

BYLAWS OF THE DREW VALLEY CIVIC ASSOCIATION
(As adopted at organizational meeting and amended 14 Jan 1996, 7 Jan 1999,
12 Jan 2006, 30 Dec 2010, 14 Apr 2011, and 20 Jan 2021)

Mission:

The Drew Valley Civic Association was created to serve residents of Drew Valley by providing useful information and organizing volunteer services that create value and build a sense of community within our neighborhood. To promote this ideal, we hereby set out the following Bylaws for the functioning of the Association. Article 1

NAME

The name of the organization shall be the Drew Valley Civic Association (herein referred to as the “Association”).

Article II

JURISDICTION

The area served by the Association shall consist of the following:

- A) The area consisting of and surrounded by Drew Valley Road as it run between Buford Highway and its end past Skyland Trail, otherwise generally known as the Drew Valley subdivision;
- B) The area consisting of and surrounded by Cove Circle as it runs in a circular manner beginning at Drew Valley Road east of East Drew Valley Road and intersection again with Drew Valley Road west of East Drew Valley Road, otherwise generally known as Wawona Forest;
- C) The area south of Dresden Drive consisting of Thompson Road and those similarly situation streets which either intersect with Thompson Road or can only be reached via Thompson Road, and
- D) The area south of Dresden accessible only by Dresden Drive in between the intersection of Grant Drive and Dresden Drive and the intersection of Wayland Circle and Dresden Drive--which are the lots from 1503 to 1563 on Dresden Drive. Areas adjacent to the above-mentioned areas, the inclusion

of which, in the opinion of the Executive Committee, will benefit the Association in carrying out the powers conferred to it by its members.

Article III

PURPOSE

The purposes of the Association shall be to unite the people of the above referenced area to an organization concerned with the common issues of the areas; to provide a means for discussions and solutions of such issues; and to maintain and enhance the quality of life in the area; to protect, preserve, and improve the neighborhoods, individual property, values, and the safety and personal privacy of residents and their families, and to create a sense of community through the following areas of involvement:

- Coordination of communication
- Facilitation of resident approved improvements
- Coordination of social activities
- Promotion of special programs and services of benefit to the neighborhood
- Association representation regarding governmental affairs

Article IV

POWERS

Subject to the provisions of these Bylaws, all power and authority of the Association resides with the members of the Association.

Article V

MEMBERSHIP QUALIFICATIONS

Any person of voting age who resides or owns property in the area defined above in Article II is eligible for membership in the Association and is hereby entitled to one vote at the Association meetings provided that

- 1) With respect to any vote concerning the expenditure of funds, only those persons whose annual dues have been paid prior to the Association

- meeting shall be eligible to vote, and;
- 2) Annual dues shall be raised from \$10 (established 2011) to \$25 per household per year as of April 2021. Dues may be raised by majority vote of the Board but are not to exceed \$50 per household. Residents' age 65 and over shall receive a discount with dues per household being \$15 per year.
 - 3) Dues shall be considered paid upon confirmation of electronic funds transfer or clearance of check deposit time-stamped no less than 15 minutes and no greater than 365 days prior to the start time and within the calendar year of the Association meeting at which the member will cast their vote.

Article VI

EXECUTIVE COMMITTEE OFFICERS

1. The officers of the Association shall be as set forth in this Article. All officers will be elected for a term of two (2) years at the October meeting and shall assume office on 1 January of the following year.
2. The titles and duties of the officers shall be as follows:
 - a. President – The President shall preside at all meetings of the Association and the Executive Committee except at any such meeting at which his or her removal from office is to be considered as provided herein. Subject to the approval of the Executive Committee, the President shall prepare an agenda for each meeting of the Association to be published at least one week prior preceding the meeting for said agenda. The President shall see to it that the expressed mission and purposes (Article III) of the Association is carried out. The President shall represent the Association in all respects not reserved to the other officers, committees, or other persons, subject to any delegation of the same power which he or she may choose. The President shall write a message to be broadcast no less than every 90 days to the members of the Association and shall assist with the aid of the Vice President in the recruitment of members and mobilize volunteers for the Association.
 - b. Vice President – The Vice President shall preside over any meeting of the Association or the Executive Committee in the President's absence and shall assume the duties of the President in the event of a vacancy in such office. The Vice President shall assist the President in the

