

AVALON HOME AND LANDOWNERS ASSOCIATION

BY LAWS

Article I - NAME

The name of this Corporation shall be Avalon Home and Landowners Association ("AHLOA")

Article II - PURPOSE

Section 1. The purpose of this Association shall be to enhance the environmental, economic and social values of property ownership in the Borough, and to provide a valuable communications service to its members.

Section 2. To that end the Association will consult regularly with the membership and Borough Officials to advocate programs to improve the quality of life in the community and to maximize the economic and social value of Avalon property ownership.

Article III – DEFINITIONS

The following terms are defined for purposes of these bylaws:

Association – Avalon Home and Land Owners Association.

Board – The Trustees and Officers of the Association.

Borough – The Borough of Avalon.

Fiscal Year – The twelve-month period ending on August 31 of each calendar year.

Motion – A formal proposal or motion raised at a meeting of the Board, requiring a majority of votes from a quorum of eight (8) or more Board members present for approval.

Article IV - MEMBERSHIP

Section 1. Voting membership shall be limited to owners of real estate in the Borough, whether residents or not. Where real estate is titled in the name of more than one individual and the owners are members, only one such owner shall be eligible to vote. Where real estate is titled in the name of a corporation, partnership, or similar legal entity, the entity shall designate one person to be its representative and member of the Association. Where members own multiple properties within the Borough; said members shall be entitled to only one vote as a member of the Association.

Section 2. The Board may elect as Honorary Members persons who do not meet the criteria for voting membership. Honorary Members may not vote, hold

office or serve as committee chairs and are exempt from the payment of dues. Honorary Members may otherwise serve the Association in a manner to be determined by the President.

Article V - BOARD OF TRUSTEES

Section 1. The Board shall consist of twelve (12) elected Trustees, in addition to the four (4) Officers of the Association who are ex-officio members of the Board. The twelve Trustees shall consist of four (4) elected each year for a three- (3) year term. The Board shall have complete charge of the affairs of the Association and determination of its policies.

Section 2. The President may call a meeting of the Board at any time and shall call a meeting upon the written request of five (5) members of the Board.

Article VI - OFFICERS

Section 1. The Officers of the Association shall be the President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected annually. All Officers of the Association shall be ex-officio members of the Board.

Section 2. No member of the Association holding elective public office in the Borough shall be eligible to become either an officer of the Association or a member of its Board.

Section 3. The President shall be the Chief Executive Officer of the Association and shall preside at its operating meetings as well as all meetings of the Board. The President shall be an ex-officio member of all committees except the Nominating Committee and may serve for two consecutive terms.

Section 4. The Vice President shall perform the duties and exercise the powers of the President in the event of the absence, disability, or inability of the President to serve.

Section 5. The Secretary shall act as Secretary of the Association and the Board. The Secretary shall keep regular minutes of meetings, shall send such notices as are required to be given to the members thereof, and shall perform such other secretarial and administrative duties as the President and the Board shall direct. The Secretary shall maintain membership records, prepare and mail annual dues billings and record payments thereof; and serve as custodian for the Association's permanent records.

Section 6. The Treasurer shall have custody of the funds of the Association, which shall be deposited in the name of the Association in one or more depositories; shall pay all bills contracted and budgeted by the Association; shall keep an accurate account of receipts

and disbursements; and shall submit a current financial report at each meeting of the Board as well as an annual fiscal year-ending financial report.

Article VII - DUES

Section 1. Each member shall pay annual dues on a calendar year basis in an amount to be fixed, from time to time by the Board. Dues shall be payable in January each year.

Section 2. A member who fails to pay the annual dues within one hundred and eighty (180) days of the due date thereof shall be dropped from the rolls of the Association.

Article VIII - FINANCES

Section 1. The books and accounts of the Association shall be the subject of an audit by a person who is not a member of the Board at the end of each fiscal year.

Section 2. The Association is authorized to solicit contributions and to create special funds for such purposes as may be approved by the Board to further the objectives of the Association.

Section 3. Officers of the Association, or alternate trustees appointed by the President who reside in Avalon, shall be authorized to draw checks on an account of the Association for purposes authorized in the budget. The signatures of any two (2) of these Officers or authorized alternates are required on all checks.

Section 4. A budget for each fiscal year shall be prepared by the Officers and presented to the Board for adoption no later than the second meeting following the annual meeting. The budget shall not be exceeded without prior approval of the Board.

Article IX - ATTENDANCE

If the absences of any member of the Board exceed fifty percent (50%) of the regularly scheduled meetings within the period of 9 months after election, the Board shall be notified of this fact in order to take action. If a majority of the Board shall find such absences to have been without good cause they shall declare that seat on the Board be vacant. The Secretary shall promptly advise the member of that fact in writing and of the fact that the member may appeal such action to the Board in writing and by presenting that appeal personally at the next scheduled meeting of the Board. The decision of a majority of the Board on the appeal shall be final.

Article X - MEETINGS

Section 1. The annual meeting of the Association shall be held on the second Saturday in the month of August in each year at the time, and at such place within the Borough as the Board shall designate. The purpose of the annual meeting is to hear a review of the activities of the Association during the past year, to be informed by public officials as to the current status and of future plans for the Borough, to receive reports of any matters of interest to owners of real property within the Borough, to elect Officers and members of the Board of Trustees, and to conduct such other business as may properly come before the meeting.

Section 2. Meetings of the Board and Operating Meetings of the Association will be held at such times and places in the manner authorized by the Board.

Section 3. In the event of a tie vote associated with a Motion, the President's vote shall count as two (2), thus breaking the tie. If the President is not in attendance to break the tie, the Motion shall not carry.

