

EMBRY HILLS CIVIC ASSOCIATION

BY LAWS

Revised 07/08/24 BYLAWS OF THE EMBRY HILLS CIVIC ASSOCIATION

(AS ADOPTED AT ORGANIZATIONAL MEETING)

The Embry Hills Civic Association (hereinafter the “Association”) is a non-profit community organization created and developed for collective action on community affairs. In general, its objectives are to preserve, enhance, and promote the safety and civic spirit of the community. The organization will treat all volunteers, members, contractors and beneficiaries fairly and with respect, and will not discriminate based on race, color, religion, gender, pregnancy, age, national origin, disability, marital status, sexual orientation, or military status. To achieve this ideal, we hereby set out the following Bylaws for the functioning of the Association.

Article I – NAME

The name of the organization is the Embry Hills Civic Association (hereinafter the “Association”).

Article II – JURISDICTION

The area served by the Association (hereinafter the “Area”) shall consist of:

Single family homes within the Area known as Embry Hills with the following street addresses: Embry Circle, Alton Road, David Road, Chase Road, Embry Hills Drive, Shabromat Way, Embry Court, North Embry Circle, Windsor Forest, Barkside Court, Ridgeside Court, Margavera Terrace, Stantondale Drive, Chamblee Tucker Road (specifically those single family homes between Mercer University Dr and Embry Cir), Balmoral Drive & Medinah Court, Henderson Mill Road (specifically those single-family homes between I-285 and Balmoral Drive) and the Embry Hills Apartments located on Embry Circle.

Article III – PURPOSES

The purpose of the Association shall be to unite the people served in the Area into an organization concerned with the common issues of the Area, to foster a community of spirit, to provide a means for communication, discussions, and solutions of such issues and to maintain and enhance the quality of life in the Area.

The Association is concerned with everything that affects the community, including but not limited to cityhood, schools, roads, recreation, zoning, sanitation, and the thoughtful development in and near the Area.

Article IV – POWERS

Subject to the provisions of these Bylaws, the power and authority of the Association resides with the Members of the Association, as defined in Article V.

Article V – MEMBERSHIP QUALIFICATIONS

A member of the Association is defined as any person of voting age who resides in or owns property in the Area defined above in Article II and is current on annual dues (hereinafter “Member.”) Members may withdraw their Membership at any time by written request to the board. Membership includes access to all Embry Hills civic events, newsletters, email distribution, website, and social media platforms as defined by the Association rules that govern such platforms. Only Members who are current in their annual dues’ payments shall be eligible to vote on official Association business.

Association dues are \$25.00 per household annually, are non-refundable and entitle the dues paying Member to one vote per household on official Association business. Association dues are due at the time of joining the Association, and thereafter on January 1st of each year. Members who have not paid Association annual dues by March 31st of each calendar year will be removed from the Association.

Article VI – GOVERNANCE

The governance of the Association shall be as set forth in this Article. Day to day operations which include organizational objectives, strategic initiatives, committee operations, fiduciary oversight and general compliance with these Bylaws will be documented as operational procedures and policies and will be available in the Policy and Procedures Manual, if any, as maintained and approved by the Board. Whenever used herein, the term “Board” shall be interchangeable with Board of Directors and the term “Board Member(s)” shall mean any or all members of the Board of Directors unless other prescribed.

The Board of Directors, hereinafter referred to as “the Board,” shall consist of the following “Board Members”:

- 4 officers identified as President, Vice President, Secretary and Treasurer.
- 2 or more “At Large” Directors, as needed.
- Immediate Past President.

All Board Members, with the exception of the Immediate Past President, will be elected for a term of two years at the Annual meeting and shall assume office on January 1 of the following year. Board Members shall not serve more than 3 consecutive terms in any one Board position.

1. The titles and duties of the Board Members shall be as follows:
 - a. **President.** The President shall preside at all meetings of the Association except at any such meeting at which his or her removal from office is to be considered as provided herein. The President shall prepare an agenda for each meeting of the Association. The President shall see to it that the expressed will of the Association is carried out. The President shall represent the Association in all respects not reserved to other officers, committees, or other persons. The President shall write a column to be distributed in the newsletter of the Association and shall assist the Vice President in recruiting volunteers for the Association.
 - b. **Vice President.** The Vice President shall preside over any meeting of the Association in the President’s absence and shall assume the office of the President in the event of a vacancy in such office. The Vice President shall assist the President in the performance of his or her duties, at the direction of the President. The Vice President shall be in charge of (i)

