

CLAIRMONT HEIGHTS CIVIC ASSOCIATION, INC.
A Georgia [Nonprofit] Corporation

DRAFT BY-LAWS DRAFT

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ARTICLE I: NAME

The name of the organization shall be the Clairmont Heights Civic Association, Inc., doing business as the Clairmont Heights Civic Association, hereinafter referred to as the "Association."

ARTICLE II: OBJECTIVES

The objectives of this Association shall be:

- A. To foster, promote, and protect the community interests, civic engagement, and neighborhood activities of the Clairmont Heights area of DeKalb County, Georgia;
- B. To initiate and coordinate the discussion of neighborhood social and civic activities, local planning issues, community development plans, and the public education system, and to seek the beneficial resolution of problems concerning these matters;
- C. To maintain liaison and to promote the interests of the Association membership with other organizations, such as district coalitions, other neighborhood associations, and city, county, regional, and state government agencies;
- D. To inform and serve as an educational instrument for communicating issues to the residents and business establishments within the neighborhood;
- E. To assist members in measuring the impact of city and county planning on the neighborhood served by the Association;
- F. For such other purposes as are approved by the Board of Directors (Board) or membership.
- G. To do and perform all the activities related to the above purposes, to have and enjoy all the powers granted, and engage in any lawful activities for which nonprofit corporations may be organized under Title 14, Chapter 3, of the Georgia Code or its equivalent future statutory language.

ARTICLE III: AREA

Section 1. GEOGRAPHICAL AREA

The membership area of the Association corresponds to the neighborhoods traditionally referred to as Clairmont Heights and Heritage Heights in DeKalb County, Georgia. The exact boundaries of the Association shall be established by the Board and reviewed on an annual basis. The boundaries can be modified by a majority vote of the Board and shall be formally approved by members at the next General Membership Meeting. The Association boundaries for the current year shall be delineated on the Association's official website using a map or written description.

ARTICLE IV: MEMBERSHIP

Section 1. ELIGIBILITY AND CONSENT

Membership in the Association shall be limited to individuals of at least eighteen years of age residing within the Association boundaries. An eligible person shall become a member of the association by providing written consent in accordance with the procedures established by the Association. [Business owners within the specified boundaries may join as associate members.]

Section 2. DUES AND TERM

Members shall pay the annual dues of the Association established by the Board. The Board shall review the amount of dues from time to time and may modify it by a majority vote of the Board. Membership for the current Association year becomes active upon payment of dues for that year.

Section 3. MEMBERSHIP PRIVILEGES

Members have the right to vote in elections of officers, to vote on issues requiring member input at General Membership Meetings of the Association, to hold office, to vote for amendments to these Bylaws, and to submit issues of neighborhood concern for the consideration of the Board of Directors. [Associate members will not be eligible to vote or to hold office.]

Section 4: LIABILITY

No member shall be subject to or liable for any financial obligations incurred by the Association in excess of the annual dues.

Section 5. TERMINATION OF MEMBERSHIP

The Board may suspend or terminate an individual's membership for the remainder of the current Association year 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 V - BOARD OF DIRECTORS

Section 1. NUMBER AND COMPOSITION

The Board of Directors shall consist of the five (5) elected Officers and the Chairpersons of all Standing Committees.

Section 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 3. ELIGIBILITY FOR BOARD SERVICE

Only members shall be qualified to hold an elected or appointed position. Board members are eligible for re-election.

Section 4. TERM OF OFFICE

All Board members shall serve for one year.

Section 5. POWERS AND DUTIES OF THE BOARD

The Board shall be responsible for managing the affairs of the Association and for assuring that members are informed of business that affects them through reasonable means of notification. The Board will establish a yearly work plan that identifies priority issues and projects for the Association and create a budget to support this work plan. The Board must act in the best interest of the Association but is not bound specifically to act according to the desire of the majority of members attending a particular meeting. Elected and appointed Board members have the same powers and responsibilities.

Section 6. CONFLICTS OF INTEREST

Any Board member who might have a financial conflict of interest over a voting issue shall disclose such and, if deemed appropriate by a majority of the remaining Board members, shall abstain from voting on said issue.

