

## PROPOSED AMENDMENTS TO THE BYLAWS OF THE HISTORIC BROWNSVILLE COMMUNITY, INC.

### SECTION 5.3. NUMBER, TERM, AND QUALIFICATIONS

The authorized number of Directors of the Association shall be not less than six (6) nor more than twelve (12), as the Board shall determine from time to time. At no time shall the Board be comprised of more than one-half~~third~~ (1/~~3~~<sup>2</sup>) Non-Resident members of the Association (see Section 6.1.B). The Board shall consist of three (3) classes of equal size, with the term of each class ending in consecutive years. One class, on a rotational basis, shall be elected each year. Each Director shall serve for a term of two (2) years and until his or her successor is elected or until such Director's earlier death, resignation, incapacity to serve, or removal. No Director shall serve more than four (4) consecutive years. Notwithstanding the foregoing, no member of the Board shall be required to resign a term if the Director is serving a term as a Board Officer at the conclusion of their second term, in which case, their term limit shall not pertain to such Board Officer until conclusion of the term of their position as a Board Officer.

### SECTION 6.1. MEMBERSHIP CATEGORIES

There shall be three categories of membership in the Association: Resident, Non-Resident, and Associate.

- A. A Resident Member of the Association shall be any dues-paying person 18 or more years of age residing in a residential address within the Association boundaries. There may be more than one dues paying person per address. Each dues paying Resident Member shall be entitled to one vote in the Association, may serve on the Board, may be an elected officer of the Board, and may serve on Board Committees.
- B. A Non-Resident Member of the Association shall be any dues-paying non-resident property owner, including the owner of vacant land, rental homes or apartments, businesses, or profit/non-profit agencies and organizations operating within the Association boundaries. A Non-Resident Member shall be limited to one membership and therefore one vote in the Association, regardless of the number of properties or business owned by the individual. A Non-Resident Member of the Association cannot be an elected officer of the Board unless no Resident Member is interested in the position, but may serve on the Board and may serve on Board Committees.

### SECTION 6.2. MEMBERSHIP DUES

- A. Annual dues for each category of membership shall be recommended by the Board of Directors and approved by an affirmative vote of the majority of Members in attendance at the meeting at which a dues change is considered. Dues will be used to operate the Association (printing flyers, newsletters, postage, bank fees, filing fees, and similar functions) and may be used for events or projects to improve the community (as recommended by the Board and approved by the membership).
- B. Dues shall be paid by ~~December~~ March 31 of the calendar year for the calendar year; however, Members shall be considered in arrears if their late dues or new membership dues may be are not paid by March through December 31 of for the followingcurrent calendar year.
- C. Membership Dues – In the event the Board recommends no assessment for annual dues for Resident Members, all Resident Members are still strongly encouraged to donate whatever

amount they are willing. Resident, Non-Resident and Associate Members' dues shall be as follows:

Resident

Non-Resident

Associate

\$50

## SECTION 7.1. MEETINGS OF THE BOARD OF DIRECTORS

- A. Annual Board Meeting. The annual meeting of the Board, for the purpose of transacting such business as determined necessary by law, Board policies, and/or by the agenda set by the President of the Board, shall be held during the ~~final~~ first quarter of the calendar year, or as soon thereafter as reasonably possible, at a date and time as the Board may determine.
- B. Regular Board Meetings. Additional regular meetings of the Board shall be held no less than once quarterly at such dates and times as the Board may determine.
- C. Special Board Meetings. Special meetings of the Board may be called by or at the request of the President or twenty percent (20%) of the Directors then in office.
- D. Notice of Meetings. Regular meetings of the Board may be held without notice if the date, time and place of the meeting have previously been fixed by the Board; otherwise, regular meetings must be preceded by at least two (2) days' notice to each Director of date, time and place, but not the purpose, of the meeting. Special meetings of the Board must be preceded by at least two (2) days' notice to each Director of date, time and place, and purpose, of the meeting. Notice required by the foregoing provisions may be given by any usual means of communication (including, without limitation, email) and may be oral or written.
- E. Quorum and Voting. A quorum of the Board consists of over fifty percent (50%) of the Directors present at the meeting currently in office. ~~For an official vote of the Board, over fifty percent (50%) of the Directors present must be Resident Members of the Association.~~ If a Director is unable to attend a meeting in person, telephonic or video attendance may be arranged. The attendance of a Director by remote means will count towards the quorum and attendance requirements. If remote attendance becomes an impediment to the successful completion of the Board agendas or if a Director is consecutively unavailable other than by remote means, the Board may revisit this policy. If a voting quorum is present as described, the affirmative vote of a majority of the directors is the act of the Board, unless the vote of a greater number of directors is required by these Bylaws. If a voting quorum is present as described herein, the affirmative vote of a majority of Directors present is the act of the Board, unless the vote of a greater number of Directors is required by these Bylaws.

