

# North Druid Hills Residents Association, Inc.

## BYLAWS

### AS PROPOSED IN REVISED FORM BY THE BOARD OF DIRECTORS FALL, 2001

#### ARTICLE I –Organization and Objectives

Organization: The North Druid Hills Residents Association, Inc., (the “Association”) is organized as a non-profit corporation under the Georgia Non-Profit Code (O.C.G.A. § 14-3-101, et seq.).

1. Area: The Community encompassed by the Association shall consist of the geographic area shown on the map attached hereto as Attachment 1 and described as follows:

That certain geographic area of metropolitan Atlanta, Georgia, bounded by the I-85 Access Road; by Clairmont Road; by LaVista Road; and by North Druid Hills Road.

The Association will concern itself with issues affecting both sides of these boundary streets.

2. Objectives: The objectives of the Association are:
  - A. To seek and disseminate information on all matters affecting the Community;
  - B. To ensure that the Community is preserved principally for high quality residential use by opposing intrusions detrimental to such use;
  - C. To ensure that the rights and interests of the Community are protected by exercising vigilance in zoning, environment, quality of life, and other matters affecting the Community;
  - D. To maintain ongoing dialog with, and presence before, local governing bodies so as to influence decisions that affect the Community;
  - E. To encourage cooperation and foster a spirit of community among members of the Association;
  - F. To promote the safety and general welfare of the Community and its residents.
3. Political Endorsements Prohibited: The Association shall not endorse political candidates or participate in or intervene in any political campaign on behalf of any candidate for public office. At the discretion of the Board of Directors, however, the Association may take a position in matters or causes that it deems will have significant impact on the Community.
4. Governance: The Association shall be governed by its Articles of Incorporation and these Bylaws. Revisions to these Bylaws may be proposed to the membership from time to time by the Board of Directors. In addition, any member of the Association may propose revisions to these Bylaws by submitting them in writing to the Board of Directors within 2 (two) days after the posting of notice of

# North Druid Hills Residents Association, Inc.

## BYLAWS

a general or special membership meeting called for this purpose as described in Article VI, Section 5. Any revision or amendment to these Bylaws must be approved by majority vote of members present at a general or special membership meeting called for this purpose, at which a quorum is present.

### ARTICLE II –Membership

1. Definition: Membership in the Association shall be voluntary and shall be open to those residents and property owners of voting age in the Community area, as defined in Article I, Section 2.
2. Dues: The Board of Directors shall establish the amount of dues payable per household with respect to a given year to cover operational expenses and other reasonable expenses incurred by the Association to fulfill its purpose. The amount of dues to be charged per household for the following calendar year will be announced at the Annual meeting of the Association. Exercise of the rights of membership shall be contingent upon payment of such membership dues. Dues paid by new arrivals in the community after October 1 will apply toward the last calendar quarter of the year plus the next full calendar year. Dues paid are not refundable at termination of membership in the Association.
3. Additional Household Memberships: A Household may elect to acquire no more than one (1) additional resident voting membership by paying the current annual dues associated with said additional membership at any time during the calendar year, but not later than October 1.
4. Termination of Membership: Membership shall terminate upon a Member's notice of resignation to the Association; when a member moves out of the Community or no longer owns property in the Community; or when membership is terminated for cause in accordance with provisions of Article II, Section 5.
5. Termination or Suspension of Membership for Cause: The Board of Directors shall have the power and authority to suspend or terminate the membership of any member for cause and after providing an opportunity for a hearing, upon giving not less than five (5) days written notice specifying the reasons for such action. Such suspension or termination must be approved by the affirmative vote of two-thirds (2/3) of the Board of Directors. Cause for suspension or termination shall be any conduct determined by the Board of Directors to be detrimental to the best interests of the Association, and shall be recorded in the minutes of the meeting and written notice shall be sent to said member by registered or certified mail.
6. Categories of Membership: In addition to the membership specifications in Article II, the Board of Directors may from time to time establish other categories of Association membership with separate dues structure and voting privileges, subject to ratification by the Members at the next general membership meeting, provided that such membership shall be granted only to a business, organization or individual with a separate and direct interest in the Area and not through affiliation with an organization with such interest.

