

Newport Hills Community Club

By-Laws

Article I Scope of Bylaws

Section 1. The written Bylaws prescribe internal operating procedures for Newport Hills Community Club, Inc.

Section 2. All references herein to the "Club" shall apply to Newport Hills Community Club, Inc.

Article II Membership and Dues

Section 1. Any household (those living together in the same dwelling) or family residing within the boundaries of the Club as established by the Board of Directors shall be eligible for membership.

Section 2. Any such household or family may become a member of the Club by paying the annual membership dues any time after January 1st of any year and shall remain a member through March 31st of the following year.

Section 3. Each member of the Club shall have one vote on business.

Section 4. Dues as established by the Membership prior to the year for which they are applicable are voluntary.

Section 5. Any changes in Dues must be approved by the Membership at a General Membership Meeting and such changes shall take place on January 1st of the following year.

Section 6. The entire Membership of the Club shall be divided into numbered "Areas" and each area shall be served and represented by a Trustee.

Article III Board of Directors

Section 1. The Board of Directors for the Club shall consist of Officers, Trustees and the immediate Past President.

Section 2. Officers of the Club shall consist of a President, Vice President, Secretary and Treasurer. Each of the offices of President, Vice President, and Secretary may be shared by two Members; provided, however, that in the event any such position is shared, it shall only have one vote in Board matters.

Section 3. Only one member of a household may serve as an Officer (including Past President) or Trustee at any given time, so that no Club Member has more than one vote on the Board. ~~Terms of office for the Officers and immediate Past President positions are one year.~~

Section 4. The number of Areas, the number designation for each Area and the boundaries for each Area shall be determined by the Membership Chair and voted on by the Board of Directors.

Section 5. There shall be one Trustee for each Area of the Club. Trustees shall serve for one year term.

Article IV Duties and Responsibilities of the Board of Directors

~~(See Board of Directors and Members Information Handbook for additional details)~~

Section 1. The President shall preside at all meetings other than committee meetings at which he or she is in attendance, shall be a non-voting member of all committees, shall act as coordinator of all committees and their activities, and shall direct the Club in all other ways according to these Bylaws.

Section 2. The Vice President shall act as an aid to the President, and shall perform the duties of the President in the absence of the President.

Section 3. The Secretary shall maintain the Club records and files, record the minutes of each meeting and shall perform such duties as may be delegated to the office by the President.

Section 4. The Treasurer

A. The Treasurer shall receive and deposit in a bank account(s) all monies of the Club, keeping an accurate account of the same.

B. The treasurer shall disburse monies for the following:

i. Items approved in the Budget (See Article V, Section 6)

ii. Items added to the Budget and approved during a Board of Directors Meeting (See Article VI, Section 5)

iii. Items added to the Budget and unanimously approved by the Officers (See Article VI, Section 5)

B. The Treasurer shall maintain records of financial accounting for receipt and expenditures of Club Funds.

C. The Treasurer shall present an accounting at each regular Board meeting, and at each General Membership meeting, showing monthly and year-to-date revenue (by category), expenditures, and opening and closing bank balances. If the Treasurer is unable to attend a meeting, accounting details should be delivered to another Officer to be presented. ~~The treasurer shall present a detailed accounting at each regular meeting showing revenue, expenditures and bank balance.~~

D. The Treasurer's accounts shall be reviewed during the first ~~sixty (60) thirty (30)~~ days of each calendar year by the Audit Committee consisting of at least two Board Members appointed by the President.

E. All books of the Treasurer shall be open for inspection at all times to any member of the Club.

Section 5. Trustees shall serve their respective Areas by attending General Membership Board meetings at least once per quarter, attending General Membership meetings, and assisting with the Club's events and activities. They shall also serve as a conduit of information from the Board of Directors to their assigned area and vice versa. Trustees shall distribute, either personally or through others, the Club's "doorhanger" or other physical flyers to all residences within their Area. Using the Board-approved template, Trustees may collect names, physical and email addresses and phone numbers, and dues from Club members of residents in their areas and other NH Club members residents known to the Trustee. This information will only be used to keep Club members the neighbors informed about Club activities and on issues of concern to the community and to encourage membership. They may also recruit Block Captains to help with these duties.

