

BYLAWS OF THE CLOVERDALE-IDLEWILD ASSOCIATION
As Amended: January 2008

Article 1 - Name. The name of the Association shall be the Cloverdale-Idlewild Association (hereinafter referred to as "the Association").

Article 2 - Purpose. The purpose of the Association is to enhance community value through assisting the neighborhood in achieving the following objectives:

- 2.1.** Reduce burglaries and other crimes in the neighborhood through such programs as neighborhood watch, community policing, and other initiatives.
- 2.2.** Promote and coordinate community gatherings, fundraising activities, seasonal events and projects.
- 2.3.** Establish communication among members and residents using such methods as newsletters, flyers, telephone trees, e-mail lists, newspapers, community bulletin boards, web sites or other means.
- 2.4.** Keep residents informed of civic and legal developments affecting property use.
- 2.5.** Communicate neighborhood interests to city authorities and other agencies, and follow up to see that needed actions are taken.
- 2.6.** Participate in Montgomery's B.O.N.D.S. (Building Our Neighborhoods for Development and Success) Program to establish liaison with other neighborhood associations and city officials, and to obtain training.
- 2.7.** Erect and maintain appropriate signage designating the neighborhood.

2.8. Enhance historic preservation by monitoring compliance with property restrictions, helping residents comply, and when necessary reporting violations to the authorities.

2.9. Pursue neighborhood improvement and beautification projects and urban forestry initiatives.

2.10. Carry out an ongoing program for the enrollment of eligible households in the Association.

Article 3 - Address. The address of the Association shall be the residence of the President during his or her term of office, or as designated by the President.

Article 4 - Fiscal Year. The fiscal year of the Association shall be March 1 through February 28 (or 29).

Article 5 - Membership. Each household located in the Cloverdale-Idlewild Historic District shall be eligible to become a member of the Association. For purposes of these Bylaws, the term "household" is defined as a person or group of persons residing at a residential address in the District. The description of metes and bounds of the District shall be as published by the City as historic district designation, a copy of which is hereby incorporated by reference. Any member of any eligible household may register the household as an Association member either at a meeting or through any officer and by paying such dues as are required by these Bylaws. Membership is not transferable or assignable. Property owners who do not reside in the District are not eligible to become members of this Association.

Article 6 - Voting. Each dues-paid household may be represented at any meeting by one or more persons from that household, but each household may cast only one vote. In the event of disagreement among members of a household, they may cast proportional votes. For example, if three members of a household are present, they may each cast one third (1/3) of a vote.

Article 7 - Dues. Dues shall be \$25.00 per year or as otherwise set by the Executive Committee and approved by the membership. Dues shall be non-refundable. Dues are payable upon joining the Association and each January 1st thereafter, and shall not be prorated. Dues shall be used for administrative expenses and other costs consistent with the purposes of the Association as set forth in Article 2 of these Bylaws.

Article 8 - Meetings. General Meetings shall be held on the second Tuesday of each month at the Cloverdale Baptist Church at 7:00 p.m. unless otherwise scheduled by the Executive Committee with proper notice.

8.1. General meetings shall be held each month. The Executive Committee shall meet at the call of the president. Committees shall meet at the call of the chair. All members shall be encouraged to participate on committees. The February meeting shall be the Annual Meeting for election of officers.

8.2. Special meetings may be called by the President. If the president refuses to call a special meeting upon request of a member, a special meeting may be called by written agreement of three or more members of the Executive Committee, provided that either the President or Vice President is available to attend the special meeting. Notice of any special meeting of the general membership

shall be given to the membership at least 7 but not more than 21 days prior to the meeting. Special meetings shall be held in the neighborhood and notice shall specify the time, place and purpose. The agenda and action taken at a special meeting shall be limited to the purpose or purposes set out in the notice of the special meeting. Notice of any special meeting of the Executive Committee shall be given to all members of the Executive Committee. Notice of any change of date, time or location of the Annual Meeting shall state that the election of officers will occur. Any individual to whom proper notice is not given may waive the requirement for notice either in writing or by showing up at the meeting.

8.3. Quorum. A quorum for the transaction of business at any Association meeting shall be those members present at the meeting, provided that either the President, the Vice President or the 2nd Vice President must be present. A quorum for Executive Committee meetings shall consist of the President or Vice President plus two other members of the Executive Committee.

8.4. Procedure. Procedures at all meetings shall be that the President shall call the meeting to order and follow, to the extent possible, the written agenda prepared for the meeting. No vote on any matter shall be taken without a motion and second calling for vote on the issue included in the motion. A motion and second to end debate on an issue shall require the president or other presiding officer to close discussion on the issue and either call for a vote on the matter or table the issue for further consideration at a subsequent meeting.

