

# F.B.C.A. Constitution as of 2010

## **I) NAME**

The name of this non-profit organization shall be the Fox Bay Civic Association Inc., hereafter called FBCA.

## **II) OBJECTIVES and PURPOSE**

1. The objectives of FBCA is to assume the rights, powers, and obligations, title, easements and estates reserved or given to FBCA in the Declaration of Restrictions, dated August 24, 1958, acknowledged May 11-12, 1959, recorded April 20, 1960 - Liber 4068, pages 522-531 Oakland County, Michigan.
2. The purpose of FBCA is to promote good will and mutual benefit, to maintain good social and moral environment, and to have general jurisdiction over all community matters among the resident and property owner members of FBCA within the framework of federal, state, and local laws.

## **III) MEMBERSHIP**

Any person, association, joint ownership, or corporation owning or leasing a single-family dwelling or lot within the coverage by the above mentioned Declaration of Restrictions will automatically enjoy membership of FBCA upon payment of the lot's maintenance fee to FBCA.

## **IV) QUALIFICATION of VOTERS**

All members of FBCA are entitled to one vote in all general membership meetings. This right to vote shall be restricted to those in attendance who have fulfilled their financial obligation to FBCA.

## **V) GOVERNMENT**

The government of FBCA shall be vested in a Board of Directors, hereafter called The Board, who shall be nominated and elected as described in section VI, with duties, powers, and limitations as described in section VII.

## **VI) NOMINATION and ELECTION of the BOARD**

1. Any voting member is qualified to be a Board member.
2. The President shall appoint a nominating committee of at least three members who shall nominate at least two voting members for each Board officer. These names shall be presented prior to election at the annual meeting. Additional nominations can be made from the floor and no member can be refused nomination if properly presented.
3. There shall be five directors, three elected in even years, and two elected in odd years.
4. Election of the Board shall be at the annual meeting by secret ballot, each member has one vote and must be present to cast it. The existing Board will conduct the election and their tabulation of the votes shall be final. In the event of a tie, the President shall determine the winner by the flip of a coin.

## **VII) DUTIES, POWERS, OBLIGATIONS and LIMITATIONS**

1. Within ten days after the annual election, the Board shall elect officers: President, Vice-President, Secretary, Treasurer, and Violations Officer.
2. Term of office shall be two years.

3. No Board member can serve two successive full terms unless elected by a majority vote at the annual meeting.
4. The Board shall have the power to remove officers for just and reasonable cause and appoint temporary officers to fill vacancies that may occur. The appointee will serve until the next annual meeting when the membership shall elect an officer to fill any unexpired term.
5. The Board shall conduct elections at the annual meeting as described in section VI.
6. The Board shall present a proposed budget for the following year at the annual meeting for approval by the general membership.
7. The Board shall be responsible for the authorization of disbursement of funds by the Treasurer.
8. The Board shall be limited to authorize expenditure only of existing non-committed funds without the specific authorization of the general membership.
9. The Board shall call meetings as deemed necessary.
10. The Board shall be responsible for an annual audit of FBCA books.

### **VIII) OFFICERS**

The officers of FBCA shall be a President, Vice-President, Secretary, Treasurer, and Violation's Officer elected as described in section VII.

#### *1) Duties of the President*

- A. Shall be the chief executive officer of FBCA, performing any and all duties under the articles of incorporation.
- B. Shall preside overall meetings of the FBCA and Membership.
- C. Shall call special meetings as FBCA deemed necessary.
- D. Shall enforce all rules & regulations of FBCA.
- E. Shall appoint committee chairmen, with the approval of The Board, and be an ex-officio member of all committees.
- F. Shall make annual reports of the status of FBCA to the Board & Membership.
- G. With the Secretary and Treasurer, as chief executive officer of FBCA, the President shall sign all contracts, obligations and instruments of FBCA and shall be manager of the FBCA.
- H. Shall perform all other duties as required by the Board.

#### *2) Duties of the Vice-President*

- A. In the absence of the President, the Vice-President shall perform all ~~of his~~ duties, and if the office of the President should become vacant, the Vice-President shall assume the office until the next election.
- B. Shall perform other duties as assigned-by the President.

#### *3) Duties of the Secretary*

- A. Shall perform all duties incident to the corporate office of Secretary.
- B. Shall sign all instruments as required by the Board.
- C. Shall conduct all official correspondence of FBCA and shall see that such correspondence is properly preserved and filed.

- D. Shall issue or cause to issue notice of all meetings of the Board or Membership and shall keep minutes and records thereof.
- E. Shall keep an accurate history and listing of all resignations of members or officers, membership forfeitures, members' names, home addresses, telephone numbers and date when each applied for membership.
- F. Shall maintain a roster of all members' status of voting eligibility as described in section IV.
- G. Shall notify the Membership in writing of the annual meeting stating date, time and location at least one week prior to said meeting.

4) *Duties of the Treasurer*

- A. Shall perform all duties incident to the corporate office of Treasurer.
- B. Shall sign all instruments as required by the Board.
- C. Shall be custodian to all FBCA funds, fees and dues, depositing them in a depository designated by the Board.
- D. Shall disburse FBCA funds as authorized by the Board. He shall keep vouchers of all sums dispersed and complete and regular accounts in accordance with a system satisfactory to the Board.
- E. Upon the request of the Board and at the Annual Meeting, the Treasurer shall submit a complete and comprehensive statement of FBCA's financial affairs.
- F. Shall give bond in such sum as the Board may determine, the premium of which to be paid by the Board.
- G. The Treasurer's books shall be subject to audit at the discretion of the Board.

5) *Duties of the Violation's Officer*

- A. Shall perform all duties incident to the corporate office of Violation's Officer.
- B. Shall sign all instruments as required by the Board.
- C. Shall conduct all official correspondence of FBCA and shall see that such correspondence is properly preserved and filed.
- D. Shall perform all other duties as required by the Board.

**IX) MEETINGS**

1. The Annual Meeting of FBCA shall be held the third week in May of each year, the date, place and hour to be designated by the Board. At all Board and Membership meetings a quorum will consist of the majority of voting memberships present.
2. All questions of parliamentary procedure shall be settled according to Robert's Rules of Order, whenever they are not consistent with FBCA's Constitution.
3. Special meetings may be held at such other times as the President or Board shall determine, or upon written request of 20% of the voting members. Due notice shall be given to every membership stating purpose and issued at least fourteen (14) days prior to meeting. The Board shall determine starting time and location.

**X) COMMITTEES**

1. Each committee shall be composed of as many members as the chairman may determine.

2. The President shall advise each committee with respect to the specific activity, responsibility and function.
3. Reasonable expense incurred by the various committees in the discharge of their duties will be reimbursed by the Treasurer upon approval of FBCA. No committee shall obligate the Board for any sum in excess of a budget determined by the Board.

***XI) GENERAL***

1. The fiscal year will be coincident with the election of the Board. The President shall advise each committee with respect to the specific activity, responsibility and function.
2. This Constitution may be amended by a majority vote of members in attendance at any regular meeting, or at any special meeting called for that purpose, provided that such proposed amendments are plainly stated in the call for the meeting.
3. No salary or other compensation shall be paid any FBCA officer except when specifically provided for by the Board in its annual budget and approved by the general membership.
4. No officer or member will contract to donate or otherwise support with FBCA funds or assets any organization whose foundations are based on political, religious or socially partisan principals.

***XII)***

This Constitution will be effective immediately following its adoption by a majority vote of the members present at a meeting duly called for that purpose, and when adopted shall supersede previous constitutions, by-laws and amendments thereto, which are hereby annulled.