

Constitution and Bylaws

Of

Laurel Ridge Shamrock Civic Association
Decatur, Georgia 30033

ADOPTED:

_____, 2014

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CONSTITUTION AND BYLAWS

OF

LAUREL RIDGE SHAMROCK CIVIC ASSOCIATION

ARTICLE I

PURPOSE

Section 1. General. The Laurel Ridge Shamrock Civic Association, (the "Association") serves to enhance the livability of the neighborhood by working with governing bodies to influence decision making that affects the welfare of residents, through the following objectives:

- a. To unify the effort of the residents of the Laurel Ridge Shamrock neighborhoods and the surrounding areas for the achievement of common goals;
- b. To perpetuate the desirability of home ownership in the Laurel Ridge Shamrock neighborhoods and the surrounding areas;
- c. To ensure that future zoning and development in the Laurel Ridge Shamrock neighborhoods and the surrounding areas are compatible with existing land use;
- d. To facilitate communications between the residents and DeKalb County government; and
- e. To coordinate efforts with other civic associations and/or other neighborhood organizations working toward common goals.

Section 2. Organization. The Laurel Ridge Shamrock Civic Association, is authorized to apply for status as a nonprofit corporation organized under the laws of the State of Georgia. The Association shall have such powers as are stated in its Articles of Incorporation, as same may be amended from time to time, this Constitution and Bylaws, as same may be amended from time to time, and as are provided in the laws of the State of Georgia.

ARTICLE II

AUTHORITY

Section 1. Description of the Laurel Ridge Shamrock Civic Association. Laurel Ridge Shamrock Civic Association, may apply to be a tax exempt Georgia nonprofit corporation, whose membership are those individuals owning residential property or residing within the Laurel Ridge Shamrock neighborhoods and the immediately surrounding areas, who elect to join the Association.

Section 2. Powers and Authority of the Board of Directors. All powers of the Association shall be exercised by or under the authority of, and the business, property, funds and affairs of the Association shall be managed under the direction of its Directors, serving as its Board of Directors (sometimes referred to as "Board"). The Board of Directors shall have, is vested with and shall exercise unlimited powers and

authority, except as may be expressly limited by its Articles of Incorporation, as same may be amended from time to time, this Constitution and Bylaws, as same may be amended from time to time, or the laws of the State of Georgia, The Board of Directors shall have the power and authority to do or cause to be done by delegation to the President, or others, any and all lawful things for and on behalf of the Association. The Board of Directors shall have the power to exercise or cause to be exercised by delegation to the President, or others, any or all of its powers, privileges and franchises, and to do all things to seek the accomplishment of the Association's purposes and objectives.

ARTICLE III

MEMBERSHIP

Section 1. Eligibility for Membership. Any homeowner or resident residing in the Laurel Ridge Shamrock neighborhoods subdivisions or the immediately surrounding areas may become a member of the Association upon payment of the annual dues, which shall be established by the membership at its Annual Meeting each year following a recommendation from the Board of Directors as the amount of such annual dues. A Member may be admitted at any time upon payment of the dues for that calendar year. Joint membership for a single household may be sustained by payment of the sum equal to a single annual dues.

Section 2. Payment of Annual Dues. Annual dues shall be due and payable to The Laurel Ridge Shamrock Civic Association, by the annual September meeting. Any Member who fails to pay such dues by the annual meeting in September shall be considered delinquent and upon thirty (30) days written notice, shall be deleted from the membership roll for that year or until such time as the dues are paid in full.

Section 3. Voting Rights. Only those members who are current with the payment of annual dues shall be entitled to vote at any meeting of the membership. Each member shall have full voting rights and privilege, but no more than 2 votes per household may participate.

Section 4. Honorary Members. Honorary membership in the Association may be granted by the Board of Directors for good cause shown.

ARTICLE IV

MEETINGS OF MEMBERSHIP

Section 1. Annual Meeting. The membership shall hold an Annual Meeting in September of each year, which shall be its first regular meeting of such year. The time, date and place for the Annual Meeting shall be set by the Board of Directors and written and/or oral notice shall be given to the members no more than sixty (60) and no less than fifteen (15) days prior to such meeting. At the Annual Meeting of the membership, the time, date and place of all regular meetings, if any, shall be set, and officers and Directors of the Association shall be elected by the membership.

Section 2. Regular Meeting. The membership shall meet annually or as often as necessary to conduct the business of the Association. The time, date and place for regular meetings of the membership may be changed by the Board of Directors provided written or oral notice is given to all members at least fifteen (15) days prior to such meeting.

