

BY-LAWS
OF AUDUBON PLACE
ASSOCIATION

Article I - Name

The name of the organization shall be Audubon Place Association.

Article II - Boundaries

Audubon Place Association is bounded by the alley north of Hawthorne Street, the alley east of Audubon Place, West Alabama Street, and Montrose Boulevard, on the north, east, south, and west, respectively.

Article III - Purpose

The purpose of the organization shall be to maintain the residential character of the community which this organization represents and to promote the civic and social welfare in the area defined in Article II.

Article IV - Membership

Section 1. Membership in this organization shall be open to all individuals eighteen (18) years of age and over who reside, own a business, or own property within the boundaries described in Article II.

Section 2. Membership is contingent upon payment of membership dues, as set forth in Article X.

Section 3. Each member in good standing shall receive one vote.

Article V - Officers

The officers of the organization shall consist of a President, a Vice-President, a Secretary, and a Treasurer, all of whom must be members in good standing of the association.

Section 1. The President shall be the principal executive officer of the association, the Chairman of the Executive Committee, an ex-officio member of all committees, and shall, in general, supervise and control all the business and affairs of the association. The President shall preside at all meetings of the members and of the Executive Committee, and shall conduct such meetings in accordance with "Robert's Rules of Order". The President shall have the authority to perform all duties incident to the office of President, to appoint all Committee Chairpersons, and to sign and execute all contract and instruments authorized by the membership or the Executive Committee, except those which are required by law to be otherwise signed and executed. The President shall,

thirty (30) days before the regular October meeting of each year, appoint a nominating committee to prepare a single slate of officers for service during the ensuing year. This slate, along with any candidates nominated by the membership, shall be presented to the membership at the regular October meeting. Only those candidates who are presented to the membership in October shall be allowed to stand for election at the regular November meeting, as set forth in Article V, Section 5.

Section 2. The Vice-President shall preside at meetings of the members and of the Executive Committee in the absence of the President. In the event the President is unable to act, the Vice-President shall perform all duties of the President. The Vice-President shall have the authority to perform all duties incident to the office of President that have been expressly delegated to the Vice-President by the President.

Section 3. The Secretary shall file, maintain, and act as custodian for all permanent records of the organization. The Secretary shall attend all meetings of the members and of the Executive Committee, and shall accurately record the proceedings at such meetings in a manner suitable for that purpose. The Secretary shall receive all communications for the organization, shall keep current membership lists and attendance records, and shall be responsible for all notices required by these by-laws but not otherwise assigned. The Secretary shall make available for inspection, for any proper purpose, at any reasonable time, by any member, the permanent records of the organization.

Section 4. The Treasurer shall have custody of and responsibility for all funds of the organization. The Treasurer shall keep a current record of all financial transactions, deposit all funds received by the organization in a bank or other depository selected by the Executive Committee, and disburse money as authorized by the membership or the Executive Committee. All checks issued in the name of the organization must be signed by the Treasurer and one other officer or in a manner to be determined from time to time by the Executive Committee. The Treasurer shall prepare and mail notices for all amounts payable to the organization no less than thirty (30) days before such amounts are due, and shall maintain a record of all members in good standing. The Treasurer shall be ready at any time to provide members of the Executive Committee with all information regarding the financial transactions of the organization, and shall present, every quarter, detailed financial reports to the membership. The Treasurer shall also make available for inspection, at any reasonable time by any member, the bank statements of the association.

Section 5. All officers of the organization shall be elected annually at the regular November meeting by a plurality vote of a quorum of the eligible members of the organization. Only members who are in good standing, and who have been in good standing for at least thirty (30) days, may participate in the election of officers. Officers shall be installed at the first general meeting in January and shall hold office for one (1) year.

Section 6. Officers shall be limited to serving two (2) consecutive terms in the same office but may serve in another capacity.

Section 7. A vacancy in an office shall be filled by a special election, to be held during the next regular meeting of the members. In the interim, the President may appoint any qualified member of the association to perform the responsibilities of the vacated office. Officers elected to fill vacancies shall assume office at the first general meeting following the special election and shall hold office until the next regular installation of officers.

Section 8. Any officer who fails to meet the obligations and responsibilities of his office may be removed from office by a two-thirds (2/3) majority vote of the membership.

