

**BYLAWS OF  
THE FAIRLAWN HEIGHTS NEIGHBORHOOD ASSOCIATION, INC.  
AN OHIO NON-PROFIT ASSOCIATION**

**ARTICLE I.  
NAME AND PURPOSE**

Section 1.01: **Name.** The name of this organization shall be The Fairlawn Heights Neighborhood Association, Inc., hereafter referred to as the “Association.” It shall be a non-profit organization incorporated under the laws of the State of Ohio.

Section 1.02: **Purpose.** The Bylaws shall govern the Association and its members and facilitate the fulfillment of the purposes provided in the Articles of Incorporation.

**ARTICLE II.  
MEMBERSHIP**

Section 2.01: **Eligibility for Membership.** Any owner of property in, the Akron, Ohio neighborhood known as The Fairlawn Heights Allotment, generally bounded by Market Street to the northeast, Interstate Route 77 to the southwest, Miller Road to the northwest, and Frank Boulevard Park to the southeast, is eligible for membership in the Association upon full payment of the annual dues of \$50.

Section 2.02: **Annual Dues.** The amount required for annual dues shall be \$50 each calendar year, unless changed by a majority vote of the members in attendance at an annual meeting of the full membership. Full payment of the annual dues will entitle the property owner to full membership privileges for one (1) year from the date of payment. Dues may, on occasion, be paid by donation of comparable products or services to the Association, by prior approval of the officers of the Association.

Section 2.03: **Voting Rights.** The full payment of the annual dues will entitle each household to one vote in all Association elections.

Section 2.04: **Termination of Membership.** Membership in the Association is automatically terminated whenever the member is in default of payment of the annual association dues by 90 days. A member may also be removed by a majority vote of the membership.

Section 2.05: **Resignation.** Any member may resign by filing a written resignation with the Secretary of the Association. Such resignation shall not relieve the resigning member of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid. Upon resignation, however, the resigning member will be refunded any unaccrued dues on prorated basis.

### **ARTICLE III. OFFICERS**

Section 3.01: **Officers.** The Association shall have the following Officers:

- (1) President
- (2) Vice President
- (3) Secretary
- (4) Treasurer

Section 3.02: **Nominating Committee.** The Nominating Committee shall consist of seven members, the chair of which shall be the immediate past president. If not available, the chair shall be designated by the President. Prior to the election of the Nominating Committee, two members, one from the general Association membership and one from the Executive Committee, shall be appointed by the President with the approval of the Executive Committee.

The four remaining members of the Nominating Committee shall be elected by the general membership by ballot. Three tellers, appointed by the President, shall count the ballots. A member may not serve on the Nominating Committee if s/he has served on that committee in any of the past two calendar years (with the exception of the chair who is the immediate past president).

Section 3.03: **Election of Officers.** The officers shall be elected by majority vote at the annual meeting of the full membership. The Nominating Committee (as defined in Section 3.02) will select a slate of officers to be presented to the general membership at least two weeks before the election by sending it in the mail to every registered residence, with a notice stating that any additional nominations may be made by sending to the Secretary the name(s) of the nominee(s) who should be contacted by those nominating, and accept or reject the nomination with the accompanying signatures of ten members. The name(s) is (are) then placed on the slate with those names nominated by the Nominating Committee. If there are any such nominations, they must be received by the Secretary at least one week prior to the election. No name shall be considered by the Nominating Committee unless that individual is an Association member in good standing.

Section 3.04: **Term of Office.** The officers shall serve a one (1) year term, with no limitations on future terms. The Vice President shall automatically assume the office of President at the end of the President's term or terms of office.

Section 3.05: **Duties.** The duties of the officers are as follows:

- (1) The President shall be the principal executive officer of the Association and shall preside over all meetings, represent the Association on public occasions, and make such committee appointments from the membership as shall be deemed advisable for the effective conduct of the work of the Association.

- (2) The Vice President shall assist the President as the President requests, and represent the Association on appropriate occasions. The Vice President shall also, in the absence or disability of the President, perform the duties and exercise the powers of the President of the Association.
- (3) The Treasurer shall maintain a roster of members and shall collect, safeguard, disburse, and make periodic reports of all funds collected in the name of the Association.
- (4) The Secretary shall keep attendance records and record the proceedings of all meetings, maintain adequate records of the Association activities, and conduct such official correspondence as shall be required.
- (5) The duties of the officers shall not be limited as enumerated above, but they may discharge in addition such duties as are assigned by the Association membership.
- (6) Unless so authorized, no officer shall have any power or authority to bind the Association by any contract or engagement, to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

Section 3.06: **Vacancies and Removal from Office.** Any officer may be removed by a majority vote of the members of the Association (excluding the officer to be removed). Upon the death, removal, resignation, or incapacity of an officer of the Association, the President shall appoint a replacement to serve until the then following annual meeting; except that a vacancy in the office of President shall be filled by the Vice President.

