

# SAGAMORE HILLS CIVIC ASSOCIATION, INC.

## BY-LAWS

### Article I. Name

The name of this organization shall be the Sagamore Hills Civic Association, Inc., with its principal office in DeKalb County, Georgia.

### Article II. Purpose

Section 1 The purpose of this Association shall be to promote friendship, cooperation, education and understanding among all residents of Sagamore Hills, to foster civic pride and to work to the common welfare and betterment of Sagamore Hills.

Section 2 The organization shall be non-partisan and non-sectarian.

### Article III. Membership

Section 1 Members in the Association shall be restricted to dues-paying households within the Sagamore Hills subdivision. A household shall consist of a physical address. If the owner of the address does not reside at the physical address, the owner may delegate his/her/their voting privilege to a renter/tenant if written notice is provided to the Secretary of the Board of Directors

Section 2 (a) The Sagamore Hills Subdivision is that tract of land bordering both sides of the following streets, except where otherwise specified: Alderbrook Court NE; Alderbrook Road; Alderbrook Road NE; Angelique Drive; Arrowhead Trail NE; Beaver Road NE; Black Fox Drive NE; Clairmont Lane NE; Clairmont Road NE (Odd Numbers 2219 through 2551); Council Bluff Court NE; Council Bluff Drive NE; Deer Park Road NE; Fair Oaks Court; Fair Oaks Road from Timberland to Oak Grove Road; Heatherwood Drive; Kodiak Circle NE; Kodiak Drive NE; LaVista Road (Even Numbers 2484 through 2606); Oak Grove Road (Even Numbers 1632 through 1728); Pine Forest Drive NE; Princess Circle NE; 1823 Ravenwood Way NE; Sagamore Drive NE; Sagamore Hills Drive; Tamarack Trail; and, Timberland Road NE. Oak Grove United

Methodist Church and Sagamore Elementary School are both considered within our borders.

- (b) Amendments may be made to this description by the Board of Directors if the County Land Use Plan is modified.

Section 3 Membership dues shall be set by the Board for each fiscal year, payable by March 31 for each fiscal year. Any increase or decrease in annual dues shall require the unanimous agreement of the Board of Directors with a maximum increase/decrease level of \$10.00 per year.

Section 4 Membership shall terminate upon a member household's written notice of resignation to the Secretary or upon any change in ownership. Additionally, membership will terminate upon failure to pay membership dues by March 31 of each year.

Section 5 Special appeals for funds as they relate to concerns/issues such as but not limited to Neighborhood Improvement or Security may be established by the Board of Directors as deemed necessary.

#### Article IV. Officers

Section 1 Officers will consist of the following: President, Vice President, Secretary and Treasurer.

- (a) Officers shall be elected by written ballot by the newly-elected (incoming) and returning members of the Board (collectively referred to as "next year's Board") from among the members of next year's Board at the first meeting of the current Board following the Annual meeting and prior to the calendar year end. Incoming Board members shall attend this meeting for the purpose: of voting to elect the new Officers. Officers will be elected for a one-year term based upon the fiscal year and officially assume office on January 1 of the next year. The proposed list of Nominees for Officers shall be provided by the Nominating Committee. See Article VII, Section 1, (e).
- (b) If an office is vacated, the Board shall elect a replacement for that position from the *Board Members*. Exception to this by-law is the Office of the President where the Vice President immediately assumes the office.

- Section 2 The President shall preside at all meetings of the Association and the Board of Directors. The President shall execute all contracts for the Association. Except for the Nominating Committee, the President shall be an ex-officio member of all committees. The President shall have the authority to name committees and their chairs as deemed necessary (other than standing), in the manner described in Article VII, Section 2.
- Section 3 The Vice President shall perform the duties of the President in the event of the President's absence or inability to serve. The Vice President shall assist the President as needed.
- Section 4 The Secretary shall keep true and complete minutes of the Association meetings and Board meetings, and conduct such correspondence as needed. This includes the maintenance of historic documents, contracts, reports, and records.
- Section 5
- (a) The Treasurer shall handle all monies of the Association and monies of Civic Association cooperating groups or projects, and all funds of the Association shall be collected and disbursed through the Treasurer. The Treasurer shall be responsible for preparing the Association's fiscal year budget and presenting the budget to the Board for approval.
  - (b) The Association fiscal year shall correspond to the calendar year.
  - (c) The Treasurer shall file annual tax returns, and perform all financial due diligence and governances as related to state and federal requirements and laws. Accurate records of all receipts and expenditures shall be kept.
  - (d) The Treasurer shall maintain an up-to-date database of neighborhood households and memberships.
  - (e) The Treasurer shall not be a member of the Finance and Investment Committee but shall report to that Committee. A report of the Association's finances shall be given to the Association at each Annual meeting. The Annual Financial Report will be published in the next edition of The Signal following the Annual Meeting of the Association.
- Section 6 All accounts held in the Association's name shall have three Board *Members* as signatories. All signatories are to be nominated by the Finance and Investment Committee and approved by the Board.

Section 7 The Past President *may* serve as ex-officio member of the Board for one year immediately following his/her term of service.