Section 3. Special Meetings. Special meetings of the membership may be called by the Board of Directors. Written or oral notice of the special meeting shall be given to each member no more than sixty (60) and no less than five (5) days prior to such meeting. The notice of a special meeting shall state the purpose for which the special meeting has been called and the time, date and place for such special meeting. No business other than that stated in the notice shall be transacted at such special meeting.

Section 4. Quorum and Other Requirements. For all meetings of the membership, both regular and special, the members present shall constitute a quorum for the conduct of business. Attendance at any meeting shall constitute a waiver of that member's notice of such meeting. Whenever not in conflict with the Articles of Incorporation or these Bylaws, the latest revision of Robert's Rules of Order shall govern the conduct and procedure of all meetings.

Section 5. Voting at Meetings. Except as otherwise provided in the Articles of Incorporation, as same may be amended from time to time, this Constitution and Bylaws, as same may be amended from time to time, or the laws of the State of Georgia, all resolutions, questions presented or other actions of the membership shall be decided by a majority vote of those members, constituting a quorum, who are entitled to vote at the meeting. Each member, and up to two (2) designated members from a joint membership, shall be entitled to one (1) vote and there shall be no voting by proxy.

Section 6. Voting by Mail. Where officers are to be elected by Members, or any changes in the Bylaws are to be voted on, or any other election is to be made whereby a count of votes of all members may be desired, such election may be conducted by mail or distribution ballot in such manner as the officers of the Association shall determine advisable.

Section 7. Minutes of the Meetings. The report of the actions taken in all meetings by the membership shall be reduced to writing and signed by the Secretary of the Association. Such minutes shall reflect the actions taken by the membership at the meeting and shall be approved at the next regular meeting of the membership.

Section 8. Action without a Meeting. No action of the membership may be taken without a meeting of the membership.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Composition of the Board. The composition of the Board of Directors shall be the duly elected President, Vice President, Secretary and Treasurer of Association and an additional five (5) Directors, all of whom shall be members of the Association. The terms for Directors serving on the Board shall be for one (1) year with President, Vice President, Secretary and Treasurer and the five (5) additional Directors eligible for reelection.

Section 2. Selection of Directors. Directors shall be nominated by the Nominating Committee or from the floor at the Annual Meeting of the membership and elected by membership at such meeting. Directors, unless removed from office, shall serve until their successors are duly elected and have taken office. Any vacancy in the Board of Directors shall be filled by an appointment for the remaining term of such Director by the President of the Association.

Section 3. Conflicts of Interest. Members of the Board of Directors, including the officers of the Association, shall comply with the following regarding possible conflicts of interest:

- (a) At such time as any matter should come before the Board of Directors so as to give rise to any possible conflict of interest, the affected member of the Board shall make known the possible conflict of interest, whether disclosed orally or by written statement, to the other members of the Board and such disclosure shall be made a matter of record at any meeting whenever the interest becomes a matter of Board action or concern.
- (b) Any member of the Board having such a conflict of interest on any matter shall not vote or use personal influence on such matter, shall withdraw from the meeting for so long as the matter shall be under discussion and the minutes of the meeting shall reflect that a disclosure was made and such member's absence from discussions and voting. The foregoing requirements shall not be construed as preventing such member of the Board from briefly stating his or her position on the matter, nor from answering questions of other members of the Board.
- (c) Any new member of the Board shall be advised of this provision upon beginning the duties of his or her office and all current members of the Board shall review this provision at the Annual Meeting of the Board,
- (d) Where there exists any such conflict of interest, a member of the Board shall not use his or her personal influence with any other member of the Board, committee member, officer, or agent of the Association in an attempt to influence any decision or action with regard to such matter.

Section 4. Compensation. Members of the Board of Directors shall serve in such capacity without compensation, except for reasonable expenses approved by the Board of Directors.

Section 5. Review of Performance of Board of Directors. The Board of Directors shall monitor and periodically review and assess its performance, which shall be done as needed, but no less than annually.

ARTICLE VI

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meeting. Following the Annual Meeting of the membership, the Board of Directors shall hold its Annual Meeting in September of each year, which shall be its first regular meeting of the year. The time, date and place for the Annual Meeting of the Board shall be set by the President of the Association and written notice shall be given to all members of the Board at least five (5) days before such meeting. At its Annual Meeting, the time, date and place for all regular meetings, if any, for the year shall be set; and appointments to the various committees of the Board, if any, shall be made.

