

**BY-LAWS OF
Spalding Woods Civic Association, Inc.**

Article I.

The purpose of the Spalding Woods Civic Association, Inc. (“the Association”) shall be to protect, preserve and improve the neighborhood and the safety of residents and their families. The address of the Association is: Post Office Box 566215, Atlanta, Georgia 31156. This address may be changed at the discretion of the Board of Directors.

Article II.

Section 1. Membership in the Association shall be open to all homeowners of record residing Spalding Woods, Suffolk Forest and Spalding Trace Subdivisions in Sandy Springs, Georgia.

Section 2. Membership shall be limited to a record homeowner of any lot in the Association who is current in their payment of their annual membership dues. These paid homeowners shall be eligible to be a member in good standing of the Association (more than one person representing a single lot shall have together one membership and one vote). Membership privileges shall be extended to absentee homeowners subject to the following restrictions: individuals owning multiple homes in the neighborhood shall be permitted only one membership, regardless of the number of homes owned and home(s) must be maintained as single family residences.

Section 3. The amount of annual dues shall be Seventy Five Dollars (\$75.00) per year. However, the amount of dues may be changed to an amount determined by the Board of Directors. Payment of membership dues shall be made by January 1 of each year. Failure to pay annual dues shall result in automatic loss of membership in the Association until dues are successfully paid.

Section 4. Voting is a privilege of Association members. At any meeting in which a vote is to be taken, the Board shall determine the credentials of each attendee as to the voting privilege. The Board of Directors shall call a meeting of the membership at least once annually, to be held in December. This December meeting shall be designated the annual meeting. The meeting may be held in-person or utilizing Zoom meeting or conference call technology as the discretion of the Directors. Written and/or email notification to the neighborhood as to the date and time of meetings shall be given at least two (2) weeks prior to the meeting date.

Section 5. The members present at the Annual Meeting shall constitute a quorum including any vote by mail or email as long as the vote is received prior to the meeting.

Section 6. A vote may be taken by the Directors on any issue properly before the members by mailing or emailing an official ballot to each paid member with each question to be voted. Instructions enclosed shall inform the member of the address and

date for returning the ballot. The Directors shall take reasonable measures to insure sufficient turnaround time has been allowed, that only official ballots are counted, that only paid members have voted and that each has cast only one vote. All voted ballots shall be opened and counted at the same time by a committee after the time designated for return. A written tally of the “yes” and “no” votes for each question shall be made and signed by the tally committee. Voted ballots and the record of the vote count shall be kept on file at least one year. Communication of the vote results shall be placed in the minutes of both the next membership meeting and the next Directors’ meeting.

Article III.

Section 1. The business of the Association shall be conducted by its Board of Directors which shall consist of: President, Vice President, Secretary, CFO/Treasurer, the immediate past president and chairpersons of the committees both standing and ad hoc. Should a President not come forth, and two members express interest in becoming Co-Presidents, they may serve in the capacity of the President and /Vice-President for that term. In the case where the immediate past president continues to serve on the Board of Directors as an elected officer or an active committee chair, or becomes ineligible to serve on the Board as provided for elsewhere in these by-laws, then the next most recent eligible past president shall serve in the capacity of the immediate past president. The Directors shall supervise and manage the affairs and property of the Association; shall recommend to the members its policies and shall supervise the disbursement of its funds. The Board of Directors may, by a vote of a majority of the directors, appoint such other committees as are needed to carry out the purposes of the Association.

Section 2. Terms of Directors shall be one year and begin January 1. Elections shall be held at the December (annual) meeting of each year.

Section 3. The President shall preside at all membership meetings and shall by virtue of the office be chairperson of the Board of Directors. The President shall be one of the officers who must sign the checks or verbally give approval for disbursement of funds electronically of the Association and shall have such powers as are reasonably construed as belonging to the President of a neighborhood association. The President shall call special meetings, when in the President’s judgement, such meetings are necessary or beneficial, or when requested to do so by three Directors; shall represent, or shall designate another Director to represent, the Association at all public meetings.

The President shall serve as a member of the Budget Committee and shall be an Ex Officio member of all other committees; shall recommend all appointed members of committees to the Directors; and perform other functions as specified by the Directors.

Section 4. The Vice President shall in the event of the absence or inability of the President to exercise the duties of the office become acting President of the Association with all of the rights, privileges and powers as if duly elected. The Vice President shall be a member of the Budget Committee; shall certify a quorum for meetings; and shall validate voting credentials of attendees when-a vote is to be taken.

Section 3/4a. Should Co-Presidents be elected, they will assume the combined duties of Section 3 & 4 above.

Section 5. The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine. The Secretary shall keep the minutes of all meetings and shall maintain a record containing the names, addresses and telephone numbers of all members of the Association. The Secretary shall be a member of the Public Relations and Communications Committee, which shall be responsible for giving all notices to the members.

