

By-Laws

Franklin Hills Residents Association

Adopted October 2, 1989

Amended: 1990, 1991, 1992, 1995, 2002, 2003

Article 1- Name

The name of this organization shall be the Franklin Hills Residents Association.

Article 2- Boundaries

The boundaries of the Association shall be defined as follows:

- from the Intersection of Franklin Ave. and Talmadge St, east to St George St., northeast on St. George St. to the intersection of St. George and Tracy St.;
- southward on Tracy St. and Hyperion Ave. to the intersection of Hyperion Ave. and Fountain Ave.;
- west on Fountain Ave. to the intersection of Fountain Ave. and Talmadge St.;
- north on Talmadge St. to Franklin Ave.
- The Board of Directors may adjust the Association's boundaries subject to the approval of a majority of voting members present and voting at the Annual Meeting.

Article 3-Objectives

The objective of the Association is to work to improve quality of life in the Franklin Hills neighborhood, as defined by the Association boundaries, and surrounding areas.

Article 4 - Membership

Section 1. The members of this organization shall consist of three types of members: (a) Individual; (b) Organizational; (c) and Associate.

Section 2. The qualifications for the three types of members are as follows:

a) Individual Member: Any adult residing or owning property within the boundaries of the Association may be an individual member.

b) Organizational: Any association, society, professional institute, corporation, government agency, estate or business may be and Organizational member

c) Associate: Any adult individual interested in furthering the objectives of the Association may be an Associate Member.

Section 3. Individual Members shall have one vote each. Organizational and Associate Members shall not have the vote. Financial delinquents shall forfeit the vote.

Article 5- Board of Directors

Section 1. The business and affairs of the Franklin Hills Residents Association shall be directed by a Board of Directors consisting of eleven (11) Individual Members of the Association.

Section 2. The duties of the Board of Directors shall include but not be limited to the following: a) To meet regularly. b) To call and conduct General Meetings of the Association. c) To collect and manage the funds of the Association. d) To conduct the elections of the Association.

Section 3. Any Individual Member of the Association in good standing who has been a member for six months or more is eligible to serve on the Board of Directors.

Section 4. The Board of Directors shall meet at least quarterly.

Section 5. A Notice of Meeting shall be mailed to the last known address of each Director at least ten (10) days prior to each regular meeting of the Board.

Section 6. A Quorum of the Board of Directors shall consist of a majority of board positions currently occupied.

Section 7. At the first meeting of the Board following the Annual Meeting of the Association, the Board shall elect from its number the following Association officers: a Chairman; a President; a Vice- President; a Secretary; and a Treasurer. Officers shall serve in these posts for one (1) year, or until their successors are elected.

Section 8. If for any cause there shall be a vacancy on the Board of Directors the Board of Directors may, by two-thirds majority of those voting, elect any qualified association member to fill such vacancy for the unexpired term.

Section 9. At the first election of Board members, the eleven nominees with the most votes shall constitute the new board. Those elects shall determine by lot five members to serve for a term to last until the first Annual Meeting of the Association. and six members to serve until the second Annual Meeting. Thereafter, five Board members shall be elected to serve a two-year term in each even-numbered year; six Board members shall be elected to serve a two-year term in each odd-numbered year.

Section 10. Any Board member wishing to run for a subsequent term shall have attended at least half of the Board meetings held during his or her term of office but may be excused by a majority vote of the Board.

Section 11. A Board member may be removed by majority vote of the Board of Directors if he/she has missed three or more Board meetings in a calendar year.

Article 6- Officers

Section 1. The officers of the Association shall consist of a Chairman, a President, a Vice-President, a Secretary, and a Treasurer.

Section 2. The Chairman shall be the senior head of the Association, The position of Chairman may, at the vote of the majority of the Board of Directors, be combined or separate from the position of President to most effectively utilize the talents and energies of the Directors. Also, by majority vote of the Board, a Chairman may be designated with the honor of "Emeritus" when a Chairman relinquishes operational responsibilities. Also, the Board may, by majority vote, elect an active Chairman or leave the position vacant, in which case all executive responsibilities will fall to the President. When separate Individuals hold the positions of Chairman and President, they may allocate their responsibilities through mutual agreement. The position of Chairman may only be awarded to a current or past President of the Association. The "Chairman Emeritus" designation may apply to more than one individual at the same time.

Section 3. The President will be the operational head of the Association and will handle all executive responsibilities as determined by consultation and mutual agreement with the Chairman. When there Is no "active" Chairman, the President will execute all of the responsibilities noted in Section 2. The President shall appoint all committees subject to confirmation by the Board of Directors and shall be an exofficio member of all committees except the Nominating Committee. S/he shall make an annual report of the activities of the Association to the membership.

