

DIXIE HILLS COMMUNITY CIVIC CLUB

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Article I - Name & Purpose

- A. Name - The name of this organization shall be the "THE DIXIE HILLS COMMUNITY CIVIC CLUB" of Atlanta, Georgia, also known in this document as "DHCCC", which is incorporated in the State of Georgia as of February 17, 1956 as the COMMUNITY CIVIC CLUB, INC., a Domestic Nonprofit Corporation.
- B. Purpose - The purpose of DHCCC is to bring together residents, businesses, churches, schools, and community leaders as stakeholders to participate in dialogue and participate in any and all actions that involve and affect the community positively or negatively. Our aim is to resolve any and all situations to the satisfaction, progress, and betterment of the community. Also, DHCCC will encourage well-planned residential and business development with community input that ensure benefits of economic growth are shared equitably among all residents. DHCCC may serve any other lawful purpose for a non-profit organization under Georgia law.

Article II - Membership

- A. Membership Area - The membership area of DHCCC shall be the area within the city of Atlanta and shall include District 3 within limits bounded as follows:
 - On the north by Joseph E. Boone Blvd NW.
 - On the east by Whitaker Cir NW to the westside property boundary of Sadie G. Mays Health & Rehabilitation Center to Verbena St NW / Anderson Ave NW in front of the West Lake Marta Station then over to Verbena St NW at Wadley St NW down around Wilson Ave NW to I-20.
 - On the south by western property boundary lines of Sadie G. Mays Health & Rehabilitation Center across Anderson Park to Verbena St NW at Wadley St NW then down to I-20 interstate to Peyton Rd NW.
 - On the west by Hamilton E. Holmes Dr NW across back northern boundary of the residential properties of Verbena Cir NW and Sewanee Ave NW.
- B. Membership - Any person age 18 years or older who resides, owns property in, owns a business in, or operates a business in the DIXIE HILLS neighborhood is eligible for membership in the organization and thereby is entitled to one vote at the organization's meeting. Acceptable proof of membership qualification includes any one (1) of the following showing the current address as being one inside the membership area:
 - 1. Valid Georgia Driver's License
 - 2. Valid Georgia ID Card
 - 3. Valid Utility Bill
 - 4. Valid Rental/Leasing Agreement
 - 5. Valid Property Deed
 - 6. Valid Personal or Business Check

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7. Valid Voter Registration Card
 8. Valid Proof of Incorporation
 9. Valid City of Atlanta Business License
- C. Membership Privileges - Members have the right to attend all meetings, including committee meetings. Members will have continuing access to the Bylaws, correspondence, financial records and all minutes from Monthly, Annual, Special and Committee meetings.
- D. All members in good standing are to have paid annual dues as established by DHCCC. Dues are to be prorated quarterly for new members. The annual membership dues amount shall be proposed by the Executive Board at the beginning of term and ratified and/or approved by the members.
- E. Each member of the Organization shall be entitled to one vote. Any household having membership in DHCCC shall be limited to a maximum of one (1) vote per household unless dues are paid by each individual in the household, in which case each dues paying member shall be entitled to one vote. Corporations, organizations, or institutions may designate one (1) person as their voting representative. Such a designated representative shall have one (1) vote. No individual will be permitted to vote twice on any matter, i.e., individually or as a representative.
- F. Special meetings requiring the vote of the membership body may be called by the President, Secretary or a majority of the Board of Directors, or fifteen or more members of DHCCC. Notice of special meetings shall be given at least five (5) days prior to the meeting in person, by mail, telephone, online website/social media posting, or e-mail utilizing the most current directory to all members entitled to vote at such meetings by the person or persons calling said meeting. A record of such notice shall be deemed compliance with the requirement for giving notice. Business conducted at such special meetings shall be confined to the matters specified in the notice.
- E. In times of a public state of emergency or similar extenuating circumstances as deemed by a majority vote of the Executive Board, said Board can call for an emergency vote and circumvent the required majority vote of the membership body.

Article III - Voting

- A. General - Only members of DHCCC are eligible to vote in matters before the neighborhood. However, a member may only vote at a meeting if they have attended at least one (1) of the previous four (4) regularly scheduled meetings of DHCCC (except for elections as stated in Article III, Section D). Attendance records shall be maintained by the Secretary for this purpose and shall be available at all DHCCC meetings.
- B. Proxy/Absentee/Early voting will not be permitted at any meeting of the Membership.
- C. A minimum of seven (7) members must be present to achieve a quorum at any duly constituted meeting of the membership of DHCCC in order to conduct official business.
- D. Elections - Only members of DHCCC are eligible to vote in an election. However, a member may only vote in an election if they have attended at least one (1) of the regularly scheduled meetings of DHCCC within the previous 10 months.
- E. Meetings – DHCCC’s normal monthly meeting will occur on 2nd Tuesday day of each month at 6:30 p.m. unless specified otherwise. All DHCCC meetings of any type shall follow Robert’s Rules of Order. According to ***Robert’s Rules of Order***, parliamentary procedure is based on the consideration of the

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rights: of the majority, of the minority (especially a large minority greater than one-third), of individual members, of absentee members, of all of these groups taken together. Only those activities adhering to these parliamentary procedures will be sanctioned by DHCCC.

