

DRUID HILLS CIVIC ASSOCIATION, INC.
A Georgia Nonprofit Corporation

BYLAWS

These Bylaws reflect all amendments through January 29, 2017

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ARTICLE I – OBJECTIVES

The objectives of the Association shall be:

- A. To formulate, disseminate, and vigorously pursue a community program for betterment of the Druid Hills section of DeKalb County;
- B. To ensure that this area is preserved principally for high quality residential use and thus retain its identity as an essential element of a well-planned metropolitan area;
- C. To encourage the development of facilities or activities required for the support of this area and its residents;
- D. To oppose intrusions detrimental to the high standards of residential quality so long associated with Druid Hills;
- E. To maintain liaison with governing bodies so as to influence decision-making and remain alert to actions that are of concern to the community;
- F. To exercise vigilance in zoning matters, so that the rights and interests of the majority of the residents are protected;
- G. To inform and educate the citizens of cogent community problems; and
- H. To promote the general welfare of the community, to preserve and enhance the historical heritage of Druid Hills and to maintain its unique residential character for future generations.

ARTICLE II – AREA

Section 2.1 Geographic Boundaries

For the purposes of this Association, the Druid Hills Community is divided into Divisions as referenced on the most recent Association map posted on the Association’s website, and the boundary limits are as noted on that map. The geographic area within those boundary limits is referred to herein as the “Membership Area.”

ARTICLE III – MEMBERSHIP

Section 3.1 Membership Eligibility

Membership in the Druid Hills Civic Association is open to individuals, families, organizations and businesses residing or located within the Membership Area, and any non-resident individual, family, organization or business approved for membership by the Board. From time to time the Board may change these membership classifications or establish new or different classes of membership.

Section 3.2 Affiliates

Except as provided in Section 3.1, non-resident individuals, families, organizations and businesses are ineligible for membership, but they may sometimes wish to establish an affiliate relationship with the Association by making contributions or donations in money or in kind. In return, such affiliates may, upon request, receive the newspaper and other general information and news generated by the Association for its members and the community.

Section 3.3 Dues

Members shall pay the annual dues of the Association established by the Board. Exercise of rights of membership shall be contingent upon payment of such membership dues.

Section 3.4 Membership Privileges

Except as noted below, each member of the Association shall:

- A. Be eligible to vote at each membership meeting with each member having one vote;
- B. Be eligible to hold office;
- C. Have reasonable access to review the records and financial statements of the Association;
- D. Be eligible to attend all general membership meetings;
- E. Be eligible to attend all Board and/or committee meetings as a non-voting observer, with the exception of the Executive Committee, where participation shall be limited to the members of the Executive Committee (chosen as specified elsewhere in these Bylaws) and invited guests;
- F. Be eligible to participate in all the activities and benefit from any of the special programs of the Association; and
- G. Endeavor to support the Association by participating in the meetings and activities it sponsors.

For family members, only one family member will be eligible to vote, but more than one family member will be eligible to hold office.

Organizational and business members will not be eligible to vote or to hold office.

Section 3.5 Termination of Membership

The Board may suspend or terminate a member’s membership for cause. Cause for suspension or termination shall be default of payment of annual dues of the Association; any material violation of these Bylaws, the rules and regulations of the Association; or conduct detrimental to the best interests of the Association as determined by the Board.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.1 Board of Directors

The Board shall be composed of up to 24 directors elected from the general membership, and the following *ex officio* members: the elected officers of the Association; any assistant officers appointed by the Board; the four immediate past presidents; the Division Chairpersons; the Chair of each standing committee; any Editors appointed under Section 5.4.4; any persons appointed by the Board as the Association’s representatives to the City of Atlanta Neighborhood Planning Unit-N (“NPU-N”); and any member of the DeKalb County Community Council approved by the Board.

Section 4.2 Administrative Body

The Board shall be the administrative body of the Association and is authorized to transact all business, establish policy, approve the annual budget and supervise all activities of the Association.

Section 4.3 Terms of Board of Directors

Subject to Section 4.7, elected directors shall serve for three (3) years. Terms of office shall be so scheduled that only one-third of the elected directors shall have terms which expire at the same time.

