

# BYLAWS OF PEACHTREE PARK CIVIC ASSOCIATION, INC.

## ARTICLE I

### NAME, LOCATION AND PURPOSE

Section 1. Name. The name of the association is "Peachtree Park Civic Association, Inc." hereinafter referred to as the "Association."

Section 2. Boundaries. The Association shall include the following streets: Arc Way, Park Circle, Martina Drive, Highland Drive, East Paces Ferry Road, Peachtree Drive, Greenview Avenue, Dale Drive, Timm Valley Road, Burke Road, Elliott Circle, Darlington Circle and Darlington Road.

Section 3. Purpose. The purpose of the Association shall be to promote social welfare through the promotion, organization, and the preservation of Peachtree Park as a residential neighborhood for the mutual enjoyment and benefit of all of the residents of and visitors to Peachtree Park.

## ARTICLE II

### MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership. Every residence occupied by at least one person eighteen years of age or older and either permanently residing in or having ownership of such residence and who pays dues in accordance with Section 1 of Article III of these Bylaws shall be a "Member." A residence is defined to include a single family unit. A duplex, that consists of two separate family units and conforms to local and state laws, ordinances, regulations, and procedures, shall constitute two separate residences. For purposes of these Bylaws, each single family unit or qualifying duplex family unit shall constitute one (1) Member, regardless of the number of persons actually occupying such unit.

Section 2. Voting Rights. Every Member shall be entitled to one vote at any regular or special meeting of Members and may be represented and may vote by written proxy filed with the Secretary.

## ARTICLE III

### DUES

Section 1. Annual Dues. The annual dues of each Member shall be established in a reasonable amount by the Board of Directors and shall be intended for the necessary and usual operating expenses of the Association and shall be payable on or before June 30 of each year.

Section 2. Special Purpose Dues. The Board of Directors shall have the power to request that Members contribute reasonable amounts at any time and from time to time as the same may be necessary to carry out any special purpose of the Association.

## ARTICLE IV

### MEETINGS OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the Members shall be held in the month of October of each year.

Section 2. Special Meetings. A special meeting of the Members shall be called by the President upon written request of ten percent (10%) of the Members delivered personally or by e-mail to the President, or by an affirmative vote of a majority of the Board of Directors.

Section 3. Notice. At least ten (10) days before the date of any annual or special meeting of the Members, the Secretary shall cause written notice thereof to be given to each residence by personal delivery or by e-mail. The notice shall, in the case of a special meeting, specify the business to be transacted and at such special meeting there shall only be considered such business as is specified.

Section 4. Quorum. At any annual or special meeting, fifteen (15%) percent of the Members shall constitute a quorum. If a quorum is present, the Members may act on any question, subject to the limitations set forth in Section 3 of Article V, by a majority of those present in person or by written proxy filed with the Secretary. If, however, such quorum shall not be present or represented at any meeting, the Members shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or represented.

## ARTICLE V

### BOARD OF DIRECTORS

Section 1. Number. The affairs of the Association shall be managed by a Board of Directors, each of whom shall be a Member of the Association. No more than three (3) of the directors may reside on any single street unless such restriction precludes the election of fifteen (15) directors, in which event the restriction shall be waived. The term for directors shall be one (1) year commencing with his or her election at the annual meeting of Members and continuing until a successor is elected, unless he or she shall sooner resign, forfeit, be removed, or cease to be a resident of Peachtree Park.

Section 2. Election of Directors. The directors shall be elected by ballots cast by the Members at or prior to the annual meeting of Members. Ballots cast prior to the annual meeting of Members shall be delivered to the Parliamentarian prior to the commencement of the annual meeting. The Members may, but shall not be obligated to, elect up to fifteen (15) directors at each annual meeting. Each Member shall be entitled to one vote for each director to be elected and the fifteen (15) candidates receiving the greatest number of the votes cast shall be declared elected.

Section 3. Removal. Any director may be removed from the Board of Directors, with cause, by a majority vote of the Members of the Association present or represented at any special meeting, provided that a quorum as defined in Section 4 of Article IV is present. In the event of death, resignation or removal of a director, a successor may be selected by the remaining members of the Board of Directors and shall serve for the unexpired term.

