

BYLAWS
of the
GREENACRES WOODWARD CIVIC ASSOCIATION
A Michigan Corporation
Revision -- March 1994

ARTICLE I -- NAME

The name of this organization shall be the GREENACRES WOODWARD CIVIC ASSOCIATION, hereinafter known as the GWCA.

ARTICLE II -- PURPOSE

The purpose of the GWCA shall be to promote the interests and welfare of the residents and property owners in the area bounded by Woodward Avenue, Livernois Avenue, Pembroke Road, and Eight Mile Road, hereinafter known as the Greenacres Woodward Community. Said purpose shall not involve pecuniary profit or gain to its directors, officers or members.

ARTICLE III -- MEMBERSHIP

Section 1. Qualifications

To become a member, a person shall

- a. be a bona fide resident or property owner within the Greenacres Woodward Community;
- b. be interested in furthering the purpose for which the organization exists;
- c. pay annual dues for membership, which shall include all adult resident members of the immediate family.

Section 2. Membership Year

The membership year shall run on a calendar year basis.

Section 3. Membership Dues

- A. Annual dues shall be fixed by the Board of Directors, payable January 1 through May 1 of that calendar year.
- B. Dues not paid by May 1 shall be considered delinquent and voting privileges are forfeited. A membership may be reinstated with full privileges for the remainder of the membership year by paying membership dues for that year.

ARTICLE IV – DIRECTORS

Section 1. Elected Directors

The affairs and business of the GWCA shall be governed by a board of sixteen (16) volunteer directors elected from the membership. Eight (8) directors shall be elected in one year, and eight (8) other directors shall be elected in the following year.

Section 2. Term of Office

The term of office for elected directors shall be two (2) years or until their successors are elected. The term of office shall commence immediately following the Annual Meeting.

Section 3. Nominations and Elections

- A. A Nominating Committee of three (3) directors shall be elected by the Board at the Board meeting in March of each year.
- B. The Nominating Committee shall meet to prepare a list of candidates who have consented to serve if elected to the positions that are vacant. This committee shall present such a slate at the Annual Meeting. After the Nominating Committee report is read at the Annual Meeting, the President shall call for further nominations from the floor.
- C. A plurality ballot vote shall elect.

Section 4. Vacancy in Office

- A. A vacancy on the Board of Directors shall be announced at any Board meeting and filled by nomination and election at the next Board meeting.
- B. If the vacancy occurs in the first year of a two (2) year term, the term of that office shall last until the next annual meeting, at which time the vacancy shall be filled by nomination and election for the remaining one (1) year of the unexpired term. If the vacancy occurs in the second year of a two (2) year term, the term of that office shall last only until the next Annual Meeting.

Section 5. Removal from Office

- A. Any Director who fails to attend three (3) consecutive meetings of the Board of Directors may be dropped from the Board by a majority vote of the directors present at any Board meeting.
- B. The Board of Directors, by a two-thirds ($\frac{2}{3}$) majority vote of the whole Board, may remove any director whenever, in its judgment, the welfare of the GWCA requires such removal.

ARTICLE V - - DUTIES OF DIRECTORS

- A. Directors shall make a good faith effort to attend monthly Board meetings and participate in the affairs of the GWCA.
- B. A volunteer Director shall not be held personally liable to the GWCA or its members for monetary damages for an unintentional breach of that Director's fiduciary duty. However, the individual Director may be held liable for an intentional breach of his or her fiduciary duty if his or her actions involved
 - 1. acts or omissions not in good faith;
 - 2. intentional misconduct or a knowing violation of law;
 - 3. a transaction from which the Director derived an improper personal benefit;
 - 4. an act or omission which is grossly negligent.
- C. The GWCA assumes all liability to any person other than its members for all acts or omissions of a volunteer Director.

ARTICLE VI -- OFFICERS

Section 1. Elected Officers

The officers of the GWCA shall be a President, a First Vice-President, a Second Vice-President, a Recording Secretary, a Corresponding Secretary and a Treasurer.

Section 2. Term of Office

The term of office for elected officers shall be one (1) year which will commence immediately following the May Board of Directors meeting.