Article VI - Executive Committee

Section 1. The Executive Committee of the organization shall be comprised of the officers of the organization, committee chairpersons, and the immediate past president. Effective 1/1/94, the immediate past president shall be an ex-officio member of the Executive Committee without vote.

Section 2. The President of the organization shall be the chairperson of the Executive Committee.

Section 3. The function of the Executive Committee shall be to set policies, to evaluate projects, to authorize contracts, and to act on behalf of the organization between meetings.

Section 4. The Executive Committee shall meet when called by the President or by any four (4) members of the Executive Committee. In the event of an Executive Committee meeting, a notice stating the time, date, place and purpose shall be given to all members of the Executive Committee at least 24-hrs before the meeting.

Article VII - Meetings

Section 1. The general meetings of the organization shall be held on the first Thursday of each month at a time, date, and place decided by the Executive Committee. A notice stating the time, date, and place shall be given to all members in good standing at least one (1) week before the general meeting or posted via signage within the boundaries described in Article II at least two (2) days before the general meeting.

Section 2. Variations to the date, time and place of the general meeting are as follows:

- There is no meeting in July;
- One meeting is moved to coincide with National Night Out, currently designated as the first Tuesday of August, location to be established no later than one month prior to that meeting;
- The December meeting is designated as the organization Christmas Party, location to be established no later than the November general meeting.

Section 3. In the event that the general meeting falls on a legal holiday, the time and date of the general meeting shall be set by the president at the preceding general meeting.

Section 4. Ten (10) members present at a meeting shall constitute a quorum for the transaction of business at a general meeting.

Section 5. Special meetings of the members may be called by the President, or not less than a quorum of the members. In the event of a special meeting, a notice stating the time, date, place and purpose shall be given to all members of the organization at least 24-hrs before the meeting.

Article VIII - Standing Committees

Section 1. The standing committees of this organization shall be Membership, Newsletter, Preservation and Security.

Section 2. All standing committee chairpersons shall be appointed by the President, unless such authority has been expressly delegated by the President. In the event the President is unable to act, standing committee chairpersons shall be appointed by the presiding Vice-President.

Section 3. One committee member shall be appointed by each standing committee chairperson; other committee members shall be nominated by the standing committee chairperson and approved by the President.

Section 4. All members of a standing committee shall continue as such until a new President is installed.

Section 5. Each standing committee may adopt rules for its own government not inconsistent with these by-laws, or with the policies established by the Executive Committee.

Section 6. Any member of a standing committee may be removed from that committee only by a two-thirds majority vote of the membership.

Article IX - Special Committees

Section 1. Special Committees shall be established by the membership or by the Executive Committee as the need arises.

Section 2. All Special Committee chairpersons shall be appointed by the President, unless such authority has been expressly delegated by the President. In the event the President is unable to act, special committee chairpersons shall be appointed by the presiding Vice-President.

Section 3. One committee member shall be appointed by each special committee chairperson; other committee members shall be nominated by the special committee chairperson and approved by the President.

Section 4. All members of a special committee shall continue until that committee is terminated by a new President, by a two-thirds majority vote of the Executive Committee, or by a two-thirds majority vote of a quorum of the members of the organization.

Section 5. Each special committee may adopt rules for its own government not inconsistent with these by-laws, the policies established by the Executive Committee, or the purposes for which the special committee was created.

Section 6. Any member of a special committee may be removed from that committee by the President, a two-thirds majority vote of the Executive Committee, or by a two-thirds majority vote of a quorum of the members of the organization.

Article X - Dues

Section 1. Annual membership dues shall be payable by January 31 of each calendar year. All other fees and assessments authorized by the membership are payable as determined by the Executive Committee.

Section 2. There shall be only one level of membership for all individuals who qualify for membership under Article IV. Dues for this level shall be determined at the regular November meeting by a quorum of the members of the organization.

Article XI - Procedure

"Robert's Rules of Order" shall be authorized for procedure in all points of order not covered by these by-laws.

Article XII - Amendments

These by-laws may be amended at any regular meeting of the organization, provided that amendments have been submitted in writing at the previous regular meeting. The adoption of the amendment shall require a two-thirds (2/3) vote in the affirmative of the members present.

AS AMENDED by the membership on the _____ day of _____, 2008.

President

Secretary