Section 4.4 Board of Director Duties

Each member of the Board shall:

- A. Attend Board meetings in order to conduct the business of the Association;
- B. Serve on committees or task groups when appointed;
- C. Contribute his/her knowledge, expertise and time as appropriate;
- D. Abstain from voting in case of a conflict of interest as determined by the Board;
- E. Exercise fiduciary responsibility; and
- F. Knowledgeably and conscientiously uphold the objectives of the Association.

Section 4.5 Conflicts of Interest

Any Board member who might have a conflict of interest over a voting issue shall disclose such and, if deemed appropriate by a majority of the Board, shall abstain from voting on said issue, and if deemed appropriate by a majority of the Board, shall not participate in any deliberation on said issue.

Section 4.6. Vacancy

In case of a vacancy of a Board position, the Board of Directors may fill the position by a three-fourths majority vote of the Board. Each person so elected shall serve the unexpired term of the position.

Section 4.7 Removal/Suspension of Board Members

Section 4.7.1 Removal/Suspension by the Board

A Board member may be suspended or removed from the Board for cause, at any time, after such member has been given an opportunity for a hearing at a Board meeting, upon not less than 5 days' written notice specifying the complaints against him/her. Such action must be approved by at least 2/3 of the remaining Board members. Cause for suspension or termination shall be any material violation of these Bylaws, the rules and regulations of the Association, or conduct detrimental to the best interests of the Association as determined by the Board.

Section 4.7.2 Removal for Failure to Attend

The Board may remove a Board member from the Board if the Board member does not attend at least half of the regular Board meetings during a service year (the month following the annual meeting of members to the month of the annual meeting of members the following year).

ARTICLE V –OFFICERS AND DIVISION CHAIRPERSONS

Section 5.1 Officers and Division Chairpersons

Section 5.1.1 Selection of Officers

The officers of the Association shall be a President, three Vice-Presidents (First, Administrative and Communications), a Secretary, and a Treasurer, who shall be elected by the members of the Association. In addition, the Board may appoint one or more assistant officers to assist the elected officers in the performance of their duties and may specify the titles and duties of those assistant officers, change those titles and duties, and remove any such assistant officer at any time.

Section 5.1.2 Division Chairpersons

Each of the 9 neighborhood divisions within the Association shall be represented on the Board by a chairperson living in that division. Division Chairpersons shall be appointed annually by the Board. If the Board so determines, any Division may have two co-chairpersons instead of one chairperson. Each such co-chairperson shall have equal rights and duties under these Bylaws.

Section 5.1.3 Terms of Officers and Division Chairpersons

Subject to Section 5.3, the officers elected at the annual membership meeting shall continue in office for one (1) year or until their successors are named and qualified. Officers, with the exception of the Secretary and the Communications Vice President, shall be ineligible for more than three (3) consecutive terms in the same office. Division Chairpersons shall serve for one year. There shall be no limit to the number of terms served by a Division Chairperson.

Section 5.2. Vacancy

In case of a vacancy of an officer position, the Board of Directors may fill the position by a three-fourths majority vote of the Board. Each person so elected shall serve the unexpired term of the position.

Section 5.3 Removal/Suspension of Officers

Section 5.3.1 Removal /Suspension by the Board

An officer may be suspended or removed from office for cause, at any time, after such officer has been given an opportunity for a hearing at a Board meeting, upon not less than 5 days' written notice specifying the complaints against him/her. Such action must be approved by at least 2/3 of the remaining Board members. Cause for suspension or termination shall be any material violation of these Bylaws, the rules and regulations of the Association, or conduct detrimental to the best interests of the Association as determined by the Board.

Section 5.3.2 Removal for Failure to Attend

The Board may remove an officer if the officer does not attend at least half of the regular Board meetings during a service year (the month following the annual meeting of members to the month of the annual meeting of members the following year).