Section 6. The Officers of the Club Shall prepare a budget for the forthcoming year and present it for the approval of the General Membership at the first General Membership Meeting following their election. The budget shall be no greater that 90% of the projected income for the coming year with a 10% Contingency Fund. The Contingency Fund shall be used for any item not in the budget subject to approval by the Board of Directors at a Monthly Board Meeting.

Section 7. The Board of Directors shall meet each month and shall act as representatives at large for the Membership. They shall review and decide what action to take on all matters of business that come before them at Board Meetings. They shall review all proposed amendments to the Bylaws and make recommendations to the membership. Policy positions and actions taken by the Board of Directors in dealing with governments and entities external to the Club shall be timely published in the Newsletter.

Section 8. All Board of Directors (Officers and Trustees) shall transfer all records and documents pertaining to their individual responsibilities to the incoming Officers and Trustees prior to the end of the year and shall work with incoming Officers and Trustees as required to make a smooth transition between outgoing and incoming Board Members.

Article V Meetings

Section 1. Board of Directors Meetings shall take place each month (may be cancelled by vote of the Board in months in which there is a General Membership Meeting) except March and October. One third of the total Board members then in office shall constitute a quorum for the transaction of business at any Board meeting. In the event that neither the President nor the Vice President will be able to be present at any regular Board meeting, the President may cancel or reschedule such meeting; or the meeting may proceed, but shall not be considered a Board meeting for purposes of official action by the Board. In the event that the Secretary is not present at any Board meeting, the Officer presiding at such meeting shall designate one of the Trustees to act as Secretary for the meeting. These meetings may be referred to as Board Meetings.

Section 2. General Membership Meetings for entire Membership shall occur twice per year, in the spring and in the fall. Ten percent of the total members of the Club at the call to order of such meeting shall constitute a quorum for the transaction of business at the meeting. In the event that the Secretary is not present at any General Membership Meeting, the President shall

designate one of the Trustees who is present to act as Secretary for the meeting in March and October.

Section 3. Executive Board Meetings shall take place when scheduled by the President for Officers of the Club only.

Section 4. Special Meetings may be called by the President, by a majority of the Board of Directors or by ten (10) or more members submitting a written request to any member of the Board of Directors specifying the purpose for which meeting shall be called; notice shall be given, to all members in good standing on the day before the date such notice is first given. The notice shall specify the purpose for which the meeting is called, and the date of the meeting shall be not fewer than 10 nor more than 60 days following the date of such notice. Notice of special meetings of the Club membership shall be posted on the Club's website and sent via email to all Members. Special Meetings of the Board of Directors may be called by the President, the Secretary, or at least 20 percent of the Trustees then in office, by giving notice of the date, time and place of such meeting to the Board at least 48 hours in advance of the meeting. Participation in any meeting shall constitute waiver of notice.-

Section 5. The Board of Directors shall attend all Board Meetings, General Membership Meetings and Special Meetings. Committee Chairpersons shall attend all Board Meetings, General Membership Meetings and Special Meetings when needed.

Section 6. Board of Directors Meetings, General Membership Meetings and Special Meetings are open to all Members.

Section 7. Executive Meetings, Retreats, Committee Meetings and other such meetings shall be scheduled and held as needed by the President, Officers and Committees.

Section 8. Times and places of all Board Meetings and General Membership Meetings shall be determined by the incoming President, posted on the Club's website and published in the Newsletter.

Section 9. If approved by the Board, and subject to the notice requirements set forth in Section 11 below, Members of the Club may participate in a meeting of Members by means of conference telephone, Zoom or similar electronic means by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

Section 10. If approved by the Board, and subject to the notice requirements set forth in Section 11 below, members of the Board may participate in any meeting of the members of the Club, the Board, or any committee thereof, by means of a conference telephone, Zoom or similar electronic means by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

Section 11. If any membership or Board meeting is to be conducted in whole or in part via telephone, Zoom or similar means, notice to the members or the Board, as applicable, shall be delivered via email (or other means which the member or Board member has authorized) and shall provide complete instructions for participating in the meeting by remote communication.

