



## PHCA BYLAWS

As amended **11-13-2022**

### **BYLAWS OF THE PIEDMONT HEIGHTS CIVIC ASSOCIATION**

#### ARTICLE I - NAME

The name of the Association is the Piedmont Heights Civic Club, Inc., doing business as the Piedmont Heights Civic Association, hereinafter referred to as the "Association."

#### ARTICLE II – PURPOSE

- A. The purposes of the Association are civic, educational and charitable, and to promote, enhance and preserve the livability, common good and general welfare of the people in the Piedmont Heights neighborhood.
- B. Without being limited to these named endeavors, the Association shall:
  1. Provide a democratic framework in which neighborhood members can express and develop ideas and undertakings for neighborhood well-being in a spirit of neighborliness, friendliness and cooperation.
  2. Sponsor civic endeavors which will maintain, improve and protect a safe and healthy environment for the neighborhood.
  3. Timely inform members of the neighborhood of plans and actions of the Association and of others that impact the neighborhood.
  4. Assist neighborhood members in their relationships with governmental and other authorities having jurisdiction over the neighborhood.
  5. Communicate and cooperate with community leaders in adjacent neighborhoods and communities to address issues of common interest and concern.

#### ARTICLE III – BOUNDARIES, MEMBERSHIP AND VOTING RIGHTS

**Section 1. BOUNDARIES.** The Piedmont Heights neighborhood is the area as specified by the City of Atlanta Department of Planning and is currently bounded by the Atlanta BeltLine transit corridor, Interstate Highway 85, Piedmont Avenue and Piedmont Road. Any change to these boundaries by said Department will automatically be incorporated herein.

##### **Section 2. MEMBERSHIP**

A "Member" of the Association shall be defined as:



- A. **REGULAR MEMBER** - Every person who remits the annual dues, is eighteen years of age or older, and owns a residence – whether or not the owner resides on the property – or rents within the boundaries of the Association;
- B. **SUPPORTING MEMBER** - Any entity that remits the annual dues and is not eligible for homeowner or renter status.

Section 3. **VOTING RIGHTS.** Each regular member shall have one vote at any regular or special meeting of members. Supporting members have no voting rights.

#### ARTICLE IV – DUES

Section 1. **MEMBERSHIP DUES.** The dues of each member shall be proposed in a reasonable amount by the Board of Directors, approved by the membership at the annual meeting, and shall be intended for the necessary and usual operating expenses of the Association. Annual dues will cover that period of one calendar year from the date of joining the Association. Monthly dues will cover that period of one month from the date of joining the Association.

#### ARTICLE V - MEETING PROCEDURE

Section 1. **RULES.** Meetings shall be governed by Robert's Rules of Order; provided, however, that the presiding officer may suspend said rules with the consent of a majority of those members eligible to vote who are present at the meeting.

Section 2. **COMMUNICATION METHODS.** Any reference requiring provision or submission in writing shall be deemed to include physical paper, email, website, or any other commonly accepted form of communication.

#### ARTICLE VI - MEMBERSHIP MEETINGS

Section 1. **ANNUAL MEETING.** A meeting of the members shall be held each year and will be specifically designated for the election of members of the Board of Directors, delivery of the annual report of the Association to the membership, setting of the annual dues, and presentation of issues requiring deliberation or vote by the membership.

Section 2. **SPECIAL MEETINGS.** Special meetings of the members may be called:

- A. by the President at their discretion;
- B. by motion approved by a majority of the Board of Directors; or,
- C. upon written request of 20% of the membership eligible to vote

Section 3. **NOTICE.** Association members shall receive written notice of the annual meeting at least twenty (20) calendar days prior to the date of the annual meeting and notice of any special meeting at least three (3) calendar days prior to the date of that



special meeting. In the case of special meetings only, the notice shall specify the business to be transacted, and at such special meeting, there shall only be considered such business as is specified in the notice.

Section 4. QUORUM. At any annual or special meeting, fifteen percent (15%) of the membership eligible to vote shall constitute the quorum necessary to act on any question, with the exception of votes regarding the disposition or conveyance of real property as set forth below in Article XI. If, however, such quorum shall not be present, the members present shall have the power to adjourn the meeting, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present.