F. Election of Officers - Officers shall be elected to serve a 12-month term (January to December). Elections shall be held at the November meeting. Nominations can be made by committee and/or by nominations from the floor. Newly elected Officers shall take office January 1st. The following positions shall comprise of the Board of Directors and shall be filled in the election:

1. Chair Person
2. Vice-Chair Person
3. Secretary
4. Treasurer
5. Financial Secretary
6. Historian

In times of a public state of emergency or similar extenuating circumstances during the November meeting, elections will be postponed until the first opportunity and the existing officers will continue in their capacity in order to preserve continuity.

Article IV - Qualification of Officers

A. In order to run for a DHCCC office, a member must have attended at least four (4) of the regular meetings of DHCCC within the previous twelve (12) months and meet DHCCC membership and voting requirements.

B. Election voting shall be by only qualified voting members. Ballots shall be accepted for each office only after all nominees for that office have been presented and only when the Meeting Chairperson signifies that ballots are to be cast. The vote must occur using paper ballots and the confidentiality of each vote must be maintained.

C. To fulfill the missions of DHCCC the following Standing Committee Chairpersons shall be appointed by the President of DHCCC and serve for the current fiscal year or until their successors have been appointed. A majority of committee members shall constitute a quorum for the transaction of business.

ByLaws Committee
Green Space Committee
Historic Preservation Committee
Pride Committee
Transportation Committee

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Article V - Officers' Duties

A. Chair Person - The Chair Person shall preside over all Monthly and Special Meetings and perform all administrative duties as required by the office including preparing an agenda for Monthly Meetings. The Chair Person shall act as "Spokesperson" for DHCCC in all matters pertaining to its business but should not commit DHCCC to any business or express any viewpoint for DHCCC that has not first been approved by the DHCCC membership. The President shall be authorized to disburse funds.

B. Vice-Chair Person - The Vice-Chair Person shall preside over the standing committees, assist the President, act for the Chair Person when the Chair Person is unable to serve and assume all duties as agreed upon except the dispersal of funds.

C. Secretary - The Secretary shall be the custodian of all records except such as specifically assigned in these bylaws to others. The Secretary shall take and report to the DHCCC membership minutes of all Monthly Meetings, Special Meetings and meetings of the Board of Directors. The Secretary shall keep an attendance list of each meeting and may also assist the President with correspondence. The Secretary shall coordinate and prepare an annual activity report as needed.

D. Treasurer - The Treasurer shall keep the official financial records and supporting documents of all income and expenses for DHCCC and provide an updated financial statement at each Monthly Meeting. The Treasurer shall be authorized to receive monies and sign disbursements for DHCCC. The Treasurer shall be responsible for insuring that all disbursements have had prior approval by the Membership if the disbursement exceeds \$50.00, except in the case of emergency (any act which might compromise the official standing of DHCCC or danger to life or property). The Treasurer shall prepare an annual financial report and the IRS form 990 or 990EZ e-postcard tax filing for the previous fiscal year due to IRS by May 15th of the following year unless outside representation on tax matters is sought by the board. The Treasurer shall keep and maintain an accurate and ongoing record of the DHCCC's financial transactions on financial or bookkeeping software purchased by DHCCC.

E. Historian - The Historian shall collect, organize, and compile relevant DIXIE HILLS neighborhood history for dissemination to the public. The Historian shall be responsible for telling and maintaining the story of DIXIE HILLS and advise the Board on how that narrative is projected publicly.

F. Financial Secretary - The Financial Secretary shall receive and record membership dues and report to the Treasurer.

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Article VI - Rules Regulating Officers

- A. Officers must meet DHCCC membership and voting requirements.
- B. The term of office shall be one (1) year.
- C. Officers shall be required to attend all Monthly Meetings; excessive absences shall be cause for removal from office.
- D. All Officers may succeed themselves but may hold no individual office for more than two (2) consecutive years.
- E. All Officers must reveal actual and potential conflicts of interest. Should an Officer acting as a DHCCC spokesperson be unable to objectively represent the viewpoint of the DHCCC Membership, that Officer shall arrange for another Officer to be spokesperson. Should a presiding Officer have a conflict of interest relative to an issue being discussed, that Officer shall step down for the duration of the discussion of that topic.

Article VII - Removal From Office

Two-thirds of the membership present and voting at any meeting of the membership may remove any officer, provided that:

- a. The motion to remove such officer is properly made and seconded at one monthly meeting of the membership immediately preceding such meeting; and
- b. Such officer is provided an opportunity at such meeting to refute the basis, if any, upon which the motion is based.

Article VIII - Vacancies

Vacancies shall be filled by a majority vote of Members present and voting at the next available Monthly Meeting, except for the President, who shall be replaced by the Vice President. A new Vice President will be elected by the Membership. In the event the Vice President is unable to serve, the Secretary or Treasurer shall serve temporarily as President until the next Monthly Meeting, at which time a new President will be elected.

