

# **FOREST ACRES CIVIC CLUB, INC.**

## **BY-LAWS**

### **ARTICLE 1: NAME**

This corporation, chartered under the laws of Georgia under the name and style of "FOREST ACRES CIVIC CLUB, INC.", is formed as a non-profit organization and shall have no capital stock.

### **ARTICLE 2: OFFICES**

The principal office and place of business of the corporation shall be in Cobb County, Georgia, at such place therein as the Board of Directors may from time to time determine.

### **ARTICLE 3: OBJECT**

The object and purpose of said corporation is to develop, improve, and beautify a community designed for safe, healthful and harmonious living; to promote the collective and individual property and civic interest and rights of its members; to promote fellowship and sociality among its members by means of social gatherings and meetings; to promote educational, recreational, physical, and social activities of its members; to engage in such activities as shall raise the standards of civic pride, morality and community welfare through educational, recreational and social facilities and to disseminate such knowledge as shall be useful for its members in their work and home life and as shall make them more proficient in their activities as citizens of this State.

### **ARTICLE 4: MEMBERSHIP**

#### Section 1 - Eligibility for Membership:

Membership in the corporation shall be limited to those persons residing in Forest Acres subdivision. Member in Good Standing shall be defined as a member who has paid the annual dues and who has attended 4 of the last 12 meetings.

#### Section 2 - Limitation of Membership:

Membership in the corporation shall be defined as:

- One adult member of a household, owning property and residing in Forest Acres, or
- A property owner of single or multiple properties, not residing in Forest Acres

Associate Membership in the corporation shall be defined as:

- An adult renting property in Forest Acres

#### Section 3 - Charter Members:

Those persons as listed on the corporation membership list, approved under date December 31, 1968, shall be considered the Charter Members of this corporation.

#### Section 4 - Prospective Members:

Any person desiring to become a member of this corporation shall make application for membership to the Board of Directors and shall deliver such application for membership to the Secretary of this corporation. Members in Good Standing, at the next regular meeting, shall vote upon election to membership.

### Section 5 - Membership Rights

Each Member in Good Standing shall be entitled to one vote on any issue at a regular, special or annual meeting of the members of this corporation and may be represented in such meetings and vote by proxy provided such proxy shall be in writing and delivered to the Secretary of this corporation at such meeting.

A Member in Good Standing not residing in, but who owns multiple properties in Forest Acres subdivision shall be entitled to a single vote, regardless of the number of properties owned.

Each Associate Member in Good Standing shall be entitled to one vote on issues not concerning property value (at the discretion of the Board of Directors) at a regular, special or annual meeting of the members of this corporation and may be represented in such meetings and vote by proxy provided such proxy shall be in writing and delivered to the Secretary of this corporation at such meeting.

A maximum of one Associate Member per household will be allowed.

### Section 6 - Loss of Membership:

- (a) Upon any member ceasing to own interest in a property or actually reside in a residence upon property designated in Section 1 above, such person shall cease to be a member of this corporation.
- (b) Any member may be expelled from membership in this corporation for cause by a two-thirds majority vote of the entire membership of this corporation in good standing, exclusive of the membership on trial or his accuser, at any regular or special meeting, provided such member shall be served with written notice of the charges made against him at least fifteen (15) days prior to such meeting and at the time of such meeting shall be given an opportunity to defend himself and introduce such evidence as he may desire before any vote on his expulsion shall be taken. The determination of the members shall be final in this respect.
- (c) Upon the death of any member, his membership shall cease. If any member of his family shall be eligible to membership in this corporation, such family member shall be entitled to inherit or otherwise acquire from the estate of such deceased member such deceased member's beneficial interest in this corporation and the same shall be transferred on the books of the corporation.

### Section 7 - Resignation:

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

### Section 8 - Transfer of Membership

Membership in this corporation is not transferable or assignable, with the exception of death of a member as defined in Section 7c.

Section 9-Rights of Members Upon Loss of Membership:

The beneficial interest of each membership on the date of cessation of membership in this corporation shall amount to the sum of One Dollar (\$1.00). Within ninety (90) days after the cessation of such membership the Secretary of this corporation shall forward to such ex-member the sum of One Dollar (\$1.00) to such ex-members last known address as shown upon the records of this corporation. Upon the mailing of such sum the corporation shall have no further obligation to such membership and such membership shall have no further beneficial interest in this corporation.

