

Bylaws of The Briarcliff Woods Civic Association, Inc.

ARTICLE I - NAME

The name of this non-profit organization shall be the BRIARCLIFF WOODS CIVIC ASSOCIATION, INC., hereinafter referred to as BWCA.

ARTICLE II - OBJECTIVES

Section 1. To form an organization which shall formulate, disseminate, and vigorously pursue a community program for the betterment of the Briarcliff Woods community.

Section 2. To insure that the Briarcliff Woods community is preserved principally for quality residential use and thus retain its identity as an essential element of a well-planned metropolitan area.

Section 3. To collect and disseminate information regarding planning, zoning, roads and capital improvement matters, and to exercise vigilance to the end that the rights and interests of the members are preserved.

Section 4. To maintain liaison with the local governing bodies so as to remain alert to courses of action which are of inherent concern to the citizens.

Section 5. To initiate and support social and educational programs for youth, senior citizens and all members of BWCA.

Section 6. To oppose the intrusion of forces and elements that are inimical to the perpetuation of the standard of quality of life so long associated with Briarcliff Woods.

ARTICLE III - MEMBERSHIP

Section 1. The membership committee shall determine the eligibility of all applicants for membership, both voting and non-voting.

Section 2. Voting rights shall be extended to no more than two (2) adult members of each family, provided membership dues are current.

Section 3. The geographical area covered and open for membership shall be determined by the Board of Directors.

Section 4. Dues shall be due and payable in advance for the calendar year and said dues shall be determined in advance by the Board of Directors.

ARTICLE IV. OFFICERS

Section 1. Elected officers shall be President, Vice-president, Secretary, and Treasurer.

Section 2. Term of Office. The officers shall hold office for one year or until their successors are elected. Officers shall take office at the time of the annual meeting.

Section 3. Election of officers shall take place at the annual meeting. A nominating committee shall prepare a proposed slate of officers consisting of one name for each of the elective offices. This slate shall be made known to the membership at least fifteen (15) days prior to the annual meeting. Additional nominations may be made from the floor immediately after the committee presents its proposed slate and immediately preceding the elections, provided the candidate has consented to serve and has met the qualifications listed

Bylaws of The Briarcliff Woods Civic Association, Inc.

in Section 4, and further provided the Secretary has received written notice at least ten (10) days prior to the annual meeting.

Section 4. Qualifications. Each officer must be a voting member of BWCA in good standing. No person who holds an elected or appointive political office may serve as an officer. Not more than one adult member of any family may serve as an officer at any one time.

Section 5. Duties.

President - The President shall:

- a. plan and guide the program and activities of BWCA with the assistance of the Board of Directors in accordance with the aims and objectives as set forth herein;
- b. call to order and preside over all meetings of BWCA.
- c. call special meetings of the Board or the general membership as hereafter provided;
- d. serve as chairman of the Board;
- e. appoint chairmen and other members of all standing committees and such other committees deemed necessary;
- f. be an ex-officio member of all committees except the nominating committee;
- g. prepare the annual report to be presented in writing in January of each year;
- h. perform such other duties as are appropriate to the office of the President.

Vice-President - The Vice-President shall:

- a. assist the President in such duties as shall be delegated to him/her by the President or the Executive Committee;
- b. perform the duties of the President in his/her absence or in the event of a vacancy in that office for whatever reason;
- c. review and approve expenditures to be made by the Treasurer.

Secretary - The Secretary shall:

- a. attend all meetings and record and preserve the minutes of those meetings;
- b. prepare such correspondence as may be necessary;
- c. keep and preserve the Bylaws of BWCA;
- d. perform such other acts as are usually required of the Secretary.

Treasurer - The Treasurer shall:

- a. be custodian of all funds of BWCA;
- b. receive all monies and disburse all funds as directed by the Board of Directors;
- c. maintain books and records of all receipts and disbursements;
- d. prepare and submit an annual report to the Georgia Secretary of State and the United States Internal Revenue Service and as required by any other governmental body;
- e. open and maintain an investment account to secure the highest, prudent return on BWCA monies; all checks drawn on said account shall require the signature of the Treasurer and the Vice-President, or President;
- f. open and maintain an operating account which shall contain sufficient funds for the orderly day to day operations of BWCA.