# North Druid Hills Residents Association, Inc.

## BYLAWS

7. Responsibilities: Members shall have prior approval of the Board of Directors before representing or speaking for the Association in any official capacity or public forum, including written media.

### ARTICLE III – Board of Directors

1. Composition: The Board of Directors (“the Board”) shall consist of the following:  
Four (4) Officers, elected by the Membership:  
President, Vice President, Secretary, Treasurer;  
and  
Five (5) At-Large Directors, four of whom shall be elected by the Membership and one of whom shall be the Immediate Past President;  
and  
The Chairperson of each Standing Committee described in Article V, who shall serve on the Board as a non-voting Member unless such Chairperson is the Immediate Past President or has otherwise been duly elected by the Membership to serve as an At-Large Director. Standing Committee Chairpersons shall be elected by each Standing Committee, subject to the approval of the Board. No Officer may chair a Standing Committee. Each At-Large Director shall serve actively on at least one Standing or Ad Hoc committee.
2. Officers and Directors: Each Officer and Director shall be a voting member of the Association and shall (with the exception of the Immediate Past President as indicated in Section 1. above) be elected by a majority vote of the voting members present, in person, at the Annual Meeting of the voting members, and shall serve a term of one (1) year until a successor is elected and duly qualified. Officers and Directors shall serve no more than two (2) consecutive terms in the same office.
3. Board Powers: The Board is the governing body of the Association and shall have the power to establish policy and perform all duties and activities on behalf of the Association except as specifically (1) reserved to the voting members; (2) reserved to the Officers; or (3) delegated to the Officers or others.
4. Board Voting: A majority vote of the Directors present at a meeting of the Board shall be necessary for any official action taken by the Board. At all meetings of the Board, five (5) members shall constitute a quorum. Proxies shall not be accepted.
5. Regular Board Meetings: Following the Annual Meeting of the Association, the Board shall meet at least four (4) times per year, with at least one (1) meeting per quarter. In addition, the incoming and outgoing Boards shall meet together not later than 14 (fourteen) days after the Annual Meeting elections in a transitional meeting to establish policies and procedures to be followed until the term of the incoming Board begins. The schedule of Regular Board meetings for the upcoming year shall be set at the transitional meeting. The Secretary shall provide adequate reminder notices to all Board members prior to each scheduled Regular Board meeting. Neither the Annual Meeting nor the transitional meeting nor any special meeting of the Board shall count as a required quarterly meeting.