## ARTICLE VII - BOARD OF DIRECTORS

Section 1. NUMBER. The affairs of the Association shall be managed by a Board of Directors, each of whom shall be a regular member of the Association and shall conduct themselves in the best interests of the Association. The Board of Directors shall be composed of no fewer than eleven (11) and no more than twenty-five (25) members and shall, as much as possible, be representative of the entire neighborhood.

Section 2. ELECTION OF DIRECTORS. The directors shall be elected by votes cast by the members at the annual meeting. Any member may recommend himself/herself or any other member for nomination. Nominees receiving in excess of fifty percent (50%) of the votes cast shall be elected to fill the available vacancies.

Section 3. TERM. The term of service for each Board member shall be two (2) years from their election at the annual meeting. As much as possible, members should be staggered evenly into even-year and odd-year terms. The President of the Association shall serve one (1) year ex-officio, immediately after their tenure as president expires, regardless of their term on the Board.

Section 4. REMOVAL AND VACANCIES. Any Director may be removed from the Board by a majority vote of the members of the Association present at any annual or special meeting, provided that a quorum is present. Any director absent from three or more meetings in a calendar year or two consecutive meetings of the Board may be removed by the Board by a majority vote provided that the affected Board member is notified and the issue is placed on the agenda for the next scheduled meeting. Any director who ceases to be eligible for regular membership in the Association will automatically cease to be a member of the Board. The voting rights of any director whose annual dues are over ninety (90) calendar days past due will be suspended until their dues are paid current. In the event of death, resignation, cessation of membership or removal of a director, their successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of their predecessor.

Section 5. COMPENSATION. The Board of Directors shall serve without compensation.

Section 6. PURPOSE. The Board of Directors shall be empowered to:



A. exercise for the Association all purposes, duties and authority vested in or delegated to the Association or the membership by any other provision of these Bylaws; and

B. enter into agreements with third parties to carry out the purpose of the Association.

Section 7. DUTIES. It shall be the duty of the Board of Directors to:

- A. cause to be kept a complete record of all its acts and business affairs and to present a statement thereof to the membership at the annual meeting;
- B. as it may be necessary, prepare and approve an operating budget; and,
- C. respond to all written communication received from members.

Section 8. MEETINGS.

A. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held monthly with notice to all Board members at such place and hour as may be fixed from time to time. The Board may, by majority vote, waive up to three (3) regular meetings per year.

B. SPECIAL MEETINGS. Special meetings of the Board shall be held when called by the President, or by any four directors, after notice to each Board member. In the interest of efficient operation, the Board may opt to hold a special meeting or call for a vote in person, via email, conference call or other commonly accepted format.

C. QUORUM AND VOTING. A majority of the number of directors shall constitute a quorum for the transaction of business. Except as otherwise expressly provided, every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board and shall be recorded in the minutes, which shall be available for review by any member of the Association upon request. While any member of the Association is welcome and encouraged to attend any and all meetings of the Board, only Board members are allowed to vote at Board meetings. The immediate past-president, in their ex-officio status as a member of the Board, will vote only in the case of a tie. Committee chairs and members who are not also members of the Board will have no vote.

D. ATTENDANCE. Directors are expected to attend all regular and special meetings of the Board. In the event of absence, directors shall be expected to notify the President or Secretary prior to the intended absence.



## ARTICLE VIII - OFFICERS AND THEIR DUTIES

Section 1. NUMBER. The Board of Directors of the Association shall have four officers: President, Vice-President, Secretary and Treasurer. These officers shall also be the officers of the Association.

Section 2. ELECTION. The Board of Directors shall elect such officers from among their membership. Election of officers shall take place at the next meeting of the Board of Directors following the annual meeting.

Section 3. TERM. Each officer shall hold office for a term of one (1) year from their election, or until their successor takes office, unless they shall sooner resign, be removed, or cease to be a member of the Association. The President shall not serve more than six (6) consecutive terms of office.

