

BY-LAWS

UNIVERSITY HEIGHTS ASSOCIATION

Article I - Members

Section 1. Meetings: The annual meeting of members of the association will be held during the month of January at the time and place fixed by the President. At a minimum, an announcement of the meeting shall appear in the association newsletter, "The Blab," which shall state the time and place of the annual meeting. The association shall attempt to deliver to all residents and businesses throughout the neighborhood copies of the newsletter not less than ten nor more than fifty days before the meeting. Other methods of notifying members of the annual meeting may also be used. No election may be held at a meeting unless it has been advertised in accordance with this requirement.

Special meetings will be held at the time and place fixed by the President, and may be called by any officer, three directors or one-fourth of the members on notice given to each member not less than ten nor more than fifty days before the meeting.

Section 2. Quorum, Voting: Each member will have one vote for all purposes. The presence in person of fifteen per cent of the members will constitute a quorum. A quorum once attained continues until adjournment despite voluntary withdrawal of enough members to leave less than a quorum. The action of a majority of the members present at a meeting at which a quorum is present or, in the absence of a meeting, the action of a majority of the members assented to in writing by all the members, will constitute members' action. There will be no proxy voting.

Section 3. Membership: The members of the association will be persons from the following categories:

A. Neighborhood Members. Residents and property owners within the geographical boundaries of the association, as set forth in the Articles of Incorporation and in Section 3E below, who pay a membership fee of \$2.00 a year.

B. Business Members. Businesses within the geographical boundaries who pay a membership fee of \$15.00.

C. Sponsors. Persons who reside in the geographical boundaries and pay a membership fee of \$10.00.

D. Senior Citizens and Students. Residents or property owners in the neighborhood who pay a membership fee of \$1.00 a year, and who are over sixty years of age or students at any school, university or technical institution.

E. Geographic Boundaries. The geographic boundaries of the University Heights Association, Inc. are: Central Avenue to the north, Girard Boulevard to the east, Garfield Avenue to the south and Yale Boulevard to the west. All boundaries are in the middle of the street.

Article II - Board of Directors

Section 1. Number, Tenure, Qualification, Election. The board will consist of eight directors. The President, Vice-President and Secretary-Treasurer shall automatically be members. The remaining five members will be elected at large by the members at the annual meeting. All directors will hold office for a term of one year. Directors will be members of the association. A director may be removed by the members, or may resign. Vacancies may be filled by a majority of directors then in office, subject to ratification by the members at the next general or special meeting.

Section 2. Honorary Board Members. In addition to the regular board members and directors, the members of the association may elect one or more persons as honorary members of the board of directors. Such persons shall be members of the association, and shall hold office for a term of life, unless removed by the members of the association. Honorary members of the board of directors are entitled to participate fully at any meeting of the board.

Section 3. Meetings. Meetings of the board will be hold at the time and place fixed by the President, and may be called by any director on notice given to each director at least two days before the meeting. The board will meet at least once every three months.

Section 4. Quorum, Action. The presence in person of four directors constitutes a quorum. A quorum once attained continues until adjournment despite the voluntary withdrawal of enough directors to leave less than a quorum. The directors will manage the association, and may act only as a board with each director having one vote. The action of a majority of directors present at a meeting at which a quorum is present, or, in the absence of a meeting, the action of a majority of directors, assented to in writing by all the directors, will be the action of the board.

Article III - Officers

Section 1. Number, Tenure, Qualification, Election. The officers of the association will be a President, Vice-President and Secretary-Treasurer. The officers will be elected annually by the members at the annual meeting to serve until their successors are elected and qualified. Officers must be members. An officer may be removed by the members or may resign. Vacancies will be filled by the board, subject to ratification by the members at the next general or special

meeting. Officers will perform the duties and have the powers assigned by the board, incident to the office and as provided by these By-laws. Committees may be established.

Section 2. President and Vice-President. The President, or the Vice-President during the absence or disability of the President, will be the chief executive officer of the association, will preside at all meetings and, when authorized, will execute and deliver documents in the name of the association.

Section 3. Secretary-Treasurer. The Secretary-Treasurer will keep and have custody of the sale, books, records, accounts and membership rolls of the association and the minutes of all meetings and, when authorized, will execute, attest, deliver and seal documents of the association.

Article IV - Limitation of Powers

The association may exercise only those powers which are in furtherance of its tax-exempt purposes and activities, and which may be exercised by an organization exempt under Section 501 (c) (4) of the Internal Revenue Code and its regulations as they now or hereafter exist.

Article V - Monetary Matters

Section 1. Funds and Borrowing. The depository for association funds, the persons entitled to draw these funds, the persons entitled to borrow on behalf of the association and all such matters shall be determined by the board.

Section 2. Compensation and Pecuniary Benefit. No member, director or officer will receive, directly or indirectly, any compensation or pecuniary benefit from the association, except that the association may reimburse them for expenses. The association may pay reasonable compensation for services rendered, even if the recipient is a member, director or officer of the association, and may make distributions in furtherance of its corporate purposes either directly or by contributing to organizations then exempt under Sections 501 (c) (3) and 501 (c) (4) of the Internal Revenue Code and its regulations as they now or hereafter exist. Upon dissolution the corporate assets will be distributed exclusively either for the purposes of the association or to organizations then exempt under Section 501 (c) (3) and 501 (c) (4) of the Internal Revenue Code and its regulations as they now or hereafter exist.

Article VI - Indemnity

The association, to the extent possible, will indemnify each member, director and officer of the association against expenses and

liabilities reasonably incurred in connection with any action, suit or proceedings in which the member, director or officer is involved or made a party by reason of being or having been such.

Article VII - Seal and Membership Certificate

The board may, but need not, adopt a form of seal to be used by the association. At the board's discretion, it may issue membership certificates in the form chosen by the board, which certificates will not be transferable.

Article VIII - Changes to By-Laws

The association's by-laws may be changed by a majority vote of the members present at any general membership meeting at which a quorum is present. The intent of any by-law amendments must be circulated with notice of the meeting in which they will be considered.

Secretary's Certificate

I certify that the foregoing by-laws were adopted by the board of directors at a meeting held on September 27, 1987.

Benny Brown 9/24/30
Secretary