

**THE BY-LAWS OF THE  
EAST COBB CIVIC ASSOCIATION, INC.**

**ARTICLE I  
ASSOCIATION**

**Section 1. Name**

The name of the corporation shall be East Cobb Civic Association, Inc. (hereinafter referred to as the "Association").

**Section 2. Purpose**

The Association recognizes that development of properties in Cobb County and specifically "East Cobb Area" is inevitable. Therefore, the Association shall pursue a cooperative planning effort to promote the quality and integrity of community development while maintaining safety and the aesthetic appearance of the surrounding areas. The Association shall promote an active interest in good government, encourage civic improvement and development, and any other related purposes which are not contrary to the Articles of Incorporation.

The "East Cobb Area" is defined as the area from which eastern district members of the Cobb County Board of Commissioners are elected. Generally, that area should include that area which is East of Interstate 75 within Cobb County.

**Section 3. Not-For-Profit Organization**

This Association is organized and shall operate as a not-for-profit organization for social welfare, civic improvement and other similar non-profit purposes. Any income received shall be applied only to the non-profit purposes and objectives of the organization, and no part of the income shall inure to the benefit of any officer, director, or member.

#### **Section 4. Revenues**

The dues for the Association shall be established by the Board of Directors annually. Annual dues for membership categories, (1) representatives of subdivisions, and (2) representatives of homeowners associations, will be prorated as follows:

- ◆ From January 1st to June 30th -- 100% of annual dues;
- ◆ From July 1st to December 31st -- 50 % of annual dues.
- ◆ Annual dues for the "Special Memberships" and "Members Emeritus" categories will not be prorated.

The Board of Directors shall prepare an annual budget for the Association and submit the budget to the Association membership during the first quarter of each fiscal year.

#### **Section 5. Books of the Association**

The books of the Association shall be kept by the Officers of the Association pursuant to general instructions given such Officers by the Board of Directors of the Association.

#### **Section 6. Annual Financial Review**

The Board of Directors shall, at their discretion, arrange for an annual review of the corporate books and upon the change of the Treasurer.

#### **Section 7. Stock**

There shall be no stock issued by the Association.

#### **Section 8. Quorum**

Thirty-three percent (33%) of all the Voting Members of the Association in good standing shall constitute a quorum at any regular, special, or annual meeting of the Association.

#### **Section 9. Seal**

The seal hereon impressed is hereby adopted as the corporate seal of this corporation.

## **Section 10. Dissolution**

This Association can be dissolved by agreement of three-fourth (3/4) of the Voting Members of the Association. Any dues collected shall be returned to respective members after all legitimate liabilities of the Association have been paid.

## **Section 11. Voting**

Voting by members can be in person or by proxy. To be valid, a written proxy must be signed and dated. Proxies may be delivered to the Board by personal delivery, U.S. Mail, facsimile transmission, email, or other electronic means to any Board member and filed with the Secretary prior to the opening of the meeting for which it is to be used. Proxy voting may not be used in Board meetings.

## **Section 12. Action Without A Meeting**

In the Board's discretion, any action that may be taken by the Association members at any annual, regular, or special meeting may be taken without a meeting if the Board delivers a ballot or consent form to every member entitled to vote on the matter. The Board may deliver ballots and consent forms by personal delivery, U.S. Mail, facsimile transmission, email, or other electronic means. Owners shall deliver their vote by ballot or consent form by whatever means is specified by the Board.

(a) **Ballot.** A ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

All solicitations for votes by ballot shall: a) indicate the number of responses needed to meet the quorum requirements; b) state the percentage of approvals necessary to approve each matter other than election of directors; and c) specify the time by which a ballot must be received by the corporation in order to be counted. A ballot may not be revoked. The Association shall maintain such ballots in its file for at least three (3) years.

(b) Written Consent. Approval by consent shall be valid only when the number of consents received equals or exceeds the requisite majority of the voting power for such action. Executed consents shall be included in the minutes or filed with the Association's records. If an action of the members is approved by consent hereunder, the Board shall issue notice of such approval to all members who did not sign consents. Membership approval shall be effective ten (10) days after notice is issued.