Section 3. Nominations and Elections

The Board of Directors, at the May Board meeting, shall elect the officers from among themselves, by a plurality vote.

Section 4. Vacancy

A vacancy in the office of the President shall be filled by the First Vice-President for the remainder of the term. The Second Vice-President shall then become the new First Vice-President and a vacancy shall arise in the office of the Second Vice-President. In the case of a vacancy in office other than that of the President and the First Vice-President, the office shall be filled by an election from the Board of Directors for the remainder of the term.

Section 5. Removal From Office

The Board of Directors, by a majority vote of the whole Board, may remove any officer whenever, in its judgment, the welfare of the GWCA requires such removal.

ARTICLE VII -- DUTIES OF OFFICERS

Section 1. President

The President shall

- a. preside at all meetings of the GWCA and of its Board of Directors;
- b. be an Ex-officio member of all committees;
- c. call meetings of the Board of Directors or the GWCA whenever (s)he may deem it advisable, or when requested to do so in writing by a majority of the Board of Directors;
- d. correspond and/or meet with any and all outside groups or individuals in furthering the interests of the GWCA;
- e. appoint standing and special committees except as otherwise provided in the bylaws;
- f. appoint a parliamentarian at the first Board meeting after the Annual Meeting;
- g. appoint at least three (3) tellers from the membership for the Annual Meeting.

Section 2. First Vice-President

The First Vice-President shall

- a. assist the President as requested in the performance of that officer's duties;
- b. fulfill the duties of the President in his or her absence or disability;
- c. succeed to the office of President in the event of a vacancy in that office.

Section 3. Second Vice-President

The Second Vice-President shall

- a. serve as chairperson of the Membership and Block Representative Committee;
- b. fulfill the duties of the president in the absence or disability of both the President and First Vice-President;
- c. succeed to the office of First Vice-President in the event of a vacancy in that office.

Section 4. Recording Secretary

The Recording Secretary shall

- a. be the official custodian of all GWCA records;
- b. record the minutes of all meetings of the GWCA and its Board of Directors;
- c. serve as the registered agent of the GWCA and use his or her residence as its registered address;
- d. register annually the GWCA with all necessary authorities, and ensure that officers and directors listings on file therewith are current;
- e. perform such other duties as the Board of Directors shall require.

Section 5. Corresponding Secretary

The Corresponding Secretary shall

- a. give notice of all meetings of the GWCA and its Board of Directors;
- b. conduct general correspondence for the GWCA.

Section 6. Treasurer

The Treasurer shall

- a. serve as the chairperson of the Budget and Finance Committee;
- b. present an annual budget proposal to the GWCA at the December Board of Directors meeting for Board approval and adoption for the next calendar year;
- c. maintain such banking and investment accounts for the GWCA as shall be appropriate to its needs;
- d. collect all money due the GWCA and deposit it in the name and to the credit of the GWCA;
- e. maintain accurate records of receipts and disbursements of the GWCA;
- f. disburse funds and pay debts incurred by the GWCA as approved by the Executive Committee or the Board of Directors;
- g. arrange for an independent annual audit of the banking and financial records of the GWCA, at its expense, and present the audit at the annual meeting;
- h. give a bond in such sum as the Board of Directors may deem advisable, the cost of such bond to be paid out of the funds of the GWCA.

ARTICLE VIII -- MEETINGS

Section 1. Board of Directors Meeting

The Board shall meet the third Wednesday of each month, at a time and place to be designated by the Board. All business of the GWCA shall be reviewed and discussed at these Board meetings. All residents and property owners of the Greenacres Woodward Community are welcome to attend the monthly Board of Directors meetings.

Section 2. Annual Meeting of the GWCA

The Annual Meeting of the GWCA shall be held the first week in the month of May each year, at a time and place to be designated by the Board of Directors. The Board shall notify in writing all residents and property owners of the Greenacres Woodward Community of the date, time and location of the Annual Meeting at least one week prior to the meeting.

