

**BYLAWS OF  
MECHANICSVILLE CIVIC ASSOCIATION, INC.**

**TITLE 1. GENERAL PROVISIONS**

**1.1 PURPOSE OF BYLAWS**

These Bylaws constitute the code of rules for the regulation and management of the Mechanicsville Civic Association, Inc., as authorized by its Articles of Incorporation. As used in these Bylaws, this Corporation is referred to as the "Corporation", and the Georgia Nonprofit Corporation Code (or a section codified in Chapter 3 of Title 14 of the Official Code of Georgia Annotated) is referred to as the "Code Section"). These Bylaws are adopted in order to fulfill the objectives of the Corporation as stated in the Articles and Code Section 301 and to exercise the powers conferred upon the Corporation under Code Section 302.

**1.2 REGISTERED OFFICE AND AGENT**

The Board of Directors ("Board") will designate a registered agent and registered office for the service of legal process. These designations are to be filed with the Georgia Secretary of State as required by the Code. The Board may change these designations at any time. In the event the Board fails to make a designation, or a registered agent resigns without a new designation of a registered agent and office, then the Chair of the Corporation, and the Chair's address, are to be filed with the Georgia Secretary of State as the registered agent and office of the Corporation until the Board makes some other affirmative designation.

**1.3 BUSINESS OFFICE(S) AUTHORIZED**

Either the Board of Directors of the membership of the Corporation may establish one or more offices for the conduct of business within this State, whenever circumstances warrant.

**1.4 PROCEDURE RULES AT MEETINGS**

It is understood in the transaction of its business, the meetings of the Corporation, its Board of Directors and its Committees may be conducted with informality. However, this informality does not apply to procedural requirements required in the Articles of Incorporation, these Bylaws or the Code. When circumstances warrant, any meeting or portion of a meeting will be conducted according to generally understood principles of parliamentary procedure as stated in the Articles of Incorporation, these Bylaws or a recognized procedural reference authority. The procedural reference authority for the Corporation is designated as the latest edition of Robert's Rules of Order, Newly Revised.

**TITLE 2. MEMBERSHIP**

**2.1 ELIGIBILITY OF MEMBERSHIP**

MECHANICSVILLE CIVIC ASSOCIATION, INC.  
Revised January 2010  
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Membership in the Corporation is open to any person eighteen (18) years of age and older who:

- (A) Resides within the boundaries of Mechanicsville (Resident Member);
- (B) Is the Designee of a Corporation, Organization, Institution or Agency which has an office or storefront operating within the boundaries of Mechanicsville (Corporate Member);
  1. The owner, officer or other proprietor of a Corporation, Organization, Institution or Agency must submit to the Secretary a list of no more than three (3) potential designees that will have the capacity to represent the Corporation, Organization, Institution or Agency at the first meeting of the year or at the earliest time when such entity is eligible for membership.
  2. No person shall act as designee for a Corporate Member until the list of potential designees is submitted to the Secretary who records it. The list is then given to the Membership Officer.
  3. Only one designee has the authority to act for the Corporate Member at any one meeting.

A member may serve in only one (Resident or Corporate) capacity at any meeting of the Corporation as designated by the member on the Corporation meeting sign-in sheet. Any discrepancies in membership eligibility or membership designation are settled by the Membership committee.

## **2.2 APPLICATION AND ELECTION TO MEMBERSHIP**

Any person interested in membership in the Corporation shall submit a completed written application for membership to the Secretary on a form adopted by the Board of Directors. Should the application satisfy the requirements for membership in the Corporation, the Secretary will enter the proposed member on the membership roster no later than the next regularly scheduled meeting of the Corporation. Whenever an issue concerning the application for election to membership of any person arises, that application and any other pertinent information is referred to the Board of Directors for action, subject to further review or direction by the membership of the Corporation.

## **2.3 GOOD STANDING AND ACTIVE STATUS**

In order to be an active member in good standing, qualified to act in the business of the Corporation, entitled to participate in debate, vote or hold office, a member must be at least eighteen (18) years of age. Only active members in good standing have the right to vote, each member having one (1) vote. At the Annual meeting of the Corporation, members in good standing, who have attended at least three (3) meetings within the twelve (12) months prior to the Annual meeting, excluding the November meeting of the election, shall be entitled to vote for the election of the Board of Directors.

## **2.4 COMPUTATION OF MEMBERS ELIGIBLE TO VOTE OR ACT AS OF "RECORD DATE"**

When any matter is proposed to be acted upon by the members of the Corporation as provided in these Bylaws or under the Code, only those members who are active and in good standing as to any particular matter as of a designated date, known as the "record date" may vote or otherwise act as to that particular matter. As required by the Code, the Secretary shall prepare an alphabetical list of members qualified to participate on a particular matter as of the "record date" for that particular matter. Each list is to be available for inspection or copying by any member, the member's agent or attorney, at such member's expense, as provided by the Code. The "record date" for:

## **2.5 SUSPENSION FOR ACTIVE STATUS: TERMINATION**

A member may be terminated from membership only by a procedure that is fair, reasonable and carried out in good faith. Motions to terminate membership are initiated by any member of the Board of Directors after the affirmative vote of the majority of the Board and must be approved by an affirmative vote of a majority of all the members of the Corporation. Any member may bring before the Membership Chairperson or any member of the Board of Directors a recommendation for termination of another member. Reasons for termination include but are not limited to major voting infractions or abuse, theft of Corporation assets, battery of another member or threat to inflict bodily harm to any member.

