

**BYLAWS OF  
DUCHESS CREEK ESTATES NEIGHBORHOOD ASSOCIATION (DCENA)**

**ARTICLE I – MEMBERSHIP**

1. **NAME**: The name of the organization shall be Dutchess Creek Estates Neighborhood Association (DCENA).
  
2. **PURPOSE**: To maintain and ensure the continuing tranquility and beauty of the community and to attempt to resolve problems which face the community within the power and capacity of DCENA.
  
3. **MEMBERSHIP**: Membership in DCENA is voluntary and open to anyone who owns property or resides in DUCHESS CREEK ESTATES, (Additions 2, 3, 4 and 5). However, only dues paying members may vote. Members will pay an annual membership fee of \$35.00, which is due January 15 of each year and considered current if paid in thirty (30) days.
  
4. **VOTING RIGHTS**: Each member present at any meeting or who has furnished their proxy and who has dues paid thirty (30) days prior to election, shall be entitled to one (1) vote. Association matters shall be decided by majority of the votes cast. Membership entitles up to two (2) adult votes residing at said property.  
  

**PROXY VOTES**: Must have on the proxy: 1) The date of the meeting, 2) The member's name; 3)the members signature; 4)The date; 5) Must be recorded before the beginning of any meeting with the Secretary of the Association or the proxy will be invalid.
  
5. **ANNUAL MEETING**: An annual meeting of the members shall be held on the first Saturday in June, each year, at the Porum Landing Fire Department for the purpose of electing directors and officers and other business as deemed necessary.
  
6. **SPECIAL MEETINGS**: Special meetings of the members may be called at any time by the President or the Board of Directors and may be called at any time by the President upon the written request of any member and re request must state the purpose for such special meeting.
  
7. **QUORUM**: One third of the membership at any membership meeting shall constitute a quorum. Members may be present in person or by proxy at any meeting.

8. **FILING TO BE A MEMBER ON THE BOARD OF DIRECTORS OR OFFICERS**: A person wishing to serve on the Board of Directors or as an Officer must notify the Secretary or Treasury of their intent by May 15<sup>th</sup> prior to the annual meeting. Also nominations will be accepted from the floor at the annual meeting from members wishing a person to be on the Board of Directors or as an officer and the person had not filed, but is willing to serve. If no person files and there are no nominations from the floor to be a member of the new Board of Directors or no new nominations for officers, the previous Board of Directors and Officers will preside for the next term and no election will be held.

## **ARTICLE II – BOARD OF DIRECTORS**

1. **GENERAL POWERS**: The business of the association shall be managed by the Board of Directors, except as otherwise provided by statute or the bylaws of this association. Association matters shall be decided by majority of the votes cast. The Board shall be responsible for a yearly audit of the books.

2. **NUMBER**: There shall be eleven (11) members of the Board of Directors including the officers.

3. **ELECTION**: The Directors shall be elected at the annual meeting of the members on the 1<sup>st</sup> Saturday of June each year. If no person has filed and there are no nominations from the floor to be on the new Board of Directors, then no election will be held and the previous Board of Directors will preside for another term. In all elections for Directors, each member shall have one vote for each number of directors being elected.

4. **TERM**: The Directors shall hold office for one (1) year and thereafter until their successors are elected and qualified. The new Board of Directors takes office June 10<sup>th</sup> and is in office until June 9<sup>th</sup> the following year.

5. **QUALIFICATIONS**: A director on the board must be a current member of the DCENA.

6. **VACANCIES**: Vacancies in the Board of Directors shall be filled at the next regularly scheduled annual meeting by a majority vote of the membership and in the interim a temporary Director shall be appointed by a majority vote of the remaining Directors.

7. **REGULAR MEETINGS**: Directors shall hold regular meetings at the Porum Landing Fire Department following the monthly PLFD breakfast (if held) on the 1<sup>st</sup> Saturday of February, April, June, August, October and December of each year.
8. **QUORUM**: Six (6) Directors shall constitute a quorum for all meetings.
9. **CHAIRMAN**: The President is the Chairman of the Board and shall conduct all Board Meetings.
10. **REMOVAL OF A DIRECTOR**: The Membership may remove any director for just cause at any meeting called for this purpose by vote of a majority of their number.