Section 5.4 Duties of the Officers

Section 5.4.1 Duties of the President

The President shall be the principal executive officer of the Association and shall:

- A. Direct and coordinate the program and activities of the Association;

- B. Preside at all membership meetings, Board meetings, and Executive Committee meetings;
- C. Represent the Association as the principal spokesperson;
- D. Call special meetings of the Board when the President deems it necessary, or when requested in writing to do so by at least five members of the Board;
- E. Annually nominate standing committee chairpersons and Division Chairpersons to the Board for approval;
- F. In conjunction with the Communications Vice-President, and with Board approval, appoint Editor(s);
- G. Appoint a Governance Committee;
- H. Be responsible for preserving the archival records of the Association with the assistance of the Secretary;
- I. With the Treasurer, monitor the Board's expenditures of funds, and serve as a member of the Finance Committee;
- J. Ensure that the Association adheres to the Bylaws of the Association;
- K. Sign all official documents, contracts, or correspondence necessary to carry out the business of the Association;
- L. Serve as a liaison to other neighborhood and civic organizations (this duty may be delegated at the President's discretion);
- M. In conjunction with the Executive Committee, insure the association is compliant with all State and Federal laws regarding annual 501(c)(4) certification; and
- N. Perform such other duties as may be specified in the Bylaws or by the Board.

Section 5.4.2 Duties of the First Vice-President

The First Vice-President shall:

- A. Be responsible for the coordination of the DeKalb Land Use & Historic Preservation Committee, the Landmark District Preservation Committee, and the Transportation Committee;
- B. Serve as the liaison to the Division Chairpersons;
- C. Ensure that the Division Chairpersons receive annual training as to their duties;

- D. In conjunction with the President, give guidance to the Division Chairpersons as to courses of action required between Board meetings;
- E. Serve as a member of the Executive Committee;
- F. In the absence of the President, preside at Board, Executive Committee or membership meetings;
- G. In the event the position of the President becomes vacant, the First Vice-President will serve as Acting President until a new President is elected; and
- H. Perform such other duties as may be specified in the Bylaws or by the Board.

Section 5.4.3 Duties of the Administrative Vice-President

The Administrative Vice-President shall:

- A. Be responsible for coordination of the Membership and Community Committee or activities related to recruiting new members and renewing active members;
- B. Be responsible for coordinating the Tour of Homes and Gardens Committee and any ad hoc fundraising committees;
- C. Be responsible for the accurate maintenance of the membership files;
- D. Serve as a member of the Finance Committee and Executive Committee; and
- E. Perform such other duties as may be specified in the Bylaws or by the Board.

Section 5.4.4 Duties of the Communications Vice-President

The Communications Vice-President shall:

- A. Be responsible for communications within the Association and between the Association and other persons, and coordination of the Communications Committee and;
- B. With the President and with Board approval, appoint the Editor(s) for the “Druid Hills News”;
- C. Be responsible for editorial liaison between the Board and Editor(s) of any publication disseminated by the Association;
- D. Serve as a member of the Executive Committee; and
- E. Perform such other duties as may be specified in the Bylaws or by the Board.

Section 5.4.5 Duties of the Secretary

The Secretary shall:

- A. Preserve the records and the minutes of all regular and special meetings of the Board and the Association;
- B. Maintain the Board attendance records and serve notice to Board members for failure to attend Board meetings by contacting Board members who have missed one third of Board meetings;
- C. Publish the minutes to all members of the Board;
- D. Maintain and preserve the Bylaws of the Association;
- E. Assist in correspondence of the Association as directed;
- F. Assist in other acts as are usually performed by a secretary;
- G. Serve as a member of the Executive Committee; and
- H. Perform such other duties as may be specified in the Bylaws or by the Board.

Section 5.4.6 Duties of the Treasurer

The Treasurer shall:

- A. Be responsible for the finances of the Association;
- B. Collect and safeguard all funds and deposit said funds in federally insured banking institutions;
- C. Maintain and preserve the financial records for the Association;
- D. Prepare an annual budget in conjunction with the Finance Committee, to be approved by the Executive Committee and subsequently the Board. The annual budget shall be distributed to the board one month prior to the beginning of the fiscal year;
- E. Disburse all funds according to an annual budget;
- F. Submit quarterly financial statements at Board Meetings;
- G. Serve as chair of the Finance Committee;
- H. Serve as a member of the Executive Committee.

