

**COLONY PARK NEIGHBORS ASSOCIATION
BYLAWS**

ARTICLE I NAME

The name of the organization will be the "Colony Park Neighbors Association (CPNA)."

ARTICLE II PURPOSE & GOALS

The purpose and goal of this association is to promote the general welfare of all residents of Colony Park.

Toward that end, the association will:

1. Strive to enrich the sense of community by encouraging and enabling residents to meet and get to know their neighbors.
2. Provide a consistent forum where matters of interest or concern can be discussed and acted upon.
3. Keep residents informed on matters that affect the general welfare of the neighborhood through production and distribution of a newsletter.
4. Interact with appropriate governmental agencies regarding issues that affect Colony Park and its residents.
5. Act as a resource for the neighborhood by referring people to appropriate agencies, departments, or individuals for information or services offered.
6. Maintain contact with other neighborhood associations or groups to pursue common goals and exchange information on matters of mutual concern.

ARTICLE III MEMBERSHIP

Membership in the Colony Park Neighbors Association (CPNA) will be open to all resident owners and non-owners, and non-resident owners, who are located between the boundaries of Bancroft Road, Hampton Drive, Stimel Drive, Mountbatten Drive, and the Walnut Creek (flood control channel).

ARTICLE IV VOTING

All members in 'good standing', as described in Article III, Article V and Article X, Section 1, will be eligible to vote in any election called by the Board of Directors as required in these bylaws. Voting will be by residence, with one vote for each residence, regardless of the number of persons in that household. Any person who is not a resident of the neighborhood, but is a member because they own property in the neighborhood, will also have one vote regardless of the number of properties they own in the neighborhood.

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ARTICLE V FUNDING

The Board of Directors may levy a membership fee increase per residence by a simple majority vote of the members in good standing in attendance at the general membership meeting. Paying members will be considered in "good standing." The payment of dues is strictly voluntary. The CPNA, through its Board of Directors, may accept voluntary donations and engage in activities to raise funds for the association's use, if appropriate.

ARTICLE VI MEETINGS

Section 1 General Membership Meetings

There will be one annual general membership meeting of the association held in November. A calendar of General Membership and Board of Director meeting dates will be provided to the membership annually. The Board will notify all member households of CPNA of a General Membership meeting at least fourteen (14) days before the meeting date.

Section 2 Special General Membership Meetings

The Chair of the Board, or a majority of Board members by signed petition, may call a special meeting of the general membership. The Board will notify all member households of the CPNA of a special meeting in writing at least seven (7) days before the meeting date.

Section 3 Agenda

Subject to approval of the Board of Directors, the Chair will prepare the agenda for general and special meetings of the membership. Any person may add an item to the agenda by submitting the item in writing to the Board of Directors at least four (4) days before the membership meeting. A member of the CPNA may make a motion to add an item to the general or special meeting agendas at those respective meetings. Adoption of that motion requires a second and majority vote.

Section 4 Quorum

A quorum for any general or special meeting of the CPNA will be the number of members, in 'good standing', attending. Unless otherwise specified in these bylaws, decisions of the CPNA will be made by a majority vote cast. A majority of the Board will also be required to be present at these meetings.

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Section 5 Participation

Any general, special, Board or committee meeting is open to any person and all who wish may be heard. However, only members in 'good standing' of the CPNA are entitled to vote. All actions or recommendations of the general or special meetings will be communicated to all the CPNA members.

Section 6 Attendance Records

An attendance sheet will be provided for attendees to sign at every Board, general and special meeting. These records will be kept and maintained by the Recording Secretary of the CPNA.

Section 7 Procedures

The CPNA will follow Robert's Rules of Order (modern edition) in all areas of procedure not covered by the bylaws.

ARTICLE VII BOARD OF DIRECTORS

Section 1 Composition of the Board

The Board of Directors, herein referred to as the Board, will be composed of twelve (12) members: Chair, Vice-Chair, Recording Secretary, Corresponding Secretary, Treasurer, and seven (7) Area Representatives. All members of the Board will be members in 'good standing' of the CPNA.