Section 4. The Vice-President, in the absence of the Chairman and President or when requested to do so shall preside at meetings of the Association and of the Board of Directors.

Section 5. The Secretary shall (a) record and keep the minutes of all meetings of the Board of Directors and of the Association; (b) keep a complete list of names and addresses of all members of the Association; (c) conduct all correspondence of the Association; and (d) maintain a file of all documents and papers of the Association. Duties of the Secretary may be delegated at the discretion of the Board.

Section 6. The Treasurer shall collect and receive all moneys due. S/he shall be the custodian of these moneys, shall deposit them in a bank designated by the Board of Directors, and shall disburse the same only upon order of the Board of Directors. S/he shall present statements to the Board at its regular meetings and an annual report to the membership at the Annual Meeting.

Article 7- Meetings

Section 1. This Association shall have its Annual Meeting in the second quarter of each calendar year to hear the annual reports of the officers and committee chairmen as requested by the President, and for the election of Board Members, as well as to transact such other business as may come before the meeting. The business year of the Association shall extend from the adjournment of one Annual Meeting until the adjournment of the next, and the terms of its Officers shall be measured in such years.

Section 2. Special meetings may be called by the President, the Board of Directors, or by petition of at least fifteen Individual Members in good standing.

Section 3. All Notices of Meetings provided to the Membership shall include at a minimum the time, date, and location of the meeting as well as an agenda of topics up for discussion. All such Notices shall be sent by mail to the last-known mailing address of each member. Notices for the Annual Meeting shall be provided at least two weeks in advance; Notice of Special Meetings shall be provided at least 5 days in advance.

Section 4. A quorum at any general membership meeting of the Association shall consist of ten percent (10%) of the individual Membership, as tabulated at the first of the month in which a membership meeting is to be held, or twenty-five (25) Individual Members, whichever is greater.

Article 8- Nominations and Elections

Section 1. Nominating Committee. The Nominating Committee shall consist of five (5) Individual Members, all of whom shall be appointed by the Board of Directors. Suggestions for nominations of Directors may be sent to the Nominating Committee by any voting member. The President shall not be a member of the Nominating Committee.

Section 2. Any Individual Member in good standing shall have the right to nominate any other eligible Individual Member In good standing who has consented to serve if elected to the Board.

Section 3. The report of the Nominating Committee of its nominations for Directors shall be sent to all members two weeks before the date of the Annual Meeting. Other nominations may be submitted by any Individual Member in good standing, in writing to the Nominating Committee or by voice at the Annual Meeting.

Section 4. Elections to the Board of Directors shall be by secret ballot. No member shall be allowed to cast more than one vote for any candidate. The candidates receiving the most votes shall be come the new board members at the conclusion of the meeting at which the election is held. Absentee voting shall be permitted to any Individual member.

Article 9- Procedure

Section 1. The rules contained in Roberts' Rules of Order shall govern the Association when they are applicable and not inconsistent with these by-laws. The President may appoint a Member to serve as Parliamentarian at all meetings.

Section 2. Any issue brought in writing before the Board by any member in good standing shall be considered and voted on by the Board at its next meeting if at least one Board member concurs.

Article 10- Dues

Section 1. Dues of this Association shall be set by the Board subject to the approval of a majority of voting members present and voting at the Annual Meeting, except that the Board may, upon request, waive or lower an individual's dues based on ability to pay

Section 2. A member who has not paid his dues by the date of the Annual Meeting will be delinquent and not In good standing and shall not be entitled to vote or serve as an officer or director of the Association until the dues have been paid.

Article 11 - Financial Regulations

Section 1. The Board of Directors shall have the power to authorize disbursement of funds of the Association by action of the Directors present at a regular or special meeting of the Board. No appropriation, expenditure or disbursement of any funds or properties shall be made unless authorized in the budget approved by the membership or authorized by the Board of Directors. No officer, Board member, committee member, or employee shall contact any obligation or incur an indebtedness on behalf of the Association or in any way render it liable unless authorized by the Board of Directors.

Section 2. The Board of Directors shall promulgate such rules and regulations as may be necessary concerning signature of checks, depository of funds, financial records, accounting, and all other matters pertaining to the handling of funds.

Section 3. The fiscal year of the Association shall commence January 1.

Section 4. The financial records and accounts of the Association may be audited annually.

Article 12- Amendments

These by-laws may be amended by a two-thirds (2/3) vote of the voting members present and voting at the Annual Meeting, provided the amendments are submitted to the membership in writing at least two weeks in advance of the meeting.

Article 13- Dissolution

In the event of the dissolution of this organization, its assets, after payment of all outstanding obligations, shall be distributed to such educational or charitable institutions as the Board of Directors shall determine.

End of By-Laws