- (A) At least fifteen (15) days prior to the membership meeting at which the Board plans to present its motion for termination, the Board shall send a notice by first class certified mail, return receipt requested, to the person whose membership it proposes to terminate, advising that member of the intended action, stating the reasons termination of membership is proposed, and providing to the member a full opportunity to respond to the statement providing to the member a full opportunity to respond to the statement provided by the Board, and for the right to be heard by the membership before any vote is taken. Any termination of a member approved by the members of the Corporation shall take effect immediately after the membership vote to approve the termination. Any member who has been terminated remains obligated to the Corporation for any charges, assessments, dues, fees or amount that is outstanding as a the date the membership is terminated. Membership eligible to vote on termination are members in good standing on record date of the certified letter to member whose membership is proposed terminated.
- (B) Terminated members are not permitted to attend Corporation or committee meetings or meetings of the Board of Directors.

## **2.6 RESIGNATION FROM MEMBERSHIP**

Any member of the Corporation may resign their membership in the Corporation by a written notice to the Secretary or Membership Committee Chairperson. Any member who resigns his or her membership remains obligated to the Corporation for any charges, assessments, dues, fees or amount that is outstanding as of the date the member resigned.

## **2.7 HONORARY LIFETIME MEMBERSHIP**

The membership of the Corporation may elect any person, who in their collective judgment, is worthy of the honor of honorary lifetime membership in the Corporation. Honorary lifetime membership has all rights and privileges of membership, other than the right to vote, and no dues, fees, or other assessment is to be imposed upon them by the Corporation. A motion to elect an honorary lifetime member may be made by any active member in good standing without prior notice at any meeting of the Corporation once quorum is established at that meeting.

## **TITLE 3. CORPORATION MEMBERSHIP MEETINGS**

### **3.1 LOCATION OF MEETING**

Any annual, regular or special meeting of the membership of the Corporation may be held at any place in the United States. Although the designation of a usual meeting date, time or location is reserved to the membership of the Corporation, the Board of Directors or the membership may determine a different location for a particular meeting as circumstances warrant.

### **3.2 ANNUAL MEETING; DATE**

The Annual Meeting of the Corporation shall be held on the first (1<sup>st</sup>) Monday of November, unless the membership of the Corporation at a prior regular or special meeting designate a different time or date for a particular year. Any matter relating to the affairs of the Corporation, whether or not stated in any notice of the Annual meeting, may be brought up for action by the membership, except for incorporation, these Bylaws or the Code. As required by the Code, the membership is to receive reports from the Chair concerning the activities of the Corporation and from the Treasurer concerning the financial condition of the Corporation.

### **3.3 REGULAR MEETINGS; DATE**

(A) Regular meetings of the Corporation shall be held on the first (1<sup>st</sup>) Monday of every month, beginning in January of each year, unless the membership of the Corporation at any prior annual, regular or special meeting, or in the event of unforeseen circumstances, the Board of Directors designate a different date in that month for a particular meeting.

(B) If the First (1<sup>st</sup>) Monday of a particular month is a legal holiday, then the meeting date for that particular month shall be on the First (1<sup>st</sup>) Wednesday following the First Monday of that month.

(C) In the event of severe or inclement weather, a meeting cannot be held on the First (1<sup>st</sup>) Monday of a particular month, then the meeting will be held on the Wednesday following the First (1<sup>st</sup>) Monday of that particular month.

(D) Any matter relating to the affairs of the Corporation, whether or not stated in any notice of the Annual meeting, may be brought up for action by the membership, except for incorporation, these Bylaws or the Code.

### **3.4 SPECIAL MEETINGS; HOW CALLED**

(A) Special meetings of the Corporation may be called for any purpose whatsoever, at any other time by: (1) the Chair, (2) the Vice-Chair, (3) any three (3) members of the Board of Directors, or (4) a written demand of five percent (5%) of the active members of the Corporation in good standing filed with the Secretary.

(B) The purposes of each special meeting are to be sent to all members in good standing under Section 3.5 of these Bylaws. If notice is not given to the membership of the date, time, place, and purpose of the special meeting within thirty (30) days after a sufficient number of Directors or members have demanded a special meeting, any person who signed that demand may give the written notice of the meeting to the membership in any reasonable manner, setting forth the date, time, place, and purpose of the special meeting.

### **3.5 NOTICE OF MEETINGS**

(A) The Secretary shall give notice of the time, date and location of each annual or special meeting of the membership of the Corporation not less than ten (10), or greater than thirty (30) days before the scheduled meeting date, via most efficient means. The Secretary shall give notice of the time, date and location of each regular meeting of the membership of the Corporation not less than ten (10), or greater than thirty (30) days before the scheduled meeting date, via most efficient means.

(B) Notice shall be sent via most efficient means to the each member in good standing as reflected in the Corporation's membership roster. Valid notice of regular meetings of the Corporation may be made through the official medium of the Corporation, if mailed first class at least ten (10) days prior to the scheduled meeting date of thirty (30) days prior to the scheduled meeting date, if transmitted by any other means.

(C) Any notice mailed first class shall be considered effective upon dispatch; if transmitted by any other means, when received. In emergencies where ten (10) days notice cannot be given, notice may be made by any reasonable means if made to all members in good standing as directed by the Board of Directors.

