

BY-LAWS OF NORTH HILL PRESERVATION ASSOCIATION, INC.

CHAPTER I

MEMBERSHIP

Section 1: Any person, institution, or corporation may apply for membership in the Association by completing the current Application for Membership form as approved by the Board of Directors and by paying to the Treasurer of the Association the requisite dues for the appropriate class of membership and meets requirements as specified in Article 3 of the Articles of Incorporation.

Section 2: The Board of Directors shall have the power to accept or reject any application for membership.

Section 3: Classes of Membership

3.1 Regular membership in the North Hill Preservation Association, Inc., is open to any individual, family, or patron who supports the purposes of the Association. North Hill Preservation Association does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, or sexual orientation, in any of its activities or operations.

3.2 An honorary membership in the North Hill Preservation Association may be awarded to any individual who has yielded outstanding service to the organization. Such an honorary membership shall be proposed by the President, acting upon their initiative, or upon the suggestion of any member, and shall be subject to the majority vote approval by the Board of Directors at any regular or called meeting of the Board.

Section 4: Dues

4.1 Dues for a regular membership shall be \$50 a year.

4.2 An honorary membership is exempt from dues.

4.3 Dues shall be payable during the month of January and shall be applicable for the period of one year following the January in which they are paid.

4.4 If a member has not paid dues by March 1st of the year during which said dues are applicable, that person's membership shall be terminated as of March 1st and reinstatement as a member shall be made only after such dues are rendered.

Section 5: Voting Privileges

At any meeting during which the business of the organization is carried on:

5.1 A regular membership shall be entitled to one vote.

5.2 An honorary member shall be entitled to one vote.

CHAPTER II BOARD OF DIRECTORS

Section 1: The Board of Directors shall have general control and management of the affairs, funds, and properties of the Association. The authority of the Board shall extend to and include, but not be limited to, the right to conduct the continuing operation of the Association and to engage in the acquisition, transfer, or sale of the Association's tangible properties.

Section 2: The Board of Directors may establish special funds for receiving monies of the Association and specify the purposes of such funds.

Section 3: The Board of Directors shall each year, at its first meeting following the annual business meeting, appoint a Resident Agent to serve as its official representative in dealing with forms and reports necessary to the continuance of the association as a not-for-profit, tax-exempt, and tax-deductible organization. There shall be no limitations on the number of terms of appointment the Resident Agent may serve.

CHAPTER III OFFICERS

Section 1: The President of the Association shall preside at all meetings of the Association and at meetings of the Board of Directors; shall establish needed committees and may appoint chairmen of all committees; shall be an ex-officio member of all committees except the Nominating Committee; shall attend all Board of Directors meetings as an advisor during the year following his/her term of office; and shall generally perform such other responsibilities as are customarily required by the office.

Section 2: The Vice-President shall assist the President in any such fashion as the latter may deem necessary and in the absence of the President, shall assume all the duties and privileges of the President.

Section 3: The Secretary shall record and maintain the minutes of all meetings of the Association and of the Board of Directors; shall maintain minutes of committee meetings when those minutes are submitted by committees; shall prepare the correspondence of the Association; shall maintain files of all matters pertaining to the Association; and shall perform such other duties as the President may direct or as are customarily assigned to that office.

Section 4: The Treasurer shall be the custodian of the funds of the Association; shall collect all the dues and financial contributions to the Association; shall disperse the monies of the Association in accordance with the Association's budget or with the directors of the Board of Directors; shall keep full and accurate financial accounts; shall submit a complete annual financial statement at the annual meeting of the Association; shall submit a financial statement at any time upon request of the Board of Directors; shall prepare at direction of the Board of Directors an annual budget for the Association; and shall perform such other duties as are customarily assigned to that office. The Treasurer may be bonded at the discretion of the Board of Directors.

CHAPTER IV COMMITTEES

Section 1: There shall be a standing Executive Committee of the Association, consisting of the four incumbent officers of the Association, plus the immediate past President of the Association, plus two members of the Board of Directors appointed by the President. The Executive Committee shall meet at the call of the President and shall deal with matters of urgency between regular meetings of the Board of Directors. Actions of the Executive Committee shall be subject to approval by the Board of Directors at its next regular meeting following Executive Committee action. The President shall serve as Chairman of the Executive Committee.

Section 2: There shall be Nominating Committee consisting of one director and two voting members of the Association (not officers or directors), appointed by the President at least two months in advance of the annual business of the Association.

Section 3: There shall be an Auditing Committee consisting of three voting members of the Association (not officers or directors), appointed by the President at least three months before the annual meeting of the Association. The Auditing Committee shall choose its own Chairman. The Auditing Committee shall examine the accounts and records of the Association and submit a report on such accounts and records of the Association and submit a report on such accounts and records to the general membership at the annual business meeting.

Section 4: There shall be such other committees, as the President shall deem proper and expedient. The President may name members of such committees, or the President may name only a chairman and authorize that chairman to select other members.

