

**Bylaws of the
Cooper-Young Community Association
As Amended April 08, 2008**

Article I Name and Purpose

A. Name

The name of this nonprofit corporation shall be the *Cooper-Young Community Association*.

B. Purpose

Our purpose is to form an association of residents and interested parties to work together to make our community a more desirable and safer place to live, worship, work, and play.

Article II Members

A. Membership

Membership in this association is open to those persons residing in, attending churches in, owning property in, or having an interest in the following area:

Beginning at the intersection of Central and East Parkway, proceed south on East Parkway to Southern, west on Southern to McLean, north on McLean to Central, and then east to the beginning intersection.

B. Voting

Any duly qualified member in good standing shall have the right to vote and otherwise participate in any regular or special meeting of the association. A member in good standing will have paid their dues 30 days prior to a vote and be recorded in the membership rolls maintained by the Vice-President.

C. Dues

The association shall have the right to assess dues for the support of the association. Each dues-paying member in good standing shall be entitled to one vote. (A family membership carries two votes.) Only members in good standing who have paid their dues shall be eligible to vote in the annual, member, or special meetings.

Article III Officers, Board of Directors and Staff

A. Officers

The officers of the association shall be President, Vice-President, Secretary, and Treasurer and shall be members in good standing.

B. Duties of Officers

1. The President shall preside at all meetings of the association and the Board, and shall be the chief executive officer and have general control and management over the affairs of the association subject to the approval of the Board of Directors. The President shall appoint all committees of the association and designate their chairs and duties annually subject to the approval of the Board and shall perform all other duties assigned by the Board.

2. The Vice-President shall, in the absence of the President, perform the duties and exercise the powers of the President. The Vice-President shall assist the President in the affairs of the association and shall perform such other duties as may be assigned by the Board. The Vice-President shall keep a record of the names and addresses of the members entitled to vote.

3. The Secretary (or their designate) shall attend all meetings of the Board and of the association and shall record all votes and minutes of all proceedings and shall perform such other duties as may be assigned by the Board. The Secretary shall keep minutes of the proceedings of its members, executive board, and committees. The Secretary shall maintain an archive of important historical records and documents of the association. The Secretary shall produce all books and records of the association which may be inspected by any member, or their agent or attorney for any proper purpose at any reasonable time.

4. The Treasurer shall keep an accurate record of all finances and funds of the association and shall have custody of all association funds. The Treasurer shall disburse the funds of the association as authorized by the executive board, and monthly shall give an account of all transactions as Treasurer and of the financial condition of the association at the association meetings. The Treasurer shall deposit all receipts in the name of and for the credit of the association in such accounts as may be designated by the executive board. The Treasurer shall have the records verified on a regular basis by an auditor who shall be appointed by the Board.

C. Board of Directors

The Board of Directors shall consist of a minimum of five members: elected officers and appointed members.

D. Duties of the Board

1. The Board of Directors shall have general management and control of the association and shall exercise all powers given it by the association and the constitution and the bylaws. Unless otherwise designated, the officers shall act as a Personnel Committee responsible for the hiring, firing and annual evaluation of all staff.
2. Should both President and Vice-President be absent from any meeting, the order of succession for presiding officer at the meeting shall be Secretary then Treasurer. In the absence of any officer, the Board may delegate the powers or duties of such officer to any other officer or Board member, except where otherwise provided for by this constitution or its bylaws. The Board shall not have power to act on any matter not directly affecting the area. If any office becomes vacant, the remaining Board members shall choose a successor, who shall hold office until the next annual meeting except the President, who shall be succeeded by the Vice-President as provided for in these bylaws. Any officer or appointed member may be removed from that office or appointment by a majority vote of the membership for removal. Any Director who misses three consecutive meetings without cause shall be removed after having an opportunity to be heard at the next meeting of the Board.