(D) Notice of an annual, special or regular meeting must include a description of any proposal that is required to be approved by the members under the Code, including proposals to:

- (1) Determine that the reimbursement of the judgment and expenses of litigation of a current or former Director is appropriate under Code Section 855;

- (2) Approve a transaction where a Director has an interest conflicting with the Corporation under Code Section 863;
- (3) Amend the Articles of Incorporation under Code Section 1003;
- (4) Amend the Bylaws under Code Section 1021; except as limited in these Bylaws;
- (5) Merge the Corporation with another entity under Code Section 1103;
- (6) Sell all or substantially all of the assets of the corporation in other than the usual course of business under Code 1202;
- (7) Dissolve and terminate the Corporation under Code 1402;
- (8) Take an action that a member intends to present at a membership meeting and that member has requested that notice be given to the membership in the notice of meeting by a writing tendered to the Chair or Secretary at least ten (10) days prior to the dispatch of written notice of meeting; and
- (9) Remove a Director from office when required by the Bylaws.

(E) Any required notice may be waived by a member as permitted under the Code; and any member may object to the failure of sufficient notice of the meeting, or of a matter brought before a meeting, as permitted by the Code.

### **3.6 QUORUM AT MEETINGS**

The presence of ten percent (10%) of the regular members in good standing and entitled to vote constitutes a quorum for the transaction of business at meeting of the Corporation, it is presumed to exist for the balance of that meeting. As permitted by the Code, the presence of ten percent (10%) of regular members in good standing and entitled to vote permits the membership to consider any matter at an annual or regular meeting for which prior notice of the matter is not specially required by the Code.

### **3.7 MEMBERSHIP PROXIES**

Proxy or absentee voting shall not be allowed.

### **3.8 MEMBERSHIP VOTING**

Unless otherwise proved in the Articles of Incorporation, these Bylaws, the procedural reference authority, of the Code, the affirmative vote of a majority of those members casting a vote on a matter, in the presence of a quorum, is necessary to the adoption of a motion. Unless otherwise provided in the Articles of Incorporation, these Bylaws, the procedural reference authority, or the Code, the affirmative

vote of a plurality of the members casting a vote in an election, in the presence of a quorum, is necessary to the election of a nominee for any position in the Corporation.

### **3.9 MAIL VOTING**

Mail voting shall not be allowed.

### **3.10 WRITTEN CONSENT ACTION BY MEMBERS**

Any action required by law, or permitted to be taken at any meeting of the members of the Corporation, may be taken without a meeting if a written consent setting forth the action to be taken is signed by a majority of the members of the Corporation. This consent is the equivalent to a vote of the members during a meeting with a quorum, and is to be filed and recorded with the minutes of other Corporation meetings. No action is to be filed and recorded with the minutes of other Corporation meetings. No action taken under this Section shall be effective until ten (10) days after notice is given to those members of the Corporation who did not sign the written consent.

## **TITLE 4. BOARD OF DIRECTORS AND OFFICERS**

### **4.1 BOARD ESTABLISHMENT AND FUNCTION**

The Corporation is managed by a governing body known as the "Board of Directors." As used in these Bylaws, a reference to the "Board" or the "Board of Directors" refers to the entire Board collectively or to a member of the Board generically. The Board of Directors conducts its proceedings as provided in the Articles of Incorporation, these Bylaws and the Code.

### **4.2 BOARD COMPOSITION AND TERM**

The Board of Directors is composed of fourteen (14) persons elected for an annual term, from January through December, until their respective successors are elected and installed. Each Director is elected by the membership of the corporation by membership vote at the regularly scheduled annual meeting of the Corporation each year. The Directors shall be installed at the close of the regularly scheduled December meeting. The Chair or his/her designee shall facilitate the transition of records to the incoming Directors.

- (A) The voting members of the Board of Directors are designated as the Officers of the Corporation which are (1) Chair (President); (2) Vice-Chair (Vice-President); (3) Secretary; (4) Treasurer; (5) Parliamentarian/Mediator; (6) Membership Officer; and (7) Chaplain/Spiritual Advisor. The non-voting members of the Board include the Chairs of the following committees (8) Economic Development; (9) Health and Human Services; (10) Housing; (11) Communications; (12) Public Safety/Environmental Justice; (13) Youth Development and (14) Senior Living.

- (B) The Officers of the Corporation shall be the Chair (President), Vice-Chair (Vice-President), Secretary, Treasurer, Parliamentarian/Mediator, Membership Officer and Chaplain/Spiritual Advisor.

#### **4.3 CORPORATION COMMITTEES**

Action of the Board of Directors, the membership of the Corporation, or both, may create standing or temporary committees of the Corporation.

- (A) Standing Committees: The following standing committees are established by the Bylaws and adopted in accordance with Section 7.2 of these Bylaws:

(1) Economic Development Committee

- a. Shall actively pursue business and other similar enterprises to locate within the boundaries of Mechanicsville if such business and other enterprises are within the vision of the Community as determined by the members of the Corporation.
- b. Maintain a database of all Corporations, Organizations, Institutions or Agencies (businesses) within Mechanicsville along with the addresses and contact names of the same. Have the list available to the Board of Directors or members of the Corporation.
  - i. Shall keep businesses within the boundaries of Mechanicsville of all Corporation actions that may adversely affect said business.
  - ii. Shall be the Corporation contact for all businesses within the boundaries of Mechanicsville.
- c. Maintain the Brand Identity of Mechanicsville as determined by the Board of Directors and the members of the Corporation; ensure that any works of the Committee increases economic growth in the community.
- d. Under the direction of the Board of Directors, work with any other agency or governmental entity that brings about economic prosperity of the community and its residents.
- e. Shall meet as needed to perform the duties of this Committee and shall voice any concerns at the monthly meeting of the Board of Directors.
- f. Shall perform any other duties as assigned by the Board of Directors.
- g. Make monthly report to the members of the Corporation at the monthly membership meeting.

