

**TOWN & RIVER CIVIC ASSOCIATION, INC**

**REVISED BY-LAWS**

**Approved Jan 1992**

**Amended Jan 1995**

**Amended and Revised Jan 2004**

**ARTICLE I. MEMBERSHIP**

The purpose of the Town & River Civic Association, Inc., as stated in the Deed of Restrictions, shall be for the benefit of all property owners and the community as a whole; therefore, membership in the Association is both mandatory and conferred with ownership of property herein.

Only one membership shall be required and one vote allowed for the owner of multiple adjacent or non-contiguous lots.

**ARTICLE II. DUES**

Annual dues shall be determined yearly by the Board of Directors, approved by the Association members in attendance at the Annual meeting, and shall be payable each January for the current year.

All expenses incurred in connection with the regular business of the Corporation shall be paid from the dues. Funds required for projects other than the regular business of the Corporation and normal operating expense shall be obtained by special assessments approved by a majority of the Association members of the affected areas. Such special assessments may be for the entire community or for a particular section to which it is applicable.

Non-payment of dues and approved special assessments shall be considered a violation of the Deed of Restrictions and an obligation of each Association member.

**ARTICLE III. ASSOCIATION MEETINGS**

There shall be an annual meeting of the Association during January of each year at a time and place specified by the Board of Directors.

Special meetings of the membership may be called for by the President, by a majority of the Board of Directors or upon written request of fifteen regular members. The time, place and purpose of such special meetings must be conveyed to all members by a written notice at least ten days in advance of the meeting.



**TOWN & RIVER CIVIC ASSOCIATION, INC**

**REVISED BY-LAWS**

**Approved Jan 1992**

**Amended Jan 1995**

**Amended and Revised Jan 2004**

The order of business at the annual meeting shall be as follows:

1. Certification of Quorum
2. Reading of the minutes of the previous annual meetings and subsequent special meetings.
3. Treasurer's Report
4. Committee Reports
5. Old Business
6. New Business
7. Election of Directors
8. Adjournment

All meetings of the Association shall be conducted in accordance with Robert's "Rules of Order".

Quorum: The necessary quorum for the transaction of business at any meeting of the Association membership shall consist of not less than twenty-five voting members. Members in good standing who are unable to attend a meeting may request an absentee ballot or assign a proxy.

Voting: Each lot owner in Town & River Estates whose dues are paid is entitled to vote. If the lot is owned by more than one person, they shall decide who shall cast the one vote. An owner or joint owners of more than one lot is required to pay dues for or joint owners of more than one lot is required to pay dues for a single membership and is entitled to cast only one vote. Members whose dues are not paid shall not be entitled to vote.

**ARTICLE IV. NOMINATING COMMITTEE**

Each year, sufficiently in advance of the Annual Meeting, the President of the Board of Directors shall appoint a nominating committee of three Board members to prepare a slate of director nominees equal to the number of seats being vacated. The nominees must be Association members who are willing to serve a term of three years and each should live in the same Area (see attached Area map) of Town & River as his predecessor.

Nominations of members who are willing to serve may also be made from the floor, in which case a tabulation of ballots is required.

**TOWN & RIVER CIVIC ASSOCIATION, INC**

**REVISED BY-LAWS**

**Approved Jan 1992**

**Amended Jan 1995**

**Amended and Revised Jan 2004**

**ARTICLE V. BOARD OF DIRECTORS**

The Board of directors of the Association shall consist of twelve (12) elected or appointed members, one representative each of the twelve (12) areas of Town & River designated on the attached map who shall have the same rights and privileges as each other director.

At the Association annual meeting, the number of director nominees shall be elected as required to fill the seats on the Board being vacated by resigning directors. In the event of insufficient attendance at the annual meeting to provide a quorum, the nominees may be appointed by the president. Thereafter, each elected or appointed director shall serve a minimum of three years until replaced. (See Addendum). Directors may serve for only two consecutive three-year terms.

Directors shall receive no remuneration for their services other than reimbursement for expenses incurred.

The Board of Directors shall, among its other duties, have the power to:

1. Make rules for the guidance of the committees.
2. Take action on the recommendations of the committees.
3. Make appointments to fill the unexpired term of any resigned director until the next annual meeting at which time a director will be elected to fill the unexpired term.
4. Take action on any matter presented to it, in keeping with these By-Laws and the Deeds of Restrictions.

The Board of Directors shall meet monthly, except during the months of June, July and August. During the summer or at any time, a special meeting of the Board may be called by the President or a majority of the Directors, as needed.

All actions of the Board of Directors shall be binding on any future Board unless rescinded or revised by a two-thirds (2/3) vote of a future Board.

Five (5) Directors shall constitute a quorum no matter how many are currently in office.

**TOWN & RIVER CIVIC ASSOCIATION, INC**

**REVISED BY-LAWS**  
**Approved Jan 1992**  
**Amended Jan 1995**  
**Amended and Revised Jan 2004**

**ARTICLE VI. OFFICERS**

At the conclusion of the annual meeting, the retiring President shall call for a meeting of the Board of Directors to be held within one week for the purpose of electing corporate officers.

