

BY-LAWS
Of
THE NORTH SPRINGS
HOMEOWNERS ASSOCIATION
SANDY SPRINGS, GEORGIA

Revised January 26, 2012

ARTICLE I NAME and ORGANIZATION

The organization shall be known as the North Springs Homeowners Association, a non-profit entity organized and existing under the laws of the state of Georgia. This organization may also be referred to as "Association", "NSHOA", or "NSHA".

The By-Laws of the North Springs Neighborhood Association will govern the activities and process of the Association and the various committees. The ordinances of the City of Sandy Springs and Fulton County and the laws of the state of Georgia and United States will be superior to the By Laws.

Roberts Rules of Order, latest edition, will be the parliamentary authority of the Association and the various committees. If there is conflict between Robert's Rules of Order and these By Laws, the By Laws take precedence.

By-Laws may be amended at any properly called Association meeting. Proposed changes should be provided to the members of the Association at least two weeks prior to the called meeting by the normally accepted method of communication.

Operational Year of the Association shall be February 1 through January 31 and the Fiscal Year shall be January 1 to December 31.

ARTICLE II LOCATION

The Association shall include the neighborhoods of Wyncourtney, Devonwood, and W. Spalding that are bounded on the south side of Dalrymple Road and the eastside of Brandon Mill Road. Hereafter these various sub neighborhoods will be referred to jointly as the Neighborhood.

ARTICLE III OBJECTIVES

Section 1. The Association Objective is to maintain a high quality of life and to create a sense of community through activities that protect, preserve, and improve the Neighborhood, including the safety and personal privacy of residents.

Section 2. Activities that accomplish the above may include good neighbor communication, neighborhood improvements, coordination of social and other events, promotion of special programs and services to the neighborhood, and Association representation and participation in civic, community, and governmental affairs.

Section 3. To foster and maintain cooperative efforts with neighboring homeowner associations is desirable.

ARTICLE IV ELIGIBILITY

Any property owner or resident who lives in the Neighborhood is eligible for membership in the Association. Membership can include renters or absentee property owners. Each residence will be entitled to one vote no matter how many individuals own or rent the residence. Renters must have the property owner's permission to be eligible to vote.

ARTICLE V MEMBERSHIP

Section 1. All members of the Association are subject to annual dues in an amount as established from time to time by a vote of the Association members at a regular or specially called Association meeting. Members of the Association are to be notified two weeks in advance of a proposed change in the amount of dues at the meeting. Generally accepted manner of communication to the membership is considered proper Notification.

Section 2. Dues should be paid prior to May 1. Dues paid shall follow the property if it is sold prior to the end of the Association business year.

ARTICLE VI

NOMINATION AND ELECTION OF OFFICERS

Section 1. At the October Executive Committee meeting prior to the annual Association meeting when officers are elected the EC shall select 3 members to serve on a Nominating Committee. The Nominating Committee shall notify Association members by the generally accepted means of communication that the Committee is receiving recommendations for officers and committee chairs of the Association. The Nominating Committee may at its discretion interview and review candidates. The Nominating Committee shall report to the Executive Committee at least three weeks prior to the annual meeting the results of its work and whether it proposes a slate of officers and committee chairs for nomination at the annual Association meeting.

Section 2. The proposed slate of officers and committee chairs shall be provided to the Association members at least two weeks prior to the annual meeting by the generally accepted manner of communication.

Section 3. Members are permitted at the annual meeting to make nominations for the various Association positions.

Section 4. Officers and Chairs of the Standing Committees shall be chosen by a majority vote of members eligible to vote and present at the Association meeting.

Section 5. The term of office for Officers and Standing Committee Chairs shall be for a period of two years commencing on February 1. No officer may hold the position for more than two terms.

Section 6. Only one member of a household may serve as an officer for any given term of office.

ARTICLE VII

OFFICERS AND COMMITTEE CHAIRS

Section 1. Officers shall be the President, Vice-President, Treasurer, and Secretary.

Section 2. The Officers and Standing Committee Chairs shall constitute the Executive Committee (EC). Standing Committees shall be Government and Community Affairs, Membership, Social, Improvements, Communication, and Program. No committee shall have more than two (2) chairs.

ARTICLE VIII Executive committee

Section 1. The Executive Committee shall meet at least once a quarter at the call of the president. Any member of the EC or of the Association may submit a request for meeting of the EC.

Section 2. The Executive Committee shall conduct the general business of the Association. A majority of EC members present, which must include either the president or vice-president, will constitute a quorum for conducting EC or association business. Absentee, proxy, telephone, email, any form of social media, etc. voting is not permitted in the formal conduct of EC business. Such forms may be permitted to solicit opinions or guidance.

