

Tucker Civic Association, Inc.

“Partners in the Progress and Preservation of Tucker”

Bylaws

Article I - Purpose & Objectives

The purpose of the Association shall be to promote the health, safety and welfare of Tucker Community residents by:

- A. preserving the small town atmosphere and enhancing the sense of community within Tucker;
- B. developing, maintaining and promoting a strategic plan for the betterment of the community;
- C. maintaining the integrity of the residential areas and supporting positive improvements and enhancements to assist the residents with code compliance, and informing residents of the status of overlay and strategic plans;
- D. assisting in the improvement of existing commercial areas and encouraging a vibrant local economy;
- E. monitoring planning, land use, zoning, code enforcement, parks and green space, public safety, community building and any other issues that might arise affecting Tucker; informing and educating community members about such issues so that they can make informed decisions and take appropriate action to protect their rights and interests;
- F. communicating with the DeKalb County Commission, State of Georgia, Atlanta Regional Commission, Gwinnett County and other relevant organizations and governing bodies on behalf of the Tucker Community regarding such issues.

Article II - Area

Section 1: Tucker Community Boundaries

For the purposes of this Association, the Tucker Community is defined with the western boundary beginning at the intersection of U.S. Highway 78 and the Gwinnett County line, running northwest on the county line to U.S. Interstate 85; I-85 southwest to I-285; then southeast on I-285 to Henderson Mill Road; Henderson Mill Road south and around to Lavista Road; east on Lavista Road to I-285; south along I-285 to U.S. Highway 78; northeast, east, and southeast along U.S. Highway 78 to the Gwinnett County line. Individuals and businesses located on either side of the boundary streets are eligible for membership in the Association.

Section 2: Association Districts

Within the boundaries of the Tucker Community, as defined above, the Association districts shall be:

- A. **District One:** The area East of Mountain Industrial Boulevard from the Dekalb County/Gwinnett County line to U.S. Highway 78 (Smoke Rise);
- B. **District Two:** The area South of Lawrenceville Highway and Hugh Howell Road from I-285 to Mountain Industrial Boulevard (South);
- C. **District Three:** The area North of Lawrenceville Highway between I-285/Henderson Mill Road and Fellowship/Chamblee Tucker Road on the East (Northwest); and
- D. **District Four:** The area North of Lawrenceville Highway and Hugh Howell Road between Fellowship/Chamblee Tucker Road and the Gwinnett County line (Northeast).

Article III - Membership

Section 1: Eligibility

- A. Regular membership in the Association is open to individuals of voting age who reside in the Tucker Community as well as to households, organizations, businesses and owners of property located within the Tucker Community.
- B. Associate membership is open to those who wish to support the objectives of the Association but who do not otherwise qualify for or wish to exercise the privileges of Regular Membership.
- C. Ex-Officio membership is open to any official of DeKalb County and the State of Georgia including U. S. Congressmen and state legislators whose districts include any or all of the Tucker Community.

Section 2: Dues

- A. Regular and Associate Members shall pay the membership dues set by the Board of Directors (the Board) to cover reasonable expenses necessary for the Association to fulfill its purpose and objectives. Ex-Officio Members are not required to pay dues.
- B. Exercise of the privileges of membership shall be contingent on the payment of membership dues.
- C. The Board may recommend a change in membership dues by notifying the membership at least ten days prior to a membership meeting. The change, if approved by the membership, shall be effective at the end of the following month.

Section 3: Privileges & Responsibilities

- A. All Members of the Association shall:
 - 1. be eligible to participate in activities and programs offered by the Association;
 - 2. be eligible to attend all Board and/or committee meetings as non-voting observers; and
 - 3. receive communications of the Association.
- B. In addition, Regular and Associate Members shall:
 - 1. endeavor to support the Association by participating in the meetings and activities it sponsors;
 - 2. be eligible to serve on committees in accordance with Article VI, Section 1;
 - 3. receive a copy of the Bylaws and/or current membership directory upon request to the Secretary;

4. be eligible to review the records and financial statements of the Association by appointment.
- C. In addition, only Regular Members shall:
1. be eligible to make motions and to vote at all membership meetings,
 2. be eligible to hold office or otherwise serve on the Board, and
 3. be eligible to chair a committee or other similar group provided for within these Bylaws.
 4. be eligible to speak on behalf of the Association at public meetings, but only with prior approval of the Board, Executive Committee or membership.

