

AMENDED AND RESTATED BY-LAWS
OF THE
HUNTLEY HILLS NEIGHBORHOOD ASSOCIATION, INC.

As approved March 18, 2018

ARTICLE I. – ORGANIZATION

Section 1.01 Name.

The Association was formed pursuant to the laws of the State of Georgia as a nonprofit organization by the filing of Articles of Incorporation with the Secretary of State of Georgia. The name of the Association is the HUNTLEY HILLS NEIGHBORHOOD ASSOCIATION, INC., (the “Association”).

Section 1.02 Seal.

The seal of the Association shall be circular in form and shall bear on its outer edge the words HUNTLEY HILLS NEIGHBORHOOD ASSOCIATION, INC. and in the center the words and figures “Association Not For Profit 1996 Georgia”. The Board of Directors may change the form of the seal or the inscription thereon at any time.

Section 1.03 Offices.

The Association, a Georgia non-profit corporation, shall have at all times within the state of Georgia a registered office and a registered agent. The Association may have other offices within the State of Georgia as may be determined from time to time by its Board of Directors.

Section 1.04 Purposes.

The purposes of the Association are to:

- a. Promote and facilitate a positive quality of life for all residents and friendly relations in the “Geographic Area” encompassing Admiral Drive, Admiral Way, Afond Court, Captain Drive, Carlton Drive, Commander Drive, Commodore Drive, Commodore Court, Commodore Lane, Ellwyn Drive, Ensign Drive, Ensign Court, Forrestal Drive, Greenhill Drive, Longview Drive, Longview Way, McDaniel Street, Montford Drive, North Peachtree Road, North Shallowford Road, Plantation Lane, Seaman Circle, Seaman Way, Stark Lane, and Wye Lane and any subsequent streets or property developments deemed part of the Huntley Hills community by vote of the Board of Directors of the Association (the “Neighborhood”);
- b. Protect, preserve, and enhance the property values throughout the Neighborhood by creating a cohesive community and assisting in the maintenance of certain common areas located within the Neighborhood;
- c. Enhance the safety and security of the Neighborhood;
- d. Represent residents of the Neighborhood in city and county affairs, none of which shall inure or benefit any single Member or group of Members, but shall benefit the Neighborhood as a whole or as a majority;

e. Provide any other service within the laws of the State of Georgia that the Board of Directors deems to be in the best interests of the neighborhood.

ARTICLE II. – BOARD OF DIRECTORS

Section 2.01 Composition of the Board.

The day-to-day affairs of the Association shall be managed by its Board of Directors, which shall consist of nine (9) Directors elected for staggered terms of two (2) years by the Members as provided for in these Bylaws.

Section 2.02 Qualifications of Directors.

The Directors must be Members of the Association and shall have whatever additional qualifications these Bylaws or the Board of Directors may prescribe.

Section 2.03 Election of Directors.

The Members of the Association (the “Members”), as defined more fully below in Article IV) shall elect (i) four (4) Directors at each Annual Meeting held in even-numbered years, and (ii) five (5) Directors shall be elected at each annual meeting held in odd-numbered years. The Directors shall be the natural persons meeting the qualifications of a Director who receives a majority of the votes cast by Members at each Annual Meeting of the Members, including mailed ballots and any electronic votes as approved by the board.

Section 2.04 Resignation of Directors.

Any Director may resign at any time by giving ten (10) days prior written notice of such resignation to the Board of Directors.

Section 2.05 Removal of Directors.

Any Officer or Director may be removed for cause as provided in subsection (a) of this section or for failure to attend meetings of the Board of Directors as provided in subsection (b) of this section.

a. Removal for Cause. An Officer or Director may be removed for cause for malfeasance, misfeasance, nonfeasance or any other action which endangers the function of the Association:

i. Any Member may request the removal of any Officer or Director. Such request must be in writing and set forth within it the specific actions which provide the basis for the request for removal. The request for removal should be signed by the Member and submitted to the President of the Association with a copy to the Secretary and to the Officer or Director whose removal is being sought.

ii. The Officer or Director to be removed must be given written notice by certified mail and meeting the other provisions of these Bylaws.

iii. The Board of Directors shall consider the request at its next meeting and afford both the person making the request and the named Officer or Director an opportunity to explain his or her position. In the event the Board of Directors votes by a two-thirds (2/3)

vote of all current Members of the Board to recommend removal, a Special Meeting of the Members will be called for that purpose.

iv. The Board of Directors shall provide notice to the Members announcing the Special Meeting stating the specific grounds for removal and meeting any other notice provisions of these Bylaws.

v. At the Special Meeting called for the purpose of removal, the accused Officer or Director shall have the right, prior to the vote on removal, to speak to the general Membership and state his or her position, and the right to have his or her statement published and distributed to the general Members at the meeting.

vi. The Officer or Director may be removed for cause by the affirmative vote of two-thirds (2/3) of all current voting Members of the Association present at the special meeting called for that purpose.

b. Removal for Failure to Attend. An Officer or Director may be removed for failure to attend meetings of the Board of Directors by the affirmative vote of a majority of all current Members of the Board of Directors if such Officer or Director shall not attend three (3) consecutive meetings of the Board of Directors without giving prior notice to the Secretary or President of the Association of the reason for the absence.

