

# Articles of Incorporation of the Independence Homeowners Association

## **ARTICLE I - Name**

The name of the not-for-profit corporation is the Independence Homeowners Association, hereafter designated as the association, and abbreviated "IHA".

## **ARTICLE II - Location**

The location of the corporation is: Independence, Ohio 44131.

## **ARTICLE III - Purpose**

The purposes for which said corporation is formed are:

To represent and inform the homeowners of the city of Independence, Ohio in matters pertaining to property values and quality of life for the residents of the city. To perform other services in keeping with the spirit and intent suggested by the aforementioned purpose.

## **ARTICLE IV - Membership**

Membership in the corporation shall be open to all homeowners in the city of Independence, or the spouse of a resident homeowner. Membership is limited to two adults per household.

A member shall be in good standing if dues are paid for the current membership year.

The corporation shall not discriminate against any person on the basis of race, color, or religion.

## **ARTICLE V - Duration**

The period of duration of the Corporation is perpetual.

## **ARTICLE VI - Earnings**

No part of the net earnings of the Corporation shall inure to the benefit of any single member or officer of the Corporation, except for the purposes described in Article III above, or as reasonable compensation for services rendered to or for the Corporation affecting one or more of its purposes. No member, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

## **ARTICLE VIII - Dissolution**

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed to the Independence Local School District or its successor.

### **By-Laws of the *Independence Homeowners Association***

#### Part 1: Name

The name of the not-for-profit Corporation is the Independence Homeowners Association.

#### Part 2: Funds and Financial Administration

Section 1. Administration. The Treasurer will be responsible for maintaining and reporting the status of Association funds.

Section 2. Operating Fund. The Association sustains an Operating Fund in a financial institution approved by the Board. The Operating Fund exists to provide funds for the operational activities of the Association. All Association funds shall be deposited to the credit of the Association in the Operating Fund. The Operating Fund will be under the direction of the Association Board of Directors.

Section 3. Membership Dues. The annual membership dues shall be determined and approved by the Board of Directors.

Section 4. Fiscal Year. The fiscal year of Association shall begin January 1st of each year and end December 31st of the same year.

#### Part 3: Officers

Section 1. Composition. The officers of the Association shall consist of at least five (5) members of the Association elected at large from the membership of

the Association to serve for a two (2) year term, except for the first year, in which two (2) officers will serve for one (1) year only, so that officer's terms will be staggered. These officers shall hereinafter be known as the Board of Directors of the Association.

Section 2. Authority. The Board of Directors shall have responsibility to carry out the purposes of the Association as outlined in Article III. The Board of Directors is responsible for setting the policies that govern the Association, and for the management and disposition of all assets owned by the Association.

Section 3. Board of Directors. The duties for each of the offices of the Board of Directors of are defined in the succeeding paragraphs of this Section and Article.

President. The President shall preside at all general membership meetings of the Association and at meetings of its Board of Directors. The President shall have the power to convene any committee deemed necessary to carry on the purpose of the Association. The president shall be a standing member of all duly created committees.

Secretary. The Secretary shall maintain such documents, records, reports, and communication as may be connected with the Association. The Secretary shall record the minutes of all meetings of the general membership and the Board of Directors and shall maintain an accurate listing of Association members.

Treasurer. The Treasurer shall receive all funds paid to the Association, pay all bills incurred by the Association, as authorized by the Board of Directors; prepare and present a financial report at each general meeting and at times specified by the board; and file necessary forms with the State of Ohio or federal government as required.

Other Board Members. The Association will elect two (2) additional Board Members, responsible for assisting the President, Secretary and Treasurer in carrying out the purpose of the Association.

Past-President. The Past-President shall act as an advisor to the President and Board of Directors and is a non-voting member of the Board. The Past-President's term shall begin upon election of a new President, and expire after two years.

Section 4. Registered Agent. The Registered Agent is the Association's official liaison to the State of Ohio. The Registered Agent's term of office shall be in perpetuity at the discretion of the Board of Directors of the Association.

Section 5. Quorum of Board of Directors Meetings. A minimum of three (3) present members of the Board of Directors shall constitute a quorum for all meetings of the Board of Directors of the Association.

Section 6. Consent Action. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if prior to such action a consent to such action is given by a simple majority of the Board of Directors and a record of such consent is filed in writing with the minutes of the Board of Directors.

Section 7. Unexpired Terms. The Board of Directors shall have the power to fill any vacancies in its directorship to serve until the next election.

Section 8. Officer Removal. Any officer may be removed for non-performance of duties at any Board of Directors meeting by a unanimous vote of the other four board members.

Section 9: Eligibility. A Board member may not hold elected public office in the City of Independence. A sitting Board member must resign his/her Board position upon filing a petition for elected office in the City of Independence.

#### Part 4: General Membership Meetings

Section 1. Number/Time/Place, Notice of Meeting. There will be four (4) general meetings of the membership of the Association each year. At one (1) meeting, one agenda item will be election of incoming Board of Director positions, and such other business as may properly be presented to the meeting. A reasonable effort shall be made to give notice of a general membership meeting to all members of record, and the notice will be given to all members of record at least seven (7) days before such meeting is to be held stating the place and time of the meeting.

Section 2. Special General Membership Meetings. Special general meetings of the membership of the Association may be called by the President or by a majority of the Board of Directors in order to meet an emergency or where such a meeting seems necessary in the best interests of the Association or its purpose. The calling of a special meeting shall also be mandatory if requested in writing by not less than five percent of the general members of the Association. Notice of a special meeting shall be given to all members of record at least seven (7) days before such meeting is to be held stating the purpose, place, and time of such meeting.

Section 3. General Membership Meeting Quorum. A quorum at any membership meeting shall consist of the members present, but shall not consist of less than five (5) percent of the Association membership. If a

quorum is not present, topics may be discussed or information exchanged, but no votes will be taken.

Section 4. Officer Elections. Prior to an election meeting, the President shall appoint a Nominating and Elections Committee consisting of outgoing board members plus one member at large, to submit a slate of nominees for incoming Board of Director positions. The Nominating and Elections Committee will conduct the election of new Officers at the election meeting. Notice of the slate of nominees will be given to all members of record at least seven (7) days before an election meeting is held. Each Association member attending a general membership meeting with an election shall be entitled to one (1) vote for each one (1) incoming Board position. Votes shall be cast by secret written ballot. Board positions will be elected by a plurality vote of the members present.

Section 5. General Membership Meeting: Voting. Each Association member attending a general membership meeting shall be entitled to one (1) vote. Votes may be cast by secret written ballot or by raising of hands. Voice votes are not authorized.

Section 6. Order of Business. The order of business at a general membership meeting shall be as follows unless suspended by the majority of those present and voting:

- Call to order
- Establishment of quorum
- Approval of previous meeting's minutes
- Officers' reports
- Old business
- New business & membership concerns
- Report of the standing committees
- Election of officers, if applicable
- Announcements
- Adjournment

#### Part 5: Parliamentary Procedure

Question of parliamentary procedure in any meeting of the general membership, or of the Board of Directors or of any committee shall be resolved by the presiding officer, whose ruling shall be final.

#### Part 6: Amendments

Section 1. Amendments. These Articles and By-Laws presented in this document constitute the entire set of By-Laws for the Association. These By-

laws may be amended at the request of the majority of the Board of Directors. They will not be amended except by an affirmative majority vote of the members attending a general membership meeting. Changes may be requested, in writing, by members of the association to the Board of Directors.

Section 2. Authority. No person shall be authorized to act on behalf of, represent or bind the Association in any way except as provided by these By-laws.