

**By-laws of**  
**Oak Mountain Property Owners Association, Inc.**

**ARTICLE I**

**NAME**

Section 1.01: The name of this organization shall be OAK MOUNTAIN PROPERTY OWNERS ASSOCIATION, INC.

**NONPROFIT ORGANIZATION**

Section 1.02: This is a nonprofit organization (501(c) 4) organized under the laws of the state of Georgia.

**ARTICLE II**

**OBJECTS**

Section 2.01: The objects of Oak Mountain Property Owners Association, Inc. shall be:

2.011 To associate with property owners having a common interest in protecting property values in Oak Mountain Estates;

2.012 To acquire by purchase, exchange, leases or otherwise and to own, hold, use, develop, sell, assign, lease, transfer, convey, exchange, mortgage, create security interest in, pledge, or otherwise dispose of or deal in and with real or personal property of every class or description and rights and privileges therein wherever situated for the purpose of carrying on the business of the corporation;

2.013 To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, associates, persons, partnerships, or other legal entities, and either as a principal, agent, factor, contractor, or otherwise, and to do every other act or acts, thing or things, incidental or appurtenant to, or growing out of or connected in any way with the above mentioned objects, purposes or powers hereinafter stated;

2.014 To transact any and all other such business of whatsoever nature and description as the Board of Directors may deem appropriate so long as the business to be pursued and transacted is permitted to non-profit corporations under the laws of the state of Georgia;

**WORD AND TERM MEANING**

Section 2.02: As used herein, unless the context clearly indicates otherwise, the term:

2.021 "Members", "Officers" and "Committees", and subjects treated generally refer to and mean those of this Association.

Section 2.03: Any word denoting gender used in these by-laws shall apply equally to either gender as the context may require.

Section 2.04: "Membership", property owners – recorded title owners of land included in the Oak Mountain Estates development.

### **ARTICLE III**

#### **MEMBERSHIP**

Section 3.01: Membership of Oak Mountain Property Owners Association, Inc. is limited to the owner of a lot or lots in Oak Mountain Estates subdivision located in Harris and Talbot counties, Georgia. Where two or more persons or entities own a lot together they shall select a representative who shall exercise all rights of owners at meetings.

Section 3.02: There shall be two classes Membership: Regular Members and Associate Members.

Section 3.03: The Regular Members shall be those who own a lot or lots in the subdivision.

Section 3.04: Associate Members shall be members who do not own property in the subdivision but who are privileged to use the facilities of the subdivision under the rules and regulations of the Board of Directors. Associate Members shall not hold office or be entitled to vote at any meeting.

Section 3.5: The nomination of a candidate for Associate Membership must have been endorsed by one (1) or more Regular Members and must have the approval of the Membership Committee before being presented to the Board of Directors for final action. Election shall require the affirmative vote of at least two-thirds (2/3) of the Board of Directors members present and voting at a duly constituted meeting of said board.

Section 3.06: No member of the Board of Directors or the Membership Committee shall disclose his or any other Member's vote, or any comment or discussion relating to any invitation to membership. No person may disclose the name of any person considered for membership to any person not a Regular Member, No person Member or otherwise, shall be entitled to receive information from any member of the Board of Directors or the Membership Committee concerning the invitation or non-invitation of any person or persons to membership.

### **ARTICLE IV**

#### **OFFICERS AND COMMITTEES**

#### **GENERAL PROVISIONS**

Section 4.01: All elected officers, all elected committee members and all appointees shall be subject to the following general provisions:

4.011 All elected officers, all elected committee members and all appointed officers and appointed committee chairmen shall be Regular Members, in good standing.

4.012 Officers and members of the Board of Directors and all other committees shall serve from the time of their election or until their successors have been elected, or appointed.

4.013 The term of office of the Treasurer shall correspond to the fiscal (business) year regardless of the time of the election.

4.014 No Regular Member shall for election to or hold more than one elective office simultaneously, except as provided in Section 4.02 hereof.

4.015 The President shall not be eligible for election to that office for more than two consecutive terms of two years each.

4.016 Committees whose members shall have terms of staggered length shall have members elected or appointed initially for terms respectively to meet such qualifications. One of the members whose term next expires shall be nominated and elected, or appointed, Chairman, as appropriate.

