

**BYLAWS**

**OF**

**CEDAR GROVE NEIGHBORHOOD ASSOCIATION**

**Article I. NAME AND PURPOSE**

**Section 1.1: Name:** The **NAME** of this organization shall be the **CEDAR GROVE NEIGHBORHOOD ASSOCIATION**, hereafter referred to as the **CEDAR GROVE NEIGHBORHOOD ASSOCIATION**. It shall be a nonprofit organization incorporated under the laws of DeKalb County, Georgia. The mailing address of the Association is Post Office Box 209, Ellenwood, GA 30294.

**Section 1.2: Purpose:** These Bylaws shall govern the Association and its members, and facilitate the fulfillment of the purposes provided in the Articles to follow.

**Article II. MEMBERSHIP/LEGAL DISCRIPTION OF BOUNDARIES**

**Section 2.1: Eligibility for Membership:** Membership in the Association is voluntary. Opportunities for membership shall be extended to all current residents, property owners, business establishments in, on, at, or near 1-285 at Highway 42 at Cedar Grove Road, East Conley Road; Moore Road; Bouldercrest Road; Panthersville Road; Ward Lake Road; River Road, in the cities of Conley, Ellenwood; located in current Commissioner District 5, at Large Commissioner District 6, and School District 3 (**See Attachment 1 – map**).

**Section 2.2: Membership Dues:** Membership shall be defined as any individual or household who completes an Application for Membership and pays annual dues for the said purpose of holding Membership in the Association, thereby, being a voting member.

**Section 2.3: Annual Dues:** Annual Dues are non-refundable. The amount required for annual dues shall be **\$20.00** each year per household. This amount may be changed by the Board of Directors of the Cedar Grove Neighborhood Association **at the first annual meeting for the current year**. Membership is for one (1) year, **beginning January 1<sup>st</sup> through December 31<sup>st</sup>**. Annual dues may also be paid in the form of check made payable to Cedar Grove Neighborhood Association, or cash.

Dues are received in the form of a donation to the Association and are not considered a charitable deduction.

**Open Membership enrollment months for the upcoming calendar year are October, November and December.**

**Section 2.4: Honorary Membership:** an Honorary Membership may be extended to 1) any current member of the Association on their 77<sup>th</sup> birthday; 2) any current member who has become totally disabled; and 3) any special considerations made by a majority vote of the current Officers of said Association.

**Section 2.5: Termination of Membership:** Any member may voluntarily terminate his/her membership by sending a written letter or email ([cgnbhdassoc2015@gmail.com](mailto:cgnbhdassoc2015@gmail.com)) of resignation to the Board of the Association. Membership terminates at the end of the current membership term (December 31<sup>st</sup>) or when an individual or household is no longer eligible for membership as stated in Article II, Section 2.1.

### **Article III. OFFICERS**

**Section 3.1: Officers.** The Association shall have the following Officers:

President

Vice President

Treasurer

Secretary

Asst. Secretary

Parliamentarian

Board of Directors.

**Section 3.2: Nomination and Election of Officers.** All officers must meet eligibility for membership as described under Article II, Section 2.1. Members shall submit All nominations of Officers for the upcoming Election Year to the Board during the months of October, November and December. The Board will consider all nominations submitted, vote, select and present Elected Officers at the January general meeting. In emergency situations such as death, resignation, removal, or incapacity, the President and Board of Directors may appoint a temporary Officer until the time of the scheduled election of the Association.

**Section 3.3: Term of Office.** The Officers shall serve two (2) consecutive years which constitute one term. (Every two years is an election year). The Board of Directors may continue to serve indefinitely if not replaced, as long as the Board Member continues to meet the criteria for membership in good standing while affiliated with the Association. An officer may resign by providing written notification to the Board of Directors within 45 days of the effective date of resignation. Such resignation shall take effect on the date stated on the notice. Acceptance of the resignation by the Board is not necessary to make it effective.

**Section 3.4: Duties of Officers Defined.** All officers are expected to conduct themselves as any other elected Official. No Officer shall have the power or authority to bind the Association to any contract or engagement, to pledge its credit or to render it liable pecuniary for any purpose in any amount. The Duties of the Officers shall not be limited as enumerated below, but may be assigned additional duties by the Association when and where necessary:

- The **President** shall be the principal executive officer of the Association and shall preside over all meetings, represent the Association on public occasions, which he/she acts on behalf other association and its directors. He/she may appoint committees from among the membership from time to time, as deemed advisable, to assist in improving the quality of life for the citizens of the Association. The President has the authority to request a written report at anytime provided the holding officer/committee chair has been notified 5 business days in advance. **The President cannot sign any documents on behalf of the association without a majority vote from the board of directors with/without legal advice. If feasible the members of the Association should be given an opportunity to review, discuss and approval as well as obtain legal advice on extremely crucial issues.**
- The **Vice-President** shall assist the President as the President requests and perform other duties as approved by the Board of Directors. In the excused absence of the President, the vice-President shall exercise the powers and perform the duties of the President which are approved by the Board of Directors of the Association.
- The **Secretary** shall keep adequate minutes of all proceedings and attendance at meetings of the Board of Directors and Association, and keep record of the Association activities. The secretary shall be responsible for typing and formulating documents necessary for the Association and its Officers.
- The **Assistant Secretary** shall assist in the duties of the Secretary.
- The **Treasurer** shall have custody of all property of the Association including funds, securities, and evidences of indebtedness. The Treasurer shall collect, safeguard, disburse, and keep the financial records and books of the account of the Association in accordance with good accounting practices. Periodic reports of all treasury-related functions will be made by the Treasurer. The Treasurer shall keep detailed: A written treasurer report should be submitted prior to the Board of Directors meeting and prior to the Community Monthly Meeting.

Accurate records in chronological order of receipts and expenditures affecting the Association. If requested, the records, books and the account, and vouchers authorizing payments shall be available for examination by a member in good standing in the presence of the President, Vice-President, and Secretary during convenient days and times. The treasurer must agree to sign a letter of intent each year at the first meeting of the calendar year or at the time he/she accepts the position.

An internal audit must be performed at the end of each fiscal year (October 31) for all records as long as the ending balance does not exceed \$5,000.00. An external audit is required for ending balance exceeding \$5000.00. The organization must vote on a reasonable fee for these services.

- The **Parliamentarian** shall enforce the Association's By-laws at all Board and Association meetings.
- The **Board of Directors**: The President of said Association shall appoint the Board of Directors. There shall be, no less than three (3) or more than seven (7) Board of Directors in any given year. The Board of Directors has the authority to replace/remove an officer or board member if he/she does not participate in 3 consecutive meetings. (Written or verbal notification of absence is accepted and must be presented to an officer of the board). A written notification in the form of a letter from the Officers and Board of Directors must be mailed via Certified Mail to the absent board members terminating their office.

**Section 3.5: Removal from Office.** Officers may be removed for just causes as determined by the Board of Directors by majority vote and according to *Article II, Section 2.5*.

**Section 3.6: Powers of Officers.** The Association shall be managed by the Officers so appointed, with powers consistent with the Articles of Organization and these Bylaws of the Association. Officers shall be responsible for the affairs of the Association and shall have all the powers and duties necessary for the administration of the Association's affairs. Officers may do all legal acts permitted in accordance to the Bylaws of this Association. Officers shall have the power and authority to:

- Contract for insurance coverage on behalf of the Association to protect the Association if needed.
- Adopt and publish Rules and Regulations governing the use of personal conduct of Officers and Members and their guests, and establish penalties for the infractions thereof.
- Increase or decrease the amount of the annual dues as stated in Section 2.3.
- Settle a cause of action on behalf of the Association as well as protect the credibility of the Association.
- Determine who shall be authorized to make and sign all documents on behalf of the Association and the Board.
- Ensure the effectiveness of the Association and its activities.

**Article IV. MEETINGS**

**Section 4.1: Place of Meetings:** Meetings of the Association shall be held at the principal business office of the Association or at any other place the Officers may select.

**Section 4.2: Regular Meetings.** Meetings of the Association shall be held Quarterly (Jan., April, July, October) beginning in January of each year. Meetings shall be held on the third (3<sup>rd</sup>) Thursday of the month from 7:00 p.m. until 8:30 p.m. in accordance with Section 4.5.

**Section 4.3: Notice of Meetings.** A written or printed notification (i.e., email, flyer, etc.) stating the place, day and hour of the meeting shall be made available 3 – 7 days prior to the date of the meeting.

**Section 4.4: Board Meetings.** The Board of Directors of the Association shall meet and/or conferences call prior to the Association meeting at a place and hour designated by the President of the Association. The Board of Directors should meet no less than 4 times a year.

**Section 4.5: Special Meetings.** The Officers and Board of Directors must be in agreement that a special call meeting is needed prior to sending written notification to Members of the Association at least seven (7) days in advance unless time is of the essence.

**Section 4.6: Parliamentary Rules-Conduct of Meetings.** The Association shall make every attempt to use Roberts' Rules of Order to govern the conduct of the meetings, when Roberts' Rules do not conflict with Georgia law, the Articles of Incorporation, or these Bylaws. This order of business shall include but not limited to:

- Call to Order
  
- Committee Reports/Treasurer
  
- Follow the agenda as written and voted upon by the Board of Directors
  
- Questions/Comments from the floor
  
- Adjournment

The President of the Facilitator of the meeting as appointed by the President may change this Order of Business as deemed necessary.

**Section 4.7: Adjournment of Meetings.** All meetings of the Association shall adjourn as scheduled. No business shall be conducted, discussed, or any decisions made after the meeting has been adjourned, unless the meeting is called back into session by the President, or in the absence of the President, by a designated Board Member assigned by the President or Board of Directors to act on behalf of this Association.

