

BYLAWS

(1982 revision as amended and adopted on October 27, 1982, and as further amended and adopted on October 26, 1983, and as amended on June 16, 1987, and amended and adopted on October 16, 2007.)

SOUTHEAST HEIGHTS NEIGHBORHOOD ASSOCIATION

BYLAW 1. NAME, SEAL, OFFICES, BOUNDARIES.

SECTION A. NAME. The name of the Association is Southeast Heights Neighborhood Association.

SECTION B. SEAL. The Board of Directors may designate, adopt and change the form of the seal or the inscription thereon at its pleasure. Failure to use a seal does not affect the validity of any instrument or any action taken in reliance thereon or in pursuance thereof.

SECTION C. OFFICE. The principal office of the Association is the residence of the President of the Association. The Association may also have offices at such other places within the neighborhood as the Board of Directors from time to time may designate for any purpose of the Association.

SECTION D. BOUNDARIES. The boundaries of the neighborhood area served by the Association are: In the following description, Association boundaries embrace both sides of named streets, and all streets are understood as qualified and designated as "Southeast."

On the North: beginning from the intersection of Richmond Drive and Silver Avenue, east on Silver to Ariote Avenue, then east on Ariote Avenue to Aliso Drive, then south on Aliso Drive to Lead Avenue, then east on Lead Avenue until its intersection with Val Verde Drive.

On the East: from the intersection of Lead Avenue and Val Verde Drive, south on Val Verde Drive to Ridgecrest Drive, then southeast on Ridgecrest Drive to Washington Street, then south on Washington Street to its intersection with Ross Avenue.

On the South: from the intersection of Washington Street and Ross Avenue, west on Ross Avenue to the Northeast boundary of the Maxwell Housing Area of Kirkland AFB, then for a short distance along that boundary until the intersection of Simms Court and Thaxton Avenue, then west along Thaxton until its intersection with Wellesley Avenue.

On the West: north along Wellesley Avenue to Kathryn Avenue, east for a short distance on Kathryn Avenue until Wellesley Avenue again, then north on Wellesley Avenue until San Joaquin Avenue, then west on San Joaquin Avenue to Richmond Drive, then north on Richmond Drive until the intersection of Richmond Drive and Silver Avenue from which point this description began.

BYLAW 2. MEMBERSHIP.

SECTION A. MEMBERS. There shall be two types of memberships in the Southeast Heights Neighborhood Association, household and business. Any person who is a resident or who owns property within the boundaries of the Southeast Heights Neighborhood Association shall be eligible to become a household member of the Southeast Heights Neighborhood Association. All persons residing in the same house or apartment shall be deemed members upon the payment of a single membership fee. Any person or legal entity who operates a place of business with the boundaries of the Southeast Heights Neighborhood Association shall be eligible to become a business member of the Southeast Heights Neighborhood Association. Each business located within the boundaries of the Southeast Heights Neighborhood Association shall be eligible for one voting membership.

SECTION B. MEMBERSHIP DUES. Dues shall be Ten (\$10.00) Dollars per year per household, and Twenty-Five (\$25.00) per year per business.

SECTION C. SPONSORS. A sponsor is an individual, or a business, who is interested in the activities of the Association and who wishes to be listed in the Association Newsletter for a donation of Twenty-Five (\$25.00) Dollars or more per newsletter.

BYLAW 3. MEETINGS OF MEMBERSHIP.

SECTION A. FREQUENCY, TIME, AND PLACE. There will be at least one meeting of the general membership each year, designated as the "Annual Meeting," held preferably during the month of October, the specific time and place to be decided by the Board of Directors. Among the purposes of the "Annual Meeting" will be the election of the Board of Directors for the next calendar year. Other membership meetings, as the need arises, may be called by the President, the Board of Directors, or by petition of one-fourth of the general membership. If the place of a meeting is not otherwise fixed, the meeting will be held at the principal office of the Association.