4.017 A vacancy occurring in any elective office shall be filled for the unexpired term by the Board of Directors and a vacancy occurring in any appointive office shall be filled by appointment by the President.

4.018 The President may appoint a Chaplain, Chairmen of the various appointive committees and such other Aides as he may deem necessary to perform such duties as he or the Board of Directors may assign.

4.019 Every appointee shall hold office at the pleasure of the appointing power but not beyond the term of office of that person or body, except to complete an assignment with the approval of the Board of Directors.

#### **ELECTED OFFICERS AND COMMITTEES**

Section 4.02: The Board shall consist of nine (9) duly elected members. The elected officers of the Board shall be the PRESIDENT, who shall be the ranking officer, the VICE PRESIDENT, the SECRETARY and the TREASURER, which shall be elected by the Regular Members at the annual meeting. The offices of Secretary and Treasurer may be held by the same person.

Section 4.03: There shall be no less than five (5) additional elected BOARD OF DIRECTOR members consisting of persons nominated for such positions by the Nominating Committee and elected by the Regular Members at the Annual Meeting. All in good standing with the Association.

Section 4.04: There shall be a NOMINATING COMMITTEE, consisting of three (3) people (in good standing) nominated for such positions by the retiring Nominating Committee and elected by the Regular Members at the Annual Meeting for a term of two (2) years. One member of the committee shall be an elected member of the Board of Directors. This committee shall present a slate of nominees for all elected positions of the Association.

Section 4.05: There shall be an AUDITING COMMITTEE, consisting of a Chairman and two (2) members who shall be nominated by the Nominating Committee and elected at the Annual Meeting for a term of two (2) years

**ARTICLE V**

**DUTIES AND POWERS OF OFFICERS AND COMMITTEES**

**Section 5.01:** The PRESIDENT shall be the ranking Officer of the Corporation.

The President shall:

**5.011** Preside at all meetings of the Association -and its Board of Directors.

**5.012** Execute all written instruments in the name of the Association when so directed by the Board of Directors.

**5.013** Appoint the Chairman and members of the appointive committees.

**5.014** Be an ex-officio member (non-voting) of all committees and boards of this Corporation except the Nominating, Rules and Auditing Committees.

**5.015** Turn over to the elected successor, at the expiration of any term of office, all records, reports, communications and documents pertaining to the affairs of the Association.

**Section 5.02:** The VICE-PRESIDENT shall assist the President in the discharge of the President's duties and, in the president's absence or incapacity, act on behalf of the President. The Vice President shall succeed to the office of President should a vacancy occur in that office other than by expiration of the term of office. At the expiration of the term of office the Vice-President shall turn over to the elected successor all records, reports, communications and documents pertaining to the affairs of the Association.

**Section 5.03:** The SECRETARY shall:

**5.031** Have custody of all corporate records, bylaws, and the corporate seal of the Association.

**5.032** Attest and affix the corporate seal to all written instruments when so directed by the Board of Directors.

**5.033** Keep a record of all proceedings of the Association and of the Board of Directors, of the attendance at Board of Directors meetings and of all matters of which a record may be deemed advisable, in books belonging to the Association, which records shall, at all reasonable times, be open to inspection by any Regular Member.

**5.034** Keep, file and preserve all documents, records, reports, and official correspondence connected with the business of the Association.

**5.035** Ensure by mail, email or phone that the required notices of all Association and Board of Directors meeting, and all lists of candidates for office to be voted upon at any election have gone out on time.

**5.036** Make a report at the Annual Meeting and at such other times as the President or the Board of Directors may request.

**5.037** Perform such other appropriate duties as may be assigned by the President and/or the Board of Directors or as may be required by the policy and authority of the Association.

**5.038** Turn over to the elected successor, at the expiration of the term of office, all records, books, reports, communications and documents pertaining to the affairs of the Association.

5.039 Preform all duties in accordance to the Oak Mountain Association Secretary job description. (See Appendix A)

Section 5.06 The TREASURER shall:

5.061 Hold, in the name of the Association, all monies received and belonging to the Corporation, including but not limited to dues, fees, supplies, and any funds turned over to from meeting, dinners, and other functions sponsored by the Corporation.