8.5. Agenda. The presiding officer at each meeting shall be the President, Vice President, or 2nd Vice President in that order. The president shall prepare an agenda for all

meetings, which should be posted via e-mail on the Friday before the meeting for all general meetings and as early as possible for special meetings. Agendas should include, where possible, each of the following items: (1) call to order, (2) recognition of officers and visiting dignitaries, (3) introduction of new members and guests, (4) approval of minutes of the prior meeting, (5) President's report, including, (6) treasurer's report, (7) committee reports and any other officer reports, (8) unfinished business, (9) new business (at the Annual Meeting, election of officers), (10) adjournment. All requests to have items included on an agenda should be presented to the President at least seven (7) days prior to the meeting. Any matters brought up at the meeting which have not been properly submitted for the agenda shall be tabled for later action, except in an emergency as determined by the president or presiding officer.

8.6. Motions on New Business. Any motion on a matter of new business made at a general membership meeting shall be discussed at that meeting but shall not be brought to a vote unless the matter was included on the posted agenda as provided in Article 8.5. This rule may be waived by unanimous vote of the members (households) present except in the case of motions involving amendment of these Bylaws or expenditures of money.

8.7. Action on Motions. Passage of a motion shall require vote of a majority of the members (households) present unless otherwise prescribed by law or these Bylaws. Only members present at the meeting are entitled to vote; no member may vote by proxy. Votes shall normally be taken by voice vote or show of hands, except that upon motion with regard to any particular matter of business and passage thereof by two-thirds (2/3) vote of members present, a vote may be taken anonymously in writing and the count

verified by the presiding officer and either the secretary or one other officer of the Association as designated by the Executive Committee. The presiding officer at any meeting shall be entitled to vote all matters before the meeting in the same manner as any other member present.

8.8. Open Meetings. All meetings shall be open to the public. Residents who are not members of the Association shall be encouraged to attend but may not vote.

8.9. Minutes. Minutes of all meetings will be kept by the Secretary and be available upon request.

Article 9 - Officers ~~9.1.~~ Officers of the Association shall consist of the President, Vice President, 2nd Vice President, Secretary, Treasurer, the Immediate Past President (the latest previous president who is not currently serving in any office), and the Chairs of each standing committee set out below. The Executive Committee shall consist of all officers of the Association. The standing committees are the Membership Committee, the Programs and Communications Committee, and the Beautification Committee. Special committees shall be created or disbanded by majority vote of the membership, and chairs shall be designated by the Executive Committee. Chairs of special committees do not serve as Officers or on the Executive Committee. All responsibilities not delegated to specific committees shall be the responsibility of the Executive Committee.

9.1 Eligibility. Each officer shall be a member of the Association. Only those persons who have signified their consent to serve shall be nominated, elected or designated. No person shall hold two (2) offices at one time, except that the offices of

Secretary and Treasurer may be combined if the Executive Committee desires.

9.2. Term. Officers shall assume their duties immediately upon their election or designation, and shall serve until the next annual election meeting. Elected officers shall serve no more than two consecutive years in the same office.

9.3. Vacancies. A vacancy occurring in an office other than President shall be filled for the unexpired term by a person elected by majority vote of the Executive Committee. In case a vacancy occurs in the office of President, the Vice President shall serve as President and the 2nd Vice President shall serve as Vice President until annual elections are held.

9.4. Elections. Election of officers shall take place at the February meeting. Any seat not filled at the annual election due to the lack of a candidate shall be selected from the general membership by a majority vote of the Executive Committee and shall serve until the next annual election.

9.5. Powers and Duties of Officers. The day to day business of the Association shall be managed by the Officers of the Association, subject to the provisions of these Bylaws; provided that no officer nor the Executive Committee shall have authority to take action on behalf of or in the name of the Association without approval by majority vote of the membership taken at a general or properly-called special meeting. The President or Vice President may act as signatory agent to execute documents of behalf of the Association. Except as otherwise provided in these Bylaws, the Executive Committee shall fix the powers and duties of officers.

9.6. The Secretary shall ensure that complete and accurate minutes are kept of all

meetings and are made a matter of record, and shall cause proper notice of meetings to be published.