## **Article V. VOTING**

**Section 5.1: Voting Eligibility.** The Association shall have one (1) class of voting membership. The voting members shall be those adults of legal age (18 and above). During an election year, members must sign up for membership during the enrollment period as stated in Section 2.3 to be eligible to vote in an election year of which new officers are elected.

Critical issues in accordance with the Bylaws and procedures of this Association shall be decided by a quorum as stated under **Article V. Section 5.2**. Non critical and vital issues necessary to conduct general business do not constitute a quorum for voting.

**Section 5.2: Quorum for Voting.** No quorum is necessary to conduct a meeting; however, no decisions shall be voted upon or decided without a quorum - Two (2) Elected Officers and at least 5 Board Members of the Association.

## **Article VI. COMMITTEES**

**Section 6.1: Authorization to Establish Committees.** The President may establish committees as deemed necessary to pursue its stated objectives as long as the objectives are in line with the goals and objectives of the Association. Only Members who meet the criteria as set forth in these Bylaws for Membership shall be eligible to serve on a committee. In extenuating circumstances, the President and Board of Directors of this Association shall consider a person for a committee who is not a Member but will duly assist this Association in pursuing its mission as stated in these Bylaws.

**Section 6.2: Compensation.** All services rendered to this Association are voluntary. No Officer, board member or members of this Association shall receive compensation of any kind. In the event reimbursement is requested for monies paid out of pocket on behalf of the Association, prior approval must be given by the President and Treasurer prior to paying out of pocket and receipts/invoices must be presented. A completed reimbursement form must be submitted to the treasurer for all expenses and vouchers.

**Article VII. FINANCES**

**Section 7.1: Expenditures.** All expenditures are approved by the president and Treasurer, and must be properly documented and made available for public review by inclusion in the Treasurer's Report.

**Section 7.2: Depository.** The depository of the Association shall be Wells Fargo Bank and can be changed at any time by four (4) of the Officers of the Association. Withdrawal of monies from such accounts shall be only by checks signed by the Treasurer as authorized by the Board pursuant to the Articles of these Bylaws. Two (2) signatures must appear on the bank account of this Association at all times. All checks less than \$100 shall be written at the discretion of the President and Treasurer, who shall be held accountable for any and all monies disbursed on behalf of this Association. Any checks to be written in excess of \$100 must receive prior approval from the Board of Directors.

**Section 7.3: Financial Reports.** Quarterly financial Reports shall be prepared by the Treasurer and presented to the Members of the Association. The Board shall establish reasonable rules for the Inspection of such documents, the copying of such documents and the usage of the documents; however, in no event will the Membership roster be made available to anyone other than an Officer of this Association. All financial records shall be audited annually by an outside service as approved by the Officers. You may request and review the financial report by contacting any Board member and being a voting member of the Association at this time of the request.

**Section 7.3.1**

A written report by the auditor must be submitted to the President, the Executive Board and made available to members of the Association upon request.

**Section 7.4: Fiscal Year.** The initial fiscal year of the Association shall be October 1st through September 31<sup>st</sup>. Any changes thereof may be set by resolution of the Officers.

**Article VIII. AMENDMENTS**

**Section 8.1: Procedure.** These Bylaws may be amended by a quorum as stated under Article V. Section 5.2. All amendments to these bylaws are to be taken seriously and are considered critical to the function of the association.

**Article IX. ACCEPTANCE OF BYLAWS**

**Section 9.1: Voting.** Acceptance and amendments of these Bylaws shall be voted upon and adopted by the Associations' members at the general election meeting held in January. Electronics or written copies of the Bylaws shall be made available to all paid members at the 1<sup>st</sup>

annual meeting. A Quorum must be present at the time as stated in **Article V, Section 5.2 before amendments** are adopted and voted upon.

**Article X. CONFLICTS OF LAW /NON-COMPLIANCE WITH BYLAWS**

**Section 10.1: Conflicts or inconsistencies with the provisions of these Bylaws and Articles.** If there are any conflicts or inconsistencies between the provisions of Georgia law, the Articles of Incorporation, and these Bylaws, then the provisions of the Georgia law, the Articles of Incorporation, and these Bylaws, in that order, shall prevail.

*The foregoing is presented by the Board of Directors for adoption as the Bylaws of the Cedar Grove Neighborhood Association on the 19<sup>th</sup> day of December, in the year of 2009.*

**1<sup>st</sup> Amended Bylaws** was voted and adopted by the Cedar Grove Neighborhood Association on the 15<sup>th</sup> day of March, in the year of 2012.

**2<sup>nd</sup> Amended Bylaws** was voted and adopted by the Cedar Grove Neighborhood Association on the 6<sup>th</sup> day of January, in the year 2017.

Amended/Submitted:  
Board of Directors (1/18/2017)/  
Regenia Roberts, Secretary (1/18/2017)