

**By Laws
of the
Muirfield Village Civic Association**
(as amended through the annual meeting of March 2012)

Section 1. Name

The name of this corporation shall be the Muirfield Village Civic Association, hereafter referred to as "the Association".

Section 2. Purpose

The purpose of the Association shall be (a) to promote the general welfare and social well being of the residents of the Muirfield Village subdivision in the City of Dublin, approximately one-third of which is located in Franklin County and approximately two-thirds of which is located in Delaware County; (b) to engage in any lawful act or activity for which nonprofit corporations may be formed under the provisions of the Ohio Nonprofit Corporation Law; (c) to do all things necessary and incidental thereto.

Section 3. Membership

3.1 Eligibility. Membership in the Association shall be open to all residents of Muirfield Village. All members within the same household should be considered members for purposes of all activities.

3.2 Admission. An eligible resident shall be admitted to membership upon the completion of written application and payment of annual dues, the amount as established by majority vote of the members present at the Annual Meeting of the Association.

3.3 Dues. Each household shall pay annual dues to be paid within thirty days of receipt of invoice. The amount to be established and voted on at the annual meeting.

3.4 Waiver of Dues. Residents new to Muirfield Village will automatically be enrolled in membership for the first year⁵ of residency and the required annual payment of dues be waived until the first anniversary of their residency. Further the Trustees may from time to time waive or temporarily discount the amount of dues to both new and/or sponsoring members for the purpose of incentive to increase membership.

Section 4. Voting

4.1 Allocation. Each household, which has paid all dues for the year during which the meeting is held, shall be entitled to receive one ballot for the election of board trustees.

4.2 Proxy. No votes may be cast by proxy, except that one resident of a household may cast votes allocated to the household.

Section 5. Annual Meeting

5.1 Date, time, place. An annual meeting of the Association shall be held each year during the first quarter of the year on such date, at such time, and at such place as the Board of trustees shall designate. (Amended by vote at 2001 Annual Meeting)

5.2 Notice. All members shall be notified ~~in writing~~ of the date time and place no less than 10 days prior to the annual meeting. ~~The written notice shall include designation of the date, time, and place of the annual meeting.~~

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5.3 Purposes. The annual meeting shall be held for the purpose of electing the Board of Trustees and such other business as is properly brought before the members. The annual dues shall also be approved at the annual meeting, as provided in Section 3.2 supra.

5.4 Quorum. At each annual meeting, all members present shall constitute a quorum. The Act of the majority of the members present shall be the act of the members, except as otherwise provided herein.

5.5 Procedures for conducting. The order of business at an annual meeting of the member shall be determined by the presiding officer of the meeting, whose decision can be overruled only by a majority vote of the members present. Annual meeting shall be conducted in accordance with Robert's Rules of Order.

Section 6. Special Meetings

6.1 Procedures for calling. Special meetings of the members may be called by a) the President of the Association, b) the Board of Trustees of the Association, or c) the written petition of a majority of the members.

6.2 Date, time, place. The date, time, and place of special meeting shall be determined by the Board of Trustees.

6.3 Notice. All members shall be notified ~~in writing~~ of the date, time, place and purpose no less than 5 days prior to a special meeting. ~~The written notice shall include designation of the date, time place, and purpose (s) of the special meeting.~~

6.4 Quorum. At each special meeting, all members present shall constitute a quorum. The act of the majority of the members present shall be the act of the members, except as otherwise provided herein.

6.5 Procedure for conducting. The order of business at a special meeting of the members shall be determined by the presiding officer of the meeting, whose decisions can be overruled only by a majority vote of the members present. Special meetings shall be conducted in accordance with Robert's Rules of Order.

Section 7. Officers and Trustees

7.1 Trustees. The Board of Trustees shall consist of nine trustees. All trustees must be members of the Association. Active participation and presence at meetings is expected from each trustee. Prior to the annual meeting, the President shall appoint a nominating committee, composed of three members. The nominating committee shall select at least one nominee for each vacancy. The nominating committee shall announce the names of the nominees to the members prior to the annual meeting, and shall cause them to be nominated at the annual meeting. Additional nominations shall be received from the floor at the annual meeting.

