



# **BYLAWS AND STANDING RULES**

**Amended March 25, 2008  
and  
Amended October 16, 2012  
and  
Amended October 8, 2013**

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# BYLAWS

## ARTICLE I - NAME

The name of this organization shall be the Terrell Mill Community Association (“Association”), a non-profit corporation in the state of Georgia.

## ARTICLE II – PURPOSE

**Section 1** The purpose of the Association shall be to foster, promote, and advance the public interest through purposeful and constructive cooperation, activities to make Cobb County and more specifically the Terrell Mill Community (“Community”), a better community in which to live. Areas of activity may include, but are not limited to, such issues as transportation, parks and recreation, public health and safety, education, and community development.

**Section 2** This organization shall be non-partisan, non-sectarian, and otherwise non-discriminatory in its activities.

## ARTICLE III – GEOGRAPHIC BOUNDARIES

The boundaries of the Association shall be an area generally defined as a two to two and one-half mile radius from the intersection of Terrell Mill Road SE and Powers Ferry Road SE but only the area east of Interstate 75 and north of Interstate 285 (“Boundaries”).

## ARTICLE IV – MEMBERSHIP

**Section 1** Division Membership of the Association is limited to adults who own or rent residential real property (non-apartment), and reside in real property within the Boundaries of the Community. The Board of Directors will have representatives from four areas called “Divisions” and the boundaries of the four Divisions will be determined by Super Majority Vote by the Board. Board Membership will be comprised of representatives from these Divisions and the number of Board representatives allowed from each Division will be set by Super Majority Vote of the Board of Directors. (This section defines “Division Member”). The initial up to twelve (12) members of the Board after ratification of these changes will serve for the balance of said terms regardless of the boundaries set by the Board.

**Section 2** The Board of Directors may define Community Memberships, which may include a representative of the CID (“Cumberland Improvement District”) and other organizations and business leaders that would benefit the association. A Community Membership is granted by Super Majority Vote by the Board on an annual basis; Community Memberships expire on December 31 unless approved by a Super Majority Vote of the Board for the new year. Community Members upon affirmative vote become a member of the Board. Community Members are not to exceed three (3), (this section defines “Community Member”).

**Section 3** The Board of Directors has authority to determine Membership requirements for the Membership categories defined in this section.

## **ARTICLE V – MEMBERSHIP DUES**

**Section 1** Annual dues shall be set by the Board of Directors.

**Section 2** Annual dues shall be for the fiscal year.

**Section 3** The fiscal year for the Association shall be the calendar year.

## **ARTICLE VI – MEETINGS**

**Section 1** Regular meetings of the Board of Directors shall be held; a schedule shall be provided the membership, which may be provided through the Association’s website. These meetings are open to members of the community.

**Section 2** An Annual Meeting will be held in October or as soon thereafter as reasonably possible.

**Section 3** The Board of Directors shall set and communicate community meeting dates and community event dates as it deems appropriate.

**Section 4** For Board of Director and committee meetings, a quorum shall be a simple majority of the particular body.

**Section 5** For all meetings a properly called meeting requires ten (10) days notice (“Proper Notice”); a published meeting schedule for several meetings would meet this requirement. Members may participate by phone for Board Meetings.

**Section 6** Voting on any subject shall be by simple majority, except as otherwise specified in these Bylaws and then as required by parliamentary authority adopted by the Association.

**Section 7** The Association does not allow proxies for any meeting.

**Section 8** The Association’s website, newsletter and/or email notices shall be used to communicate all regularly scheduled meetings. In the event that additional meetings need to be called, an email notice may be sent as notice for the special meeting no less than ten (10) business days prior to meeting unless all members of the particular body agree to waive the notice requirement.

## **ARTICLE VII – OFFICERS AND ELECTIONS**

**Section 1** The officers of this organization shall be a President, Vice President, Secretary, and a Treasurer (“Officers”).

**Section 2** The Officers of the Association shall be governed by these Bylaws and by the parliamentary authority adopted by the Association.

**Section 3** Any Member in good standing is eligible to vote and serve on committees, hold office and serve on the Board of Directors.

**Section 4** The Board of Directors will elect the Officers that will serve for the fiscal year of the association and shall hold offices for a term of one year, or until such time as their

successors are elected. Officers are selected from Board Members and will continue to serve as a Board Member until the Board Member term expires. Officer positions are not in addition to the Board but are members of the Board.

**Section 5** In preparation of the Annual Meeting, the President will appoint a Nominating Committee Chairperson and will recommend two Nominating Committee Members to the Board of Directors. The Board of Directors will appoint two members to the Nominating Committee. It shall be the duty of this Nominating Committee to present a slate of Board of Directors for all open seats on the Board. The Nominating Committee shall present a full slate. Other full slates may be presented from the floor; the body will elect by slate. In the event of multiple slates, the body will elect by ballot.

**Section 6** Members may hold only one officer position at a time. To be eligible for election, the member must be able to serve a complete term.

**Section 7** The Board of Directors will serve a two year term where half will be elected on alternative years. The Board of Directors for the initial Board Members elected under these revised bylaws will determine which members are serving a one year term and which are serving a two year term.

**Section 8** In the event that an office is vacant, the Board of Directors will have the authority to fill the unexpired term of office. The Board of Directors will have the discretion to fill any vacant Officer position. The vote will require a simple majority and will be by ballot if there is more than one person nominated. If the Board of Directors establishes new Board of Director Positions, it has the authority to appoint individuals to serve in the position. The Board will ensure that the number of Board Members term of office expiration date will be equally divided.

**Section 9** An elected officer may be removed from office for cause by two-thirds (2/3) vote of the Board of Directors.