Section 2.06 Vacancies.

Any vacancy on the Board of Directors shall be filled by the remaining Directors by majority vote, and each replacement shall serve until the next annual meeting of the Members, at which time a successor will be elected by the Members to fill the unexpired term.

Section 2.07 Nominations Procedure.

Two months prior to the end of each Membership year, a Nominating Committee shall be formed from the out-going Board Members for that given year and any Members in good standing who may, in a timely manner, come forward and express interest. The Nominating Committee shall present a slate of candidates to the Board before notice of each year's Annual Meeting is delivered to the Membership. The slate of candidates shall be presented to the Membership at the Annual Meeting, at which time nominations shall also be accepted from the floor.

Section 2.08 Limitations on Terms of Office.

There are no limitations on how many terms a Director may serve.

Section 2.09 Annual Meetings.

The Board of Directors shall meet in a formal Annual Meeting of the Board of Directors which shall be held each year in conjunction with the Annual Meeting of the Membership.

Section 2.10 Regular and Special Meetings.

The Board of Directors shall meet in Regular Meetings not less than bi-monthly (six times per year) at such times and places as shall be determined by the Board of Directors. Six Directors will constitute a quorum for a meeting at which business is to be transacted. All regular meetings

of the Board are open to the Membership; however, the Board may elect to meet in Executive Session at other times. Every act or decision made by a quorum of the Board of Directors at a duly held meeting shall be regarded as the act of the entire Association, except where specifically called for by these Bylaws. Executive Sessions of the Board of Directors may be called by the President or by any two (2) Directors, at such time and place as may be specified. The nature of any and all business to be conducted at such Executive Session shall first be announced in an open session of a Regular or Special Meeting.

Section 2.11 Voting by the Board.

Each Board Member shall be entitled to one vote, equal in weight, at any meeting of the Board. At any meeting of the Board at which a quorum is present, a **simple majority** of those attending shall be sufficient for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws. The President shall only vote in the case of a tie.

Section 2.12 Conflict of Interest.

The Directors and Officers of the Association may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Association; provided, however, that no Director or Officer shall make any contract, enter any transaction, or act otherwise for or on behalf of the Association, or vote in any deliberation or decision of the Board of Directors in any respect in any matter in which they also may be acting as individuals, or as agents for other person or Associations, or may be interested in the same matters as shareholders, directors, or otherwise.

Furthermore, any contract, transaction, or acts on behalf of the Association in a matter in which the Directors or Officers are interested personally shall be at arm's length and not violative of the proscriptions in the Articles of Incorporation against the Association's use or application of its funds for private benefit; no contract, transaction, or act shall be taken on behalf of the Association that would result in the denial of the tax exemption under any section of the Internal Revenue Code and its Regulations as they now exist or as they may be amended. However, in no event shall any person or other entity dealing with the Directors or Officers be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction, or other act.

Section 2.13 Action Without a Meeting.

Any action required or permitted to be taken at any meeting of the Board of Directors, other than removal of a Director or an Officer, may be taken without calling a meeting if the action is taken by a quorum of Members of the Board of Directors. Any such action shall be evidenced by one or more written or electronic consents describing the action taken and signed by each participating Officer or Director. Such action shall be effective when enough Members of the Board of Directors to make a majority vote sign the consent, or if the consent specifies an effective date, then such action. Actions taken without a meeting require notification of all Board members through email, written or electronic notice in a reasonable time frame of the action taken.

Section 2.14 Director Compensation.

Officers and Directors shall not receive any compensation for their services. If requested, they shall be reimbursed for reasonable expenses incurred in the performance of their duties.

Section 2.15 Powers.

All the corporate powers, except as otherwise are provided for in the Articles of Incorporation, the Bylaws, and in the laws of the State of Georgia, shall be vested in the Board of Directors. The Board of Directors, by general resolution, may delegate to committees of its own Members or to officers of the Association such powers as it may see fit.

ARTICLE III. – OFFICERS AND COMMITTEES

Section 3.01 Term of Office.