E. Staff

The Board will hire a staff person to be the principal employee of the association who, subject to the control of the Board of Directors, shall in general supervise all of the day to day business and affairs of the association. The employee shall sign, along with the President of the association, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the association, or shall be required by law to be otherwise signed or executed. In general, the staff shall perform all duties prescribed to the position and such other duties as may be prescribed by the Board of Directors from time to time.

Article IV Elections

A. Term

Two officers shall be elected at each annual meeting. The President and Vice President shall be elected for a term of two years and at the next annual meeting, the Secretary and Treasurer shall be elected for a term of two years. The candidate elected for each office shall be the one receiving the largest number of votes cast in each election.

B. Vacancies

Any vacancies occurring between elections shall be filled by the Board except the President who shall be succeeded by the Vice-President for the remainder of the term in office.

C. Quorum

For board meetings, a quorum shall consist of one half or more of the total number of filled board positions. For general elections and general meetings a quorum shall consist of 5% of the current membership of the association. Except as other provided in these Bylaws, no business shall be considered by the Board or general membership at which a quorum is not present.

Article V Meetings

A. Member Meetings

The member meetings of the association shall be open meetings held at least once per quarter.

B. Special Meetings

Special meetings of the association may be called by the president on seven days notice or on like notice upon written request of three Board members, or by a written request to the Board of ten members in good standing, stating the purpose for which the meeting is called.

C. Annual Meeting

The annual meeting of the association shall be held on the second Tuesday in April of each year.

D. Board Meetings

Regular monthly meetings must be held by the Board on a date selected by them.

Article VI Amendments & Updates

A. These bylaws may be amended at any meeting of the association provided that at least thirty days notice is given to all members of any proposed amendment.

B. Any amendment to the bylaws must be approved by two-thirds vote of the membership present.

C. These bylaws are to be reviewed and updated as appropriate in conjunction with the election for the office of the board president.

Article VII Committees

The following standing committees shall be appointed by the President, with the approval of the Board and the membership, to serve for a period of one year, with the following duties:

A. Membership

The Membership Committee will encourage and solicit memberships from all qualified parties. Pending no other qualified candidates for chairing the membership committee, the Vice-President will chair this committee.

B. Communication

The Communication Committee will notify the membership with regard to meetings of the association and other matters of the association in a timely and regular manner.

C. Beautification Committee

The Beautification Committee will work towards the beautification of Cooper-Young and assist with the upkeep and preservation of the neighborhood gateways.

D. Code Enforcement Committee

The Code Enforcement Committee will work with the residents of the neighborhood to alert city and county government authorities of code violations to ensure a safe Cooper-Young community.

E. Block Clubs Committee

The Block Clubs Committee will organize block clubs in the neighborhood and be a source for an exchange of ideas to promote block clubs to strengthen the community.

F. Safety / Safety Education Committee

The Safety /Safety Education Committee will inform the neighborhood of ways to make the area safer.

G. Ad Hoc Committee – The Ad Hoc Committee will take on projects that normally fall outside the responsibility of other committees.

H. Nominating Committee

The President shall appoint a nominating committee to consist of three members in good standing, not later than thirty days prior to the annual meeting. This committee shall nominate not less than one candidate for each executive office which is up for election at that annual meeting. Additional nominations may be made from the floor during the annual meeting.

I. Financial Committee - The Financial Committee will be chaired by the Treasurer and maintain the financial records and tax returns for the association.

J. Volunteer Committee – The Volunteer Committee will recruit volunteers for the association’s events. The committee will also maintain an up to date volunteer database to track volunteers.

K. Other Committees

Other committees may be appointed as the need arises by the President as provided for under the duties of the President.

Article VIII Authority

A. Contracts

The President, or other agent of the association approved by resolution of the executive board, is authorized to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association.

B. Checks, Drafts, or Orders

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the association shall be signed by the Treasurer and countersigned by the President or other agent(s) of the association approved by resolution of the executive board.

C. Fiscal Year

The fiscal year of the association will begin on January 1 of each year and end at midnight on December 31 of that same calendar year