

BY-LAWS OF SUN MEADOW
CIVIC ASSOCIATION

ARTICLE I

NAME

The name of this corporation shall be Sun Meadow Civic Association (hereinafter referred to as the "Association").

ARTICLE II

PURPOSE

The purpose for which the Association is formed is to engage in all activities necessary, useful or advisable to promote and enhance the social welfare of the homeowners of the Association, and to promote activities designed to further the health, safety and welfare of all homeowners of Sun Meadow Civic Association.

ARTICLE III

MEMBERSHIP

Section 1. Each person who is a record owner and resides in any living unit which is subject by covenants of records shall be eligible for membership in the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.

Section 2. A person described in Section 1 of this Article shall become a member of the Association in good standing upon payment of his annual dues as described herein. Each member of the Association in good standing shall be entitled to cast one (1) vote in any regular or special meeting.

Section 3. A suspended member shall be one who shall be in default in payment of any annual dues levied by the Association. A suspended member may neither exercise any voting rights nor may use any facilities owned, leased or operated by the Association until such time as dues have been properly paid.

Section 4. Each member in good standing shall be issued copies of the Association Newsletter and shall be entitled to exercise all other privileges of membership as the Board of Directors may determine from time to time.

ARTICLE IV

OFFICERS

Section 1. The officeholders of the Association, each of whom shall serve as a director, shall be as follows:

- A. President
- B. Vice-President
- C. Secretary
- D. Treasurer

Section 2. No member shall hold more than one office at a time, nor shall any member be eligible to succeed himself in any office.

Section 3. The initial officeholders shall be elected at the Association's first Annual Meeting. Thereafter, the President and Secretary shall be elected in even numbered years; the Vice-President and Treasurer shall be elected in off numbered years and the remaining Director shall be elected annually.

Section 4. The President shall preside at all meetings of directors and of the membership, shall sign all written contracts, checks and other obligations for the Association and shall perform all other such duties as are incident to his office.

Section 5. The Vice-President shall act in the absence or disability of the President with the same power and authority as the President. The Vice-President shall perform such other duties as may be assigned to him by the President.

Section 6. The Secretary shall keep the records and minutes of all meetings of the Association, shall give notice of meetings and shall be custodian of all books, records and papers of the Association.

Section 7. The Treasurer shall have custody of all money and securities of the Association, which shall be kept in such financial institutions designated by a majority of the Board of Directors. The Treasurer shall give bond in such sum and with such surety as the directors may require from time to time, conditioned upon the faithful performance of the duty of his office. He shall co-sign all checks of the Association. In the event of the absence or disability of the Treasurer, the Secretary shall have authority to co-sign all checks of the Association. The Treasurer shall prepare annually, for presentation at the Annual Meeting, an accounting of receipts and disbursements of the Association during the preceding year and the projected ensuing year's budget. The Treasurer shall maintain an official membership roll.

ARTICLE V

DIRECTORS

Section 1. The business and property of the Association shall be managed by a board of five directors, who shall be elected by the members. Each director shall be an adult member in good standing.

Section 2. Each director shall be elected by secret ballot at the prescribed annual meeting of the members, and shall commence his term of office at the close of said meeting.

Section 3. Dues and fees shall be set by the Board of Directors.

Section 4. Unless otherwise resolved by the Board of Directors, regular meetings of the Board of Directors shall be held on the third Wednesday of each month.

Section 5. Special meetings of the Board of Directors may be called by the President and shall be called upon the request of three members of the Board of Directors. All members of the Board of Directors shall be given two (2) days notice of a special meeting.

Section 6. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7. Any vacancy occurring in the Board of Directors shall be filled by the remaining members of the Board of Directors, even though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 8. Directors shall not receive a salary for their services, but a sum certain may be allotted by the Board of Directors to cover the expenses of the Directors incurred in connection with attendance at any meeting of the Board. Nothing contained herein shall be construed to preclude any director from serving the Association in another capacity and receiving compensation therefor.

ARTICLE VI

MEETINGS

Section 1. There shall be an annual meeting of the Association on the third Wednesday of September in each year. The board of directors and officers shall be elected at such meeting, subject to the provisions of Article IV herein, and any business properly coming before such meeting may be transacted.

Section 2. Special meetings of the members of the Association may be called at any time by the President, upon the request of three (3) members of the Board of Directors or upon the request of at least one-fifth of the members in good standing of the Association.

Section 3. Notice of the time of any annual or special meeting shall be given in writing by the Board of Directors to each member in good standing at least ten (10), but not more than thirty (30) days before the date of such meeting. In the event of a special meeting, the notice so given shall state the time, place, and purpose of such meeting.

Section 4. A quorum for the transaction of business at any such meeting shall consist of fifty (50%) of the members in good standing. If the required quorum shall not be present, the meeting shall be adjourned. A simple majority vote shall rule at all meetings of the Association.

Section 5. At all meetings of members, each member may vote in person or by proxy. All proxies shall be executed in writing by the member or by his duly authorized attorney-in-fact and shall be filed with the Secretary prior to the commencement of a meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his lot.

Section 6. The members of the Association shall have power, by a majority vote at any such meeting, to remove any director or officer.

ARTICLE VII

COMMITTEES

Section 1. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate such committees as it deems appropriate in carrying out its purposes, such as:

- (a) A civic committee which shall keep the Board of Directors well informed as to any external developments, whether governmental or private in nature, which would affect the health, safety or welfare of the Association;
- (b) A beautification committee which shall advise the Board of Directors on all matters pertaining to the maintenance, repair or improvement of Sun Meadow Addition and adjacent properties; except that the committee shall not conduct activities directed to the exterior maintenance of private residences;
- (c) A publicity committee which shall inform the members of all activities and functions of the Association, and shall, after consulting with the Board of Directors, make any public releases and announcements as are in the best interests of the Association. The Secretary shall serve as Chairman of the Committee;

provided, however, that none of the aforementioned committees shall have the authority to alter, amend, or repeal the By-Laws or Articles of Incorporation; to elect, appoint or remove any member of such committee or any Director or officer of the Association; to adopt a merger or consolidation with another corporation, or to authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association.

Section 2. Both committee chairmen and members of the committee shall be designated by the Board of Directors and shall serve at their pleasure.

Section 3. Unless otherwise provided in the resolution of the Board of Directors designating the committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 4. It shall be the duty of each committee to receive complaints from members on any matter involving Association functions, duties and activities within its field of responsibility. It shall either dispose of the complaints as it deems appropriate or refer them to any other committee, director or officer of the Association as is further concerned with the matter presented.

ARTICLE VIII

AMENDMENTS OF BY-LAWS

These By-Laws may be amended by majority vote at any annual or special meeting of the Members of the Association, provided that any provision of these By-Laws which is covered by the Articles of Incorporation may not be amended except as provided in the Articles of Incorporation or applicable law.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Association shall be from January 1 of any year through December 31 of such year.

ARTICLE X

NON-PROFIT STATUS - DISSOLUTION

The Association is not organized for pecuniary profit, nor shall it have any power to issue certificates or stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, trustee or individual. The balance, if any, of all money received by the Association from its operation, after payment in full of all debts and obligations of the Association of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purpose or purposes of the Association, as more particularly set forth hereinabove. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes, provided further that in no event shall any of the Association's assets or property, in the event of its dissolution, go or be distributed to any Director, member or individual, either for the reimbursement or any sums subscribed, donated or contributed by such Director, member or individual, or for any other purpose.