Section 2. Regular Meetings. The Board of Directors shall meet as often as necessary to conduct its business. The time, date or place for regular meetings may be changed by the President or the Board, provided written or oral notice is given to all members of the Board at least five (5) days prior to such meeting. A meeting includes Board of Directors and President to decide an issue.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the President or upon written request of any two (2) members of the Board. Written or oral notice of special meetings shall be given to each member of the Board at least five (5) days prior to such meeting. The notice shall state the purpose for which the special meeting has been called and the time, date and place for such special meeting. No business other than that stated in the notice shall be transacted at such special meeting.

Section 4. Quorum and Other Requirements. For all meetings of the Board of Directors, both regular and special, a majority of the members of the Board shall constitute a quorum, provided at least two (2) officers of the Association are present. Attendance at any meeting shall constitute a waiver of that member's notice of such meeting. Whenever not in conflict with the Articles of Incorporation, as same may be amended from time to time, or this Constitution and Bylaws, as same may be amended from time to time, the latest revision of Robert's Rules of Order shall govern the conduct and procedure of all meetings.

Section 5. Voting at Meetings. Except as otherwise provided in the Articles of Incorporation, as same may be amended from time to time, this Constitution and Bylaws, as same may be amended from time to time, or the laws of the State of Georgia, all resolutions, questions presented or other actions of the Board of Directors shall be decided by a majority vote of the members present and entitled to vote at a meeting. Each member of the Board shall be entitled to one (1) vote and there shall be no voting by proxy.

Section 6. Minutes of Meetings. A report of the actions taken at all meetings of the Board of Directors shall be reduced to writing and signed by the Secretary or the President of the Association. Such minutes shall reflect the actions taken by the Board at the meeting and shall be approved at the next regular meeting.

Section 7. Action Without Meeting. No action may be taken by the Board of Directors without a meeting, and/or real time written or oral communication of the Board of Directors.

Section 8. Powers. The Board of Directors shall have no authority to negotiate any contracts, enter into any agreements or make any presentation which may result in individual liability of any Association member, as reasonably determined by the Board in its sole discretion.

Section 9. Notice to Membership. Significant actions of the Board of Directors, as determined in the sole discretion of the Board, shall be reported to the membership within thirty (30) days of the date such action was taken by the Board.

ARTICLE VII

ASSOCIATION MANAGEMENT

Section 1. Election of President. The membership shall elect a competent President qualified for the responsibilities of such office who shall be the President of the Association for a period of one (1) year and is eligible for reelection. The President shall be responsible for the management of the Association and all of its activities.

Section 2. Authority of President. Subject to this Constitution and Bylaws, as same may be amended from time to time, and such policies, resolutions and actions as from time to time may be taken by the Board of Directors, the President shall have authority and responsibility, as delegated to him or her by the Board, to operate the Association. The President shall:

- (a) preside at all meetings of the members;

- (b) supervise the activities of the Association;
- (c) appoint all committees, including the Nominating Committee and special committees;
- (d) appoint a replacement to any vacancy on the Board of Directors for the remainder of that Director's term;
- (e) serve as an ex-officio member of all committees;
- (f) act as the duly authorized representative of the Association in all matters in which the Board has not formally designated some other person for that specific purpose; and
- (g) perform such other duties as normally pertain to the office.

Section 3. Vice President. The membership shall elect a competent Vice President qualified for responsibilities of the office, who shall be the Vice President of the Association for a period of one (1) year and is eligible for reelection. The Vice President shall perform those duties assigned to him or her by the Board of Directors, shall be Chairperson of the Membership Committee, and shall have the same authority as the President in the event the President is absent or unable to fulfill his or her duties. In the event a vacancy occurs in the office of President either by resignation, death or inability to perform the duties, the Vice President shall assume the duties of the President.

Section 4. Secretary. The membership shall elect a competent Secretary qualified for responsibilities of the office, who shall be the Secretary of the Association for a period of one (1) year and is eligible for reelection. The Secretary shall be responsible for maintaining the minutes of the meetings of the membership and of the meetings of the Board of Directors, and shall keep all of the records as directed by the Board of Directors. The Secretary shall handle all correspondence of the Association and notices for meetings of the membership and meetings of the Board of Directors. The Secretary shall also be responsible for the official seal of the Association and shall cause same to be affixed to such Association documents and records as may be directed or authorized by the Association and shall have such other duties as from time to time may be assigned by the Board.