Section 12. The Board may take any action required or authorized by these bylaws by unanimous written consent.

Article VI Club Business and Voting

Section 1. The Fiscal Year for the Club shall be from April 1st through March 31st.

Section 2. Any business may be transacted at any Board Meeting or General Membership Meeting according to the following Sections of this Article.

Section 3: Any business transacted by any Member pertaining to and/or affecting the Membership outside of any Meeting shall be presented to the Board of Directors in writing or verbally at any Meeting prior to any action whenever possible.

Section 4. The nature of business at Executive Special Meetings and other meetings shall be limited to that specified in the call of such meeting.

Section 5: Budget Revisions can take place in two ways:

A Revision proposed by any member of the Board, presented orally and in writing to the Board of Directors by its sponsor at a Board or Special Meeting; reviewed by the Officers and recommendations given by the Officers to the Board of Directors at the same meeting. Approval of any such Budget Revision shall be by a (2/3) two thirds vote in favor of the Revision. Any Budget Revision (addition) cannot exceed the Contingency Reserve set aside in the original Budget.

A Revision to the existing Budget by any Officer and approved by unanimous vote of the officers provided such Revision does not exceed 50% of the current balance of the Contingency Reserve. Such revisions if not made during a Board Meeting shall be recorded by the Secretary and reported at the next Board of Directors Meeting.

Section 6. A ballot shall be used for the election of Officers and Trustees and will be distributed to Club members only. A plurality vote will decide the winning candidate.

~~Section 7. An amendment of the Bylaws will require a two-thirds (2/3) of the total Club members voting for approval of such amendment at a General Membership Meeting. (See Article IX)~~

~~Section 8. An amendment of the Board of Directors and Members Handbook will require two-thirds (2/3) of those voting for approval of such amendment at a Board of Directors Meeting. (See Article XI)~~

Section ~~9~~7. In all other voting matters, a majority vote of those Club members voting will decide the issue by a show of hands.

~~Section 10. At Board of Directors Meetings, a quorum (those eligible to vote) shall consist of the incumbent Board of Directors (Officers and Trustees) in attendance at the meeting.~~

~~Section 11. At any General Membership Meeting a quorum shall consist of those Club Members in attendance at the meeting.~~

~~Section 12. Prior to any Special Meeting, the Board of Directors shall establish a definition for a quorum for that Special Meeting.~~

Article VII Nomination, Elections, Vacancies and Terms

Section 1. Officers and Trustees shall be elected by ballot at the last General Membership Meeting of each year. Officers shall serve for (1) one year. Trustees shall serve for one year.

Section 2. The Vice President shall be the successor to the office of the President for the subsequent year. The immediate Past President shall be a voting member of the Board of Directors for the subsequent year.

Section 3. One person may serve as President more than one term provided that (a) that person serves as Vice President and Past President according to Section 32, or (b) there is no other candidate for President and such person is elected by the Members at a General Membership Meeting. A person who is neither a current nor a previous Officer may run for President if there is no other candidate for President and such person is elected by the Members at a General Membership Meeting.

Section 4. There are no term limits for Secretary, Treasurer or Trustees.

Section 5. A vacancy occurring in the office of President shall be filled by the Vice President. The Board of Directors will make appointments to fill other vacant offices and/or Trustee positions.

