

DRESDEN EAST CIVIC ASSOCIATION (DECA)
Founded May 1997

PROPOSED REVISED BYLAWS - October 18, 1997
(Revised October 24, 2002; October 16, 2003, October 17, 2008) [October 16, 2010]

PREAMBLE

As an IRS 501(C)(4) social welfare organization DECA supports its goals through the efforts of volunteers and the collection of dues (dues are not tax-deductible).

ARTICLE I - OBJECTIVES

The objectives of DECA shall be:

- A. To ensure that the area is preserved principally for quality residential use and to oppose the intrusion of elements that adversely affects the quality of our communities in terms of appearance, safety, property value, and overall atmosphere.
- B. To maintain liaison with governing bodies so as to influence decision-making and remain alert to courses of action of inherent interest to the community, such as zoning and code enforcement.
- C. To build community by communicating with all DECA residents regarding concerns and opportunities affecting the area
- D. To foster social relationships within DECA by sponsoring appropriate activities.

ARTICLE II - AREA

For the purpose of this association, the area constituting "DECA" shall include unincorporated DeKalb County within the boundaries of I-85 (Chamblee-Tucker to Clairmont); Clairmont Rd. (I-85 to Buford Hwy); Buford Hwy (Clairmont Rd. to Chamblee-Tucker); & Chamblee-Tucker Rd (Buford Hwy to I-85). Twelve communities in eight major neighborhoods comprise DECA: Appling Hgts, Beverly Hills (2 sections), Dresden Square, Frontier Woods, LaVenture Forest, Marlin Acres, Wakefield Forest (4 sections), & Whispering Hills.

(MAP OF AREA TO BE ATTACHED TO BYLAWS)

ARTICLE III - MEMBERSHIP

Section 1: Membership Categories

- A. **Standard Member:** An individual, business, or organization currently in payment of the annual dues as set by the DECA Board of Directors.
- B. **Honorary Member:** An individual (resident or non-resident), organization, or business selected by the Board of Directors to be given an honorary membership.

Section 2: Obligations

- A. A member shall pay the annual dues of the Association as stated in item B below. Upon a recommendation from the Board of Directors, dues may be changed by a vote of the membership at the October meeting to take effect in the following January. The membership period shall correspond to the calendar year. Dues may be prorated per six months for new members only.
- B. The annual membership dues are as follows:

1. Standard Member \$20.00
2. Honorary Member No Dues

C. Members shall endeavor to support DECA by participating in DECA meetings and activities it sponsors.

D. Members shall have prior approval of the Board of Directors before acting as a representative of or for the Association.

Section 3: Privileges

A. All DECA members shall be eligible to:

1. attend general membership meetings
2. participate in the activities and benefit from any of the special programs of DECA
3. attend DECA Board of Directors and/or committee meetings as a non-voting observer
4. have reasonable access to review the records and financial statements of DECA
5. receive the DECA newsletter.

B. Standard members shall be eligible to:

1. vote
2. hold office in DECA.

ARTICLE IV - OFFICERS AND DUTIES

Section 1: Officers shall be President, Vice President, Secretary, and Treasurer

Section 2: Duties

A. The President, with the assistance of the Board of Directors and membership, shall:

1. direct and coordinate the program and activities of DECA
2. preside at all general membership meetings and Board meetings
3. call special meetings when necessary, or when requested in writing to do so by two members of the Board
4. appoint committee chairpersons with the approval of the Board
5. with the assistance of the Secretary and the Treasurer, preserve the archival records of DECA
6. ensure that DECA members adhere to the bylaws
7. represent DECA as principal spokesperson
8. sign all official documents, contracts, or correspondence necessary to carry out the business of the Association
9. coordinate communication, public relations or informational committees
10. perform such other duties as deemed necessary by the Board of Directors

11. with the Treasurer, monitor the Board's expenditure of funds

B. The Vice President shall:

1. be the coordinator and liaison to the Community Representatives
2. ensure that the Community Representatives receive annual training as to their duties
3. with the President, guide the Community Representatives as to necessary action between Board meetings
4. in the absence of the President, preside at general membership meetings and Board meetings
5. serve as chair of the Membership committee, coordinate their activities and maintain the membership list.
6. with the Treasurer, coordinate any fund-raising committees or socially-oriented ad hoc committees
7. ensure accurate maintenance of membership records.

C. The Secretary shall:

1. record and preserve the minutes of all regular and special meetings of the Board of Directors and the Association
2. distribute minutes to the board members
3. maintain and preserve the By Laws of the Association
4. assist in correspondence of the Association as directed.

D. The Treasurer shall:

1. collect funds and deposit-in a federally-insured banking institution
2. maintain and preserve the financial records
3. disburse all funds according to an annual budget approved by the Board of Directors
4. sign all checks (President may also sign singly)
5. submit a financial statement at Board meetings and quarterly membership meetings
6. serve as chair of budget committee
7. ensure filing and payment requirements of all local, state, and federal taxing authorities.

ARTICLE V - BOARD OF DIRECTORS

Section 1: The Board of Directors shall be composed of the DECA officers, the immediate past president, and the community representatives. (See Section 4)

Section 2: The Board of Directors shall be the administrative body of DECA and is authorized to transact business, establish policy, approve the annual budget, and supervise all activities of the association.

Section 3: Nine members of the Board of Directors present in person shall constitute a quorum.

Section 4: Each community, as enumerated in Article II, shall have a community representative appointed by the Board of Directors and who shall be a member of the Board of Directors.

- A. be the liaison between the Board and their community, implementing the Board's decisions on any projects or issues concerning their community
- B. be responsible within their communities for distributing DECAzettes, maintaining an email and/or phone list of active members, and promoting the community Neighborhood Watch program. These responsibilities may be delegated as necessary
- C. serve as the membership committee.

