

**BYLAWS  
OF  
GREENWOOD ACRES COMMUNITY ASSOCIATION, INC.**

*(adopted January 28, 2025)*

**ARTICLE 1**

**NAME, OFFICE AND PURPOSE**

1.1 Name. The name of the Corporation shall be Greenwood Acres Community Association, Inc. ("Association").

1.2 Office. The Association shall at all times maintain a registered office in the State of Georgia, but may have other offices located within the State of Georgia as the Board of Directors shall determine.

1.3 Purpose. The purpose of the Association shall be the promotion and the furtherance of the common good and general welfare of residents of Greenwood Acres Community, as defined in Section 1.4, by bringing about civic betterment and community improvements.

1.4 Neighborhood Boundaries. The area defined in the map attached as Exhibit A hereto, as may be amended from time to time by action of the Board of Directors, shall constitute Greenwood Acres Community (such area hereinafter referred to as "Greenwood Acres").

1.5 Membership. Pursuant to Article V of the Articles of Incorporation of the Association, all persons who reside within the physical boundaries of Greenwood Acres over the age of 18 are eligible to be voting members of the Association; interested persons residing outside the boundaries of Greenwood Acres are eligible to be non-voting members of the Association upon the sponsorship of such persons by the majority of the Board of Directors. Persons eligible for membership may submit their name and address to the Board of Directors for the membership roll and pay an annual membership fee in such amount as set by the Board of Directors prior to each year's annual Association meeting, or at such other time as the Board of Directors may designate. All voting members shall be eligible to vote at annual or special meetings of the Association, subject to limitation of the number of members resident in a single household who are entitled to vote, as set by the Board of Directors.

**ARTICLE 2**

**ASSOCIATION MEETINGS, QUORUM, AND VOTING**

2.1 Annual Association Meetings. The annual meeting of the Association shall be held in the first calendar quarter of each year, or at such other time and on such date as the Board of Directors shall determine, for the purpose of electing officers and directors and for the transaction of any other such business as may come before the meeting.

2.2 Special Meetings. The President may call special meetings. In addition, it shall be the duty of the President to call a special meeting of the Association if so directed by resolution of a majority of the Board of Directors or upon a petition signed by at least fifty percent (50%) of the members.

2.3 Notice of Meetings. It shall be the duty of the Secretary to cause to be delivered to members a notice of each annual or special meeting of the Association stating the purpose, time and place of the meeting. Notice shall be delivered through electronic mail to Members, and through publication in any social media groups maintained by the Association. Notice of special meetings may be announced at the annual meeting and shall serve as sufficient notice of the special meeting. Notice shall be delivered not less than seven (7) nor more than forty-five (45) days before a meeting.

2.4 Waiver of Notice. Any member may, in writing, waive the requirement of notice of any meeting of the members, either before or after such meeting. Waiver of notice of a meeting of the members shall be deemed the equivalent of proper notice. Attendance at a meeting by a member shall be deemed waiver by the member of notice of the meeting, unless the member specifically objects to lack of proper notice at the time the meeting is called to order.

2.5 Voting. At annual and special meetings, every member entitled to vote shall have one (1) vote. At annual meetings, all members, when requested by the Board of Directors, may participate in a nonbinding vote prior to the Board of Directors taking final action.

2.6 Quorum. The presence of twenty percent (20%) of the members shall constitute a quorum at all annual and special meetings of the Association. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members during the meeting to leave less than a quorum.

2.7 Adjournment of Meetings. If any meetings of the Association cannot be held because of a quorum is not present, a majority of the members who are present at such meeting may adjourn the meeting to a time not less than five (5) nor more than thirty-one (31) days from the time the original meeting was called. At such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

2.8 Action by Written Ballot. Any action that may be taken at a meeting of the Association may be taken without a meeting if the Association delivers to every member entitled to vote, either in writing or by electronic transmission, a ballot setting forth such proposed action and providing the opportunity to vote for or against such proposed action. All solicitations for votes by ballot shall indicate the number of responses required to meet the requirements for a quorum, specify the percentage of affirmative votes required to approve the proposed action, and specify the time and means by which a ballot must be received by the Association in order to be counted. Approval of such proposed action shall be valid only when the number of votes cast by ballot equals or exceeds the quorum which would be required at a meeting authorizing such action, and the number of affirmative votes cast by ballot equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was

the same as the number of votes cast by ballot. [NOTE THIS SECTION WAS REMOVED FROM FINAL BYLAWS FOR GACA]

## **ARTICLE 3**

### **OFFICERS**

3.1 Officers. The officers of the Association shall be a President, Vice President, Secretary, Treasurer, and Member Liaison, and any other officers as determined necessary by the Board of Directors. Any two (2) or more offices may be held by the same person, excepting the offices of President, Secretary and Treasurer. Each officer must be a voting member in good standing of the Association.