Section 6. Any Board of Director position may be declared vacant if the person holding that office or position (a) fails to pay Club dues, (b) fails to perform the duties of such position, including but not limited to attending at least one Board meeting per quarter, distributing (personally or through others) the club's "doorhanger" or other physical flyers, and assisting with execution of the club's events and activities, or (c) is determined by two-thirds (2/3) vote of the Board at a meeting at which a quorum is present to have a conflict of interest with the Club. Any such declaration of vacancy must be preceded by giving notice to the affected person and all other Board members in writing seven (7) days prior to the Board meeting at which such declaration is proposed to be made, and this matter shall be included on the agenda for such meeting. Delivery by email is an acceptable notice for this purpose. Such declaration of vacancy must be adopted by a two-thirds (2/3) vote of the Board at a meeting at which a quorum is present. ~~is found to be incapable for any reason, including but not limited to conflict of interest or unwillingness to perform the duties of that office, by two-thirds (2/3) vote of the Board of Directors. Any such declaration of vacancy must be preceded by giving notice to the affected person in writing seven (7) days prior to the Board Meeting at which such declaration is made.~~

Section 7. Terms of all offices shall begin on January 1st and end on December 31st for either one or two years depending on the office.

Section 8. Officers and Trustees shall be nominated by a Nominating Committee appointed by the President and approved by the Board of Directors. Additional Nominations may be made from the floor, with permission of the candidate. All candidates must be members of the Club.

Article VIII Committees

Section 1. The President shall appoint all Committee Chairpersons designating whether the Committee is Standing or Special. Additional committee members shall be appointed by the Committee Chairperson as required.

Section 2. The Standing Committees shall be:

- Advocacy (includes Land Use and Community Appearance, Merchant Liaison, Government Liaison, Public Safety)
 - Communications (includes E-Newsletter, Doorhangers, Website, Social Media)
 - Events (includes Youth Activities, Community Outreach, Volunteer Appreciation)
 - Membership and Nominating
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- ~~• Membership (Newsletter distribution and Annual Membership Drive)~~
 - ~~—Newsletter~~
 - ~~—Audit~~
 - ~~—Nominating~~
 - ~~—Website~~
 - ~~—Volunteer Appreciation~~
 - ~~—Youth Activities (Such as the Spring Egg Hunt and Santa Claus Tour)~~
 - ~~—Community Outreach (Events such as the 4th of July Picnic and Car Show)~~
 - ~~—Land Use and Community Appearance~~
 - ~~—Merchants Liaison~~
 - ~~—Government Liaison~~
 - ~~—Public Safety~~

Section 3. All members of Standing Committees must be members of the Club.

Section 4. Committee work and discussions of issues should take place outside Board and General Membership Meetings. Reports and recommendations shall be made by Committee Chairpersons to the Membership at Board and General Membership Meetings.

Article IX Amendments to Bylaws ~~(Amended March 2006)~~

Section 1. In general. Any amendment to these bylaws may be proposed by any member of the Board or of the Club to the Board, either at a Board meeting or via email to the Club. Any proposed amendment may be adopted by vote of the Board alone, as provided in this article, except amendments which affect the rights of the members of the Club as provided in Section 3(a) of this article.

Section 2. Amendments by the Board. Any proposed amendment other than an amendment described in Section 3 of this article may be made by unanimous vote of Board, either at a meeting at which all Board members are present or by written consent under Article V,

Section 12 of these bylaws, as described in this section, and shall be effective immediately upon its adoption unless otherwise provided by the Board.

Section 3. Amendments requiring member approval. Amendments affecting the rights of the members of the Club enumerated in paragraph (a) of this section must be approved by vote of the members in accordance with the procedure set forth in paragraph (b) of this section. Notwithstanding the foregoing, amendments in the nature of technical corrections or to conform to changes in applicable law may be made by the Board, without the approval of the members of the Club, as described in Section 2 of this article.