Section 2 Duties of the Board

- A. Management: The Board will manage the affairs of the CPNA in the interim between general meetings. The Board will be accountable to the membership; will seek the views of those affected by any proposed policies or reactions before adopting any recommendations on behalf of the CPNA; and will strictly comply with these bylaws.
- B. Vacancies: The Board may fill any vacancy on the Board or committee by majority vote of the Board. The appointee will serve the remainder of the unexpired term until his/her successor is elected or appointed.
- C. Absences: In cases where a Board or committee member has missed three (3) consecutive meetings, the Board has the right to consider the position vacant and fill the position with another member. Members who are replaced will be notified in writing by the Board before the next Board or committee meeting convenes at which that member would be expected to attend.
- D. Fund Raising: The Board will be responsible for any fund raising activities including collection of fees, special assessments, and acceptance of gifts.

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Section 3 Board Meetings

The Board will meet at least fourteen (14) days before any scheduled general membership meeting and at any other time the Chair or Board designates. Their meetings will be open sessions, however only Board members may vote. A quorum for Board meetings will be a majority of the membership of the Board and must include one officer. Decisions will be made by a majority of Board members present at a meeting, unless otherwise specified in these bylaws. Board members will be notified, in writing or by telephone, no less than seventy two (72) hours before each meeting. A majority of Board members, by signed petition, may call a Board meeting or a general or special meeting of the membership. The Board will prepare a calendar of scheduled general membership and Board meeting dates and distribute it to the membership annually.

Section 4 Emergency Powers

In such cases where circumstances require that the Board provide a neighborhood response before the question can be presented to the membership, the Board must indicate to the questioner that this is the case. The Board will present the response given and/or action taken at a special or general membership meeting within 30 days, or within a reasonable time for ratification by the membership where circumstances dictate.

Section 5 Legal Counsel

The Board of Directors is empowered to seek legal and/or professional advice whenever they deem it necessary to further the welfare of the members of the CPNA. A majority vote of the Board will be necessary to seek legal or professional advice.

Section 6 Terms of Office

- A. All officers and other members of the Board will be elected for a one year term by the membership of the CPNA. Officers and Area Representatives of the Board will be elected to the office for which they are nominated by the general membership.
- B. The term for all elected officials will officially begin on January 1 of the year for which they are elected and continue until December 31 of that year.

ARTICLE VIII DUTIES OF THE OFFICERS AND AREA REPRESENTATIVES

Section 1 Chair

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- A. The Chair will be an Ambassador for the CPNA and at no time will the Chair use this position to endorse his/her personal beliefs or opinions when in conflict with the positions of the CPNA. The Chair will only act upon the direction of the majority of the Board.
- B. The Chair will prepare the agenda and preside at all meetings of the Board or general membership.
- C. At the beginning of the year the Chair will prepare, for the Corresponding Secretary, a tentative schedule of regularly scheduled Board and general membership meetings.
- D. The Chair will chair the Budget Committee which will review, maintain and forecast the future expenditures and income for the CPNA, and report back to the Board members their findings and proposals for the year.
- E. The Chair will sign all reports, documents and correspondence that may require his/her signature. In the absence of the Chair, the Vice-Chair, Recording Secretary, Corresponding Secretary or Treasurer, in the order mentioned, can sign for the Chair.
- F. At the first Board meeting of each Board year the Chair and Board will review the CPNA Bylaws.
- G. The Chair will appoint members to all standing committees unless otherwise specified herein. The appointments must be ratified by the majority of the Board.
- H. The Chair will act as Parliamentarian to assist the Board in the proper interpretation of the Bylaws and Robert's Rules of Order (modern edition).

Section 2 Vice-Chair

- A. The Vice-Chair will be an Ambassador for the CPNA and at no time will the Vice-Chair use this position to endorse his/her personal beliefs or opinions when in conflict with the positions of the CPNA. The Vice-Chair will only act upon the direction of the majority of the Board.
- B. In the absence of the Chair, or the vacancy of the office of Chair, the Vice-Chair will assume the duties of the Chair and serve the remainder of the Chair's term, upon confirmation by a majority vote of the Board. Should he/she decline to remain as Chair, or fail to be confirmed in that office by the Board, the Vice-Chair will assume the duties of Chair only until the Board appoints a Chair.
- C. The Vice-Chair will be a member of the Information Committee, which is responsible for publication and distribution of the newsletter. In addition, as chair of the Information Committee, the Vice-Chair will be responsible for putting together any written or verbal information regarding the CPNA, including press releases, brochures and flyers.

