

SOUTH MACGREGOR CIVIC CLUB, INC.
SUMMARY OF KEY BYLAW PROVISIONS AND BOARD OF DIRECTOR ACTIONS

As of 10/21/2013

Article 1 – Defines Name, Office and Neighborhood of the Corporation.

Article 2 – States Purpose of Corporation – to preserve neighborhood as a community of single family residents, enforce Restrictive Covenant Agreement as amended, promote welfare etc.

Article 3 –Establishes Membership provisions:

3.1 - A member of the Corporation is “(a)ny adult who is a property owner within the Corporation’s neighborhood who is subject to the Restrictive Covenant Agreement”. Voting and other privileges are conditional upon payment of dues.

3.2 – Member voting is based upon a single vote per street address. Proxy voting is permitted but subject to restrictions including – proxy must be written, relate to a single meeting, sent to President or Secretary of Corporation at least one day prior to meeting, name person acting on proxy grantor’s behalf and other restrictions. The privilege of holding office, making motions, debating and voting is limited to paid-up members.

3.3 – Dues are set by the Board of Directors (the “Board”) and have been set at \$50 per year. Special assessments may be levied by a two-thirds vote of all members.

3.4 – Regular meetings shall be held as determined by the Board but shall include at least two meetings. [The Board has determined that regular meetings of the members shall be held at 7 PM on the second Thursday of February, May and September.] On even numbered years an annual meeting for election of officers and directors shall be held in November. Special meetings may be called by President, a majority of the Board or upon written petition by at least 10% of the voting members. Unless the Board determines otherwise, all member meetings shall be closed to the general public.

3.5 – Notices of member meetings shall be sent from 10 to 60 days prior to the meeting.

3.6 - The presence in person of the lesser of 15 voting members or 25% of the voting membership shall constitute a quorum. Proxy votes shall not be counted in determining the presence of a quorum.

Article 4- Establishes provisions re Board of Directors:

4.1 – The Board shall control the Corporation.

4.2 – The Board shall consist of the 5 officers and 8 additional directors unless the number is changed by the members.

4.3 – Each director must be an adult in good standing including payment of dues.

4.4 – All directors must be elected by majority vote of the members; provided however that until the first election of directors in November, 2014, the Board shall be those elected by the initial board of directors designated in the Corporation’s Certificate of Formation and such other persons as that elected board may further elect. [The Board as so elected are identified below:

CLASS 1 DIRECTORS:

Brenda Rogers, President
Alberta D. Johnson, Treasurer
Raffaele Sepe, Secretary
Oscar Johnson
R. Michael Lee
Bernard L. Middleton
Alan W. Nash

CLASS 2 DIRECTORS:

Tomaro Bell, Vice President
Pamela M. Egby, Financial Secretary
John A. Clark
Bob Conwell
Ernestine Dansby
Mary Ann Wilson]

4.5 – Directors serve for a staggered two year term. Class 1 directors shall serve initially until January 1, 2017 and Class 2 shall serve initially until January 1, 2015. Subject to certain exceptions, directors shall serve no more than 2 successive terms.

4.6 – Sets forth provisions relating to nominations of directors and officers for the biannual November vote.

4.7 – Sets forth provisions for removal, resignation of directors.

4.8-9 – Set forth provisions relating to vacancies on the Board.

4.10-12 - Set forth provisions relating to place, number and notice requirements of meetings of the Board.

4.13 – A quorum for a Board meeting is 7 directors including the President or Vice President except in special circumstances when the presence of these officers is not required. Sets forth provisions for proxy voting and meeting via conference call.

4.14-16 – Set forth provisions re presumption of assent, action by unanimous written consent and notice of adjournment.

4.17 – The Board may establish committees. [The Board has established the following committees:

- Communications Committee responsible for communications with members with initial chair Brenda Rogers.
- Finance Committee responsible for finances and taxes with initial chair Alberta Johnson.
- Grievances and Security Committee responsible for grievances and security with initial chair Oscar Johnson.
- Legal Committee responsible for legal matters with initial chair Bernard Middleton.
- Long-Range Planning Committee responsible for long-range planning for the Corporation with initial chair Rafael Sepe.
- Maintenance Committee responsible for maintenance of the Corporation's amenities with initial chair Bob Conwell.
- Membership Committee responsible for welcoming new members and member relations with initial chair Pamela Egby.
- Nominations Committee responsible for nominating directors and officers with initial chair Bob Conwell.
- Public Affairs and Community Events Committee responsible for governmental interaction and community events with initial chair Tomaro Bell.
- Restrictive Covenants and Architectural Control Committee responsible for enforcing the Restrictive Covenant Agreement as amended with initial chair Alan Nash.
- Welcoming, Condolences and Elders Committee responsible for welcoming, condolences and elders with initial chair Ernestine Dansby.

Article 5- Establishes provisions re Officers.

5.1 – Officers are President, Vice President, Secretary, Financial Secretary and Treasurer. Initially elected by Board, officers are to be elected by majority vote of the members beginning in November 2014.

5.2-3 – Set forth provisions re qualifications and resignation.

5.4-8 – Set forth duties of the officers.

5.9-10 – Officers to serve without salary and shall assist their successors.

Article 6 – re Prohibited Activities including actions jeopardizing tax status, discrimination, etc.

Article 7 – re Other Financial Matters including disposition upon dissolution, contracts, financial accounts, corporate records, limitation on debt. No director or officer shall be personally liable to creditors.

Article 8 – re Indemnification. Officers and directors to be indemnified by Corporation if involved in legal proceeding as a result of their position with the Corporation.

Article 9 – re Amendments to Bylaws. Bylaw amendments to be made only by a Two-Thirds vote of the members.