

BY-LAWS

Article I

The annual dues of members shall be fixed by the Board of Directors and approved by the General Membership, and shall be payable in advance on the first day of January of each year. Membership in this organization shall consist of the persons named in the Charter upon application and payment of dues.

The annual dues shall cover all legal residents of the household. Any member whose dues shall be unpaid and in arrears, at the time of the first general membership meeting, may be dropped from membership by the members of the Association or Board of Directors.

Article II

The policy making body of the Association shall be the Board of Directors, which shall have the authority to make decisions. It shall be the fact-finding body, and shall consider matters in dispute and matters of finance.

The Board of Directors shall consist of 10 members, made up of six district representatives and four at-large members. The boundaries of each district shall be set by the Board and may be changed from time to time as necessary. They shall be elected for two-year terms, except during the first year of the Association's operations when one-half of the board members shall be elected to a one-year term. Those members to be elected for a one-year term will be the two at-large members who received the least number of votes on the first election and the representatives for districts 1, 3, & 5.

Election of Directors:

1. The Board of Directors shall be elected by ballot in November in a manner prescribed by the Board and their term of office shall run

from January 1 to December 31. Nominations shall be submitted either by a nominating committee or by letter to the nominating committee at least four weeks prior to elections.

2. Each member household shall have one vote so long as they are in good standing in the Association.

3. Any member in good standing in the Association may run for a Directorship. Anyone choosing to run as a district representative must be a resident of the district in which he chooses to run. At-large candidates may be residents of any district.

4. The district representative will be the candidate receiving the greatest number of votes within that district. The at-large representatives will be the four members who receive the greatest number of votes on the at-large ballot.

5. If a Directorship vacancy occurs during the year, the Board of Directors shall, at a regular or special meeting and by a majority vote of all Directors, appoint a replacement Director.

6. Any appointed Director shall hold that position until the next regular election of Directors, at which time that Directorship shall be considered open.

The number of Directors fixed in the Charter may, by a two-thirds vote of the membership present at a meeting, be increased to not more than 15, including the Officers of the Association who shall also be members of the Board, or decreased to not less than 7 including the count of Officers. The President shall act as Chairman of the Board.

At the first meeting of the Board of Directors, following their election, the Board shall elect from their number those persons duly nominated and seconded to serve as Officers of the Association for the coming year.

### Article III

The Officers of the Association shall consist of a President, Vice-President, Secretary, and Treasurer. They must be residing in the area covered by the Association and be members in good standing at the time of the election.

The President, or in his absence, the Vice-President, shall preside at all General Membership Meetings and preserve order therein. The President shall appoint all committees and decide all questions of order. In the event of a conflict on parliamentary procedure, "Roberts Rules of Order" shall govern.

The Secretary shall perform those duties usually pertaining to that office and such other duties as the President may from time to time assign to that office.

The Treasurer shall receive all monies paid to the association. Said monies shall be deposited in any protected depository selected by the Board of Directors to the account of the Association. The Treasurer shall also pay all the bills approved by the Board of Directors upon order drawn for same. The Treasurer shall make a report to the Association at all general membership meetings, in addition to making a report to the Board of Directors of all checks issued. The Treasurer will make all records of transactions available to a committee to audit these records during the month prior to turning over the office to his successor, even if re-elected.

All bills shall be paid by check signed by the Treasurer and countersigned by one of the following: Secretary, Vice-President, or President. All bills are subject to approval by the Board of Directors.

The Board of Directors, including the officers, individually and jointly are forbidden from incurring debt in the name of the Association with the exception of routine month-to-month expenses.

#### Article IV

The Board of Directors shall meet at least once per month. They should attend to all matters not referred to standing and/or special committees and report to the meeting of the Association following thereafter. They shall have full power and authority over all affairs of the Association between regular membership meetings.

Any member of the Board of Directors who absents himself/herself from three consecutive meetings without excuse or failure to notify the President or Vice-President in advance thereof, may be removed by a vote of two-thirds of the members present at the meeting when the matter is before the Board.

Meetings of the Association or Board of Directors may be held at a regular meeting place or such other location as the President or the Board of Directors may designate, provided notice is given of such meetings to the membership. The notice of all meetings must be made to each member at least five days in advance, stating the time, place and purpose thereof.

General Membership Meetings will be held during the months of April and November.

At any meeting of the General Membership called for the purpose, any member of the Board of Directors or any of the Executive Officers may, by vote of two-thirds of those present and voting, be removed from office with just cause, and another elected in place of the person removed to serve out the remainder of the term.

At all General Membership Meetings of the Association, a quorum shall consist of 10 paid-up members at that meeting present and voting.

At all meetings of the Board, if a quorum is called for, the quorum shall consist of six members.

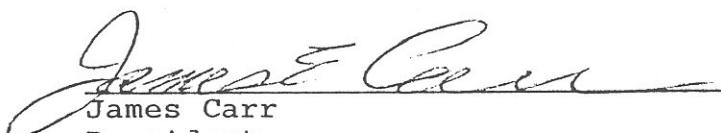
A majority of the votes cast at a duly constituted meeting of members shall be sufficient to pass any measure other than changes

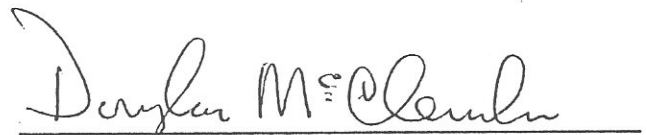
to the By-Laws and removal from office.

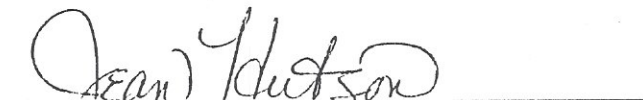
Each membership household shall have one vote on all subjects presented at a general membership meeting. Members shall vote in person only.

No official business or voting shall take place except at a quorumed meeting, General Membership as well as Board.

By-Laws were presented and approved by a Meeting of the General Membership on November 4, 1987.

  
James Carr  
President

  
Douglas McClendon  
Vice-President

  
Jean Hutson  
Secretary/Treasurer