(2) Health and Human Services Committee

- a. Shall be created to serve the health and general welfare of the citizens of Mechanicsville.
- b. Shall identify the greatest health needs and concerns of residents and shall work to address them through programming, information dissemination, etc.



- c. Provide information and resources to the citizens of Mechanicsville who seek immediate, temporary or permanent, assistance.
- d. Shall work in conjunction with the Chaplain to provide comfort to Mechanicsville residents, as needed.
- e. Shall perform any other duties as assigned by the Board of Directors.
- f. Shall keep the Board of Directors informed of all Committee actions at the monthly meeting of the Board of Directors.
- g. Make monthly report to the members of the Corporation at the monthly membership meeting.

(3) Housing Committee

- a. Shall work to maintain homeownership or other residency i.e. rental occupancy in Mechanicsville
  - i. Provide programming to keep residents in their homes
  - ii. Work with all landlords, Community Development Corporations and the like to keep a current list of all available living options in the community.
- b. Work with the Public Safety/Environmental Justice Committee to ensure that vacant and abandoned houses and other properties are demolished, boarded up, etc. to maintain the beauty of the community of Mechanicsville.
- c. Shall work to maintain or improve the visual aesthetics of Mechanicsville.
- d. Shall organize neighborhood clean-ups at least once monthly between the months of March and November.
- e. Shall perform any other duties as assigned by the Board of Directors.
- f. Shall meet as needed to perform the duties of this Committee and shall voice any concerns at the monthly meeting of the Board of Directors.
- g. Make monthly report to the members of the Corporation at the monthly membership meeting.

(4) Communications Committee

- a. The Communications Committee shall be created to produce the civic newsletter not less than once every two months and maintain the cyber representation of the Corporation.
- b. Shall handle all written or spoken media inquiries of the Corporation as directed by the Chair.
- c. Shall be empowered to protect the brand of Mechanicsville by monitoring published images or words by any media outlet; or by other Committee chair(s) when information is communicated outside the Corporation to any third party. Should recommend action to be taken to maintain the integrity of the community and the Corporation.
- d. Shall perform any other duties as assigned by the Board of Directors.
- e. Shall meet as needed to perform the duties of this Committee and shall voice any concerns at the monthly meeting of the Board of Directors.

- f. Make monthly report to the members of the Corporation at the monthly membership meeting.
- (5) Public Safety/Environmental Justice Committee
- a. The Public Safety/Environmental Justice Committee shall work to address the needs of Mechanicsville that concern the safety of its citizens, visitors and guests, be it personal safety or dangerous or hazardous conditions of the land.
  - b. Is charged with actively identifying and addressing concerns that pose potential personal safety or health issues for all persons within the boundaries of Mechanicsville.
  - c. Address the issue of homelessness in the community if such issue causes potential safety concerns for the residents of Mechanicsville.
  - d. Shall perform any other duties as assigned by the Board of Directors.
  - e. Must present a monthly report to the Board of Directors at the monthly meeting of the Board of all issues and concerns identified by the committee and how those issues will be addressed.
  - f. Make monthly report to the members of the Corporation at the monthly membership meeting.
- (6) Youth Development Committee
- a. The Youth Development Committee shall actively seek to address the needs and issues of the demographic of Mechanicsville between the ages of 4 and 21.
  - b. Work to maintain any programming that is or will be created for the benefit of the target demographic, as long as that program is determined needed by the Board of Directors.
  - c. Shall perform any other duties as assigned by the Board of Directors.
  - d. Make monthly report to the members of the Corporation at the monthly membership meeting.
- (7) Senior Living Committee
- a. The Senior Living Committee shall actively seek to address the concerns and issues that are of importance to residents of Mechanicsville that are 62 years of age or older.
  - b. Shall perform any other duties as assigned by the Board of Directors.
  - c. Is responsible for bringing the needs of this demographic before the Board of Directors and the general Membership of the Corporation.
  - d. Make monthly report to the members of the Corporation at the monthly membership meeting.
- (8) Membership Committee
- a. The Membership Committee shall be headed by the Membership Officer. This committee will be formed at the meeting immediately following the Annual for the upcoming year. There shall be five (5) members of the Membership Committee. If there fails to be five (5) volunteer members of the Membership Committee or if a

member fails to perform his/her duties, the Vice-Chair and the Secretary shall serve as ex-officio members of the Committee and shall have voting capabilities. Membership Officer shall serve the tie-breaker in all votes of the Membership Committee.

- b. Duties include assisting the Membership Officer with member sign-in at all meetings of the Corporation. Assist in verifying residency of all members. Decide questions of residency.
  - i.) Unanimous decisions on residency by the Membership Committee are final. Split decisions may be appealed to the Board of Directors whose decision on the residency questions is final.
  - ii.) The quorum for meetings deciding questions of residency shall be all five (5) members of the Membership Committee.
  - iii.) Other duties of the Membership Committee may be assigned by the Membership Officer or the Board of Directors.
- c. Make monthly report to the members of the Corporation at the monthly membership meeting of the number of persons active in the Corporation as of that date.

