



CONSTITUTION AND BY-LAWS  
BRIARBEND COMMUNITY IMPROVEMENT ASSOCIATION

CONSTITUTION

Article I. Name

Sect. 1: The name of the organization shall be "Briarbend Community Improvement Association".

Article II. Purpose

Sect. 1: The purpose of this organization shall be to protect the restrictions within the subdivision and prevent the violations thereof; obtain needed improvements and benefits for the community and assist in economic, civic, and social enterprises and activities that are for the welfare of the community.

Article III. Officers

Sect. 1: The officers of this organization shall consist of a President, Vice-President, Secretary and Treasurer who shall be elected as prescribed by the By-Laws.

Sect. 2: The Treasurer shall be a permanent officer. He shall be paid a salary as determined by the Board of Directors and shall be bonded.

Article IV. Board of Directors

Sect. 1: The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer and six (6) Directors. The duties of such a Board of Directors shall be as prescribed by the By-Laws.

## Article V. Membership

- Sect. 1: The membership of this organization shall be limited to resident property owners within Briarbend Addition. Each household shall be entitled to one vote.
- Sect. 2: No member may participate in the affairs of this organization unless he be in "good standing", by which is meant the payment of the required assessments for the current year.
- Sect. 3: The control and management of this organization shall be vested in the membership unless otherwise provided by this Constitution or the By-Laws.
- Sect. 4: All meetings of this organization shall be open to the general public. However, the privilege of making motions, debating, voting and participating in the affairs of the organization shall be limited to members in good standing.
- Sect. 5: The officers of the Board of Directors of this organization shall be elected by the members of the Board and shall serve for a period of one (1) year or until their successors are elected.
- Sect. 6: The Board of Directors shall consist of ten (10) members. Four (4) of these shall be elected in odd years and five (5) shall be elected in even years for a period of two years. Said election shall be held according to the By-Laws. The tenth member, the Treasurer, shall be elected by the Board.

## Article VI. Fiscal Year

- Sect. 1: The fiscal year of this organization shall be a calendar year, from the first day of January until the last day of December of the same year.

## Article VII. Quorum

- Sect. 1 Twenty-five (25) voting members of this organization in good standing shall constitute a quorum at any regular or special meeting called pursuant to the provisions of the By-Laws.
- Sect. 2: Six (6) members of the Board of Directors shall constitute a quorum for the transaction of all business.

Article VIII. Audit

Sect. 1: Prior to the last meeting of the membership in March of each year, the President, with the advice and consent of the Board of Directors, shall appoint an auditing committee, the number within his discretion, to audit the books and records of the Treasurer of this organization and make a detailed report in writing to the membership at the last meeting thereof in March of each year.

Article IX. Amendment

Sect. 1 This constitution may be revised, changed or amended at any regular or special meeting of the membership by a two-thirds vote of the voting members present who are in good standing. However, a copy of the proposed revision, change, or amendment shall be delivered to the residence of each member in good standing at least seven (7) days before the meeting at which the same is submitted.

Article X. Suggestions

Sect. 1: Suggestions or complaints shall be submitted to the Board of Directors either in writing or in person at any regular or special meeting of the Board called pursuant to the By-Laws.

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BY-LAWS

Article I. Membership

Sect. 1 The membership in this organization shall be limited to resident property owners within Briarbend Addition. Each household shall be entitled to one vote.

Sect. 2: Terms of membership shall be continuous from year to year, beginning with the first meeting in January to the last meeting in December of the fiscal year.

## Article II. Dues

- Sect. 1: The Association, by action of its Board of Directors, shall levy annual assessments, in accordance with the budget presented to and approved by the Members at the annual meeting, against the Assessable Tracts to obtain funds reasonably anticipated to be needed for purposes stated in the Second Amendment to the Declaration of Restrictions, Paragraph 14, Covenants for Maintenance Assessments. Provided, however, that, unless approved by a majority of the then Lot Owners, there shall be no increase in the annual assessment for the years 1990 and thereafter. The annual assessment for 1989 shall be \$130.00 per lot.
- Sect. 2 Special assessments may be levied by a two-thirds vote of the members in good standing who are present or submit a written proxy vote at any regular or special meeting of the membership, provided that such proposal shall have been delivered in writing to the residence of each member at least seven (7) days prior to the meeting.

## Article III. Officers

- Sect. 1 A President, Vice-President, Secretary and Treasurer shall be elected at the first regular meeting of the Board of Directors in April of each year to serve for one (1) year and until his successor is elected and qualifies. The offices of Secretary and Treasurer may be held by one (1) person within the discretion of the Board of Directors.
- Sect. 2 If any officer ceases to be a member in good standing during his term of office, if he does not promptly pay his current assessments upon five (5) days notice, his office shall be automatically vacated and a successor shall be elected for the unexpired term as herein provided.
- Sect. 3 If a vacancy occurs in the office of President, Vice-President, Secretary or Treasurer, the Board of Directors shall elect a successor to serve for the unexpired term.
- Sect. 4 The President shall preside at all meetings of this organization, preserve order, enforce the Constitution and By-Laws, and exercise supervision of its affairs generally. He shall decide all questions of procedure and order for the organization. He may, but shall not be required to, vote except in the case of a tie vote at elections of officers and members of the Board of Directors He shall, with the advice and consent of the Board of Directors, appoint all committees and shall perform such other and further duties as are customarily performed by such officer.

