

**THE BY-LAWS**  
**SHERMAN GARDEN APARTMENTS ASSOCIATION**  
*Reinstituted September 2009, Revised October 2022*

ARTICLE I – NAME

The name of this Association shall be SHERMAN GARDEN APARTMENTS ASSOCIATION.

ARTICLE II – PURPOSE/PROCEDURES

- Section 1a     The Association shall stimulate interest and participation in the efficient operation of Sherman Garden Apartments and will promote a friendly, safe, respectful atmosphere and mutual cooperation among the residents and with the Trustees of Sherman Garden Apartments.
- Section 1b     The Association shall encourage adherence in letter and in spirit to terms of leases between the Trust and membership. It shall also work for the benefit of the membership (see Article III).
- Section 1c     The Association shall serve as a forum for discussion concerning the operation of Sherman Garden Apartments and as a vehicle for presenting constructive views and to support the Managing Trustees.
- Section 2     The Association will assist the members in selecting the Trustees of Sherman Garden Apartments, as delineated in the Trust Agreement and Article VII below.
- Section 3     Discussion of politics and religion shall be out-of-order at all times in meetings of the Association.
- Section 4     The Association Board may appoint committees to organize social occasions for the membership and members of their household.

ARTICLE III – MEMBERS

- Section 1     Each holder of a Certificate of Beneficial Interest in the Sherman Garden Apartments Trust shall be a member of this Association.
- Section 2     A member of the Association shall be entitled to vote and claim privilege of the floor during meetings.
- Section 3     In the case of joint ownership of a Certificate of Beneficial Interest by two or more persons, each joint holder shall be a member, however, all such members have only one vote between them.

Section 4 Sherman Garden Apartments Management shall not be eligible for membership in the Association unless they are certificate holders. They may attend Association meetings at the invitation of the Association Board and they may have the privilege of the floor at the pleasure of the Association Board.

#### ARTICLE IV – ASSOCIATION BOARD

Section 1 The Association Board consists of Officers and Building Coordinators. The Officers of the Association are President, Vice President, Secretary, and Treasurer. There shall be at least one and up to two Coordinators for each building.

Section 2 Association Board members shall serve without compensation except for actual out-of-pocket expense incurred in the execution of their offices.

Section 3 Prior to the October meeting of the Association, the Association will solicit interest on the part of Certificate Holders in running for available officer positions (see Article VI, section 1a below). Individuals must inform the Association President of their intent to run for office by on or about October 1. No candidates will be taken from the floor at the October meeting. Officers shall be elected at the October meeting of the Association and shall serve for three-year terms. If re-elected, officers may serve consecutive three-year terms.

Section 4 If any Officer or Building Coordinator is not able to continue in their position, the remaining Association Board members shall choose a successor(s) who shall become an Officer or Building Coordinator until at least the following October meeting and election.

#### ARTICLE V - DUTIES OF OFFICERS AND COORDINATORS

##### PRESIDENT

Section 1a The President shall chair the meetings of the Association and in co-operation with the other Association Board members, shall initiate project committees.

Section 1b The President shall maintain communication about Association Board activities with SGA residents.

Section 1c The President shall report to the Trustees for their consideration, any unresolved or new issues, concerns and recommendations.

##### VICE PRESIDENT

Section 2a During the absence or inability of the President to perform their duties, the Vice President shall act in their stead.

- Section 2b The Vice President shall assist the President and Building Coordinators with business of the Association Board.
- Section 2c The Vice President shall convene and coordinate the Trustee Nominating Committee (see Article VII).

#### SECRETARY

- Section 3a The Secretary shall issue notice of meetings and is responsible for Association Board meeting minutes. They shall record votes and minutes of all proceedings of the meeting.
- Section 3b The Secretary shall also distribute copies of the minutes of the Association's General Meetings and special programs to the Association Board within thirty days after each meeting. The Secretary shall also distribute these minutes to the Association membership via the next available newsletter.
- Section 3c The Secretary shall be responsible for relaying pertinent information for new owners to the appropriate SGA personnel per the established protocol (see attached document).

#### TREASURER

- Section 4a The Treasurer shall manage the SGAA Fund, collecting donations at events and other donations offered, and reimbursing approved expenses. SGAA Officers plan budgets for events and other expenses.
- Section 4b The Treasurer shall manage the residents' Directory and receipt of payments for it. The Directory and emergency contacts are updated annually in the fall.