SECTION B. NOTICE. Written notice of the time, place, and purpose of the Annual Meeting will be delivered to the neighborhood residents and business places by the Board of Directors not less than fourteen days before the meeting date. Such notice will be given personally, or by mail, or by posting at a safe and conspicuous place at each residence or business. Notice of the time, place and purpose of other membership meetings will be posted on the Association's public website fourteen days before the meeting date, or as soon as practicable.

SECTION C. QUORUM. A quorum for transaction of business at a membership meeting will be that number of members present in person. A quorum continues until adjournment regardless of lessening numbers due to early withdrawal of some members.

SECTION D. CONTROLLING VOTE. Actions of the membership will be by majority vote of the members present except when voting on amendment of the Articles of Incorporation which requires a two-thirds vote.

BYLAW 4. BOARD OF DIRECTORS.

SECTION A. NUMBER, TENURE, QUALIFICATIONS, ELECTION. The Board will consist of not less than five, nor more than nine directors who are members of the Association in good standing. In the October, 1983 election, those voting will be furnished with a slate of at least nine candidates who will have made known their willingness to serve, chosen by a nominating committee, provision having been made for addition of "write-in" nominees. A voting member will vote for nine or fewer of the nominees. The nine candidates receiving the highest numbers of votes will be declared elected. The elected directors will designate by mutual agreement, or by lot, four of their number to serve for terms of one year each, and five of their number to serve for terms of two years each. In annual elections subsequent to 1983, the slate of candidates will contain at least 4 names in even numbered years and at least 5 names in odd numbered years. The four candidates receiving the highest numbers of votes in even numbered years, and the five candidate receiving the highest numbers of votes in odd numbered years will be declared elected. All directors elected subsequent to 1983 will serve for terms of two years each. There shall be no limit on the number of terms any one director may serve. Elected Directors will assume office on January 1st next following the election. Interim vacancies occurring on the Board of Directors may be filled by a majority vote of the remaining directors. A director so elected will serve out the unexpired term of the director whom he replaces.

SECTION B. BOARD MEETINGS. At some time between election and the following January 1, the new Directors will elect, from among their number, new officers of the Association. The new officers will take office the following January 1. The time and place of that meeting will be publicized to the membership and the meeting will be open to the membership. During the tenure, the Board will ordinarily meet quarterly; this schedule being subject to change when deemed appropriate. Notice of time and place will be given to the membership through the Association Website or by other appropriate means. Meetings of the board will be held at the time and place fixed by the President and may be called by any Director on notice given to each Director at least two days before the meeting. Notice of the time, place and purpose of board meetings will be posted on the Association's public website two days before the meeting date, or as soon as practicable.

SECTION C. QUORUM. A majority of the Directors then in office will constitute a quorum for the conduct of Board business. However, should one or more Directors leave earlier than adjournment, the remaining number of Directors will then constitute a quorum until adjournment.

SECTION D. DUTIES. The Directors, acting in concert as a board, each Director having one vote, will manage the business affairs of the Association during the interim periods between general membership meetings, delegate management functions to Association Officers when appropriate.

BYLAW 5. ASSOCIATION OFFICERS

SECTION A. NUMBER, TENURE, QUALIFICATIONS, ELECTION. The Officers of the Association will be President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board may deem necessary, to be elected annually by the incoming Board of Directors from among its own number at some time after election of a new Board, but before the new Board assumes office. Officers will take office on January 1, and each will serve a term of one year, or until his successor can take office. Vacancies among the offices may be filled by majority vote of the Board of Directors. An Officer elected to fill a vacancy will serve out the unexpired term of his predecessor.

SECTION B. PRESIDENT. The President is the chief executive officer of the Association, operating under the general direction of the Board of Directors. He will, when present, preside at all meetings. He will generally perform all duties commonly incident to the office of President, and will have such additional duties and powers as may from time to time be assigned to him by the Board such as establishment of committees, etc. He may sign and execute, in the name of the Association, agreements, contracts, and other instruments, as authorized by the Board of Directors.