Section 3 Recording Secretary

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- A. The Recording Secretary will be an Ambassador for the CPNA and at no time will the Recording Secretary use this position to endorse his/her personal beliefs or opinions when in conflict with the positions of the CPNA. The Recording Secretary will only act upon the direction of the majority of the Board.
- B. The Recording Secretary will be responsible for taking minutes at every Board, special or general membership meeting. The Recording Secretary will also be responsible for keeping those minutes, and related documents from the meetings, in a binder in chronological order. At the expiration of his/her term of office, the Recording Secretary will deliver to his/her successor all minute books, correspondence and other property belonging to the CPNA.
- C. The Recording Secretary will be responsible for delivery of Board Minutes 20 days after every Board Meeting.
- D. The Recording Secretary will be responsible for keeping attendance records for Board, special or general membership meetings.
- E. If the Chair and Vice-Chair are unable to attend a scheduled meeting, the Recording Secretary will preside over that meeting.

Section 4 Corresponding Secretary

- A. The Corresponding Secretary will be an Ambassador for the CPNA and at no time will the Corresponding Secretary use this position to endorse his/her personal beliefs or opinions when in conflict with the positions of the CPNA. The Corresponding Secretary will only act upon the direction of the majority of the Board.
- B. The Corresponding Secretary will be responsible for handling all correspondence for the CPNA.
- C. If the Chair, Vice-Chair and Recording Secretary are unable to attend a scheduled meeting, the Corresponding Secretary will preside over that meeting.
- D. Upon receiving a schedule of the year's meeting dates from the Chair, the Corresponding secretary will be responsible for posting and distributing said schedule, and any modifications, to the membership. The Board will decide the location of posting. The Corresponding Secretary will be responsible for preparing and issuing all meeting notices and for contacting all Board members to notify them of meeting times and dates.
- E. The Corresponding Secretary will serve as Chair of the Nominations Committee and as such will be responsible for the conduct of all elections and for preparing all ballots for elections.

Section 5 Treasurer

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- A. The Treasurer will be an Ambassador for the CPNA and at no time will the Treasurer use this position to endorse his/her personal beliefs or opinions when in conflict with the positions of the CPNA. The Treasurer will only act upon the direction of the majority of the Board.
- B. The Treasurer will keep true and accurate records of all financial transactions, without deletions, for the CPNA.
- C. The Treasurer will provide a written and oral report on the financial status of the CPNA at each Board or general membership meeting. If the Treasurer is unable to attend, he/she will give the written report to the Chair who will report in place of the Treasurer. The written report will be included by the Recording Secretary in the minutes of the meeting.
- D. The Treasurer will prepare an annual financial report of the CPNA at the end of December that will be distributed to members.
- E. The Treasurer will receive, and deposit to the CPNA account, all funds received.
- F. The Treasurer will prepare, and co-sign with the Chair, all authorized CPNA expenditures.
- G. The Treasurer will be responsible for all necessary bookkeeping for each disbursement of CPNA funds and keep a balanced record book showing all cash assets of the CPNA in full.
- H. The Treasurer will allow members to examine the financial records and pertinent correspondence upon written request for an appointment. At no time will the Treasurer let anyone remove original records and other material from his/her possession except as noted in Article VIII, Section 5, Item I.
- I. The Treasurer will submit, upon request, all records, accounts, funds, and other property belonging to the CPNA to the authorized Audit Committee.
- J. The Treasurer will be a member of the Budget Committee, which is responsible for preparing the annual budget and presenting it to the Board.
- K. The Treasurer will be a member of the Membership Committee and responsible for maintaining an updated list of the CPNA members and identifying members in "good standing."
- L. If the Chair, Vice-Chair, Recording Secretary, and Corresponding Secretary are unable to attend a scheduled meeting, the Treasurer will preside over that meeting.
- M. At the expiration of the Treasurer's term of office he/she will deliver to his/her successor all CPNA books, records, accounts, inventory, funds and other property belonging to the CPNA.