### **ARTICLE III – OFFICERS**

1. **NUMBER**: The association shall have a President, Vice President, Secretary, and Treasurer, and other such officers, agents and factors as shall be deemed necessary from time to time by the Board of Directors. No two (2) offices or seats on the Board may be held by the same household except any two (2) of said offices may be held by one (1) person, except the office of President.
2. **ELECTION AND TERMS**: The officers enumerated in section 1 of this article shall be elected annually by the Membership and shall hold office until their successors are elected and qualified. A failure to elect such officers shall not dissolve the Association.
3. **SUBORDINATE OFFICERS**: Such subordinate and assistant officers, agents and committees as may be deemed desirable from time to time by the Board of Directors shall be appointed by it and shall have the powers and duties as may be delegated by the Board of Directors.
4. **REMOVAL AND RESIGNATION**: The Membership may remove any officer, assistant, or agent of the association from office, for good cause, at any meeting called for this purpose by vote of a majority of their number. A resignation of any officer, assistant, agent or factor of the Association may be accepted by a majority vote at any meeting of the Boards of Directors.
5. **VACANCIES**: Any vacancy occurring in any office of the Association shall be filled for the unexpired term by majority vote of the Board of Directors at the next regularly scheduled meeting. The vacant office must be filled at the next regularly scheduled membership meeting by the majority vote of the membership.

6. **THE PRESIDENT**: The President shall be the Chief Executive Officer of the Association and subject to the direction and supervision of the Board of Directors; shall have general charge of the business affairs and property of the Association and control over the officers, agents, employees and conduct the meetings of the membership at which he or she is present and shall have such other powers and duties as may be assigned by the Board of Directors, and is expected to conduct the meetings of the Board of Directors.

7. **THE VICE PRESIDENT**: At the request of the President or in their absence, the Vice President shall have all of the powers, duties and restrictions of the President. He or she shall have such other powers and duties as may be assigned them by the Board of Directors and is expected to attend their meetings.

8. **THE SECRETARY**: The Secretary shall record all proceedings of the members' and Directors' meetings and provide written copies of previous meetings minutes for those in attendance, have charge of the certificate ledger, see that all notices are given in a proper manner, see that all records, reports, and other documents required or necessary for the Association are properly made, kept and filed and perform all duties particular to the office which may be assigned by the Board of Directors and conduct meetings in absence of the President and Vice President.

9. **THE TREASURER**: The Treasurer shall have supervision over the funds, securities, receipts and disbursements of the Association and cause all moneys and other valuables to be safely and promptly deposited or stored as directed by the Board of Directors. Provide written financial reports monthly for the Board of Directors or membership meetings, make all duly authorized disbursements from the Association, cause proper records and books of account of its affairs to be kept, render prompt and accurate reports of the financial affairs of the Association on request of the President or the Board of Directors, and perform all duties usually incident to the office or which may be assigned by the Board of Directors.

10. **SALARIES**: Salaries shall not be paid to any officer, Director, nor any other person acting on behalf of the Association. This section shall not prevent the Association from hiring individuals to perform actual labor necessary and incidental to the performance and objectives of the Association. However, no benefit, either directly or indirectly shall inure to such Officer, Director, or member solely by virtue of their membership in the Association or Office. Mileage reimbursement should be made to any Officer or Board Member for Association related travel expenses (receipts required).

**ARTICLE IV – EXPENDITURES**

**EXPENDITURES:** There shall be established a petty cash fund of \$100.00. Any single expenditure over \$50.00 from petty cash shall be approved by the Board of Directors. A checking account will be opened requiring the signatures of any two (2) of these Officers – President, Vice President, Secretary or Treasurer.

**ARTICLE V – EXECUTION OF INSTRUMENTS**

**GENERAL:** All documents, instruments and writings shall be executed, verified, acknowledged and delivered by such officers or agents of the Association as the Board of Directors from time to time shall determine. All documents or records generated or maintained by officers of the association, shall remain the property of the association. Originals, if available or copies of all records shall be provided the board upon request.

**ARTICLE VI – FISCAL YEAR**

**FISCAL YEAR:** The Association fiscal year shall be January 15 to January 14 of the following year.

**ARTICLE VII – AMENDMENTS**

**AMENDMENTS:** These bylaws may not be amended except by vote of two-thirds (2/3) of the members sitting at a meeting specially called for that purpose. The amendment must be proposed at a regular or special meeting at least fifteen (15) days prior to the meeting to vote on a proposed amendment.

I hereby certify that the foregoing bylaws were duly adopted at the meeting of the members held on the 7th day of June, 2008.

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Acting President  
G. Bill Hull

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Acting Secretary  
Tricia Cindle