### **Section 13. Electronic Documents and Signatures**

(a) Documents. Whenever these Bylaws require that a document, record or instrument be "written" or "in writing," the requirement is deemed satisfied by an Electronic Document. "Electronic Document" means information created, transmitted, received, or stored by electronic means and retrievable in human perceivable form, such as email, web pages, electronic documents, facsimile transmissions, etc. Records, documents and instruments shall not be denied effect or validity solely on the grounds that they are electronic.

(b) Signatures. Whenever these Bylaws require a signature, an electronic signature satisfies that requirement only if: (1) the signature is easily recognizable as a Secure Electronic Signature which is capable of verification, under the sole control of the signatory, and attached to the electronic document in such a way that the document cannot be modified without invalidating the signature; or (2) the Board reasonably believes that the signatory affixed the signature with the intent to sign the Electronic Document, and that the Electronic Document has not been modified since the signature was affixed. "Secure Electronic Signature" means an electronic or digital method executed or adopted by a Person with the intent to be bound by or to authenticate a record, which is unique to the Person using it, is capable of verification, is under the sole control of the Person using it, and is linked to data in such a manner that if the data is changed, the electronic signature is invalidated.

(c) Verification and Liability for Falsification. The Board may require reasonable verification of any electronic signature, document, record or instrument. Pending verification, the Board may refuse to accept any electronic signature, document, record or instrument which, in the Board's sole discretion, is not clearly authentic. Neither the Board nor the Association shall be liable to any Member or any other person for accepting or acting in reliance upon an electronic signature or Electronic Document which the Board reasonably believes to be authentic.

## **ARTICLE II**

### **MEMBERSHIP**

#### **Section 1. Membership Category**

Membership in the Association shall be limited to:

- (a) Representatives of subdivisions, as defined in the Policies and Practices manual, in the East Cobb area;
- (b) Representatives of homeowner associations in the East Cobb area;
- (c) "Special Members"; and
- (d) "Members Emeritus".

*Special Members or Special Memberships* are defined as memberships available to individuals who reside in or have a business location in the East Cobb area.

*Members Emeritus* are defined as individual memberships so nominated and approved by the Board of Directors for those persons who have duly served as an officer of the Association for a minimum of one (1) year and have been a member for a combined ten (10) years (not required to be continuous); persons may become eligible for Emeritus membership six (6) months after their term of office with the Association has been completed. The Board of Directors will set the dues annually and the term of any Members Emeritus shall be annually reviewed for renewal.

## **Section 2. Voting Members**

"Voting Members" are duly authorized representatives of subdivisions or homeowner associations and Members Emeritus. Special Members shall collectively have one vote which shall be determined by a majority of Special Members who are present, in person or by proxy, at a meeting.

## **Section 3. Admission To Membership**

Members shall be admitted in the following manner:

- (a) By submitting a duly executed application to the Board of Directors of the Association;
- (b) Payment of all applicable dues and fees; and
- (c) Approval by majority vote of the Board of Directors.

Each membership application and category of membership shall be decided by the Board of Directors on an individual basis and shall be considered at the next regularly scheduled meeting of the Board of Directors following receipt of said application; provided, however, that, to be considered, said application must be received more than ten (10) days prior to the next regularly scheduled meeting of the Board of Directors.

## **Section 4. Termination Of Membership**

### **Resignation**

Any member may resign from the Association provided that all their indebtedness to the Association has been paid in full, and that such resignation shall be in writing and submitted to an officer of the Association.

### **Failure to Pay Dues**

Any member that is more than ninety (90) days in arrears from the billing due date of any dues or assessments to the Association shall have their membership terminated automatically without notice or demand.

### **Removal of Voting Member**

The Board of Directors of the Association reserves the right to remove a Voting Member of the Association if the Board determines, in its discretion, that such removal is in the best interest of the Association and a majority vote by the Board is in favor of such removal at any regular or special Board of Directors Meeting.

## **Section 5. Membership and Meetings**

### **Annual Membership Meeting**

The Annual Meeting of the Association shall be the last Wednesday in January of each year, or if such day is a legal holiday, then on the prior day that is not a holiday or on such other date determined by the Board of Directors. The announcement for an Annual Meeting shall be sent at least ten (10) days prior to the date of the meeting and shall include the date, time, and location for the meeting.

### **Special Membership Meetings**

Special meetings of the Association membership shall be called at the request of a majority of the Board of Directors. The announcement for a Special Meeting shall be sent at least ten (10) days prior to the date of the meeting with an explanation of the purpose and topic to be discussed or considered for action and the date, time, and location for the meeting.