- I. Ensure that an annual financial review is conducted by an independent public accountant;
- J. Ensure that the Association adheres to all rules and filing requirements of all local, state, and federal taxing authorities; and
- K. Perform such other duties as may be specified in the Bylaws or by the Board.

Section 5.4.7 Duties of the Division Chairpersons

The Division Chairpersons shall:

- A. With the assistance of the First Vice-President and relevant committees, be responsible for implementing Board positions related to all activities within the Division’s geographic jurisdiction;
- B. With approval of the Executive Committee of the Board, represent the Association’s official position on any project or issue concerning the Division;
- C. Act as liaison between the Board and the Association membership within the Division;
- D. Be responsible for the dissemination of information to the Division residents through street captains, telephone, email, electronic mediums, mail and other vehicles;
- E. Be responsible for calling meetings of Division residents, acting as coordinator and information gatherer in such meetings in order to determine the neighbors position on a project or issue within the Division;
- F. Attempt to resolve conflict at the Division level;
- G. Promote membership in the Association, organize educational and social events, improvement projects or other activities to further the objectives of the Association within each Division;
- H. As needed, coordinate with Board committees or task groups to complete their responsibilities; and
- I. Perform such other duties as may be specified in the Bylaws or by the Board.

ARTICLE VI – COMMITTEES OF THE BOARD

Section 6.1 Executive Committee

Section 6.1.1 Executive Committee Membership

The Executive Committee shall consist of the President who acts as chairperson, the three Vice-Presidents, the Secretary, the Treasurer, the chair of the Tour of Homes and Gardens

Committee, and up to five (5) Board members nominated by the President and approved by the Board. Such members so approved by the Board shall serve for one year or until new members are appointed, and any vacancies occurring during the year in any of those five positions may be filled by the Executive Committee for the balance of the one-year term.

Section 6.1.2 Meetings

The Executive Committee shall meet monthly on a previously-scheduled regular date unless a meeting is deemed unnecessary by the President, and these meetings shall be held at such time and place as the President shall designate. A special meeting of the Executive Committee shall be held upon the call of the President or when requested in writing by at least three members of the Executive Committee. No notice need be given of a regularly-scheduled monthly meeting, other than the time and place. Notice of the date, time and place of a special meeting must be given not less than two (2) days before the meeting. A majority of the members shall constitute a quorum.

Section 6.1.3 Action on Behalf of the Board

The Executive Committee shall act for the Board when the Board is not in session and transact any business specifically committed to it by the Board.

Section 6.1.4 Vote Required; Reporting of Actions Taken on Behalf of the Board; Other Rules

All actions taken by the Executive Committee shall be by a majority vote of the Committee members present and must be reported to the Board at its next meeting. The Executive Committee may adopt additional rules for the conduct of its meetings. To the extent not in conflict with this Section 6.1 or any such additional rules, the provisions of Sections 8.3, 8.5.4 and 8.6 shall apply to meetings of the Executive Committee to the same extent as they apply to meetings of the Board.

Section 6.2 Standing Committees

- A. The Board may establish new standing committees, disband existing standing committees, and determine the composition and duties of any standing committee, as the Board may determine to be useful for the conduct of the Association's business.
- B. A chairperson of each standing committee shall be appointed annually by the Board and shall serve for no more than three (3) consecutive terms in the same position, unless the Board approves the exception.
- C. The members of each standing committee, other than the chairperson, shall be appointed by the President. The members of a standing committee need not be members of the Board other than the chairperson, who is *ex officio* a member of the Board, but each member of a standing committee must be a member of the

Association. There is not a limit to the number of years served on the same committee.

- D. The Board may appoint replacements to fill vacancies of standing committee chairperson positions, and each person so appointed shall serve the unexpired term of the position.
- E. If the Board so determines, any standing committee may have two co-chairpersons instead of one chairperson. Each such co-chairperson shall have equal rights and duties under these Bylaws.