Section 5: Obligations

Each member of the Board of Directors shall:

- A. attend Board meetings in order to conduct the business of the association
- B. serve on committees or task groups when appointed
- C. contribute knowledge, expertise, and time as appropriate
- D. abstain from voting in case of a conflict of interest as determined by the Board
- E. exercise fiduciary responsibility
- F. uphold the objectives of the association.

Section 6: Removal

- A. A Director may be removed for cause by a majority vote of the remaining Directors.
- B. Written notice of the reason for removal shall be provided by the President.

ARTICLE VI - COMMITTEES

Section 1: Standing Committees

- A. Membership - Responsible to the Board of Directors and in charge of the recruitment of new members and re-enrollment of previous members to DECA. The Vice President is the chairperson.
- B. Budget - Responsible to the Board of Directors and in charge of the preparation and review of the annual budget. The Treasurer is the chairperson.
- C. Nominating – Responsible to the President (although the President shall not be a member of this committee), and in charge of the annual nomination process. The committee shall consist of three to five members appointed by the President by September 15, and shall automatically dissolve at the end of the annual elections.
- D. Public Relations - Responsible to the Board, and in charge of communications; newsletter, Yahoo Group, web site, and related activities.
- E. Community Land Use, Planning and Zoning - Responsible to the Board and in charge of coordinating DECA's resources to address issues pertaining to planning, zoning and development.

Section 2: Special Committees or Task Forces

- A. The Board of Directors, may form special committees or task forces (for example, Social or Sunshine).

- B. Special committees shall automatically be inactivated at the annual election meeting, unless reappointed by the Board of Directors.

ARTICLE VII - MEETINGS

Section 1: General Membership Meetings

- A. There shall be one general membership meeting per calendar quarter on the third week of each quarter at such time and place as the Board of Directors may determine, subject to reasonable notice. All such meetings shall be open to the public.
- B. An actionable vote at a general meeting shall consist of a simple majority of members present.

Section 2: Board Meetings

- A. The Board of Directors shall meet monthly unless a meeting is deemed unnecessary by the President.
- B. An actionable vote at Board meetings shall consist of a simple majority, a quorum being present.
- C. The Executive Committee shall consist of the DECA officers, and shall meet at its discretion. Its duties shall consist of assisting the Board in various capacities where preliminary or supplemental work of research, technical, or other nature is indicated. The Board may delegate to the Executive Committee powers beyond the advisory, such as the power to act on behalf of the entire Board, only on a per-case and strictly defined basis.
- D. A special meeting may be called by the President or by two members of the Board of Directors, if deemed necessary.
- E. In unusual circumstances, the Board may take action on the basis of an email/telephone vote, provided that the President gives notice of the proposed action to all Board members by email or telephone, and that no member has objected by 48 hours after solicitation.
- F. A calendar shall be drafted by the current Board of Directors by the January board meeting of the coming year, such calendar to be amended and/or approved by the incoming Board at their February meeting and published.
- G. Notice of Board meetings shall be made to Board members at least seven days prior to the convening of meetings.

Section 3: Special meetings may be called by the Executive Committee or the Board of Directors. In such case, reasonable efforts shall be made to notify general membership of such meetings.

ARTICLE VIII - ELECTIONS AND TERMS OF OFFICE

Section 1: Nominating and Election Process

- A. Election of officers and others shall take place in January by a majority of the members present at the general meeting
- B. The Nominating Committee shall:
 1. begin the nominating process in October by publishing (October DECAzette, DECA website, DECA Yahoo group) the composition and contact information of the nominating committee, together with notice to the membership that the deadline for recommending candidates is November 15th.
 2. inform each nominee of the duties of their office
 3. ensure that each nominee has the DECA Bylaws
 4. publish a formal slate of nominees prior to the annual election meeting. Additional nominations may be

made from the floor at the annual election meeting.

Section 2: Terms of Office

The officers and Board members are elected at the January quarterly meeting of the general membership and shall continue in office for one (1) year or until their successors are named and qualified.

Section 3: Vacancy

In case of a vacancy of an officer the Board of Directors may fill the position by a three-fourths majority vote of those members present at a Board meeting, a quorum being present.

ARTICLE IX - FISCAL YEAR

The association shall operate on a fiscal year corresponding to the calendar year.

ARTICLE X - PRESERVATION OF DECA RECORDS

It shall be the duty of the President, the Secretary, and the Treasurer to preserve material records generated during their terms of office and to pass on such materials to their successors. In the event of the dissolution of DECA, the Board of Directors shall determine final disposition of its records.

ARTICLE XI - PARLIAMENTARY AUTHORITY

Section 1: Robert’s Rules of Order Newly Revised shall be the authority of parliamentary questions not covered by these By-Laws or inconsistent with them.

Section 2: All meetings of DECA shall be conducted according to these rules.

ARTICLE XII - AMENDMENTS

Any proposed amendment to these Bylaws shall be presented to the Board of Directors for inclusion on the agenda at the next quarterly meeting of the Association at which time such amendment(s) will be presented to the membership. At the quarterly meeting of the Association subsequent to that, the Amendment will be put forward for a vote. The proposed amendment shall be published prior to the meeting at which the vote shall be taken. A two-thirds 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 XIII - INDEMNIFICATION

The Association shall indemnify and hold harmless any past or present officer, member of the Board of Directors, 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) arising by reason of any act or omission of such person while such person was acting in good faith in accordance with such person’s duties or responsibilities as a member of the Association. Such indemnification shall include any reasonable cost of litigation or other cost incurred in defending said claim.

ARTICLE XIV - EFFECTIVE DATE

These Bylaws and any subsequent amendments shall become effective immediately upon a two-thirds vote of those eligible to vote as described herein.