

## RHNA By-Laws

- I. NAME
- I. Name. The name of the Association shall be RIDGEWOOD HEIGHTS NEIGHBORHOOD ASSOCIATION.
- II. PURPOSE
- I. Purpose. The purposes of the Association shall be:
  - a. To preserve and enhance the neighborhood character of Ridgewood Heights;
  - b. To foster a spirit of community within Ridgewood Heights and to enhance the quality of life of its residents;
  - c. To provide a forum for discussion of topics of mutual concern to the residents of Ridgewood Heights; and
  - d. To represent Ridgewood Heights in the greater Atlanta community.
- III. MEMBERSHIP
- I. Boundary. The Association's physical boundaries include all households located in Ridgewood Heights, which consists of the following area: 1701 - 1920 Moores Mill Road, 2409 - 2591 Ridgewood Road, 2514 - 2590 Ridgewood Terrace, 2560 - 2923 Ridgemore Road, 2657 - 2687 Ridgemore Place, 2473 - 2509 Warren Road, 2715 - 2823 Defoors Ferry Road, within the City of Atlanta, Georgia.
- II. Members. Membership shall be open to individuals 18 years of age or older who are residents of Ridgewood Heights, support the purposes of the Association, and apply for membership.
- III. Privileges. The Association exists for the benefit of its members. Each member shall enjoy these privileges, among others: (a) to vote in elections of the Officers and Board of Directors; (b) to be eligible to hold office; (c) to attend meetings of the general membership and Board of Directors; (d) to have reasonable access to the Association's records; and (e) to participate in activities sponsored or hosted by the Association.
- IV. Fiscal Year/Dues. The fiscal year runs from October 1st to September 30th of the following calendar year. Voluntary dues will be requested from each participating household in the Ridgewood Heights area each fiscal year. The amount of the membership dues will be determined from year to year by the Board of Directors.
- IV. MEETINGS OF MEMBERS
- I. Meetings. The Board of Directors may convene meetings of the members from time to time, as it shall deem necessary.
- II. Annual Meeting. The Board shall convene at least two meetings of the members each year, in the spring and in the fall. The spring meeting shall be designated the Annual Meeting at which elections are held.
- III. Special Meetings. Upon the written request of twenty-five percent (25%) of the members, the Board shall convene a special meeting.
- IV. Notice of Meetings. Notice of a meeting will be given at least five (5) days before the meeting, by delivery of written notice to all members or by posting in highly visible locations within the Association's physical boundaries.
- V. Quorum. A quorum shall consist of those members present at the meeting.
- VI. Voting. Each member shall have one vote on all matters brought before the membership for a vote. There shall be no vote by proxy.
- V. BOARD OF DIRECTORS
- I. Authority and Responsibility. A Board of Directors shall manage the affairs of the Association. The Board of Directors shall actively promote the purposes of the

- Association, establish and implement its policies, secure resources for the Association, approve an annual budget, and supervise all Association activities.
- II. Number. The Board of Directors shall consist of at least seven (7) persons who are members of the Association. Three general Directors, four Officers (the President, Vice President, Secretary, and Treasurer), and the chairpersons of all standing committees shall comprise the Board. A Director or Officer may chair a standing committee. Otherwise, a Board member shall hold only one office at a time.
  - III. Compensation. No compensation will be paid to any member of the Board of Directors for service on the Board. The Board may, however, appoint and employ persons who are necessary for the administration and management of the Association, and pay reasonable compensation for services performed.
  - IV. Ability of Member to Bind Association. No member of the Association may bind the Association to any contract, agreement or obligation. Members of the Board may bind the Association only with the express agreement and permission of the Board, as noted in writing in the minutes of Board meetings or by the President.
- VI. MEETINGS OF BOARD OF DIRECTORS
- I. Regular Meetings. The Board of Directors shall hold regular meetings at least six times each calendar year, unless the President informs the Board that a meeting is unnecessary.
  - II. Special Meetings. Special meetings of the Board may be called by the President or by the Secretary on written request of three Directors.
  - III. Notice of Meetings. Notice of regular meetings of the Board shall be given at least five (5) days before the meeting. Notice of special meetings shall state the reason for such a meeting and shall be given at least three (3) days before the meeting.
  - IV. Quorum. A majority of the voting Board members shall constitute a quorum for the transaction of business.
  - V. Voting. Each Director who is elected or appointed under Article VIII shall have one vote on any motion before the Board. A simple majority affirmative vote is required to pass a motion before the Board. There shall be no vote by proxy, except that a vote by proxy shall be allowed on a motion to remove a Director or to change the bylaws.
  - VI. Action By Consent. The Board shall have the right to take any action that it could take at a meeting by obtaining the written approval of all Directors. Any action so approved shall have the same effect as though taken at a meeting of the Board.
  - VII. Reports/Open Meetings. The Board of Directors shall report its formal actions regularly to the membership, and all Board of Directors meetings shall be open to the membership.
- VII. OFFICERS
- I. President. The duties of the President are to call and to preside at all meetings of the Board of Directors and all meetings of the general membership; to oversee the interests and welfare of the Association in the community; to establish and appoint all committees, subject to the approval of the Board; to serve as an ex-officio member of all committees; to represent the Association as its spokesperson in the community; to execute on behalf of the Association all written instruments that may be required; and to perform such other duties as may be delegated by the Board.
  - II. Vice President. The duties of the Vice President are to assist the President and preside in the absence of the President. The Vice President shall also serve as the Association's parliamentarian.
  - III. Secretary. The duties of the Secretary are to keep all records and papers of the Association, except the records of the Treasurer. The Secretary also shall give or cause to be given all notices of meetings of the general membership and the Board of Directors; shall record the votes and keep the minutes of all meetings and proceedings; shall keep appropriate current and historical records, including records of membership; and shall perform such other duties as may be assigned by the President.

