

**BYLAWS OF THE
HICKORY HILL HOMEOWNERS ASSOCIATION, INC.**

Revised April 2021

PARAGRAPH I – DEFINITIONS

SECTION I

These Bylaws shall be a part of the Articles of Incorporation of the Hickory Hill Homeowners Association, Inc. Residents of Hickory Woods, Hickory Lakes, Hickory Trails and other contiguous residential areas are welcome as members upon receipt of annual dues. They are encouraged to join in all the activities of Hickory Hill Homeowners Association, Inc.

SECTION II

In the event of a basic contradiction between these Bylaws and the Articles of Inc., the Articles of Inc. shall be the governing authority unless specifically deferring to these Bylaws.

SECTION III

Membership is defined as follows:

1. Honorary Member -- A member interested in the social, civic, and general welfare of the Hickory Hill Community, not necessarily living in the Hickory Hill area. Such a member pays no dues.
2. Member -- A family that has paid its current yearly dues and special assessments, if any, and lives in one of the areas described in paragraph I, Section I.

PARAGRAPH II – VOTING

SECTION I

Each member family shall be allowed one (1) vote at the general meetings of the Association. All others may not vote.

SECTION II

At all general meetings of the Association, a majority shall consist of one-half plus one of the members present and shall carry any motion duly presented.

SECTION III

At all Board of Directors meetings, which shall consist of a quorum of a majority of the Board members present and shall carry any motion duly presented.

SECTION IV

No proxy votes will be admitted on any issue at any general meeting or Directors meeting.

SECTION V

The method of voting on motions presented at general meetings will be by show of hands or ballot at the discretion of the president or members.

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PARAGRAPH III – BOARD OF DIRECTORS

SECTION I

The Board of Directors shall consist of the past President, the President, the Vice-President, the Secretary, and Treasurer, who are elected at a general meeting held the first ~~Monday in April~~ Saturday in March of each year by majority vote of the Members. The Area Directors, who are appointed by the President in April, also serve on the Board of Directors. Their terms shall run concurrently with the officers. The Area Directors shall live in the geographical areas that they serve, if feasible.

SECTION II

Vacancies which occur during the year on the Board of Directors will be filled by appointment by the President and approved by the majority of the Board of Directors.

PARAGRAPH IV – OFFICERS

SECTION I

The officers of this corporation shall be as follows: President, Vice-President, Secretary, and Treasurer. Their terms shall run from the first Saturday in March of one year to the first Saturday in March the following year.

SECTION II

The officers shall be elected at large at a general meeting of members convened for that purpose on the first Monday in April. The Area Directors shall not serve as officers concurrently.

PARAGRAPH V – DIRECTORS' DUTIES

SECTION I

The Board of Directors shall:

1. Meet quarterly to discuss issues and problems and to formulate policies, proposals, etc.
2. Act as representatives of the residents in the geographic area that they serve.
3. Meet in special sessions at the call of the President.
4. Distribute written and or electronic communications to HOA members only of Hickory Hill, Hickory Woods, Hickory Lakes, Hickory Trails I & II, and other contiguous areas as required within three days of receipt of such material.

PARAGRAPH VI – AUTHORITY OF OFFICERS AND BOARD OF DIRECTORS

SECTION I

The Board of Directors shall perform all functions and exercise all authority over affairs of the Corporation normally assigned to such bodies within limitations established in the Articles of Incorporation, or elsewhere in the Bylaws.

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SECTION II

The President:

1. Is authorized to act in any and all matters of whatever nature in the name of the Association.
2. Is authorized to call special meetings of the Board of Directors and general membership.
3. Will prepare the agenda for and conduct the Board of Directors and general membership meetings.
4. Will act as Chairperson of the Board of Directors.
5. When the term is over the President shall take over the role to serve as the Immediate Past President for a minimum of 1 year.

SECTION III

The Vice-President:

1. Shall aid and assist the President in all duties at the discretion of the President.
2. Shall act in the President's behalf during his or her absence.