Section 5. Treasurer. The membership shall elect a competent Treasurer qualified for responsibilities of the office, who shall be the Treasurer of the Association for a period of one (1) year and is eligible for reelection. The Treasurer shall be responsible for and shall receive and disburse all monies of the Association and shall submit the financial report at each regular meeting of the membership and each regular meeting of the Board of Directors. The Treasurer, and either the President or the Vice President, shall be co-signatories on all checks. All expenditures made by the Treasurer shall require prior written approval of the Board of Directors as evidenced by a resolution of such Board authorizing such expenditures. The Treasurer shall be responsible for the preparation of a budget for the Association for each year.

ARTICLE VIII

COMMITTEES OF THE ASSOCIATION

Section 1. Committees. Committees of the Association shall consist of the Nominating Committee, Membership Committee and any special committees established by the Board.

Section 2. Committee Members. Except as otherwise provided in this Constitution and Bylaws, as same may be amended from time to time, all committee members and all committee chairpersons shall be

named and appointed by the President at a meeting of the membership. All committee chairpersons and all members of each committee shall hold office for one (1) year. The President shall fill any vacancies that occur on committees for the remainder of the year. Except as otherwise provided in this Constitution and Bylaws, as same may be amended from time to time, persons who are not members of the Association may be appointed to committees only in an advisory and consulting capacity.

Section 3. Nominating Committee. No less than ninety (90) days prior to the Annual Meeting of members, the President shall appoint a Nominating Committee consisting of three (3) members of the Association. Such committee shall present a slate of nominees for election as Directors or as an officer of the Association for notice to the membership at least thirty (30) days prior to the Annual Meeting of the membership.

Section 4. Membership Committee. The President shall appoint a Membership Committee, comprised of at least six (6) members of the Association, which shall be responsible for the promotion of membership in the Association. The Vice President shall be chairperson of the Membership Committee.

Section 5. Committee Reports. All committees of the Association shall maintain written minutes of their meetings. Such minutes shall be available to the Board and all committees shall report in writing to the full Board, as necessary, in the form of reports or recommendations.

Section 6. Committee Meetings and Bylaws. Each committee shall meet at such time and place as designated by its chairperson, and as often as necessary to accomplish its duties. Any rules, regulations or bylaws adopted by a committee shall be effective only upon approval by the Board of Directors.

Section 7. Special Committees. Upon direction of the Board of Directors, the President may from time to time appoint special committees comprised of members of the Association for such special tasks as shall be needful or desirable for the conduct of the affairs of the Association. Individuals having special knowledge or background may be appointed to serve upon such committees in an advisory or consultative capacity. A special committee shall limit its activities to the accomplishment of those tasks for which it was appointed, and shall have no powers except those specifically conferred by action of the Board. Upon completion of the tasks for which such committee was appointed, the committee shall be discharged.

ARTICLE IX

INDEMNIFICATION

Section 1. Authority to Indemnify. The Association may, in the discretion of the Board of Directors, indemnify an individual who is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, if such action, suit or proceeding was brought because such individual is or was a member of the Board of Directors. This indemnification may be against liability incurred in such action, suit or proceeding, provided such person acted in a manner which he or she believed in good faith to be in, or not opposed to, the best interest of the Association and in the case of any criminal proceeding, such member had no reasonable cause to believe his conduct was unlawful. This authority to indemnify should be consistent with public policy and shall be in accordance with the laws of the State of Georgia.

Section 2. Indemnification of Officers, Employees, and Agents. The Association may, in the discretion of the Board of Directors, indemnify an officer, employee, attorney, agent, or other person who is not a member of the Board of Directors to the extent the Board deems appropriate and in accordance with the provisions of Section 1 of this Article.

ARTICLE X

FINANCES OF THE ASSOCIATION

Section 1. Finances of the Association. Finances of the Association shall be derived from dues, grants and other sources as may be approved by the Board of Directors.

Section 2. Fiscal Year. The fiscal year of the Association shall be September 1 through August 31 of each year.

ARTICLE XI

AMENDMENTS TO CONSTITUTION AND BYLAWS

Section 1. Amendments. This Constitution and Bylaws may be amended, in accordance with the laws of the State of Georgia, at any regular meeting or special meeting of the membership called for such purpose by an affirmative vote of two-thirds (2/3) of the members of the Association present and constituting a quorum.

Section 2. Review. This Constitution and Bylaws shall be reviewed on an annual basis and upon vote of the membership as set forth in Section 1 above, amended as necessary.

ARTICLE XII

APPROVAL DATE AND ADOPTION

Section 1. Approval Date and Adoption. These bylaws are adopted effective _____, 2014 as approved by the Board of Directors and seconded by the President.

BY: _____

FOR: Laurel Ridge Shamrock Civic Association

ITS: President

