

ARTICLE I - NAME

Section 1. The name of the Corporation is Mountainbrook Civic Association, herein-after referred to as "Association".

ARTICLE II - MEMBERSHIP

Section 1. Each household, consisting of its adult members, located in Mountainbrook subdivisions number 1-6 in the city of Charlotte, Mecklenburg County, State of North Carolina, shall constitute a member of the Association upon payment of dues as hereinafter provided.

ARTICLE III - MEETINGS OF THE MEMBERSHIP

Section 1. The annual meeting of the membership shall be held in January of each year at a time and place designated by the Board of Directors.

Section 2. Special meetings of the membership may be called by the President, any seven (7) Directors, or by no less than one-fourth of the member households.

Section 3. Written or printed notice, stating the place and time of the meeting and, in the case of special meetings, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than thirty days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Board of Directors, or the members calling such meeting to each member Household.

Section 4. Representatives of fifteen member households shall constitute a quorum at a meeting of the membership. The members present at any duly called meeting may continue to conduct business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 5. Each member household shall be entitled to cast one vote or to half votes on any question.

Section 6. Any vote by the members, except for the election of Directors, may be conducted by mail if so ordered by two-thirds of the Board of Directors. Ballots and reasonable explanation of the matter to be voted on shall be delivered personally or by mail to each member Household at least ten days before the date specified as the last date for return of ballots. A mail vote shall be valid only if valid ballots are timely returned by at least one-half of the member Households.

Section 7. Only members in good standing as defined in Article IX shall be eligible to cast a vote at the annual or any special the Association or any postponement thereof.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of twelve (12) adult and one (1) youth Director for a total of thirteen (13) Directors. The adult Directors shall be members in good standing of the Mountainbrook Civic Association.

Section 2. The member households shall elect Directors at the annual meeting of the Association by majority vote as follows.

- A) Directors shall serve for a term of three (3) years each. No Director shall serve consecutive three year terms as a Director.

- B) One (1) Director, who shall not be more than eighteen (18) years of age at his or her election, for a term of one (1) year.
- Section 3. Each Director shall take office immediately upon election, and shall serve until his or her death, resignation, disqualification, removal or until his or her successor shall have been duly elected and qualified.
- Section 4. A vacancy occurring in the Board of Directors shall be filled by a majority vote of the remaining Directors, though less than a quorum, and a Director so appointed shall hold office for the balance of the term of his predecessor.
- Section 5. Any Director who is absent from three consecutive regular board meetings without excuse shall be deemed to have resigned.
- Section 6. Any Director may be removed for cause by a 2/3rds affirmative vote of the Board of Directors present and voting.
- Section 7. Directors shall not receive compensation for their services as Directors. A Director may be compensated for services rendered beyond the scope of his office, and may be reimbursed for expenses incurred in attending to corporate matters.

ARTICLE V - MEETINGS OF DIRECTORS

- Section 1. A regular meeting of the Board of Directors shall be held immediately following the annual meeting of the Association.
- Section 2. Other regular meetings of the Board of Directors shall be held at such place and time as the Board of Directors by resolution shall select. No other notice of such meetings shall be required unless the meeting is postponed or adjourned.
- Section 3. Special meetings of the Board of Directors shall be called by the President or any four (4) Directors, provided written notice of such meeting is given to all Directors by the usual means of communication at least three days prior to such meeting. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called.
- Section 4. All meetings of the Board of Directors shall be open to any member of the Association who wishes to attend.
- Section 5. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- Section 6. Except as otherwise required by the laws of North Carolina or these By-Laws, the act of a majority of Directors present and voting at a meeting at which a quorum is present, shall be the act of the Board of Directors.
- Section 7. The Board of Directors may act without holding a formal meeting, and such action is the act of the Board of Directors, provided written approval of such action is obtained from two-thirds of the Directors within seven (7) days after the action is taken. Such approval shall be filed with the minutes of the proceedings of the Board of Directors.

