

HAVENWOOD FOREST CIVIC ASSOCIATION, INC.

BYLAWS

October 21, 2024

ARTICLE I

NAME

The name of this not-for-profit organization shall be Havenwood Forest Civic Association, Inc. (hereafter referred to as the "Association").

ARTICLE II

PURPOSE

The purpose of this not-for-profit organization shall be to provide direction and services to the neighborhood through individual and co-operative activities and to promote neighborliness among its members.

ARTICLE III MEMBERSHIP

Members of this Association shall be as defined in Article III of the Amended and Restated Easements and Protective Covenants, Restrictions and Limitations for Havenwood Forest Civic Association, Inc. (hereinafter referred to as the "Covenants").

ARTICLE IV OFFICES AND BOARD OF DIRECTORS

Section 1

The Board of Directors shall consist of five (5) members, all of whom are voted on by the Association Members, as outlined in Article VI, Section 1 of these Bylaws. If the Secretary/Treasurer position is combined, per Section 2 of this Article, then a second At Large Member position shall be created until such time the Secretary/Treasurer position is separated back into two (2) positions.

Section 2

The Offices of the Association shall be President, Vice President, Secretary, and Treasurer. A Member at Large position shall serve on the Board as a non-officer with voting rights and shall perform duties as assigned. The Secretary and Treasurer may serve as a combined office, if desired.

Section 3

No Director shall receive compensation for any service they may render the Association. However, any Director may be reimbursed for their actual expenses incurred in the performance of their duties, provided they submit proper receipts which shall be reviewed by the entire Board and a vote made to approve said reimbursement.

ARTICLE V ELECTION AND VACANCIES

Section 1

Elections of the Board of Directors shall occur at the annual meeting, which is held in November of each calendar year. Any Member in good standing may be considered to serve on the Board of Directors. The vote shall be paper ballot format, and the five (5) Members receiving the most votes shall comprise the Board. Members wishing to have their name, or another member's they wish to nominate, placed on the printed ballot for a Board position, must inform the property management representative, or in their absence, the Board's Secretary, no later than ten (10) days before the scheduled vote. Nominations may also be taken from the floor during the annual meeting. The term of any Board officer shall be two (2) years, and the term of any Member At Large shall be one (1) year. All offices and/or positions shall take effect January 1st of the ensuing year. Only one (1) Member from any household may be elected to the Board. The newly elected Board Members shall vote on the Association officer positions prior to taking office on January 1st. A Board Member holding any position may be removed at any time, with unanimous consent from the

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remaining Board Members under the following conditions: malfeasance, theft in office, fraud or defamation relating to any Association Member or Board Member, negligence, or misuse of their Board position.

Section 2

Vacancies occurring between elections shall be filled by appointment of the current Board of Directors, and any Member of the Association in good standing may be considered. The appointment shall be achieved based on a majority vote of the current Board. Any appointee shall serve out the unexpired term.

ARTICLE VI VOTING

Each Member of the Association shall be allowed one vote per property owned, to be counted in matters brought before the Membership. Any vote or to achieve any quorum may be done in person, by proxy, or by electronic mail or other electronic means. Electronic mail addresses must be registered and verified with the property management representative at least thirty (30) days prior to any vote, or in the absence of said representative, with the Board Secretary, and only one registered electronic mail address shall be allowed per Member's household. Voting rights shall be suspended if all or part of any assessment is delinquent, per Article III, Section 2 of the Covenants, and the assessment is more than six (6) months delinquent. Any Member who becomes current on their past due monies shall have their voting rights reinstated. The quorum for any vote shall be adjusted to reflect only eligible voting members.

ARTICLE VII COVENANT AMENDMENTS

Section 1

Prior to any scheduled vote on changes or amendments to the Covenants of the Association, all Members shall be notified in writing, the time, date and location, where the vote shall occur, and be given no less than ten (10) days to review the proposal(s).

Section 2

At any business meeting, two-thirds (2/3) of all eligible voting Members shall represent a quorum necessary to conduct a vote to change these Covenants. The quorum may be accomplished by proxy, in person, or electronic mail or other electronic means. If a quorum is met, a simple majority of the eligible voters is needed for passage of any changes to the Covenants.

ARTICLE VIII BYLAW AMENDMENTS

Amendments to these Bylaws may take place at any business or special meeting. Two-thirds (2/3) of the eligible voting members present at the meeting shall represent a quorum. A simple majority vote of the eligible voting members present is needed for passage of any Bylaw amendments.

ARTICLE IX DUTIES OF OFFICERS

Section 1

The President shall preside over all scheduled meetings to conduct the necessary business of the Association. He/she shall appoint all committees and be considered ex officio to them. He/she shall serve as the liaison to outside interests, and any matter involving the Association.

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Section 2

The Vice President shall assist the President in his/her duties and shall assume all duties of the President in his/her absence or incapacitation. The Vice President shall also act as liaison with the Architectural Control Committee, of which is established under Article VI, Section 1, of the Covenants.

Section 3

The Secretary shall keep a true and accurate record of all meetings. In the absence of a Property Management representative, he/she shall manage all correspondence with the Membership as needed.

Section 4

The Treasurer, in the absence of a Property Management representative, shall manage all funds received, as well as dispersed, and keep an accurate record of such financial activity.

ARTICLE X ASSESSMENTS/DUES

As established in Article IV of the Covenants, annual and special assessments (hereinafter called “dues”) shall be levied as needed. Every Member of the Association shall be required to pay dues which are established by the Board of Directors, and voted on by the Membership, under the proper guidelines set forth in Article IV in the Covenants. The established dues amount must be paid in full by June 30th of each calendar year. In the event of nonpayment, the Association may take action as detailed in Article IV, Section 7 of the Covenants. By virtue of membership, Members shall have no affirmative defense regarding payment of their dues.

ARTICLE XI MEETINGS

Section 1

There shall be one (1) annual meeting held within each calendar year, scheduled by the Board of Directors. This meeting shall include a vote on the new proposed budget, Board of Director elections as outlined in Article V, Section 1 of these Bylaws, and any other pertinent information placed on the agenda. To conduct the annual meeting, two-thirds (2/3) of the eligible Members present at the meeting shall establish a quorum. A simple majority vote of the eligible Members in attendance is needed to pass any matters presented.

Section 2

All business or other special meetings shall be scheduled by the Board President as needed.

ARTICLE XII ORDER OF MEETINGS

At all business meetings, unless otherwise conducted for a specific purpose, the order of business shall be:

- a) Reading of the minutes of the previous annual or business meeting
- b) Reading of any communication
- c) Reports of the Board of Directors
- d) Committee Reports
- e) Treasurer’s Report
- f) *Election of Board Members (annual meeting only)*
- g) *Vote on budget (annual meeting only)*
- h) Unfinished Business
- i) New Business
- j) Adjournment