

BRITTANY HILLS CIVIC ASSOCIATION BY-LAWS

REVISED: JUNE 2010

Article I NAME AND PURPOSE

Section 1-01. NAME

The name of this corporation shall be: BRITTANY HILLS CIVIC ASSOCIATION, and hereinafter referred to as the BHCA.

Section 1-02. PURPOSES

(A) The BHCA shall be a non-partisan, non-profit organization established for the following boundaries within the City of Columbus, the state of Ohio: Delavan Road, Newburg Drive, Bar Harbor Road and Brocton Road to the North. Brocton Road, and Queenswood Subdivision to the East. Dunning Road, and Bar Harbor Road to the West, Bethesda Avenue, to the South.

(B) The BHCA shall be devoted to the maintenance and furtherance of the civic, recreational, economic, educational and cultural aspects of the community and shall have, without limitation, the following objectives:

- a. To unite in one local organization community leaders and all persons of voting age who are residents of, or have interests in the community.
- b. To initiate studies and discussions of the problems of the community and to develop recommended solutions for the greatest mutual benefit.
- c. To discuss projects and public improvements, that will encourage growth and development of the community and make it a better place in which to live.
- d. To organize, schedule, and gather and disseminate information on activities and affairs of general public interest in the community and on the activities of the community.
- e. To apprise governmental agencies and public officials of the views of the BHCA in matters pertaining to the community, and to work with such agencies and officials to realize the goals of the community.
- f. To contract, maintain liaison and unite with civic organizations and associations from adjoining geographic area in order to discuss and resolve problems of mutual interest and concern.
- g. To refrain from partisan political activity as a body but to encourage democratic political participation and intent on the part of its members.

Article II

MEMBERSHIP AND MEETINGS OF MEMBERS

Section 2-01. MEMBERSHIP

- (A) The current cost of a yearly membership to the BHCA is Twenty-Four Dollars (\$24.00) and is to be renewed yearly by the General Meeting in April.
- a. The yearly dues for membership to the BHCA may be specified from time to time by resolution of the Board. Such fees, if applicable, shall be payable with the application for membership.
 - b. The annual dues payable to the BHCA by members shall be in such amount as may be determined from time to time by resolution of the Board.
 - c. Those that have paid their dues under the previous By-Laws of Sixty Dollars (\$60.00) are to be reimbursed the difference (\$60.00 - \$24.00) which is Thirty-Six Dollars (\$36.00).

Section 2-02. PLACE OF MEETINGS AND NOTICE OF MEETINGS

Meetings of members shall be held at a designated area set by the Board of Directors within or without the State of Ohio as may be designated from time to time by resolution of the Board. At the discretion of the Board, the BHCA Board meetings and special meetings may be held by teleconference, videoconference, webinar, or similar technologies.

- (A) Time of Notice. Whenever members are required or permitted to take action in a meeting, a written notice of the meeting shall be given by the Secretary or President of the BHCA not less than Three (3) nor more than Ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat.
- (B) Manner of Giving Notice. Notice of a member's meeting or any report shall be given either personally or by mail or other means of electronic communication addressed to the member at the address of such member appearing on the records of the BHCA or given by the member to the BHCA for the purpose of notice; or if no address appears or is given notice shall be deemed to have been given in the time when delivered personally or deposited in the mail or sent by electronic mail or other means of written communication.
- (C) Contents of Notice. Notice of a membership meeting shall state the place, date, time of the meeting and:
- a. In the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted at this special meeting, or.
 - b. In the case of a regular meeting, those matters which the Board, in the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these By-Laws, however; any proper matter may be presented at a regular meeting for each action.
- (D) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these By-Laws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail to the Secretary of the organization. The Secretary shall within Twenty-Four (24) to Forty-Eight (48) hours alert the Board of Directors and fix the date of the meeting and cause notice to be given to the members

entitled to vote not less than Three (3) nor more than Ninety (90) days before the date of the meeting.

Section 2-03. REGULAR MEETINGS

(A) The Board meetings will be held on the second (2nd) Thursday of the month (except no meeting in December).

(B) The General meetings of the members shall be held on the third (3rd) Thursday of the month (except no meetings in August and December).

(C) The Brittany Hills Civic Association shall hold an annual meeting in August of each year at the designated area set by the Board of Directors. The annual meeting will be held for the purpose of conducting such business as may be deemed necessary or appropriate by the Board or members. Hold elections for the appointment of new members to the Board of Directors.

Section 2-04. SPECIAL MEETINGS

(A) Special meetings of the members may be called at any time by the chair of the board, the president, a majority of the board of directors, or by at least Twelve (12) of the voting members. And you have to give a Seventy-Two (72) hour notice (by any means necessary).

(B) If called by the voting members, such request shall be in writing delivered to the Secretary within Seventy-Two (72) hours of the BHCA, and shall state, time, place and purpose of the meeting; and it shall be the duty of the Secretary to call such meeting to be held.

(C) Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting of members, the general nature of the business to be transacted.