- Sect. 5 The Vice-President shall assist the President in the discharge of his duties, preside at all meetings of this organization, the Board of Directors in the absence of the President. In the absence of the President, or in the event the office of President is vacant, he shall perform all the duties of the President, and such other duties as are customarily performed by such officer.
- Sect. 6 The secretary of this organization shall keep a full, true and correct record of all proceedings of this organization, receive all communications, conduct all correspondence, have charge of all the records, shall perform the same duties with respect to the Board of Directors, and shall perform such other duties as are customarily performed by such officer.
- Sect. 7 The Treasurer of this organization shall receive dues of the members, giving his receipt therefor. All money shall be deposited in the bank designated by the Board of Directors and shall be withdrawn therefrom upon the signing of two of the following three officers: President, Vice-President, Treasurer. He shall be bonded. He shall also perform such other duties as are customarily performed by such officer.

#### Article IV. Board of Directors

- Sect. 1 The Board of Directors shall meet at the call of the President, or in his absence, the Vice-President or any three (3) duly qualified Directors. It shall advise with the President on matters placed before it, and shall perform such other and further duties as may be determined from time to time by the Board of Directors.

#### Article V. Elections

- Sect. 1 In March of each year, new directors shall be elected for the ensuing two (2) years by balloting. Four (4) directors shall be elected in odd years and five (5) directors shall be elected in even years. Each eligible member (voting unit) of the Briarbend Addition shall have the right to nominate four (4) candidates. The names of the eight (8) candidates receiving the most number of votes shall be placed on a ballot for the election of four (4) in odd years and five (5) in even years to serve as directors for two (2) years.
- Sect. 2 The newly elected Directors, along with the remaining Directors and the Treasurer, who is appointed and a permanent member, shall elect from the nine Directors; a President, a Vice-President and a Secretary at the first meeting.

Sect. 3 If any member of the Board of Directors ceases to be a member in good standing during his term of office, if he shall fail to pay his assessment promptly upon five (5) days notice, his office shall automatically be vacated and a successor shall be elected for the unexpired term as herein provided.

Sect. 4 If a vacancy occurs on the Board of Directors, the remaining Directors may appoint a successor to serve for the unexpired term.

#### Article VI. Duties of Board of Directors

Sect. 1 The Board of Directors shall be the governing body of the organization with full rights and authority to determine policy, outline, plan, and carry into execution all business, activities, and policy, to enter into and execute all necessary agreements and instruments incident thereto in the name of the organization and shall constitute the representatives of the organization. In addition to the foregoing powers, the Board of Directors shall be authorized to institute, as well as settle or compromise, in the name of the organization or otherwise, any necessary legal proceedings to carry into effect the purpose and policies of the organization, or to enforce, or prevent violations of, the covenants or restrictions applicable to the Subdivision; and to employ legal counsel in connection with any of the foregoing, subject to the approval or ratification of the members.

Sect. 2 Written minutes and records of all the proceedings of the Board of Directors shall be kept by the Secretary, all of which shall be opened to the inspection of the members in good standing at all reasonable times. Further, all action taken, plans and projects proposed or undertaken by the Board of Directors shall be reported to the membership at the next following meeting thereof, provided that at any such meeting the full minutes of the Board of Directors' proceedings shall be read if requested by any member in good standing.

#### Article VII. Meetings

Sect. 1 A semi-annual meeting of the membership of this organization shall be held at time and place designated in the notice thereof in the months of March and September.

Sect. 2 Special meetings of the membership may be called by the President, Vice-President, or any five (5) members of this organization who are in good standing, upon written notice to all membership after seven (7) days notice.

Sect. 3 A regular meeting of the Board of Directors shall be held at the time and place designated upon call of the President, or the Vice-President in the absence of the president, upon the request of any three (3) of the members of the Board of Directors, or upon request of any five(5) members of this organization in good standing. January and February shall be designated as election procedure meetings.

#### Article VIII. Committees

Sect 1, There shall be appointed from time to time by the President, or in his absence by the Vice-President, with the advice and consent of the Board of Directors, such Committees deemed advisable, the number of members of each committee to be within the discretion of the appointing authority. The President, or in his absence the Vice-President, shall be an ex-officio member of all committees.

#### Article IX. Social

Sect. 1 Social gatherings of the membership of this organization shall be held from time to time as may be determined by the Board of Directors or the membership.

#### Article X. Procedure

Sect. 1 Robert's "Rules of Order" shall be authority for procedure in conducting all meetings connected with this organization.

Sect. 2 The following shall be the order of business for all meetings:

- Call to order
- Introduction of visitors
- Reading minutes of preceding minutes
- Reports of Committees
- Old Business
- New Business
- General discussion
- Adjournment

#### Article XI. Amendment

Sect. 1 These By-Laws may be revised, changed or amended at any regular or special meeting called pursuant to the By-Laws of the membership by a two-thirds vote of the voting members present who are in good standing. However, a copy of the proposed revision, change or amendment shall be delivered to the residence of each member in good standing at least seven (7) days prior to the meeting at which the same is submitted.