Section 3.07: **Management.** The Association shall be managed by the officers so elected with powers consistent with the Articles of Incorporation and these Bylaws of the Association.

#### **ARTICLE IV. MEETINGS OF MEMBERS**

Section 4.0: **Place of Meetings.** Meetings of the members shall be held at the principal business office of the Association or at any other place the President or a majority of the members may from time to time select.

Section 4.02: **Regular Meetings.** Regular meetings of the Association shall be held no less often than quarterly and no more often than monthly, at a time and place designated by the President.

Section 4.03: **Annual Meeting.** An annual meeting of the members shall be held in the month of September of each year, if possible, or at such other time deemed by the President to be convenient for a majority of members. At such meeting, the members shall elect the officers of the Association, receive reports on the affairs of the Association, and transact any other business

which is within the power of the members. If an annual meeting has not been called and held within six (6) months after the time designated for it, any member may call the annual meeting.

Section 4.04: **Special Meetings.** Special meetings of the members may be called by the President, by a majority of the officers of the Association, or by 5% or more of the members entitled to vote.

Section 4.05: **Notice of Meetings.** A written, printed, or emailed notice of each meeting, stating the place, day, and hour of the meeting, shall be given by the Secretary (or designee thereof) of the Association, or by the person authorized to call the meeting, to each member of record entitled to vote at the meeting. This notice shall be given at least seven (7) days before the date named for the meeting, with the exception that regular meetings may be held with less than seven (7) days' notice.

Section 4.06: **Quorum.** The members present at any properly announced meeting shall constitute a quorum at such meeting, except for the Nominating Committee, which is required to have five members present at each meeting.

## **ARTICLE V. VOTING**

Section 5.01: **Voting.** All issues shall be decided by a majority vote of members present at the meetings, except removal of an Officer, which requires the presence of at least five members present at the time a vote on such issue is called.

Section 5.02: **Voting by Mail or Email.** Where officers are to be elected by members, or any changes in the Bylaw are to be voted on, or any other election is to be made whereby a count of the votes of all members may be desired, such election may be conducted by mail, email, or by distribution ballot in such manner as the officers or the Association shall determine advisable.

## **ARTICLE VI. COMMITTEES**

Section 6.01: **Authorization to Establish Committees.** The Association may establish committees as deemed necessary to pursue its stated objectives. Members of committees shall be appointed by the President.

## **ARTICLE VII. FINANCES**

Section 7.01: **Expenditures.** Expenditures of funds amounting to over Five Hundred Dollars (\$500.00) in any month must be approved by majority vote of the membership present at any properly announced meeting of the membership.

Section 7.02: **Financial Reports.** Quarterly and annual financial reports shall be prepared by the Treasurer and presented to the members at the quarterly and annual meetings, and must be approved by a majority vote of the membership present at any properly announced meeting of the membership.

**ARTICLE VIII.  
AMENDMENTS**

Section 8.01: **Procedure.** These Bylaws may be amended by a two-thirds (2/3) majority vote of those present at any regular meeting of the members of the Association, provided seven (7) days written notice of the proposed amendment and of the meeting is given.

**ARTICLE IX.  
ACCEPTANCE OF BYLAWS**

Section 9.01: **Voting.** Acceptance of these Bylaws shall be by a two-thirds (2/3) majority vote of those present at any regular meeting of the members of the Association, provided written copies of the Bylaws and written notice of the meeting is given to all members at least seven (7) days prior to the meeting.

**ARTICLE X.  
NON-COMPLIANCE WITH BYLAWS**

Section 10.01: **Non-Compliance Penalties.** Non-compliance with the Bylaws of the Association may result in termination of membership for the offender, upon a two-thirds (2/3) majority vote by the membership of the Association. Under no circumstances will non-compliance with any section of these Bylaws constitute the forfeiture of the rights of the Association to exist or the rights of the Association to enforce the Bylaws of the Association.