(B) Temporary Committees: A Temporary Committee may be established and created by the President or by a motion and majority vote of the membership to that effect, at any regular meeting. The charge and chair of each temporary committee shall be stated in the motion creating the temporary committee.

(C) Nominations Committee: This committee will discharge the responsibilities delegated to it under Title 4 of these Bylaws. The Board of Directors is the appointing authority of this committee, which shall consist of no less than five (5) members. This committee is appointed annually not later than the regularly scheduled July meeting of the Corporation. This committee is charged with verifying that candidates for office or committee chairmanship meet the qualifications set for in these Bylaws. The duration of this Committee runs from the appointment of members until the certification of the election, including any special election.

(D) Membership in standing and temporary committees will be open to all members in good standing, except where specifically stated otherwise in these Bylaws. Each committee will report regularly to the Board of Directors and to the membership of the Corporation at the regularly scheduled monthly meeting, and through the official medium of the Corporation. The Committee may make any recommendation to the Chair and the membership of each committee, standing or temporary, serve at the pleasure of the Board, subject to Section 4.11. The Board of Directors may expand the charge of any standing committee or temporary committee, generally or for a specific project, when circumstances warrant.

#### **4.4 DUTIES OF CORPORATION OFFICERS**

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Each Director of the Corporation who is elected to the Board of Directors as an Officer of the Corporation, in addition to any other duty imposed on that office by the Articles of Incorporation, these Bylaws, the Code, or by vote of the membership of the Board, exercises the following responsibilities pertaining to their office.

- (A) The Chair (President) shall preside over the monthly Membership, Board and Executive meetings. The Chair shall also act as the authorized Agent on behalf of the Corporation, as needed. Shall have duties consistent with the Bylaws and perform other duties that may be assigned by the Board.
- (B) The Vice-Chair (Vice-President) shall assist the Chair in performance of the Chair's duties, preside over meetings in the absence or behest of the Chair, assist committee chairs in performance of their duties, ensure that the Nominations Committee is formed timely, and assume duties of the Chair if for any reason the Chair position is vacated. Shall have duties consistent with the Bylaws and perform other duties that may be assigned by the Board.
- (C) The Secretary shall keep the minutes of the Membership, Board and Executive Committee meetings, shall maintain and preserve up-to-date records of all Corporation activities, maintain a record of the membership and meeting attendance and have it available at all meetings. Work with the Membership Officer to ensure membership roster and voting eligibility integrity. Record and distribute meeting minutes and perform other duties that may be assigned by the Board, the Chair or the Executive Committee.
- (D) The Treasurer shall keep accurate records of all financial transactions and provide written reports, which may include balances and expenditures, during monthly Executive Committee meetings, Membership meetings and when requested by the Board, Executive Committee or the Chair. The written reports shall be made available to the Executive Committee and the membership upon request.
- (E) The Parliamentarian/Mediator shall maintain order at all Membership, Board and Executive Committee meetings, practice conflict resolution, advise the Chair in matters of parliamentary procedure and shall be familiar with the Articles of Incorporation and Bylaws of the Mechanicsville Civic Association, Inc. Have an up-to-date copy of the most recent edition of Robert's Rules of Order.
- (F) The Membership Officer shall take attendance at all Membership meetings and maintain the integrity the membership sign-in sheets. The Membership Officer shall provide voting cards or ballots, if determined needed by the Board, to ensure voting integrity. Shall maintain the most up-to-date roster of members and accurate attendance records. Work closely with the Secretary to ensure all membership records are kept in a safe place. Make available to the Membership at the General Membership meeting one (1) month before Annual meeting the names of all members eligible to vote in the Elections at the Annual meeting. Preside over the Membership committee.

- (G) The Chaplain/Spiritual Advisor shall give invocations and benedictions at all Membership, Board and Executive Committee meetings and at all special events, whenever possible. Provide emotional comfort when needed at all meetings of the Corporation.

#### **4.5 BOARD OF DIRECTORS NOMINATION AND ELECTION**

The annual election of Directors by the membership will be conducted in accordance with the procedures outlined in the Title or elsewhere in these Bylaws.

- (A) Each member of the Board of Directors shall be elected at the annual meeting of the membership. Election of all positions is by plurality.
- (B) The Nominations Committee will compile nominations for each position on the Board, and may make nominations in its own right. Nominations may be made by any person in good standing, including self-nominations, or by the Nominations Committee. No nomination will be placed on the annual election ballot unless: (1) the nominee is an active member in good standing; (2) the nominee meets the qualifications for the proposed position at the time of nomination or is deemed eligible no later than the November meeting; (3) the nominee is eighteen (18) years of age as required by Code; and (4) the nominee has affirmatively consented to the nomination or has, if proposed for more than one office, elected one nomination.
- (C) Nominations will be accepted by the Nominations Committee between August 1 and September 30 of each year. All proposed candidates will be certified not later than October 15. The final list of nominees will be submitted to the Secretary at the annual meeting.
- (D) The election is to be conducted in accordance with the provision of Section 4.2, except as modified by this Section. A Teller's Committee, consisting of at least three (3) members of the Nominating Committee who are not candidates named on the ballot, shall distribute, receive and tabulate the completed ballots, if ballots are determined needed by the Board. A ballot shall be given to each member attending the Annual meeting, then in good standing, according to the Membership Roster maintained by the Secretary and presented by the Membership Officer at the meeting immediately preceding the Annual.
- (E) At the annual meeting of the Corporation, members in good standing, who have attended at least three (3) meeting within the twelve (12) months prior to the annual meeting, excluding the November meeting of the election, shall be entitled to vote for the election of the Board of Directors. Each marked ballot, if used, is to be promptly returned to the Teller's Committee at the time designated for elections. The Teller's Committee shall certify and announce the results.
- (F) The Board of Directors is authorized to adopt any procedures or rules reasonably necessary to insure the integrity of the election.