**Section 10** Board of Directors elected at the Annual Membership Meeting will take office following the adjournment of the annual meeting.

**Section 11** For all elections, if an individual or slate does not receive a simple majority, the two top slate vote receivers will immediately participate in a runoff.

## **ARTICLE VIII – BOARD OF DIRECTORS**

**Section 1** The Board of Directors of the Association shall be governed by these Bylaws and by the parliamentary authority adopted by the Association.

**Section 2** The President shall serve as the Chairperson of the Board of Directors and the Vice President in the Chairperson's absence.

## **ARTICLE IX – DUTIES OF OFFICERS & BOARD**

**Section 1** The President shall preside at the Annual Meeting, General Membership Meetings, and Board of Directors Meetings; appoint the Chairpersons of all Committees unless otherwise specified in these Bylaws; act as or appoint a spokesperson to represent the Association; generally supervise the association's administrative affairs; present a proposed annual budget to the Board of Directors; sign off on all expenditures and commitments as authorized by the Board of Directors and report such actions taken on behalf of the organization to the Board of Directors and at the General Membership Meetings; and will ensure that Proper Notice is provided for meetings to the Board of Directors and to the membership.

**Section 2** The Vice President shall preside in the absence of the President.

**Section 3** The Secretary shall prepare minutes of the meetings of the organization and the Board of Directors; present the previous meeting minutes for approval at each meeting and provide an appropriate public copy for web publication; and act as custodian of all organization records not maintained by the Treasurer, including the current Bylaws.

**Section 4** The Treasurer shall have charge of all funds of the organization and shall deposit same in the name of the organization for the Association in an FDIC insured banking institution, approved by the Board of Directors; pay the bills in a timely manner as authorized by the Board of Directors; keep the financial books of the Association and make a financial report at each scheduled Board of Directors meeting; and submit financial reports to the Audit Committee annually and as directed by the Board of Directors.

**Section 5** The Board of Directors shall have the general supervision of the affairs of the organization and shall perform such other duties as are specified by the Bylaws. The Board of Directors shall be subject to the order of the organization, and none of its acts shall conflict with these Bylaws.

## **ARTICLE X – COMMITTEES**

**Section 1** The President shall appoint the following Standing Committee(s) upon taking office or shortly thereafter:

Audit Committee  
Membership Committee

**Section 2** The President shall appoint such other Committees as the organization or the Board of Directors shall deem necessary to carry on the work of the organization.

**Section 3** The Audit Committee will conduct an annual audit of the Association's financial records or more often if directed by the Board of Directors; furthermore, the Audit Committee will make a formal report at the Annual Meeting prior to the election of Board Members and may provide information to the Nominating Committee Chairperson as appropriate.

**Section 4** The Secretary will maintain and file any Standing Rules adopted by the membership. Standing Rules require a 2/3 majority vote and do not have an advance notice requirement.

## **ARTICLE XI – CONFLICTS OF INTEREST**

In the event that member(s) has a conflict of interest or a perception of a conflict of interest, the member shall recuse him or herself from voting on an issue; however, the member will be allowed to speak on the topic before deliberation begins for no more than five (5) minutes. Once deliberation begins, the member will be required to leave that portion of the meeting. The President or Chairperson of body may immediately rule on a conflict of interest issue and the member may immediately appeal to the body for a final decision.

## **ARTICLE XII – PARLIAMENTARY AUTHORITY**

The rules contained in *Robert's Rules of Order, Newly Revised* shall govern this organization, the Board of Directors, and all Committees in all cases in which they are applicable; however, rules that are inconsistent with these Bylaws or Standing Rules of the Association, the Bylaws will take precedent, then the Standing Rules and then the parliamentary authority rules.

## **ARTICLE XIII – AMENDMENTS**

The following sections specify the order in which the Bylaws shall be amended.

**Section 1** All amendments shall be submitted in writing to the Bylaws Committee and shall be considered by the Committee. Individuals submitting proposed changes to the Bylaws Committee should provide the President and Board of Directors a copy of proposed change.

**Section 2** All suggested changes presented to the Bylaws Committee shall be presented to the Board of Directors by the Bylaws Committee with a recommendation at its next scheduled meeting. The Board of Directors will present all proposed changes with its recommendation to approve or not to approve at the next scheduled Membership meeting.

**Section 3** Proposed amendments must be published to the Membership at least thirty (30) days prior to a Membership Meeting of the organization.

**Section 4** Any proposed amendment that the Board of Directors recommends rejecting will require a two thirds vote of the Membership to move the proposal forward. If two thirds approve, the proposed change will be published to the Membership for action and voted on at the next Membership Meeting.

Terrell Mill Community Association Bylaws amended March 25, 2008; amended October 16, 2012; and amended October 8, 2013.

## STANDING RULES

The following sections specify any standing rules voted on by the membership. At any meeting they may be suspended by a majority vote, or they may be amended or rescinded by a two-thirds vote. If notice of the proposed action was given at a previous meeting or in the call for this meeting, they may be amended or rescinded by a majority vote. As a majority may suspend any of them for that meeting, these rules do not interfere with the freedom of any meeting and therefore require no notice in order to adopt them.

**Standing Rule 1** Debate is limited to three (3) minutes for any one person speaking on a motion unless the Body votes to extend the time. No individual shall be given the floor again until everyone desiring to speak for the first time has spoken.

*Standing Rule 1 Adopted March 25, 2008*

**Standing Rule 2** The President may set and publish an annual meeting calendar to the organization's web site [[www.TerrellMill.com](http://www.TerrellMill.com)] for the purpose of Proper [Meeting] Notice (see Article VI, Section 5).

*Standing Rule 2 Adopted March 25, 2008*