5.062 Pay all bills contracted by the Association which shall first be approved by the Board of Directors or by the Chairman of the Committee which has contracted the same by virtue of appropriations made by the Board of Directors or by the approved budget. Ensure all required filings are done in a timely manner.

5.063 Make reports at such times as the President or the Board of Directors may direct or request of all receipts and disbursements and the balance in the Association accounts.

5.064 Present an Annual Report as of the last day of the Association's fiscal (business) year, and submit the same to the Auditing Committee, together with the books and records for examination.

5.065 Perform such other appropriate duties incident to the office as required by the President or the Board of Directors.

5.066 Turn over to the elected successor, at the expiration of the term of office all records, reports, communications, documents, monies, and things of whatsoever sort pertaining to the office and belonging to the Association.

5.067 Preform all duties according to the Oak Mountain Estates Treasurer Job Description. (See Appendix B)

### **APPOINTED OFFICERS**

Section 5.07: The President can appoint an ATTORNEY who shall be an attorney at law authorized to practice as such. The Attorney shall perform such legal duties as may be assigned by the President or by the Board of Directors which concern the affairs of the Association. The Attorney need not be a member of the Association.

### **BOARD OF DIRECTORS**

Section 5.10: The BOARD OF DIRECTORS shall:

5.101 Meet monthly and have general charge of the policy, management, and finances of the Association. It shall be vested with and have legal custody of all of the property of the Association. It shall appropriate such sums as may be deemed advisable, with the limits of the current resources of the Association, for the normal and usual operation of the Association.

5.102 Carry on the normal business of the Association between meetings of the Membership.

5.103 Establish committees and appoint Members thereto as may seem advisable in the best interest of the Association.

5.104 Approve or disapprove the President's appointment of Members to offices or committees provided herein.

5.105 With the advice of the Treasurer, designate depositories insured by an agency of the United State government in which the Department's funds shall be kept, and approve the budget for submission to the Members.

5.106 Enforce the authority given to it under these bylaws and take any action necessary to advance the best interest of the Association.

5.107 Invite the Law Officer to its meetings when legal expertise is desirable. The Law Officer shall have the privilege of the floor at such meetings but shall not be entitled to vote.

### **GENERAL COMMITTEES**

Section 5.11: The NOMINATING COMMITTEE shall select candidates for all elective offices and elective committees of this Corporation, except as otherwise provided in these bylaws. The Nominating Committee shall select a candidate for each elective office and for Chairman of elected committees provided herein to be voted upon by the Regular Members at the next Annual Meeting and shall submit its written report to the Secretary at least forty (40) days prior to the Annual Meeting. (See Section 4.04)

Section 5.12: The AUDITING COMMITTEE shall examine all records of the Treasurer as of the last day of the fiscal year of the Association, audit the books, report its findings and submit a report at the Annual Meeting, if appropriate, but in any event no later than the first Membership meeting at least thirty (30) days but not more than sixty (60) days after the end of the fiscal year. (See Section 4.05)

### **STANDING COMMITTEES**

Section 5.14: Certain standing committees shall report to the Board of Directors as directed.

5.141 Other COMMITTEES, not listed but shown under the cognizance of the Officers of the Association, shall perform such duties as are usual for their particular operation and as may be directed by their department head and shall make reports as required by their operations.

## **ARTICLE VI**

### **ANNUAL DUES**

Section 6.01: The annual dues of Regular Members shall be reviewed each year by the Board of Directors, and its recommendation, if any, for the following year shall be presented to and voted upon by the Regular Members at the Annual meeting of the Association. The annual dues shall be due and payable, in advance, on or before 1 January of each year.

Section 6.02: Non-payment of the annual dues may be excused by the Board of Directors for extreme circumstances and will require a two third (2/3<sup>rd</sup>) vote.

## **ARTICLE VII**

### **MEETINGS, NOTICES, AND QUORUMS**

Section 8.01: Regular business meetings of the Association shall be held on a regular basis at a regular place and at a regular time. The President of the Board of Directors may designate

other times and places for such regular business meetings upon proper motion. The Board of Directors shall meet as required by these by laws.