# North Druid Hills Residents Association, Inc.

## BYLAWS

6. Special Board meetings: Special meetings of the Board may be called by the President, the Vice President, or by any three Board members with a minimum notice of seventy-two (72) hours. The notice shall specify the time, place and purpose of the meeting and shall be communicated to each Officer and Director by one of the three requesting Board members by telephone, Email or by written notice delivered in person to the home or business of each Officer and Director.
7. Open Board Meetings: All meetings of the Board shall be open to all members of the Association, except during Executive Session described in Section 8. below. Members other than the Board may not participate in any meeting discussion or deliberation. However, at the discretion of the Board, members in good standing or others shall be allowed the opportunity to present their views.
8. Board Executive Session: At any time during a meeting of the Board of Directors, the Board may deem it necessary to enter into Executive Session for the purpose of discussing matters of a sensitive nature. Upon entering into Executive Session, all non-members of the Board in attendance will remove themselves from the meeting until such time as the Board declares an end to the Executive Session. The reason for entering into Executive Session shall be clearly stated in the Minutes of the meeting.
9. Action Without a Formal Meeting: Any action required or permitted to be taken at any meeting of the Board or any committee thereof may be taken without a meeting if written consent thereto is signed by a quorum of the Board or of such committee, as the case may be, and such written consent is filed with the Minutes of the proceedings of the Board or committee.
10. Conflicts of Interest: Any Officer or Director who might have a conflict of interest, or an appearance of conflict of interest, in connection with a voting issue shall disclose such beforehand, and shall not vote on said issue; and shall not participate in any deliberation on said issue. Officers or Directors must abstain from a vote of the Association when they may have direct or indirect financial gain from the outcome of said vote.
11. Compensation: Officers and Directors are not entitled to compensation for any services rendered in fulfilling their duties.
12. Expense Reimbursement: No Officer or Director shall incur expenses on behalf of the Association without prior verbal approval of the President. No Officer or Director shall incur expenses on behalf of the Association in excess of \$250.00 without prior written approval of the Board, signed by the President and one other Officer. Such written approvals shall be kept as part of the Treasurer's records. Reimbursement for all approved expenses shall be made within fourteen (14) days after proper receipts for expenditures are presented to the Treasurer.
13. Removal from Office: An Officer or Director may be removed from office, with cause, by the affirmative vote of at least two-thirds (2/3) of the Board in Executive Session during a meeting of the Board at which a quorum is present. The Association Secretary shall maintain minutes of such Executive Session. Any Officer or Director so removed from office may appeal the action to the general membership at the next general meeting of the membership. Any Officer

# North Druid Hills Residents Association, Inc.

## BYLAWS

or Director who is absent from three (3) successive meetings of the Board without excuse may be deemed resigned by majority vote of the remaining Officers and Directors.

14. Vacancies: In the event one or more vacancies shall occur on the Board by reason of death, resignation, removal or otherwise, such vacancy shall be filled by the affirmative vote of a majority of the Board then in office. Each person so elected shall serve the unexpired portion of the term. An Officer or Director will be deemed resigned if such person is no longer a resident or property owner in the Community area as defined in Article I, Section 2.

### ARTICLE IV – Officers and Duties

1. Composition: Officers shall consist of a President, Vice President, Secretary and Treasurer. No person shall hold more than one office at a given time.
2. The President shall:
  - A. Serve as principal executive officer of the Association, presiding over all activities of the Association;
  - B. Serve as Chair of the Board, setting the agenda for and presiding at all meetings of the Association and Board (except at any such meeting at which his or her removal from office is to be considered as provided herein);
  - C. Call Special Meetings of the Association and/or Board when necessary, in accordance with provisions of Article III. And/or Article VI. of these Bylaws;
  - D. Serve as ex-officio member of all committees except the Nominating Committee;
  - E. Be authorized to sign any contract, agreement, correspondence or other document in the name of the Association as approved and directed by the Board in the ordinary course of the activities of the Association;
  - F. Be one of four (4) members of the Board authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association.
  - G. Ensure the preservation, protection and conservation of the property of the Association;
  - H. Perform such other duties and have such other authority and powers as the Board may from time to time prescribe and as these Bylaws provide.
3. The Vice President shall:
  - A. Share the duties and responsibilities of the Presidency of the Association as the two of them may agree upon;
  - B. In the temporary absence or disability of the President, perform the duties and have the authority of the President;
  - C. Assume the office of the President in the event of a vacancy in such office and until such time as a new President is elected;
  - D. Perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President from time to time may delegate.

# North Druid Hills Residents Association, Inc.

## BYLAWS

4. The Secretary shall:
  - A. Record and preserve the minutes of all meetings of the Board and the Association;
  - B. Conduct correspondence for the Association as directed by the Board;
  - C. Provide adequate notice to Officers and Directors regarding scheduled regular and special meetings of the Board;
  - D. Maintain and preserve the Association records to include: Articles of Incorporation, Annual Registration with the Secretary of State, Corporate Charter, Corporate Seal, Bylaws, and any other records as directed by the Board of Directors;
  - E. When authorized by the Board or the President, affix the Seal of the Corporation to any instrument requiring it. When so affixed, it shall be attested to by the Secretary's signature or by the signature of the President or other Officers as necessary;
  - F. Perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President from time to time may delegate.
  