Section 4. SPECIAL APPOINTMENTS. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. RESIGNATION, REMOVAL AND VACANCIES. Any officer may be removed from office with cause by a majority vote of the members of the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective.

A vacancy in any office may be filled by the Board of Directors. The officer elected to such vacancy shall serve for the remainder of the term of the officer being replaced.

Section 6. MULTIPLE OFFICES. No person shall simultaneously hold more than one of any of the offices except in the case of special offices created pursuant to Section 4 of this Article VIII. No individual office may be held by more than one person; however, an officer may also serve as a committee chair.

Section 7. DUTIES. The duties of the officers are as follows:

A. PRESIDENT. The President shall call and preside at all meetings of the Association and the Board of Directors; shall see that orders and resolutions of the Board and membership are carried out; shall represent the Association in dealing with all outside entities; and shall make a report of the year's business to the membership at the annual meeting;

The President will also oversee the updates and usage of the PHCA Policies and Procedures Manual (PPM) and ensure it is reviewed annually for any required updates.



B. VICE-PRESIDENT. The Vice-President shall act in the place of the President in the event of their absence or inability and shall discharge other such duties as may be requested by the President or the Board;

C. SECRETARY. The Secretary shall keep the minutes of all meetings and proceedings of the Board and the membership; keep appropriate current records; maintain the permanent records and archives of the Association; send out notices regarding meetings of the Board of Directors; handle all correspondence of the Association shall be authorized and responsible for authenticating corporate records when required for any reason; and shall discharge other such duties as may be requested by the President or the Board;

D. TREASURER. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by the Board; shall keep proper books of account; shall ensure all reports required by government agencies are filed and prepare budget for Board approval. Shall report the financial status of the Association to the Board at board meetings and to the membership at the annual meeting; and shall discharge other duties as may be requested by the President or the Board.

## ARTICLE IX – COMMITTEES

Section 1. EXECUTIVE COMMITTEE. The membership of the Executive Committee shall be the officers of the Board of Directors and the immediate past-president of the Association. The committee shall have the following duties and functions:

- A. take action on all matters which cannot be postponed until a regular meeting of the Board;
- B. prepare the agenda for the annual meeting.

The Executive Committee will be chaired by the President and a quorum will be constituted by three members.

Section 2. STANDING COMMITTEES. The standing committees of the Association shall have chairs appointed by the President of the Association and approved by the Board. The standing committees shall function in a proactive manner and not merely as monitoring and reporting bodies. Each committee shall submit a written report to the Secretary prior to each regularly scheduled Board meeting. Each Board member shall participate on at least one standing committee. Standing committees may be combined as needed by a majority vote of the Board.

The standing committees' names, duties and functions are:

- A. PLANNING AND TRANSPORTATION – shall maintain accurate maps of the neighborhood showing its boundaries and abutting environs, land parcels, rights-





of-way of public infrastructure systems, land uses, zoning, and other such data as may be appropriate to describe its physical and jurisdictional characteristics.

Shall maintain the Piedmont Heights Master Plan, updating both regularly as needed, and apply its principles and guidelines to matters relating to public infrastructure, changes of land use, zoning changes and variances, new developments, major renovations of existing developments and actions by governmental bodies having jurisdiction over the neighborhood. Shall maintain communications with abutting neighborhoods and communities regarding matters of public infrastructure, zoning and land use which affect Piedmont Heights.

Shall monitor matters regarding neighborhood streets, sidewalks, bicycle paths, mass transit, intersections and parking, and report to the proper authorities any issues related thereto which create hazards, violate public ordinances or otherwise interfere with vehicular or pedestrian use.

- B. **PARKS AND OPEN SPACE** – shall oversee the maintenance, improvement and preservation of real property owned by the association. Shall monitor the City of Atlanta’s actions regarding City-owned parks, public open spaces, public rights-of-way and environmental issues in the neighborhood and report to the proper authorities any lack of maintenance, service, safety or other neighborhood concerns related thereto.
- C. **PUBLIC SAFETY** – shall address matters of public safety regarding police and fire services and civil defense. Shall monitor matters with regard to the Association’s Security Patrol, maintain Security Patrol yard signs and act as liaison with security personnel on behalf of the Security Patrol membership and the Board.
- D. **MEMBERSHIP AND COMMUNICATIONS** – shall maintain records of residents and property owners in the neighborhood and the Association’s membership list. Shall develop and implement methods to maintain and increase the Association’s membership.

