

DRESDEN EAST CIVIC ASSOCIATION (DECA)
Founded May 1997

BYLAWS - October 18, 1997

(Revised October 24, 2002; October 16, 2003; October 17, 2008; October 16, 2010; October 20, 2011;
February 2012; July 2012; July 2014; July 2015]

ARTICLE I - NAME

The name of the organization shall be the Dresden East Civic Association (DECA). 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 II - 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 affect 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 III - AREA

Section 1: Current Area

For the purpose of this association, the boundaries of DECA shall include the portion of the City of Chamblee 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).

Eleven communities in eight major neighborhoods comprise DECA: Appling Heights, Dresden Square, Frontier Woods, LaVenture Forest, Marlin Acres, Wakefield Forest (4 communities), Whispering Hills & Tanglewood Circle.

(MAP OF AREA TO BE ATTACHED TO BYLAWS)

Section 2: Process for new neighborhoods to join DECA

- A. Neighborhoods within the boundaries listed above are eligible to join DECA
- B. A representative of an eligible neighborhood can submit a petition in writing to the DECA Board on behalf of their neighborhood. The petition must state their interest in joining DECA and contain the printed names, addresses and signatures of 51% of households in that neighborhood.
- C. The Board will review this petition at its next meeting to ensure that the neighborhood is eligible to join DECA and that the petition meets the above-stated requirements.
- D. If the Board approves the petition, a simple majority vote of standard DECA members at the next quarterly meeting will add this neighborhood to DECA.
- E. At its subsequent meeting, the existing DECA Board will vote on how many representatives the new neighborhood will be allocated based upon the number of households in the neighborhood.
- F. Residents of said new neighborhood will appoint the appropriate number of community representatives to serve on the DECA Board of Directors. These appointed representatives will serve until the next election (see Article IX).

Section 3: Process for neighborhoods to withdraw from DECA

- A. Member neighborhoods are eligible to withdraw from DECA.
- B. Any resident of a member neighborhood can submit a petition in writing to the Board on behalf of their neighborhood. The petition must state their reason for withdrawing from DECA and contain the printed names, addresses and signatures of 51% of households in that neighborhood.
- C. The Board will review this petition at its next meeting to ensure that the petition meets the above-stated requirements.
- D. If the Board approves the petition, a simple majority vote of standard DECA members at the next quarterly meeting will remove this neighborhood from DECA.
- E. Once a neighborhood has withdrawn from DECA, it will immediately lose its neighborhood representatives on the DECA Board of Directors. Any Executive Committee member living in a neighborhood that has been removed from DECA can serve out the remainder of his/her term.

ARTICLE IV - MEMBERSHIP

Section 1: Membership Categories

- A. **Standard Member:** An individual, household, 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 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 quarterly meeting to take effect the following January. The membership period shall correspond to the calendar year.
- B. The annual membership dues are as follows:
 - 1. Standard Member - \$20.00
 - 2. Honorary Member - No Dues
- C. Members are encouraged 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 quarterly 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. Individuals who are standard members shall be eligible to:
 - 1. vote

2. hold office in DECA, provided they live in or own a home in the DECA area (see Article III).

ARTICLE V - OFFICERS AND DUTIES

Section 1: Officers shall be President, Vice President, Secretary, 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 quarterly 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 when necessary with the approval of the Board,
 5. preserve the archival records of DECA with the assistance of the Secretary and Treasurer,
 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. monitor the Board's expenditure of funds with the Treasurer.
- B. The Vice President shall:
 1. determine the boundaries for Community Representatives in neighborhoods that have been allocated more than one representative. A two-thirds vote of the board can override any boundaries changes. Said boundaries cannot be changed between the September and February Board meetings,

2. be the coordinator and liaison to the Community Representatives,
3. ensure that the Community Representatives receive annual training as to their duties,
4. guide the Community Representatives as to necessary action between Board meetings with the President,
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,
8. preside at quarterly membership meetings and Board meetings, in the absence of the President.

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 bylaws of the Association,
4. assist in correspondence of the Association as directed,
5. preside at quarterly membership meetings and Board meetings, in the absence of the President and Vice President.

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,
8. preside at quarterly membership meetings and Board meetings, in the absence of the President, Vice President and Secretary.

ARTICLE VI - BOARD OF DIRECTORS

Section 1: The Board of Directors shall be composed of the DECA officers and the community representatives (see Section 4). The immediate Past President shall serve in a non-voting advisory capacity.

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: A majority of filled Board positions, not counting the Past President, shall constitute a quorum.

Section 4: Each community, as enumerated in Article III, shall have a Community Representative on the Board of Directors. Each Community Representative must live in or own a home in their community. These representatives shall:

- 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 DECA newsletters, maintaining an email and/or phone list of active members and promoting the community Neighborhood Watch program. These responsibilities may be delegated as necessary.