SECTION C. VICE-PRESIDENT. At the request of the President, or in his absence or disability, the Vice-President will assume all presidential powers, will perform all the duties of the President, and will be subject to all the restrictions placed upon the presidential office.

SECTION D. SECRETARY. The Secretary will act as the Secretary of, and will record the minutes of, all meetings of the Board and general membership, and keep files for that purpose. In the absence of the Secretary, the presiding officer of a meeting may designate another person to act as Secretary for that meeting. The Secretary will see that all notices required by these Bylaws are duly given, and will be custodian of the files, records, and other official papers of the Association, except those relating to financial matters. The Secretary will be responsible for proper and timely filing of all reports required by the Bylaws, or by State or Federal Statutes. The Secretary will also perform such other duties as may, from time to time, be assigned by the President or the Board of Directors.

SECTION E. TREASURER. The Treasurer, under the supervision of the Board of Directors, will take charge and custody of, and be responsible for, all funds of the Association, and will keep, or cause to be kept, adequate and accurate records of assets, liabilities, receipts, disbursements, and other monetary transactions of the Association. He will deposit all monies of the Association, in the name of, and to the credit of, the Association, in a bank which will be designated by the Board of Directors. He will present a brief report stating the general financial status of the Association at each meeting of the Board of Directors.

BYLAW 6. COMMITTEES

SECTION A. NOMINATING COMMITTEE. At least two months before the General Membership Annual Meeting, a Nominating Committee, of at least five members, will be appointed by the President. This committee will submit to the Membership, at the Annual Meeting, a slate of names of members willing to serve as Directors if elected.

BYLAW 7. MONETARY MATTERS.

SECTION A. FUNDS AND BORROWING. The depository for Association funds, the persons and entities to draw against these funds, the persons authorized to borrow money on behalf of the Association, and the manner of accomplishing these matters will be determined by the Board of Directors.

SECTION B. COMPENSATION AND PECUNIARY BENEFITS. No Officer, Director, or other member of the Association will receive, directly or indirectly, any income, profit, compensation, or other pecuniary benefit from the Association, except that the Association may reimburse a member from the Association Funds upon documentation of expenses incurred on behalf of the Association, and may compensate persons for contracted services rendered in furtherance of Association purposes.

SECTION C. PROHIBITION AGAINST SHARING IN ASSOCIATION INCOME. No Officer, Director, or other member of the Association will receive, at any time, any of the income of the Association, or share in any of the Association assets in the event of dissolution of the Association.

SECTION D. AUDIT. An audit of the financial records of the Association may be made at the discretion of the Board of Directors. All files and records of the association will be open to inspection by any member at reasonable times under reasonable circumstances.

BYLAW 8. INDEMNITY.

SECTION A. The Association will indemnify and save harmless any person serving as an Officer, Director, or duly appointed Committeeman, against any and all expense, liabilities, and claims, (including, without limitation, legal fees incurred in defending against such claims and liabilities) arising out of the prudent discharge, in good faith, of his responsibilities under or incident to his holding office, except if the expense or liability arises out of willful misconduct or bad faith.

BYLAW 9. INTERESTED PARTIES.

SECTION A. Transactions of the Association will not be prohibited because a member of the Association has a monetary interest in the Transaction. Such interested persons will not be counted for quorum purposes, and may not vote on the transaction.

BYLAW 10. PARLIMENTARY PROCEDURE.

SECTION A. During the meetings of the Association, when matters which are not satisfactorily governed by Association Bylaws or Articles of Incorporation, and any disagreement arises concerning procedural conduct to be followed in processing such matters, the membership will be governed by the rules of Roberts' "Rules of Order" where applicable, provided that to be so governed results in no inconsistency with Association Bylaws or Articles of Incorporation.

BYLAW 11. AMENDING THE BYLAWS.

SECTION A. These Bylaws may be altered, amended or repealed by a majority vote of a general membership quorum at a regular or specially called meeting.