Section 5: The expiration of terms of office of all committee chairman and members shall coincide with that of the President. The President shall also have the authority to fill any vacancies on committees occurring during the existence of any committee.

Section 6: An individual holding any class of membership in the Association is eligible to be named to any committee and may serve as chairman of any committee with the exception that only members currently eligible to vote shall be named to the Nominating Committee.

Section 7: The Chairman of any committee shall be responsible for recording the minutes or compiling a written report of any committee meeting. A copy of the minutes or the report shall be filed within 30 days of the date of the committee meeting with the Secretary of the Association.

CHAPTER V MEETINGS

Section 1: The annual business meeting of the Association, at which Directors shall be elected, shall take place during the month of June at a time and place specified by the President. Notice of such a meeting shall be sent in writing to all members of the Association not less than fifteen days before the date set for the annual meeting.

Section 2: Other meetings of the Association shall be called by the President or by the President upon request of the Board of Directors or by the President upon written request or petition by a minimum of twelve members qualified to vote. Notice of such a meeting shall be sent in writing to all members of the Association not less than five days before the date set for the meeting.

Section 3: The Board of Directors shall hold a least six meetings each year, one of which shall immediately follow the annual business meeting of the Association. Other meetings of the Board of Directors shall be held at a time and place specified by the President.

Section 4: Committee meetings shall be held at such time and place, as the Chairman of the committee shall designate.

Section 5: The North Hill Preservation Association, Inc., shall incur no liability for personal injuries or damage to properties of members or visitors resulting from attendance at any meeting or activity of the Association. Recognition of this principle and acceptance of it shall be considered a necessary condition for membership.

CHAPTER VI NOMINATIONS AND ELECTIONS

Section 1: Nominations

- 1.1 The Nominating Committee shall choose at least (4) and not more than six (6) potential new directors to be presented to the Board of Directors at the May board meeting. The Nominating Committee shall have obtained prior consent of the nominees.
- 1.2 The Board of Directors at the May meeting will prioritize the list of potential directors. Voting will be by secret ballot.
- 1.3 Once prioritized, the top four ranking nominees shall be considered the slate of nominees to the Board of Directors. The subsequent ranking nominees shall be considered alternate nominees in the event vacancies occur on the board during the course of the year.
- 1.4 The President shall cause to be included in the written notice to all members specifying the time and the place of the annual business meeting the slate as proposed by the Nominating Committee and approved by the Board of Directors at the May meeting.
- 1.5 Nominations for the Board of Directors other than those submitted by the Nominating Committee may be made in writing by a petition signed by at least fifteen members of the Association who are currently eligible to vote. This petition shall be submitted to the President of the Association at least five days prior to the annual meeting.
- 1.6 Nominations from the floor at the annual business meeting shall be permitted, provided prior consent of the nominee has been obtained. Nominations from the floor must be seconded and approved by at least fifteen members of the association who are currently eligible to vote.

Section 2: Elections

2.1 Election of the Directors at the annual business meeting shall be made by voice vote at the discretion of the President provided that no petitions of nominations in addition to the slate submitted by the Nominating Committee and approved by the Board of Directors have been received by the President.

2.2 If petitions of nomination, in addition to the slate submitted by the Nominating Committee and approved by the Board of Directors have been received by the President, then the election of Directors shall proceed by secret written ballot.

2.3 A Director is elected for a three-year term.

Section 3: Election of Officers

The Board of Directors of the Association shall establish its own rules and procedures for the election of officers.

Section 4: Vacancies

4.1 In the event of a vacancy on the Board caused by resignation or for any other reason, the vacancy will be filled by majority vote of the remaining Board members. Voting will be by secret ballot.

4.2 The vacancy will be filled using the list of alternate nominees unless the Board votes it necessary to do otherwise.

4.3 A Board member may resign at any time by giving written notice to the President.

4.4 At the discretion of the President, the resignation of a Director shall be considered to have occurred if that director has failed to attend two consecutive regularly scheduled board meetings.

CHAPTER VII AFFILIATIONS

The North Hill Preservation Association, Inc. may, by separate mutual contract, affiliate with or may join as an institutional member of other organizations upon approval of the contract, or of the membership, by the Board of Directors of the Association.

CHAPTER VIII QUORUMS

Section 1: At any general meeting of the North Hill Preservation Association, Inc., twenty-five members currently eligible to vote shall constitute a quorum.

CHAPTER IX PROCEDURES

The rules contained in Roberts Rules of Order Revised shall govern the conduct of all meeting of the Association, including committee meetings, in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

CHAPTER X REVISIONS AND AMENDMENTS

Revisions and (or) amendments to these By-Laws may be implemented by a two-thirds favorable vote of the Board of Directors at any meeting of the Board provided that such revision or amendment has been proposed by a Director or Officer at the meeting of the Board immediately preceding that one during which voting action is taken and provided that a quorum is present at both meetings.

CHAPTER XI ADOPTION

These By-Laws have been approved and adopted at the May 14, 2019 meeting of the Board of Directors of the North Hill Preservation Association, Inc., and are hereby effective as of that date.