upon all who have paid their annual membership dues for the current fiscal year. The DDHOA fiscal year begins on April 1<sup>st</sup> and ends on the following March 31<sup>st</sup>.

Section 2. Dues are payable between April 1<sup>st</sup> and July 1<sup>st</sup> of each year. The amount of individual membership dues for a given fiscal year shall be recommended in conjunction with a proposed budget by the Executive Committee at the last general meeting of the previous fiscal year. Acceptance or rejection will be by a majority vote of members in good standing, present and voting, including proxy votes. No partial dues will be accepted for a portion of any year's membership. No refunds of membership dues will be made under any circumstances other than the dissolution of the DDHOA.

Section 3. Only members in good standing of this organization may vote, hold office or participate in general meetings. Only one member vote may be counted from each property owned in the subdivision for any election or decision by the DDHOA. Renters may not become members of the DDHOA but may vote as a proxy of the home owner. A home owner must designate their renter's proxy in writing to the DDHOA prior to their participation.

Section 4. Should a home owner who is member of the DDHOA sell their home or property, they will be responsible for providing the new owner with a copy of the DDHOA By-laws and the subdivision CCR's at closing. The membership is transferable for the remainder of that fiscal year but must be renewed by the new homeowner in the next and future years. The previous home owner relinquishes all rights of membership at closing.

## **Article IV**

### **OFFICERS AND THEIR ELECTION**

Section 1. The elected officers shall be President, Vice President, Secretary and Treasurer. The terms of each office shall be two years. Two officers will be elected every year, beginning in 2010. President and Secretary will be voted on in even-numbered years and Vice President and Treasurer will be voted on in odd-numbered years. Elections will be held in November and may be conducted via a general meeting or by other means depending upon current circumstances. Election will be by a simple majority of votes cast by members in good standing, to include proxies designated in writing.

Section 2. Prior to the election, nominations from the membership shall be permitted. If there is but one candidate per office, the election may be by voice vote.

Section 3. No member shall hold more than one office, and no members shall be eligible to serve more than two (2) consecutive terms in the same office. Term of office shall be for two (2) years. Two officers will be voted on each year as previously described.

Section 4. Officers shall assume their duties in January following the November elections.

Section 5. The newly elected officers, together with the officers whom they are replacing, at the first regular meeting after assuming office, shall elect Standing Committee chairpersons and review the by-laws, policies, and procedures.

Section 6. Should an interim vacancy occur, it shall be filled by a majority vote of the Executive Committee. The President shall notify the Executive Committee no less than five (5) days prior to subject vote. Voting may be conducted by the most expeditious and cost-effective means possible.

Section 7. Terms of office shall run from January 1<sup>st</sup> through December 31<sup>st</sup> of the following year.

Section 8. In the event of the DDHOA becoming a non-profit corporation, the number, terms and duties of the officers will convert to what is specified in the articles of incorporation regarding the board of directors.

## **Article V**

## EXECUTIVE COMMITTEE

Section 1. The membership of the Executive Committee shall consist of:

- a. The current President, Vice President, Secretary and Treasurer of the organization.
- b. The persons who most recently held those positions and are not currently serving in another elected office or as a standing committee chairperson.
- c. The chairpersons of the standing committees.

Section 2. The Executive Committee shall have supervision over all of the day-to-day affairs of the organization between its general meetings and shall present a report of its activities at each general meeting. It shall approve a budget and payment of bills. It is responsible for periodic reviews of the financial record by an independent auditor. Plans of all committees must be approved by the Executive Committee. No work shall begin without said approval.

Section 3. The Executive Committee, by majority vote, shall appoint or remove chairpersons of all committees, and create or dissolve both standing and special committees.

Section 4. The Executive Committee shall meet at least four (4) times during the year at the call of the President. Special meetings may be called by the President or a majority of the Executive Committee, notice to be given five (5) days prior to the meeting.

Section 5. A majority of the members shall constitute a quorum of the Executive Committee.

Section 6. Members of the Executive Committee shall deliver to the President all official material at the final Executive Committee meeting of the elected year.

## Article VI

### DUTIES OF OFFICERS

Section 1. The President shall:

- a. Preside at all meetings.
- b. Perform duties as set down in the By-laws and Policies and Procedures.
- c. Authorize payment of legitimate expenses; sign checks for the payment of legitimate expenses in the absence of the Treasurer.
- d. Notify the Executive Committee should a vacancy occur.
- e. Be an ex-officio member of all committees.

