

BYLAWS

MACGREGOR WEST CIVIC ASSOCIATION, INC.

ARTICLE ONE - MEMBERSHIP

Membership shall be limited to include adult residents of the subdivision known as MACGREGOR WEST. Each house in good standing shall be entitled to a maximum of one vote. Payment of annual dues is the requirement to be a member in good standing.

ARTICLE TWO - DUES

Sec. 1 The annual assessments shall be set by the Executive Board and approved by the membership per unit/lot payable at the beginning of each fiscal year on September 01. Assessments are delinquent after October 01. Members shall then be notified in writing and if assessments are unpaid within 30 days, will be dropped as a member in good standing.

Sec. 2 Special assessments may be levied by a three-fourths vote of the members in good standing present or by written proxy, at any regular meeting or special meeting of the membership, provided such proposal shall first be approved by the Board of Directors, and that such proposal in writing shall have been delivered or mailed to the residence of each member at least ten (10) days prior to the meeting at which it is to be considered.

Sec. 3 Annual assessments are not refundable, but may be transferred for the remainder of the fiscal year to the new resident of the home. Assessments for entry into the Association may not be prorated nor will any refund be granted for any unused portion of the assessment year.

ARTICLE THREE - BOARD OF DIRECTORS

Sec. 1 The Board of Directors shall consist of seven (7) members in good standing selected by eligible member voters and shall be elected as follows: Nominations shall be made by a nominating committee consisting of a chairman and two (2) members, and submitted in writing ten (10) days before the Election Day. Nominations may be made from the floor at the election meeting. Election shall be held at the regular July meeting by written ballot with initially the seven (7) majority vote getters being the Board of Directors.

Sec. 2 The term of each member of the Board of Directors shall be two years except as hereinafter provided. At the initial election of the Board of Directors three (3) members will be elected for a one (1) year term and four (4) members elected for a two (2) year term. The determination of which members shall be elected for the one (1) year terms shall be made by drawing lots.

Sec. 3 Should a vacancy occur in the Board of Directors before expiration of his/her term of office, the Board of Directors shall nominate a successor to fulfill the unexpired term, to be elected at the next scheduled meeting.

Sec. 4 The Board of Directors shall conduct the business of the organization except as hereinafter provided by these Bylaws and Charter.

Sec. 5 A quorum of the Board of Directors shall be four (4).

Sec. 6 The Board of Directors shall meet once each month. The time and place will be determined by the Board of Directors.

Sec. 7 Special meetings 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.

ARTICLE FOUR - OFFICERS

Sec. 1 The Board of Directors immediately upon their election shall elect from among their own number the following officers for the term of one (1) year: President, Vice-President, Secretary, and Treasurer, the remaining three Directors will serve a term of one year. The President must have served on the Board of Directors in the past. Each member elected to the Board of Directors must have agreed to serve in any capacity as needed. Members elected as Board of Directors may be reelected in the following years.

Sec. 2 Should a vacancy occur in any office, a successor to such office shall be elected by a majority of voting members present at the next meeting.

Sec. 3 The President shall preside at all meetings of the organization according to the Robert's Rule of Order, Revised Edition, preserve order, enforce the Bylaws and exercise supervision of its affairs generally.

Sec. 4 The Vice-President shall assist the President in the discharge of his/her duties. He/She shall preside at all meetings of this organization and its 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/she shall perform all the duties of the President.

Sec. 5 The Secretary shall keep a full, true, and correct record of all proceedings of this organization, have charge of all 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, including receiving all communications and conducting all correspondence and notifying members of meetings. He/She shall maintain a list of register members in good standing and have such list available at all meetings of the membership.

Sec. 6 The Treasurer shall make a report to the membership of the financial condition of the Association at each regularly scheduled meeting. He/She shall receive dues from members. He/She shall also perform such other duties as are customarily performed by such officer.

ARTICLE FIVE - PROCEDURE

The Robert's Rules of Order, Revised Edition, shall be the authority for procedure in conducting all meetings of this organization, its Board of Directors, when not in conflict with the Bylaws of the Association.

