

INDIAN HILLS CIVIC ASSOCIATION, INC.

BY-LAWS

P.O. Box 681283

Marietta, GA 30068

ARTICLE I

MEMBERS

Section 1 - As set forth in the corporation charter, the membership of the corporation shall be comprised of persons 18 years or older, legally residing within the confines of the Indian Hills community of Cobb County, Georgia. Exercising the rights of membership shall be contingent upon the prompt payment of such membership dues as the Board of Directors shall set. Upon the timely payment of said dues, persons otherwise qualified for membership in the corporation shall become members of the corporation. One vote per paid address.

Section 2 - The Director of Membership of the corporation shall keep an up-to-date roster of the members of this corporation.

Section 3 - Membership in the corporation is transferrable.

Section 4 - All dues and any legal right accruing from payment of said dues shall be forfeited in case of death, changes in residence, or termination of membership.

ARTICLE II

ANNUAL MEETINGS OF MEMBERS

Section 1 - The annual meeting of the members, for the election of officers of the corporation and for approval of the budget, shall be held in Cobb County, Georgia at such place in said county as may be designated in the notice of such meeting, in the month of October of each year at 7:00 PM or at such other time as may be designated by the Board of Directors in the notice of such meeting. The officers and the members of the Board of Directors shall be elected, with the election of officers preceding the election of directors. The approved budget will be in effect from October through September to coincide with funds raised in the membership drive.

Section 2 - Fifty (50) members shall constitute a quorum at all meetings for the transaction of business. If a quorum be not present, those members attending shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a

quorum of members shall be present. Unless a different quorum is required by the law, by the Charter, or by these By-laws, the affirmative vote of a majority of the members present at a meeting at which a quorum is present shall be the act of the members. If a quorum is not reached at this meeting, the Board shall have the authority to transact all business of the corporation.

Section 3 - Notice of the annual meeting will be published in the August and September issues of the corporation's official monthly newsletter, "The Smoke Signals."

Section 4 - Special meetings of the members may be held at the call of the President, the Secretary, a majority of the Board of Directors or upon the call of a majority of the members of the corporation. Special meetings may be held at any place in Cobb County, Georgia, and at any time designated in the call. Notice of special meetings will be published in "The Smoke Signals" scheduled for delivery at least ten (10) days prior to the meeting date, or at least five (5) days notice prior to the special meeting shall be given in person, or by mail to all members entitled to vote at such meeting, by the person or persons calling said meeting. Depositing said notice duly stamped and addressed to a member at his address as it appears on the corporation's records shall be deemed a compliance with the requirements for giving notice. Business transacted at such meetings shall be confined to the objects stated in the call.

Section 5 - Any member may waive, in writing, notice of either a regular or special meeting of members before or after the meeting and if present at the meeting in person or by proxy shall be deemed to have waived such notice.

Section 6 - Each member of the corporation shall be entitled to one vote.

ARTICLE III

OFFICERS

Section 1 - The officers of this corporation shall be a President, a Secretary, and a Treasurer.

Section 2 - The officers of the corporation shall be elected by a majority vote of those members present at their annual meeting, and shall hold offices until their successors have been elected and qualified or until removed by the members. An officer may be removed with or without cause by two-thirds (2/3) majority at any meeting of the members where a quorum is present. An officer may also be removed by a vote of two-thirds (2/3) majority of the entire Board of Directors at any regularly scheduled Board meeting. In case of death, resignation or removal of an officer, the Board of Directors by a vote of two-thirds (2/3) majority of the entire board may at any called meeting of the Board elect a successor for the unexpired term of said resigned, removed or deceased officer, but in no case can a successor assume office within thirty (30) days prior to the annual meeting.

Section 3 - Each officer shall be at least 21 years of age and a member of the corporation.

Section 4 - The officers shall not be entitled to remuneration for services rendered as officers on behalf of the corporation.

Section 5 - All officers of the corporation shall be members of the Board of Directors and of the IHCA.

Section 6 - No person may hold more than one office.

Section 7 - The term of office for President and Treasurer shall be two (2) years with one additional consecutive term permitted. All other officers will serve two (2) year terms and they may succeed themselves. Because of their fiduciary responsibilities, all officers must be vetted prior to running for election. They must declare their intent to run 45 days in advance of the Annual Meeting.

Section 8 – As defined in In Article 1, Section 1, each address has one vote. If two or more board members live at the same address, they only can cast one vote at the Board Meetings.

Section 9 – All officers must be bonded. The IHCA Board will pay for any bonding expenses.