## **ARTICLE III**

### **OFFICERS, DIRECTORS AND COMMITTEES**

#### **Section 1. Officers and Duties**

The officers of the Association shall consist of a President, a First Vice President, a Second Vice President, a Secretary, a Treasurer, and such other officers as may be elected by the Board of Directors. Only Directors shall serve as officers of the corporation. Only the offices of First Vice President and Second Vice President may be held by the same person for the same term of office and in that case that officer shall have a single vote.

### **President**

The President:

- (a) Shall be the Chairman of the Board of Directors.
- (b) Shall be the Chief Executive Officer of the Association and shall be subject to the control of the Board of Directors.
- (c) Shall preside, and supervise and control all the business at the meetings of the Association and the Board of Directors.
- (d) May co-sign with the Treasurer, and any other officer of the Association hereinafter authorized by the Board of Directors, any contracts, policies of insurance, checks, affidavits, petitions, deeds or other instruments which the Board of Directors has authorized to be executed, except in cases where the execution of said document be expressly authorized in writing by the Board of Directors by some other officer or agent of the Association.
- (e) Shall perform all duties incident to the office of President of the Association and such other duties as may be authorized by the Board of Directors. The President may amend, revise, or reassign duties to any other officer as may be authorized by the Board of Directors.

### **First Vice President**

In the absence of the President, or in the event of his/her death, incapacity, refusal to perform his/her duties , or resignation, the First Vice President shall perform all the duties of the President and, when so acting, shall have all the powers and be subject to all the restrictions upon the President.

- (a) The First Vice President shall be the Director primarily responsible for membership and communication for the Association. This responsibility may be coordinated and delegated to a standing membership committee. Communications would include, but not limited to newsletter, website and electronic media matters. The First Vice President will direct the Secretary on newsletter, website, and oversight of communications.

- (b) Coordinate and direct membership efforts with the President and any committee for this purpose. This should include communications with existing members, prior year members, and any prospective members
- (c) The First Vice President shall also regularly assist in arranging speakers for the regular board meetings.
- (d) Attend the meetings of the Association and of the Board of Directors.
- (e) Formulate and update policies and a policy manual (a compilation of ECCA policies, procedures, and practices used by the Association).
- (f) The First Vice President shall perform all duties incident to the office of First Vice President of the Association and such other duties as may be authorized by the Board of Directors.

### **Second Vice President**

The Second Vice President shall:

- (a) Attend the meetings of the Association and of the Board of Directors and provide official position letters to the respective county boards pertaining to zoning/variances/use permits, zoning ordinances, planning documents, comprehensive land use plans on a timely basis and.
- (b) Perform all duties incident to the office of Second Vice President and such other duties as may from time to time be authorized by the Board of Directors.

### **Secretary**

The Secretary shall:

- (a) Attend the meetings of the Association and of the Board of Directors and keep minutes of said meetings in the Association's book, as provided for such purposes by the Association;
- (b) Be custodian of all of the Association's records, important documents, and corporate seal and safeguard, organize and share these records and documents;
- (c) Keep a register of the mailing address of each voting member; and

- (d) Provide monthly reports to the Board and membership including but not limited to the official list of current members, minutes, actions taken on prior zoning/variance applications by the Association and any others records, documents or other information in his/her possession.
- (e) Perform all duties incident to the office of Secretary and such other duties as may from time to time be authorized by the Board of Directors.

### **Treasurer**

The Treasurer shall:

- (a) Have charge and custody of and be responsible for all funds, monies and securities of the Association;
- (b) Receive all monies due and payable to the Association and issue receipts when requested for all funds received by the Association, depositing such funds in a depository designated by the Board of Directors; and provide monthly financial reports to the Board of the year to date cash flow and balance sheet from the financial transactions of the Association. A summary cash journal indicating the total of year to date deposits and a list of all disbursements shall be submitted monthly.
- (c) Provide for all disbursements for the Association over five hundred dollars (\$500) to be prepared and signed by any two officers. All other disbursements under five hundred (\$500.00) may be prepared and signed by the Treasurer.
- (d) Perform all duties incident to the office of Treasurer and such other duties as may from time to time be authorized by the Board of Directors.

