

BYLAWS OF THE JEFFERSON MANOR CITIZENS ASSOCIATION, INC.

ARTICLE I: MEETINGS

Section 1: Parliamentary Authority: Robert's Rules of Order, revised, shall be the parliamentary authority for all meetings of the Jefferson Manor Citizens Association, Inc. (JMCA).

Section 2: Annual Membership Meeting: The annual meeting of the JMCA shall be held in March of each year. A written notice, stating the time and place, will be published in the newsletter, not more than ten days or less than two days, prior to the annual meeting.

Section 3: Regular Membership Meetings: There shall be six regular meetings of the membership of the JMCA, including the annual membership meeting, each calendar year. Written notice, stating time and place, will be published in the newsletter not more than fourteen days or less than five days, prior to the meeting.

Section 4: Special Membership Meetings: A special meeting of the members of the JMCA may be called at any time by the President, or by a majority of the board members. Article I, Section 2, notice requirements will be applicable.

Section 5: Regular Board Meetings: There will be at least six regular meetings of the JMCA Board each calendar year.

Section 6: Special Board Meetings: Special meetings of the Board may be called by the President, or by request of any three members of the Board, by giving at least seven days notice of the time, place, and purpose of such special meetings.

Section 7: Number of Meetings: The number of Regular Membership Meetings or Regular Board Meetings may be reduced if approved by a majority vote of the Board.

ARTICLE II: VOTING AND ELECTIONS

Section 1: Quorum: A quorum at any meeting of the JMCA membership consists of twenty-five (25) of the voting members of the JMCA. A quorum at meetings of the Board shall consist of a majority of the Board members.

Section 2: Voting: Each member of the JMCA, as defined in Article VI, Section 1, is entitled to one vote to be cast in person on any matter brought to a vote at a membership meeting. Any disputes regarding membership or voting status will be resolved by the Treasurer.

Section 3: Nominating Committee: A nominating committee may be appointed by the Chairman of the Board prior to the annual membership meeting. A list of candidates for the

Board and offices of the JMCA may be included in the notice of the annual meeting. At the annual meeting nominations may be made from the floor, provided that the consent of the nominee is obtained.

ARTICLE III: BOARD

Section 1: Definitions and Management

The JMCA Board determines the policies of the JMCA, subject to the direction of the members of the JMCA.

BOARD: The "Board" consists of a maximum of nine JMCA members made up of four (4) Officers and five (5) Directors.

OFFICER: An "Officer" is defined as JMCA Board members elected to perform the duties of one of the following positions: President, Vice President, Treasurer, or Secretary. Officers are elected annually by the JMCA membership.

DIRECTOR: A "Director" is defined as a JMCA Board member elected to oversee, advise, and direct the policies and procedures of the JMCA Board. Directors are elected annually by the JMCA membership.

Section 2: Compensation:

Board members serve without compensation.

Section 3: JMCA Membership of the Board

All board members must be active members of the JMCA. All board members must reside in Jefferson Manor, except one of the directors. If more than one non-resident director is elected, a run-off vote will be taken to select one non-resident director and a special vote will be take to fill the remaining director positions. Board members may serve consecutive terms.

Section 4: Chairman of the Board: At the first meeting of the Board following the annual membership meeting, the Board will elect from among the directors a Chairman of the Board. The Chairman presides over all meetings of the Board, and is responsible for calling Board meetings and for notifying Board members of the time and place of such meetings. The Chairman may appoint another Board member to preside in his/her absence.

Section 5: Vacancies: If a candidate is available, any vacant officer or board member post will be filled by a majority vote of the members present at the next membership meeting. If possible, written notice of the nominated candidate will be published in the newsletter, not more

than ten days or less than two days, prior to the meeting at which the special election will be held. Nominations may be made from the floor, provided that the consent of the nominee is obtained. The elected candidate will served the remaining term of the vacant post.

Section 6: Removal of Officers and Directors: One-third of the voting members of the JMCA may petition for the removal of any officer or director from his/her position. Such petition shall be submitted to the President or the Secretary and shall specify the reasons for the removal. Upon receipt of such petition, the President or Secretary shall deliver a true copy of the petition to the subject officer or director, a special meeting of the members of the JMCA will be convened, for the sole purpose of acting on the petition for removal. If the officer sought to be removed is the President, the Vice President shall preside at the special meeting. At the special meeting, the officer or director sought to be removed will have an opportunity to answer the charges and to question all persons giving testimony. If two-thirds of the JMCA members present at the special meeting vote in favor of the removal of the officer or director, the post shall immediately become vacant and be filled according to the procedure in Article III, Section 5. A quorum for a vote to remove an officer or director is one-third of the voting members of the JMCA.

ARTICLE IV: OFFICERS

Section 1: President: The President presides over all meetings of the membership. He/she exercises general active management of the business of the JMCA and directs the execution of all policies and resolutions of the Board. The President may assign duties subject to the approval of the Board.

Section 2: Vice President: The Vice President performs the duties and exercises the powers of the President during the absence or disability of the President.

Section 3: Secretary: The Secretary attends all Board and membership meetings and keeps minutes of all meetings, including, on request, a record of the calling of a vote. Minutes may be taken by an alternate designated by the Secretary.

Section 4: Treasurer: The Treasurer has custody of all JMCA funds and shall keep full and accurate accounts of all receipts and disbursements. The Treasurer shall prepare an annual report of the cash receipts and disbursements for the prior calendar year. This report will be available at the annual membership meeting. The Treasurer is responsible for keeping a current list of the voting membership of the JMCA.

Section 5: Reporting: All officers, directors, or individuals assigned duties by the President shall report on their activities representing the JMCA to the Board.

Section 6: Modification: The duties and authorities of any of the officers may be modified by a majority vote of the Board. Any modification of duty or authority must be consistent with the Bylaws.

ARTICLE V: INSTRUMENTS

Section 1: Checks and Drafts: All checks, drafts, and orders for the payment of money shall be signed in the name of the JMCA by the Treasurer. In the temporary absence of the Treasurer, a check or draft may be signed by the President.

Section 2: Contracts: The President, with approval of the Board, may designate persons who shall have authority to execute any instrument on behalf of the JMCA.

ARTICLE VI: MEMBERSHIP AND DUES

Section 1: Membership: Residents over 18 years of age of the Jefferson Manor Subdivision and non-resident owners of property in the Jefferson Manor Subdivision are entitled to membership, upon paying the membership dues.

Section 2: Dues: The yearly membership dues shall be set by a majority vote of the members at each annual membership meeting. The dues year begins on January 1 and ends on December 31.

Section 3: Honorary membership: The Board is authorized to extend honorary membership to any person or other entity. Honorary members are not eligible to vote or to hold office, unless otherwise qualified for voting membership.

ARTICLE VII: MISCELLANEOUS

Section 1: Committees: Committees chairpersons are appointed by the President upon recommendation and approval of the Board. Committees report to the Board. Adhoc committees may be formed at the discretion of the President or by a majority vote of the Board.

Section 2: Amendments to the Bylaws: These bylaws may be amended or repealed in whole or in part by the affirmative vote two-thirds of the voting members present at any regular or special meeting of the membership of the JMCA.

Section 3: Bylaws Effective Date: These bylaws became effective by the vote of the membership on Tuesday, September 20, 2005.