

# North Buckhead Civic Association Bylaws – With Proposed Changes

3/23/2010 10PM – Reformatted to 8 pages. Several typos fixed. – 3/24/2010 11PM - Reformatted to 6 pages for distribution.

Proposed changes of consideration in March 2010 are shown in bold green type. Underscore indicates inserted words. ~~Strikethrough indicates deleted words.~~ Text in square green brackets [] is included in some cases for explanations and potential additional wording and will not be incorporated into these Bylaws.

Intent of the changes being proposed:

- Permit on-line voting for NBCA board by association members.
- Establish process for selecting board members if board size limits would otherwise be exceeded and to avoid a crisis if the board size falls below seven members.
- Establish a means to appoint committee chairs when board members are not available to chair a committee.
- Create an Executive Committee able to quickly act for the Board when that is otherwise not possible.
- Permit the Board to make urgent interim changes to the Bylaws.
- Permit standardization of terminology, alignment of annual meeting notification with newsletter publication cycle times, correction of factual errors, to align the Bylaws to match actual practice in making committee reports, standardize the term "board members" in lieu of "directors", and for other miscellaneous reasons.
- Additional changes or corrections to this document may be made if necessary.

## Bylaws of North Buckhead Civic Association, Inc.

*Adopted 8/19/03*

*Modified 7/21/04 to permit couples to be joint board members  
Modified 6/20/06 to clarify activities permitted by political candidates (Sec. 4.6 added)*

### ARTICLE I: PURPOSE

The Association is organized to be a nonprofit Association under the Georgia Nonprofit Association Code for civic purposes. It has Application for IRS 501(c)(4) status-is pending. It is operated to promote the common good and general welfare of the residents of the North Buckhead area (as hereinafter defined under Article 2.3), for the mutual enjoyment and benefit of its residents, preservation of quality of life, and fostering its spirit of community and to provide a forum for the full and free discussion of all matters of interest to the residents of North Buckhead.

The Association shall not endorse political candidates or participate in or intervene in (including the publishing and distributing of statements) any political campaign on behalf of any candidate for public office. The association may, however, be an advocate for and promote activity and/or policy believed to be beneficial to the membership.

### ARTICLE II: NAME, BOUNDARIES AND OFFICES

Section 2.1. Name. The name of the Association shall be **North Buckhead Civic Association, Inc.** (hereinafter referred to as the "Association").

Section 2.2. Offices. The address of the registered office of the Association and the name of the registered agent shall be available upon request. The current mailing address of the Association is Post Office Box 420391, Atlanta, Georgia 30342-0391. The association's web site is [www.nbca.org](http://www.nbca.org) and the current e-mail is [NorthBuckhead@yahoo.com](mailto:NorthBuckhead@yahoo.com).

Section 2.3 Boundaries. A neighborhood of Atlanta, Georgia, known as "North Buckhead", as described by the following geographical boundaries: Peachtree-Dunwoody Road on the east, Peachtree and Piedmont Roads on the south, Roswell Road on the west, and Meadowbrook Meadow Brook Drive and the Atlanta city limits on the north, including all property enclosed by the centerlines of these streets and boundaries.

The Atlanta City Council and the Department of Planning recognize the name "North Buckhead" and its boundaries. North Buckhead is one of the fifteen twelve, which comprise Neighborhood Planning Unit-B (NPU-B) of the City of Atlanta.

### ARTICLE III: MEMBERSHIP

Section 3.1. Membership. Membership in the Association shall be open to persons residing in that area of Atlanta, Georgia known as "North Buckhead", described in Section 2.3. Specifically, membership shall be open to every North Buckhead resident or homeowner eighteen years of age or over, or business, who has paid membership dues for one physical address on a current

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basis, as set by the Board of Directors (hereinafter referred to as the “Board”; individual Directors hereinafter referred to as “Board members”).) Voting membership can only be granted directly to individual households and not through an affiliation with an organization with membership in the Association. Households outside the boundaries of North Buckhead and businesses who wish to join the Association shall be **[potential change: replace "non-voting" with "voting"]** non-voting members.