### **Section 2. Board of Directors**

There shall be a Board of Directors composed of at least eleven (11) but not to exceed twenty-nine (29) members, which shall include the President, First Vice President, Second Vice President, Secretary, and Treasurer and other elected Board members, each of whom shall have the right to one vote. The exact number of Board members for the following year shall be determined by resolution of the Board at least thirty (30) days prior to an annual election.

A Parliamentarian shall be appointed by the President and approved by the Board of Directors to serve as an advisor to the Board of Directors on the conduct of meetings as provided for in Article IV, Section 6 of these By-Laws. This Parliamentarian shall not be entitled to vote on Board matters.

### **Regular Board of Directors Meetings**

Regular meetings of the Board of Directors shall be called at the discretion of the President with a minimum of two (2) times per year on a semi-annual basis. These two (2) meetings shall be the second Wednesday of July and December each year. All Directors shall have written notice of such semi-annual meeting, stating time, place and purpose of the meeting, a minimum of ten (10) days prior to said meeting. A written notice of the meeting may be waived by a Director. A majority of the Board of Directors shall constitute a quorum for the transactions of business, and a majority vote of those present shall be necessary to give effect to any action of the Board. During said regular meetings the Board of Directors shall report to the membership the actions taken by the Board of Directors during the previous time between meetings. While the management and government of the Association is confided in the Board of Directors, the Board of Directors may, in its discretion, allow the Voting Members to have a straw vote on any issue as an expression of the opinion of the membership.

### **Special Board of Directors Meetings**

Special meetings of the Board of Directors shall be called at the request of a majority of the Board of Directors. The announcement for a Special Meeting shall provide at least five (5) days notice, unless waived in writing, shall include the date, time, and location of the meeting and an explanation of the purpose and topic to be discussed or considered for action.

### **Section 3. Committees**

At the first meeting of the Board of Directors, each committee shall be appointed for the succeeding year as necessary. Any other special or regular committee may be appointed by the Board of Directors throughout the year.

### **Committee Chairmen**

At the first meeting of the Board of Directors during each year, the Board shall appoint committee chairpersons as necessary. Any chairperson may serve consecutive terms with no limit. Chairperson of the committee need not be a member of the Board of Directors.

### **Committee Members**

The Board shall appoint during each year such other members of the Committees as may be necessary in the discretion of the President. Members of the Committees need not be members of the Board of Directors.

### **Removal of Committee Chairmen or Committee Members**

Any Committee Chairperson or Committee Member may be removed with or without cause by a majority vote of the Board of Directors at any regular or special Board of Directors meeting duly called and attended by a quorum of the Board of Directors.

## **ARTICLE IV** **ADMINISTRATION**

### **Section 1. Government and Management of the Association**

Government and management of the Association shall be vested in the Board of Directors. The Board of Directors shall have control and management of the Association's activities, determine all policies, and supervise the business affairs of the Association. The Board of Directors shall not be authorized to borrow nor encumber the Association.

### **Section 2. Conflicts**

If there are conflicts or inconsistencies between the provisions of the Georgia Law, the Articles of Incorporation of the Association, or the By-Laws, the Laws of the State of Georgia and the Articles of Incorporation of the Association shall prevail, in that order.

### **Section 3. Questions or Interpretations of the By-Laws**

On all questions or interpretations of the By-Laws, the decision of the Board of Directors shall be final unless rescinded by a majority vote of the Association at the annual Membership meeting or at a special Membership meeting.

### **Section 4. Amendment**

These By-Laws may be amended by the Voting Members of the Association by the affirmative vote of a majority of the Voting Members of the Association present at any regular, special, or annual meeting duly called for that purpose at which there is a quorum. Notwithstanding the foregoing, those provisions of these By-Laws which are governed by the Laws of the State of Georgia may not be amended, repealed, or altered except as provided by applicable amended laws of the State of Georgia.

### **Section 5. Acceptance of By-Laws**

Any person who is proposed for and duly elected to membership in this Association shall be deemed to have accepted these By-Laws and shall be bound by them in all respects as if he/she had been a member at the time of their adoption.

### **Section 6. Parliamentary Rules**

Robert's Rules of Order (latest edition) shall govern the conduct of the Association proceedings when not in conflict with Georgia Law, the Articles of Incorporation or these By-Laws.

