

Historic Brookhaven Neighborhood Association

Mission Statement: to serve our neighborhood by providing useful information and services that create value and build a sense of community.

Bylaws

Article One: Name

The name of the corporation is Historic Brookhaven Neighborhood Association, Inc., hereinafter referred to as the "Association".

Article Two: Membership

The following households shall be eligible for membership in the Association, subject to reasonable requirements set by the Board of Directors: any adult property owner and/or spouse residing in single-family residences in the Brookhaven-Club area which includes Abington Court, Angelo Court, Angelo Drive, Bellaire Drive, Bellaire Lane, Brookgate Way, Brookhaven Manor Crossing, Brookhaven Court, Brookhaven Drive, Brookhaven Green, Brookhaven Lane, Brookhaven Place, Brookhaven Row, Brookhaven Square, Brookhaven Walk Way, Calvert Lane, Capital City Lane, Carter Drive, Club Circle, Club Commons Circle, Club Drive, Club Place, Club Station Drive, Club Terrace, Club Valley Drive, Davidson Avenue, East Brookhaven Drive, East Club Lane, Farm Brook Lane, Farmington Lane, Forest Lane, Fuller Road, Havenridge Court, Havenridge Lane, Hunters Brook Court, Lakehaven Drive, Mabry Lane, Mabry Oaks Drive, Mabry Road, Manor Brook Court, Manor Brook Terrace, Moores Club Place, Narmore Drive, One Brookhaven Drive, Paige Way, the east side of Peachtree-Dunwoody Road (from Peachtree to Atlanta city limit), Stone Brook Park, Stovall Boulevard (east of Peachtree-Dunwoody Road), Town Commons Circle, Vermont Place, Vermont Road, Wendover Drive, West Brookhaven Drive, West Club Drive, West Club Lane, and Winall Down Road.

The Board of Directors shall be empowered to require the payment of dues as a condition to membership and shall determine the amount of such dues in its discretion. Dues shall be paid on behalf of the single-family residence. Households who have met the requirements for membership in the Association, as set out in these Bylaws and by the Board of Directors, shall be eligible to vote at meetings of the membership. On any given motion voted on by the membership, Members' vote shall be limited to one (1) vote for each single-family household, regardless of the numbers of Members in that household.

Article Three: Meetings of Members

Annual Meetings: The Association shall have two (2) general meetings of the entire membership each year, one in the Spring and one in the Autumn, for the purpose of transacting business of the Association. During the Autumn general meeting, the election of Directors shall be held. The specific date of each general meeting shall be set by the President of the Association.

Special Meetings: The President or the Board of Directors may call special meetings of the Members of the Association for any purpose or purposes, and the President shall call a special meeting of the Members at the request of not less than five (5%) percent of the Members of the Association.

Notice: The President shall give notice of the date of a general meeting at least ten (10) days prior to the meeting date. Said notice need only be provided to those Members who have paid their dues for the current year. The President of Board of Directors shall provide at least three (3) days' notice of any special meeting of the Members of the Association.

Location: The Board of Directors may designate any place within the State of Georgia, unless otherwise prescribed by statute, as the place for the two general meetings or any special meeting called by the President or Board of Directors.

Quorum: At any general meeting or special meeting of the Members, attendance by twenty-five (25) Members of the Association entitled to vote shall constitute a quorum for any action except as otherwise provided in these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote at the meeting shall have the power to adjourn the meeting, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented. During a special meeting, the Members will be allowed to vote online. Replies by twenty-five (25) Members of the Association entitled to vote shall constitute a quorum for any action except as otherwise provided in these Bylaws. These replies should be received by 10 days from time the vote has been sent. If, however such quorum shall not be reached within these 10 days, the vote will be postponed until a quorum can be met.

Article Four: Board of Directors

Number: The affairs of the Association shall be controlled and administered by a Board of Directors consisting of a minimum of thirteen (13) and a maximum of twenty (20) Directors, each of whom shall be a member of the Association.

Term of Office: Each director shall serve a term of two (2) years, commencing at the monthly meeting of the Board of Directors held in December in the first year following

his/her election until the meeting of the Board of Directors held in December of the second anniversary of his/her election. Board members may be re-elected for multiple terms

Resignation: A Director may resign his/her appointment at any time.