Section 6. The CFO/Treasurer shall have custody of all monies belonging to the Association and shall be one of the officers who shall sign checks of the organization. The CFO/Treasurer shall prepare a report at least once a year and whenever requested to do so by the Board of Directors or by a motion passed at a membership meeting of the finances of the Association. The CFO/Treasurer shall chair the Budget Committee and present a budget for adoption by the Directors on or before the first regular meeting of each fiscal year.

Section 7. It shall be a conflict of interest for a member of the Board of Directors to work for or have an interest in any business or entity which is engaged in acquiring, selling, brokering or acting as an agent to purchase or sell any residential property within the confines of the Association for the purpose of commercial assemblage or development. Such a conflict of interest shall result in the automatic dismissal of a Director of the Association from the Board of Directors.

Section 8. Any vacancy occurring on the Board of Directors shall be filled by a majority vote of the remaining Directors. The term of the individual chosen to fill a vacancy shall run until the next meeting of the membership.

Section 9. A Director may resign in writing and mail or email it to the address of the Association or to the President, to become effective on the date stated therein.

Section 10. Any Director may be removed from the Board by the same selection process used to place the person on the Board: an elected officer may be removed with a majority vote of the Members; an appointed Director may be removed with a majority vote of the remaining Directors.

Section 11. Regular meetings of the Directors shall be held at least quarterly at such times and places as the Directors shall deem appropriate. The President or any three Directors may call a special meeting in writing or by email. Directors shall be notified of the time and place of special meetings at least twenty-four (24) hours in advance of the meeting.

Section 12. A majority of the Directors shall constitute a quorum.

Section 13. STANDING COMMITTEES are:

The Budget Committee, which shall be chaired by the CFO/Treasurer and shall include the President, the Vice President and one or more current members of the Association; the committee shall recommend a budget for the fiscal year to the Directors on or before the first regular meeting of each year.

The Membership Committee, which shall be responsible for maintaining the membership of the Association and shall have as its goal the inclusion of all residents of the neighborhoods which make up the Association.

The Public Relations and Communications Committee, which shall be responsible for the newsletter, the email network and the web site of the Association and for all notices which are sent to the members. The Secretary shall be a member of the committee.

The Design Committee, which shall be responsible for neighborhood activities and projects such as landscaping needs or services, installation and maintenance of neighborhood signage, neighborhood cleanliness, and other aesthetic-type activities and projects deemed appropriate by the committee and approved by the Board of Directors.

Section 14. The Directors may create committees for the proper transaction of business and supervision of the affairs of the Association and, upon nomination by the President, appoint the members of such committees. The chair of each committee shall become a Director until the committee shall be dissolved or the end of the fiscal year, whichever occurs first. Each committee shall have a least three members and a majority of the members of a committee shall constitute a quorum.

Section 15. Each officer shall have the authority to create committees for purposes deemed appropriate. Such committees shall report directly to the officer who created the committee.

Article IV.

Section 1. The fiscal year of the Association shall be the calendar year beginning January 1 and ending December 31.

Section 2. All funds of the Association shall be deposited in bank accounts as designated by the Directors. The CFO/Treasurer and President or the CFO/Treasurer and the Vice President shall be signatories on the bank accounts and all disbursements.

Section 3. The Directors or authorized designees shall have the power to make investments of the funds of the Association and to change the same, and may from time to time sell any part of the securities or other property of the Association or any rights or privileges that may accrue thereon. Any investment decisions regarding the funds of the Association will be decided via majority vote of the Board of Directors. All investments

must be held in FDIC-insured account(s) and cannot be used for speculative purposes. A cap of fifty percent (50%) of the funds of the Association may be invested at any time.

Section 4. The books and accounts of the Association may be reviewed or audited at any time by independent auditors who are either certified public accountants or a committee of three Association members selected by the Directors. The written report shall be delivered to the Directors.

Section 5. All Association funds shall be used for and applied to such plans, programs, expenditure and undertakings as prescribed in the By-laws or as the members shall designate in the annually adopted budget, or as recorded in the minutes of its meeting, to carry out the purpose of the Association.

Article V.

Section 1. No Director shall receive, directly or indirectly, any compensation from the Association, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out the affairs of the Association.

Section 2. The Association may contract for staff services at such fees as the Directors may authorize. Such staff shall serve at the pleasure of the Directors.

Article VI.

The Association and the Directors shall be governed by, in priority order: applicable laws of the State of Georgia, these By-laws and Robert's Rules of Order, latest edition.

Article VII.

These By-laws, or any part thereof, may be amended provided notice is distributed in writing or by electronic means to members two weeks prior to the vote. Members will receive a statement of substance of the proposed amendment(s) along with voting instructions and an official ballot. Amendments to the By-laws must be approved by fifty-one percent of all properly voted ballots as described in Article II Section 6.