Section 4. Compensation. No compensation shall be paid to directors for service as a director. No remuneration shall be paid to a director for services performed for the Association in any other capacity, unless a resolution authorizing such remuneration shall have been adopted by the Board of Directors before the services are undertaken (with the director being paid abstaining from voting). A director may be an independent contractor, but may not be an employee of the Association.

## ARTICLE VI

### OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, and a Parliamentarian.

Section 2. Election of Officers. The Board of Directors shall elect from among their number a President, a Vice President, a Secretary, a Treasurer, and a Parliamentarian. Each director must have a minimum of one (1) year prior service on the Board in order to be eligible to be elected as President of the Association. The meeting of the Board of Directors to elect officers shall be held within one month following the annual meeting of Members.

Section 3. Term. Each officer of the Association shall hold office for one (1) year unless he or she shall sooner resign, forfeit, be removed, or cease to be a resident of Peachtree Park. The President shall not serve more than six (6) years consecutively.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with cause by a majority vote of the members of the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by the Board of Directors. The officer elected to such vacancy shall serve for the remainder of the term of the officer replaced.

Section 7. Multiple Offices. No person shall simultaneously hold more than one of any of the offices except in the case of special offices created pursuant to Section 4 of this Article VI.

Section 8. Duties. The duties of the officers are as follows:

#### President

(a) The President shall preside at all meetings of the Board of Directors and all meetings of the Members; shall see that orders and resolutions of the Board and Membership are carried out; and may sign all checks of the Association.

### Vice President

(b) The Vice President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act; shall annually review the Association books at the completion of each fiscal year; and shall exercise and discharge such other duties as may be required by the Board.

### Secretary

(c) The Secretary shall keep the minutes of all meetings of the Association and proceedings of the Board; keep appropriate current records; maintain the permanent records and archives of the Association; and shall perform such other duties as may be required by the Board.

### Treasurer

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall approve payment vouchers; may sign all checks of the Association; shall keep proper books of account; shall cause an annual review of the books of account by the Vice President of the Association to be made at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the Association at its regular meetings, and deliver a copy of each to the Members.

### Parliamentarian

(e) The Parliamentarian shall be responsible for all elections and votes; serve as a non-voting, *ex-officio* member of the Nominating Committee, and be responsible for adherence to these Bylaws, as set forth by *Roberts Rules of Order, Revised*.

## ARTICLE VII

### MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Commencing with the month following that in which the first annual meeting of Members takes place, regular meetings of the Board of Directors shall be held monthly with notice by personal delivery or e-mail to all members of the Board of Directors and street captains, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday. All meetings of the Board of Directors shall be open to Members.

Section 2. Special Meetings. Special Meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days' notice to each director.

Section 3. Quorum. A majority of the members of the Board of Directors 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 directors present at a duly held meeting

at which a quorum is present shall be regarded as the act of the Board and shall be recorded in the minutes, which shall be available for review by any Member upon request.

Section 4. Action Taken Without a Meeting. The Board of Directors shall have the right to take any action in the absence of a meeting which could be taken at a meeting by obtaining the written approval of all of the directors holding office, which written approval may be given by e-mail. Any action so approved shall have the same effect as though taken at a meeting of the Board of Directors.

Section 5. Attendance. Directors are expected to attend all regular and called meetings of the Board of Directors. Any director absent without excuse from three or more meetings shall forfeit his or her position on the Board of Directors. Extenuating circumstances (business travel, extended illness, etc.) shall be considered on an individual basis. In the event of absence, directors shall so notify the President or Secretary prior to the intended absence.

## ARTICLE VIII

### NOMINATION OF DIRECTORS

Section 1. Nomination. Nominations for election of the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting provided that the person being nominated has consented to the same. The Nominating Committee shall consist of five (5) Members of the Association, and shall be appointed by the Board of Directors not less than sixty (60) days prior to each annual meeting of the Members and the committee shall serve until the close of such annual meeting. The Parliamentarian shall be a non-voting, *ex officio* member of the Nominating Committee and the Board of Directors may, but shall not be required to, appoint two (2) members of the Board of Directors to the Nominating Committee. The Nominating Committee shall elect its own chairperson. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall receive from among the Members of the Association. All names submitted to the Nominating Committee shall be presented on a ballot to every Member not less than thirty (30) days prior to the annual meeting.