Section 4: Membership Meetings

- A. There shall be 3 required membership meetings each year. The annual meeting of the Association shall be held during February, the exact day, time and place to be determined by the Board. At the annual meeting, members shall elect officers and district representatives, and vote on the annual budget and any proposed amendments to the bylaws.
- B. The other two membership meetings shall be held during the months of spring and fall, the exact dates, times and places to be determined by the Board.
- C. Notice of any membership meeting shall specify the date, time, place and purpose of the meeting and shall be communicated to the membership at least fourteen (14) days in advance via phone, email or written notice delivered to the address of record for each member.
- D. Special membership meetings may be called by the President, by the Board, or upon written request of not less than fifteen percent (15%) of the regular members of the Association.
1. The written request shall be delivered to a member of the Board and shall state the purpose of the requested meeting.
 2. Upon receipt of a valid request for a special membership meeting, the Board shall schedule said meeting to occur within 21 days and notify the membership according to the provision below.
 3. If the Board fails to call a special membership meeting to occur within 21 days of receiving a valid request, any member who signed the request for the meeting may call the meeting and notify the membership according to provision E, below, and shall receive compensation for reasonable expenses incurred, if requested.
 4. The only business conducted during a special membership meeting shall be that which is specified in the meeting notice.
- E. A quorum at any membership meeting shall be fifteen percent (15%) of the Association's regular members.
1. If no quorum is present, the meeting may be rescheduled by majority vote of those present.
 2. If no quorum is present at the Annual Meeting, either the Members present or the Board shall reschedule the meeting for a date and time no more than thirty (30) days later

F.. Voting at any membership meeting shall be by majority vote of the regular members present when the vote is taken.

1. Each paid individual, household, organizational or business membership is allowed one vote.
2. Voting shall be by a show of hands or by ballot. There shall be no vote by proxy.

Article IV - Board of Directors

Section 1: Board Members

A. The Board shall be composed of the following fourteen (14)) members:

1. The four officers of the Association: the President, Vice President, Secretary and Treasurer;
2. The chairs of the five (5) standing committees for: Public Safety; Community Building & Membership; Proactive Planning, Land Use & Zoning; Public Relations & Communications; and Parks & Greenspace.
3. Representatives from each of the four (4) districts specified in Article II, Section 2.
4. The immediate Past President, being the President elected at the previous year's annual membership meeting.
 - a. If the Immediate Past President is not available to serve, the Board shall elect a member of the immediate past Board to provide continuity.
 - b. If no immediate past Board member will serve, the Board shall elect a regular member in good standing with at least two years of consecutive membership.
5. A DeKalb County Community Council member from the Tucker Community may serve as a non-voting advisory member.

B. No individual may hold more than one voting seat on the Board.

Section 2: Powers of the Board

The Board shall be the administrative body of the Association and is authorized to transact business, establish policy, approve the annual budget, and oversee the activities of the Association. As such, the Board is an instrument of the membership, to which it is subordinate.

Section 3: Responsibilities of Board Members

In addition to fulfilling the responsibilities of regular membership, each member of the Board shall:

- A. attend Board meetings in order to conduct the business of the Association;
- B. contribute his/her knowledge, expertise, and time as appropriate;
- C. exercise fiduciary responsibility;
- D. knowledgeably and conscientiously uphold the purpose, objectives and Bylaws of the Association;
- E. disclose any potential conflict of interest to the Board and, should the Board determine that sufficient conflict or appearance of conflict exists, abstain from deliberating and voting on the issue in question; and
- F. notify the President or Secretary in advance if unable to attend any Board meeting.

Section 4: Board Meetings

- A. The Board shall meet monthly unless a meeting is deemed unnecessary by a majority of the Board.
- B. A quorum shall consist of a majority of the filled seats on the Board. A majority vote of the Board members in attendance at a Board meeting shall be necessary for any official action to be taken by the Board.
- C. A regular meeting schedule shall be set annually by the Board and disseminated to the general membership.
- D. All meetings of the Board, except those described in F., below, shall be **open to all** members of the Association. Attendees other than Board members shall be able to participate in Board discussions at the discretion of the Board.
- E. Emergency Board meetings may be called by the President or any three (3) members of the Board provided that the membership is notified of the meeting at approximately the same time as Board members.
 - 1. The meeting notice shall specify the date, time, place and purpose of the meeting and shall be communicated to each Board member and the general membership by telephone, email or written notice delivered to the address of record for each Board member and Association member.
 - 2. The only business conducted during an emergency Board meeting shall be that which is specified in the meeting notice.
 - 3. A report of any action taken during an emergency Board meeting shall be made during the next regularly scheduled Board meeting.
- F. If a matter is especially urgent, an emergency Board meeting may be held by phone, email or other electronic communication method, provided that the procedures specified in E., above, are followed. In such circumstances, the date and time of the “meeting” would be the time at which the vote is considered final and no place would be specified.

Article V - Officers and District Representatives

Section 1: Officers

- A. The officers of the Association shall be the President, Vice-President, Treasurer, and Secretary.
- B. The **President**, with the assistance of the Board and membership, shall:
 - 1. direct and coordinate the activities of the Association;
 - 2. preside at all membership meetings, Board meetings, and Executive Committee meetings;
 - 3. call emergency or special meetings when he/she deems necessary and/or in accordance with the relevant provisions of Articles III and IV, above.
 - 4. with the Treasurer, monitor the expenditure of the Association’s funds;
 - 5. ensure that the Association adheres to the bylaws;
 - 6. serve as the principal spokesperson for the Association;
 - 7. be authorized to sign official documents, contracts, or correspondence necessary to carry out the business of the Association as approved by the Board or the membership; and

8. perform such other duties and have such other authority as the Board or the membership may prescribe.

