

# **BROOKCLIFF BYLAWS**

## **ARTICLE ONE - NAME AND OBJECTIVE**

The name of the association shall be the Brookcliff Property Owners' Association, Inc ("Association"). The purpose of the Association shall be to promote neighborhood pride and cooperation. The object of the Association is not pecuniary gain, but rather is to promote the betterment, protection, education, civic pride and welfare of the residents of the Brookcliff community in Cobb County, State of Georgia. To this end the Association may own, operate, manage and maintain recreational facilities, common properties and other properties and facilities.

## **ARTICLE TWO - DIRECTORS AND OFFICERS**

The Association shall be governed by a Board of Directors ("Board"). The Board shall consist of seven Directors, at least six of whom must be Full Members as defined below. Only one Civic Member may serve on the Board at a time.

Directors shall be elected by the Association membership for staggered two-year terms, such that four Members shall be elected each even calendar year and three Members shall be elected every odd calendar year. Directors may serve up to three consecutive terms if duly elected per the process defined below. These elections shall take place at the annual meeting or outside of a meeting with winners being selected by receiving a plurality of votes cast. Votes shall include secret paper ballots cast by those present in person or by proxy if the election is at the annual meeting or by ballots submitted to the Association (by paper or electronically) if the vote takes place outside of a meeting. All votes must be verified to have been cast by members in good standing within the Association.

There will be a general announcement at least one month before the annual meeting for the purpose of nominating candidates who will be considered for election to the Board. Prospective candidates may volunteer to run or be selected to run by a Nominating Committee formed at the existing Board's discretion.

The Board shall elect from its own membership a President, Vice-President, Secretary and Treasurer at the first meeting after new Directors have been elected. The President, Vice-President, Secretary and Treasurer must be members in good standing.

The jobs of each officer shall be as follows:

### ***President***

Shall preside at all meetings of the Board of Directors and all meetings of the general membership. The President shall oversee the appointment of committees necessary to conduct the affairs of the Association with the approval of the Board.

### ***Vice-President***

Shall preside at all meetings of the Board of Directors and all meetings of the general membership in the absence of the president.

### ***Secretary***

Shall have the care and custody of the Association records and other papers, shall give the necessary notices of all meetings of the Board of Directors and the general membership, shall keep and return minutes of the proceedings of such meetings and shall affix the seal to all documents requiring it when authorized by the Board.

***Treasurer***

Shall be responsible to ensure that all assets (monies) are properly safeguarded, proper books are maintained, tax filings are timely and accurate and at the end of each fiscal year a complete financial statement is submitted to the Board and the Association members.

No one shall be paid to serve on the Board of Directors or as an Officer of the Association. However, Directors and Officers may be reimbursed for actual expenses incurred in the performance of their duties.

The Board shall select or appoint Association members to fill vacancies which occur on the Board. Such appointees shall continue to serve the entire remainder of the term of the Director being replaced Any director appointed by the Board to fill a vacancy may be removed by the Board, with or without cause.

Two people from the same household may not serve on the Board of Directors at the same time.

A Director may be removed from the Board by the Association in the following manner:

10% of the Full and Civic members in good standing may petition the Board to call a special meeting to consider the removal of a Director. At this time a written notice of the charges or complaint and accusations shall be discussed, and the Director shall have an opportunity to respond. A vote of two-thirds of those present at the special meeting shall be necessary to remove a Director from the Board. Rules governing quorums outlined in Article Three shall apply.

Members who petition the Board must be in good standing with the Association.

**ARTICLE THREE – MEETINGS**

The annual meeting of the Association, to elect new Directors and conduct other business shall be held each year at such place and time as the Board of Directors may designate. Meetings of Members other than the annual meeting shall be called special meetings. Special meetings may be called by the Board or on the request of one-third of the Association members, in good standing. Members may petition the Board for such special meetings and must present information to be distributed to the entire membership before such meetings will be scheduled. Once a valid petition has been received and verified by the Board, the President shall schedule a meeting of the Association within 45 days of said petition.

When members are notified of an annual or special meeting, an agenda and a proxy form, will be provided with the notice. Any Member may submit items to the Board to be included on the meeting's agenda provided they are delivered to the Secretary four weeks prior to the scheduled meeting or may otherwise raise issues for discussion at such meetings. Issues or discussion topics raised at meetings that were not previously submitted for inclusion in the agenda, may be tabled by the President or person presiding over the meeting, at their discretion, to ensure published agenda items are covered and the meeting is held within published timeframes. The notification of a meeting shall include the date, time and place of the meeting as well as an appropriate back-up location in the event of bad weather.

Items which have not been presented to the entire membership as proposals on a ballot may not come to a deciding vote at that meeting. Should an issue be raised that requires a vote of Association members, it will be decided within 30 days in one of two ways: (1) another meeting of the Association including the prior distribution of proxies on the issue in question; or (2) distribution of a written/electronic ballot to all members to be completed and returned by a specified date to the Board.