## Section 3.2. Dues.

- (a) Exercise of the rights of membership shall be contingent upon the prompt payment of such membership dues that the Board shall set.
- (b) Dues will be assessed annually on a “per household” basis. The membership period shall be one calendar year from the date the dues are paid or the anniversary date of the previous payment which ever is later.
- (c) All members of the household eighteen (18) years or more residing in such household shall become members of the Association.
- (d) The Board shall set dues annually to cover operational expenses and other reasonable expenses incurred by the Association fulfilling its purpose.

Section 3.3. Termination of Membership. The Board shall have the power and authority to suspend or terminate the membership of any member for cause and after such member has been given an opportunity for a hearing, upon not less than five (5) days written notice specifying the charges against him/her. Such suspension or termination must be approved by the affirmative vote of two-thirds (2/3) of the members of the Board. Cause for suspension or termination shall be any violation of these Bylaws, the rules and regulations of the Association, or for conduct detrimental to the best interests of the Association.

## ARTICLE IV: MEETINGS AND QUORUM

Section 4.1. Meetings. The Association shall have one general meeting of the voting membership each year, for the purpose the election of a Board. The annual meeting of the members of the Association shall be held at a time specified by the Board. Special meetings of the members of the Association for any purpose may be called by the President or by the majority of the Board, or at the request of not less than fifteen percent (15%) of the voting members **(see Sections 3.1 and 4.4)** of the Association on no less than five (5) days’ notice.

The Board or the President may designate any place, within the **neighborhood State of Georgia** unless otherwise prescribed by statute, as the place for the meeting of the annual meeting or any special meeting called by them.

Section 4.2. Notice of Meetings. It shall be the responsibility of the Secretary **or, by agreement, another board member,** to post at one or more conspicuous locations within the neighborhood **as determined by the Board,** a notice of each annual or special meeting of the Association stating the date, time and place of such meeting. In addition a good faith effort will be made to contact each member directly (via **printed newsletter,** mail, phone, flyer, email, etc.) Notice of **the annual meeting or** any special meeting shall be posted not less than 5 nor more than 30 days before the meeting. **[The following sentence was moved two sentences later.] In addition, notice of any special meeting shall state the purpose thereof.**

Section 4.3. Quorum. At any meeting of the voting members, an attendance of five percent (5%) or more of the voting members constitutes a quorum.

Section 4.4. Voting. Each voting membership of the Association shall be entitled to one vote. The majority of votes cast on any issue at a meeting with a quorum determines the will of the membership. **For votes associated with annual meetings, the membership not in attendance may vote on-line for a period approved by the board not to exceed of three days duration after the meeting or as otherwise determined in advance by the board. The board will establish procedures to ensure that on-line votes are legitimate votes.**

Section 4.5. Proxies. At all meetings of members each membership may vote in person or by proxy. All proxies shall be in writing, dated and filed with the Secretary at or before the appointed time of each meeting. Every proxy shall automatically cease upon receipt of notice by the Secretary of the death or judicially declared incompetence of the member, or by written revocation, or upon the expiration of two months from the date of the proxy.

Section 4.6. Political Acts NBCA does not endorse candidates and stays neutral in all political races. Campaign signs and campaign tables are not permitted at our social functions, though candidates are welcome to attend and meet the neighbors individually.

## ARTICLE V: BOARD OF DIRECTORS

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Section 5.1. Management Powers, Number, Qualification and Term. The property, affairs, and business of the Association shall be managed by its Board. It may exercise all of the powers of the Association and do all such lawful acts and things as are not by statute, by the Articles of Incorporation or by these Bylaws required to be done or exercised by the members. The Board shall consist of not more than fifteen (15) nor, **ideally, not** less than seven (7) persons, the exact number of which shall be fixed by resolution of the Board from time to time.

Each ~~Board Member~~ ~~Director~~ shall be a voting member of the Association. Each ~~Board Member~~ ~~Director~~ shall either be elected by a majority vote of the voting members present, in person or by proxy, at the annual meeting of voting members **plus votes of members voting on-line**, and shall serve a term of two (2) years or until their successor shall be elected and duly qualified, or appointed as provided in Section 5.14. **The election process may not result in a board size greater than set out in the previous paragraph. Should more candidates receive vote majorities so that the board size would exceed the allowed maximum, candidates receiving the most votes will be deemed elected until the maximum permitted board size is reached and candidates with lesser numbers of votes will be deemed not to be elected. The terms of the Board shall be set so that only half, or as near to half as possible, of the Board terms expire in any given year.** ~~Board Members~~ ~~Directors~~ may succeed themselves.

