

**CONSTITUTION AND BY-LAWS  
OF THE  
HIGHBANKS AREA CIVIC ASSOCIATION**

**ARTICLE I. NAME**

Section 1. The name of this organization shall be the Highbanks Area Civic Association

**ARTICLE II. PURPOSE**

Section 2. To assist residents and tenants within the Highbanks Area in meeting their civic needs and presenting their opinions in the township, county and surrounding area.

Section 3. To advise and consult with other organizations and community leaders as the Civic Association of the Highbanks Area which represents its members.

Section 4. To improve the Highbanks Area through public and private programs, to promote the maintenance and improvement of the Highbanks Area, to promote and advocate properly planned development and the needs of the community.

Section 5. To provide leadership for the Highbanks Area, through regularly scheduled meetings and programs for the purpose of sharing information, raising issues and reaching consensus.

Section 6. To provide information and otherwise cooperate at the request of boards, commissions and other governmental bodies as the Highbanks Area Civic Association.

**ARTICLE III. MEMBERSHIP**

Section 1. Membership shall be open to any person who owns or rents and resides in the Highbanks Area.

Section 2. Membership shall be on a household basis. Each household is entitled to two votes.

Section 3. The rights and duties of members include attendance at General and Special meetings of the Association and promotion of the objectives set forth in Article II of the Constitution.

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**ARTICLE IV. DUES**

- Section 1. The annual dues of each member household of the Association shall be set by the Board of Trustees.
- Section 2. Dues accrue the first day of each fiscal year beginning June 1<sup>st</sup> and are payable within 30 days. Any new members of the Highbanks Area Civic Association will have dues prorated on a quarterly year basis
- Section 3. In the event a member's property is sold or vacated, dues paid by the member are transferable to the next member household. Should the member continue to reside in the Highbanks Area, such membership is transferable to the new residence.
- Section 4. The dues set by the Board of Trustees shall be subject to amendment by the affirmative vote of a majority of the members in good standing voting at the Annual Meeting or at a Special meeting called for that purpose.
- Section 5. Dues paid to the Association are not refundable.

**ARTICLE V. VOTING PRIVILEGES**

- Section 1. Voting shall be restricted to those members in good standing as prescribed in Article III and Article IV.
- Section 2. Voting by proxy shall be permitted at all General and Special meetings. Every proxy shall be in writing, signed by the member(s) and dated, and shall specifically state the particular membership meeting to which it is applicable, but need not be sealed, witnessed or acknowledged. Any proxy must be filed with the Secretary before the appointed time of the meeting.
- Section 3. At every meeting of the membership, each member household present either in person or by proxy, shall have the right to cast their vote on each question. The vote of the majority present, either in person or by proxy, shall decide any question, unless each question is one upon which, by law, the Articles of Incorporation, or these By-Laws a different vote is required, in which case such express provision shall govern and control.

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**ARTICLE VI. MEETINGS**

- Section 1. General Meetings of the membership to include one Annual Meeting and three quarterly meeting must be held throughout the year.
- Section 2. Special Meetings of the membership may be called by the Board of Trustees.
- Section 3. A quorum of the membership shall consist of not less than fifteen (15) member households in good standing at all General and Special meetings of the membership.
- Section 4. Written notice of all General and Special meeting shall be provided to each member household at least seven days prior to the date of the meeting.

**ARTICLE VII. BOUNDARIES**

- Section 1. The area covered by the Association shall be generally bounded by Powell Road to the south, State Route 23 to the east, the Olentangy River to the west, Orange Road to the north, and consist of districts within the Developments as determined by the Board of Trustees. Such districts may be added or revised as deemed advisable by the Board of Trustees and such additives shall not be construed as amendments to this Constitution and By-Laws.

**ARTICLE VIII. BOARD OF TRUSTEES**

- Section 1. ***Amended  
2/5/2003*** The affairs of the Association shall be governed by a Board of Trustees composed of ten (10) Trustees elected by the membership. At each annual meeting of the Association five will be elected to serve two-year terms. Each Trustee shall be a member of the Highbanks Area Civic Association.
- Section 2. Any vacancy in the office of Trustee arising after the Annual Meeting will be replaced in accordance with Article VIII, Section 7.
- Section 3. The Trustees with active terms as of the date of the Annual Meeting will constitute a nominating committee to solicit nominees for the offices of Trustee. The Nominating Committee shall submit nominees at the Annual Meeting in at least sufficient number as is required for the election of Trustees. Additional nominations will be received from the floor of the Annual Meeting.