Article IX - Committees

The President may suggest such committees as he or she may, from time to time, deem necessary and voted on by the executive board. The President shall appoint a chairperson for each committee so established. Committee members shall be selected from volunteers from the DHCCC membership.

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Article X - Bylaws

These Bylaws may be amended by a 3/4 vote of the members present of DHCCC at a regular monthly meeting available for review at the previous monthly meeting. Bylaws will be reviewed by the Executive Board annually and any suggestions for changes be presented to the membership body for a vote during November officer elections.

Article XI - Indemnification and Insurance

- A. Indemnification. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the corporation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the corporation, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, trustee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the corporation shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.
- B. Indemnification Not Exclusive of Other Rights. The indemnification provided above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or bylaws, or any agreement, vote of members of disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, trustee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.
- C. Insurance. To the extent permitted by Georgia law, the corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, trustee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise.

Article XII - Fiscal Responsibilities

- A. The Organization shall operate on a fiscal year of January 1 through December 31. A yearly budget shall be presented to the membership for approval by the January monthly meeting if operating funds are available.
- B. All monies obtained from any source, through any person or persons, acting for, or in the name of the

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Organization under the direction or the authorization of the Organization, shall be considered DHCCC funds. Those funds shall be delivered to the Treasurer who will execute a written receipt for such funds, report the amounts received and the source at each meeting.

- C. The Treasurer shall deposit all monies received in a bank, or other financial institution account maintained on behalf of DHCCC. Disbursements from this fund can be made only with the joint consent and signature of the President and Treasurer. If the President is unavailable, the signature of the Vice President shall also be accepted in lieu of the signature of the President.
- D. Any justifiable expenditure, up to \$100.00, can be reimbursed from the Treasury of DHCCC, after being agreed upon by at least 2 officers and by providing receipts and expense-related documentation.

No money exceeding \$100.00 shall be paid or transferred from the Treasury of DHCCC, except as provided in this article for budgeted and regularly scheduled items. All expenditures exceeding \$100.00 require authorization by the majority vote of members present at a regular business meeting.

- 1.) All expenditures requiring the approval of the DHCCC membership shall be submitted to the President of DHCCC ten (10) days prior to the monthly meeting at which it will be presented.
 - 2.) All expenditures in excess of \$500 or more shall be introduced at the business meeting preceding the meeting at which the vote will be taken approving or disapproving the expenditure.
 - 3.) Proposals for expenditures of \$500.00 or more shall include the following in writing:
 - Brief project description.
 - Planned line item budget for use of funds.
 - A specific description of how any monies generated are to be applied in the DIXIE HILLS community or whether they are to be returned to the general fund.
 - 4.) The process described above is required of standing committees at the start of each year for inclusion in the DHCCC budget and of special event and project committees seeking one-time funding.
 - 5.) Funds not used by committees shall be returned to the DHCCC general fund. They may not be held by the standing, project, or event committee for future use.
 - 6.) Monies generated by special events shall be deposited into the DHCCC general fund.
- E. DHCCC funds will not be disbursed without documentation in the form of a receipt, bill, or invoice.
 - F. All bills and disbursements outside budgeted expenses shall be presented to the President who will present the purpose and amount to the Membership at the next monthly meeting for approval by the membership.
 - G. In order to preserve DHCCC's assets, the Board has the authority to limit approved budgeted expenses when it is reasonably determined that fiscal annual revenues will fall short of the approved budgeted income.
 - H. Committee Chairs have the authority, with Treasurer approval, to redistribute previously approved budgeted expenses within their approved Committee budget total expense, e.g., Education,

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Environmental, Festival. Exercising this authority will not change the approved overall Committee budget. The Treasurer shall have this authority over Committee Budgets lacking a Chair.

- I. An Annual Report shall be published and presented to the Membership at the January meeting each year. The report shall contain a consolidated financial statement and a description of the previous year's activities. The financial report shall be the responsibility of the outgoing Treasurer and the description of activities the outgoing Secretary. The report shall be submitted to the Board of Directors for review and approval prior to submission to the membership.
- J. The Officers shall have the authority, upon the recommendation of the Treasurer, to authorize the Treasurer to deposit or invest funds of the Organization in any financial institution(s), certificates of deposit, funds, or other investment plans or instruments it deems appropriate, so long as such funds are in accounts that are FDIC or similarly insured, or in reputable money market mutual funds so as to maintain a stable principal value. The Treasurer shall make monthly reports on the status of such deposits, investments, etc. to the Membership. The Officers shall be responsible for reviewing such reports and taking appropriate follow-up measures where needed.
- K. The Officers shall have the authority, if it deems necessary or desirable, to secure bonding of the Treasurer.
- L. A reserve fund will be maintained with a minimum amount equal to not less than 10% of the gross income of the prior year if possible. Any reduction in the reserve fund shall require a vote at a regularly scheduled meeting and an approval of 2/3rds of the membership present. Replenishment of these funds will be required in 60 days.

******Regularly scheduled meetings are defined to be scheduled meetings on the 2nd Tuesday of each month.***

Bylaws effective July 14, 2020