3.2 Election, Term of Office, and Vacancies. Except as provided herein, the officers of the Association shall be elected annually for a term of one year by the members at the annual meeting of the members. No person shall serve more than three (3) consecutive terms in the same office. In the event of the death, disability, removal, or resignation of an officer or if an officer moves from Greenwood Acres, such vacancy may be filled by the appointment of a successor by the President, or if such vacancy is for the office of President, by the Board of Directors. Each officer so selected shall serve the unexpired portion of the term.

3.3 Resignation. Any officer may resign from the office at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.4 Removal. Any officer may be removed from office by the Board of Directors whenever, in its judgment, the removal will serve the best interests of the Association.

3.5 President. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and of the Board of Directors. The President shall have all the general powers and duties which are incident to the office of the President of a corporation organized under the Georgia Nonprofit Corporation Code, and specifically including but not limited to (a) preparation of an agenda for meetings of the membership; (b) appointment of chairpersons for standing committees of the Association, and serving as ex-officio member of all such committees; and (c) representation of the Association, in person or by their appointed representative, at all functions of the Association.

3.6 Vice President. The Vice President shall act in the President's absence and shall have all powers, duties, and responsibilities provided for the President when so acting. Additionally, the Vice President shall perform such other duties as from time to time may be assigned by the President or Board of Directors.

3.7 Secretary. The Secretary shall keep the minutes of all meetings of the Association and of the Board of Directors, shall have charge of such books and papers as the Board of Directors may direct and shall, in general, perform all duties incident to the office of the secretary of an association organized in accordance with Georgia law or that, from time to time, may be assigned by the President or Board of Directors.

3.8 Treasurer. The Treasurer shall have the responsibility of safekeeping the Association's funds, and for keeping full and accurate financial records and books of account showing all receipts and disbursements, for preparing or causing to be prepared all required financial statements and tax returns, for the deposit of all monies and other valuable effects in the name of the Association in such depositories as may from time to time be designated by the Board of Directors, for preparing an annual budget to be presented to the Board of Directors, and for preparing an annual report to be presented at the Annual Association Meeting.

3.9 Membership Liaison. The Membership Liaison shall maintain an up-to-date list of members, including name, residence address, telephone and email address, and provide such list to the Board of Directors as requested. The Membership Liaison shall produce annually from such membership list a directory to be distributed to the members, the form of which may be either electronic or paper. The Member Liaison shall be responsible for communication of announcements to the members as requested by the Board of Directors or the chairpersons of the standing committees of the Association, such announcements to be communicated by electronic mail to Members and through publication in any social media groups maintained by the Association. The Member Liaison shall be responsible for outreach to new residents of Greenwood Acres with information regarding the Association and an invitation to membership.

## **ARTICLE 4**

### **BOARD OF DIRECTORS; POWERS AND DUTIES**

4.1 Governing Body; Composition; Term of Office. The affairs of the Association shall be governed by a Board of Directors. The Board of Directors shall be comprised of not more than five (5) members, who shall be the officers of the Association. Each director of the Association shall serve a term concurrent with their term of office as an elected officer of the Association. Directors shall assume office after the annual meeting of the Association.

4.2 Powers. The Board of Directors shall be responsible for the affairs of the Association and shall have all of the powers and authority necessary to conduct the Association's business, as guided by the goals and objectives of the Association, and, as provided by law, may do all acts and things as are not by the Articles of Incorporation or these Bylaws directed to be done and exercised exclusively by the members.

4.3 Conflicts of Interest. Any director who has an interest, financial or otherwise, as determined by a majority of the directors other than the director with the potential conflict, in the outcome of a vote of the Association, shall abstain from voting on that issue.

4.4 Resignation or Removal. The resignation or removal of any officer of the Association shall be deemed to be removal from the Board of Directors, to be effective in accordance with the provisions of Sections 3.3 and 3.4 of these Bylaws.

## **ARTICLE 5**

### **BOARD MEETINGS**

5.1 Regular Board Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by the President. Notice of a meeting shall be communicated to each director as set forth in Section 5.3 of these Bylaws. Members of the Association may at any time submit written comments to members of the Board regarding matters for consideration by the Board.

5.2 Special Board Meetings. Special meetings of the Board of Directors shall be held when requested by the President, Vice President or by any three (3) directors. The notice given as set forth in Section 5.3 of these Bylaws. shall specify the time and place of the meeting and the nature of any special business to be considered.

5.3 Notice of Meeting. Notice of a regular or special meeting of the board shall be given to each director by one of the following methods: (a) by personal delivery; (b) by telephone communication, either directly to the director or to a person at the director's home or office who would reasonably be expected to communicate such notice promptly to the director; or (c) by electronic mail. All notices shall be given or delivered to the director's address, telephone number or email address as shown on the records of the Association. Such notices given by the aforementioned means shall be given at least ten (10) days before the time set for a routine meeting, and at least forty-eight (48) hours before the time set for a special meeting.

5.4 Waiver of Notice. The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed to have been given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

5.5 Quorum of Board of Directors. At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business. A majority vote of the Board of Directors shall constitute the decision of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by a majority as set forth above. If any meeting cannot be held because a quorum is not present, a majority of the directors who are present at such meeting may adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the time that the original meeting was called. At such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

5.6 Compensation. No director shall receive any compensation from the Association for acting as a director unless approved by a majority of the members at an annual or special meeting.

