

Druid Hills Neighborhood Association Constitution & By-Laws

Article I

NAME

The Name of this Association shall be Druid Hills Neighborhood Association.

Article II

PURPOSE

The Druid Hills Neighborhood Association (hereinafter known as the "Association") is committed to preserving the integrity and promoting the improvement of Druid Hills, the neighborhood. Its purpose will be to create a strong, united pool of residents and outside supporters who will work together to make their neighborhood the best it can be and one of which we can all be proud.

It will provide a forum for the discussion of neighborhood issues which are of concern to the residents of the Druid Hills' neighborhood and form strategies in which to solve problems.

It will also provide a connecting link between the neighborhood and the elected and appointed units of local government, and it will advise these governmental units on issues of neighborhood concern.

Article III

POLICY

The Association is a non-partisan, non-profit organization.

Article IV

MEMBERSHIP

Section 1. Membership in the Association shall be open to any person residing in the Druid Hills' neighborhood, whether they rent or own, whose goals include the preservation and improvement of the neighborhood.

Section 2. Associate Membership shall be open to other individuals, business or corporations who have expressed interest in being a member on a non-voting member basis after approval by consensus of the Executive Committee. Associate Members may serve on committees.

Article V

RIGHTS AND LIABILITIES OF MEMBERS

- Section 1. No member of the Association shall have any right, title or interest in or to any property or assets of the Association either prior to or at the time of liquidation or dissolution of the Association.
- Section 2. Non-liability for debts. The private property of the members shall be exempt for execution or other liability for any debts of the Association and no member shall be liable or responsible for any debts or liabilities of the Association.

Article VI

MEETINGS OF MEMBERS

- Section 1. Annual Meeting:
The annual meeting of the members shall be held in **April** of each year at _____ no later than the second Thursday of the month. The agenda for such annual meetings shall consist of the election of officers, passing upon reports for the previous fiscal year and transacting such other business as may require action at the time. It shall be the responsibility of the Executive Committee to make plans and preparation for the annual meeting.
- Section 2. Regular Meeting:
Regular meetings of the members will be held every ~~3 months, no later than the second Thursday of January, April, July, and October~~ other month, in June, August, October, December, February and April for one year beginning in June 2011, at a place of determination by the Association's Executive Committee. The membership will revisit this schedule at the April 2012 meeting. The agenda for such meetings shall consist of the reading of the minutes and reports, old business, new business, at times guest speakers and transacting such other business as may require action. It shall be the responsibility of the Executive Committee to make plans and preparations for regular meetings.
- Section 3. Special Meetings:
Special meetings of the members may be called by resolution of the Executive Committee, or upon a written request signed by any two Executive Committee members or the President; it shall be the duty of the Secretary to notify the Membership as hereinafter provided. Special meeting of the members may be held at any place specified in the notice of the special meeting.
- Section 4. Notice of Membership Meetings:
Notice stating the place, day and time of the meeting and the purpose for the meeting, shall be given at least seven (7) days before the date of the

meeting, where possible, by the Secretary or such other person so directed by the Executive Committee. An exception to this notice is the annual meeting, which shall require a two-week notice.

Section 5. Voting:
Each adult individual in a member household of the Association shall be entitled to only one vote upon each matter submitted to a vote at a meeting of the Association. All questions shall be decided by a vote of a majority of the members voting thereon in person or by proxy, except as provided within these By-Laws. Association members in good standing who must be out of town or cannot attend because of illness or shut-in, may vote by proxy, provided such permission is given by any Executive Committee member prior to the meeting at which the vote will be taken. At meetings in which officers are to be elected absentee ballots maybe provided. Absentee ballot requests shall be made to the secretary not less than one week prior to said meetings and must be approved by the Executive Committee.

Section 6. Quorum:
One fifth (20%) of household members must be present at any meeting to constitute a quorum.

Article VII **OFFICERS**

Section 1. Number:
The officers of the Association shall be a President, Vice President, Secretary and Treasurer. Elected officers must be residents of the Druid Hills' neighborhood. Additions and deletions to the named positions require the approval of the Membership of the Association at a duly called meeting. Officers must be members of the Association.

Section 2. Regular Elections and Terms of Office:
The officers shall be elected for either a two-year or three-year term by the Membership at the annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held soon thereafter as possible. Each officer shall hold office for either a two-year or three-year term following the annual meeting of the Membership. Except as otherwise provided in these By-Laws, a vacancy in any office, except the President's, may be filled by appointment by the Executive Committee. In the event of a vacancy in the President's office, the Vice President shall arrange for a special meeting of the Membership to elect a successor and shall act in such capacity until the election is held.