performance of his or her duties, at the direction of the President. The Vice President shall oversee the development and implementation of projects related to the physical enhancement of the area represented by the Association. The Vice President shall assist in coordinating programs relating to committee activities such as crime prevention, beautification projects and other related efforts within the area. c.

Treasurer – The Treasurer shall keep and maintain the financial records of the Association and assets, digital or material (e.g. passwords, yard signs). The Treasurer shall keep books accessible to members of the Association upon request and publish financial reports (e.g. balance sheet, profit and loss, projected budget) at each quarterly meeting of the Association along with aiding in the creation and distribution of an Annual Report. In addition, the Treasurer shall be responsible for the development and execution of all fundraising programs of the Association. The Treasurer shall preside over any meeting of the Association or the Executive Committee in the President's and Vice President's absence. d. Secretary – The Secretary shall keep minutes of the meetings of the Association and shall coordinate with a standing Communications Committee the production and distribution of the Association's quarterly meeting materials as well as maintain the Association membership directory. The Secretary shall develop and implement programs designed to welcome new residents of the neighborhood and new members of the Association. The Secretary shall preside over any meeting of the Association or the Executive Committee in the President's, Vice President's, and Treasurer's absence.

3. Removal – If any officer of the Executive Committee engages in two (2) unexcused absences of either the Executive Committee, the joint Executive Committee/Board of Directors meetings or general Association meetings (or any combination thereof), the Executive Committee has the right to vote to relieve such officer from his or her duties on the Executive Committee. Alternatively, two-thirds (2/3) of the members present and voting at any meeting of the Association may remove any officer for failure to perform the duties of his or her office or for defrauding or misrepresenting funds of the Association or for intentionally acting contrary to the expressed direction of the association provided that:

- a. A motion to remove such officer was properly made and seconded at

- the meeting of the Association immediately preceding such meeting;
 - b. Such pending motion was properly made known to the members of the Association prior to such meeting through established communication channels of the Association; and
 - c. Such officer is provided an opportunity at such meeting to fairly present evidence and testimony to refute the charges upon which the motion is based.
4. Vacancies – In the event of a vacancy in any office of the Association, the Executive Committee and Board shall, by majority vote of those officers and directors present and voting, fill such vacancy for the remainder of the term of such officer.
 5. Other Representatives – The Executive Committee, by a majority vote of its membership, may designate other persons as representative to such other organizations and bodies as it deems desirable.

Article VII

BOARD OF DIRECTORS

1. Membership – There shall be a Board of Directors of the Association (herein referred to as the “Board”) who shall be seven (7) in number. They shall be elected for a term of two (2) years at the October meeting and shall assume office on 1 January of the following year with the exception of the initial Board who shall serve immediately upon their election until 1 January 1996. As soon as possible after their election the Board shall elect a Chairperson by a majority vote.
2. Duties – The Board shall be responsible for monitoring the actions and decisions of the Executive Committee and for making suggestions for improvement to the Executive Committee and the general membership. The Board shall deal primarily with those activities of the Association that could have a broad or far-reaching effect such as the formulation of long-term policy goals or policy positions.
3. Powers – The combined Board and Executive Committee shall have the authority or approval for the following items, which must be approved by a majority vote of the combined Board and Executive Committee:

- a. The Association budget from fiscal year January 1 to December 31
 - b. A general plan of yearly activities
 - c. Adoption of any official policy position
 - d. Any issuance of a formal public statement
 - e. The appointment of official representatives to any activity or organization outside of the Association
 - f. Any issue before the Executive Committee that a majority of its members or the President believes to be of sufficient significance to require Board involvement.
4. Meetings – The Board shall meet with the Executive Committee at least one time during each calendar quarter. These meetings shall be presided over by the President. The President must place on the agenda of these meetings any item that any member of the Board or the Executive Committee shall report to the Board, outlining the activities of the Executive Committee and describing any future plans. Additional joint Board/Executive Committee meetings may be called as needed at the discretion of the Chairperson or the President. At the discretion of the Chair or a majority of its members, the Board may meet as a separate body as needed.
5. Removal – The procedure for removing members of the Executive Committee shall also apply to the members of the Board.
6. Vacancies – In the event of a vacancy on the Board, the Board shall call for and hold a meeting at which time the vacancy shall be filled by majority vote of those directors' present and voting for the remainder of the term of the vacated position.
7. No member of the Executive Committee shall be eligible to be a member of the Board.

Article VIII

COMMITTEES

1. Executive Committee – The Executive Committee of the Association shall be composed of the officers of the Association and a representative of the Board. At the beginning of each year the Executive Committee shall develop a proposed budget and program of activities for the Association for that year and shall announce its schedule of Executive Committee meetings for the year. The Executive Committee shall approve the agenda for each meeting of the Association. The Executive Committee may act on behalf of the Association between meetings of the membership of the Association where it deems to be appropriate. The Committee may create such committees as it deems appropriate. The Executive Committee has such other powers and duties as may be set forth herein. Meetings of the Executive Committee are open to all members of the Association and to such other guests as the Executive Committee may invite.
2. Standing Committees – The Executive Committee or the membership may create or dissolve any such committee, either standing or ad hoc, as it deems appropriate, subject to the appointment powers granted to the Executive Committee described in Item 1 of this Article. 3. Subject to the approval of the Executive Committee, the chair of any committee shall appoint the members of such committee. The President shall appoint the chairs of all committees, subject to the approval of the Executive Committee. Each committee chair shall be required to be a dues or membership paying member of the Association and reside in the Drew Valley Civic Association area. All members of any committee shall disclose any outside interest related to the committee subject area.
4. Any committee which arises via the power described in this Article may include any persons qualified to be a member of the Association as described in Article V.
5. Committee meetings may be conducted informally or under the rules of parliamentary procedure as set forth in Robert's Rules of Order, Newly Revised, in the discretion of the presiding officer.
6. There shall be a committee convened every 3 years, which most recent convening was in 2020 (i.e. next shall be no later than 2023) established for the purposes of reviewing these Bylaws and suggesting changes to be made. Substantive changes in the form of amendments shall be submitted to the Executive Committee for review and presentation to the Association membership for approval, subject to the procedure established in the Bylaws. Non substantive changes for the correction of grammar and syntax and the

improvement of clarity may be approved by the majority vote of the combined Board and Executive Committee and subsequently made public to the general membership.

Article IX

MEETINGS

1. The Association shall meet on the second or third week of each quarter of the calendar year at such time and place as the Executive Committee may determine, subject to reasonable notice through established communication channels of the Association. All such meetings shall be open to the public. The Executive Committee shall meet once every other month at such time, place, and date it deems appropriate. Tentative schedule of such meetings shall be announced at the first monthly meeting of the Association each year.
2. If it deems to be necessary or appropriate, the Executive Committee may call a special meeting of the Association or of the Executive Committee and, in such case, shall use reasonable efforts to notify neighborhood residents of such meeting consistent with its practices and with the reason for the time period until the meeting.
3. For the purposes of voting at Association meetings, a quorum of fifteen (15) persons eligible under Article V shall be required to be in attendance. 4. All questions before the Association requiring any expenditures of funds in excess of twenty-five percent of the Association's approval annual budget shall be advertised in the agenda for the meeting, which is published at least 2 weeks prior to the meeting at which the vote is to be held. This requirement shall apply to one-time expenditures or any expenditure in the aggregate that exceed twenty-five percent of the approved budget.
5. Except as otherwise stated herein, all motions and other questions at any meeting of the Association or any of its committees shall require a majority of those persons duly voting thereon to be approved.
6. Association meetings may be conducted informally or under the rules of parliamentary procedure as set forth in Robert's Rule of Order, Newly Revised, in the discretion of the presiding officer.
7. Proxy voting shall not be allowed unless conducted by a member of the same household.
8. Absentee Voting – For any election or special vote that is announced