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**ARTICLE VIII. BOARD OF TRUSTEES – continued**

- Section 4. The election shall be conducted by written ballot with votes cast for not more than the number of Trustees to be elected. The results will be tabulated and, based on the highest number of votes received, the order of election determined.
- Section 5. The Board shall have power to pass such resolutions as it deems necessary to effect the purposes of the Association. Action by the Board shall be upon the concurrence of a majority of the members of the Board of Trustees being present and voting thereon. Action of the Board shall be binding upon the Association, subject to the right of petition by at least twenty-five percent (25%) of the member households asking that the same be submitted to the membership at a Special meeting called for that purpose. A quorum of the Board of Trustees shall consist of a simple majority.
- Section 6. The Board shall meet at least four (4) times a year on no less than a quarterly basis.
- Section 7. Officers. The Board of Trustees shall elect, by secret ballot of the Board, in the following order, a President, a Vice President, a Secretary and a Treasurer at the first meeting of the Board following the Annual Meeting. Should a vacancy occur in an office other than President, the Board of Trustees shall elect by secret ballot, a replacement at a Special meeting called for that purpose.
- a. President. The President shall preside over all meetings of the Board of Trustees, at the General Meetings, and any Special Meeting of the Association. The President shall be elected from among the Board of Trustees, and be an ex-officio member of every special committee of the Association. The President shall have the authority, subject to the approval of the Board of Trustees, to appoint members to the special committees and to designate the presiding officer of such committees.
  - b. Vice President. The Vice President shall assume the duties of the President when the President is absent and shall perform such other duties as the President shall determine, subject to the approval of the Board of Trustees. The Vice President shall be elected from among the Board of Trustees and assume the office of the President upon the determination by the Board of Trustees that the office of President has been vacated.

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**ARTICLE VIII. BOARD OF TRUSTEES – continued**

- c. Secretary. The Secretary shall keep a record of all meetings of the Board of Trustees and of the General Meetings and any Special Meetings of the Association. The Secretary shall Maintain all correspondence, send notices of meetings, and maintain records of the Association as the Board of Trustees shall determine.
- d. Treasurer. The Treasurer shall handle all moneys and financial records of the Association, including all moneys of all standing and special committees. The Treasurer shall maintain all membership records and such other records of the Association as the Board of Trustees shall determine. The Treasurer shall be required to make a financial report at the General meetings.

The Treasurer or President shall be required to sign all checks drawn upon the funds of the Association. In the absence of the Treasurer, the President has authority to act a signatory on checks of the Association.

The Treasurer shall make such other reports to the Board of Trustees regarding the financial affairs of the Association as the Board shall require.

**ARTICLE IX. SPECIAL COMMITTEES**

- Section 1. The Association shall have special committees on a per event basis as deemed necessary by the Board of Trustees.

**AMENDMENT OF BY-LAWS**

- Section 1. The Constitution and By-Laws may be amended or repealed, and a new Constitution and By-Laws may be adopted, in the following manner. The proposed change shall be submitted in writing to the Board of Trustees at least thirty (30) days prior to a General or Special meeting at which the vote is to be taken. Such change must be submitted by a member or members in good standing as described in Article III and Article IV.
- Section 2. The Board of Trustees shall assure that written notice of the proposed change is provided to the membership at least two (2) weeks prior to the vote.
- Section 3. The proposed amendment shall become effective upon ratification by two-thirds of the member households present at a General or Special meeting called for that purpose.

November 1, 1995  
Amended February 5, 2003

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**ARTICLE XI. EXPENDITURES**

- Section 1. No funds of the Association shall be spent for any purpose other than those consistent with the purpose and objective of the Association. All expenditures shall meet approval from the majority of the Board of Trustees.
- Section 2. The Association shall not borrow or lend money.

**ARTICLE XII. GENERAL**

- Section 1. The Highbanks Area Civic Association has absolutely no restrictions pertaining to race, creed or religious affiliations.