Section 7. REMOVAL

An elected or appointed Board member may be removed with cause at any time by a majority vote of the remaining Board members 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 nature of the complaint. Cause for removal shall be failure to attend four (4) regular Board meetings during the course of the Association year, any material violation of these Bylaws or other adopted Association regulations, or conduct detrimental to the best interests of the Association as determined by the Board.

Section 8. BOARD VACANCIES

Board vacancies shall be filled by a majority vote of the remaining Board members. A member appointed to fill a vacancy shall serve until the next election.

ARTICLE VI - OFFICERS

Section 1. TITLES AND ELIGIBILITY

The officers of the Association shall consist of a President, a Vice-President, a Recording Secretary, a Corresponding Secretary, and a Treasurer. All officers must be members in good standing.

Section 2. TERM OF OFFICE

Association officers shall be elected by the membership to serve one year, coinciding with the Association fiscal year. Officers may be re-elected for additional terms without limitation.

Section 3. VACANCY

Any vacancy in office shall be filled by a majority vote of the Board not later than the first regular meeting of the board following the vacancy or as soon as possible. The board must delegate the duties of a vacant office to one or more directors until the position is filled. Each person so elected shall serve the unexpired term for the office.

Section 4. DUTIES OF OFFICERS

The duties of the officers are as follows:

a. President. The President shall preside at all meetings at which he or she is present; shall exercise general supervision over the affairs and activities of the Association; shall appoint committee chairpersons and special committees; shall authorize all expenditures and ensure their consistency with the Association budget; and shall serve as member ex-officio on all standing committees except the Nominating Committee.

b. Vice President. The Vice President shall assist the President and shall, in the absence of the President, assume the duties and responsibilities of that office. The Vice President shall serve as chairperson of the Nominating Committee.

c. Recording Secretary. The Recording Secretary shall keep the minutes of all meetings of the Association, ensuring that they are which shall be an accurate and official record of all business conducted; shall ensure that all meeting minutes are posted for public review in a timely way on the Association website; and shall be the custodian of Association records, including those from previous years.

d. Corresponding Secretary. The Corresponding Secretary shall notify the membership of the time and place of all Association meetings; shall prepare and distribute all official correspondence of the Association with outside groups or individuals; shall contact and invite speakers for General Membership Meetings on behalf of the Association; and shall assist other officers and committee chairpersons to ensure that any documents received by the Association that are of general neighborhood interest are posted in a timely way on the Association website and via other designated mechanisms.

e. Treasurer. The Treasurer shall collect all dues; shall deposit all funds in a bank or repository approved by the Association or its Board of Directors; shall present all expenditure requests to the Board for approval and pay those so approved; and shall make an accounting of receipts and disbursements at each Regular Board Meeting and Regular Membership Meeting of the Association; and shall file such reports as are by law required.

Section 5. REMOVAL OF OFFICERS

Elected officers who are removed from the Board of Directors are simultaneously relieved of their Association office.

Section 6. OFFICER VACANCIES

Vacancy in an elected office shall be filled by a majority vote of the remaining Board members. A member appointed to fill a vacancy shall serve until the next election.

ARTICLE VII – COMMITTEES

Section 1. STANDING COMMITTEES.

There shall be five (5) standing committees of the Association with chairs appointed by the President and approved by majority vote of all elected officers at their initial meeting. Each Standing Committee Chairperson shall provide a written description of plans or activities they intend to pursue during the year for review by the Board. All Standing Committees are of an advisory nature to the Board and do not exercise Board authority independent of the full Board. The Standing Committee names, duties and functions are as follows:

a. Planning and Zoning. This committee shall consider matters of land use, zoning legislation, commercial development, and any long-term governmental plans which will affect the quality of life for residents within the Association boundaries; shall make recommendations to the Board concerning these matters; shall investigate and report on zoning and variance applications within the boundaries of the Association. This committee may participate in joint efforts along with the greater DeKalb community to pursue various civic improvements in nearby areas for the benefit of Association members.