## ARTICLE IX

### POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall be empowered:

(a) to exercise for the Association all powers, duties and authority vested in or delegated to the Association not reserved to an officer or the Membership by other provisions of these Bylaws;

(b) To enter into agreements with third parties in order to carry out the purposes of the Association. The terms of said agreements shall be as determined by the Board of Directors to be in the best interests of the Association;

(c) To require that certain checks of the Association, exceeding an amount to be set by the Board of Directors in its discretion, shall be honored only on the joint signature of both the President and the Treasurer.

Section 2. Duties. It shall be the duty of the Board of Directors:

(a) To cause to be kept a complete record of all acts and business affairs and to present a statement thereof to the Members at the annual meeting of the Members;

(b) To prepare and approve an operating budget, the same to be circulated in writing to the Members not more than ninety (90) days after the annual meeting;

(c) To supervise all officers, agents and employees of the association, and to see that their duties are properly performed;

(d) To cause all officers or employees having fiscal responsibilities to be bonded, or take other similar action as it may deem appropriate;

(e) To respond in writing to all written complaints, suggestions or requests received from Members (pursuant to Section 2 of Article X) in a timely fashion.

Section 3. No Authority to Impose Liability. The Board of Directors shall not impose any liability upon the Members.

Section 4. Security. The Board of Directors may, but shall not be obligated to, maintain or support certain activities within Peachtree Park designed to make the neighborhood safer than they otherwise might be. The Board of Directors, the Association, and its Members shall in no way be considered insurers or guarantors of security within Peachtree Park, however, and the Board, the Association, or its Members shall not be held liable for any loss or damage by reason or failure to provide adequate security or ineffectiveness of security measures undertaken.

## ARTICLE X

### COMMITTEES

Section 1. Appointment. The Board of Directors shall appoint committees as deemed appropriate in carrying out the purposes of the Association.

Section 2. Action on Complaints. It shall be the duty of each committee that receives written complaints from Members on any matter involving Association functions, duties and activities within its field of responsibility, to present said written complaints to the Board of Directors.

## ARTICLE XI

### AMENDMENTS AND PROCEDURE

Section 1. Amendments. These Bylaws may be amended only by a majority vote of the Members present at a regular or special meeting of the Association provided the proposed amendment has been distributed in writing ten (10) days prior to said meeting and has been stated in the notice for the meeting.

Section 2. Procedure. Roberts Rules of order, Revised, shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

ARTICLE XII  
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

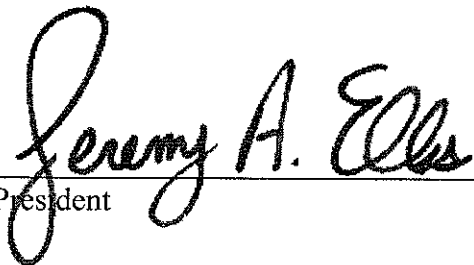
ARTICLE XIII  
CONSTRUCTION

Section 1. Severability. Should any of the covenants herein be void or become unenforceable at law or in equity, the remaining provisions of this instrument shall, nevertheless, be and remain in full force and effect.

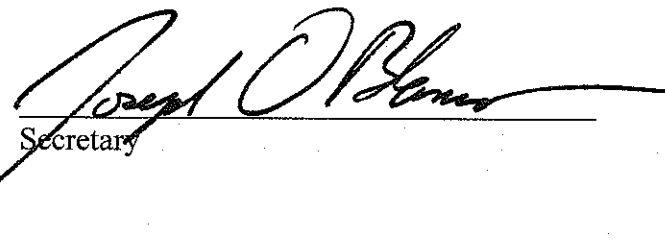
APPROVED AND DECLARED AS THE BYLAWS OF PEACHTREE PARK CIVIC ASSOCIATION, INC.

This 30<sup>th</sup> day of October, 2007.

Certified.

  
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President

Certified.

  
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Secretary