through established communication channels of the Association absentee ballots will be allowed in advance. The means for absentee balloting will be broadcasted through established communication channels of the Association along with the election notice or topic to be voted on. Absentee ballots will not be accepted less than seven (7) days before a meeting. The Secretary will be responsible for validating absentee ballots.

9. Annual calendar of Association events for meetings and one annual newsletter with inclusion of an annual report publication are outlined below.

Calendar of Association Events:

Meeting Name	Month Held / Released	Week / Day	Purpose / Content
Q1 Association Meeting Materials	January	1 st Week	Meeting Agenda & motions up for a vote
Q1 Association Meeting	January	2 nd or 3 rd Week	Exec Committee updates, Financial updates, Committee updates & all-member votes on motions
Q1 Exec Committee Meeting	February	2nd Week	Management of the DVCA, Plan agenda of Q2, & review proof of Annual Report
Newsletter featuring Annual Report (Hardcopy)	February	End of Month	Review of previous year activities & financials. Highlight approved budget for current year.
Q1 Exec Committee & Board Meeting	March	2 nd Week	Management of the DVCA and review agenda for Q2
Q2 Association Meeting Materials	April	1 st Week	Meeting Agenda & motions up for a vote
Q2 Association Meeting	April	2 nd or 3 rd Week	Exec Committee updates, Financial updates, Committee updates & all-member votes on motions
Q2 Exec Committee Meeting	May	2nd Week	Management of the DVCA, Plan agenda of Q3, & review proof of Annual Report
Q2 Exec Committee & Board Meeting	June	2nd Week	Management of the DVCA and review agenda for Q3
Q3 Association Meeting Materials	July	1 st Week	Meeting Agenda & motions up for a vote
Q3 Association Meeting	July	2nd or 3 rd Week	Exec Committee updates, Financial updates, Committee updates & all-member votes on motions

Q3 Exec Committee Meeting	August	2nd Week	Management of the DVCA and review agenda for Q4
Q3 Exec Committee & Board Meeting	September	2nd Week	Management of the DVCA and review agenda for Q4
Q4 Association Meeting Materials	October	1 st Week	Meeting Agenda & motions up for a vote
Q4 Association Meeting	October	2nd or 3 rd Week	Exec Committee updates, Financial updates, Committee updates & all-member votes on motions
Q4 Exec Committee Meeting	November	2nd Week	Management of the DVCA and review agenda for Q1
Q4 Exec Committee & Board Meeting	December	2nd Week	Management of the DVCA and review agenda for Q1

Article X

ELECTIONS

1. No later than the July meeting of the Association in the year in which any elections are held, the Executive Committee shall appoint a three (3) person nominating committee for the purpose of seeking persons interested and qualified in being officers or directors of the Association for the upcoming term. The nominating committee shall report its findings to the Executive Committee at its September meeting. The nominating committee may report more than one person for any office.
2. The names of all such persons shall be broadcasted through established communication channels of the Association prior to the October meeting of the Association and said notice shall announce that the Association is seeking additional persons interested in serving as officers.
3. At the October meeting of the Association in which elections are to be held for the officers of the Association, the names of those persons previously identified by the nominating committee as well as all other names nominated from the floor shall be placed in nomination and considered for each position of the Executive Committee, in the reverse order in which the officers are listed in Article VI hereof. Any person placed in nomination shall be a dues or membership paying member of the Association.
4. In the case of any position for which there is more than one nominee,

eligible voters shall vote by secret ballot. Ballots shall be counted by persons designated by the President, and if desired by any nominee, observed by such nominees or their position, a runoff election shall immediately be held between the two nominees who received the largest number of votes.