5.7 Action Without a Formal Board Meeting. Any action to be taken at a meeting of the directors or any action that may be taken at a meeting of the directors may be taken without a

meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

5.8 Telephone or Electronic Participation. One or more directors may participate in and vote during any regular or special meeting of the Board of Directors by telephone conference call or similar communication equipment, or by Zoom, GoToMeeting or other similar electronic technology, by means of which all persons participating in the meeting can hear each other at the same time, and those directors participating by telephone or other electronic means shall be deemed to be present at such meeting for quorum and other purposes. Any such meeting at which a quorum participates shall constitute a regular meeting of the Board of Directors.

## ARTICLE 6

### COMMITTEES

6.1 Standing Committees. To further the objectives of the Association there shall be created the following committees:

6.1.1 Communications Committee. The Board of Directors shall establish a Communications Committee whose responsibilities shall include coordination with the Board of Directors and the Membership Liaison to facilitate communication of announcements to the members as requested by the Board of Directors or the chairpersons of the other standing committees, or other committees of the Association established by the Board of Directors.

6.1.2 Entrance Markers and Grounds Committee. The Board of Directors shall establish an Entrance Markers and Grounds Committee whose responsibilities shall include the beautification and maintenance of the subdivision entrance markers and related common areas.

6.1.3 Civic Affairs Committee. The Board of Directors shall establish a Civic Affairs Committee whose responsibilities shall include monitoring legislative, zoning, development, and other activities that may positively or adversely affect the Community and the members of the Association, including but not limited to the DeKalb County governing body, the Georgia legislature, or the Atlanta Regional Commission. Members of this committee shall report to the Board of Directors on topics of interest, meetings and hearings which may be scheduled, and the results of events attended.

6.1.4 Other Committees. The Board of Directors is authorized to establish additional committees to perform those tasks and to serve for those periods that it designates. Each committee shall be composed and shall operate in accordance with the terms of the resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors.

6.2 Appointment of Committee Members. All committees shall be composed of at least one (1) member on a voluntary basis, and the President of the Association who shall serve as ex-officio member. Additional members of the Association may volunteer at any time to serve on any of the committees of the Association. The Board of Directors shall select the chairperson of all committees and may, at any time, appoint additional members to any committee or remove any member from any committee. All committees shall report their actions, findings and

recommendations to the Board of Directors. Committee members shall serve a term of one (1) year or until their successors are appointed, and may serve consecutive terms without limitation.

## **ARTICLE 7**

### **MISCELLANEOUS**

7.1 Impartiality. The Association shall remain entirely nonpartisan and will neither endorse nor censure any candidate or elected official holding national, state or local office. The Association shall not be affiliated with any religion, religious group, or house of worship. The officers are precluded from any statements or suggestions that their personal beliefs or persuasions reflect those of the association.

7.2 Courtesies. The Association may make a monetary gift to a charity (including a political or religious organization if specifically requested in an obituary) in memory of any deceased member or former member of the Association at the discretion of the Board of Directors. The Association may make a monetary gift to local public-service providers (police, firefighters, etc.) at the discretion of the Board of Directors.

7.3 Fiscal Year. The fiscal year of the Association shall begin January 1.

7.4 Conflicts. If there are conflicts or inconsistencies between the provisions of Georgia law, the Articles of Incorporation, and these Bylaws, the provisions of Georgia law, the Articles of Incorporation and the Bylaws (in that order) shall prevail.

7.5 Amendment. These Bylaws may be amended, repealed, or altered, in whole or in part, at the annual Association meeting or a special Association meeting by an affirmative vote of at least two thirds of all votes cast by members at a meeting at which a quorum of members of the Association is present. The Board of Directors shall provide to the membership in writing the form and substance of proposed amendments to these Bylaws not later than thirty (30) days prior to a meeting at which members may vote to approve the amendments.

7.6 Books and Records. The Association shall keep correct and complete books and records of accounts, minutes of the proceedings of its members, the Board of Directors and committees. All books and records of the Association may be inspected by any Association member for any proper purpose at any reasonable time. The Board may establish reasonable rules with respect to the amount of notice to be given to the custodian of the records, the hours and days of the week when such an inspection may be made, and payment of the cost of reproducing copies of documents. All books and records of the Association shall be kept at the address of the Secretary or Treasurer of the Board of Directors or at storage facilities designated by the Board of Directors.

## Exhibit A

### Greenwood Acres Community Map

Greenwood Acres Community is located off of Briarlake Road in Atlanta, Georgia. It includes all of Greenbrook Trail, Greenwillow Drive, Greencliff Drive, Greensward Drive, Guinevere Drive, and Guinevere Way. Its borders are 2091 Chesterfield Dr (at the creek), 3001 Randolph Road, and 3018 Greenbrook Way. The cul-de-sac at Ector Court is included in the association as well. There are approximately 200 homes in Greenwood Acres Community.