ARTICLE VI OFFICERS

- Section 1. The officers of the Association shall be elected by the Board of Directors at the January regular meeting of the Board and shall consist of a President, Vice-President, Secretary, and Treasurer. The officers so elected by the Board of Directors shall serve both as officers of the Board of Directors and in like capacity in the management of the Association's business.
- Section 2. Each officer position shall be for a period of one-year of the 3 year Director term. The officer shall take office immediately upon election, and shall hold office until his death, resignation, retirement, removal, disqualification, or until his successor is elected and qualified.
- Section 3. Any officer or agent elected or appointed by the Board of Directors may be removed from office by the Board of Directors for cause by majority vote at a regular or special meeting. In order to be removed from office the officer in question must have first received ten days written notice that the subject of his removal shall be considered at said meeting.
- Section 4. The officers of the Association shall receive no compensation for their services rendered beyond the scope of their office. Officers shall be reimbursed for actual expenses incurred behalf of the Association.
- Section 5. The President shall be the principal executive officer subject to the control of the Board of Directors. He shall, when present, preside at all meetings of the membership and the Board of Directors.
- Section 6. The Vice-President shall perform the duties of the President, in the latter's absence or disability, and such other duties as may be assigned to him by the President or the Board of Directors
- Section 7. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the membership and Directors and shall give all notices required by law and by these By-Laws. He shall have general charge of the corporate books, including a record of the membership showing the name and address of each member. He shall sign such instruments as may require his signature and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned to him from time to time by the President or by the Board of Directors.
- Section 8. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Association. He shall be the legal custodian of all moneys, notes, securities and other valuables which may from time to time come into the possession of the Association. He shall immediately deposit all funds of the Association coming into his hands in such bank or other depository as is designated by the Bard of Directors, and shall keep such bank account(s) in the name of the Association. He shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Association and shall perform such other duties as these By-Laws require or the Board of Directors may prescribe. The Treasurer may be required to furnish bond in such amount as shall be determined by the Board of Directors.
- Section 9. When a vacancy occurs in any office, the unexpired term shall be filled by a majority vote of the Board of Directors.

ARTICLE VII - COMMITTEES

- Section 1. The President and/or Board of Directors may create such committees as they deem appropriate. Each committee shall be chaired by a Director. The members of any committee may include Members of the Association who are not presently serving as Directors. Committees shall have such authority as the President and/or Board of Directors may designate.
- Section 2. The nominating committee for new Directors shall consist of the four members of the Board of Directors whose terms have expired. They shall be named to the committee at the October regular meeting of the Board of Directors. They shall contact prospective Board members and make their report at the November regular meeting of the Board. The Board shall nominate prospective Board members at its December meeting.
- Section 3. The standing committees of the Board are: Beautification, Directory, Membership, Newsletter, Safety, Social, Special Projects, Welcome, and Youth. The chairpersons of the standing committees shall be named by the President at the January regular meeting of the Board of Directors.

ARTICLE VIII - FISCAL YEAR

- Section 1. The Fiscal Year of the Association shall be from January 1 to December 31.

ARTICLE IX - DUES

- Section 1. Dues shall be in such amount as shall be determined by of Directors from time to time. Dues notices shall be issued by February 1 and payable on or before March 1 for the then current calendar year.
- Section 2. Payment of dues shall be a prerequisite to membership and eligibility to vote at the annual or any special meeting of the membership.
- Section 3. To be a member in good standing the most current dues must have been paid.
- Section 4. Failure to pay dues on or before March 31 of the current year automatically terminates membership in the without notice other than these By-Laws unless is restored by subsequent payment of dues.

ARTICLE X - EXPENDITURES

- Section 1. No expenditure or commitment for an expenditure of \$75.00 shall be made by any officer, Director or agent of Directors without authorization of the Board of Directors.

ARTICLE XI - LIQUIDATION

- Section 1. Upon dissolution or liquidation of the Association, any assets of the Association shall be applied to such charitable s the Board of Directors may approve.

ARTICLE XII - AMENDMENT OF BY-LAWS

- Section 1. These By-Laws may be amended by a vote of two-thirds of the members of the Board of Directors present and voting at any regular or special meeting provided that written notice of any amendment shall have been mailed or delivered to each

Director not less than ten (10) days prior to the meeting at which the amendment is to be voted upon.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

Section 1. Robert's Rules of Order Newly Revised and its successor publications shall serve as parliamentary authority and govern in all instances unless in conflict with these By-Laws.

ARTICLE XIV - GENERAL PROVISIONS

Section 1. All references in these By-Laws to the male gender shall include the female gender.

Adopted on February 8, 1976
Amended on November 14, 1976
Amended on November 8, 1987
Amended January 14, 1996
Amended January 11, 2004
Amended August 18, 2007