Section 6.2.1 Membership and Community Committee

The Membership and Community Committee shall be responsible to the Administrative Vice-President for the recruitment of new members to the Association and retention of active members. In an effort to instill a sense of community, the Committee shall also plan and execute community building events such as the 4th of July Parade. The Committee may join other nonprofits, community and Association organizations to preserve the quality of life in our neighborhood by focusing on activities that impact our playgrounds, schools, parks and the Peavine Watershed.

Section 6.2.2 Finance Committee

The Finance Committee shall be responsible to the Treasurer and in charge of the preparation and review of the annual budget.

Section 6.2.3 Governance Committee

The President shall appoint a Governance Committee consisting of three to five members at the beginning of his/her term. The President may not be a member of the Governance Committee. The members of the Governance Committee shall serve throughout the term of the President by whom they were appointed. The Governance Committee shall be responsible for nominating Board members and officers to stand for election at the following year's annual membership meeting; helping identify members to serve as Division Chairs and committee chairs; periodically reviewing the composition of the Board and its committee structure and recommending changes to the Board it deems appropriate; periodically reviewing these Bylaws and recommending changes to the Board it deems appropriate; advising the Board, the Executive Committee, the officers and committee chairs on other governance matters; and performing such other duties as may be specified by the Board.

Section 6.2.4 Communications Committee

The Communications Committee shall be responsible to the Communications Vice-President and in charge of the development of the plans by which the Association promotes its positions, objectives and accomplishments to the community served by the Association and the general public.

Section 6.2.5 DeKalb Land Use & Historic Preservation Committee

The DeKalb Land Use & Historic Preservation Committee shall be responsible to the First Vice-President and shall (i) give advice and support to the President, Board and Division Chairpersons on DeKalb County land use, zoning, development and related issues, (ii) review all applications within the unincorporated DeKalb County portion of the Membership Area related to land use, zoning and design guidelines and requirements, (iii) consult with applicants on ways to achieve compliance with those guidelines and requirements, and (iv) when so authorized by the Board, represent the Association before applicable governmental bodies concerning such applications.

Section 6.2.6 Landmark District Preservation Committee

The Landmark District Preservation Committee shall be responsible to the First Vice-President and shall (i) give advice and support to the President, Board and Division Chairpersons on land use, zoning, development and related issues concerning the portion of the Membership Area within the Landmark District, (ii) review all applications within the Landmark District portion of the Membership Area related to land use, zoning and design guidelines and requirements, (iii) consult with applicants on ways to achieve compliance with those guidelines and requirements, and (iv) when so authorized by the Board, represent the Association before applicable governmental bodies concerning such applications.

Section 6.2.7 Tour of Homes and Gardens Committee

The Tour of Homes and Gardens Committee shall be responsible to the Administrative Vice-President and in charge of coordinating all aspects of the annual Tour of Homes and Gardens fundraising project.

Section 6.2.8 Transportation Committee

The Transportation Committee shall be responsible to the First Vice-President and in charge of evaluating and helping the community address its transportation and traffic control issues.

Section 6.3 Special Committees and Task Forces

The Board may form special committees or task forces, should the need arise to accomplish specific goals. Special committees and task forces shall automatically be deactivated at the end of the calendar year unless (i) the Board specifies a different activation period at the time the special committee or task force is formed, or (ii) the special committee or task force is reinstated by the Board. The chairperson (or co-chairpersons as the case may be) and members of each special committee or task force shall be appointed by the President unless the Board shall determine otherwise.

ARTICLE VII – MEMBERSHIP MEETINGS

Section 7.1 Annual Meeting

The Association shall have at least one general meeting of voting members each year for the purpose of the election of a Board and officers, and to conduct such other business as may be presented by the Board. The annual meeting of voting members of the Association shall be held at a time specified by the Board, but preferably during the first three months of each calendar year.

Section 7.2 Special Meetings

Special meetings of the voting members of the Association for any purpose may be called by the President or by the Board, or at the request of not less than fifteen percent (15%) of the voting members of the Association.