b. Schools and Community Services. This committee shall consider matters dealing with school concerns, parks, open space, and any city or governmental policies related to environmental or service delivery issues affecting Association members; shall make recommendations to the Board concerning these matters. This committee may participate in joint efforts along with the greater DeKalb community to pursue various civic improvements in nearby areas for the benefit of Association residents.

c. Transportation and Public Safety. This committee shall consider matters of transportation including mass transit, streets and highways, parking, bicycles and pedestrians, and matters of public safety dealing with the police services, fire services, courts and civil defense; shall make recommendations to the Board concerning these matters.

d. Membership. This committee shall maintain an accurate and current record of Association membership; shall initiate and coordinate membership drives and activities to foster civic engagement for the improvement of our community; shall assist with the collection of neighborhood contact information for the purpose of educating and informing community members; and shall perform surveys of the Association membership or Association residence area as directed by the Board.

e. Communications. This committee shall compose and distribute on a regular basis Association information to the membership and to the general neighborhood community; shall maintain communication channels such as the Association website and other mechanisms as established by the Board; and shall handle other publicity functions as directed by the Board.

Section 2. NOMINATING COMMITTEE

The Vice President will chair the Nominating Committee and shall appoint at least two additional Association members in consultation with the Board. The President may not be a member of the Nominating Committee. Duties of this Committee are described in Article IX - Nominations and Elections.

Section 3. SPECIAL COMMITTEES

The President may appoint such other special, temporary committees as may be necessary from time to time to deal with specific issues or projects. Such special committees will have a chair appointed by the President, and the committee will be given by the Board a defined statement of purpose and a specified term of service, not to exceed the remainder of the current Association year. All Special Committees are advisory to the Board.

Section 4. MEMBERSHIP COMPLAINTS

It shall be the duty of any committee member who receives a complaint from an Association member on matters involving Association functions, duties, and activities within its scope of responsibility to present such complaints to the Board. Written complaints will receive a response.

ARTICLE VIII - MEETINGS

Section 1. MEMBERSHIP MEETINGS

a. Regular Membership Meetings. The Board shall hold at least one Regular Membership Meeting (referred to as the Annual Meeting) for the Association in the late spring of each year (typically occurring in April or May) for the purpose of holding a timely election of officers. The Board is encouraged to provide for a second Regular Membership Meeting in the fall to enable members to review and respond to Board actions such as modifications to Association boundaries or dues, to receive information about Standing Committee plans of action, to provide timely community input on neighborhood concerns in order to advise Board action, or to receive information related to potential legislative actions. Notice of Regular Membership Meetings shall be made to members and to the public at least ten (10) days in advance.

b. Special Membership Meetings. Such meetings may be called for any purpose by the President, by a majority of the Board of Directors, or upon the written request to the President of 20% of the membership eligible to vote. Notice for special meetings of the membership shall be made to members and to the public at least five (5) days in advance.

c. Notice for Membership Meetings. The Corresponding Secretary shall give or cause to be given notice for Membership Meetings by posting on the Association website and by one or more of the following additional methods: by posting signs or fliers within the Association area, by email or other digital distribution service, by posting on non-Association websites, in person, or by telephone. In the case of Special Membership Meetings only, the notice shall specify the business to be transacted.

d. Quorum for Membership Meetings. A quorum for a Membership Meeting constitutes attendance by fifteen percent (15%) of members.

Section 2. BOARD MEETINGS

All substantive discussion and decision performed by the Board of Directors on behalf of the Association shall occur at meetings open to the Association membership.

a. Regular Board Meetings. The Board of Directors shall meet monthly with notice to all Board and Association members. The place and time of each shall be posted in advance on the Association website and communicated publically to all members at reasonable time intervals. The Board may, by majority vote, waive up to three (3) Regular Board Meetings per year. Notice of Regular Board Meetings shall be made to members and to the public at least 10 days in advance. Direct notice to the Board Members and individuals known to have an interest in topics on the meeting agenda shall be provided at least one day in advance.