- (a) Members of the Club shall have the right to approve amendments to these bylaws that affect:
1. The right of members to vote (Article II, Section 3)
 2. The right of members to approve changes in Club dues (Article II, Section 4)
 3. The right of members to approve the Club's annual budget (Article IV, Section 5)
 4. Quorum requirement for General Membership Meetings (Article V, Section 2)
 5. The right of members to call for a Special Meeting of the Board or of the members of the Club (Article V, Section 4)
 6. The right of members to notice of Board and membership meetings in accordance with Article V, Section 8.
 7. The limitation of business at any Special Meeting to that specified in the call of such meeting (Article VI, Section 4).
 8. The right of members to approve changes to these bylaws to the extent and in the manner provided in this Article IX.
- (b) Any proposed amendment that requires member approval shall be posted on the Club website for at least 20 days prior to the General Membership Meeting at which it is proposed to be adopted, and notice of such proposed amendment and its availability on the Club website shall be published in the Club's e-newsletter emailed to members at least 14 days before such General Membership Meeting. Comments from the General Membership on such proposed amendment shall be forwarded to the Board. A hard copy of each proposed amendment shall be offered and made available to any Member who requests one. At the General Membership Meeting at which an amendment or amendments are proposed to be adopted, and at which a quorum is present, each amendment shall be presented to the members and an opportunity for questions and discussion provided. If there are multiple amendments considered, they may be voted on as a group by the members unless any member objects to that procedure or to any specific amendment. In the case of objection, voting shall be on each amendment separately (if the objection is to the procedure) or separately on the specific amendment to which the member objects. Approval of any amendment shall require a [simple majority] [two-thirds] vote of the members present at the meeting.

Section 4. Publication of Amended Bylaws. Within 14 days following approval of any amendment to the bylaws, the Secretary shall cause a complete copy of the bylaws, as amended, to be posted to the Club's website.

~~Section 1. Proposal and First Reading: Proposed amendments to these Bylaws shall be first submitted by any Club Member, in writing, to the Board of Directors and read at any Board or General Membership Meeting. The Board shall then discuss the Proposal and pass, amend, postpone or refer it to committee. This initial process may take one or more Board Meetings. The resulting Proposal shall be posted on the Club Website for at least 20 days and comments from the General Membership shall be forwarded to the original Sponsor of the Amendment(s).~~

~~Section 2. Final Wording of Proposed Amendments: After considering comments from the General Membership, the Sponsor may further amend the Proposal and submit it for approval at a Board or General Membership Meeting. Approval of this Proposal with any further amendments made during the Meeting shall become the Final Wording. The Final Wording of the Proposed Amendment(s) shall be posted on the Club Website and published in the Newsletter for review by the General Membership, then submitted for Adoption at the next General Membership Meeting following the Newsletter in which the Final Wording was published. A hard copy of the Proposed Amendment(s) shall be offered and made available to any Member who requests one. If the Proposal is not approved it may be amended and re-submitted according to Section 1 above.~~

~~Section 3. Adoption of Amendments. The Final Wording of the Proposed Amendment(s) shall be adopted after a vote is taken at the General Membership Meeting following approval of the Final Wording at a previous Meeting according to Sections 1 and 2 above.~~

~~Section 4. Voting: Written copies of the Proposed Amendments to the Bylaws shall be made available at all Meetings at which they will be considered, and the proposals shall be read prior to discussion and vote by the Members. Voting for amendments shall be in accordance with Article VI, Section 7.~~

Article X Parliamentary Procedure

Roberts Rules of Order shall govern the proceedings of this Club where not in conflict with the Articles of Incorporation and these Bylaws.

~~Article XI—Board of Directors and Members Information Handbook~~

~~Section 1: A Board of Directors and Members Information Handbook shall be maintained by the Club. It shall contain the following information:~~

- ~~—Club Mission Statement~~
- ~~—Business Conduct~~
- ~~—A list of Partnerships and Affiliations~~
- ~~—Club Business Information~~
- ~~—Roles and Responsibilities for all Officers, Trustees and Standing Committee Chairpersons~~
- ~~—A list of Current Officers, Trustees and Standing Committee Chairpersons~~
- ~~—Calendar of Meeting Dates and Activities for the current year~~

- ~~—Club Budget for the current year~~
- ~~—List of Currently Active Goals~~
- ~~—A Record of Resolutions and Motions~~

~~Section 2: Amendments to this Handbook shall be made by submitting changes in writing to the Board of Directors and read at a Board Meeting. Approval of such changes shall require two thirds (2/3) of those voting at the Board Meeting.~~

Amended October 2010:

Article III, Section 5

Article IV, Section 5

Article VII, Section 4