A couple within the same member household may jointly run for or be appointed to jointly fill a single board position. Such a couple shall count as one board member for voting, quorum and attendance purposes. A joint board membership shall be valid only when the joint nature of the candidacy is announced in advance to the Membership, or Board, as applicable, prior to election to the board. Should one of the participants of a joint membership resign or be removed from the board, the position shall be converted into a conventional individual board membership for the remaining individual. Joint members of the board may not become officers of the association; only individual board members may become officers.

Section 5.2. Nomination of the Board. Any person (or couple, as applicable) may be nominated for ~~Board Member~~ ~~Director~~ either from the floor or by a nominating committee. A person (or couple) may nominate him or herself. All candidates shall have a reasonable opportunity to communicate their qualifications to the members and to solicit votes.

Section 5.3. Meetings. Regular meetings of the Board of Directors may be held at such date, time and place as shall be determined from time to time by a majority of Board, but at least eight (8) such meetings shall be held during each fiscal year, with at least one (1) per quarter.

Section 5.4. Special Meetings. Special meetings of the Board shall be held when requested by the President, Vice President, or by a majority of the Board. The notice shall specify the date, time, place and purpose of the meeting, as shall be given to each ~~Board Member~~ ~~Director~~ as early as feasible.

At any meeting of Board, a majority of Board then in office shall constitute a quorum for the transaction of business. The act of the majority of the Board present at a meeting at which a quorum is present shall be the act of the Board.

Section 5.5. 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.

**Proposed Section 5.5b: [The existing section 5.5 would be renumbered 5.5a.] An Executive Committee, made up of current NBCA officers, may act in lieu of the entire board, but only in cases if an emergency declared by the president. Such actions must be limited to a circumstance in which it is believed that there is not the time for the entire board to act through normal means such as e-mail and telephone. Bylaws revisions outlined in 12.2 are not eligible for approval by Executive Committee vote. Such actions must involve a unanimous vote of those executive committee members able to vote (meaning accessible by e-mail, telephone or in person). Such actions by the executive committee must be reviewed by the entire board at the next regular board meeting. If the actions of the Executive Committee are not sustained by the entire board, then all of the association's offices will be vacated and an election for new officers will be held.**

Section 5.6. Compensation. The Board shall not receive compensation for services rendered in fulfilling their duties.

Section 5.7. Expense Reimbursement. No ~~Board Member~~ ~~Director~~ shall incur expenses on behalf of the Association in excess of \$500 without prior approval of the Board. Any expenditure reimbursement or expense reimbursement in excess of \$500 shall require the signature of the Treasurer and one other Officer. Reoccurring expenses in excess of \$500 once approved by the Board are considered pre-approved for subsequent occurrences of the expense and do not need to be re-approved.

Section 5.8. Open Meetings All meetings of the Board shall be open to all members, but members other than Board shall not participate in any discussion or deliberation. However, at the discretion of the Board, members in good standing 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's membership or the public at each board meeting. The Board may vote to extend the 5 minute period.**

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Section 5.9. Executive Session. The Board may adjourn a meeting and reconvene in 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 nature of any and all business to be considered at executive session shall first be announced in open session.

Section 5.10. Conflict 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 members 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 5.11. Absences. Any person (or both of a couple) serving as a member of the Board who is absent without an excuse for three regular meetings in any twelve-month period (from Annual Meeting to Annual Meeting) may, at the discretion of the Board, be considered to have resigned. “Without an excuse” means, without telling the President or Secretary in advance of the meeting. When explaining an absence, it is best to designate a proxy vote so that the Board may have a quorum.

Section 5.12. Removal from Office. A ~~Board Member Director~~ may be removed from the Board, with cause, by the affirmative vote of at least two-thirds (2/3) of the voting members of the Association present, in person or by proxy, at any meeting of the voting members duly called for such purpose and at which a quorum is present.