The term for any executive office on the Board of Directors shall be one (1) year. At a regular meeting of the Board to be held following the Annual Meeting, either immediately thereafter or at a convenient time soon thereafter, the Board will elect from themselves Officers and Committee Chairpersons to serve for the coming year. A Board Member may be elected to the same or a different office as long as he or she remains eligible to serve on the Board.

Section 3.02 Number and Titles.

The officers of the Association shall consist of a President, Treasurer and Secretary, each of whom shall be a Director. The officers shall be elected by a majority vote of the Board of Directors. Each officer shall be elected for a term of one (1) year, or until his or her earlier resignation, removal from office by majority vote of the Directors, or death. The Directors may fill any vacancy in an officer position by majority vote of the remaining Directors.

Section 3.03 Duties of Officers.

The Duties of the Officers of the Board shall be:

- a. The President shall be the chief executive officer of the Association and shall have general and active management of the operations of the Association. He or she shall be responsible for the administration of the Association, including general supervision of the policies of the Association, and general and active management of the financial affairs of the Association, and shall execute bonds, mortgages or other contracts in the name and on behalf of the Association.
- b. The Secretary shall keep minutes of all meetings of the Members and Board of Directors and have charge of the minute books of the Association and shall perform such other duties and have such other powers as may from time to time be delegated to him or her by the President or the Board of Directors.
- c. The Treasurer shall be charged with the management of the financial affairs of the Association, shall have the power to recommend action concerning the Association's affairs to the President, and shall perform such other duties and have such other powers as may from time to time be delegated to him or her by the President or Board of Directors.

Section 3.04 Standing Committees.

The Standing Committees of the Association shall include, but not be limited to:

a. **Membership**: The Membership Committee shall be responsible for maintaining accurate membership records. The Committee will ensure that all Directors be in Members in good standing and will report such to the President. The Committee will also validate all votes cast in special and general elections are submitted by active Members of the Association. The Membership chair shall additionally be responsible for ensuring all membership dues are collected and deposited in a timely manner.

b. **Communications**: The Communication Committee shall promote and facilitate a positive quality of life for all members and residents of the neighborhood through effective print and electronic communication tools. Such communication tools may include electronic mailing lists, website(s), newsletters, or any other tools the Board may choose.

c. **Property Relations**: The Property Relations Committee shall promote integrity, good faith, and friendly relations among the residents of the Neighborhood. The committee shall implement programs to enhance the safety and security of the Neighborhood as well as protect, preserve, and enhance the property values throughout. This includes maintaining common areas and taking measures to ensure all properties maintain compliance with local zoning and code regulations. **The Neighborhood Watch Coordinator shall be a member of the Property Relations Committee.**

d. **Community Affairs**: The Community Affairs Committee shall represent the interests of the Neighborhood in municipal, county, state, and national affairs, none of which shall inure or benefit any single Member or group of Members, but shall benefit the Neighborhood as a whole or as a majority. This committee shall provide services and promote events that the Board deems to be in best interest of the Neighborhood.

e. **Social**: The Social Committee shall promote neighbor relations and goodwill by organizing neighborhood-wide events. The focus shall be to offer a wide variety of social opportunities for a variety of different age groups and interests. Neighborhood events shall be aimed at attracting members and non-members alike.

Other committees shall be established as needed by vote of the Board of Directors at any regular or special meeting. Duties and responsibilities of each committee shall be established by the Board of Directors and carried out by the Chairperson and committee Members of each authorized committee. Committees shall meet on an as-needed basis in order to carry out their purpose, as designated by the Board of Directors.

Section 3.05 Abstention from Voting.

In the event that a Board Member is deemed by the Board to have a conflict of interest regarding a matter to be voted on by the Board or Membership, that Board Member will abstain from voting on that issue. It is the duty of a Board Member to reveal any relationship to an issue that might result in a conflict of interest.

ARTICLE IV. – MEETING OF MEMBERS; VOTING; ANNUAL DUES

Section 4.01 Membership.

Subject to the provisions below, Membership shall be open to homeowners and leaseholders who own property or reside within the Geographic Area who shall support the purposes of the Association as set forth above. Membership shall be ascribed to a property unit (plat/address) without regard to the actual number or relationship of the occupants living at such address. No individual person shall maintain more than one Membership. A single individual's ownership or residency in more than one piece of property shall not be grounds for that individual to hold more than one Membership. It is permissible for both a leaseholder and a property owner to hold separate Memberships through the same property or residence. Membership shall be non-transferable and shall cease upon termination of ownership or residency within the specified geographic area.

Membership shall be annual and individually-based on payment date and the Fiscal year shall run from January through December of each calendar year. Membership is effective upon payment of Dues as provided by this Article and shall cease if Dues become 30 days in arrears. Membership shall be reinstated at any time by payment of the full year's Dues.

