

BY-LAWS OF THE SOUTH LEXINGTON CIVIC ASSOCIATION

ARTICLE ONE: Name

The name of this organization shall be The South Lexington Civic Association. It shall be a nonprofit, volunteer organization.

ARTICLE TWO: Purpose

The purpose of this association shall be to help maintain and improve the quality of life in South Lexington for its residents.

ARTICLE THREE: Membership

Membership shall be open to any resident of the section generally regarded as "South Lexington", including but not limited to Spring Street, Shade Street, Woodhaven Area, Concord Avenue, Five Fields Area, Minutemen Highlands, Potter Pond Area, Waltham Street Area from Marrett Road to the Waltham line, East Worthen Road Area, and the nearby streets in all these areas.

ARTICLE FOUR: Board of Directors

- A. Activities.** The management and control of the affairs of this Association shall be entrusted to a Board of Directors whose Members shall serve without compensation. The Board, with a quorum present, shall approve projects, authorize budgets, and take actions consistent with the purposes of the South Lexington Civic Association.
- B. Membership.** The Board shall consist of at least twelve (12) Members, six (6) of whom shall be elected at each annual meeting. At this meeting five Members of the new Board shall be elected as Officers of the Association. Up to five (5) additional Board Members may be appointed by the Board.
- C. Term of Office.** Elected Directors shall serve a term of two years beginning after the annual meeting during which their election was held. Directors will continue in office until their replacements are elected. Members appointed by the Board shall hold office for a period of one year.
- D. Duties.** Members of the Board shall actively participate in the plans and activities of the South Lexington Civic Association.
- E. Removal.** Any Board Member may be removed from office by a two-thirds vote of the Board.
- F. Meetings.** The Board shall meet no less than three (3) times each year. Any Member may attend Board meetings but only Board Members may vote. Notice of meetings shall be sent to each Board Member by the Secretary no less than seven days before the meeting.
- G. Quorum.** A majority of the Board of Directors shall constitute a quorum.
- H. Voting.** Action may be taken by a 75% majority vote in person and/or via email unless a provision of the by-laws specifies otherwise. Meeting minutes will be provided to all members voting via email prior to the vote. Directors will make best efforts to achieve consensus of the Board on any major issue.

I. Board members are expected to attend all regularly scheduled board meetings.

J. Board members will perform duties and tasks assigned to them by the board, officers, or their designee.

ARTICLE FIVE: Officers

There shall be four (4) Officers consisting of a President, Vice-President, Treasurer, and Secretary.

A. President - The President shall preside at all meetings and be responsible for ensuring compliance with these bylaws and with any other action taken by the Board.

B. Vice-President. In the absence of the President or in the event of the inability or refusal of the President to act, the Vice-President shall perform the duties of the President.

C. Treasurer. The Treasurer shall prepare the budget, maintain financial records, and make periodic financial reports at board and general meetings. The Treasurer shall establish such bank accounts as are required for the business of the Association.

D. Secretary. The Secretary shall keep minutes of the meetings of the Board and the general meetings of the Association.

ARTICLE SIX: Committees.

A. Nominating Committee. The President shall name a Nominating Committee to propose candidates for the Board Members and Officers. This Committee shall consist of at least three (3) Members, one of whom is not currently a Member of the Board. The Committee shall be appointed at least two months before the next annual meeting and shall submit its report to the Corresponding Secretary at least one month before the meeting. The Corresponding Secretary shall send a copy of the list of nominees to each member of the Association together with the meeting announcement.

B. Other Committees. Committees shall be appointed by the President as required to further the purposes of the South Lexington Civic Association.

ARTICLE SEVEN: Dues. Dues shall be \$10.00 per family per year. The Board of Directors may authorize changes in the amount of dues.

ARTICLE EIGHT: Association Meetings

A. The Annual Meeting of the Association shall be held in February, on a date set each year by the Board of Directors. The Secretary shall send a notice to the Members of the Association at least 14 days before the Annual and any other General Meetings of the Association.

B. The purpose of the Annual Meeting shall be to: (1) elect Officers and other Members of the Board of Directors; (2) present committee reports; (3) carry out any other business of the Association.

C. Election of Officers and Directors will be by majority vote of Association members present. Nominees shall be limited to those submitted by the Nominating Committee plus any additional nominations made from the floor and duly seconded.

ARTICLE NINE: Amendments.

These by-laws may be amended by two-thirds vote of those present at a general meeting, preside notice of the amendment is made in the meeting announcement.

**January 21, 1992
Amended February 28, 2007**