Shall maintain the Association’s website and compose and disseminate Association communications via said website and other appropriate media and meet other publicity needs as determined by the Board.

- E. **ZONING AND NPU** – shall maintain current zoning maps and related written regulations affecting the neighborhood and address zoning and variance applications relating thereto. Shall communicate information concerning zoning changes and variances granted by the Board to the Planning Committee. Shall represent the neighborhood at City of Atlanta Neighborhood Planning Unit meetings. Shall have at least two representatives and shall investigate and report on zoning and variance applications within the boundaries of the Association. The two representatives shall be responsible to convey the decisions of the



Association to the NPU and report to the Association on the actions and activities of the NPU. Under current NPU rules, two representatives shall serve as the Association's members of the NPU Executive Committee. Any change to the NPU rules regarding Association representation will automatically be incorporated herein.

Section 3. ACTION ON COMPLAINTS. It shall be the duty of each committee that receives complaints from neighborhood members on any matter involving Association functions, duties and activities within its scope of responsibility to present such complaints to the Board. The Board shall issue written responses to written complaints.

Section 4. OTHER COMMITTEES OR TASK FORCES. The President may appoint such other special, temporary committees or task forces as may be necessary from time to time to deal with specific issues or projects. Such special committees will have a chair, as appointed by the President, and will be given a defined statement of purpose and a specified term of service.

#### ARTICLE X - FINANCE AND INCOME

Section 1. FISCAL YEAR. The fiscal year of the Association shall begin on January 1 and end on December 31.

Section 2. FUND MAINTENANCE AND ACCOUNTING. The Association's funds shall be deposited in authorized bank accounts as established by the Board of Directors and such accounts will be maintained by the Treasurer. Annually, the Executive Committee will secure an internal review of the books of the Association by a person other than the Treasurer, the results of such review to be in written form presented to the Board of Directors.

Section 3. DISBURSEMENT OF FUNDS. Revenue of the Association may not be used for the benefit of any private person and shall be held and disbursed for the sole use of such purposes as may be specified by the Board of Directors. No member of the Association, including Directors, shall be entitled to any portion of the revenues of the Association for serving in any capacity of the Association. Remuneration may be made for services of any member to the extent that the Association would have incurred an expense for such services were they provided by someone outside the membership.

#### ARTICLE XI - PROPERTY

The board may propose to the Association members a disposition or conveyance in part or total of real property owned by the Association. Such a proposal shall be a written notice that provides the terms and conditions of the disposition or conveyance. The notice shall be distributed throughout the entire Association area at least ten (10) days before a special or regular membership meeting. The quorum for any meeting considering disposition or conveyance of real property shall be a majority of the regular members of the Association. Approval of the proposal shall require two-thirds affirmative vote of those regular members present at the meeting.





## ARTICLE XII - AMENDMENTS

Section 1. AMENDMENTS. These Bylaws may be amended only by majority vote of the members present at a regular or special meeting of the membership provided the proposed amendments have been distributed in writing twenty (20) days prior to said meeting and have been stated in the notice for the meeting. Each publication of the Bylaws shall include the words "as amended" and the date of the most recent amendment.

Section 2. PROCEDURE. Proposed amendments were considered by the Board of Directors, were approved, and were submitted to the membership for action.

THESE BYLAWS WERE ADOPTED BY THE MEMBERSHIP ON November 13, 2022, AND SHALL REMAIN IN FORCE, AS THEY MAY BE AMENDED, UNTIL RESCINDED. SHOULD ANY OF THE COVENANTS HEREIN IMPOSED BE VOID OR BECOME UNENFORCEABLE AT LAW OR IN EQUITY, THE REMAINING PROVISIONS OF THIS INSTRUMENT SHALL, NEVERTHELESS, BE AND REMAIN IN FULL FORCE AND EFFECT.

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