5. The nomination timeline for officers or directors of the Association for the upcoming term is outlined in the below table with the Board of Directors elections to be held subsequently the following year (i.e. Board of Directors election will be held October 2021 and subsequently Officers voted on October 2022 and henceforth).

Officers of the Association: Nomination Calendar of Events

Event	Month	Week / Day	Purpose
Creation of Nomination Committee	April	Q2 Association Meeting	Creation of committee to seek individuals interested and qualified in being officers of the Association for the upcoming term
Nomination Committee Update	August	Q3 Exec Committee Meeting	List of interested nominees provided to Exec Committee
Nominee's Bios Posted	September	3 rd Week	Nominee Bios shall be published to website
Election held for Officers	October	Q4 Association Meeting	Vote on nominees both from Nomination Committee and from the floor
Assume Office	January	1 st day of the month	Term of two (2) years

6. With respect to elections for the Board, at the October meeting of the Association in which elections are to be held for the Board, the names of those persons previously named by the nomination committee, as well as all others nominated from the floor, shall be placed in nomination and considered for the Board. Any person placed in nomination shall be a dues or membership paying member of the Association. In the event there are in excess of seven (7) nominees for the Board, vote shall be by secret ballot, with each eligible member being able to cast votes for up to seven of the persons so nominated. Ballots shall be counted by persons designated by the Person, and if desired by nominee, observed by such nominees or their representatives.
7. The persons receiving seven highest vote totals shall be elected to the Board.

In the event that seven persons do not receive the highest number of votes, a runoff election shall be immediately held between all those candidates who are ties for any remaining position(s) on the Board. In this event, each eligible member shall be able to cast votes for up to the number of seats on the Board for which persons have not yet been elected. Successive runoff elections, if necessary, shall take place under the rules stated herein.

8. The nomination timeline for the Board is outlined in the below table with the Officers elections to be held subsequently the following year.

Board of Director: Nomination Calendar of Events

Event	Month	Week / Day	Purpose
Creation of Nomination Committee	April	Q2 Association Meeting	Creation of committee to seek individuals interested and qualified in being on the Board of the Association for the upcoming term
Nomination Committee Update	August	Q3 Exec Committee Meeting	List of interested nominees provided to Exec Committee
Nominee's Bios Posted to Website	September	3 rd Week	Nominee Bios shall be published to website
Election held for Board	October	Q4 Association Meeting	Vote on nominees both from Nomination Committee and from the floor
Assume Office	January	1 st day of the month	Term of two (2) years

9. The election of the first officers of the Association shall take place at the meeting at which these Bylaws are approved. At this election, Items 1 and 2 of this Article shall not be applicable. The election of the first Board place at the July meeting of the Association in 1995.

Article XI

AMMENDMENTS

Any propose amendment to these Bylaws shall be presented to the Executive Committee for inclusion on the agenda at the next meeting of the Association at which time such amendment can be discussed. At the meeting of the Association subsequent to that, the amendment will be put forward for a vote. The proposed amendment shall be broadcasted through established communication channels of the Association prior to the meeting at which the vote shall be taken. A two-thirds

(2/3) vote of the members of the Association present at any meeting as described in this Article shall be required for an amendment to become effective.

Article XII

INDEMNIFICATION

The Association shall indemnify and hold harmless any past or present officer, member of the Board, or member of any committee of the Association against any and all claims against such person:

- a. Brought solely based upon such person's position in the Association, or b. New arising reason of any act or omission of such person while such person was acting in good faith in accordance with such person's duties and responsibilities as a member of the Association. Such indemnification shall include any reasonable cost for litigation or other cost incurred in defending said claim.

Article XIII

EFFECTIVE DATE

These Bylaws shall become effective immediately upon a two thirds (2/3) vote of those eligible to vote as described herein.

RATIFIED UNANIMOUSLY BY THOSE PRESENT, THIS 15TH DAY OF NOVEMBER, 1994.