Section 2-05. QUORUMS AND VOTING

The quorum of the Board shall be Four (4) members of the Board. The quorum of the community shall be Twelve (12) voting members.

Section 2-06. MEMBERS' VOTING RIGHTS

(A) It is a privilege to have Two (2) votes in one household and cost Forty-Eight Dollars (\$48.00) for two membership dues in order to have two votes. It is a conflict of interest for husband and wife to sit on the same Board. Only one person per household will be allowed to be on the Board.

(B) Any person that has full paid membership as of August 1st of current voting year can vote in the General and Annual meetings. Board members can vote at all Three (3) meetings, the Board, the General and the Annual meeting.

Section 2-07. Agenda and Minutes

The President should prepare an agenda for every meeting and minutes shall be taken by the Secretary at all meetings. Minutes of previous meetings must be reviewed and

approved by a majority of the voting members present at a regular membership meeting.

Article III OFFICERS

Section 3-01. OFFICERS

- (A) The executive officers of the BHCA shall be elected by the members of the BHCA at the Board meeting in September. And shall be a President, Vice President, Secretary, Treasurer, and a Parliamentarian. And presented to the membership at the annual September general meeting.
- (B) Upon their election, the officers of the BHCA shall manage the business and affairs of the BHCA. The officers (directors) of the BHCA shall hold office Two (2) years beginning September 1st and ending August 31st, or until their successors are duly chosen and have qualified, unless they are removed from office by death, resignation, or as provided by these By-Laws.
- (C) If the office (directorship) of any officer (director) becomes vacant for any reason, the vacancy shall be filled by appointment of the Board. In the event the President is removed from office by death, resignation or as provided by these By-Laws, the vacancy created thereby shall be filled without further vote of the members by the Vice President.
- (D) The Board shall appoint a nominating committee of no less than Three (3) voting members of the BHCA at least Sixty (60) days before the annual meeting in August. A majority of those appointed to the nominating committee must not be members of the current board of directors. The members of nominating committee shall be announced to the membership at the next regular meeting. The nominating committee shall present at least one qualified candidate who has agreed to serve if elected, at the next meeting of the members.
- (E) The term of appointment of nominating committee shall end upon the election of officers at the annual meeting.
- (F) Any candidate nominated for an office by the nominating committee must also provide consent to be nominated for that office, which consent may be provided in writing prior to the nomination being presented. No nomination shall be considered from the floor unless the person nominated is present and accepts the nomination at the meeting, or if not present, has executed a written authorization and consent to be nominated for that particular office (or directorship) prior to the nomination being presented.
- (G) Vote shall be by secret ballot, except that in the case of offices for which there is one nominee the vote may be, consent of the members, by voice vote or a show of hands. If no candidate for office receiver a majority of the vote of members present and entitled to vote, the ones receiving the lowest number of votes shall be removed from the ballot and another vote taken. This procedure shall be repeated until one candidate received majority.
- (H) In a Two (2) vote household, only one member from a household shall be allow to be on the Board
- (I) Should a person be elected to more than one office they shall assume the highest office listed above.
- (J) No officer (directors) of the BHCA shall derive any salary or other compensation by virtue of this office.

Section 3-02. REMOVAL OF OFFICERS

- (A) Upon determination of the board of directors that the best interests of the BHCA so require, proceedings may be instituted to remove any officer (director). Such officer instituted to remove any is eligible to vote on the question of his removal. Upon violations against an officer (director), the privileges, duties and responsibilities of such officer (director), shall be removed from him/her and automatically vested in the President. The removal from office of such officer (director) shall be by vote of the voting members.
- a. The officer (director) shall resume his or her privileges, duties and responsibilities immediately if fewer than Two-Thirds of the members present vote for removal or if the question of the removal is not put to a vote of the members within Thirty (30) days.
 - b. Any agent or employee of the BHCA likewise may be removed by the President or, subject to his supervision, by the person having authority with respect to the appointment of such agent or employee.

Section 3-03. PRESIDENT POWERS AND DUTIES

- (A) The President shall be the chair of the board and, as such, shall preside at all meetings of the board of directors. He shall have such powers and duties as prescribe by BHCA By-Laws.
- (B) A person may hold the office of President, no more than Two (2) consecutive terms, Afterwards they can run again after sitting out one term.

Section 3-04. VICE-PRESIDENT POWERS AND DUTIES

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. In case of death, or permanent absence of the President, the Vice-President must fulfill the role of President, until the completion of the unexpired term of office.

Section 3-05. SECRETARYS' POWERS AND DUTIES

The Secretary shall attend meetings of the BHCA, general, annual and board. And act as clerk, and record all the votes and minutes in books to be kept for that purpose. The Secretary shall provide notice of meetings of the members. And the Secretary shall, in the absence or disability of the President and Vice President shall call the meeting to order.