SECTION IV

The Secretary:

1. Shall prepare the minutes of all meetings.
2. Shall maintain and keep a file of all the minutes of previous meetings.
3. Shall maintain and keep a file of copies and all kinds of documents of the Association, such as Deeds, Articles of Incorporation, Bylaws, Bills of Sale, Property Lists, and shall provide copies to members upon request.
4. Shall maintain an up-to-date membership list and distribute the list annually to the Board of Directors.
5. Shall maintain and keep the official correspondence file for the Association.
6. Shall maintain and monitor social media applications such as Facebook HOA accounts, posting events, newsletters, and general news.

SECTION V

The Treasurer:

1. Is authorized to establish a checking account with a local bank in the name of the Association, with provisions for his and other officers' signatures to be honored as limited herein.
2. Is authorized to sign checks and to make expenditures duly authorized by the Board of Directors.
3. Will maintain the Association's financial books and give a report at each meeting.
4. All checks written for a sum of \$250.00 or more shall be signed by two (2) officers.
5. Shall maintain a safety deposit box at the same local bank as in (1) above to keep original or certified copies of all documents of the Association.

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SECTION VI

The Immediate Past President:

1. Serves for a Voting Tie-Breaker capacity.
2. Can be used to help establish a quorum.
3. Serves as a voice of experience and help provides guidance to new board members.

SECTION VII

The Board of Directors:

4. May authorize fund-raising campaigns, as permitted by law, including sponsoring cooperative sales of goods or services.
5. Is authorized to call meetings of the membership.
6. Is authorized to secure a bond for the Treasurer and the President in the amount of the monetary value of the Corporation.
7. Is allowed to engage a disinterested firm to audit the Treasurer's books at election time, prior to the newly elected Treasurer's assuming the responsibility.
8. May authorize the substitution of signatures on checks drawn on the Corporation in the event of absence or other disabilities of the signatories.
9. May authorize the spending of funds on hand as needed to maintain the property owned, leased, or used by the Association. Funds for capital improvements must be approved by a majority of members at a general meeting. No debt is to be incurred even if approved by members at a general meeting.

PARAGRAPH VII -- MEMBERSHIP

SECTION I

The membership of this Corporation shall be as defined in Paragraph I, Section III, and in the Articles of Inc., subject to the payment of dues and/or assessments as prescribed in Paragraph VII, within the time limits established by the Board of Directors at the time of assessment.

SECTION II

Honorary memberships may be awarded by a majority vote of the Board of Directors to individuals who do not qualify for general membership. This membership will last for a full year and then be evaluated by the Board of Directors at the time of expiration. This membership can be granted again.

SECTION III

Membership may be transferred at the discretion of the member to a renter of his home. Only 1 membership is awarded per family. A written statement must be submitted in writing to the HOA by mail or email when transferring eligibility between owner and tenant. Special consideration will be given to multi-family households on a case by case basis.

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PARAGRAPH VIII -- DUES AND ASSESSMENTS

SECTION I

The membership dues is \$25.00 per year. Additional assessments (if required) and dues will be determined by the Board of Directors.

PARAGRAPH IX -- RULES OF ORDER

SECTION I

Roberts Rules of Order shall govern the conduct of meetings and transactions of business of this Corporation.

PARAGRAPH X – MEETINGS

SECTION I

The general membership shall meet yearly or as called by the President and authorized by the Board of Directors. Only business items previously placed on the agenda by the Board of Directors will be discussed.

SECTION II

The nominating committee shall prepare a slate of nominees for officers. Additional nominations shall be accepted from the floor at the general meeting if these nominees have previously agreed to serve if elected.

SECTION III

Meetings of the Board of Directors will be called in accordance with Paragraphs V and VI.

SECTION IV

The Board of Directors meetings will be open to the general membership. The right to comment by the general membership at the Board of Directors meetings will be at the discretion of the Chairperson.

PARAGRAPH XI -- QUORUMS

SECTION I

For any Board of Directors meeting, majority of the officially listed members of the Board of Directors shall constitute a quorum.