**ARTICLE 5: MEETINGS OF MEMBERS**

Section 1 - Annual Meetings:

An annual meeting of the members may be held at such place in Cobb County, Georgia, as the Board of Directors may select, on the first Monday of January in each year, beginning with the year 1970, at the hour selected by the Board of Directors, for the purpose of electing Directors and Officers and for the transaction of such other business as may come before the meeting. If the election of Directors and Officers shall not be held on the day designated herein for any annual meeting, or at an adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 2 - Special Meetings:

Special meetings of the members shall be called by the President, the Board of Directors, or not less than one-tenth of the membership.

Section 3 - Notice of Annual and Special Meetings:

Written or printed notice stating the place, day and hour of any meeting of members shall be delivered in person, or by mail, to each membership, not less than three (3) nor more than twenty (20) days before the date of such meeting or at the direction of the President or the Secretary of the Officers or persons calling the meeting. In case of a special meeting or when required by statute or by these By-Laws, the purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States Mail addressed to the active member at his address as it appears on the records of the corporation, with postage thereon prepaid unless waived in writing.

Section 4 - Regular Monthly Meetings:

Regular monthly meetings of the members shall be held at such place in Cobb County, Georgia, and on such day of the month and at such time of the day as the Board of Directors may select for the purpose of the transaction of any business as may come before the meeting. The Board of Directors shall notify the membership by written or printed notice stating the place, hour and day of the month for such Regular Monthly Meeting, and such notice shall be delivered in person, or by mail, to each membership. After such place, hour and day of the month for Regular Monthly Meetings has been determined by the Board of Directors, and the membership has been notified thereof, no further notice of the Regular Monthly Meetings shall be given until and unless there is a

change in the place, hour or day of month for Regular Monthly Meetings. Should the Board of Directors determine to change the place, hour or day of the month for Regular Monthly Meeting, then the membership shall be notified of such change as in Section 3 above.

Section 5 - Quorum:

At any meeting 25% of the membership of the corporation shall constitute a quorum and unless otherwise required by the Charter or these By-Laws of the corporation a simple majority of the membership present and voting shall be sufficient to adopt any motion, resolution or elect any Director. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

**ARTICLE 6: BOARD OF DIRECTORS**

Section 1 - General Powers:

The corporation shall be managed and its affairs conducted by a Board of Directors, who shall be active members of the corporation.

Section 2 - Number, Tenure, and Qualifications:

There shall be five (5) Directors. Directors One and Two shall hold office for 1 year. Directors Three through Five shall be elected and shall hold office for 2 years. Elected Directors may run for re-election. Members wishing to run for a Director position must be a Member in Good Standing.

- Director Number One shall be the President of the corporation.
- Director Number Two shall be the most recent past President of the corporation who does not currently hold the office of President.
- Directors Number Three through Five shall be an elected Member or Associate Member in Good Standing

No one member may simultaneously hold more than one office or Directorship, except the President as stipulated above.

If the most recent past President of the corporation declines the position as Director Number Two, that position shall be an elected Member or Associate Member in Good Standing.

Section 3 - Regular Meetings:

A regular meeting of the Board of Directors shall be held without other notice than this By-Law, immediately after, and at the same place as the annual meeting of the members. The Board of Directors may provide by resolution the time and place within Cobb County, Georgia for the holding of additional regular meetings of the Board of Directors without other notice than such resolution.

Section 4 - Special Meetings:

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place within Cobb County, Georgia, as the place for holding any special meeting of the Board called by them. Such special meeting shall be held at reasonable times and places.

Section 5 - Notice:

Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail to each Director at his address as shown by records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in an envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these By-Laws.

Section 6 - Quorum:

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at such meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7 - Manner of Acting:

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these By-Laws.

Section 8 - Appearance of Active Member Before Board of Directors:

During every meeting, whether regular or special, the Board of Directors shall give any member of this corporation, who so desire, an opportunity to appear before the Board of Directors and present any problem or proposed solutions for consideration of the Board.

Section 9 - Vacancies:

Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 10 - Duties of Directors:

The Board of Directors will be responsible for the immediate direction and government of the Association. The Board shall make all rules and regulations, appoint such employees or agents as necessary to conduct the business of the Association, and

determine titles and compensation, if any. The Board shall also be responsible for the interpretation of the By-Laws.