Section 5.13. Powers. The Board shall have the power to perform all duties and activities on behalf of the Association except as specifically (1) reserved to the voting members; (2) reserved to the officers (used as defined in Section 6.1); or (3) delegated to the officers or others.

Section 5.14. Vacancies and New Board Positions. In the event one or more vacancies shall occur on the Board by reason of death, resignation, or removal, an increase in the number of Board 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.

The Board may elect a new ~~Board Member Director~~, increasing the number of the Board, by the affirmative vote of two-thirds (2/3) of the members of the Board. Each person so elected shall serve a term expiring at the next annual meeting.

A ~~Board Member Director~~ will be deemed to have resigned if such person is no longer a resident of North Buckhead. Any board member who is absent from three (3) successive meetings of the Board without excuse may be deemed resigned by majority vote of the remaining Board members.

Section 5.15. Committees. The Board may create committees and select a Chair to perform such tasks and to serve for such periods as they designate. Chairs of the Social Committee, Membership Committee, and Land Use/Zoning Committee must be members of the Board ~~unless the Board specifically votes to relax this requirement on a case by case basis~~. Membership on each committee shall consist of at least one Board member and as many other members in good standing of the Association as deemed appropriate by the Chair. The Board delegates its authority to the Committees in the area covered by the Committee. With Board supervision, the Committee Chair is responsible for setting up committee organization and procedures. This includes appointing members, setting meeting schedule, setting meeting agenda, and conducting Committee meetings. At least annually each committee must prepare a roster of its members and its organization structure or task assignments for the Board’s consideration and direction to the committee.

Prior to becoming a committee member, a candidate committee member must attend at least one Board meeting. (Existing committee members are grandfathered.)

Committee activities must be reported to the Board at regular Board meetings by the Committee Chair or someone they designate on the Committee.

~~Each committee must provide to the Association's Secretary copies of any committee meeting minutes and copies of committee correspondence to recipients outside the association and significant correspondence to members within the Association.~~ Each committee must provide a report of its activities, if any, to the Board at each Board meeting.

Should a committee encounter a critical assignment or situation (as determined by the Board), selected members of the Board may be temporarily assigned as committee members or, alternatively, the delegation of authority to the committee may be temporarily suspended so the Board may act in place of the committee.

Section 5.16. NPU-B Representative. North Buckhead is one of the neighborhoods comprising Neighborhood Planning Unit - B (NPU-B). The Board shall designate one of its members to represent the neighborhood on the NPU-B Board. The NPU-B Representative must keep the Board apprised of relevant NPU-B activities and actions.

## ARTICLE VI: OFFICERS

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Section 6.1. Officers. The Officers of the Association shall be a President, a Secretary, and a Treasurer, each of whom shall be elected by the Board at its first meeting following the annual meeting once newly elected Board members have been installed. Such other officers as may be deemed necessary may be elected or appointed by the Board, including a Vice President and assistant officers who shall hold their offices for such terms as shall be determined by the Board and shall exercise such powers and perform such duties as are specified by these Bylaws or by the Board. No person shall hold more than one office at a given time; however, an officer may also be a Committee Chair or other functions. Each officer shall be a voting member of the Association. Joint members of the board may not become officers of the association; only individual board members may become officers.

Section 6.2. Term, Removal and Vacancies. All officers shall be elected by and serve at the discretion of the Board for a term of approximately one year. Any officer may be removed from office, with cause, at any time, by the affirmative vote of a majority of the members of the Board then in office. A vacancy occurring in any office may be filled by the Board for the unexpired portion of the term thereof.

Section 6.3. Compensation. The officers of the Association shall receive no compensation for the performance of the duties and responsibilities of their offices.

Section 6.4. Powers and Duties. The Officers of the Association shall each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as from time to time may be conferred upon them by the Board.

Section 6.5. President. The President shall be the chief executive officer of the Association and, subject to the control of the Board, shall in general manage and supervise all of the business and affairs of the Association. They shall, when present, preside at all meetings of the members. They shall be an ex officio member of the Board and shall, when present, preside at all meetings of the Board unless another Board Member Director is selected to chair any such meetings.