#### Article V. Meetings

- Section 1 (a) The Association shall have one regular meeting, the Annual Meeting, each year during the fourth quarter of the fiscal year:
- (b) The President shall call a special meeting of the Association when requested to do so by Board majority or a petition signed by members of the Association representing 5% or twenty (20) households, whichever number is fewer.
- a. A special meeting can only address issues named as the reason for the special meeting.
- b. Timekeepers may be present to keep the meeting on track and on point.
- Section 2 Notice of all special meetings called pursuant to Section 1 Subsection (b) shall be delivered by email or telephone or posted signage in the neighborhood to member households no fewer than three days before the meeting.
- Section 3 A quorum for annual and special meetings shall be 10% of the households which are members of the Association.
- Section 4 (a) An agenda for annual meeting shall be established by the Board of Directors and will be posted on the website, or published in The Signal, or otherwise made publicly available at least two weeks prior to the annual meeting. The date of the annual meeting shall be publicized in a timely manner.
- (b) Only business on the agenda may be considered at the annual meeting.
- (c) Items requested by ten member households and submitted to the Board three weeks prior to the Annual meeting shall be added to the agenda.
- (d) Any member may speak on any issue of concern to the Association after all business relating to items on the agenda has been conducted. No votes will be taken on such issue.
- (e) An Annual report shall be published to the members and to the neighborhood in a timely manner following the Annual Meeting.

Article VI. Board of Directors

- Section 1 (a) The Board of Directors shall consist of fifteen (15) Members. At each annual meeting, five Members shall be elected for a three-year term by the membership of the Association. Nominees shall be provided by the Nominating Committee. Any nominees from the floor shall meet identical criteria used by the Nominating Committee.
- Candidates for Board Members shall meet the following criteria:
- a. Current membership dues paid by March 31 of current year.
  - b. Resident property owner
  - c. Willing to serve 3-year term, or balance of an unexpired term
  - d. Shall not result in 2 or more Board Members residing in the same household
- (b) In the event of vacancies during a term, the Nominating Committee shall recommend a replacement, meeting the above criteria, with final approval by majority vote of the Board to fill the unexpired term.
- Section 2 Election of Board Members shall be held at the annual meeting. Each member household shall have one vote/one ballot per household - to vote for the open Board Member positions to be elected. Should there be more nominees (including nominees from the floor) than open positions, voting shall be by written ballot provided at check-in to each verified SHCA household at the Annual Meeting.
- Section 3 A majority vote of member households present shall be necessary for the election of Board Members.
- Section 4 The Board of Directors shall be the executive body of the Association. It shall keep minutes of its meetings.
- Section 5 The Chairperson of the Board of Directors shall be the President of the Association.
- Section 6 Special Meetings of the Board may be called by the President or by three of the Members.

- Section 7 At all meetings of the Board a quorum shall consist of 51% of the number of Members then serving.
- Section 8 When it is necessary or convenient for timeliness or other reasons to hold a vote outside of regularly scheduled meetings, the Board may vote by email, provided that a "Notice To Vote" e-mail detailing the required vote be submitted by the President or Vice President to the Board of Directors, that reasonable effort is made to send the email to every Board member, that a quorum responds, and that the question, quorum, and votes cast are noted in the minutes of the next regular meeting.
- Section 9 Any expenditure equal to or greater than \$250.00 shall require Board approval.
- Any transaction equal or greater than \$2,000.00, or the assumption of any contractual obligation, shall require either two-thirds (2/3) vote of the entire Board or a majority vote of the member households in attendance at a properly called meeting.
- Section 10 Board Members shall participate in Board activities, as reflected by the following:
- (a) Regular attendance at meetings of the Board – i.e., not missing more than 3 consecutive meetings.
  - (b) Attendance at more than 50% of the Board and General meetings annually.
  - (c) Maintaining a current membership status
  - (d) Participation on committees and/or other activities/tasks of the Board.
  - (e) No Board Member, Board Member's family or business shall receive or experience financial benefit as a result of serving on the Board, or solicit the community using Board membership status.
- Section 11 Any Board Member may be removed for cause by a two-thirds vote of the remaining Board Members.
- Section 12 Board Members are limited to a maximum of three consecutive terms, with at least one year intervening before being nominated as a Board Member. Partial terms greater than one year shall be considered a full term.

Section 13 The Board shall be authorized to adopt such policies and procedures that are necessary to effectuate the By-laws of the Association.

Article VII. Committees

- Section 1 (a) There shall be two standing committees of the Board: "Finance and Investment" and "Nominating."
- (b) Standing committees shall be composed of Board Members.
- (c) All committees shall be selected to serve for the calendar year, or such lesser time period as the President or Board determines.
- (d) The Finance and Investment Committee chair and members shall be elected from the Board of Directors at the beginning of each calendar year. The Committee shall consist of 2 to 3 Board Members. The Treasurer shall not be a member of this committee.
- (e) The Nominating Committee shall be comprised of the Board Members who are serving the second year of the position's three-year term. No person on the committee shall serve more than once every three years. The Nominating Committee shall select nominees for the Board of Directors for each three-year term, as well as nominees for Board positions vacated during their term of office – See Article VI, Section 1 (a).
- Nominees must meet the criteria defined in Article VI, Section 1. The Nominating Committee shall report same at the annual meeting where nominations may be made from the floor for each open position after the report by the Nominating Committee.
- (f) The Nominating Committee shall select and present for Board approval the list of officers.
- (g) Finance and Investment Committee shall conduct a financial review, at least annually, of the Treasurer's books and report results to the full Board. -The Committee shall make investment recommendations.

- Section 2 (a) As the President finds it necessary, and after consultation with the Board, he/she may name Special, Ad Hoc, or Select-Committees and the Chairs for carrying out the work of the Association. See Article IV, Section 2.
- (b) Committees, with the exception of Standing Committees, shall be comprised of Board Members and may include members of the Association.

#### Article VIII. Parliamentary Authority

The parliamentary authority for the association shall be the current edition of Robert's Rules of Order.

#### Article IX. Amendments

These by-laws may be amended by a two-thirds vote of the member households present at any regular annual meeting or any special called meeting of the Association provided that any such amendment has been published previously to the member households.

Approved: November, 2021