## SECTION 7.2. MEETINGS OF THE ASSOCIATION MEMBERSHIP

- A. Annual Membership Meeting. The annual meeting of the Association Members, for the purpose of electing Directors, electing officers if applicable, amending the Bylaws, and/or transacting any other business as deemed necessary by the Board or these bylaws, shall be held during the ~~final~~ first quarter of the calendar year, or as soon thereafter as reasonably possible, at a date and time as the Board may determine; however, the date shall be prior to the Annual Board Meeting. The Board shall submit an annual report to the membership at that time and shall also submit a slate of nominees for election to the Board of Directors if vacancies need to be filled because of an expired term, death, resignation, or removal.

- B. Regular Membership Meetings. Additional regular meetings of the Association Membership shall be held no less than once quarterly at such dates and times as the Board may determine.
- C. Special Membership Meetings. Special meetings of the Association Membership may be called by the Board, or upon the request of a Member to the Board and an affirmative vote (by means of oral or written communication) of twenty percent (20%) of the Directors then in office.
- D. Notice of Meetings. Regular meetings of the membership may be held without notice if the date, time and place of the meetings have previously been fixed by the Board; otherwise, regular meetings must be preceded by at least ten (10) days' notice to each member of date, time and place, but not the purpose, of the meeting. Special meetings of the membership must be preceded by at least five (5) days' notice to each member of date, time and place, and purpose, of the meeting. Notice required by the foregoing provisions may be given by any usual means of communication (including, without limitation, email) and may be oral or written.
- E. Quorum and Voting. A quorum of the membership consists of at least five (5) Board Members and five (5) twenty (20) qualified Association Members, for a total of ten members. The affirmative vote of a majority of the Members present is the act of the membership, unless the vote of a greater number of Members is required by these Bylaws.

#### SECTION 11.1. PROCEDURES FOR AMENDING BYLAWS

- A. The Governance Committee, any Board Member, or any Association Member may propose amendments to these Bylaws and submit their recommendations to the Board Membership at any regularly scheduled general Membership meeting, which will be considered the Proposal Meeting~~time of the year. If the proposal is seconded, it shall be immediately tabled for discussion at a subsequent scheduled general Membership meeting, which will be considered the Consideration Meeting for a Bylaws amendment.~~ The Board shall consider the amendments at their next scheduled meeting and shall recommend approval of the amendments as originally submitted, or with revisions proposed by the Board. The Board shall include the Bylaws amendment shall be included as an agenda item at the next regularly scheduled general Membership meeting or at the Annual Membership meeting, whichever comes first, and a full text of such an amendment shall be mailed or emailed to all members at least ten (10) days prior to the meeting. ~~Any member proposing an amendment to these Bylaws shall submit the full text of the proposed amendment to the Governance Committee. The Governance Committee will review the proposed amendment and submit their recommendation to the Board. The Board shall consider the amendments at their next scheduled meeting and shall recommend approval of the amendments as originally submitted, or with revisions proposed by the Board. The Board shall include the Bylaws amendment as an agenda item at the next regularly scheduled general Membership meeting, or at the Annual Membership meeting, whichever comes first, and a full text of such an amendment shall be mailed or emailed to all members at least ten (10) days prior to the meeting.~~
- B. Amendments to the Bylaws requires approval by at least two-thirds (2/3) vote of the Members of the Association in attendance at the Consideration Meeting.