Section 6 Area Representatives

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- A. The Area Representatives will be an Ambassador for the CPNA and at no time will an Area Representative use this position to endorse his/her personal beliefs or opinions when in conflict with the positions of the CPNA. The Area Representatives will only act upon the direction of the majority of the Board.
- B. The Area Representatives will be responsible for providing new members with information about the Association including bylaws, meeting calendars, and schedules of activities. The Area Representatives will arrange to meet with all new residents of his/her area and introduce them to the work of the CPNA.
- C. The Area Representatives will be members of the Board and will represent all of the members in his/her area. The Area Representatives will vote at the board meetings, keeping in mind that his/her vote should be representative of what his/her constituents would desire.
- D. The Area Representatives will be responsible for coordinating distribution of the newsletter and/or other items as deemed necessary to the members in his/her area.
- E. Under the direction of the Board of Directors, the Area Representatives will be responsible for contacting the members in his/her area and notifying them of any special meetings and/or other important information.
- F. Area Representatives will be responsible for the collection of the membership fee in his/her area.

ARTICLE IX COMMITTEES

The following standing committees will be responsible for programs and activities of the CPNA of a long standing nature. Unless otherwise specified, all committee members will be appointed by the Chair of the Board of Directors subject to the approval by a majority vote of the Board. If appointed, members on the following committees will serve one (1) year terms, with no limit on number of terms served.

Section 1 Budget Committee

The Budget Committee will be Chaired by the Board Chair. Three (3) or more additional members of the association, including the Treasurer, will be on the committee. The Budget committee will prepare the annual budget and present it to the Board no later than November 30. The proposed budget will outline both income and expenditures and will be in accordance with sound accounting practices. The Board will make any necessary changes and the committee will present the final budget for Board approval before December 20.

Section 2 Audit Committee

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The Audit Committee will consist of three (3) members of the association who are not serving on the Board. The Audit Committee will be responsible for auditing all financial records annually and reporting their findings to the Board each February.

Section 3 Information Committee

The Information Committee will be Chaired by the Board Vice Chair. Three (3) or more additional members of the association will be on the committee, two of which will be the Newsletter Editor and the Chair of Distribution. The committee is responsible for the production and distribution of the newsletter. In addition, the committee will also prepare and distribute posters, flyers, signs and other materials as deemed necessary for the promotion of the CPNA activities. At the direction of the Board, the committee would also prepare press releases regarding activities and positions of the CPNA.

Section 4 Social and Recreation Committee

The Social and Recreation Committee will consist of one board member and three (3) or more additional members of the association. The committee is responsible for organizing and supervising all social and recreational activities. In addition the committee will prepare a calendar of activities and events for approval by the Board each February.

Section 5 Nominating Committee

All twelve Board positions will be considered vacant at the end of the year. The Nominating Committee will be chaired by the Corresponding Secretary with help from the Membership Chair and Information Committee.

The Information Committee will provide to each household, at least two weeks prior to the November Regular Meeting of the Board, a nomination instruction sheet. This is to be delivered to each household by the Area Reps. The nomination form will list all positions and a description of duties. It will state how to nominate a neighbor and where to deposit the nomination form. The nomination form must be deposited in a place or places convenient to everyone or be mailed to a specific address. The nomination form will be returned within one week.

The Corresponding Secretary will phone each person nominated to verify that they are interested in serving on the Board. Nominations will be presented to the Board at the November Regular meeting.

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The Membership Committee will provide the Corresponding Secretary sign-in sheets for the November General Meeting. The sheets will list the name and address of each household within all seven areas of Colony Park. It will also note which members are in "good standing." The Corresponding Secretary will have the members sign in after their name and those households that are in good standing will receive a ballot.

Nominations for election to the Board may be accepted from the floor at the general meeting of the CPNA where elections for Board of Directors will occur. An individual to be nominated from the floor must be present at the meeting, must accept the nomination, and the nomination must be made and supported by at least two members other than the nominee. Write-in or nominations from the floor will be accepted. If only one person is running for each position they may be voted in by "Acclimation." If there are two or more people running for the same position or if there is an open position (necessary for write-in or nomination from the floor) a ballot election will be held. The Corresponding Secretary will count the votes and report the results to the membership at the meeting during which the election occurred.

Section 6 Grievance Committee

The Grievance Committee will consist of three (3) members of the association who are not serving on the Board. The committee will be responsible for attempting to resolve member complaints relating to any official action, decision, or policy of the Board as provided for in the Grievance Procedure herein.