Section 6. Nomination of Officers and Directors. At least sixty (60) days prior to the annual meeting, the President shall appoint a nominating Committee. The Committee shall consist of a Chairman and four other persons, two of whom shall be members of the existing Board. The Nominating Committee shall give written notice of a slate of proposed officers and directors to the membership at least fifteen (15) days prior to the annual meeting. In selecting such slate, the Committee shall strive to achieve a balance of age, experience and interests, but shall assure that all geographic areas of BWCA are represented. The Committee shall be responsible for contacting those persons so nominated for office.

Bylaws of The Briarcliff Woods Civic Association, Inc.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the elected officers, directors (number ranging from 14 to 24), and the immediate past president.

Section 2. Duties. Subject to these bylaws and the BWCA Articles of Incorporation, the affairs of BWCA shall be managed and administered by the Board of Directors. The Board shall carry out any directives and resolutions of the membership and shall serve as the primary communication link with the members.

Section 3. Term of Office. All directors, except the immediate past president, shall be elected at the annual meeting and shall serve for a term of one year or until his/her successor has been elected.

Any director, including those ex-officio directors, may be removed, with or without cause, by a two-thirds vote of the entire Board of Directors then in office. The remaining directors shall fill any vacancy occurring for any reason during the term of any director, including the ex-officio directors, and such appointment shall continue until the expiration of the term of the director whose place has become vacant.

Section 4. The Board of Directors shall meet at least quarterly and at such other times as necessary; the President shall call special meetings at his/her discretion or upon the written request of three (3) Board members. A majority of directors then in office shall constitute a quorum for the transaction of business. All resolutions adopted and all other business transacted by the Board shall require the affirmative vote of a majority of the directors present at the meeting.

Section 5. Any authorization for the expenditure of funds by the Board of Directors shall be in force only for the year authorized and shall not be carried over from one year to the next.

ARTICLE VI - OFFICIAL SIGNATURES

Section 1. Except as provided in Article IV, Section 5, all official documents necessary for the administration of the affairs of BWCA shall be signed by the President and the Vice-President.

ARTICLE VII - GENERAL MEMBERSHIP MEETINGS

Section 1. BWCA shall meet annually each January and at such other times as may be necessary, in the discretion of the President. Additionally, the President shall call special meetings upon the written request of twenty-five (25) voting members in good standing. All meetings shall be announced at least fifteen (15) days prior to the meeting.

Section 2. A quorum at all general meetings shall consist of ten percent (10%) of all voting members, provided notice has been given to the entire membership fifteen (15) days prior to the meeting.

ARTICLE VIII. COMMITTEES

Section 1. There shall be the following standing committees:

- a.** Audit
- b.** Budget and Finance
- c.** Communications and Publicity
- d.** Distribution
- e.** Membership
- f.** Planning, Zoning, Roads, and Construction Standards
- g.** Program
- h.** Executive

Bylaws of The Briarcliff Woods Civic Association, Inc.

Section 2. Executive Committee. There shall be an Executive Committee which may act for the Board during the interim between Board meetings, but the authority of such Committee shall be limited to expenditures of no more than three hundred and fifty dollars (\$350-00) on any one project.

Members shall consist of the officers, immediate past-president and two (2) directors, appointed by the President.

Meetings shall be called at the discretion of the President or upon the written request of three (3) members of said Committee. A quorum at all meetings shall consist of five (5) members and all resolutions adopted and all business transacted by said Committee shall require the affirmative vote of at least four (4) of the members present.

Section 3. The chairman of all standing committees, other than the Executive Committee, and of such other committees as circumstances may dictate shall be appointed by the President. The members of each committee shall be appointed by the chairman thereof.

ARTICLE IX - RULES OF ORDER

The proceedings of BWCA shall be governed by Robert's Rules of Order, newly revised, except where those Rules conflict with the provisions of these bylaws.

ARTICLE X - AMENDMENT OF BYLAWS

These bylaws may be amended or repealed by a majority of the voting members in good standing who are present and voting at any general meeting of BWCA, provided thirty (30) days written notice of intent to amend or repeal the bylaws has been transmitted to the membership.