ARTICLE IV

DUTIES OF THE OFFICERS

Section 1 - The President, the chief executive officer of the corporation, shall:

- Preside at all meetings of members and directors.
- Manage the business of the corporation.
- Execute all orders and resolutions of the Board.
- Be the public voice of the Board of Directors – including but not limited to social media, the press, etc. or will appoint a designee from the Board Members.
- Designate a director to preside at any meetings in which the President is absent.

Section 2 - The Secretary shall:

- Keep the minutes of all meetings.
- Have custody of the corporate seal.
- Notify all Board members of meetings.
- Procure meeting space for each meeting.
- Maintain an updated list of corporate and legal documents including permits, easements, warranties, contracts, deeds, agreements with vendors, codes and information for the web address, and other binding agreements.

Section 3 - The Treasurer shall:

- Serve as custodian of the funds of the corporation, keeping careful records of all receipts and making no disbursements without the authority of the Board.
- Facilitate the creation of the annual budget, seeking input from other Board members as necessary.
- Prepare a statement of budgeted versus actual expenses for the Board and members on a monthly and annual basis, respectively.
- Prepare reports monthly reconciling the cash balances of the corporation's bank accounts to financial records for review by the Secretary and made available for any other member of the Board.
- Take responsibility for reports required by taxing authorities, including preparation of tax returns.

ARTICLE V

DIRECTORS

Section 1 - The Directors of this corporation shall consist of the Director of Security and Roads, Director of External Affairs, Director of Landscaping, Director of Membership, Director of Communications, and a Director of Community Affairs, and (4) four area directors.

A director may be removed with or without cause by two-thirds (2/3) majority at any meeting of the members where a quorum is present. A director may also be removed by a vote of two-thirds (2/3) majority of the entire Board of Directors. In the case of death, resignation, or removal of a director, the Board of Directors by a vote of two-thirds (2/3) majority of the entire Board may at any monthly meeting of the Board elect a successor for the unexpired term of said resigned, removed or deceased director, but in no case can a successor assume office within thirty (30) days prior to the annual meeting.

Section 3 - Each director shall be at least 21 years of age and a member of the corporation.

Section 4 - All directors will serve two (2) year terms and may succeed themselves.

Section 5 – All directors of the corporation shall be members of the Board of Directors and IHCA.

Section 6 – No director may hold more than one position.

Section 7 – The directors shall not be entitled to remunerations for services rendered as directors on behalf of the corporation.

ARTICLE VI

DUTIES OF DIRECTORS

Section 1 - The Director of Security and Roads shall:

- Coordinate security patrols and road maintenance.

Section 2 - The Director of External Affairs shall:

- Be the liaison with county officials and their respective departments
- Monitor local zoning applications, evaluate the impact on Indian Hills, and where appropriate, presenting the Indian Hills position at county zoning hearings.

Section 3 - The Director of Landscaping shall:

- Ensure the maintenance of common areas including pocket parks, entrance signs, lights, electrical outlets, and water meters.
- Document location of water meters, sprinklers, and electrical outlets.
- Manage landscapers.
- Prepare, maintain, and operate under an approved budget.

Section 4 - The Director of Membership shall:

- Maintain and report to at the Board of Director meetings an up-to-date list of the members of this corporation.
- Report to the membership numbers (voting strength) to the Secretary at Annual Meeting.
- Negotiate membership benefits with vendors.
- Distribute new member packets to the Area Directors.
- Serves as chairman of the membership committee.
- Organizes the Membership Drive in August and September.
- Send the membership list to the Corporation's directory vendor for printing and distribution.
- Prepare and distribute the closing letter to mortgage companies.

Section 5 – Director of Communications shall:

- Oversee the publication “The Smoke Signals” by working with board-approved vendors, printers, etc.
- Solicit the Board and the membership for articles for “The Smoke Signals.”
- Work with the President to promote IHCA via social media.

- Maintain and update the material on the IHCA website.

Section 6 – Director of Community Affairs shall:

- Promote and organize events including the biannual garage sales and dumpster day.
- Organize a home and garden tour on years ending with an even number.
- Collect names and monies for the graduation signs and put them up at the entrances.
- Store all IHCA yard signs and banners promoting and notifying members of IHCA events.
- Place IHCA signs and banners around the subdivision a week in advance of an event. This includes the Annual Meeting.

Section 7 – The four (4) Area Directors shall:

- Meet new home owners and encouraging them to join IHCA.
- Explain the benefits of membership.
- Distribute new member packets.
- Serve on the Membership Committee.
- Choose their areas' Yard of the Month (YOTM) and arranging the pictures of YOTM and submitting the names and pictures to the Director of Communications by the 15th of the month.
- Work closely with the precinct and block captains to increase IHCA membership.