Section 3. Special Meetings

Special meetings of the GWCA may be called by the President and/or a majority of the Board of Directors. The Corresponding Secretary shall notify all residents and property owners of the Greenacres Woodward Community of such special meeting and its purpose at least one (1) week prior to the date of the meeting. Special meetings of the Board of Directors may be called by the President or a majority of the Board.

Section 4. Quorum

Nine (9) Directors shall constitute a quorum at all meetings of the Board of Directors for the transaction of any and all business. Ten percent (10%) of the members of the GWCA shall constitute a quorum for the transaction of business at any and all meetings of the GWCA, and for elections.

Section 5. Order of Business

The order of business at meetings of the GWCA and its Board of Directors shall be

1. Call to Order
2. Reading and Approval of Minutes
3. Reports of Officers
4. Reports of Committees
5. Unfinished Business
6. New Business and Elections
7. Program
8. Announcements
9. Adjournment.

ARTICLE IX -- EXECUTIVE COMMITTEE

- A. The Executive Committee of the GWCA and the Board of Directors shall consist of the officers of the GWCA. The Executive Committee shall conduct the affairs and business of the GWCA and report its actions at each meeting of the Board of Directors.
- B. The Executive Committee shall be empowered to act for the Board of Directors when it is not feasible to call a meeting of the Board. All action of the Executive Committee is subject to ratification by the Board of Directors.
- C. A majority of the Executive Committee shall constitute a quorum thereof.

ARTICLE X -- COMMITTEES

- A. There shall be the following Standing Committees:
 1. Budget and Finance
 2. Membership & Block Representatives
 3. Security & Police Relations
 4. Conservation
 5. Newsletter
 6. Special Events
- B. The President shall appoint, with the approval of the Board of Directors, such special committees as may be necessary to accomplish the purpose of the GWCA.

- C. Each committee shall be composed of a chairperson and at least one (1) other member.
- D. The chairperson of each committee, with the approval of the President, shall be authorized to appoint additional members to serve on subcommittees.
- E. Standing and Special Committees shall report to the Directors at each Board meeting.

ARTICLE XI -- DUTIES OF COMMITTEES

Section 1. Budget and Finance

The Budget and Finance Committee shall

- a. prepare an annual budget proposal in October of each year for the next year;
- b. review any fiscal matter as may be requested by the Executive Committee, the President or the Treasurer.

Section 2. Membership and Block Representative

The Membership and Block Representative Committee shall

- a. coordinate annual membership campaigns;
- b. keep a current list of all members of the GWCA;
- c. distribute written correspondence from the GWCA to its members as needed;
- d. welcome new residents to the Greenacres Woodward Community.

Section 3. Security & Police Relations

The Security & Police Relations Committee shall

- a. be responsible for maintaining contact with the Detroit Police Department and other law enforcement agencies concerning community security, crime statistics, and crime prevention programs;
- b. report crime statistics, security matters, and matters of public safety to the Board at each monthly meeting.

Section 4. Conservation

The Conservation Committee shall

- a. be responsible for ensuring maintenance of parks and commons areas within the Greenacres Woodward Community;
- b. disseminate resource information on property maintenance and improvement to residents and property owners in the Greenacres Woodward Community;
- c. endeavor to uphold community standards and city ordinances regarding property maintenance and appearance;
- d. serve as a liaison between the GWCA and local businesses within the community;
- e. be responsible for land use planning and community development activities of the GWCA.

Section 5. Newsletter

The Newsletter Committee shall

- a. oversee the editing, publishing, and distribution of the GWCA News;
- b. ensure that the newsletter staff abides by the standing rules for operation of the GWCA News as established by the GWCA Board.

Section 6. Special Events

The Special Events Committee shall

coordinate all special events of the GWCA as requested by the Board.

ARTICLE XII -- PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the GWCA in all cases in which they are not inconsistent with these bylaws or any special rules of order that the GWCA may adopt.

ARTICLE XIII -- AMENDMENTS

These bylaws may be amended by a three-fourths ($\frac{3}{4}$) majority of the members present at a called meeting of the GWCA. Proposed written amendments to these bylaws shall be included in the notice of the meeting at least two (2) weeks prior to the meeting.

Adopted: May 2, 1994