## **ARTICLE 7: OFFICERS**

### Section 1 - Officers:

The officers of the corporation shall be a President, Vice-President, Secretary and Treasurer, all of whom shall be elected by the membership and hold such offices for a term of 1 year. Officers may run for re-election.

### Section 2 - Removal:

Any officer elected by the membership may be removed by the membership whenever in its judgment the best interest of the corporation would be served thereby.

### Section 3 - Vacancies:

A vacancy in any office because of death, resignation, removal, or otherwise, may be filled by a vote of the membership at any meeting of the membership called for such purpose for the unexpired portion of the term.

### Section 4 - President:

The President shall be the principal executive officer of the corporation. The President shall preside at all meetings of the members and Board of Directors and shall be the Chairman of the Board of Directors, and shall have general and active management of the business of the corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall sign, with the Secretary, or other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

### Section 5 - Vice-President:

The Vice-President shall have and exercise all the powers, authority, and the duties of the President during the absence of the latter, or in the President's inability to act. In addition, the Vice-President shall perform such duties as may be assigned to him from time to time by the Board of Directors.

### Section 6 - Treasurer:

The Treasurer shall have custody of all funds, securities, books, fiscal papers, and other tangible assets of the corporation. The Treasurer shall keep full and accurate accounts of receipts and disbursements, and shall deposit monies and other valuable properties and effects in the name of and to the credit of the corporation in such depository or depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be and shall render to the Board of Directors, whenever they may require, and account of all transactions, as Treasurer, of the financial condition of the

corporation; and at the annual meeting of the members and Board of Directors a like report for the preceding year.

Section 7 - Secretary:

The Secretary shall attend and keep the minutes of all meetings of the Board of Directors and members. The Secretary shall have charge of the records and seal of the corporation, and shall, in general, perform all of the duties incident to the office of the Secretary of a corporation, subject at all times to the direction and control of the Board of Directors. The Secretary shall give required notice of all meetings of the members and Board of Directors.

Section 8 - Reimbursement to Officers and Directors:

Officers and Directors may be reimbursed for reasonable out-of-pocket expenditures made on behalf of the corporation but shall not be otherwise compensated.

**ARTICLE 8: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

Section 1 - Contracts:

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2 - Checks, Drafts, Etc.:

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall be from time to time determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer and countersigned by the President.

Section 3 - Deposits:

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4 - Gifts:

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

**ARTICLE 9: CERTIFICATES OF MEMBERSHIP**

Section 1 - Certificates of Membership:

The Board of Directors may provide for the issuance of certificates, evidencing membership in the corporation, to all members, which shall be in such form as may be determined by the Board of Directors. Such certificates shall be signed by the President

and by the Secretary and shall be sealed with the seal of the corporation. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

## **ARTICLE 10: DUES**

### Section 1 - Annual Dues of Charter Members:

Charter members shall pay annual dues in the amount of five (\$5.00) dollars, which annual dues are due and payable on the 1<sup>st</sup> day of July of each year.

### Section 2 - Entrance Fees and Dues of Other Members:

Membership dues are paid annually in January to coincide with the election of officers. The membership fee is set by the Board of Directors and shall be approved by the membership.

### Section 3 - Default and Termination of Membership:

When any member shall be in default in the payment of dues for the period of three (3) months from the date such dues are due and payable, his membership is thereupon automatically terminated.

## **ARTICLE 11: INTERPRETATION CLAUSE**

Section 1 - All the provisions of these By-Laws are subject to, regulated and controlled by the Charter of the corporation, and the powers of the members and the Directors of the corporation and are subject to the restrictions provided in the Charter of the corporation.

Section 2 - The corporation shall be controlled and operated:

- (1) Pursuant to the provisions as set out in the Charter of the corporation.
- (2) Pursuant to the provisions as set out in these By-Laws. If there should be a conflict between the provisions of the Charter and the provisions of these By-Laws, then in that event, the provisions of the Charter shall in all cases control.

## **ARTICLE 12: AMENDMENTS TO BY-LAWS**

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the members present at any regular meeting or at any special meeting, if at least ten (10) days written notice is given of intention to alter, amend, or repeal or to adopt new By-Laws at such meeting.