Removal: Any Director may be removed from the Board, with or without cause, by majority of the board.

Replacement: In the event of the death, removal, resignation, or incapacity of any Director before the expiration of his/her term of office, the Executive Committee may select his/her successor, who shall serve for the unexpired term of the Director who has died, been removed, resigned, or become incapacitated.

Compensation: No Director shall receive compensation for any service he/she may render to the Association. However, any Director may be reimbursed for his/her actual expenses incurred in the performance of his/her duties. No director shall use any Association database or other Association resource for his/her individual benefit or to promote his/her individual endeavors.

Article Five: Nomination, Election, and Meetings of Board of Directors

Nomination: Nomination to the Board of directors shall occur as follows: At least one (1) month before the general meeting, the President shall convene the board of Directors to sit as a Nominating Committee. The Nominating Committee shall confer and shall develop a list of nominees. The Nominating Committee shall notify the full Membership of its list of nominees not less than ten (10) days before the general meeting. At the general meeting, new Directors shall be elected from that slate of nominees by majority vote of the Members present at the general meeting. In the event a sufficient number of new Directors are not nominated and elected at the general meeting, the process for nomination and election set forth above shall occur before and at the following general meeting.

In the interim, the remaining directors may select interim Directors for any vacant Board position, and the interim Directors shall serve until permanent Directors are nominated and elected at the following meeting. An interim Director shall be a member of the Association, and an interim Director may be a Director whose term most recently expired. Any interim Director elected at the general meeting shall serve for the remainder of that year plus an additional year, so that his/her term of office will be the same as if he/she had been elected at the previous general meeting.

Regular Meetings: The President shall call regular meetings of the Directors in his/her discretion if he/she shall determine that such regular meetings are necessary; provided, however, that the President shall strive to call regular meetings of the Directors once

each month. The regular meetings shall be held at such place and time as may be fixed from time to time by resolution of the Board. The Director should make every effort to regularly attend meetings. At the discretion of the Executive Committee, a Director may be removed from office following three (3) missed meeting in a year.

Special Meetings: Special meetings of the Directors shall be called upon request being made to the President by any three (3) Directors. Notice of any special meeting of the Directors shall be given to the Directors at least three (3) days prior to the date set for such special meeting.

Quorum: A majority of the number of Directors shall constitute a quorum for the transaction of business. 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.

Action Without a Meeting: The board of Directors shall have the right to take any action, in the absence of a meeting of the Directors, that the Board could take at a meeting by obtaining the signature of all Directors on a written/electronic consent setting forth the action to be taken. Any action so approved shall have the same effect as though taken at a meeting of the Directors. Similarly, a committee within the Board of Directors shall have the right to take any action, in the absence of a meeting of the committee members, that the committee could take at a meeting by obtaining the signature of all committee members on a written consent setting forth the action to be taken.

Article Six: Executive Committee

Enumeration of Officers and the Executive Committee: the Officers of the Association shall be a President, President-Elect, Vice Presidents over standing committees. (ie: Transportation, Zoning, Communication, Community Maintenance and Enhancement, Events and Sponsorships), a Secretary, and a Treasurer, each of whom shall make up the Executive Committee.

Election of Officers: The Officers of the Association shall be elected by the Directors and shall be elected annually at the December meeting of the Directors held after the Autumn general meeting of the membership. The Directors shall make best efforts to select as President a person who has served as a Director on the Board in some capacity for at least one term.

Term: The President of the Association shall hold office for two (2) years unless he/she shall sooner resign, be removed or otherwise become disqualified to serve. The other Officers of the Association shall hold office for two (2) years unless he/she shall sooner resign, be removed, or otherwise become disqualified to serve. The President and Officers may be reelected to the same office. In the second year of the President's

term, a President-Elect shall be elected if the President has declared that he/she doesn't intend to serve for another term.

Special Appointments: The Executive Committee 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, deem necessary.

Removal and Resignation: Any Officer elected by the Directors may be removed from office by a majority vote of the Directors, with or without cause, whenever in the Directors' judgment the best interest of the Association would be served thereby. Any Officer shall be removed immediately upon violation of Article Four (Compensation) of these Bylaws. Any Officer may resign from office, with or without resigning from the board, at the time by giving written notice to 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 such resignation shall not be necessary to make it effective.

Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by appointment by the Executive Committee, and approved by the Directors. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer he/she replaces.

Multiple Offices: The same person may hold the offices of Secretary and Treasurer. No person shall simultaneously hold more than one of any of the other offices, except for special offices created as set forth above.

Duties: The duties of the Officers are as follows:

(a) The President shall be the principal officer of the Association and, subject to the control of the Directors, shall in general supervise and control all of the business and affairs of the Corporation. He/she shall, when present, preside at all meetings of the membership and of the Directors, shall see that resolutions of the Board are carried out, and shall sign written instruments (unless signature authority has been vested with another Officer or Officers). In the absence of the President or in the event of his/her death, inability or refusal to act, the President Elect shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President. If it's the first year of the President's term and there is no President-Elect, the President may appoint one of the Directors to serve as an interim for a maximum of one meeting.

(b) The Vice Presidents shall exercise and discharge such duties as from time to time may be assigned to them by the President or by the Directors.

(c) The Secretary shall record the votes and keep the minutes of all meetings of the Members and Directors, see that all notices are duly given in accordance with the provisions of these Bylaws or as required, be the custodian of the Association's records and corporate seal, keep appropriate current records showing the Members of the Association together with their addresses, and in general perform duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Directors.

(d) The Treasurer shall have charge and custody of and be responsible for all funds of the Association, shall receive and give receipts for monies due and payable to the Association from any source whatsoever, shall disburse funds as directed by resolution of the directors, shall make an annual accounting to the directors, shall deposit all monies in the name of the Association in such banks or other depositories as shall be selected in accordance with these Bylaws, and in general shall perform all of the duties incident to the duties as Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Directors.

Article Seven: Committees

The board of Directors, by resolution, may authorize formation of additional committees as deemed appropriate for carrying out its purposes, and it shall be the responsibility of the President to appoint the members and the chairperson of such committees, who shall be Members of the Association. With the exception of the Executive Committee, it is required for all Directors to serve on a committee.

Article Eight: Books and Records

The books, records and papers of the Association, including but not limited to these Bylaws, shall at all times, during reasonable business hours, be subject to inspection by any Member.

Article Nine: Commitments and Financial Affairs

Spokespersons: the President shall be the only person with general authority to act as spokesperson for the Association; provided, however, that the President may in his/her discretion designate for specific or general purposes other individuals to act in said capacity.

Contracts: The Directors may authorize any Officers or Officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances and on such terms as the Directors may designate

Loans and Expenditures: No loans shall be obtained on behalf of the Association, and no instruments of indebtedness shall be issued in the Association's name, unless

authorized by specific resolution of the Directors. No specific expenditure beyond previously approved budget limits shall be made on behalf of the Association in excess of \$250.00 without approval of the Board of Directors. The President or Treasurer shall sign all checks, drafts, or other orders for the payment of monies in the name of the Association or from the funds of the Association.

Deposits: All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in a bank or other depository as the Directors may select.

Article Ten

Fiscal year: The fiscal year of the Association shall begin on the first day of January in each year and shall end on the thirty-first day of December in each year.

Article Eleven

Amendments: These Bylaws may be modified, amended or repealed and new Bylaws may be adopted by a majority vote of the Members present at any general meeting as long as the number of Members present constitutes a quorum or at any special meeting when the proposed amendment has been set forth in the notice of such meeting. At least once every other year, they will be reviewed by the Executive Committee. The Board of Directors will approve any recommended changes, for final approval by the Members in the Spring General Meeting

By a majority of the Members present at the Fall General Meeting on November 6, 2017, these Bylaws were amended.

Bob Connelly, President

Anne Culberson, Secretary

SPECIAL ADDENDUM TO HISTORIC BROOKHAVEN NEIGHBORHOOD
ASSOCIATION BY-LAWS

To Be Voted on November 6, 2017 and to Expire December 31, 2018

In order to have a transition period with the creation of a formal President-Elect office of the Board of the HBNA, we recommend that the current President serve a one-year term (2018) rather than the proscribed two year term.

In 2019, the By Laws will resume the two-year term for the office of President.

Bob Connelly

Anne Culberson