In all cases, voting shall be done on the basis of one vote per household.

Only households in good standing within the Association shall be deemed eligible to participate in the business of the Association in person or by proxy.

At a meeting, 20% of households present in person or by proxy who are eligible to vote shall constitute a quorum. A majority of this 20% or greater number present in person or by proxy, shall determine a matter brought to vote. If less than 20% of the Association households are present in person or by proxy, the meeting shall be re-scheduled. At a re-scheduled meeting, those present in person or by proxy, constitute a quorum.

In the event that an issue is reconsidered, for the purpose of rescinding a previously taken vote, 66% of the households voting shall be required to pass such vote.

The Board of Directors shall meet, at a minimum, every two months on a regularly scheduled basis to set agendas for meetings, vote on required items and to conduct business. Written notices, through the newsletter, email, or other means shall be sent to all Association members to request agenda items for inclusion in its meetings. Any Member of the Association may attend a Board meeting, but non-Board members and non-Officers may not participate at such Board meetings unless recognized by the Chair of the meeting at the time.

An action that is required or permitted to be taken by the Board of Directions under these Bylaws, may be taken without a Board meeting if the action is approved in writing by the same number of Directors required to approve the action at a Board meeting and is filed with the Association's records.

#### **ARTICLE FOUR - DUTIES AND RESPONSIBILITIES OF BOARD OF DIRECTORS**

The Board of Directors shall govern the management of the grounds, buildings and properties of the Association. It shall conduct all Association business in a prudent and reasonable manner. In all decisions regarding the business of the Association, four Board members must be present at a Board meeting in order to proceed and in terms of voting to take action at least four of the seven members must approve the disposition of an issue before the Board.

The Board shall have the power to make or authorize expenditures and contracts for purchase, improvements or repairs of items included in the annual budgets approved by the Board by January 31st. Expenditures above budgeted amounts can be approved by a positive vote of four of the seven members of the Board with the following limitations:

1. Up to \$1,000.00 (per item), \$3,000 (per year) for anything other than repairs and maintenance.
2. Up to \$5,000 (per item) for repairs and maintenance necessary to maintain the normal operation of existing facilities.

All other expenditures must be approved by the appropriate procedures contained in Article Three.

The annual budget shall be presented in writing to the membership within 30 days of approval by the Board.

It shall prescribe rules for use of the facilities of the Association.

It shall call special meetings for members to consider specific subjects.

The Board may consider suspension of a Member for infractions of the Declaration, Bylaws, and/or Rules or Regulations (if any) of the Association, and any other violations of written rules. It shall have the duty to suspend membership rights for any Member for an infraction of the above-named documents/rules. Such an action may only be taken with the positive vote of at least five of the seven members. A copy of the infraction/violation must have been furnished to the alleged violator with an opportunity to be heard before the Board to present an explanation and information regarding such alleged violation before a vote is taken by the Board. Assessments in arrears is considered an automatic infraction, resulting in suspension of a member's privileges; this action does not require a Board vote.

The Board shall generally manage and conduct all matters necessary for the welfare of the Association when such a duty is not imposed upon some other officer or Member by the Bylaws.

In the event that the Board deems necessary to hire support personnel, all salaries must be approved by the Board in the annual budget. Support personnel shall be defined as any non-Board Member who performs a service or job for the Association and is paid a salary or other consideration for that service or job.

The Board shall have the authority to call meetings for the purpose of discussing an issue or rescinding a vote on a previously considered issue.

## **ARTICLE FIVE - MEMBERSHIP**

There shall be four classes of membership: Full Members, Civic Members, Non-Residential Members, and Creekshire Members:

- Full Members are entitled to one equal vote for each lot owned that is subjected to Full Membership as defined in the 2003 Declaration of Protective Covenants for as long as they remain in good standing. Full Members are entitled to attend community social functions, receive the Association newsletter, access to all common areas including but not limited to paths, bridges, play structures, tennis courts, swimming pool and related facilities while in good standing.
- Civic Members in good standing are entitled to one equal vote for each lot owned that is subjected to Civic Membership as defined in the 2003 Declaration of Protective Covenants for non-recreation matters only. Civic members in good standing are entitled to attend community social functions, receive the Association newsletter, access to all common areas including paths, bridges, and play structures, but excluding the tennis courts, swimming pool and related facilities. Civic memberships are no longer available, but a current Civic Member shall have the right, but not the obligation, to convert to Full Membership according to the procedures detailed in the 2003 Declaration of Protective Covenants. However, when a Lot with Civic Membership is conveyed or transferred, such Lot shall automatically convert to Full Membership and be subject to the rights and obligations of Full Membership (but shall not be subject to an initiation fee).
- Non-Residential Members are members that have been offered yearly use passes at the discretion of the Board of Directors to individuals or families who do not own or occupy lots within Brookcliff but who are permitted to use and enjoy the Brookcliff recreational facilities. Non-Residential membership or use passes shall be contingent upon payment of dues established by the Board of Directors and compliance with all rules, regulations, and legal documents of the Association. Non-Residential Members may not vote on Association matters.
- Creekshire Members are members that have been offered yearly use passes on a voluntary basis for owners of lots in the Creekshire Subdivision. Membership for Creekshire Members shall be contingent upon payment of dues established by the Board of Directors and compliance with all rules, regulations, and legal documents of the Association. Such members are not Association members and may not vote on Association matters.