#### **4.6 QUALIFICATIONS FOR BOARD OF DIRECTORS/OFFICERS**

(A) All officers of the Corporation including the Chair (President), Vice-Chair (Vice-President), Secretary, Treasurer, Parliamentarian/Mediator, Membership Officer and Chaplain/Spiritual Advisor: Must have been a resident of Mechanicsville for at least the most recent two (2) years preceding date of Annual meeting and a member of the Board of Directors for at least one (1) year. Must have attended no less than (6) regular Corporation meetings during the year of nomination.

(B) All standing committee chairs of the Corporation, excluding the Membership committee, but including the Economic Development Chair, Housing Chair, Youth Development Chair, Senior Living Chair, Public Safety/Environmental Justice Chair, Health and Human Services Chair and the Communications Committee Chair must have been a member of the Corporation during the year of nomination and have attended no less than six (6) regular Corporation meetings during the year of nomination.

#### **4.7 POWERS OF THE BOARD OF DIRECTORS**

(A) The Board of Directors may exercise all powers granted to it as they determine to be expedient and necessary for the interest of the Corporation, subject to the Articles of Incorporation, these Bylaws or the Code, and the review and direction of the membership of the Corporation.

(B) If some catastrophic event occurs that precludes the Corporation or the Board of Directors from assembling, then those Directors who are capable of assembling, either in person or through a communications system that permits all of the participants to hear each other, shall convene as required and take any necessary action to preserve the Corporation until the emergency ceases. A quorum shall consist of one-half (1/2) of the Directors who participate in the initial emergency session. Each emergency session shall be convened by any manner of notice reasonable, prudent or practicable under the circumstances. The available Directors shall designate as many members of the Corporation as necessary to serve as Action Directors so that there are seven (7) persons acting as Directors for the Corporation until the emergency conditions cease. The acting Board of Directors may exercise any and all emergency powers authorized under the Code, in the name of the Corporation, without regard to requirements of membership approval if the action taken is reasonably necessary during the presence of emergency conditions.

#### **4.8 MEETINGS OF THE BOARD DIRECTORS**

The Board of Directors shall hold at least twelve (12) monthly regularly meetings during each calendar year prior to the date of the regularly scheduled monthly membership meeting. Any matter relation to the affairs of the Corporation may be brought before the Board, unless notice of the matter is required to be included in the notice of the Board of Directors' meeting.

(A) Following their election but prior to the date when their terms begin, the newly elected Board of Directors will meet in joint session with the outgoing Board of Directors for an organizational session at which they will review all pending matters before the outgoing board, permit the

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incoming Board to organize its affairs, and establish a fixed meeting schedule as to the regular Board meetings held prior to the scheduled regular meetings of the membership of the Corporation.

- (B) The Board may hold other regular or special meetings of the Board of Directors at the call of (A) the Chair; (B) the Vice-Chair; or (C) any two Directors. Notice of each special meeting of the Board is to be sent to each Director by the most efficient means, addressed to the address of record in the membership roster, at least two (2) days prior to a special meeting. Where circumstances require a meeting on less than two (2) days' written notice, such notification to each member of the Board of Directors may be made by any other reasonable method.
- (C) At Board of Directors meetings, a quorum consists of at least five (5) voting members of the Board of Directors.

#### **4.9 USE OF CONTEMPORARY COMMUNICATIONS SYSTEMS FOR BOARD MEETINGS**

The Board of Directors, or any Corporation Committee, may utilize a contemporary communications system in which all participants in the meeting can hear each other, which provides for at least two-way communication. Participation in a meeting by this system constitutes the presence of the participant at the meeting.

#### **4.10 VOTING; QUORUM**

- (A) Each Officer has one vote on the Board of Directors however the Chair of the Board votes only in the instance of a tie. Once a quorum of five (5) voting Directors is established, all matters put to a vote before the Board of Directors will require the affirmative vote of the majority of Directors voting on the matter, in the presence of a quorum, unless a greater majority is required by these Bylaws, the Articles of Incorporation or the Code.
- (B) The participation of a majority of the Directors, whether present in person or through a contemporary communications system, constitutes a quorum of the Board in order to conduct business.
- (C) In the event that fewer than a majority, but at least one-third (1/3) of the Directors are participating, then the Board is authorized to consider and make recommendations on any matter or action upon which is viewed as appropriate in the circumstances for action by the membership either at a meeting, by written consent, or to call a special meeting of the membership as provided in Section 3.4.

#### **4.11 REMOVAL OF DIRECTOR**

- (A) One or more Directors, or the entire Board of Directors, may be removed by the affirmative vote of a majority of the membership of the Corporation present and voting on removal at a regular or special meeting of the Corporation membership, and where notice of a member's intention to present a motion

for removal has been given to the membership pursuant to Section 3.5 of these Bylaws. A separate vote on removal must be made as to each Director proposed for removal.