- Section 3. Removal of Officers by Executive Committee:
Any officer elected or appointed by Membership may be removed by the Membership or the Executive Committee whenever in its judgment the best interest of the Association will be served thereby. A majority vote at a duly called meeting of the Membership and a quorum of the Executive Committee shall be sufficient for such removal from office.
- Section 4. Executive Committee:
The Executive Committee shall consist of: a) the current officers, b) 2 member(s) elected at large, c) the Immediate Past President, and d) the chairperson(s) of permanent committees. Each individual member of the Executive Committee shall only have one vote on the committee. The Executive Committee: a) shall be responsible for making plans and preparations for the annual meeting, b) may call special meeting from time to time, and c) shall perform such other duties as may be prescribed by Membership.
- Section 5. President:
The President: a) shall be the principle Executive Officer of the Association, b) may sign any legal or contractual documents authorized by the Membership to be executed, c) can co-sign all checks with the Treasurer, d) speak for and represent the Association to other bodies and the news media, with the exception of a spokesperson who may be appointed by the President, e) serve as co-chair of the rules and By-Laws Committee and f) shall in general perform all duties incident to the office of the President and other such duties as may prescribed by the Membership from time to time.
- Section 6. Vice President:
In the absence of the President, or in the event of his of her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall also serve as co-chair of the rules and By-Laws Committee, can co-sign all checks, and shall also perform such other duties as may be assigned to him or her by the Membership.
- Section 7. Secretary:
The Secretary shall: a) keep the minutes of the meetings of the association, b) can co-sign all checks, (c) see that all notices are duly given in accordance with these By-Laws or as required by law, d) keep a record of the names and post office addresses of all the members, e) keep on file and at all time and available for inspection a complete copy of the By-Laws of the Association as then currently amended and at the expense of the Association, forward a copy of same to each voting member and f)

in general perform all duties incident to the office of the Secretary and other such duties as may be assigned by the Membership.

Section 8. Treasurer:

The Treasurer shall: a) have charge and custody of and be responsible for all funds and securities of the Association, b) be responsible for the receipt of and issuance of receipts for all monies due and payable to the Association and for deposit of all such monies in the name of the Association in such financial institution(s) as shall be selected in accordance with the provisions of the By-Laws, c) serve as the chairperson of the permanent Finance Committee, d) provide to the Membership updated income and expense reports in writing for each regular meeting and e) in general perform all duties as may be assigned by the Membership.

Section 9. Immediate Past President:

The outgoing President shall remain on the Executive Committee until the new President becomes the Immediate Past President.

Section 10. Permanent Committees:

The Association shall also consist of permanent committees that include 1) the Finance Committee, 2) the Safety Committee, 3) the Rules and By-Laws Committee, 4) the Welcoming Committee, 5) the Newsletter / Public Relations Committee, and 6) the Social Committee.

Future permanent committees may be established by a two-thirds majority of the general membership. Each committee will be directed by a chairperson(s) nominated by that committee and confirmed by a majority of the Executive Committee.

Section 11. Ad Hoc Committees:

The Association shall also have the authority to create special Ad Hoc Committees. Ad Hoc Committees may be established by a majority vote of the Executive Committee. Each Ad Hoc Committee will be directed by a chairperson(s) nominated by the committee and confirmed by a majority of the Executive Committee.

Section 12. Previous Officers:

The previous officers may act in an advisory capacity to the current officers of the Executive Committee as required to assume an orderly transition of duties.

Section 13. Compensation:

Officers shall NOT receive salaries for their services.

Article VIII

BUDGET

- Section 1. Non-profit Status
The Association shall at all times be operated on a non-profit basis and no interest or dividends shall be paid or payable by the Association to any member as such.
- Section 2. Member Donations for Administrative Expenses
The Executive Committee may request from the Members an annual donation of said determination per household. A committee of five neighbors led by the Treasurer will comprise the Finance Committee and be responsible for donation collection. The annual donation, collected each July, will be used to offset the administrative expenses incurred expressly on behalf of the Association. Refer to the officer description in Article VII, Section 8, for the handling of these donations.
- Section 3. Corporate Fund Raising
The Executive Committee may request from businesses cash and in-kind donations. The donations will be used for administrative expenses and Druid Hill's Neighborhood functions. Refer to the officer description in Article VII, Section 8, for the handling of these donations.

Article IX **MISCELLANEOUS**

- Section 1. Rules and Regulations
The Membership shall have power to make and adopt such rules and regulations, not consistent with law, or these By-Laws, as it may deem advisable for the management of the business and affairs of the Association.
- Section 2. Accounting System and Reports
The Membership shall cause to be established and maintained, in accordance with generally accepted principles of accounting, an appropriate accounting system.
- Section 3. An archived copy of all files and newsletters shall be kept on file in the custody of the Secretary. Officers will update the archives at the regular meetings.

Article X **AMENDMENTS**

These By-Laws may be altered, amended or repealed by the affirmative vote of two-thirds of the Membership present at any regular or special meeting, provided that notice of such meeting shall have contained a copy of the proposed changes.

These By-Laws were revised on April 21, 2011 to reflect changes duly approved by the membership since the By-Laws were amended on April 12, 2007. This revised version supersedes any and all previous versions.

Article XI

DISSOLUTION REQUIREMENT

In case of the dissolution of the Association, the remaining monies shall be donated to whomever the members decide or another non-profit organization so designated by the Executive Committee.