Section 4. Other meetings of the Association may be held at such times and places in the manner authorized by the Board. At least two (2) weeks prior to any such meeting, notice thereof shall be sent by the Secretary to the Membership. Such notice shall include a statement of the purpose for which the meeting is called.

Article XI - NOMINATIONS AND ELECTIONS

Section 1. No later than April 1st of each year, the Governance/Nominating Committee shall begin the process to solicit/select candidates for each office and as many candidates as may be required to fill vacancies on the Board. The list of nominees shall be furnished to all Board members by June 15.

Section 2. At the annual meeting, the membership shall elect the Officers for a term of one year, four (4) Trustees for a term of three (3) years, and any other vacancy on the Board as may be open.

Section 3. The elected Officers and Board members shall take office effective September 1 at the start of the new fiscal year.

Section 4. In the case of a vacancy occurring in any Officers of the Association or in the Board, the Board shall have the power to fill such vacancy at any time while continuing to operate the Association.

Article XII – COMMITTEES and REPRESENTATIVES

Section 1. The Association shall establish such "Committees" or designate individual "Representatives"

that the Board deems useful in carrying out the purposes of the Association. The President may designate Representatives, establish new Committees, or dissolve existing Committees with the approval of the Board. Representatives will be designated and Committees will be filled within sixty (60) days of the start of the fiscal year or within sixty (60) days of approval of a new Representative or Committee by the Board. Areas of focus for the Representatives and Committees may include, but are not limited to, the following:

- (a) Avalon Public Library
- (b) Borough Council
- (c) Communications
- (d) Contributions
- (e) Education
- (f) Environmental Commission
- (g) Governance/Nominating
- (h) Membership
- (i) Planning/Zoning Board
- (j) Programs
- (k) Public Relations
- (l) Public Safety

Section 2. The Representative or person responsible for a Committee shall be a member of the Association appointed by the Board. The Board may also appoint non-member advisors to such Committees, without that person having a vote.

Section 3. The Board may appoint Representatives, constitute other special or standing Committees and may fill vacancies as they occur.

Section 4. All Representatives and Committees shall make recommendations to the Board concerning matters within their areas of responsibility.

Article XIII - POSITION OF ASSOCIATION

Section 1. The President shall be the official spokesperson for the Association.

Section 2. Whenever the official position of the Association is to be presented by any officer, trustee, or member of the Association other than the President, it shall only be with the specific authorization of the President.

Section 3. All letters or other communications purporting to speak on behalf of the Association shall be approved by the President or the Secretary, or other representative duly authorized to do so by the President.

Section 4. Nothing herein shall preclude an officer, Trustee, or member of the Association from discussing any matter with officials of the Borough, representative

of the press, or any other individual, providing the opinion expressed is clearly qualified as being personal and not representative of the position of the Association.

Article XIV - ASSOCIATION MAILING LIST

Section 1. The Board shall have sole control of the membership list of the Association and it shall not be made available to anyone, whether member or not, for non-approved purposes.

Section 2. Communications that may be requested to be directed to the membership must first be approved by the Board for mailing.

Article XV - CONFLICT OF INTEREST

Section 1. Members of the Board at their Board or Operating Meetings, or members of the Association at one of its meetings, shall be required to declare any prejudicial position or conflict of interest any one of them may have in any matter under consideration at the meeting, after which that member shall be precluded from voting on the action in which conflicted, although that member shall be permitted to express an opinion on the issue. At any such meeting, a member may challenge the position of another member on an issue as representing an undeclared conflict of interest, in which event the body to which the challenge is presented shall discuss the matter and, by majority vote, declare whether or not a conflict exists. The decision rendered on the issue shall be final.

Section 2. Members of the Board who are appointed members of a Borough board, authority, office or department shall not be present when an item that has yet to be decided by the Borough is presented.

Article XVI - LEGAL ACTION

The Association, upon approval and authorization by a majority of the Board voting on the issue, may institute, participate in, and finance legal action in any matter related to the purposes of the Association.

Article XVII - INDEMNIFICATION

Except for actions found to have been criminal or fraudulent in nature, any person, or the estate or personal representative of such person, shall be and hereby is indemnified by the Association against personal liability arising out of that person's activities as a Board member or as an officer of the Association.

Article XVIII - DISSOLUTION

Section 1. Provided that the Board has recommended dissolution of the Association, and further provided that

notice thereof is given to all members at least four (4) weeks in advance of the action to be taken, the Association may be dissolved at any meeting called for that purpose by a majority vote of those members present at the meeting.

Section 2. In the event of a vote to dissolve, all assets of the Association shall be disposed of as follows:

- (a) All debts, liabilities and obligations of the Association shall be paid, satisfied and liquidated.
- (b) The remaining assets shall be transferred to the Borough of Avalon with the specific provision that their use be restricted to the beautification of the Borough of Avalon.

Article XIX - RULES OF ORDER

The most recent edition of “Roberts Rules of Order” shall constitute the parliamentary authority for all matters not covered in these bylaws.

Article XX – EMERITUS/EMERITA PROGRAM

All out-going AHLOA Trustees who have served at least two (2) consecutive terms can be inducted as an Emeritus/Emerita of AHLOA during the annual meeting. Should a Trustee leave the Board due to an extenuating circumstance, prior to their two (2) full terms of service, the Trustee may still be appointed to Emeritus or Emerita status at the discretion of the President. As needed, the President can appoint Emeritus/Emerita members to serve a one year term as a Committee Representative, which can be renewed in subsequent years. Emeritus/Emerita members can be appointed/elected as future Board members, and must maintain Avalon property ownership to continue eligibility.

Article XXI - AMENDMENTS

These bylaws may be amended by a majority vote of the Board provided, however, that such amendment has been submitted in writing to each Board member at least one month in advance of the meeting at which it is to be considered. A change in such amendment germane to the subject under consideration may be offered and voted on at that meeting.