Section 4.02 Dues.

Annual Dues shall be determined by a two thirds vote of the entire Board of Directors at the Annual Meeting. Members shall be given no less than thirty (30) days notice of the amount of Annual Dues owed, which shall be payable on or before the date established by the Board of Directors. Members who are current in their dues are in good standing.

Section 4.03 Annual Meeting.

The Annual Meeting and Elections of Board Members shall be held on the last Sunday in March of each year, or another date proximate thereto set by the Board of Directors.

Section 4.04 Special Meetings.

Special meetings of the Members of this Association shall be had upon the call of the President when deemed necessary or upon written request of twenty (20) percent of the Members of this Association or by direction of the Board of Directors of this Association.

Section 4.05 Quorum for Membership Meetings.

At the Annual Meeting and any properly noticed meeting of the Membership, twenty-five percent (25%) of the Membership of this Association shall constitute a quorum. Unless otherwise required by the Charter or Bylaws of this Association, a simple majority of those voting at any legally held meeting shall be sufficient to elect Board Members and to adopt any motion or resolution.

Section 4.06 Notice of Meetings.

Notice of the time, place and purpose of the Annual Meeting shall be mailed by first class mail, electronic mail, or other delivery, and given to each Member not less than 10 nor more than 60 days before the date thereof. Notice of all other Membership meetings shall be mailed not less than 10 nor more than 30 days before the date thereof.

Section 4.07 Order of Business.

The order of business at any annual meeting of the Members shall be as follows, provided, however, that the President shall have the authority to amend the order of business when considered expedient:

- a. Call to Order
- b. Verification of Quorum
- c. Financial Report
- d. Any Committee Reports
- e. Unfinished Business
- f. New Business
- g. Election of Directors

Section 4.08 Business Limited to Meeting Purpose.

a. The business to be conducted at any Special Meeting of Members shall be limited to the purpose for which the meeting was called.

b. At any Annual Meeting, any Member may raise any matter of business only after the disposition of New Business listed on the agenda, but such matters will not be voted upon until the next meeting of the Members.

Section 4.09 Absentee Balloting; Voting Proxies.

Absentee balloting and/or voting proxies are authorized. Absentee ballots and/or proxies will be distributed along with the notice of the meeting, and must be submitted to a Director before the meeting is called to order. Absentee ballots and proxies count towards a quorum of the Members.

Section 4.10 Technology-Assisted Meeting Participation.

Members may participate in a meeting of the Members by means of conference telephone, similar communications equipment, or other electronic communications method (including, by way of example, text messaging, email, or secure web site) as long as all persons participating in the meeting can speak with and hear each other or otherwise make their views known and acknowledge the other meeting participants. Participation by a Member pursuant to this Section shall constitute presence in person at such meeting.

Section 4.11 Director Nominations.

A call for nominations for open Director seats shall be distributed to the Members no less than thirty (30) days prior to each annual meeting. All nominations shall be submitted to a Director not less than five (5) days prior to the annual meeting. Each nominee shall be given not less than three minutes prior to the voting to state his/her position and qualifications.

ARTICLE V. – AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, and repealed by a two-thirds vote of the Members present at any special or regular meeting of the Membership at which a quorum is present. Notification of any proposed changes must be sent in writing, including print or electronic, to the voting Membership at least 20 days prior to the meeting at which said changes will be voted

upon. The Articles of Incorporation, except where otherwise authorized by applicable law, may be amended by a two-thirds vote of the eligible Members voting at a Special Meeting called for that purpose. Members will be given notice of the meeting at which a bylaw amendment is to be considered, in accordance with these By-Laws.

ARTICLE VI. – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts' Rules of Order shall govern the Association in all cases to which they apply, and which are not inconsistent with these Bylaws or any special rules of order which may be enacted by the Board of Directors or Members.

ARTICLE VII. – INDEMNIFICATION

Except as may be limited by the Bylaws, the Association shall indemnify its Directors and Officers to the fullest extent permitted under O.C.G.A. 14-3-850, et. seq., as amended, or any successor thereto. Said indemnification shall extend to any and all liabilities of the Directors and Officers arising from their relationship with the Association in any and all capacities.

ARTICLE VIII. – ACCESS TO RECORDS

Section 8.01 Member Access.

Members of the Association shall be granted access, at the convenience of the records custodian, to the listing of Members, financial statements, minutes of meetings, and these By-Laws. Other records may be made available if requested, provided the review does not, in the opinion of the Board of Directors, constitute a breach of confidentiality.

Section 8.02 Government Access.

All records shall be made available for bona fide purposes of governmental agencies.

(Amended and Restated By-Laws as approved by vote of the Membership at the March 22, 2018 Annual Meeting.)