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 forces 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 Director may be removed for cause by a 3/4 majority vote of the remaining Directors present at a Board meeting, a quorum being present, provided that the Director up for removal will be provided with an opportunity at said meeting to fairly present evidence and testimony to refute the charges upon which the removal is based.

ARTICLE VII – COMMITTEES

Section 1: Standing Committees

- A. 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.
- B. Membership: Responsible for the recruitment of new members and the re-enrollment of previous members to DECA. The Vice President is the chairperson and the remaining Directors shall serve on the Committee.
- C. Budget: Responsible for and in charge of the preparation and review of the annual budget. The Treasurer is the chairperson and the Treasurer-elect is the vice chairperson. The committee will begin meeting in October to prepare the budget for the following year. The budget will be drafted by the December Board meeting. Said budget may be amended by the incoming Board who will approve a final budget at their January meeting.
- D. Nominating: In charge of the annual nomination process. The committee will consist of three to five members appointed by the Board at its July meeting and shall automatically dissolve at the end of the annual elections.
- E. Public Relations: In charge of communications -- newsletter, social media, website and related activities. Members of this committee will include the newsletter editor, webmaster, Secretary, President and any other interested DECA members. The committee will elect its chairperson. In the absence of an elected chairperson, the President will assume this role.

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 in January, unless reappointed by the incoming Board of Directors.

ARTICLE VIII - MEETINGS

Section 1: 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 quarterly meeting shall consist of a simple majority of members present, unless these bylaws specify that more than a simple majority is required.
- C. Special membership meetings may be called by the Executive Committee or the Board of Directors. In such case, reasonable efforts shall be made to notify Association membership of such meetings.

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, unless these bylaws specify that more than a simple majority is required.
- C. A special Board meeting may be called by the President or by two members of the Board of Directors, if deemed necessary.
- D. In time-sensitive circumstances, the Board may take action on the basis of an email/telephone vote, provided that:
 - 1. the President gives notice of the proposed action to all Board members by email or telephone, and that no Board member has objected by 48 hours after solicitation,
 - 2. an email or telephone vote is made by a majority of filled Board positions.
- E. A calendar shall be drafted by the current Board of Directors by the December Board meeting, such calendar to be amended and/or approved by the incoming Board at their January meeting and published.
- F. Notice of Board meetings shall be made to Board members at least seven days prior to the convening of meetings.

ARTICLE IX – FINANCIAL GUIDELINES

- Section 1: All financial decisions shall be made by the Board unless the Board chooses to ask membership to vote on a financial decision.

- Section 2 The annual budget shall act as a framework for all Board expenditures for the calendar year.
- Section 3 Unallocated funds
- A. The Board can approve expenditures of unallocated funds as it wishes, quorum being present.
- B. It is suggested that expenditures of \$500 or more require a three-fourths vote to approve.
- Section 4 Reimbursement
- A. Should someone have to pay for something out of pocket on DECA's behalf, they will be reimbursed provided that:
1. The item(s) purchased are either budgeted or approved by the Board.
2. They provide a receipt for the expenditure.
3. A reimbursement form is filled out if the expenditure is over \$25.
4. All paperwork is submitted to the DECA Treasurer within 90 days of purchase.
- B. With a three-fourths vote, the Board may vote to approve any reimbursement that was denied by the Treasurer.
- Section 5: Emergency Spending
- A. If there is not time for an email or telephone vote (see Article VIII, Section 2, D), the DECA President may spend up to \$100 on an expenditure that is not budgeted or has not yet been voted on the Board. Abuse of this power is grounds for removal (See Article VI, Section 6).
- B. In the event of such an expenditure, the procedures for reimbursement for said expenditure, as outlined above, remain in effect.

ARTICLE X - ELECTIONS AND TERMS OF OFFICE

- Section 1: Nominating and Election Process
- A. Election of officers and others for the next calendar year shall take place in October by a majority of the members present at the quarterly meeting.
- B. The Nominating Committee shall:
1. begin the nominating process in July by publishing (July DECA newsletter, DECA website, etc.) the composition and contact information of the nominating committee, together with notice to the membership that the deadline for recommending candidates is the September Board meeting,

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 for the next calendar year are elected at the October quarterly membership meeting. They will take office on January 1st of the next year 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 XI - FISCAL YEAR

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

ARTICLE XII - PRESERVATION OF DECA RECORDS

It shall be the duty of the President, Vice President, Secretary, and Treasurer to preserve printed and electronic 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 XIII - PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall be the authority of parliamentary questions not covered by these bylaws or inconsistent with them. All meetings of DECA shall be conducted according to these rules.

ARTICLE XIV - 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 XV - 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 XVI - 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.