

**WHITE HORSE VILLAGE RESIDENTS ASSOCIATION
CONSTITUTION AND BYLAWS
(Rev. 9, Approved January 19, 2011)**

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ARTICLE I NAME, PURPOSE AND MEMBERSHIP

Section 1.01 Name

The name of this organization is WHITE HORSE VILLAGE RESIDENTS ASSOCIATION, hereinafter referred to as the “Association”, a non-profit, incorporated (May 2003) Association.

Section 1.02 Purpose

(Rev. 9, January 19, 2011)

The purpose of this Association shall be:

- A. To encourage and promote among the residents of White Horse Village an atmosphere of general concern and friendship.
- B. To communicate and cooperate with the Board of Directors of White Horse Village, Inc. and with the management of White Horse Village, Inc. in promoting a healthful, active, enjoyable and useful community life, and a financially sound community.
- C. To communicate the interests and concerns of the residents of White Horse Village to the Board of Directors of White Horse Village, Inc. and to the management of White Horse Village, Inc.
- D. The Association shall not have nor shall it assume any responsibility for the operation or management of White Horse Village, Inc. but shall act only in a representative and advisory capacity as outlined above.
- E. No pecuniary gain or profit, incidental or otherwise, shall accrue to any member of the Association as a result of any activity of the Association.

Section 1.03 Membership

All persons who have signed a White Horse Village Resident Agreement to become a resident in White Horse Village shall be, ipso facto, Members of the Association.

ARTICLE II MEETINGS OF MEMBERS

Section 2.01 Preliminary Meeting

(Rev. 1, December 1990)

Section 2.01 deleted.

Section 2.02 Meetings of the Association

(Rev. 6, September 1999, Rev. 9, January 19, 2011)

There shall be four (4) regular Meetings of the Association each year, to wit:

- A. An Annual Meeting on the second Wednesday of January for the election of Representatives and the transaction of other business properly brought before the Meeting, and
- B. Meetings for the transaction of any proper business of the Association on the second Wednesday of April, July, and October of each year.
- C. Additional meetings may be called by the President whenever the President considers it advisable or upon the written request(s) signed by at least twenty-five members. The business conducted in any Special Meeting shall be limited to the business for which the meeting was called.

Section 2.03 Notice of Meetings

(Rev. 1, December 1990)

No less than eleven (11) days notice of each Meeting of the Association shall be given by the Secretary. Notice shall be given by posting written notice on the Bulletin Board(s) of White Horse Village and a copy of the notice being placed in the mail box of each member.

Section 2.04 Quorum

(Rev. 9, January 19, 2011)

The presence of no fewer than fifty (50) members shall constitute a quorum for the transaction of business at all Quarterly Meetings of the Association. If a quorum is not present, members attending the Meeting may approve a date for an adjourned Meeting, within not less than ten (10) days, and notice thereof shall be promptly given to the members. At such adjourned Meeting there shall be no quorum requirements and members attending shall have full power to act for the Association.

ARTICLE III VOTING OF MEMBERS

Section 3.01 Voting

(Rev. 9, January 19, 2011)

Voting shall be in person by all members of the Association who are in attendance in a meeting and each member shall have one (1) vote. Except in voting in an election for Representatives, and/or when voting by written ballot on a specific proposal shall be approved by a majority of members present, voting shall be by voice vote. All voting in an election of Representatives shall be by written ballot.

Section 3.02 Voting by Absentee Ballot

(Rev.1, December 1990, Rev. 9, January 19, 2011)

A member of the Association who is unable to be present at an election of Representatives may vote by Absentee Ballot. The Absentee Ballot Package shall be obtained from the designated Nominating Committee Member and shall include the formal Absentee Ballot, a sealable envelope (Envelope #1) in which the Absentee Ballot is to be placed and sealed after voting, and a second sealable envelope (Envelope #2) addressed to the designated Nominating Committee Member. After voting, the voter shall place the Ballot into Envelope #1 and seal. The voter shall then place Envelope #1 into Envelope #2, seal Envelope #2, date and sign Envelope #2, and deliver or cause Envelope #2 to be delivered to the designated Nominating Committee Member. Only Absentee Ballots contained in sealed envelopes as described herein and received by the Nominating Committee Member at least two (2) days prior to the date of the Election Meeting shall be counted in determining the results of an election.