Section 6.6. Vice President. In the absence of the President or in the event of their death, inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to them by the President or by the Board.

Section 6.7. Secretary. The Secretary shall keep the minutes of the membership and Board meetings, see that all notices are duly given in accordance with the provisions of these Bylaws or as required, be the custodian of the Association's records, and in general perform duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board.

Section 6.8. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds of the Association, receive and give receipts of monies due and payable to the Association, make an annual accounting to the Board, deposit all such monies in the name of the Association in such banks or other depositories as shall be selected in accordance with these Bylaws, keep (or delegate to another to keep) the membership roster and mailing list of the Association, and in general perform all of the duties incident to the duties as Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board. Should there be no Vice President, or in the event of their death, inability or refusal to act, the Treasurer shall perform the duties of the President.

Section 6.9. Assistant Officers. The Assistant Vice Presidents, Secretaries and Treasurers shall have the authority to act, respectively, in the capacity of which they are assistant in the absence of the principal officer and shall perform such other duties as shall be assigned by the Board.

## ARTICLE VII: COMMUNICATION

Section 7.1. Newsletter. The Association shall publish a newsletter from time to time, its frequency of publication to be determined by the Editor who shall be appointed by the Board; provided, however, that any conflict regarding publication shall be resolved by the Board.

The Editor shall determine the contents of the newsletter but with final discretion given to the President. Disputes between the Editor and the President shall be resolved by the Board. Space shall be provided in each issue for a signed article by the President. The Editor also shall set copy deadlines and carry out all other duties necessary to the timely publication of the newsletter.

The newsletter shall not endorse candidates for public office specifically, but may endorse political causes by vote of the Board that it deems will benefit the Association and its membership.

Section 7.2. Web Site. The Association may maintain a Web Site with the purpose of informing its membership about affairs of the Association. The design, layout, and contents of the Web site will be determined by a Webmaster appointed by the Board, but with final discretion given to the Board. The committees, with board concurrence, may establish additional web sites.

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## ARTICLE VIII: COMMITMENTS AND FINANCIAL AFFAIRS

Section 8.1. Contracts. The Board may authorize any Officer to enter into any specific contract or execute any specified instrument in the name of and on behalf of the Association and such authority shall be confined to specific instances.

Section 8.2. Spokesperson. The President shall be the only person with general authority to act as spokesperson for the Association, but may delegate this authority to any other Board member or Officer of the Association.

Section 8.3. Financial Matters. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by specific action of the Board. No specific expenditure or binding commitment shall be made on behalf of the Association in excess of \$500 without approval of the Board.

All checks, drafts, or other orders for the payment of monies in the name of the Association shall be signed by the President or the Treasurer.

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in a bank or other depository as the Board may select.

## ARTICLE IX: FISCAL YEAR

The fiscal year of the Association shall be the calendar year, beginning on the first day of January or each year and ending on the last day of December of each year.

## ARTICLE X: SEAL

The corporate seal shall be in such form as the Board may from time to time approve and determine. The seal shall be in the custody of the Secretary and affixed by he Secretary on any papers as may directed by law, by the Bylaws or by the Board.

## ARTICLE XI: INDEMNIFICATION

The Association shall indemnify and save harmless the Board, Officers, Employees or Agents of the Association for personal losses or damages incurred for the acts or omissions done or not done on behalf of the Association 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.

## ARTICLE XII: AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the members of the Board at the general or special meeting called for that purpose when the proposed amendments have been set forth in full in written notice of such meeting.

**Proposed Section 12.2: [The existing paragraph in Article 12 would be numbered 12.1.] The entire NBCA board, upon a vote of at least 2/3 of its total current number, may make interim revisions to the bylaws. The interim changes must be announced to the membership by e-mail within two days and in the next printed newsletter. Should 5% or more of the voting members of the association object to the changes via e-mail and/or via postal mail, a special meeting of the membership, as outlined in 12.1, must be held within 60 days of a 5% level being achieved to reconsider and vote on the interim changes. The duration of interim changes must not extend beyond the next annual meeting.**

### 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.

### Article of Incorporation

Articles of Incorporation, Exhibit “B” are attached hereto **by reference** and made a part herewith.