Section 3-06 TREASURERS' POWERS AND DUTIES

The Treasurer shall be chief financial officer and shall cause full and accurate accounts of receipts and disbursements to be kept in books belonging to the BHCA. They shall deposit all moneys and other valuable in the name of the BHCA. Whereas the board may require that, they shall render to the board and members, at the regular meetings an account of all their transactions as Treasurer. The Treasurer shall submit an annual budget to the board of directors and membership at their annual meeting.

Section 3-07. PARLIAMENTARIAN POWERS AND DUTIES

The Parliamentarian, upon request of the presiding officer or upon a request from the floor may provide explanations or advice, but not rulings, which are always made by the presiding officer. The Parliamentarian's duty shall be to maintain order, should the presiding officer be unable to do so. The Parliamentarian does have a vote. The Parliamentarian shall be versed in current edition of "Robert Rules of Order" and the BHCA By-laws and be able to apply its rules and guidelines to BHCA procedures.

Section 3-08. STANDING COMMITTEES

- A. There shall be standing Committees on:
 - a. Beautification
 - b. Community Organizer
 - c. Education
 - d. Finance (Fundraising, Development)
 - e. Publicity
 - f. Safe Community (Men's Workgroup)
 - g. Positive Link
 - h. Social & Recreational (Youth)
- B. The President will appoint the Chairman of the committees with the approval of the Board of Directors.
- C. The chair of each committee shall, with the approval of the President, appoint members of the committee. The chair and members of each committee shall be appointed at beginning of the Presidents' term. Chairs of committees may be removed for cause by the President
- D. The Board of Directors shall establish additional standing committees as deemed necessary to further the goals of the Association and carry out the objectives of the board in performing its duties.
- E. Establishment of such additional committees shall be on a motion, seconded and carried by a majority of the board.
- F. The authority of each standing committee terminates and the committee dissolves every Two (2) years, on even numbered years, at the close of the general membership meeting.

Section 3-09. ELECTRONIC VOTING BY DIRECTORS

Any action which may be taken at a meeting of the directors can be via telex conference.

Articles IV RECORDS

Section 4-01. ASSOCIATION RECORDS

The BHCA shall keep at its registered office in Columbus, Ohio, or at its principal place of business wherever situated an original or duplicate record of the proceeding of the members and directors and the original or copy of its By-Laws, including all amendments and alterations thereto to date, and an original or duplicate membership register, giving

the names and addresses of the members, and the class, if any, and other pertinent details of their membership. In any case where membership has been terminated, such fact shall be recorded in the register together with the date on which membership ceased. The BHCA shall also keep complete and accurate books or records of account.


Section 4-02. EXECUTION OF WRITTEN INSTRUMENTS

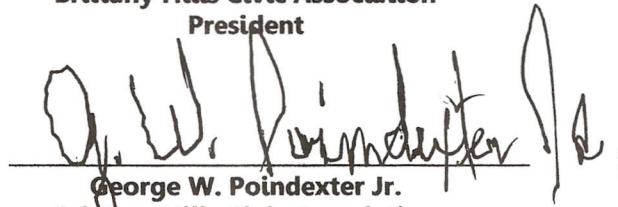
All contracts, deeds, mortgages, obligations, documents and instruments, may be executed by the President, Secretary or the Treasurer. All checks, notes, drafts and orders for the payment of money shall be signed by at least Two (2) of the above officers.

Article V AMENDMENTS OF BY-LAWS

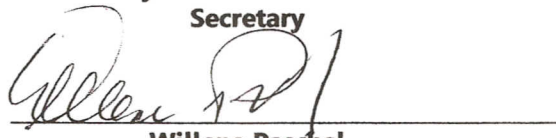
Section 5-01. AMENDMENTS

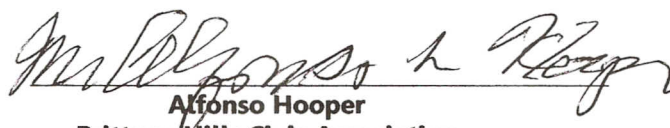
The By-Laws may be amended at any regular meeting of the Brittany Hills Civic Association by a Two-Thirds vote of the members present and voting, provided that the amendment has been submitted in writing at the previous regular meeting.


Chris Davis
Brittany Hills Civic Association
President


George W. Poindexter Jr.
Brittany Hills Civic Association
Vice President


Mamie Toland/Good
Brittany Hills Civic Association
Secretary


Willene Paschal
Brittany Hills Civic Association
Treasurer


Alfonso Hooper
Brittany Hills Civic Association
Parliamentarian

Amendment #1: (Ratified August 17, 2010) Defunct Board of Directors. The Board of Directors of the Brittany Hills Civic Association shall be considered to be defunct should its membership fall below the number needed to comprise an Executive Committee (President, Vice-President, Secretary, Treasurer, and Parliamentarian). If this should occur, the seated President must act to appoint eligible community members to hold vacant positions until the next annual election. While the Board is considered defunct, the remaining Board of Directors may not enter into any binding contracts, service, or legal agreements, without the expressed consent of the majority of eligible voting members attending the General Meeting where such contracts, services, or legal agreements are discussed.