

BYLAWS OF THE INDIAN HEAD HIGHWAY AREA ACTION COUNCIL, INC.

1. MEMBERSHIP

A. General

Any person who supports the purposes of the Council may become a member upon application to and approval by the Board of Directors or its designee and payment of dues. Membership shall run concurrent with the fiscal year of the Council as defined in 4. General, A. Fiscal Year below. A member must be in good standing in order to participate in the affairs of the Council. A member shall be deemed in good standing so long as dues have been paid for the current membership year. Members shall be entitled to vote for the election of the Board of Directors of the Council and such other business as the Board may bring before the membership, and any other benefits as the Board may from time to time determine.

B. Annual Meeting

There shall be an annual meeting during the fourth quarter of each calendar year, or at such other time as the Board of Directors may designate, at which time officers and directors for the coming year shall be nominated and elected. Officers-elect and Directors-elect shall take office at the close of the meeting.

C. Special Meetings

Special meetings may be called at the discretion of the Board of Directors, or upon written request of ten percent of the number of members in good standing at the time the request is made. Such request shall be filed with the Secretary and shall specify the reason for the request. The Secretary shall call a Special Meeting to be held within thirty days of the date of receipt of the request. Notice shall be given to members as required in these Bylaws. The notice shall set forth the business to be conducted at the meeting, and no other business shall be discussed or acted upon at the meeting.

D. Notice of Meetings

The Secretary shall give notice to each member of the purpose, time, place, and date of each meeting by electronic or postage prepaid mail, to the last known address(es) as shown in the records of the Council, not later than the seventh day before the day set for the meeting.

E: Quorum

A quorum for any meeting of the membership shall consist of eight members or ten percent of the total number of members then in good standing, whichever is less. No business shall be conducted in the absence of a quorum, except as provided by law. A member shall be present at a meeting in order to vote.

2. BOARD OF DIRECTORS

A. General

The Board of Directors shall manage the property and affairs of the Council. The powers of the Board shall include the authority to accept, transfer, and encumber property and interests in property and the authority to retain any necessary contractors.

B. Election and Term

The Board of Directors shall consist of nine directors, which shall include the President, the Vice-President, Secretary, and Treasurer, all of whom shall serve a term of one year or until the election and succession to office of their successors. The Board of Directors shall be elected at the Annual Meeting in the presence of a quorum by a majority of those members in good standing present and voting. Members of the Board and candidates for a position on the Board of Directors shall at all times be a member in good standing of the Council. Directors-elect shall take office at the close of the meeting.

C. Removal

Any officer or director may be removed for good cause by affirmative vote of at least five members of the Board of Directors, or by affirmative vote of two-thirds of the members in good standing present and voting at a Special Meeting called for that purpose.

D. Vacancies

In the case of a vacancy of the office of President, the Vice-President shall assume the office of President and the Board shall elect a successor to serve out the remaining term of the Vice-President. In the case of a vacancy of any other position on the Board for any reason, the remaining Directors shall elect a successor to serve out the remainder of the vacant term.

E. Meetings

The Board of Directors shall meet at the annual membership meeting each year, and at such other times as determined by the call of the President or on written request of three or more Directors filed with the Secretary of the Council. The Secretary shall give notice to each Director of the purpose, time, place and date of each meeting by notice, either by electronic or postage prepaid mail, not later than the seventh day before the day set for the meeting and addressed to the director's address(es) as shown on the records of the Council, or by telephone no later than four days before the day set for the meeting.

Except as otherwise provided herein, no business shall be conducted in the absence of a quorum, which shall consist of a majority of the Board of Directors. In the presence of a quorum the Board may act by majority vote of those present and voting. A board member shall be present at a duly called meeting in order to vote.

F. Compensation

Directors shall receive no compensation for their services as such but may be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Council.

G. Decisions

The Board of Directors may take action without a meeting on pressing or time-sensitive matters which, in the judgment of the President, can be adequately vetted and considered by the Board through electronic clearance process and/or personal communication and discussion. In such cases, the President or Secretary shall poll the Board electronically and/or by telephone or other means at hand. A record of the action taken shall be kept by the Secretary and included in the minutes of the Council. The affirmative vote of a majority of directors voting shall be required to adopt/take such actions.

3. OFFICERS AND COMMITTEES

A. Powers and Duties

The President shall be the Chief Executive Officer of the Council and shall oversee the carrying out of the business of the Council. The President shall preside at meetings, and sign all contracts and other legal instruments as authorized and/or directed by the Board.

The Vice-President shall perform the duties of the President upon the absence or disability of the President, and shall assist the President upon request.

The Secretary shall record the minutes of all meetings. Minutes of the Annual Meeting shall be provided to the membership. Minutes of Board of Directors meetings shall be provided to the Board members. The Secretary shall maintain a file of the official documents and records of the Council as directed by the Board. The Secretary shall give notice of meetings in accordance with these Bylaws.

The Treasurer shall: collect and receive all funds due the Council; act as custodian of those funds and deposit them in a banking institution designated by the Board of Directors; disburse the funds of the Council only in accordance with an approved budget or upon order of the Board of Directors; and shall sign all checks. The Treasurer shall maintain the financial records of the Council; prepare quarterly financial statements for the Members of the Board; and provide an annual financial report to the membership at the Annual Meeting.

B. Committees

The Board of Directors may appoint such committees, either standing or temporary, as it deems necessary to implement the purposes of the Council.

4. GENERAL

A. Fiscal Year

The fiscal year of the Council shall be from January 1 to December 31.

B. Purpose and Scope

The business of the Council shall be conducted consistent with the purposes stated in the Articles of Incorporation.

C. Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Council may adopt.

5. AMENDMENTS

These bylaws may be amended or altered:

- A. by resolution in writing, offered by a member at any meeting of the Council and read aloud provided that such resolution lay on the table until the next meeting of the Council, or
- B. by resolution approved by the Board of Directors, and published in the notice of the meeting of the membership

and upon approval of such resolution by affirmative vote of two-thirds of the membership present and voting at an authorized meeting.

Unanimously approved by IHHAAC Membership
November 16, 2013