ARTICLE VII

BOARD OF DIRECTORS

Section 1 - The Board of Directors of this corporation shall consist of three (3) officers and ten (10) directors-as outlined elsewhere in the By-laws.

Section 2 - The Board of Directors shall regulate and supervise the management and operation of the corporation. It may exercise all of the powers of the corporation and do all such lawful acts and things as are not by statute, by the Charter or by these By-laws required to be exercised as done by the members.

Section 3 - The Board of Directors may elect from members of the corporation such committee or committees as they deem necessary and such committee or committees will be directly responsible to the Board.

ARTICLE VIII

BOARD OF DIRECTORS MEETINGS

Section 1 - At all Board of Directors meetings the presence of at least a majority of the voting members of the Board shall be necessary to constitute a quorum to transact business, but any lesser number shall be sufficient to adjourn the meeting. The action of the majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 2 - When the Board takes a formal public stand on behalf of the corporation, it must have the prior approval of two-thirds (2/3) of the voting members of the Board.

Section 3 - A regular meeting of the Board shall be held each month.

Section 4 - Special meetings of the Board may be called by the President, by the Secretary or by a majority of the Board of Directors by giving reasonable notice to each member of the Board either personally or by telephone, by mail, by email, or other media in which all Board members have access. No meeting of the Board may be called without giving at least five (5) days notice; provided, however, that any member of the Board may waive notice either before or after the meeting and if present at the meeting, in person or by proxy, shall be deemed to have waived such notice. Special meetings of the Board may occur in person, via phone, via email, or via video conferencing as long as all members can participate. The minutes for these meetings may be separate or may be an addendum to a regularly scheduled Board meeting.

ARTICLE IX

NET EARNINGS

Section 1 - No member of this corporation shall be entitled to any portion of the net earnings of the corporation. Said net earnings shall not inure to the benefit of any private person and shall be held and used only for the purposes specified in the Charter of this corporation; however, nothing herein contained shall be construed as preventing this corporation from paying any member or nonmember for services rendered to it.

ARTICLE X

CONTRACTS

Section 1 - All contracts shall be approved by the Board of Directors and no loans shall be made by any officer of the corporation or any loans secured on behalf of the corporation without the

authority of the Board of Directors and no mortgage, deed to secure debt, deed, note or other legal document whatsoever shall be executed except upon the authority of the Board of Directors. All legal documents shall be executed by the President or, in his absence, a Director designated by the President, and attested to by the Secretary. The Secretary shall affix the seal of the corporation to all legal documents requiring such seal.

ARTICLE XI

SEAL

Section 1 - The seal of the corporation shall be as follows:

INDIAN HILLS CIVIC ASSOCIATION, INC.

ARTICLE XII

DEPOSITORIES

Section 1 - All funds of the corporation shall be deposited in the name of the corporation in such bank, banks or trust companies as the Board of Directors may from time to time designate. Funds shall be drawn by checks or using online banking by the President, Treasurer, or Secretary. The officers must follow these banking procedures:

- Each month, the bank statements for both accounts shall be sent direct to the President, Treasurer, and Secretary.
- The Treasurer will provide bank reconciliation for both of our accounts for the previous month-end to the Secretary and all Board Members.
- All three (3) officers will receive email alerts for any transfers made to or from the money market account that we use for capital reserve account to the President and Secretary. All such transfers would be Board approved via email prior to execution.
- Only board-approved vendors with recurring bills will have on-line bill pay.
- Manuel checks will be used for any payment made directly to a Board member for re-imbursement.

Section 2 - The Board of Directors cannot expend or obligate on behalf of the corporation any sum greater than 25% of the yearly budget without the approval of a quorum of the membership.

ARTICLE XIII

AMENDMENTS

Section 1 - These By-laws may be altered, amended or repealed and additional by-laws adopted only by the affirmative vote of a majority of all eligible members at any annual meeting of the corporation or at any special meeting of the members in the notice of which meeting, the proposed amendment or new by-laws shall be set forth verbatim; provided however, that no change of the time or place for the election of officers shall be made with thirty (30) days next before the day on which such election is to be held without the written consent of all of the members.

ARTICLE XIV

PARLIAMENTARY AUTHORITY

Section 1- At all meetings of the members and the Board of Directors, "Robert's Rules of Order" shall be the accepted authority in Parliamentary Law.

Section 2 - The President shall appoint one of the Directors as the Parliamentarian.

This copy of the By-laws includes all amendments proposed and accepted by a vote of the members present at the Indian Hills Civic Association Annual Meeting held on October 3, 2017.