#### BUILDING COORDINATORS

- Section 5a There shall be at least one and up to two Building Coordinators for each of the buildings.
- Section 5b Building Coordinators are appointed by the Association Board and shall be asked to serve for at least two years.
- Section 5c Building Coordinators will meet with new resident-owners as soon as feasible to provide general information and a copy of the New Resident Orientation Checklist. They will also offer the resident a complimentary resident Directory.
- Section 5d Building Coordinators shall communicate residents' recommendations and concerns to the Association Board and assist residents in identifying the appropriate channel to resolve concerns.
- Section 5e Building Coordinators shall attend meetings of the full Association Board as scheduled by the Association Officers.

## ARTICLE VI – MEETINGS

- Section 1 Each year the Association Board shall schedule two General Meetings of Association members. At least eight days prior to each meeting, notices of the meetings will be conspicuously posted in all buildings and submitted to the appropriate editors for inclusion in the Newsletter and on the website.
- Section 1a The first General Meeting shall be held in October and shall include but not be limited to (1) the presentation of the annual financial audit and (2) the election of Association Officers as necessary. Candidates for Officer positions will be announced in the October Newsletter. If there is more than one candidate for each position, paper ballots will be distributed to Certificate Holders prior to the meeting and must be returned at least two days prior to the meeting. Ballots shall be counted by the Secretary and checked by the President, Vice President, or appointee. At the meeting, the Secretary shall announce the total number of votes cast for each candidate. The Association President shall then announce the new Association Officers, who will begin their terms at the conclusion of the meeting
- Section 1b The second General Meeting shall be held in late winter or early spring and shall be coordinated with the candidate nomination and election procedures required for the election of new Trustees. If there are open Trustee positions, the Board President will introduce each candidate to the meeting attendees. The second General Meeting may include additional program content.

## ARTICLE VII – TRUSTEE ELECTION

- Section 1 **Nomination of Trustees:**  
Each year, the Vice President shall convene a Nominating Committee for the purpose of identifying candidates to be voted on by Certificate Holders for the position of Managing Trustee(s). The Association may select up to 5 persons to be on the Nominating Committee; the Managing Trustees may select up to 4 persons.
- Section 2 **Trustee Election Calendar**
- No later than January 15: Nominating committee members shall be confirmed and the committee will begin its deliberations.
  - No later than February 15: The slate of Trustee candidates shall be announced to Certificate Holders, along with a call for additional nominations (additional nominations require 25 signatures from Certificate Holders).
  - No later than February 20: The Nominating Committee shall provide each Candidate with a questionnaire through which they define their personal goals as a potential Trustee.
  - No later than March 1: Completed candidate questionnaires are due to the Vice President.

- March 6: The Vice President will submit the collated questionnaires to the newsletter editor for publication in the March issue. (The 6th is the current monthly submission deadline.)
- Approximately March 15: The “Meet the Candidates” Association meeting will be held.
- No later than March 20: The Secretary will produce the ballot and edit the voting instructions as needed. The Secretary will then send the ballot and voting instructions to Heil & Heil for printing and distribution to all Certificate Holders. (Heil & Heil requests two weeks lead time before distribution date.)
- April 1: Heil & Heil distributes by mail the election materials.
- May 1 is Sherman Garden Apartments’ official election date; by this date, all cast ballots are due to Heil & Heil either via mail or deposited in the 1856 Management Office mail slot.
- May 1: The Secretary, one current Trustee, and a representative from the management company shall tally the ballots and announce the results via posted signs in each building.

#### VIII – AMENDMENTS

- Section 1 Association members will be notified in writing of proposed amendment(s) to the By-laws. A written description of the difference(s) between the existing and the proposed amended Article(s) or Section(s) will be presented to members eight days before a regular or special meeting where a vote shall be taken whether to approve or disapprove the proposed amendment(s). The Association Board shall schedule the meeting.
- Section 2 The By-laws may be amended by a two-thirds vote of all votes cast by members who are present at a regular or special meeting or who have submitted proxies for such meeting.

#### ARTICLE IX – ADOPTION

These By-laws shall become effective immediately upon their adoption at a meeting of the Association.

## **NEW OWNER CONTACT SHEET PROTOCOL**

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A designated Trustee will send the Secretary a copy of each New Owner's Contact Sheet, which the prospective buyer completes during the pre-sale interview with the Trustees. When the sale/closing has been confirmed by the designated Trustee, the Secretary shall distribute selected information as follows.

- Complete New Owner's Contact Sheet goes to Trustees (placed in a sealed envelope addressed to the Trustees and slipped through the mail slot in the 1856 office door) for the Emergency Contact Binder
- SGAA President (newsletter welcome and general usage for SGAA business)
- SGAA Treasurer (directory)
- Building Coordinators (sent to each current Building Coordinator in the owner's building)
- Designated individual (mailbox identification)
- Designated individual (parking lot assignment)
- Select information only goes to the Building Engineer (everything except emergency contact information)
- Designated individual (owner name, building and unit number, and move-in date for lobby intercom directory)