

By-Laws of the Huntington Shoals Community Association

Article I. Name and Purpose

- Section 1. The name of the Association shall be Huntington Shoals Community Association.
Section 2. The purpose of this Association shall be to promote the general welfare and beautification of our community, have an informed neighborhood, be aware of and active in civil affairs, promote the general friendship of the residents, and any other activity deemed necessary or desirable by the membership, so far as the same are permitted by law.

Article II. Membership and Dues

- Section 1. All lot owners of Huntington Shoals are eligible to be members of the Association.
Section 2. Members of the Association are required to pay dues annually.
Section 3. Annual dues may change over time. Any change in annual dues must be recommended by the Board and approved by the membership at the annual meeting.
Section 4. Payment of annual dues qualifies all adult residents of each home as members of the Association, but each home shall have only one vote in Association affairs.

Article III. Government

- Section 1. This organization shall be governed by a Board of Directors, who shall be elected from the Association membership. The Board shall consist of a president, vice-president, treasurer, secretary and at least three (3) members-at-large.
Section 2. The Board members shall be elected at the annual business meeting.
Section 3. In the event that the presidency becomes vacant during the year, the vice-president will assume that position for the remainder of the term.
Section 4. In the event that any other officer or member-at-large resigns during the year, the Board shall elect an interim officer or member-at-large from among the members of the Association (including from among the remaining Board members).
Section 5. Board members shall serve a one-year term. There is no limit on the number of terms a Board member may serve, but each Board member who wishes to remain on the Board must be reelected at the annual meeting.

Article IV. Board of Directors – Duties

- Section 1. The Board shall meet a minimum of four times a year at a time and place designated by the Board. Meetings will normally be called by the president; however, the president is obligated to call a meeting of the Board when requested in writing by a majority of the Board members, or by five members of the Association. Minutes of all meetings must be taken and be made a part of the official records of the Association.
Section 2. A majority of the members of the Board shall constitute a quorum.

- Section 3. The Board shall:
- a. Conduct routine business of the Association and direct its business affairs.
 - b. Designate the bank(s) for deposit of Association funds.
 - c. Authorize expenditures from available funds.
 - d. Authorize appointments of standing or special committees.
 - e. Approve an annual operating budget and communicate financial information to Association members.
 - f. Develop and approve policies/procedures to pursuant to Article 1, Section 2.
 - g. Produce an annual directory and send to all Association members; produce at least one annual social event for members; and ensure the front entrance is well maintained at all times. These duties are not assigned to any specific Board position, but will be performed based on available expertise and interest.
 - h. Perform other duties as needs arise.

Article V. Officers – Duties

Section 1. The officers of this Association shall consist of president, vice-president, a secretary and a treasurer.

Section 2. Duties of officers include, but are not limited to, the following:

- a. **President:** It shall be the duty of the president to preside at all meetings of the Association and the Board, and to perform such other duties as may be assigned by the Board. He/She shall (1) Develop and agenda for each Board meeting. (2) Appoint any standing of special committees authorized by the Board. (3) Ensure all Board members perform their responsibilities effectively and in a timely manner. (4) Have signature on file at banks(s).
- b. **Vice-President:** It shall be the duty of the vice-president to act for the president in his/her absence and to perform such other duties as shall be assigned.
- c. **Secretary:** It shall be the duty of the secretary to (1) Keep minutes of all meetings and special business meetings of this Association. (2) Perform other such duties as may be assigned by the Board. (3) Maintain and deliver to his/her successor the official records of the Association, including minutes, financial reports, newsletters, policies and procedures, by-laws and all official correspondence. (4) Execute promptly all communications of the Association as directed by the Board. (5) Maintain duplicate records, one set residing with the president, the second with the secretary. (6) File the covenants and by-laws and other important records with the Clarke County Clerk. (7) File annual non-profit registration with Georgia's Secretary of State office.
- d. **Treasurer:** It shall be the duties of the treasurer to receive and deposit all the Association funds in the name of this Association in a bank(s) approved by the Board. He/She shall (1) Pay promptly all items previously budgeted, and bills for unbudgeted items approved by the Board. (2) Sign checks for the disbursement of the funds of the Association. (3) Keep a balance sheet correct to date and report on the financial status of the Association at each meeting of the Board. (4) Make a current financial report available to any member upon request. (5) Prepare an annual budget for the Association.

- (6) Deliver accounting records and books to his/her successor. The Board reserves the right to request that the books be audited before such delivery. (7) Perform other duties as may be assigned by the Board.

Article VI. Committees – Duties

- Section 1. Committees shall be created by the Board and appointed by the president. Committee chairpersons shall be approved by the Board.
- Section 2. Members who are not on the Board are encouraged to serve on committees, and may serve as chair. Every committee shall include at least one Board member.
- Section 3. Committees are not authorized to make major decisions, especially regarding expenditures, without authorization from the Board. However, committees shall make recommendations to the Board.

Article VII. Nominations and Elections

- Section 1. Prior to the annual meeting, the Board shall choose one nominee for each position on the Board from among Association members. The Board shall notify all members of the proposed slate of nominees in advance of the annual meeting, as specified in Article VIII, Section 3.
- Section 2. Nominations for all positions may also be made from the floor at the annual meeting, provided consent of the nominee as been expressed.

Article VIII. Meetings

- Section 1. This Association shall meet for purposes of conducting business at least once annually at a time and place designated by the Board, and the meeting shall be conducted according to Robert's Rules of Order Revised. The main purposes of this meeting, among others, will be to elect new Board members and officers, and to vote on changes to covenants and by-laws.
- Section 2. Special meetings may be called by the Board for business or social purposes. By petition, 25% of voting members may require the Board to call a special meeting of the Association for a specified purpose.
- Section 3. Notice of the annual meeting shall be given in writing to all members at least five days prior to the meeting. The notice shall include names of the nominees for positions on the Board, a proposed agenda, absentee ballots and relevant information for other items requiring a vote.
- Section 4. Notice of special meetings of the Association shall be given to all members in the same manner as for the annual meeting when possible.
- Section 5. A quorum at the annual business meeting shall consist of at least one-third (1/3) of the voting members. Ballots received from absentee member households will facilitate reaching a quorum for voting on items on the agenda. No vote shall pass without approval of a majority of those voting.

Article IX – Amendments

Section 1. These by-laws may be amended by a quorum of at least 20 voting members, either present at any meeting of the Association or having submitted absentee ballots, provided the proposed amendments have been submitted in writing to the Board and the membership at least two weeks prior to the meeting. Amendments to the By-Laws require the approval of two-thirds (66%) of those voting.