Section 7 External Affairs Committee (EAC)

The EAC will consist of one board member and three (3) or more additional members of the association. The committee is responsible to; (1) interact with area jurisdictions and monitor their actions on behalf of CPNA; (2) coordinate such efforts and share information with other neighborhoods and neighborhood associations that share common concerns with CPNA. Impacts on Colony Park of proposed or existing actions will be assessed, and communicated to the CPNA Board of Directors along with recommendations. The EAC will take no action inconsistent with Board direction or with procedures as set forth in the CPNA Bylaws. Upon Board direction, EAC will coordinate with other CPNA committees, such as the Information Committee, to develop and effect strategies to achieve CPNA goals.

Section 8 Ad Hoc Committees

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Any Ad Hoc Committee will include at least one Board member. The Board will institute other committees as are considered necessary to transact the business of the association.

Section 9 Membership Committee

The Membership Committee is responsible for physically maintaining an updated list of the CPNA members which identifies members in "good standing." The Membership Committee will provide each Area Representative with an updated list of the neighbors in their area. The Membership Committee will also be responsible for assembling a packet of CPNA information for the Area Representative to hand out to new neighbors.

ARTICLE X ELECTIONS

Section 1 Eligibility

Only members in 'good standing' of the CPNA will be eligible to hold an elected position with the association. Any Area Representative must be a member and reside in the area they represent. All members of the CPNA, eighteen (18) years or older and in 'good standing', will be eligible to run for any office and vote in any election.

Section 2 Election Date and Procedures

Elections for Board members, bylaw amendments, or other issues requiring the vote of the membership, will be held at the 'annual' general membership meeting in November unless circumstances dictate that a vote on an issue be held before that meeting. All written ballots will be retained by the Recording Secretary for one (1) year.

Section 3 Majority Vote

Unless otherwise provided herein, Board members will be elected, and all other issues on the ballot will be decided, by a combined majority vote of those members casting valid ballots in the election.

Section 4 Area Representatives

A map, outlining the areas from which representatives shall be elected, will be prepared by the Board. Any member holding the office of Area Representative will reside in the area that they represent.

Section 5 Recall of Board Members

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The members of the CPNA may remove and replace any holder of an elected office only for conduct detrimental to the CPNA. To initiate a recall, a petition, clearly stating the conduct for which the Board member(s) is being recalled, will be submitted to the Recording Secretary, or a member of the Grievance Committee, who will relay the petition to the Board. The petition must bear valid signatures and represent a minimum of twenty percent (20%) of the member households in "good standing" of the CPNA. The Chair will then call a special meeting of the membership, or use the next scheduled general membership meeting if it falls within the time limits stated herein, to vote on the recall. The meeting will take place within thirty (30) days of the receipt of the petition. The Board will notify members of the meeting and the recall election no less than fourteen (14) days before the meeting. A member(s) of the Board will be recalled upon the affirmative vote of two thirds (2/3) of the members in "good standing" accounted for by ballot at this meeting of the general membership. A minimum of thirty three (33) member households must be represented by ballot for a member(s) of the Board to be recalled.

ARTICLE XI GRIEVANCE PROCEDURE

A person or group adversely affected by any official action, decision, or policy of the Board may submit in writing a complaint to any member of the Grievance Committee. Within seven (7) days of receipt of the complaint, the committee will arrange a mutually acceptable place, date and hour for a review of the complaint. The committee will attempt to resolve the complaint and will recommend, in writing, a resolution to the Board within thirty (30) days of the review. The committee will also be responsible to distribute the report and recommendation to the members of the association. If the committee, Board, or petitioner cannot reach agreement, final resolution of the complaint will be by a majority vote of the membership at a general or special membership meeting.

ARTICLE XII ADOPTION AND AMENDMENT OF BYLAWS

Section 1 Adoption of Bylaws

Adoption of these bylaws will require a two third (2/3) vote of the members present at a special meeting of the membership. All member households will be eligible to vote on the adoption of the bylaws. There will be no members in 'good standing' at this stage as no membership fees will have been collected. Membership fees and subsequent 'good standing' status will begin once the bylaws are ratified and the Association becomes a non-profit corporation.

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Section 2 Amendment of the Bylaws

The Board will refer amendments to the bylaws to the general membership for a vote at a general membership meeting. The Board will notify the members that a bylaw amendment will be considered at the meeting and, will provide members with the language of any proposed amendment no less than fourteen (14) days before the meeting. Adoption of amendments will require a two-third (2/3) vote of the members in "good standing" accounted for by a ballot cast at the meeting.

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