ARTICLE IV ELECTION OF REPRESENTATIVES AND OFFICERS FOR RESIDENTS COUNCIL

Section 4.01 Election of Representatives in First Annual Meeting

(Rev. 1, December 1990) Section 4.01 deleted, Rev. 9, January 19, 2011)

Section 4.02 Election of Representatives

(Rev.1, December 1990, Rev. 9, January 19, 2011)

During each Annual Meeting of the Association five (5) Representatives shall be elected by the members. These elected Representatives shall serve terms of three (3) years.

Newly elected Representatives shall take office immediately following their election.

Section 4.03 Election of Officers

(Rev. 4, June 1995; Rev. 6, September 1999; Rev. 9, January 19, 2011)

On the fourth Wednesday of January the Representatives shall meet to elect from their members, members to serve as Officers of the Association in the capacity of President, Vice President, Secretary, Treasurer and Assistant Treasurer. These officers of the Association shall serve for a term of one (1) year, and no member of the Association may serve in the office of President, Vice President or Secretary for more than three (3) consecutive terms (3 years). A member elected to the office of Treasurer or Assistant Treasurer may not serve in the office of Treasurer or Assistant Treasurer for more than six (6) consecutive years.

Section 4.04 Qualifications

(Rev. 3, June 1993; Rev.9 January 19, 2011)

No person shall be elected to serve as Representative without having been a resident in White Horse Village for a period of one (1) year or longer. Spouses/companions cannot serve at the same time.

A member may not serve as a Representative of the Association for more than two (2) successive terms except that the immediate Past President of the Association shall serve for one (1) year as a member of Council (see Art.V, Sec.5.01) even if the immediate Past President has completed two (2) successive terms as a Representative of the Association.

No Representative shall hold more than one office at the same time.

In the event that any Officer shall resign or shall, in the judgment of a majority of the Representatives, become unable to serve, the Council shall elect from its Members a member or members to serve in the capacity of Officer(s) for the unexpired term.

Section 4.05 Nominations

(Rev. 3, June 1993; Rev. 6, September 1999; Rev. 7, October 200; Rev.9, January 19, 2011)

Each year during the November meeting of Council, the Vice-President shall present for approval a Nominating Committee of six members: two from the Council and four from the community at large. Notice of such appointment shall be given to all members of the Association in the same manner as provided in Section 2.03 within five (5) days after appointment.

Any member of the Association may suggest a name or names of members for consideration by the Nominating Committee by submitting to the Chairperson in writing such name (s) within ten(10) days after notice of the appointment of the Committee has been given. Any such suggestion shall not limit the discretion or function of the Committee.

It is expected that the Nominating Committee will submit a slate of candidates for consideration by the Association for election to the office of Representative that is more than the number of members to be elected to offices of Representative in an election.

All members who are nominated for election to the position of Representative shall prepare their biographical summary for the benefit of members of the Association in casting their votes. These biographical summaries shall be placed in a reading file in the Library of White Horse Village and shall be available for examination by members for a continuous period of ten (10) days immediately prior to the date of the election.

Not less than twenty-one (21) days before said Annual Meeting the Committee shall announce the names of members nominated by it for election as Representatives at the Annual Meeting. Such announcement shall be given in the same manner as herein provided in Section 2.03.

Any member listed as a nominee for election to Representative shall have first agreed to serve in the position of Representative if elected.

Section 4.06 Vacancies
(Rev. 9, January 19, 2011)

Except as provided in Section 4.04 the Council may fill any vacancy among the Representatives and Officers for an unexpired term.

ARTICLE V COUNCIL

Section 5.01 Members of Council
(Rev. 3, June 1993)

The Council shall consist of those members of the Association who have been elected to the position of Representative as prescribed in Section 4.02 hereof, the immediate Past President of the Association, and the Executive Director of White Horse Village who shall be a non-voting member of Council.

Section 5.02 General Powers
(Rev. 1, December 1990)

Subject to the powers of the members of the Association, the Council shall have full power to conduct, manage and direct the operations and affairs of the Association.

