

SEXTON WOODS HOMEOWNERS ASSOCIATION AIMS & OBJECTIVES

Draft Updated 11/15/11

ARTICLE I - OBJECTIVES

The Sexton Woods Homeowners Association hereafter referred to as the 'Association', is a nonpartisan and non-profit corporation composed of residents of the Sexton Woods & Chamblee Dunwoody area dedicated to four core purposes:

- A. **ENHANCE** - Both the environment and property value of the neighborhood
- B. **INFORM** - Provide a powerful collective voice to inform residents, surrounding associations and government officials in the area to solve common issues facing our residents
- C. **PROTECT** - The community by keeping both the residents and law enforcement officials actively engaged in neighborhood concerns and problems
- D. **CONNECT** - Provide environments for its residents to connect with others, learn, and encourage participation in citizen activities which are in the general interest of the community

ARTICLE II - MEMBERSHIP

- A. **MEMBERSHIP** - The membership of the Association shall be open to all Homeowners residing in the Sexton Woods/Chamblee Dunwoody area. To become a member of the Association, a prospective resident must pay the associated dues. Dues are to be paid at the annual meeting or mailed to the Treasurer of the Association. Only paid members are allowed to vote for Association officers. The officers of the Association may increase dues on an annual basis. For the purpose of membership, the Sexton Woods/Chamblee Dunwoody area shall be considered that area as outlined on maps filed at the Dekalb County Courthouse.
- B. **DUES** – Initial membership during the reinstatement of the Association will be **\$25.00** for the year. After formation and assignment of the Officials and Committee, membership dues will be determined after total operating expenses of the Association and total membership are estimated and approved for the following years. These funds will be utilized for the operation of the Association. Examples of operating expenses are Website support & hosting, newsletter communication, insurance and incorporation cost, meeting space, and printing)
- C. **MEETINGS** – Once the association is reestablished, regular meetings of the Association shall be held semi-annually in January and July. The meeting in July shall be considered the “annual” meeting and the election of officers for the ensuing year will be held at that time. All general business of the Association may come before any regular meeting and that business may be transacted without a special notice to the membership.
- D. **SPECIAL MEETINGS:** the President may call Special meetings of the membership, by a majority of the Board of Directors, or by 25 percent of the membership. In the event of a special meeting, written or printed notice stating the place, day and hour of the meeting and the purpose for which the meeting is called shall be delivered not less than seven days prior to the date of the meeting. Distribution of such notice will be to all members of the Association. If mailed or hand delivered, such notice shall be deemed to have been delivered when deposited in the United States mail or placed outside the member's mailbox at the member's residence.

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- E. **MEETING LOCATION:** The officers of the Association may designate the place of each regular or special meeting by notice to the membership no less than seven days prior to the holding of such meeting.
- F. **RECORD KEEPING:** For the purpose of determining member list entitled to notice or to vote at any meeting, the officers and Board of Directors will provide a membership list which shall have all members of the Association as well as the date of their membership and information regarding payment of dues. Said book shall be brought to each regular meeting of the Association and, upon certification by the Secretary, the information of record will be conclusive as to the qualification of any person to vote at that meeting.

ARTICLE III - ELECTION OF OFFICERS

- A. **Selection:** The President shall appoint a nominating committee subject to the approval of the Board of Directors. The committee shall be composed of three members; one shall be from the current Board of Directors, one from the general membership, and the third shall be the outgoing President.
- B. **Duties:** The committee shall select a slate of nominees. Newsletter or other written media to the membership at least ten days prior to the date of the "annual" meeting shall publish notice of this slate.
- C. **Nominations by the Membership:** In addition, any six members, by notice filed with the Secretary at least two days prior to the date of the meeting, may make nominations.
- D. **Election of Officers:** The members present at the "annual" meeting shall vote for the candidates nominated by the above methods. The candidates receiving the majority of votes from the members shall be declared elected.

ARTICLE IV - OFFICERS

- A. **Structure:** The officers of the Association shall be a President, Vice President, Secretary and Treasurer, each of whom shall be elected by the membership as described in Article III, Section D.
- B. **Principle Office:** The principle office of the Association shall be the residence of the current President
- C. **Election and Term of Office:** The officers of the Association are elected at the July "annual" meeting. Term of office will be from the dated elected in July until the date of the following July meeting. Each officer shall hold office until his successor has been duly elected. No officer may succeed himself/herself more than once.
- D. **Removal:** Any officer elected by the membership may be removed from unanimous vote of the Board of Directors, excluding said officer being voted on, when, in the judgment of the Board, the Association shall best be served by this action. Any officer of the Association who moves his/her residence from Sexton Woods during his/her tenure of office shall automatically be removed from office.
- E. **Vacancies:** the Board of Directors may fill A vacancy in any office for the balance of the term.
- F. **President:** The President shall be the principal executive officer of the Association and is subject to the control of the members and shall, in general, supervise and control all of the business affairs of the Association. He/she shall preside at all of the meetings and will sign, along with the Secretary or any other proper officer, any deeds, mortgages, bonds, contracts, or any other instruments which the membership has authorized to be executed and, in general, shall perform all duties incident to the office of President and other such duties as may be prescribed by the membership.
- G. **Vice President:** In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President shall perform the duties of the President. The Vice President shall have all the powers and be

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subject to all the restrictions upon the President. The Vice President shall perform such other duties as may be assigned to him by the President.