(B) Any Director who has not executed the duties of the Office/Committee Chair to which they were elected during a period of no less than (3) month [90 days] from the installation of the Officers, may be removed due to such absence by an affirmative vote of two-thirds (2/3) of the remaining Directors.

(C) In the event of removal of a Director, the provisions of Sections 4.5, 4.6 and 4.12 shall apply. The Nominations Committee shall be organized and expedite the election of new Directors to the vacancies on the Board of Directors by convening a special meeting of the membership at least within fifteen days after the date of the meeting at which Directors were removed, with all members voting in person, for the purpose of filling these vacancies.

#### **4.12 VACANCIES ON THE BOARD OF DIRECTORS**

(A) When a vacancy occurs on the Board of Directors other than the Chair (President), then that vacancy may be filled by appointment of the Chair, until the vacancy is filled by the vote of the membership at the next regular or special meeting of the membership. The Nominations Committee will reconvene to accept, propose, verify and certify nominees for the special election within a two week period after the vacancy is created. Otherwise, a special election will be conducted at the first membership meeting after the vacancy has occurred.

(B) If any Director-elect declines election or fails to assume the responsibilities of Director, then that position is considered vacant as of February 1 of the year the term begins and is filled under paragraph (A) of this Section.

#### **4.14 FINANCIAL REGULATIONS**

The Treasurer' shall make a complete written financial report at every meeting of the Membership, the Board of Directors and the Executive Committee and will make all financial records available to the Board or the Membership upon being given ten (10) days notice to do so.

- (A) Any expenditure not provided for in the Budget, totaling five hundred dollars (\$500) or more of corporation funds, may not be made unless approved by the project approved by the membership of the Corporation.
- (B) No expenditure not provided for in the Budget, greater than one thousand dollars (\$1,000) may be made unless approved by the Board of Directors and the membership.
- (C) The signatory on any bank account and the depository institution for that account or accounts is established by the Board of Directors by an appropriate resolution. All Corporation bank accounts will require three names and two signatures on all withdrawals.
- (D) Any Director, Committee Chair, Committee member or member of the Corporation may be reimbursed of their actual and necessary expenses when reasonably incurred on behalf of the



Corporation if such expense was pre-approved by all Board of Directors or the Membership. Otherwise, reimbursement shall occur only if the membership, at a regularly scheduled monthly meeting with a quorum present, votes affirmatively to make the reimbursement. No Director, Committee Chair, Committee member or member of the Corporation may receive any salary, fees, compensation, commission or other payment for rendering specific services to the Corporation.

(E) The Corporation's fiscal year is January 1 to December 31.

#### **4.15 LIMITATION ON SERVICE**

No person may simultaneously hold more than one Office or Committee Chair position in the Corporation, which includes the offices of Chair, Vice-Chair, Secretary, Treasurer, Parliamentarian/Mediator, Chaplain/Spiritual Advisor, Membership Officer, or the Chair of any committee listed in Section 4.3 of these Bylaws.

#### **4.16 BOARD COMMITTEES**

The Board of Directors may establish such temporary committees composed of at least two (2) members of the Board of Directors as it determines to be necessary and proper for time to time. The membership of such committees shall be composed solely of Directors; but if the committee charge and function does not involve the management responsibility of the affairs of the Corporation, then persons who are not currently Directors but who are members in good standing may be appointed.

### **TITLE 5. CODE PROVISIONS INCORPORATED**

#### **5.1 INDEMNIFICATIONS**

(A) The provisions of Part 5 of Article 8 of the Code, relating to indemnification by the Corporation of any person who has served as an Officer or Director of the Corporation, or who has brought an action in the right of Corporation, is adopted by the corporation by this reference as a Bylaw of the Corporation, except that, as permitted under the Corporation's Articles of Incorporation, no advance payment by the Corporation for any expense or liability permitted under the Code is authorized unless paid through an insurance policy maintained by the Corporation for this purpose. Any and all decisions by the Board of Directors concerning the payment of funds under this Section when not paid under a policy of insurance shall be ratified by the members of Corporation.

(B) The Corporation may purchase and maintain insurance on behalf of all person who are, or were, Directors, Officers, employees of agents of the Corporation, or who were serving at the request of the Corporation as a Director, Officer, Employee or agent of another corporation, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of the Title.

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Revised January 2010

Proposed February 1, 2010

Approved April 5, 2010

(C) If any expenses of other amounts are paid under the provisions of the Title of these Bylaws, whether by action of the Board of Directors, court order, or an insurance carrier pursuant to insurance maintained by the Corporation, the Corporation shall send by most efficient means, to its members of record at the time entitled to vote for the election of Directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation. This notice must be sent so as to be received prior to the first regular election of Directors that follows the payment.

## **5.2 PROCEDURES WHERE DIRECTOR HAS CONFLICTING INTEREST IN TRANSACTION**

The provisions of Part 6 of Article 8 of the Code, relating to rules governing the procedures to be applied where a Director has a conflicting interest in a transaction involving the Corporation, is adopted by the Corporation by this reference as a Bylaw of the Corporation.

## **5.3 SALES OF ASSETS OUTSIDE REGULAR COURSE OF BUSINESS**

The provision of Article 12 of the Code, relating to the sale of all, or substantially all, of the assets of the Corporation outside the regular course of business is adopted by the Corporation by this reference as a Bylaw of the Corporation.