Section 7.3 Meeting Place

The Board or the President may designate any place within the Membership Area as the place for any annual or special meeting.

Section 7.4 Meeting Chair

Membership meetings will be chaired by the President or, in his or her absence, the First Vice President or another Vice President designated by the President or the First Vice President.

Section 7.5 Notice of Meetings

The Secretary shall give or cause to be given notice of membership meetings by one or more of the following methods: in person; by telephone; by fax, email, text message or any other form of electronic transmission or wireless communication; by mail or private carrier; by posting on the Association's website or on any other electronic network accessible by members; or by posting at one or more conspicuous locations within the neighborhood. Such notice shall state the date, time and place of such meeting. Notice of each annual meeting shall be posted not less than 15 days before the meeting. Notice of any special meeting shall be posted not less than five (5) days before the meeting, and shall state the purpose(s) of the special meeting.

Section 7.6 Quorum

The quorum for any membership meeting shall be determined under the Georgia Nonprofit Corporation Code, which as of January 1, 2017 provided that 10 percent of the votes entitled to be cast on a matter must be represented at a meeting of members to constitute a quorum on that matter.

Section 7.7 Voting

Section 7.7.1 Eligibility to Vote

Each individual member shall be entitled to one vote; and for family members, only one family member will be entitled to vote.

Section 7.7.2 Vote Required for Action

Action by the members shall be taken by the affirmative vote of the majority of votes cast at a meeting.

Section 7.7.3 Method of Voting

Voting shall be by voice vote, show of hands or written ballot, as determined by the presiding officer.

Section 7.7.4 Absence of a Quorum

If, at any duly-called and duly-noticed annual or special meeting of members, a quorum is not present for the conduct of business, the Board shall have the right to act on any matters which otherwise would properly have been presented at the meeting; and the Board's action on any such matter shall be treated for all intents and purposes as an act of the members.

ARTICLE VIII – BOARD MEETINGS

Section 8.1 Scheduled Meetings

The Board shall meet monthly unless a meeting is deemed unnecessary by the President. A regular meeting schedule shall be set annually by the Board and disseminated to the general membership.

Section 8.2 Special Meetings

A special meeting of the Board shall be held upon the call of the President or when requested in writing by at least five members of the Board.

Section 8.3 Notice

The Secretary shall give or cause to be given notice of Board meetings by one or more of the following methods: in person; by telephone; by fax, email, text message or any other form of electronic transmission or wireless communication; by mail or private carrier; or by posting on the Association's website or on any other electronic network accessible by Board members. Notice of each regular or special Board meeting shall be given not less than seven (7) days before the meeting. Notice of any special meeting shall state the purpose(s) thereof.

Section 8.4 Quorum

Two-fifths of the Board shall constitute a quorum.

Section 8.5 Voting

Section 8.5.1 Vote Required for Action

Action by the Board shall be taken by the affirmative vote of a majority of the Board members present and voting.

Section 8.5.2 Ex Officio Members

Ex officio members of the Board shall have the right to vote.

Section 8.5.3 Neighborhood Planning Unit Related Voting

Due to NPU-N bylaws, a separate vote will be taken for any issue that will proceed to the NPU. This vote will include only those Board members that are City of Atlanta residents. The results of this vote will be officially represented at the NPU meeting on behalf of the Association. The full Board and any Division 1 residents present will be provided the opportunity to participate in a non-binding vote providing input and guidance to the Division 1 Board members prior to their vote.

Section 8.5.4 Methods of Voting

A. At Board meetings, voting shall be by voice vote, show of hands or written ballot, as determined by the President.

B. Voting may also be conducted electronically or by circulated written resolution, as follows: any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a majority of the members of the Board then in office indicate their consent to the action in writing, including electronic writing such as email, text message and other electronic means. Such written consents may be given during a voting period that begins with the notification of the proposed action and continues for a period specified by the President, but not longer than 30 days. Voting under this subsection B shall be permitted only if (1) notice of the proposed action has been provided to all members of the Board, (2) the notice is accompanied by an explanation of the proposed action, and (3) the results of the vote are reported to the members of the Board as soon as practicable after the voting period ends.