5. The Treasurer shall:
  - A. Maintain and preserve full and accurate records of all the Association's receipts and disbursements;
  - B. Deposit all moneys in the name of and to the credit of the Association into depositories designated by the Board;
  - C. Reconcile the monthly bank statement and submit periodic financial reports to the Board and the membership of the Association, in a format designated by the Board;
  - D. Ensure that the Association adheres to all rules, regulations and filing requirements of all local, state and federal taxing authorities;
  - E. Write and record checks for the disbursement of funds of the Association as authorized by the Board, and secure signatures of two of four members of the Board so authorized to sign checks. Checks of the Association must be signed by two individuals as follows: President or Vice President, plus one of two At-Large Directors, to be selected by the Board. No checks of the Association shall be valid if they are signed by anyone not specifically herein authorized.
  - G. Perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President from time to time may delegate.

## ARTICLE V – Committees and Purposes

1. Standing Committees: Standing Committees of the Association shall include, but not be limited to, the following:
  - A. Communications Committee;
  - B. Community Relations Committee;
  - C. Environmental Enhancement Committee;
  - D. Membership Committee;
  - E. Zoning and Land Use Committee; and

# North Druid Hills Residents Association, Inc.

## BYLAWS

2. Ad hoc Committees: Ad hoc Committees shall include:
  - A. Nominating Committee
  - B. Any other special committees or task forces as the Board may designate from time to time. Such ad hoc committees shall be inactivated at the end of the calendar year unless reappointed by the Board.
3. Membership on Committees: Only members of the Association may serve as voting members of Standing and Ad hoc Committees. Others may attend Committee meetings but as observers only, with participation at meetings as the Committee may or may not permit.
4. Committee Chairpersons: All Committees shall elect a Chairperson, subject to the approval of the Board. The Chairperson so elected shall be authorized to assign and delegate duties and responsibilities to other Committee members. Each Committee Chairperson shall report to the Board.
5. Duties: Committees shall have the following duties:
  - A. The Communications Committee shall:
    1. Develop and maintain a system of communicating correct information about issues affecting the North Druid Hills Residents Association Community area.
    2. Produce and distribute periodically an Association Newsletter according to the schedule established by the Board.
    3. Designate from among its members an Association Webmaster, who will establish and maintain an Internet Website for the purpose of informing the Association membership and the public about affairs of the Association.
  - B. The Community Relations Committee shall further the Association's stated objectives by establishing cooperative working relationships with local merchants, businesses, institutions, places of worship, and elected officials.
  - C. The Environmental Enhancement Committee shall plan, promote and conduct activities to motivate and mobilize residents, including commercial and institutional entities, to maintain and improve the surroundings and quality of life within the North Druid Hills Residents Association area.
  - D. The Membership Committee shall work to increase the number of active, dues-paying members of the Association and coordinate fundraising opportunities for the Association.
  - E. The Zoning and Land Use Committee shall develop and maintain proactive involvement in all matters related to development in the North Druid Hills area in general, with the goal of maintaining the residential quality of the Community area.
  - F. The Nominating Committee shall:

# North Druid Hills Residents Association, Inc.

## BYLAWS

1. Be named annually on or before August 1 by the Board;
  2. Recruit and nominate a proposed slate of Officers and At-Large Board members for election at the Annual Meeting of the Association;
  3. After presenting the proposed slate of Officers and At-Large Board members at the Annual Meeting, request nominations from the floor for each Officer or At-Large Board member position.
  4. Manage and conduct the election held during the Association's Annual Meeting.
- G. Other Duties: Standing Committees shall also perform such other duties and have such other authority and powers as the Board may from time to time prescribe.