ARTICLE SIX - MEETINGS

Sec. 1 A regular meeting of the membership of the Organization shall be held at the time and place designated by the Board of Directors upon ten (10) days notice to the membership. There shall be at least four meetings each year. A published agenda will be furnished to each member ten (10) days notice prior to the meeting.

Sec. 2 Special meetings of the membership may be called by the Board of Directors, the President, Vice - President, or ten percent (10%) of the members in good standing, upon ten (10) days notice to the members.

Sec. 3 Twenty-Five percent (25%) of the entire eligible voting units at any meeting shall constitute a quorum. A quorum shall be assumed to be present unless challenged in writing or orally before approval of the minutes at the next meeting.

ARTICLE SEVEN - ELECTIONS

Sec. 1 At the regular meeting next preceding the date for the election of officers fixed by these Bylaws, the President, with the advice of the Board of Directors, shall appoint a nominating committee of three (3), which committee shall report its recommendations and nominations for seven (7) Board of Directors at the election meeting. Elections of the first slate of officers will be nominated by the Board of Directors and nominations will be made from the floor.

Sec. 2 The members in good standing shall then be privileged to make nominations from the floor.

Sec. 3 Election shall be by written ballot.

Sec. 4 The presiding officer at elections shall appoint three tellers to count the vote.

Sec. 5 The presiding officer shall declare the result of the ballot by declaring the members receiving the majority of votes elected.

Sec. 6 After such declaration, the presiding officer shall ask if anyone wished to examine the ballots. Should there be no response, he/she shall order the ballots destroyed.

ARTICLE EIGHT - COMMITTEES

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

Sec. 2 The duties of all standing committees shall be defined by the Board of Directors.

Sec. 3 Committees shall have as many members as may be necessary to carry on the function of the committee.

Sec. 4 As a permanent committee, the Architectural Control Committee is provided for in the Deed Restrictions of MacGregor West Subdivision to review, control or restrict if necessary, construction or alteration of the existing construction. Plans for any alterations should be submitted to this Committee.

ARTICLE NINE - AMENDMENTS

These Bylaws may be revised, changed, or amended at any meeting, regular, or special, by a majority vote of members in good standing. A copy of such Revised Bylaws shall be furnished each member in good standing.

ARTICLE TEN - IMPEACHMENT PROCEEDINGS

Sec. 1 Any officer or member of the Board of Directors may be impeached for misfeasance or malfeasance of office or for actions contrary to the interest of the Association.

Sec. 2 To impeach an Officer or Board Member, it shall be necessary to file a written complaint against such person with the Board of Directors, over the signature of the complainant, by delivery of such complaint to the Secretary or President. Upon receipt of same, the recommendation or a statement that it will make no recommendation, to the next regular or special meeting of the Association; provided that should the date of any then pending regular or special meeting not be within thirty (30) days from date of consideration by the Board, the officer of highest rank not under accusation shall call a special meeting for consideration of such complaint for a date within fifteen (15) days after said Board meeting.

Sec. 3 A three-fourths vote of members in good standing present at the meeting at which impeachment is considered shall be required to impeach any officer. Upon such vote for impeachment, the office of the accused becomes vacant and shall be filled by election of a successor to same at the same meeting; should the President be impeached, the Vice-President automatically elevates to the Presidency and election shall be for Vice-President.

ARTICLE ELEVEN - FUNDS

The funds of this Association shall be deposited by the Treasurer in any bank approved by the Board of Directors. Checks shall be signed by the Treasurer and countersigned by any other elected officer designated to sign checks by the Board of Directors, two signatures being required in each instance. Expenditures exceeding \$100.00, will require the approval of a majority of the Board of Directors.

ARTICLE TWELVE - DISSOLUTION OF ASSOCIATION

No funds of the Association shall inure to the benefit of, or be distributable to, its members, directors, or other private persons, except that the Association shall be authorized and empowered to pay and distribute funds in furtherance of the Association, the Board of Directors shall, after paying or making provision for the payment of all the indebtedness of the Association, dispose of all of the Funds by giving them to any charitable organization that qualifies as an exempt organization 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.