Section 8.6 No Voting by Proxy

There shall be no vote by proxy at any meeting of the members or the Board.

Section 8.7 Executive Session

The Board may adjourn a meeting and reconvene into executive session to discuss and vote upon personnel matters, litigation in which the Association is or may be involved, and orders of business of a similar nature. The purpose of the executive session will be recorded in the minutes.

Section 8.8 Open Meetings

All meetings of the Board shall be open to all members of the Association, but Association members other than Board members shall not participate in any discussion or deliberation. However, at the discretion of the Board, members or others shall be given the opportunity to present their views. The Board shall establish a period of 5 minutes for orderly comments by the associations' membership or the public at each board meeting. The Board may vote to extend the 5-minute period.

ARTICLE IX – NOMINATIONS AND ELECTIONS

Section 9.1 Election Process

Election of officers and directors of the Association shall take place at the Annual Meeting of the members of the Association.

Section 9.2 Nomination Process

Section 9.2.1 The Governance Committee shall:

- A. Begin the nominating process well before the date of the Annual Meeting by publishing in the “Druid Hills News” and/or other appropriate media an invitation and a deadline for members to recommend candidates for officers and directors;
- B. Inform each nominee of the duties of the office for which she/he is nominated;
- C. Ensure that each nominee has access to a copy of the Association Bylaws; and
- D. Publish a formal slate of candidates to the Board and the members at least ten days before the Annual Meeting.

Section 9.2.2 Additional nominations may be made from the floor at the annual meeting.

ARTICLE X – FISCAL YEAR

Section 10.1 Fiscal Year

The Association shall operate on a fiscal year of September 1 to August 31.

ARTICLE XI – POLITICAL ACTION

Section 11.1 Political Action

The Association does not endorse candidates and stays neutral in all political races. Campaign signs and campaign tables are not permitted at our social functions, meetings, or mass communications, though candidates are welcome to attend and meet the neighbors individually.

ARTICLE XII – OFFICIAL POSITION OF BOARD

Section 12.1 Official Position of Board

Members shall have prior approval of the Board or Executive Committee before speaking for the Association.

ARTICLE XIII – SEAL

Section 13.1 Seal

The Association need not have a corporate seal. However, if the Association has a corporate seal it shall be in such form as the Board may from time to time approve and determine, and the seal shall be in the custody of the Secretary and affixed by the Secretary on any papers as may directed by law, by the Bylaws or by the Board.

ARTICLE XIV – PRESERVATION OF ASSOCIATION RECORDS

Section 14.1 Preservation of Association Records

The archival records of the Association are held by the Emory University Department of Special Collections. It shall be the duty of the President, the Secretary, and the Treasurer to preserve all records generated during their terms of office and to pass on such materials to their successors. After each annual meeting, these officers shall be responsible for the collection and delivery to the Department of Special Collections of all Association records, to be maintained for three years. Materials may be retained longer than three years only with the approval of the Board of Directors.

ARTICLE XV – PARLIAMENTARY AUTHORITY

Section 15.1 Parliamentary Authority

- A. “Robert’s Rules of Order Newly Revised” shall be the authority of parliamentary questions not covered by these Bylaws or inconsistent with them.
- B. All meetings of this organization shall be conducted according to these rules.

ARTICLE XVI – AMENDMENTS TO THE BYLAWS

Section 16.1 Process

These Bylaws, or any of them, may be amended or repealed, and new Bylaws may be adopted, by the members of the Association voting in accordance with Section 8.1 hereof at a general or special meeting for which written notice of the proposed changes has been provided to voting members at least 10 days before such meeting.

Section 16.2 Conflicts

If there are conflicts or inconsistencies between the provisions of Georgia law, the Articles of Incorporation, and/or these Bylaws, the provisions of Georgia law, the Articles of Incorporation, and the Bylaws (in that order) shall prevail.

Revised: January 29, 2017

Previous Bylaws adopted May 1962 and revised:

April 1966

March 1977

January 1984

January 1987

January 1990

January 1996

February 2005

February 2006

February 2015

January 2016