## **5.4 RECORDS TO BE KEPT; RIGHT OF INSPECTION BY MEMBERS**

The provisions of Article 16 of the Code, relating to the records of the Corporation and right of members to inspect, copy or review the Corporation's records, is adopted by the Corporation by this reference as a Bylaw of the Corporation. The Board or the membership may adopt any needful rules or regulations necessary to implement these provisions.

## **TITLE 6. REIMBURSEMENT BY CORPORATION EMPLOYEES**

- (A) Any payments made to an employee or independent contractor of the corporation in the form of reimbursement, a salary, or bonus payment, that is disallowed in whole or in part as a deductible expense to the Corporation for Federal or State income tax purposes by the Internal Revenue Service or the Revenue Department of any State, shall be reimbursed by such employee to the Corporation to the full extent of such disallowance within six (6) months after the date on which the Corporation is assessed a deficiency with respect to such allowance. It shall be the duty of the Board of Directors of the Corporation to enforce payment to the Corporation by any such employee for the amount disallowed.
- (B) The Corporation shall not be required to legally defend any proposed disallowance by the Internal Revenue Service or by the Revenue Department of any state, and the amount, as finally determined by agreement or otherwise which is actually allowed as a deduction. In lieu of payment to the Corporation by such employee, the Board of Directors may, at the discretion of

the Board, withhold reasonable amounts from such employee's future compensation payments until the amount owed to the Corporation has been fully recovered.

## **TITLE 7. AMENDMENTS**

### **7.1 AMENDMENTS TO ARTICLES OF INCORPORATION**

Any amendment in the Articles of Incorporation of the Corporation shall not be adopted unless the following has occurred.

- (A) Each propose change is submitted to the Board of Directors for recommendation to the membership of the Corporation as to whether the proposed change should be adopted, be adopted with amendments, or be rejected, along with the Board's reasons for their recommendation. If due to a conflict of interest of a member of the Board, or some other special circumstance, there is not a recommendation, the Board shall transmit the proposed change to the membership with no recommendation and state the reason no recommendation is made. The Board may condition its recommendation with any reasonable stipulations it deems appropriate.
- (B) A Proposed change may be initiated by a vote of the Board of Directors or by any two (2) members of the Corporation.
- (C) The recommendation of the Board concerning the proposed change will be distributed, along with the text of the proposed change, to the membership of the Corporation with the notice of the meeting at which the proposed change is to be presented.
- (D) When the proposed change is presented for consideration at a meeting of the membership of the Corporation, it is open to any amendments or other action, without limitation, as the membership approves.
- (E) No proposal to change the Articles of Incorporation is adopted unless either two-thirds (2/3) of the members affirmatively voting at a meeting, with a quorum present, or in the affirmative, a majority of the total number of eligible members affirmatively voting approve the proposal.
- (F) Once adopted, no change is effective until it is filed with the Georgia Secretary of State as required by the Code.

### **7.2 AMENDMENTS TO BYLAWS**

Any amendment to these Bylaws is not adopted unless the following has occurred.

- (A) Each proposed change is submitted to the Board of Directors for recommendation to the membership of the Corporation as to whether the proposed change should be adopted, be adopted with amendments, or be rejected, along with the Board's reasons for their recommendation. If due to a conflict of interest of a member of the Board, or some other special circumstance, there is no recommendation, the Board shall transmit the proposed

- change to the membership with no recommendation and state the reason no recommendation is made. The Board may condition its recommendation with any reasonable stipulations it deems appropriate. However, the membership may waive this provision when a proposed change is offered concerning Section 3.10 of these Bylaws.
- (B) A proposed change may be initiated by a vote of the Board of Directors or by any two (2) members of the Corporation.
  - (C) The recommendation of the Board concerning the proposed change will be distributed, along with the text of the proposed change, to the membership of the Corporation with the notice of the meeting at which the proposed change is to be presented. However, the membership may waive this provision when a proposed change is offered concerning Section 4.3 of these Bylaws.
  - (D) When the proposed change is presented for consideration at a meeting of the membership of the Corporation, it is open to any amendments or of other action, without limitation, as the membership approves.
  - (E) No proposal to change these Bylaws is adopted unless, except for Section 3.6, a majority of the members voting, with a quorum present, vote affirmatively to approve the change. If the proposal concerns Section 3.6 of these Bylaws, no proposal to change these Bylaws is adopted unless two-thirds (2/3) majority of the members voting, with a quorum present, vote affirmatively to approve the change.
  - (F) Once adopted, any change to these Bylaws is immediately effective, unless some later date is designated in which the amendment is adopted.

#### **TITLE 8. SUSPENSION OF BYLAWS**

Any provision in these Bylaws may be suspended according to the following procedures. Any member in good standing, Director or Officer shall make a motion to suspend a specific provision for a specific period of time and shall so state the reason for the proposed suspension. No proposal to suspend these Bylaws is adopted unless two-thirds (2/3) majority of the members voting, with a quorum present, vote affirmatively to approve the change.

The suspension of a Bylaw is rendered void if it is in conflict with the Articles of Incorporation or the Code.

Proposed: February 1, 2010      Approved: April 5, 2010

#### THE BYLAW COMMITTEE

James Corley	Ocie Fulford	Mrs. V. Henderson
Felicia Hicks	Kate Krumm	Kwame Thompson

Watrina Watson

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 Revised January 2010  
 Proposed February 1, 2010  
 Approved April 5, 2010