- H. **Secretary:** The Secretary shall:
 - a. keep the minutes of the meetings, either regular or special, in a book provided for that purpose
 - b. see that all notices are duly given in accordance with the provisions of these By-Laws
 - c. be custodial of the Association records
 - d. file the annual report of the Corporation with the Secretary of State of Georgia between the first day of January and the first day of April of each calendar year
 - e. in general perform all of the duties incident to the office of Secretary, including the handling of correspondence relating to the Association and such other duties as may be assigned by the President or by the members.
- I. **Treasurer:** The Treasurer shall:
 - a. have charge and custody of and be responsible for all funds of the Association, receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provision of these By-Laws
 - b. file such tax returns as may be required from time to time by local, state and federal taxing authorities
 - c. in general, perform all duties incident to the office of Treasurer and such other duties assigned by the President or by the members
 - d. have account books of the Association open to inspection by the Board of Directors at all times. An annual audit will be made by a committee of three appointed by the President and approved by the Board of Directors.
- J. **Salaries:** No salaries will be paid to any officer or director of the Association.

ARTICLE V – BOARD OF DIRECTORS

- A. **Number, Tenure and Qualifications:** The Board of Directors of the Association shall be comprised of the elected officers and the chairpersons of standing committees of the Association. The President shall select the committee chairpersons. Each Director shall be a resident of Sexton Woods and shall hold office until his/her successor shall have been elected, appointed and qualified.
- B. **General Powers:** The Board of Directors shall have charge of the general direction of the affairs of the Association and shall be empowered to transact the business of the Association.
- C. **Quorum:** A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- D. **Manner of Acting:** The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any action required by the Georgia Non-Profit Corporation Code to be taken at a meeting of the directors of a corporation, or any action which may be taken at a meeting if written consent, setting forth the action to be taken, shall be signed by all the directors, or all the members of the committee, as the case may be, and be filed with the minutes of the proceedings of the Board or the committee. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any articles or document filed with the Secretary of State under the Georgia Non-Profit Corporation Code.
- E. **Vacancies:** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

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- F. **Presumption of Assent:** A director of the Association who is present at a meeting of the Board of Directors at which action on any Association matter is taken shall be presumed to have assented to the action unless his/her dissent shall be entered in the minutes or unless he/she shall file his/her written dissent to such action with the person acting as Secretary to the meeting before the adjournment thereof.

ARTICLE VI – COMMITTEES

- A. **Name and Chairperson:** The standing committees of the Association shall consist of the membership/social committee, safety committee, neighborhood affairs committee, technology & communications committee and property enhancement committee. These chairpersons shall be appointed by the President and, along with the other elected officers, shall serve as members of the Board of Directors. No person shall chair more than one committee.
- B. **Duties and Functions of Committees:**
1. The **membership/social committee** shall be responsible for contacting all new residents of Sexton Woods to familiarize these new residents with the aims and purposes of the Association and to secure, if possible, these new residents as members of the Association. Also responsible for the planning and execution of all social functions and all sporting or recreational activities of the Association.
 2. The **neighborhood affairs committee** shall provide liaison with other neighborhood associations, investigate zoning applications, and communicate with public officials regarding matters affecting our community.
 3. The **safety committee** will work with residents and officials to safeguard our children and property. They will also be responsible for communication with local law enforcement officials.
 4. The **technology and communications committee** shall be responsible for coordination of all information helpful in creating better community relations through eNewsletters, website support and development, publishing of an annual residential directory, and expressing the Association's congratulations or condolences to our residents.
 5. The **property enhancement committee** shall be responsible for community and resident beautification projects.

ARTICLE VII – ORDER OF BUSINESS

- A. **Meetings:** The order of regular scheduled meetings of the Association shall be:
1. Meeting called to order
 2. Minutes of the previous meeting
 3. Treasurer's report
 4. Old business
 5. Committee reports
 6. New business
 7. Adjournment.
- B. **Rules:** Roberts' Rules of Order applied

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ARTICLE VIII – CONTRACTS, LOANS, CHECKS, & DEPOSITS

- A. **Contracts:** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract, to execute and deliver any instrument in the name of, and on behalf of, the Association, and such authority may be general or confined to specific instances.
- B. **Loans:** No loans shall be contracted on behalf the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- C. **Checks, Drafts, Etc:** All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or other agents of the Association in such manner as determined by resolution of the Board of Directors.
- D. **Deposits:** All funds of the Association not otherwise employed shall be deposited to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors shall elect.

ARTICLE IX – FISCAL YEAR

- A. The fiscal year of the Association shall be October 1 through September 30 of the succeeding year.

ARTICLE X – DUES & ASSESSMENT

- A. **Dues:** Dues of the Association will be \$25.00 per year