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7.2 Officers. All officers must be members of the Association. No person may hold more than one office at the same time.

7.3 Election. Trustees shall be elected by the members at the annual meeting and officers shall be elected by the trustees at their first trustee meeting each calendar year.

7.4 Terms of office. Trustees shall be elected to serve three year staggered terms, so that, at each annual meeting of the members, three trustees shall be elected. At the 1994 annual meeting, two trustees (shall be) were elected to serve two-year terms and three trustees (shall be) were elected to serve three-year terms and one trustee (shall be) was elected to serve a one- year term. Thereafter, at all subsequent annual meetings, three trustees shall be elected to serve three-year terms.

7.5 Resignation. Any officer or trustee may resign by providing written notice to the Board of Trustees. Vacancies in officer positions or on the Board of Trustees due to resignation shall be filled by majority vote of the remaining trustees. Officers or trustees selected in this manner shall serve until the end of the term of the officer or trustee who resigned. **The Board of Trustees may consider a trustee's failure to attend three (3) consecutive meetings without accepted cause to be act of resignation and vote to fill the vacancy without further action.**

7.6 Removal. Any officer or trustee may be removed at any annual or special meeting by a majority vote of the members present. A new officer or trustee may be elected at the same meeting, or the members, by majority vote, may delegate the selection of such new officer or trustee to the Board of Trustees.

Section 8. Meetings of the Trustees

8.1 Procedure for calling. Meetings of the Board of Trustees may be called by the President or by a majority of the trustees then in office.

8.2 Date, time, place. The date, time, and place of such meetings shall be determined by a majority of the trustees then in office.

8.3 Notice. Notice of Board meetings shall be given by the President, Vice President, or Secretary in writing, in person, or on the telephone **or by other electronic transmission**, no less than 24 hours prior to the meeting.

8.4 Quorum. A quorum of the Board of Trustees shall consist of a majority of the trustees then in office. The act of the majority of trustees at a meeting at which there is a quorum shall be the act of the Board of Trustees.

Section 9. Duties of the Officers

9.1 President. The President shall preside at all meetings of the members and all meetings of the Board of Trustees. He or she shall have the general powers and duties of supervision and management usually vested in the office of the President of a nonprofit corporation, and shall have such other powers and duties as are assigned to him or her by the Board of Trustees or as are prescribed by the By Laws.

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9.2 Vice President. The Vice President shall have such powers and duties as are assigned to him or her by the President or the Board of Trustees. In the absence or disability of the President, the Vice President shall perform the duties of the President.

9.3 Secretary .The Secretary shall keep the minutes of all meetings of the members and all meetings of the Board of Trustees. The Secretary shall be the custodian of the minutes of the Association. At the end of each calendar year the secretary shall receive and file a current membership roster. The Secretary shall have such other powers and duties as are assigned to him or her by the President or the Board of Trustees.

9.4 Treasurer. The Treasurer shall be the custodian of all funds of the Association. The Treasurer shall also maintain records of all accounts of the Association. Whenever directed by the Board of Trustees, the Treasurer shall present a statement of the accounts of the Association. The Treasurer shall have such other powers and duties as are assigned to him or her by the President or Board of Trustees.

Section 10. Standing **Committees**

10.1 Creation. There shall be four standing committees, Civic Action, Social Activities, Community ~~Service~~ **Outreach** and Membership. Additional standing committees may be created by the Board of Trustees.

10.2 Chairs. The President shall appoint the chairs of the standing committees, who shall serve terms of one year. Committee chairs shall be notified of, and may attend meetings of the Board of Trustees. Committee chairs shall have such powers and duties as are assigned by the President.

Section 11. **Amendment of the By Laws**

The By Laws of the Association may be amended by the vote of a majority of the members present at an annual or special meeting.