### **Section 7. Compensation**

The Board of Directors shall serve without compensation.

## **Section 8. Liability**

The Association shall indemnify every officer, director and committee member against any and all expenses, losses, and liabilities, including attorney's fees, reasonably incurred by or imposed upon such person in connection with any action, suit, or other proceeding (including settlement of any such action, suit, or proceeding, if approved by the then Board of Directors) to which he or she may be made a party by reason of being or having been an officer, director or committee member, whether or not such person holds such position at the time such expenses are incurred. The officers, directors and committee members shall not be liable for any mistake of judgment, negligent or otherwise, or for injury or damage caused by any such person in the performance of his or her duties, except for his or her own individual willful misfeasance or malfeasance. The officers and directors shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association (except to the extent that such officers or directors may also be members of the Association), and the Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director or committee member, or former officer, director or committee member, may be entitled. The Association may, as a Common Expense, maintain adequate general liability and, if obtainable, officers' and directors' liability insurance to fund this obligation.

## **Section 9. Fiscal Year**

The fiscal year for the Association shall be from January 1 to December 31 of each respective year.

## **Section 10. Professional Services**

The Board of Directors of the Association may retain the professional services of companies, firms, or individuals to assist or advise in conducting the normal activities of the Association and can pay reasonable fees for such services rendered. These services shall require prior approval of a majority of the Board of Directors and these services shall be authorized to be performed for a maximum period of twelve (12) months. After the approved service period expires, it may be renewed by a majority vote of the then existing Board of Director for another maximum twelve (12) months.

## **ARTICLE V**

### **ELECTION PROCEDURES. TERMS OF OFFICE, AND VACANCIES**

#### **Section 1. Terms of Office**

The terms of the office for all elected officers, including but not limited to the President, First Vice President, Second Vice President, Secretary and Treasurer shall be for a period of one (1) year from January 1 through December 31 of each year. All elected officers shall be members of the Board of Directors. Officers/Directors shall hold office until their successor is elected. An officer or director will retain all voting rights and duties of their office during the term of their office regardless of their membership status as defined in Article II. Board members may seek re-election to the same or another position.

## **Section 2. Election Procedures**

Nomination for election as an officer (and therefore to the Board) shall be made by a Nominating Committee which shall be appointed by the Board of Directors and shall consist of at least three (3) members of the Board of Directors and may also consist of up to two (2) other members of the Association who are not Board members. The Nominating Committee may nominate any number of qualified individuals, but not less than the number of officers/directors to be elected. The nominations shall be made prior to the annual meeting. Nominations shall not be allowed from the floor at the meeting. Each candidate shall be given a reasonable opportunity to communicate his or her qualifications to the membership prior to the election. No member shall be nominated for election to the Board of Directors, nor permitted to run for election, if past due in the payment of any funds to the Association. Failure to comply with this Section shall in no way invalidate the election of officers/directors who were not nominated in accordance with the provisions hereof.

All Association members eligible to vote shall be entitled to cast their entire vote for each officer/director position to be filled. There shall be no cumulative voting. The officer/director positions for which elections are held shall be filled by that number of candidates receiving the most votes. Voting for election shall be by secret written ballot (unless dispensed by unanimous consent at the meeting at which such voting is conducted).

### **Section 3. Removal of an Officer or Director**

Any elected Officer or Director (or a replacement for same) may be removed with or without cause by either: (1) a majority vote of the Voting Members of the Association, at any regular meeting or any special meeting of the Association duly called and attended by a quorum of the Membership and a replacement shall be elected at such meeting; or (2) by a majority vote of the full Board of Directors at a regular or special meeting of the Board. Any officer appointed by the Board may be removed by the Board by a majority vote of the full Board. Any Officer or Director whose removal has been proposed shall be given at least ten (10) days notice of the calling of the meeting to consider his or her removal and the purpose thereof and shall be given an opportunity to be heard at the meeting.

### **Section 4. Vacancies**

Vacancies of an Officer or Director caused by any reason other than removal, shall be filled for the unexpired term of said Officer or Director. Vacancies in the Board caused by any reason, except the removal of an Officer or Director by vote of the Voting Members, shall be filled by a vote of the Majority of the remaining Directors, even though less than a quorum, at any Board meeting.

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