The EC may use Association funds to pay general administrative purpose costs of the Association without prior approval of the Association. These regular and normal costs may include supplies, copying charges, postage, state required fees, Sandy Springs Civic Roundtable fee, bank fees, and normal landscaping at the neighborhood entrances. Fees to be incurred from consultation or engaging an attorney concerning the operation of the Association requires specific approval by the EC. In excess of a nominal fee, approval should be provided by the Association. The expenses are to be authorized in advance by the Treasurer, subject to their being in compliance with the Association approved budget. Expenditure and/or reimbursement shall be by check upon presentation of proper documentation.

Section 3. The EC may not approve or distribute money in support of projects such as to erect permanent neighborhood signs, physical improvements, contributions for government affairs issues (e.g., zoning), or engaging the services of an attorney or other expert. Major decisions and authorization of expenditure require approval of the members of the Association. Special contributions or member assessments also require approval by the members of the Association.

Section 4. The EC may invite non-EC members to attend and discuss any issue(s) under consideration. Anyone participating in the discussion of an issue under consideration shall disclose any personal relationship with regard to the issue.

Section 5. Any Member of the Association may attend an EC meeting.

ARTICLE IX

RESPONSIBILITIES OF OFFICERS AND RELATED ISSUES

Section 1. The Officers shall perform the duties and responsibilities prescribed in this Article and such other duties and responsibilities as the Act of Incorporation, By-Laws of the Association, or parliamentary authority adopted by the Association may prescribe.

Section 2. PRESIDENT

a. The President shall be the chief executive officer, the official spokesperson of the Association, and shall have general supervision of the affairs of the Association. President shall establish the agenda for meetings of the Association and the EC and shall preside at all meetings of the Association and of the EC. The president shall have the power to appoint committees to study or investigate any matters of common interest to the members of the Association. The president will see that orders and resolutions of the EC are carried out. The president will be a co-signatory on the Association checking account and shall be a co-signatory on all checks in excess of \$100.00, notes and all other written instruments.

b. The president shall serve an ex-officio member of all committees.

Section 3. VICE-PRESIDENT

The Vice-President shall supervise the activities of Standing Committees and Special Committees. The VP will be a signatory on the Association checking account. In the event of the absence or inability of the president to exercise the duties of office, the VP shall become acting president of the Association with all the rights, duties, and responsibilities as if duly elected.

Section 4. TREASURER

a. The Treasurer shall have charge of the receipt of funds of the Association; shall deposit all monies of the Association into the appropriately insured bank accounts or funds to the credit of the Association; and, shall disburse along with a co-signatory such funds as directed by resolution of the EC. Treasurer shall keep proper books of account including ledger, bank statements, canceled checks, the register of dues paying members, and shall balance the account(s) in a timely manner each month. Treasurer shall report income, disbursements, and other pertinent financial information at each meeting of the EC and the Association. The Secretary shall be furnished a copy of the reports.

b. Financial records of the Association shall be furnished to any member of the EC or member of the Association upon request.

c. In the case of prolonged absence, illness, or death of the Treasurer, the VP shall make disbursements at the direction of the EC.

d. A Review Committee, appointed by the president, shall review the Association records with the Treasurer (who may not be a member of this committee) and provide a timely written report to the EC, but no later than the April EC meeting.

Section 5. SECRETARY

The Secretary shall keep records of the Association, record votes, and record and keep Minutes of EC and Association minutes in a book to be kept for that purpose. A record of all members of the Association along with their contact information and addresses shall be kept in a book kept for that purpose. Officers and committee chairs shall be notified of votes, orders, and proceedings affecting or pertaining to their duties.

a. The Secretary shall attend to such correspondence as the EC or the Association may direct.

b. The Secretary shall maintain a list of contacts from other associations and organization.

c. The Secretary shall serve as the Registered Agent of the Association

Section 6. VACANCIES

a. Vacancies, other than that of the president, occurring on the EC shall be filled by a majority vote of the remaining EC members. The individual shall serve until the next regular meeting of the Association. At that meeting the Association shall elect a person to serve the balance of the term. If the remainder of the term is greater than one half of the regular term, it will be considered a full term for the purposes of the consecutive term provision.

b. An officer or Standing Committee Chair desiring leave their position shall resign by mailing their resignation to the president. Date stated in the resignation will be the effective date.