SECTION II

For a general membership meeting of the corporation, the members present shall constitute a quorum. Members shall be identified for voting purposes as they arrive at the meeting by members of the Board of Directors.

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PARAGRAPH X -- COMMITTEES

SECTION I

Committees shall consist of two types: Standing Committees and Special Committees.

SECTION II

Standing Committees shall be determined by the Board of Directors. These committees are Park & Entrance, Nominating, Social Activities, and Legislative.

1. The Chairperson of the Nominating Committee shall prepare a slate of nominees to serve as officers. Additional nominations shall be accepted from the floor at the general meeting if the nominees have previously agreed to serve if elected.
2. Park and Entrance Committee Chairperson shall make monthly inspections of the property maintained by the Association and arrange for repairs or maintenance as needed. Expenditures over \$100 must be approved by the Board of Directors. The Treasurer will pay for materials or services from Association funds.
3. The Social Activities Committee Chairperson shall present plans for picnics or other activities to the President for approval by the Board before implementing them.
4. The Legislative Committee chairperson shall keep up with the actions of City Hall and alert the President to any requested zoning changes that would negatively affect our residential area. Other political activities that might cause residents of our Association concern should be monitored and the President notified. The Legislative chairperson will also visit the City Clerk's office and obtain copies of the minutes of City Council meetings (if needed) on a regular basis.

SECTION III

Special Committees will be appointed by the Board of Directors from the Membership for short-term or one-purpose activities. These include: Traffic Control. For expediency, the Board of Directors may authorize the President to appoint special committees for specific purposes.

PARAGRAPH XIII -- AMENDMENTS

SECTION I

Any member may submit proposed amendments to these bylaws. Such proposals will be submitted in writing to any member of the Board of Directors at least two weeks before a board meeting. Such proposals must contain the signatures of at least 10 (ten) other members. If the time limit is not met, the proposal will not be included in the board meeting agenda. It will be considered at the next meeting of the Board of Directors.

SECTION II

The Board of Directors will evaluate the primary significance and secondary implications of the proposed amendment and either approve or reject it by simple majority. If approved, the Board of Directors will edit and prepare the amendment in appropriate form for submission to the membership at the first general meeting called for that or other purposes following the submission. If rejected, an appeal may be made at a general meeting.

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SECTION III

In any case, the proposed amendment, having been approved by the Board of Directors, will be distributed in writing Email, or Social Media to all members at least 14 days prior to the general meeting called for this and/or other purposes.

SECTION IV

Assuming due notification of the general meeting is accomplished as specified in these Bylaws, the proposed amendment will be read aloud to all members present and then put to a vote, which will be final. The reading of amendments requiring more than three minutes may be waived provided that members have received written copies at least two weeks before a general meeting.

SECTION V

The Board of Directors may generate proposed amendments and will be bound by the same conditions as specified above.

SECTION VI

The Board of Directors shall review the Bylaws ever 3 years to verify that they are current with the laws and technology at that time.

PARAGRAPH XIV -- NOTICES OF MEETINGS

SECTION I

Notice of all general meetings of the Association shall be given to all residents and members in writing not less than 15 days prior to the day of the meeting.

SECTION II

Five (5) days prior to regular quarterly Board of Directors meetings, written notice shall be required to all members of the Board of Directors. Notice of special meetings of the Board of Directors need not be in writing, however; the President or his designee has to make every effort to contact all members of the Board and personally inform them of the meeting.

PARAGRAPH XV -- PROPOSED ITEMS OF BUSINESS

SECTION I

Any member may propose items of business to be considered by the Board of Directors provided it is submitted to any Board member at least two weeks prior to the meeting at which the proposal is to be considered. The Board of Directors will then bring the item up under new business and either approve or disapprove its addition to the agenda of the next general meeting.

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PARAGRAPH XVI

SECTION I

The position of any member of the Board of Directors or officer who misses more than two (2) consecutive meetings without just cause may be considered vacant by the Board of Directors and a new Director or officer appointed as described in the Bylaws.