The corporate officers shall consist of the President, the Vice-President, the Secretary and the Treasurer. No corporate officer may serve more than five consecutive terms in the same position, with an officer's term consisting of one year. All officers shall be bonded at the expense of the Association.

The President shall be the chief executive officer at the Association and shall have management responsibility for the business and affairs of the Association. The President shall preside at all Association meetings and meetings of the Board of Directors. The Vice-President is to perform all duties of the President in the event of the President's absence or inability to perform.

The Secretary of the Association shall have the following responsibilities:

1. Keep accurate records of Association and Board Meetings.
2. Keep copies of the Corporate Charter, Association By-Laws and Deeds of Restrictions.
3. Co-sign with the President all contracts and other obligations when directed to do so by the Board, and keep permanent records for all projects.
4. Conduct correspondence for the Association, keeping a permanent file of this and correspondence by other Directors.
5. Keep a name and address file of all Association members (lot-owners), updating it as necessary and maintaining an historical record for each lot.
6. Provide for a periodical Civic Association newsletter.
7. Prepare notices of all Association special or annual meetings to be distributed to members at least ten days in advance.
8. Advise or remind all Directors of regular or special Board meetings.

**TOWN & RIVER CIVIC ASSOCIATION, INC**

**REVISED BY-LAWS**

**Approved Jan 1992**

**Amended Jan 1995**

**Amended and Revised Jan 2004**

Paid or volunteer Executive Secretary and Newsletter Editor may be employed to assist the Association Secretary. Remuneration for these two positions shall be determined by the Board of Directors.

The Treasurer shall receive and deposit all funds of the Association in accounts entitled Town & River Civic Association, Inc. at depositories designated by the Board of Directors. Approved bills shall be paid by checks on said accounts, signed by the officer, and co-signed by another officer if the amount of the check is over four hundred dollars (\$400.00). Only one signature shall be required on check for Four Hundred dollars (\$400.00) or less.

The Treasurer shall be responsible for the timely filing of all necessary Tax Returns.

The Treasurer shall keep an accurate account of the Association's finances, and shall render to the Association an itemized report of receipts and disbursements at each meeting or whenever called upon to do so.

The Treasurer shall require all bills or statements to be itemized and approved as appropriate prior to payment.

The Treasurer shall make a full report, Audited by a Committee of at least two Board members appointed by the President, of the financial affairs of the Associations at each annual meeting and at the time of resignation or the expiration of his or her term in office. The Board may require an audit by an appointed Committee or an independent auditor at any time.

**ARTICLE VII. STANDING COMMITTEES**

The President shall appoint Directors to both of the Standing Committees and may establish any other committees for certain projects or assignments as required.

Membership Committee: The Membership Committee shall consist of a Chairperson and each of the twelve other area representative Directors (including the President).

Each Membership Committee Director shall serve as a liaison between his or her designated area (see attached map) and the Board of Directors.

**TOWN & RIVER CIVIC ASSOCIATION, INC**

**REVISED BY-LAWS**

**Approved Jan 1992**

**Amended Jan 1995**

**Amended and Revised Jan 2004**

Each Area Director shall contact new owners or renters moving into his or her area for the purpose of delivering a welcome package, including the Deed of Restrictions and the Civic Association By-Laws.

Each area Director shall, when requested, provide the Nominating Committee with a list of candidates from their area of Town & River willing to serve on the Civic Association Board of Directors.

Deed of Restrictions Committee: The Deed of Restrictions Committee shall consist of a Chairperson and two committee-persons.

This Committee shall maintain a complete file of the Deeds of Restrictions for each Unit of Town & River Estates, along with superceded covenants, amendments and Unit plats. These files, along with plans approved, variances granted and other pertinent records must be passed from each Chairperson to his successor.

This Committee shall be responsible for architectural compliance to the Deed of Restrictions. A standardized procedure for architectural review shall be developed, striving for uniform interpretation and application of the Restrictions.

This Committee shall review and either approve, deny or suggest modifications to building plans for any exterior structure submitted to the Board as required by the applicable Deed of Restrictions. Requests for plan approval that require a variance from the applicable restriction shall be handled as detailed in the Deed of Restrictions or each Unit and as outlined in the architectural review standardized procedure.

This committee shall investigate violations of the restrictions either noticed or called to their attention by members of the Association. They shall take such actions as required, conferring with the Board if necessary. Violations and actions taken shall be reported to the Board in every case.

**ARTICLE VIII. AMENDMENTS**

These By-Laws may be altered, amended or repealed by a majority vote of the members at the annual meeting of the Association or at a special meeting called for as provided herein. Written notice of the proposed changes must be conveyed to all members at least ten days prior to the meeting.

**TOWN & RIVER CIVIC ASSOCIATION, INC**

**REVISED BY-LAWS**  
**Approved Jan 1992**  
**Amended Jan 1995**  
**Amended and Revised Jan 2004**

**ADDENDUM**

Pertaining to Article IV

For the first year of the adoption of these By-Laws, Directors shall be elected for the following terms:

Areas 1, 2, 3, 4, and 13	One Year
Areas 5, 6, 7 and 8	Two Year
Areas 9, 10, and 12	Three Year

By the end of the second year a standard rotation will occur with a three year term for all Directors.