

AMENDED AND RESTATED BY-LAWS  
of  
GAYWOOD CIVIC CLUB

- ARTICLE I  
Name                   The name of this Corporation is Gaywood Civic Club.
- ARTICLE II  
Purpose                The purpose of this Corporation shall be to promote the civic welfare of the community through the cooperative efforts of the members of the Corporation in all State, County, and City civic projects.
- ARTICLE III  
Membership
- Section 1 -   The membership shall be limited to the residents within the Gaywood subdivision.
- Section 2 -   An applicant shall not be admitted to membership until he shall have paid the prescribed membership fee. The membership fee shall be set by a vote of the membership at the annual meeting after adoption of the next year's budget which shall be prepared and submitted by the President and Treasurer. Said membership fee shall not be less than necessary to cover all expenditures anticipated by the adopted budget. Only one membership fee shall be required for each property whose residents are members of the corporation. Membership fees shall be paid quarterly. Membership fees for any new resident membership for duration of less than one year shall be prorated.
- Section 3 -   Any member who moves from Gaywood Subdivision shall cease to be a member of this civic corporation.
- Section 4 -   Each membership shall consist of two adult co-memberships, each having one vote. All votes shall be cast by each co-member in person or by proxy. In cases where there is only one adult resident, the single adult resident will have two votes.
- ARTICLE IV  
Officers and  
Directors
- Section 1 -   The Officers of this Corporation shall consist of a President, a Vice President, a Treasurer, and a Secretary.
- Section 2 -   The Directors shall total three (3) in number. The Officers and the Directors shall make up the Board of Directors of this Corporation.
- Section 3 -   The above Officers and Directors shall be elected at large from the membership of the Corporation as follows. Officers shall be elected for a term of one (1) year at each annual meeting. To allow for staggered terms of Directors, at the 2000 annual meeting: one (1) Director shall be elected for a term of one (1) year; one (1) Director shall be elected for a term of two (2) years; and; one (1) Director shall be elected for a term of three (3) years. Thereafter all Directors shall be elected for a term of three (3) years. Each Officer and Director elected at an annual meeting shall take office at the close of that meeting.

Section 4 - The above Officers and Directors shall be elected by the following procedure: Nominations for any position can be made by any member in writing to the Secretary prior to the annual meeting. Additional nominations may be made from the floor at the annual meeting. All nominations shall be made only with consent and approval of the nominee. If there are two or more candidates for the same office, the voting shall be by secret ballot. The candidate receiving the greatest number of votes shall be declared elected. Officers and Directors elected at the 2000 annual meeting shall be elected from the floor.

Section 5 - Each Officer and Director must be a member in good standing with the Corporation. A "member in good standing" is defined as a member of the Corporation who is current in the payment of dues. Should any Officer or Director during his/her term of office become a member of the Corporation who is not in good standing, the Officer or Director in question shall be notified of his/her impending disqualification and be given an opportunity to address the Board of Directors at its next regular meeting. If by the next following regular meeting of the Board of Directors (after the Board meeting where the Director in question is given an opportunity to address the Board), said Director is still defined a member of the Corporation who is not in good standing, by operation of this section (i) said Officer or Director shall automatically be removed from the Board and his/her position declared vacant, and (ii) this fact included in the minutes of the Board meeting.

ARTICLE V  
Duties of the  
Officers

Section 1 - The President shall preside at all meetings of the Corporation and the Board of Directors. The Treasurer shall sign all checks, and each check must be countersigned by either the President or Vice President.

Section 2 - The Vice President shall discharge the duties of the President in the absence of the President.

Section 3 - The Secretary shall keep the minutes of the regular and called meetings and the Board of Directors' meetings and shall read the minutes of all such meetings at the next regular meeting. The Secretary shall be responsible for all correspondence, in-coming and out-going, and shall present such correspondence to the President of the Corporation for consideration and action.

Section 4 - The Treasurer shall receive and deposit all dues and funds, make all authorized disbursements and keep an accurate book record of all transactions, and co-operate with the Board of Directors in the annual audit of the records of the Treasurer. The Board of Directors shall audit the books and records of the Treasurer within two weeks prior to the expiration of the terms of office of the duly elected Officers. The Treasurer shall present to the annual meeting a written

financial report.

Section 5 - The President shall insure that all meetings are conducted in accordance with Roberts' Rules of Order.

Section 6 - The duties of the Board of Directors shall be as follows:

- (1) To appoint a successor to any office, other than that of President, such appointee to serve until his successor is elected at the next regular election. Upon such a vacancy in office of President, the Vice President shall succeed to that office for the duration of the unexpired term.
- (2) To meet regularly before each meeting of the Corporation or at any special Board of Directors' meeting called by the President.
- (3) To actively assume full responsibility for conducting and maintaining the Corporation and all activities pertaining thereto.
- (4) To designate or select depositories for the funds of the Corporation.
- (5) A majority of the Board of Directors or 10 percent of the members of the Corporation, on written petition submitted to the President, shall be a mandate to the President to call a special meeting of the Corporation.
- (6) A quorum of the Board of Directors shall be four (4) members, provided that one of the four shall be the President or the Vice President.

ARTICLE VI  
Meetings

Section 1 - The annual meetings of the Corporation should be held during the month of January at a date, time, and place designated by the Board. Notice of the meeting shall be delivered to all members of the Corporation at least ten (10) days in advance of such meeting.

Section 2 - As provided in Article V, Section 5, the President shall call special meetings at a time and place designated by the Board, and the membership will be notified of any special meeting ten (10) days prior thereto.

Section 3 - A quorum for all general meetings of this Corporation shall consist of ten (10) percent of the membership of the Corporation.

ARTICLE VII  
Order of  
Business

The order of business shall be that as outlined in Robert's Rules of Order.

ARTICLE VIII  
Committees

All Committees shall be appointed by the President.

ARTICLE IX  
Amendments

The By-Laws may be amended at any meeting of the Corporation by a two-thirds majority vote of the members present, provided that notice of the proposed amendment was presented and read at the previous meetings and provided that written notice be sent to the members ten (10) days in advance of the meeting at which the ballot is to be taken.

ARTICLE X  
Removal of  
Officers and  
Directors

Section 1 - Any officer or director may be removed from office provided a written petition for such action shall be presented by fifteen (15) members of said Corporation to the Board of such Corporation, and said accused officer or director shall necessarily not sit as a member of said Board for this decision only.

Section 2 - The Board, with exception of said accused member of such body, shall hear all charges and complaints brought against the accused officer or director, and it shall be determined by a two-thirds majority vote, by secret ballot of the Board, if the case merits the consideration of the members of the Corporation.

Section 3 - In the event the Board finds the charges of complaints are substantiated and are serious enough for impeachment, then such charges shall be referred to the membership of said Corporation at an annual or special meeting and such recommendation of impeachment by the governing body shall only be sustained by a 2/3 vote by secret ballot of a quorum of the membership of the Corporation.