## **ARTICLE SIX - AMENDMENTS**

Amendments to these Bylaws may be made at any meeting of the Association, annual or special, by a two-thirds vote of the members present in person or by proxy, after notice of the proposed amendment and its wording has been given in writing by the Board of Directors to the Secretary at least one month in advance of the meeting. The Secretary shall transmit the wording of the amendment to all members

within seven days of receiving the proposed amendment for a special meeting, or twenty-one days prior to an annual meeting.

#### **ARTICLE SEVEN - CORPORATE SEAL**

The seal of the Association shall be in the following form:  
(affix legal seal to the right)



#### **ARTICLE EIGHT - PROXIES**

Proxy forms shall be made available to each household, either electronic or in paper form, with notice of an upcoming meeting whenever an issue requiring Association members to vote, is scheduled to come to a vote at that meeting. Proxies may be submitted electronically or returned to the Secretary in paper form before the meeting and the proxy-holder must be present at the meeting in order for the proxy to be legitimately counted. Proxies received by the Secretary shall be counted towards determining a quorum and, in those matters, brought to a vote at the meeting.

Only households that have paid all applicable assessments and fees shall be eligible to vote in person or by proxy on matters that come before the Homeowner's Association.

#### **ARTICLE NINE – NOTICES**

Notices prescribed by the Bylaws shall be served by depositing them at the mailbox of the Member or by electronic means. Electronic means includes any legally recognized form of electronic community (which includes, but is not limited to email, if the Member has provided their email address to the Association as a valid address at which to receive Association notices. Notice will be given to the Member at least seven days prior to a special meeting and twenty-one days before an annual meeting of the membership. The Member shall be held to have received the notice when the notices are sent to the member. It is the members responsibility to notify the Association of any address or contact information changes and to ensure that the Association has the members current contact information on file.

In addition to the individual notification, an electronic newsletter, text message, and/or sign indicating an upcoming meeting placed at each entrance to the Brookcliff subdivision may be used as reminders prior to the meeting.

#### **ARTICLE TEN – INTERPRETATION**

The Bylaws shall dictate the procedures and operation of the Brookcliff Property Owners' Association, Inc. Such Bylaws will be the sole source of procedure and may not be discounted in favor of historic actions. Interpretation and application of the Bylaws of the Association rests with the Board. The Bylaws shall be followed completely in all manners.

#### **ARTICLE ELEVEN – ASSESSMENTS**

The Association shall have the power to levy assessments or dues against all Members as provided herein and in the Declaration of Protective Covenants. The assessments shall be used for the general purposes of maintaining, repairing, replacing, insuring, managing, operating and, in the Board's discretion, improving the Common Property, enforcing the Declaration of Protective Covenants and other covenants upon the Property, paying for utility services, maintaining a reserve fund for future maintenance, repair, or improvement, and promoting the health, safety, welfare, common benefit, and enjoyment of Association Members.

All assessments and related charges not paid on or before the due date established by the Board shall be delinquent, and the Member shall be in default.

## ARTICLE TWELVE – COMMITTEES

The Board may establish the following committees: Pool Committee, Social Committee, Membership Committee, Covenants Committee, and Tennis Committee. The Chairpersons of the Pool and Tennis Committees shall be Full Members in good standing. The chairpersons of the Social, Membership, and Covenants committees shall be either Full or Civic Members in good standing.

The Board shall have the authority to appoint such committees as it may consider necessary and it shall define their duties.

### CERTIFICATION

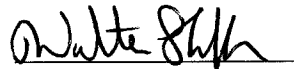
I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of Brookcliff Property Owners' Association, Inc., a Georgia corporation;

That the foregoing Bylaws constitute the restated Bylaws of said Association, as duly adopted by the Board of Directors and the members of the Association on the 15 day of March 2020.

**IN WITNESS WHEREOF**, I have hereunto subscribed my name and affixed the seal of said Association this 15 day of March, 2020.

BROOKCLIFF PROPERTY OWNERS' ASSOCIATION, INC.

 (Seal)

Secretary

[Corporate Seal]