The Council may, from time to time and as hereinafter provided, establish dues, solicit contributions and consider other means to obtain the resources needed to finance the operations, projects and activities of the Association.

The Council shall have the power to create, appoint and dissolve such committees as the Council shall deem to be appropriate (see Section 6.01).

The Council shall establish a budget for the Fiscal Year of the Association, setting forth the proposed activities and projects of the Association, the anticipated cost of those activities, the anticipated expenses of the general operations of the Association, the anticipated income of the Association, and the anticipated sources of that income. The Council may from time to time revise the budget as conditions may require.

Section 5.03 Meetings of Council

(Rev. 6, September 1999)

Meetings of the Council shall be held on the second Wednesday of the months of February, March, May, June, August, September, November and December or at such other time and place in White Horse Village as the Council may fix. A special meeting of Council may be called by the President or upon written request of not less than four (4) members of Council, to be held at such time and place in White Horse Village as shall have been stated in the request.

Members of the Association may attend all meetings of Council and may address Council after they are recognized by the Presiding Officer for the purpose of addressing Council.

Section 5.04 Notice of Meetings of Council

(Rev. 1, December 1990)

Not less than two (2) days written notice of each meeting of Council shall be given to each member of Council and shall be posted on the bulletin board(s) of White Horse Village.

Section 5.05 Quorum

The presence of ten (10) members of Council shall constitute a quorum for the transaction of business.

Section 5.06 Absence From Meetings

Any member of Council who shall have been absent from three (3) consecutive regular meetings of Council without an explanation acceptable to Council shall cease to be a member of Council.

ARTICLE VI COMMITTEES

Section 6.01 Appointment, Powers and Duties

(Rev. 2, December 1992, Rev. 9, January 19, 2011)

The Council may, from time to time, establish and appoint such standing and special (ad hoc) committees as Council may determine. The activities of these committees shall cover the areas of responsibility for which they were appointed. They may, at any time, consult with Representatives regarding their work, or make recommendations for improvement and advancement of the scope of their activities or their achievement of their objectives. Council may also make recommendations to the committees for meeting needs reported to Council. Each standing committee shall make a report when requested by Council and at least thirty (30) days prior to the Annual Meeting of the Association, and their annual reports shall be available to any member of the Association.

The Council may terminate the existence of any committee established by Council.

Section 6.02 Executive Committee

(Rev. 4, June 1995)

There shall be an Executive Committee consisting of the five (5) elected Officers (President, Vice President, Secretary, Treasurer, and Assistant Treasurer). The Executive Committee may meet on one (1) day notice, and when Council is not in session shall have and may exercise all the powers and duties of Council. The presence of not less than three (3) Members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 6.03 Audit

(Rev. 1, December 1990; Rev.9, January 19, 2011)

The Council, annually, shall obtain a non-resident Auditor (CPA) to audit the accounts and financial statements of the Treasurer for the current fiscal year. The Auditor's report shall be presented to the Council as soon as reasonably practicable after the close of the fiscal year, and such results shall be available for distribution upon request to any member of the Association. A copy of the Audit Report shall be filed in the Library of White Horse Village.

Section 6.04 Membership of Committees

(Rev. 2, December 1992)

The membership of the Executive Committee shall be as prescribed in Section 6.02. Membership of the Audit Committee shall be as prescribed in Section 6.03.

The President shall appoint the chairperson of all committees established by Council. The chairperson of each committee other than the Executive Committee and the Audit Committee shall recruit and appoint the members of their respective committees. Members of committees shall be enlisted from members of the Association.

The chairperson of committees established by Council and who are appointed chairperson by the President may serve as chairperson for such period as is mutually acceptable to the individual "chairperson" and the President.

The resident serving as chairperson of any committee established by Council may be removed as chairperson of said committee by the President at any time during the tenure of that committee and the President may appoint a replacement chairperson for that committee.

ARTICLE VII OFFICERS

Section 7.01 President

The President shall be the Chief Executive Officer of the Association and shall have general supervision and responsibility for its operation and affairs, subject to the direction and advice of Council. The President shall preside at meetings of the Association, of the Council, and meetings of the Executive Committee. The President shall have no vote except in case of a tie.