8.011 If circumstances make it impractical to hold any meeting as provided herein, the Board of Directors may waive such meeting or set another meeting date.

Section 8.02: The Annual Meeting shall be held in the month of June at such time and place as the Board of Directors may designate, at which time an election of officers and elected members of committees, including the Chairman thereof, shall be held. Written notice of the Annual Meeting, containing a list of all Regular Members nominated by the Nominating Committee for election to positions within the Association at the Annual Meeting shall be sent by first class mail to each Regular Member by the Secretary at least thirty (30) days prior to such meeting.

Section 8.03: Special meeting of the Board of Directors may be called at any reasonable time by the President or the Board of Directors; and shall be notified by the Secretary, upon written request of ten (10) or more members. This special meetings of the Board of Directors may be called by the President, or upon written request by three (3) or more Members of the Board of Directors. Any special membership meeting must be approved by the Board of Directors.

Section 8.04: Unless otherwise specified, notices of all regular and special meetings of the Association and of the Board of Directors shall be mailed by first class mail to the last known address of each member entitled to receive notice or a phone notice given, at least twenty (20) days prior to such meetings, and at least ten (10) days prior to special meetings.

Section 8.05: At any regular or special meeting, ten percent (10%) of the Regular Members, as determined by the records of the Secretary and/or the Treasurer, shall constitute a quorum. A majority of the voting members of the Board of Directors shall constitute a quorum in any meeting of the Board of Directors.

Section 8.06: A quorum for any committee of more than two (2) persons shall be a majority of its members.

Section 8.07: Voting at regular and special meetings shall be as follows:

8.071 Each Regular Member or representative in the case of multiple ownership present and in good standing in the Association shall have one vote on each question.

8.072 Voting shall be by voice unless a poll is demanded by a Regular Member duly qualified to vote, in which event votes shall be cast by a show of hands. Upon a motion supported by at least one-fifty (1/5) of the Regular Members present and voting, a roll call vote shall be held.

8.073 The President shall vote only when necessary to decide a tie.

**ARTICLE VIII**

**ORDER OF BUSINESS AND RULES OF ORDER**

Section 9.01: Unless otherwise provided by the Regular Members or the presiding officer at the outset of the meeting, the following order of business shall be observed at all meetings of the Membership and the Board of Directors:

- 9.011 Call to Order
- 9.012 Approval of the minutes of the previous meeting
- 9.013 Reports of Officers
- 9.014 Reports of Committees
- 9.015 Communications
- 9.016 Unfinished business
- 9.017 Election of officers (If any to be elected)
- 9.018 New Business
- 9.019 Adjournment

Section 9.02: Orderly parliamentary procedures shall govern at all meetings. Robert’s Rules of Order – Revised Short Version shall govern all meetings. Questions of procedure not otherwise covered herein shall be determined by the Chairman of the Rules Committee or the Chairman’s designee.

**ARTICLE IX**

**NOMINATIONS, ELECTIIONS AND VOTING**

Section 10.01: Candidates for office to be voted on at the Annual Meeting will be nominated by the Nominating Committee or by nominations from the floor.

Section 10.02: If vacancies exist in the properly formulated slate of nominees at the time of the election, they shall be filled by nominations from the floor.

Section 10.03: No Regular Member, in good standing, shall be eligible for nomination unless said member signifies their willingness and ability to serve if elected.

Section 10.04: Voting at the election shall be in the following manner:

10.041 Election to an uncontested office may be effected by a supported motion and a ballot cast and recorded by the Secretary.

10.042 Each Regular Member, and only Regular Members, shall have one vote for each office to be filled. Votes by proxy shall be permitted but cumulative voting shall not be permitted. Absentee ballots shall be permitted.

10.043 Election to a contested office shall be effected by secret ballot, unsigned and cast in person or by absentee ballot. Votes will be tallied by the Nominating Committee.



## **ARTICLE X**

### **MISCELLANEOUS**

Section 11.01: Any person collecting monies for any activity of the Association shall be prepared at all time to make a full and complete accounting of the same to the President and to the Board of Directors.

Section 11.02: No officer or Member shall contract any bills in the name of the Association unless previously authorized by the Board of Directors or by the approved budget.