9.7. The Treasurer shall keep accurate accounts of all moneys of the Association received or disbursed and shall render to the President, the Executive Committee or the general membership, upon demand, an accounting of the financial condition of the Association and of all financial actions taken. The Executive Committee shall adopt written procedures for the expenditure of Association funds, including but not limited to, procedures for the reimbursement of expenses incurred by any Officer or member of the Association. Any written procedures adopted shall be distributed to all members of the Association in an appropriate manner as determined by the Executive Committee.

9.8. Committee Chairs, elected by each committee, shall be responsible to see that committee responsibilities are carried out, in addition to other responsibilities as designated by the Executive Committee.

9.8.1. The Programs and Communication Committee shall develop and implement programs, projects and events designed to achieve the goals of the Association, and shall attend to any publicity occasioned by meetings or events, coordinate and disseminate press releases and publications as approved by the Executive Committee, publish a periodic newsletter for members, and maintain the Association's communications network.

9.8.2. The Membership Committee shall maintain a directory of current members, organize membership drives, events and mailings for the purpose of increasing the membership of the Association, and solicit nominations for elections.

9.8.3. The Beautification Committee shall promote neighborhood beautification and appropriate planting and maintenance of trees, monitor compliance with historic preservation rules, maintain liaison with the Architectural Review Board, City Council, City Planning Commission and Board of Zoning Adjustment, and promote the understanding and awareness of laws and ordinances related to the objectives of the Association.

9.9. Compensation. Officers shall receive no compensation for their services but may be reimbursed for bona fide expenses incurred in the furtherance of Association business pursuant to procedures established as provided in 9.7. This section shall not preclude the Executive Committee from contracting with an Officer for accounting, legal or other services to the Association in a capacity other than as an Officer or member, except that such officer shall abstain from voting on any such decision.

9.10. Removal and Resignation. Any officer of the Association who has three (3) consecutive unexcused absences from duly called meetings may be removed from office by majority vote of the Executive Committee. Any Officer may be removed from office, with or without cause, by a two-thirds (2/3) vote of the entire Executive Committee assembled at a regular or special meeting with due notification of such action and the right to be heard. Any Officer may resign at any time by giving written notice to the Executive Committee or to the President. The resignation shall take effect when it is delivered unless the written notice states otherwise. In the event an officer is removed or resigns, a successor shall be selected from the general membership by a majority vote of the Executive Committee and shall serve until the next annual election.

Article 10- Equal Opportunity. The Association shall not discriminate against any person on the basis of race, religion, creed, disability, national origin, gender or age.

Article 11- Conflicts of Interest. Any member who receives any direct or indirect financial benefit from, or serves on the Executive Committee or Board of Directors of any organization, project or development that is being considered or negotiated with by the Association, or by any of the Association's committees or members in furtherance of Association business, must declare that affiliation and shall abstain from voting on any related issue. A conflict of interest shall be deemed to exist if that person is a member of the household or immediate family (spouse, son, daughter, father, mother, brother, or sister) of the beneficiary of any action of the Association.

Article 12- Complaints. Any complaint against the Association, or any of its officers or activities, shall be directed in writing to the Executive Committee, which shall respond in writing within five days of receipt of the complaint.

Article 13- Amendments to these Bylaws

13.1. Amendment by Members. Any five (5) members may propose an amendment to these Bylaws by filing a petition with the Secretary. Notice of the proposed amendment and its content shall be given to each member in the manner as required for notice of membership meetings. The proposed amendment shall be discussed at the next membership meeting and may be adopted at the following membership meeting by a two-thirds (2/3) vote of those members present and voting.

13.2. Amendment by the Executive Committee. Amendments may be proposed

by any officer or by a two-thirds (2/3) vote of the Executive Committee taken at any scheduled meeting of the Executive Committee at which a quorum is present or by written vote via e-mail. However, any amendment by the Executive Committee shall not be effective unless ratified by a majority vote of the members present and voting at the next membership meeting. Notice of the ratification vote shall be included in the posted agenda for the membership meeting at which the proposed bylaws change will be considered.

Article 14- Dissolution. The Association may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the membership of the Association. In the event of dissolution assets shall be donated to a reputable charity as determined by the Executive Committee. No assets shall inure to the benefit of any member of the Association.

Article 15- Severability. The invalidity or unenforceability of any particular provision of these Bylaws shall not affect any other provisions and these Bylaws shall be construed in all respects as if any invalid or unenforceable provisions were omitted.

Approved and Executed by Vote of the Membership, November 12, 2002. Amended and Executed by Vote of the Membership on February 8, 2005. Amended and Executed by Vote of the Membership on April 11, 2006. Amended and Executed by Vote of the Membership on March 13, 2007. Amended and Executed by Vote of the Membership on January 8, 2008.