The President may serve in the capacity of President for not more than three (3) consecutive terms (3 years).

Section 7.02 Vice President

In the absence or disability of the President or when requested by the President the Vice President shall have the powers of the President.

The Vice President may serve in the capacity of Vice President for not more than three (3) consecutive terms (3 years).

Section 7.03 Secretary

(Rev. 1, December 1990; Rev.9, January 19, 2011)

The Secretary shall record the minutes of the Quarterly meetings of the Residents Association, the minutes of meetings of Council, the minutes of meetings of the Executive Committee, and shall record the votes taken during said meetings. The Secretary shall file a copy of minutes of meetings of the Quarterly Association, minutes of meetings of Council, and minutes of meetings of the Executive Committee in the Library of White Horse Village. Quarterly Association minutes and Council Meeting minutes shall also be posted on the two Bulletin Boards. The Secretary shall see that proper notice of meetings of the Association, Council and the Executive Committee is given.

The Secretary shall include in the Secretary's Annual Report a listing of the standing committees of the Association, together with the names of their chairpersons.

The Secretary may serve in the capacity of Secretary for not more than three (3) consecutive terms (3 years).

Section 7.04 Treasurer and Assistant Treasurer

(Rev. 1, December 1990; Rev. 4, June 1995)

The Treasurer shall have or provide for the custody of the funds and other property of the Association; collect and receive monies owing to the Association; disburse such funds upon authorization of Council; keep books of account; and when required by Council and at the Annual Meeting of the Association shall render an account showing transactions as Treasurer and the financial condition of the Association. Copies of the Treasurer's Report as accepted in the Annual Meeting shall be filed in the Library of White Horse Village. The Treasurer shall open and maintain such checking and savings bank accounts as authorized by Council.

The Assistant Treasurer shall assist the Treasurer in performing functions of Treasurer, and shall exercise all duties of Treasurer during any prolonged absence or disability of the Treasurer which precludes the Treasurer from performing the duties of Treasurer.

Officers of the Association authorized to sign checks for disbursement of Association Funds shall be:

Treasurer
Assistant Treasurer
President
Vice President

The members serving in the Office of Treasurer and Assistant Treasurer may be re-elected to serve a total of not more than six (6) consecutive terms (6 years).

ARTICLE VIII MISCELLANEOUS

Section 8.01 Compensation

(Rev.9, January 19, 2011)

No Representative of Council and no Officer of the Association shall be entitled to compensation for services as such. In the discretion of Council in each particular case, Representatives and Officers may be reimbursed for reasonable expenses incurred in connection with special work on behalf of the Association.

Section 8.02 Resignations

Any Representative or Officer of the Association may resign by giving written notice to the President or to the Secretary. Any such resignation shall take effect on the date of receipt of such notice or at any later date therein specified, and unless otherwise therein specified, acceptance of such resignation shall not be necessary to make it effective.

Section 8.03 Office

(Rev.9, January 19, 2011)

The Office of the Association shall be at White Horse Village.

Section 8.04 Communication

(Rev. 9, January 19, 2011)

The Association may be addressed at any time through any of its Officers or Representatives.

Section 8.05 Fiscal Year
(Rev. 5, March 1998)

The fiscal year of the Association shall begin the first day of January of each year and shall end on the following thirty-first day of December.

Section 8.06 Conduct of Meetings

All Meetings of the Association and of Council shall be governed by Roberts Rules of Order.

ARTICLE IX AMENDMENTS

Section 9.01 Amendments

Any or all of the provisions of this instrument may be amended or repealed by the members of the Association, in any meeting duly convened after two (2) weeks notice to the members, giving a copy or summary of the proposed amendment, as required by Section 2.03.

Any proposal to amend or repeal a provision hereof must be approved by a vote of not less than a majority of members voting on the proposal. The votes of members attending the meeting in which the proposal to amend or repeal is considered as well as votes cast by members unable to attend but submitting Absentee Ballots in the manner prescribed in Section 3.02 shall be counted in determining the results of voting on any proposal to amend or repeal.