- IV. Treasurer. The duties of the Treasurer shall be to oversee the finances of the Association and the receipt and disbursement of all of its funds. The Treasurer shall maintain full and accurate fiscal accounts and records; report to the Board of Directors and to the membership of the Association at each meeting; and perform such other duties as may be assigned by the President.
- VIII. ELECTIONS AND TERMS OF OFFICE
  - I. Election and Terms of Office. The Officers and general Directors shall be nominated by the Nominating Committee and elected by the membership at the Annual Meeting in the fall. Each Officer shall serve a one-year term (or until a successor is elected). Each general Director shall serve a two-year term (or until a successor is elected). No Officer or general Director shall serve more than two (2) consecutive terms. At no time may the President also act as Treasurer, as both are authorized check signers.
  - II. Vacancies. Any vacancy on the Board caused by any reason shall be filled by vote of the majority of the remaining Directors. If, after request of the general membership, no viable candidate is identified for the vacancy, then another Officer or Director may volunteer to serve as Acting Officer or Acting Director until the next general membership election, or such time a viable candidate is agreed by a majority of the remaining Directors.
  - III. Removal. Any Officer or general Director may be removed for cause by two-thirds vote of the full Board of Directors. Any Board member who is absent from three (3) consecutive meetings of the Board may be asked by the Board to resign.
- IX. COMMITTEES
  - I. Committees. The President of the Association, subject to the approval of the Board of Directors, shall have the authority to establish committees to serve the purposes of the Association; to appoint committee chairpersons; and to establish the number of committee members.
  - II. Standing Committees. The President, subject to the approval of the Board of Directors, shall have the authority to appoint the chairpersons of the five standing committees: Traffic, Safety, Zoning and Land Use, Communications, Atlanta Public Schools and Special Events. Chairpersons of standing committees whom are not already officers or general Board members will serve as non-voting members of the Board of Directors.
  - III. Nominating Committee. There shall be a Nominating Committee, established by the President and approved by the Board. The Nominating Committee shall assess the Board's composition to determine its particular needs, recruit, screen and nominate potential Officers and general Directors of the Board. It will solicit nominations from the membership of the Association as well as making nominations of its own. The Committee will give its list of nominations to the President at least thirty (30) days before the fall Annual Meeting of the general membership. No more than one-half of the Nominating Committee may be members of the Board.
  - IV. Checkbook Review. There shall be a Checkbook Review by Board Member who is not the Treasurer or President (the Vice-President, Secretary or a Director) on an annual basis. The individual performing the Checkbook Review will provide a statement of findings, or statement of negative assurance if no findings, at the fall Annual Meeting.
- X. CHANGES TO BYLAWS
  - I. Adoption by the Board. The Board of Directors shall adopt the original bylaws by resolution. Thereafter, bylaws can be adopted, amended or repealed by a two-thirds vote of the members present at any general meeting of the Association for which written notice of the proposed changes and of the meeting has been sent to the membership at least ten (10) days in advance.