Section 2. The Vice President shall:

- a. Act as aide to the President.
- b. Perform duties of the President in absence or inability to serve, to include authorizing payment of legitimate expenses.
- c. Sign checks for the payment of legitimate expenses in the absence of the Treasurer and the President.
- d. Serve as Membership Chairperson.
- e. Attend meetings of the Helena City Council and the Helena Homeowners Association Alliance and report on their activities to the Executive Committee.
- f. Perform other related duties as assigned.

Section 3. The Secretary shall:

- a. Keep an accurate record of all meetings.
- b. Maintain a current copy of the By-Laws.
- c. Maintain a current DDHOA membership list.
- d. Maintain a current membership list of all committees.
- e. Maintain a current copy of Robert's Rules of Order.
- f. Assume responsibility for all correspondence.
- g. Perform other related duties as assigned.

Section 4. The Treasurer shall:

- a. Keep accurate records of receipts and expenditures,
- b. Request payment of bills as authorized by the Executive Committee.
- c. Present quarterly financial reports at all general and Executive Committee meetings.
- d. Prepare an annual financial statement within 30 days of the completion of a given fiscal year. This report will be presented to the Executive Committee at its next scheduled meeting and published in the next available edition of the *Dearing Downs News*.
- e. Serve as chairperson of the Budget Committee.
- f. Sign checks for payment of legitimate expenses as authorized by the President or Vice President.
- g. Perform other related duties as assigned.

## **Article VII**

### **COMMITTEES**

Section 1. There shall be the following Standing Committees:

Budget Committee, Membership Committee, Social Committee, Freecycle Committee, Neighborhood Watch Committee, Entry Maintenance and Decoration Committee and Neighbors-in-Need Volunteer Committee.

Section 2. Temporary committees for the purpose of short-term initiatives may be created and dissolved at the discretion of the Executive Committee.

## **Article VIII**

### **MEETINGS**

Section 1. General meetings of this organization shall be held up to four (4) times but not less than one (1) time during the calendar year, the dates to be announced by notice no less than thirty (30) days prior to the meeting date. Five (5) days notice shall be given if the date of any scheduled meeting is changed. Special meetings may be called by the Executive Committee with notice given five (5) days prior to the meeting.

Section 2. Notice may be given by any or all of the following means: *Dearing Downs News*, direct mail, email, the Dearing Downs website, the *Helena City News*, and roadside signs. It is the individual responsibility of the property owner to monitor these information sources.

## **Article IX**

### **PARLIMENTARY AUTHORITY**

Section 1. The rules contained in the current edition of Robert's Rules of Order, newly revised, shall govern this organization in all cases to which they are applicable and in which they are not in conflict with these By-Laws, and any special rules of order the organization may adopt.

## **Article X**

### **REVIEWS AND AMENDMENTS**

Section 1. At least each three (3) years, a committee shall be appointed to review these By-Laws and report to the Executive Committee.

Section 2. The By-Laws may be amended at any general meeting of this organization by a majority vote of members good standing, present and voting, to include proxies, provided that notice was given at least thirty (30) days prior to the meeting, and with the recommendation of the Executive Committee. Out-of-cycle votes may be conducted by other means, including but not limited to, telephone and door-to-door polls, direct mail, email, and web-based surveys.

## **Article XI**

### **FINANCIAL REVIEWS**

Section 1. At least every three (3) years the financial records of this organization shall be examined by an independent auditor who will issue a written opinion as to the quality of the record-keeping and financial controls of the organization. Said opinion will be published in the *Dearing Downs News* in conjunction with the organization's annual financial statement.

## **Article XII**

### **BASIC POLICIES**

Section 1. The organization shall be non-commercial, non-sectarian, and non-partisan.

Section 2. The name of the organization or the names of any members in their official capacities shall not be used in any connection with a commercial concern, or with any partisan interest, or for any purpose not appropriately related to promotion of the object of the organization.

Section 3. With the approval of a majority of the members of the DDHOA, members of the Executive Committee, individually or collectively, may represent the organization in order to influence legislation or other civic or political support deemed in the best interest of the Dearing Downs Subdivision.

Section 4. The organization may cooperate with other organizations and agencies concerned with the general neighborhood's welfare; however, persons representing the organization in such matters shall make no commitments that bind the organization.

Section 5. In the event of dissolution of this organization, its assets shall be distributed in equal shares to all members in good standing as of the date of the dissolution notice.