b. Elected Officer Meeting. Following their election, newly elected officers shall meet to discuss and formally approve the President's appointments for the Chairpersons of Standing Committees. This action completes the creation of the Board of Directors for the Association's new year. This meeting may be held in conjunction with the initial Regular Board Meeting.

c. Special Board Meetings. Special meetings of the Board may be held for any purpose when called by the President or by any four Board members, after a minimum of three (3) days' notice to each Board member. Notice of Special Board Meetings shall be made to members and to the public at least 5 days in advance. Direct notice to the Board Members and individuals known to have an interest in topics on the meeting agenda shall be provided at least one day in advance.

d. Emergency Board Meetings. The President or a majority of the Board may call an Emergency Board Meeting when there is insufficient time address timely business within the notice requirements of a Regular or Special Board Meeting. Notice of an Emergency Board Meeting to all parties may not be less than twenty-four (24) hours in advance. Direct notice to individuals known to have an interest in a particular agenda item must be provided.

e. Notice for Board Meetings. The Corresponding Secretary shall give or cause to be given notice for Board Meetings by posting on the Association website and by one or more of the following additional methods: by posting signs or fliers within the Association area, by email or other digital distribution service, by posting on non-Association websites, in person, or by telephone. In the case of Special and Emergency Board Meetings, the notice shall specify the business to be transacted.

f. Quorum for Board Meetings. A majority of the currently serving Board shall constitute a quorum for the transaction of business. Except as otherwise expressly provided, every act or decision done or made by a majority of the Board present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board and shall be recorded in the minutes, which shall be available for review by any member of the Association upon request. While any member of the Association is welcome and encouraged to attend any and all meetings of the Board, only Board members are allowed to vote at Board meetings. The Recording Secretary shall record details related to all votes in the minutes.

Section 3. SETTING OF MEETING AGENDAS

a. Board Meetings. Board Meeting agendas shall be set by the President.

b. Membership Meetings. Membership Meeting Agendas shall be set by consensus of the Board. Items can be added to the agenda of a Membership Meeting at the request of five (5) members. Such additions may take place either prior to the Membership Meeting through communication with the President and Board or at the Membership Meeting itself, all members requesting the addition being present.

Section 4. DELIBERATION AND DECISION MAKING

At all meetings, action shall be taken by a majority vote of those eligible to vote at the meeting. The procedures for deliberation and decision making shall be established by the Board.

ARTICLE IX - NOMINATIONS AND ELECTIONS

Section 1. NOMINATION PROCESS

a. The Nominating Committee shall notify all Association members of the process by which they may suggest or recommend members (including themselves) for elected office or appointed committee positions and provide members with any deadlines. Such notice shall be made well in advance of the election using the standard communication methods for the Association.

b. The Nominating Committee shall nominate one or more candidates, eligible and willing to serve, for each Association elected office. The Nominating Committee may also recruit and suggest members to serve as Chairpersons for the Standing Committees in consultation with the President and Board. The Committee shall ensure that all candidates receive a copy of these Bylaws and shall inform them of the duties of the proposed office.

c. The Nominating Committee shall announce its slate of candidates prior to the Annual Meeting of the General Membership using the standard communication methods for the Association.

d. Association members may make nominations from the floor at the election meeting. Nominations from the floor must be seconded by another member, and the nominee must be

an Association member in good standing who is present or who has previously assented to their nomination.

Section 2. ANNUAL ELECTION.

The election of officers shall take place at the Annual Meeting of the General Membership. The Nominating Committee shall determine, in consultation with the Board, the method of voting (by ballot or by a show of hands, for example). The Vice President, as chair of the Nominating Committee, will preside over the election process by default, although the Nominating Committee may designate another member to fulfill this role if the office of Vice President is contested. Members in good standing who are present shall vote immediately after the nominations for office have been closed. Elections shall be decided by a majority vote of the membership present; no proxy voting shall be permitted. Candidates do not need to be present to be elected.

ARTICLE X - FINANCES

Section 1. FISCAL YEAR.

The Association shall operate on a fiscal year of June 1 to May 31.