## ARTICLE VI – MEETINGS

1. Schedule of General Meetings: The Association shall hold at least one general membership meeting per quarter.
2. Annual Meeting: The general membership meeting held during the final quarter of the calendar year shall be designated as the Annual Meeting of the Association, at which Annual Meeting the Board for the next calendar year will be elected.
3. Special Meetings: Special meetings of the general membership for any purpose may be called by the President or by the majority of the Board, or upon the written request of not less than twenty percent (20%) of the voting members of the Association. Such written request must be delivered to any Officer or Director and must include the purpose of the requested special meeting.
4. Special Meeting Arrangements: Within thirty (30) days of receipt of a written request from a member or members for a special meeting of the general membership, the Board shall schedule the time and place of the special meeting and notify members in accordance with Section 5 below. If the Board fails to schedule a special meeting within thirty (30) days, any member who signed the written request for the special meeting may schedule the time and place of the special meeting and send meeting notices to the general membership. Notice of such special meeting called by requesting members must be in accordance with the notice provisions of Section 5. of this Article.
5. Meeting Notices: The Chair of the Communications Committee shall direct the Communications Committee to post, at two or more conspicuous locations within the neighborhood as determined by the Board, a notice of each regular or special general membership meeting of the Association. Such notice shall state the date, time and place of the meeting. Notices of special meetings will also state the purpose. In addition, a good faith effort will be made to contact each member directly, via phone, flyer, newsletter, Email, etc. Notices of regular and special general membership meetings will be posted or sent not less than ten (10) nor more than twenty-one (21) days prior to the meeting.
6. Quorum: At any general or special membership meeting, a quorum shall be twenty percent (20%) of the Association's voting members. If no quorum is present at any general or special membership meeting, the meeting may be rescheduled by majority vote of those present. If no

# North Druid Hills Residents Association, Inc.

## BYLAWS

quorum is present at the designated Annual Meeting of the Association, and if those present do not reschedule it, the Board shall adjourn it and reschedule the Annual Meeting for a date and time no more than thirty (30) days later.

7. Order of Meetings: All meetings of the Association and/or its Board shall be conducted in accordance with Roberts Rules of Order, Revised, or some other orderly method, if necessary, at the discretion of the presiding official.

## ARTICLE VII—Voting and Elections

1. Voting: In all matters brought before the Association for a vote, each member household shall be entitled to one (1) vote, except that each household may elect to acquire no more than one (1) additional voting membership by paying the annual dues associated with the additional membership at least thirty (30) days before the Annual Meeting. Non-resident property owners will be entitled to only one (1) vote per property, regardless of the number of properties owned. Voting may be by either voice vote or by written ballot, as determined by the official presiding over the meeting, except when two or more nominees run for the same position as described in VII, Section 2. below.
2. Elections of Officers and Directors: Elections of Officers and Directors shall be held at each Annual Meeting of the Association. In the case of any position for which there is more than one nominee, vote shall be by written secret ballot.
3. Runoff: A simple majority vote of Members present shall be necessary for the election of each Officer and Director. In the event no nominee receives a majority of the votes cast by secret ballot for such position, a runoff election shall immediately be held between the two nominees who received the largest number of votes.
4. Term of Office: The term of office of all Officers and Directors shall be from January 1 through December 31 of the next calendar year after election. Each term of office shall be one (1) year. Officers and Directors may not serve more than two (2) consecutive terms in the same office.

## ARTICLE VIII – INDEMNIFICATION

The Association shall indemnify and hold harmless any present or past Officer and Director of the Association against any and all claims against such person a) brought solely based upon such person's position as an Officer or Director; 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 an Officer or Director. Such indemnification shall be made in accordance with the indemnification policy (the "Policy") attached hereto as Exhibit A and incorporated hereto by this reference. It is the intention of the Association that the indemnification under the Policy shall extend to the maximum indemnification possible under the laws of the State of Georgia.