- recruiting volunteers and (ii) committee members and the development and implementation of projects related to the Area represented by the Association.
- c. **Secretary.** The Secretary shall give notice of all Association meetings and keep records of the Association, including minutes of all Association meetings, the Membership and the Board. The Secretary will maintain the Membership directory and provide oversight of all correspondence, welcoming new residents and new Association members and formal written acknowledgements, as needed.
 - d. **Treasurer.** The Treasurer shall keep and maintain the financial and accounting records of the Association and shall be prepared to report on the financial status of the Association at each Board meeting and the annual meeting of the Association. The Treasurer shall be responsible for submitting tax filings on behalf of the Association, pay all authorized expenditures of the Association and perform all duties incident to the Office of the Treasurer and such other duties as may, from time-to-time, be assigned by the President or Board. Any check, in excess of \$200.00, paid on behalf of the Association, must be approved by the Board.
 - e. **Immediate Past President.** The Past President's duties shall consist of giving guidance to the President and the Board as appropriate and any other duties as may be assigned by majority vote of Board.
 - f. **At Large Directors.** The Directors duties may include, but are not limited to: membership recruitment, member services, zoning issues, communications, publications, committee sponsorship.
2. **Removal.** A simple majority of the Members present and voting at any meeting of the Association may remove any officer. Reasons for removal include but are not limited to: failure to attend two (2) consecutive Board meetings, failure to perform the duties of his or her office, defrauding or misappropriating funds of the organization, or intentionally acting contrary to the expressed direction of the Association, provided that:
 - a. A motion to remove such officer was properly made and seconded at the meeting of the Association immediately preceding such meeting;
 - b. Such pending motion was properly made known to the Members of the Association prior to such meeting through email notice and or publication in the newsletter or website; and
 - c. Such officer is provided an opportunity at such meeting to present evidence and testimony to refute the reasons for removal upon which the motion is based.
 3. **Vacancies.**
 - a. Should the outgoing President not be available to serve as Immediate Past President, this position shall remain unfilled, and the Chair of the Neighborhood Watch committee shall assume a voting roll and vote on any Board matter for which there is no majority vote.
 - b. Board Member vacancies that occur after the Board has been elected will be appointed and approved by a two-thirds (2/3) majority of the Board Members in attendance following quorum rules defined in these bylaws.

Article VII – COMMITTEES

1. The Board can create and disband special committees and appoint and remove committee members and chairpersons for such committees by a majority vote of the Board Members.
2. Special committee objectives will be determined by the Board Members. Chairpersons so appointed shall be non-voting, ex-officio members of the Board during the term of appointment.
3. Committees and committee membership appointments, including chairpersons, shall expire at the first called meeting of the Board following the annual election meeting unless reauthorized by majority vote of the new Board.
4. Committees shall report into the Vice President on the following: project status, project issues and committee needs.
5. Committees, as may be appointed, shall monitor the governmental activities impacting the Area to determine any impact on the Area and to recommend appropriate action to the Board, and to coordinate the implementation of any action that may be needed with the Vice President.

Article VIII– MEETINGS

1. The Association shall meet at least annually, at such time and place as the Board may determine, subject to reasonable notice via email and/or in the newsletter or website. All such annual meetings shall be open to the public.
2. The Board and committee members shall meet quarterly at such time, place and date the Board deems appropriate. The schedule of such Board meetings shall be communicated to Board Members and committee members via email.
3. If deemed necessary or appropriate, the Board may call a special meeting of the Association, and, in such case, shall use reasonable efforts to notify Members of such meeting.
4. For the purposes of voting at Association meetings, a simple majority of Members, specifically those persons eligible under Article V, shall be required.
5. For the purposes of voting at Board meetings, except as otherwise stated herein, all motions shall be approved by the vote of a simple majority of Board Members in attendance.
6. Association and Board meetings may be conducted informally or under the rules of parliamentary procedure as set forth in Robert’s Rules of Order, Newly Revised, at the discretion of the presiding officer.
7. Proxy voting shall not be allowed.

Article IX – ELECTIONS

1. At a reasonable time before the Annual meeting of the Association in the year in which any elections are held, the Board shall appoint a three-person nominating committee for the purpose of seeking persons interested and qualified in being Association Board Members for the upcoming term. The nominating committee shall report its findings to the Board. The nominating committee may report more than one person for any Board position. However, only active dues paying Members shall be placed in nomination for the Association Board.
2. The names of all such persons interested and qualified to serve on the Association Board for the upcoming term, as named by the nominating committee, shall be published via email and/or in the newsletter immediately prior to the Annual meeting of the Association and said notice shall announce that the Association is seeking additional persons interested in serving as Board Members.

3. In the case of any Board Member position for which there is more than one nominee, eligible voters as defined in Article V, shall vote by secret ballot. Ballots shall be counted by at least 2 persons designated by the President, and if desired by any nominee, observed by such nominees or their representatives. In the event no nominee receives a majority of the votes cast for such position, a runoff election shall immediately be held between the two nominees who received the largest number of votes.
4. The election of Board Members shall occur at the annual meeting of the Association. The names of those persons previously named by the nominating committee, as well as all others nominated from the floor, shall be placed in nomination and considered for the Board. Ballots shall be counted by persons designated by the President, and if desired by any nominee, observed by such nominees or their representatives.

Article X – AMENDMENTS

Any proposed amendment to these Bylaws shall be presented to the Board for inclusion on the agenda at the next Association meeting at which such amendment can be discussed. At the Association meeting after the meeting in which the amendment was proposed, any amendment will be put forward for a vote by the Members. The proposed amendment shall be sent via email and/or published in the newsletter distributed prior to the meeting at which the vote shall be taken. A majority vote of the eligible Members as defined in Article V of the Association present at any meeting as described in this Article X shall be required for an Amendment to become effective.

Article XI – INDEMNIFICATION

The Association shall indemnify and hold harmless any past or present Board Member or Committee Member against any and all claims, demands, actions or litigation against such person a) brought solely based upon such person's position in the Association or b) arising by reason of any act or omission of such person while such person was acting in good faith in accordance with such person's duties or responsibilities as a Board or Committee Member of the Association. Such indemnification shall include any reasonable cost of litigation, attorney's fees and any other reasonable costs incurred in defending said claim.

Article XII – EFFECTIVE DATE

These Bylaws, and subsequent Amendments, shall become effective immediately upon a majority vote of those eligible Members voting as described in Article V herein.

RATIFIED UNANIMOUSLY BY THOSE PRESENT, THIS 9th DAY OF August, 2024.