Section 2. BUDGET CREATION.

The President shall specify a process for drafting a budget for the upcoming fiscal year in consultation with the Treasurer. The President (or his or her designee) will present the proposed budget at the first or second Board Meeting of the new year for possible modification and formal approval by a majority vote of the Board. After approval, the President shall make arrangements to publish the adopted budget for review and comment by the general membership.

Section 3. BUDGET AMENDMENTS.

Any Board member may propose changes or additions to the adopted budget at any meeting of the Board or general membership. Approval of amendments will require a majority vote of the Board, a quorum of Board members being present.

Section 4. APPROVAL OF EXPENSES.

The President shall authorize all expenses consistent with the approved Budget. The Treasurer should report all such expenses for review by the full Board at the next Regular Board Meeting.

Section 5. BANK ACCOUNT REVIEW.

The President shall review Bank Account statements at reasonable intervals to ensure consistency with the Treasurer's reports. The full Board or a designated Special Committee shall review all fiscal records prior to Annual Meeting of the general membership.

ARTICLE XI: GRIEVANCE PROCESS

Section 1. OTHER FORMS OF MEDIATION ARE ENCOURAGED.

All parties are encouraged to resolve disagreements and disputes through one-on-one dialogue, discussions with directors and members, and/or formal mediation whenever possible.

Section 2. ELIGIBILITY TO GRIEVE.

A person or group harmed as a result of a decision of this association may file a formal grievance if they believe the action taken by the association violated a provision of these Bylaws or a formally adopted policy of the Association.

Section 3. FILING A GRIEVANCE.

Grievances must be submitted in writing to the Association President and/or Corresponding Secretary within forty-five (45) business days of the alleged violation. A grievance must identify the date of the action being grieved and the provision of the Association Bylaws which allegedly was violated, describe how the provision was violated and how the grievant was harmed by this action, and identify the remedy the grievant is seeking.

Section 4. REVIEW AND RESOLUTION OF GRIEVANCES.

a. Initial Review. The Board or the Board's designee will review the proposed grievance and determine whether it meets criteria for a grievance as defined in this article. If the proposed grievance is found not to meet the criteria, the Board or its designee will inform the grievant in writing of this determination and the reasons for the determination. If the proposed grievance is found to meet the criteria, the review process continues.

b. Board Action and Remedies of Grievances. The Board shall offer the grievant an opportunity to present information relevant to the grievance and shall gather other relevant information in order to render a decision on the grievance. Remedies may include (i) acknowledgement of error and appropriate apologies; (ii) repeal of a decision; (iii) redoing a process where feasible; (iv) rectification of a procedure; or (v) a good faith commitment not to repeat the error. Remedies rectify harm done and do not include punishment such as the removal of Directors or Officers. The Board shall notify the grievant of the Board's decision, in writing, within sixty (60) calendar days from the receipt of the grievance.

ARTICLE XII - CONFLICT OF INTEREST

To protect the integrity of the Association's decision-making processes, Directors will disclose to the Board any interest they have in a transaction or decision of the Board that may result in a financial benefit or gain to them and/or their business, family members and/or significant other, employer, and/or close associates, and other nonprofit organizations with which they are affiliated. The Director will not be present for or participate in any Board discussion of or vote on the transaction or decision.

ARTICLE XIII - NON-DISCRIMINATION

The Association will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations, or actions.

ARTICLE IV - AMENDMENTS

Section 1. PROPOSING AMENDMENTS

These Bylaws, or any of them, may be amended or repealed, and new Bylaws adopted. Amendments may be proposed by the Board or by a petition signed by 10 Association members and presented to the President. The full text of all amendments must be provided to the Board in writing and shall be communicated to all Association members using the standard communication methods for the Association.

Section 2. APPROVING AMENDMENTS

Amendments shall be approved by a majority vote of Association members present and voting at a General or Special Meeting of the Membership, provided the Amendment was either proposed at a preceding meeting or was published in the announcement of the meeting at which it is to be considered..

Section 3. CONFLICTING PROVISIONS

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.