

Woodland Hills Neighborhood Association Inc.

By-Laws

Revised September 27, 2009

Article I: Name

- Section 1. The name of this organization shall be Woodland Hills Neighborhood Association Inc., also known as WHNA.

Article II: Purpose

- Section 1. The purpose of this association shall be to unite homeowners and residents in their mutual desire to preserve the beauty, peacefulness, and residential character of the Woodland Hills neighborhood. In keeping with that goal the Association shall strive to:

- a. create an on-going sense of community and positive identity for the Woodland Hills neighborhood;
- b. ensure a preexisting organization capable of taking swift action when needed to protect the mutual goals of the Association and its members;
- c. alert members to proposed zoning changes or similar governmental action that may impact the Woodland Hills neighborhood and to plan and execute appropriate action on behalf of the members of the Association as deemed necessary.
- d. The Association shall strive to maintain positive and productive communication with elected officials. This shall, in all cases, remain a non-partisan organization. The officers may invite political candidates or office holders to discuss their views and policies before the membership. In such cases, all candidates shall be given equal opportunity to express their positions as they pertain to the Woodland Hills neighborhood.

- Section 2. Woodland Hills shall be geographically defined as the contiguous portion of DeKalb County, Georgia, bounded by LaVista Road to the north, CSX Rail line to the south, the DeKalb county line to the west and Briarcliff Road to the east. This boundary does not include residences which are on LaVista Road.

- Section 3. The organization shall be non-sectarian.

Article III: Membership

- Section 1. Membership shall be open to all homeowners, residents and business owners within the Woodland Hills neighborhood.
- Section 2. Membership shall be on a household or business basis, one (1) annual membership per household or business with each household or business having one vote.
- Section 3. The Association shall have the power to collect dues and to utilize those monies for the benefit of the Association as directed in the By-Laws. Annual dues shall be set each year by the Board of Directors and shall be paid in full by the annual renewal date.
- Section 4. Quarterly meetings will be open to all members and their guests. Only members in good standing will be entitled to speak or vote during business sessions.

Article IV: Officers

- Section 1. Officers shall be elected by the Board of Directors from the Board's members. Officers will be elected for a one-year term. Upon resignation of an officer, the Board shall elect a replacement for that position at the next Board meeting after the resignation. The officer positions are as follows:
- Section 2. The President shall preside at meetings of the association and the Board of Directors. The President shall be an ex officio member of all committees except the nominating committee. The President shall execute all contracts for the association and appoint such special committees as he/she deems necessary.
- Section 3. The Vice President shall perform the duties of the President in the event of the President's absence or inability to serve. The Vice President shall assist the President as needed.
- Section 4. The Secretary shall keep true copies of all contracts and complete minutes of the association meetings and Board meetings. The secretary is responsible for communication both internally and externally.
- Section 5. The Treasurer shall handle all monies of the association. All funds of the association shall be collected and disbursed through the Treasurer. The

Treasurer shall deposit sums received by the Association in the name of the Association in such insured depositories as shall be approved by the Board of Directors. Accurate records of all receipts and expenditures shall be kept. Any transaction over \$500.00 shall require two signatures from the offices of the President and Treasurer to be valid.

Section 6. The Registrar shall keep and maintain a membership list and data base of the members of the Association and all other residents. The Registrar shall provide the Board of Directors with monthly membership reports. Renewal notices shall be sent to members prior to the annual renewal date.

Article V: Meetings

Section 1. The Association shall have four regular meetings each year (one meeting during each quarter of the fiscal year) and such special meetings as may be called by the Board of Directors. The President shall call a special meeting of the Association as necessary.

Section 2. Notice of all meetings shall be delivered to the email addresses provided by the members not less than three days before the meeting. In cases of emergency, the Board of Directors, by a two-thirds vote, may call a special meeting upon the giving of reasonable notice.

Section 3. A Quorum for meetings shall be not less than 10% of the members.

Section 4. The Association's tax year will coincide with the calendar year. The Association shall publish on the Website an annual financial report to the membership in the first quarter of the new year.

Article VI: Board of Directors

Section 1. The Board of Directors shall consist of at least six members plus standing committee chairpersons. At each regular annual meeting, three Directors shall be elected for a two-year term by the membership. In the event of vacancies during a term, the Board President shall appoint a replacement to fill the unexpired term with the advice from the Nominating Committee and consent of the Board.

Section 2. Election of Directors shall be held at the annual meeting. Each dues paying member shall have one vote. Voting for contested positions shall be held by secret ballot.

