

Embry Hills Civic Association

By Laws

Revised 11/16/22 BYLAWS OF THE EMBRY HILLS CIVIC ASSOCIATION

(AS ADOPTED AT ORGANIZATIONAL MEETING)

The Embry Hills Civic Association is a community organization developed and joined together for collective action on community affairs. In general, its objectives are to preserve, enhance, and promote the safety and civic spirit of the community. 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 shall be the Embry Hills Civic Association (hereinafter the “Association”).

Article II – JURISDICTION

The area served by the Association 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 described herein 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 schools, roads, recreation, zoning, sanitation, and the thoughtful development in and near our community.

Article IV – POWERS

Subject to the provisions of these Bylaws, all power and authority of the Association resides with the members of the Association.

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. Members may withdraw their Membership 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 those members who are dues paying persons and are current in their annual dues' payments shall be eligible to vote on official Association business.

Association dues are \$25.00 per household address annually, are non-refundable and entitle the dues paying member to one vote per household on official Association business.

Article VI – GOVERNANCE

The governance of the Association shall be as set forth in this Article.

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

- 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. In addition,

1. The titles and duties of the officers 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 physical enhancement of 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 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 duties shall consist of giving guidance to the President and the Board as appropriate and whatever other duties as may be assigned by majority vote of Board.
 - f. **At Large Directors.** The Directors duties shall include, but not be 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 are: 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; and
 - c. Such officer is provided an opportunity at such meeting to fairly present evidence and testimony to refute the charges upon which the motion is based.
 3. **Vacancies.** Should the outgoing President not be available to serve as Immediate Past President, this position shall remain unfilled.

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.

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**. 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. 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. Committees shall report into the Vice President on items of: project status, project issues and committee needs. A Committee, as may be

appointed, shall monitor the activities of governmental units to determine their impact on the area and to recommend appropriate action to the Board, and to coordinate the implementation of any action that may be needed.

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 meetings shall be open to the public. The Board shall meet quarterly at such time, place and date it deems appropriate. A tentative schedule of such meetings shall be via the association website.
2. 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 neighborhood residents of such meeting.
3. For the purposes of voting at Association meetings, a simple majority of attendees, specifically those persons eligible under Article V, shall be required.
4. Except as otherwise stated herein, all motions and other questions at any meeting of the Association or any of its committees shall require a majority of those persons duly voting thereon to be approved.
5. Association meetings may be conducted informally or under the rules of parliamentary procedure as set forth in Robert’s Rules of Order, Newly Revised, in the discretion of the presiding officer.
6. 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 officers or directors of the Association 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 office.
2. The names of all such persons 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 officers.
3. In the case of any 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 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. With respect to elections for the Board, at the Annual meeting of the Association in which elections are to be held for the Board, 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. Only active dues paying Members shall be placed in nomination of the Association Board. In the event there are in excess of seven nominees for the Board, vote shall be by secret ballot, with each eligible member being able to cast votes for up to seven of the persons nominated. Ballots shall be counted by persons designated by the President, and if desired by any nominee, observed by such nominees or their representatives.

5. The persons receiving the seven highest vote totals shall be elected to the Board. In the event that seven persons do not receive the highest number of votes, a runoff election shall be immediately held between all those candidates who are tied for any remaining position(s) on the Board. In this event, each eligible member shall be able to cast votes for up to the number of the seats on the Board for which persons have not yet been elected. Successive runoff elections, if necessary, shall take place under the rules stated herein.
6. The election of the first Board of Directors of the Association shall take place at the meeting at which these Bylaws are approved. At this election, Items 1 and 2 of this Article shall not be applicable.
7. Items 1 and 2 of this Article shall be applicable for all subsequent elections of the Board.

Article X – AMENDMENTS

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

Article XI – INDEMNIFICATION

The Association shall indemnify and hold harmless any past or present officer, member of the Board of Directors, or member of any Committee of the Association against any and all claims 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 member of the Association. Such indemnification shall include any reasonable cost of litigation or other cost 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 VIII herein.

RATIFIED UNANIMOUSLY BY THOSE PRESENT, THIS 13th DAY OF February, 2021.