- c. Any EC member may be removed from office by the same selection process used to place that person in office. An elected Officer or Standing Committee Chair may be removed by a majority vote of the qualified Association members. An appointed EC member may be removed by a majority vote of the remaining EC member.
- d. Should both the office of president and vice-president be vacant concurrently, the remaining members of the EC shall select an interim president who shall assume all of the duties and responsibilities of the office and who shall serve until the next regular or specially called association meeting.

Section 7. Ethics

- a. No EC member shall accept, directly or indirectly, any compensation from the Association. Nor shall an EC member accept, directly or indirectly, any gift or gratuity from any person or organization that has sought or is seeking favorable consideration from the Association. Any offer, direct or indirect, that has been made shall be reported to the EC no later than the next EC meeting.
- b. Any member making a proposal to the EC or the Association for consideration or speaking in favor of or against a proposal must disclose any relationship, direct or indirect, with regard to the proposal or to anyone associated with the proposal.

The EC may propose additional Standing Committees to the Association. Such committee may be established by the Association through amendment of the By Laws.

Section 8. SPECIAL COMMITTEES

The EC may establish special committees from time to time and appoint the committee chair. Members of Special Committees shall be qualified members of the Association and may include members of the EC. Special Committees may make recommendations to the EC and may carry out the duties and/or purpose for which they were established under the supervision of the EC. These committees will cease to exist when the purpose for which created has been completed, authorization has been revoked by the EC, or the term of office for the current EC members expires.

ARTICLE X STANDING COMMITTEES

Section 1 Governmental Affairs Committee

The Governmental Affairs Committee shall be concerned with government affairs issues in the City of Sandy Springs (COSS) and in Fulton County. The committee will keep the EC and neighborhood association informed on issues that affect the neighbors or the neighborhood, directly or indirectly. The committee shall work with other neighborhoods as the situation warrants. It shall be the responsibility of the committee chair, or a designated member, to attend all appropriate government meetings. Committee shall coordinate the Association position and action that could include attendance and participation at official government meetings or letter writing/communication campaigns. The Committee may not commit the Association to a particular position or action.

Section 2. Improvements Committee

The Improvements Committee shall be concerned with physical/capital improvements of interest to the Association membership. This may include street signs, sidewalks, speed bumps, landscaping, etc. The EC may provide suggestions regarding priority of concerns. It shall conduct research into the feasibility, cost, etc. of specific interests, and report to the EC.

Section 3. Communication Committee

The Communication Committee shall be responsible for handling general communication to the Association, maintain the Web site, distribute flyers/notices as needed, and create, post, and remove signs for meetings and social events. Reasonable attempt by the Chair should be made to include on the committee one representative from each street.

Section 4. Social Committee

The Social/Hospitality Committee shall attempt to create a sense of community through social interaction such as special events, welcome new homeowners, coordinate support for situations such as new babies, serious illness, or death.

The EC shall approve special activities and any required expenses.

Section 5. Program Committee

The Program Committee with the EC approval shall arrange at least twice a year for speakers to address the Association on interests pertinent to the general membership. The Committee shall schedule and arrange the location for Association meetings. The Committee shall work with other HOAs as needed to attract speakers on a topic of mutual interest.

Section 6. Membership Committee

The Membership Committee shall attempt to recruit new members for the Association, and attempt to retain current members. Committee will retain roster and contact information of the members.

Committee will coordinate with the Treasurer as necessary and appropriate.

ARTICLE XI ASSOCIATION MEETINGS

Section 1. Including the annual meeting which must always occur in January of each year, there shall be at least one additional Association meetings. Notification of association meetings shall be at least 14 days in advance by the normally accepted general communication to membership and may additionally include other forms of communication. Such communication may include email blast, social media (e.g., Facebook, et al), NSHA Web site, flyers, telephone, neighborhood entrance signs, etc. Information regarding meeting purpose will be provided at the time of notification. Such purposes may include election of officers and the proposed slate, proposed By-Law changes, subjects and issues to be discussed decisions needed to be made by the Association, etc. will be provided at the time of notification. EC may call additional Association meetings as desired or needed.

Section 2. The Voting members present will constitute a quorum. Decisions made at the Association meeting will govern the Association and the EC. Association decisions will take effect immediately unless another date is specifically chosen. Absentee, proxy, telephone, email, or any form of social media, etc. is not permitted in the formal conduct of Association business.

Section 3. Officers and Standing Committee chairs are elected at the annual meeting as required.

Section 4. Majority vote at the Association meeting is required for conducting general business, adoption of a resolution, and amendment of the By-Laws.

Section 5. All meetings shall be public and open to any interested persons. However, only members may participate in the business of the Association.