Section 11.03: When any account authorized by the Board of Directors or by the approved budget is closed, the excess funds therein shall be turned over to the Treasurer at once with a complete accounting.

Section 11.04: The fiscal (business) year of the Association shall be for twelve (12) consecutive months beginning on 1 January and ending on the last day of December.

## **ARTICLE XI**

### **DISCIPLINE**

Section 12.01: Charges by a member may be made against any member for an infraction of these by-laws or for any misconduct or offense which may be deemed prejudicial to the interest of the Association, or for conduct unbecoming a gentleman or lady. Such charges shall be in writing addressed to the Secretary, shall set forth any pertinent facts, together with the names and addresses of any witnesses, and shall be made and filed within sixty (60) days of the date of open knowledge of the alleged offense for which charges are preferred. The Secretary shall make note thereof and forward the same promptly to the President for action by the Board of Directors.

Section 12.02: The following procedure shall then be followed:

12.021 Board of Directors shall hold a meeting, which may be a regular or a special meeting (on call of the President) within reasonable promptness, but within thirty (30) days, to investigate the charges and conduct a hearing thereon, or appoint a sub-committee or at least three (3) members, and refer the same to the sub-committee for an investigation, hearing and report.

12.022 At least two (2) weeks' notice in writing of the hearing with the time and place thereof, shall be given to the accused, together with a true and correct copy of the charges. Similar notice shall be given the accuser

12.023 The Board of Directors, or sub-committee, shall investigate the charges, hear all witnesses, and afford the accused every reasonable opportunity for a full and complete hearing and defense. The report upon investigation and all statements and evidence (which need not follow the technical rules of evidence) shall be reduced to writing (which need not be verbatim) or mechanically recorded, and the same filed with the Secretary.

12.024 The Board of Directors after investigation and hearing, or review of the sub-committee's findings, reports, and recommendations, shall have the power to dismiss the charges, and the decision shall be final, or in its discretion to censure, suspend for not more than six (6) months, or expel the accused member from the Association, or request the member to resign from the Association. Suspension or expulsion shall relieve Regular Members of only the rights and privileges of membership. Regular Members shall continue to be obligated to pay all fees and assessment so long as they own property in the subdivision. Associate Members also shall continue to be liable to the Association for all fees and assessments due the Association if they are suspended or expelled. Should written request for resignation be made and refused or ignored for twenty (20) days, the Board of Directors may then expel the member without further notice or proceedings.

12.025 The accused may appeal from the decision of the Board of Directors by writing, filed with the Secretary within twenty (20) days from the date of the personal service or mailing thereof. Thereupon, the Secretary shall place the appeal before the next general meeting of the members for a review of the proceedings and action thereon. An affirmative vote of two-thirds (2/3) of the members present shall be necessary to over-rule the decision of the Board of Directors. Voting on such appeals shall be by secret ballot.

12.026 The accused shall be notified in writing within ten (10) days of the findings and decision of the Board of Directors and of the members when pertinent.

12.027 Notices to the accused as provided herein shall be by personal service, or by Registered or Certified Mail with return receipt requested. If mailed, date of mailing shall be date of notice.

## **ARTICLE XII**

### **RULES AND REGULATIONS**

Section 13.01: All publications or notices of any nature issued by the Association shall have the prior approval of the President or the Board of Directors before being sent to Members or to the public.

Section 13.02: No Board Member shall have personal gain from membership on the Board of Directors.

Section 13.03: These by-laws may be amended, updated or altered by a majority vote of the Board of Directors.

Section 13.04: When lots are donated to the Association, sell of said lots must be approved by the Board of Directors.

**ARTICLE XIII**

**DISTRIBUTION OF ASSETS AFTER TERMINATION**

Section 14.01: No Member of the Association shall have, as an individual, any interest in or title to the assets of the Association and such assets shall be devoted to the purposes of the Corporation.

Section 14.02: In the event of the dissolution and voluntary surrender or revocation of the Association's Corporate Charter, all assets then belonging to the Association shall be assigned to a like organization selected by the Board of Directors.

Approval Date: Board Members, May 18, 2017  
Property Owners, Annual Meeting & Picnic, June 3, 2017

President: *Dianne Oller*