Section 3. The nominating committee will be made up of past presidents.

- Section 4.** The Nominating Committee shall select nominees for each open position and present these nominees at the annual meeting. Nominations may also be made from the floor for each open position after the report of the nominating committee.
- Section 5.** A majority vote of members present shall be necessary for the election of Directors.
- Section 6.** The President of the association shall be the chairman of the Board of Directors.
- Section 7.** The Board of Directors shall be the executive body of the association. It shall keep minutes of its meetings and report actions taken to the association.
- Section 8.** The Board of Directors may act in all matters for action, provided, a vote is taken by the Board.
- Section 9.** Any act of the Board of Directors is subject to disapproval by a two-thirds vote of the memberships present at any regular or special meeting.
- Section 10.** Special Meetings of the Board may be called by the President or by three of the Directors. At all meetings of the Board, a quorum shall consist of 50% of the board members serving, plus one.
- Section 11.** Any unbudgeted expenditure involving more than \$500.00 or involving the assumption of any contractual obligation shall require the approval of a majority of the Board.
- Section 12.** Removal from the Board of Directors shall be automatic if a member is absent for three (3) consecutive Board of Directors meetings without notice, absent from one more than half the regular Board of Directors meetings during a calendar year, or violates Association policies or objectives as determined by the Board of Directors. Written notice of the reason for removal shall be provided by the President. The President shall have the authority to appoint a member in good standing to fill the remaining term of the vacated position.

Article VIII: Committees

- Section 1.** The President may appoint such committees and their chairmen as The President finds necessary for carrying out the purposes of the association.

Standing committees shall be Neighborhood Watch Coordinator, Webmaster and Zoning Coordinator.

Section 2. Duties of appointed offices shall be as follows:

1. Neighborhood Watch Coordinator - The Neighborhood Watch Coordinator shall:
 - a. organize and maintain the Neighborhood Watch Program;
 - b. act as a liaison between the residents of Woodland Hills and the DeKalb Crime Awareness Officer, contacting the officer for quarterly crime updates and crime prevention information;
 - c. work to select and maintain the block captains;
 - d. hold at least 2 meetings per year with block captains and perform such other duties as are prescribed by the DeKalb County Neighborhood Watch Program;
 - e. perform such other duties as from time-to-time may be assigned to him/her by the Board of Directors.

2. Zoning Coordinator - The Zoning Coordinator shall:
 - a. represent the interests of the Woodland Hills Neighborhood Association, Inc. by gathering, interpreting and disseminating information related to development and zoning issues;
 - b. act as liaison between WHNA and outside interests;
 - c. attend public hearings affecting Woodland Hills.

3. Webmaster - The Webmaster shall:
 - a. Maintain account relationship with website and email hosting company on behalf of the Association, including insuring the hosting company has appropriate back-up and disaster recovery plans;
 - b. Create, maintain and regularly update the email service lists for use by the Association with the assistance of the Registrar;
 - c. Distribute crime alerts to all persons on the email service lists, as requested by the Neighborhood Coordinator
 - d. Distribute appropriate email communications related to Association business as requested by the Board of Directors or the Chair of any Standing Committee or Special Committee;
 - e. Create and troubleshoot email accounts for each Director and, if appropriate, Chair of any Standing Committee or Special Committee;
 - f. Maintain domain registrations and register the website with appropriate search engines;
 - g. Regularly update the Association website by helping to develop and post content to such site as may be directed by the Board of Directors or requested by the Chair of any Standing Committee or Special Committee, provided such content is in keeping with the

- policies and objectives of the Association and any strategic plan adopted by the Board of Directors; and
- h. Monitor postings on the discussion forum that is a part of the website and, when necessary, remove inappropriate material.

Article IX: Parliamentary Authority

- Section 1. The Parliamentary Authority for the association shall be Robert's Rules of Order, Newly Revised (9th ed.).

Article X: Amendments

- Section 1. These by-laws may be amended by a two-thirds vote of the membership present at any regular meeting of the association.

Article XI: Dissolution

- Section 1. Upon the dissolution of the corporation, assets shall be distributed to one or more organizations within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code), or shall be distributed to the federal, state or local government for a public purpose. Any assets not so disposed will be disposed by the Superior Court for DeKalb County exclusively to one or more exempt organizations within the meaning of section 501(c)(3) or to such organization or organizations as the Court shall determine which are organized and operated exclusively for such purposes.