C. The **Vice-President** shall:

1. share the duties and responsibilities of the President as the two of them may agree;
2. serve as a member of the Executive Committee;
3. in the temporary absence or disability of the President, perform the duties of and have the authority of the President;
4. assume the office of the President in the event of a vacancy in that office, until such time as a new President is elected; and
5. perform such other duties and have such other authority as the President or the Board may delegate.

D. The **Treasurer** shall:

1. check the post office box, Pay Pal and all other means of funds transfer to collect all funds due the Association and deposit said funds in federally insured banking institutions;
2. maintain and preserve the financial records of the Association;
3. disburse Association funds according to the annual budget approved by the Board;
4. submit financial statements at Board meetings, those statements to include itemized income and disbursements;
5. serve as a member of the Executive Committee;
6. prepare a draft budget for the coming year and present it to the Board no later than at the Board's December meeting, and present the Board-approved budget for ratification by the membership at the annual meeting;
7. monitor dues, income, donations, sponsorships, restricted income, loans and other fiscal matters as the need arises and make related recommendations to the Board;
8. ensure that the Association adheres to the rules, regulations and filing requirements of local, state, and federal authorities, consulting with a CPA or like professional, as needed;
9. perform such other duties and have such other authority as the Board or the President may delegate; and
10. provide the Secretary all necessary information required to maintain the membership directory.

E.. The **Secretary** shall:

1. record and preserve the minutes of all meetings of the Board, the Executive Committee and the Association;
2. distribute copies of the minutes of Board meetings to all Board members at least one week prior to the meeting at which they will be approved and disseminate approved minutes to the membership in a timely way;
4. maintain and preserve the corporate records of the Association;

5. maintain the official membership directory of the Association in cooperation with the Community Building & Membership Committee and provide copies of the directory to regular and associate members upon request;
6. conduct correspondence for the Association as directed by the President or the Board;
7. in the absence of a bylaws committee, gather and distribute proposed bylaws amendments in accordance with Article XI;
8. serve as a member of the Executive Committee; and
9. perform such other duties and have such other authority as the Board or the President may delegate.

F. Each District Representative shall:

1. reside within the district he or she represents;
2. seek out concerns of members in his/her district and present those concerns to the Board.
2. promote the purpose and objectives of the Association in his/her district;
3. work with the Membership and Community Building Committee to recruit and retain active Association members from the district;
4. participate in any and all projects of TCA, especially those involving his/her district.

Article VI - Committees

Section 1: General Information

- A. Each committee shall establish a meeting schedule which shall be disseminated through the TCA website to the general membership. Initial meeting dates shall be announced at the annual membership meeting directly following the election of officers.
- B. Each committee shall select a chairperson from among the regular members who attend the initial committee meeting(s). Chairpersons so selected are subject to approval by the Board.
 1. Each approved chairperson shall be authorized to assign and delegate duties and responsibilities to other committee members and/or subcommittees.
 2. Each chair shall report to the Board on a monthly basis.
 3. Committee chairs shall serve no more than a three-year term limit
- C. Regular and associate members are eligible to serve on TCA committees. Non-members may serve as volunteers on committees
- D. Once committee membership is established, members may be added at the discretion of the chair.
- E. Committees may assign responsibilities within their scope to subcommittees or other subgroups.

Section 2: Executive Committee

- A. The Executive Committee shall consist of the President, who acts as chair, the Vice-President, the Treasurer and the Secretary.
- B. The Executive Committee is authorized to act for the Board regarding time-sensitive issues when the Board is not in session and to transact other business specifically committed to it by the Board.

- C. Executive Committee meetings may be called by any member of the Executive Committee on an as-needed basis. A quorum shall consist of three (3) officers.
- D. All actions taken by the Executive Committee shall be by majority vote and a report of any action taken shall be made during the next regularly scheduled meeting of the Board.
- E. Other members of the Board may be requested to attend Executive Committee meetings.

Section 3: Standing Committees

A. General Information

- 1. Standing committees shall meet at least quarterly unless a meeting is deemed unnecessary by a majority of the committee.
- 2. Standing committee chairs shall hold office for a maximum of three years and until their successors have been selected by the committee and approved by the Board.
- 3. Should a standing committee chair become vacant, the Executive Committee, along with recommendations from the standing committee, shall select a successor to fulfill the remainder of the term, subject to approval by the Board.

B. The **Public Safety Committee** is responsible for working with DeKalb County Police and Fire Departments and other community organizations to promote public safety in the Tucker Community.

C. The **Community Building and Membership Committee** is responsible for building a strong and active membership base for the Association and fostering a participatory citizenry dedicated to the long-term well-being of the Tucker Community by:

- 1. initiating a variety of activities that will interest, involve and/or inform diverse groups within the Tucker Community; and
- 2. establishing and maintaining, in partnership with the district representatives, a network of neighborhood representatives and organizations such as homeowner associations., garden clubs, Neighborhood Watch programs, and such other groups concerned with the Tucker Community.

D. The **Proactive Planning, Land Use and Zoning Committee** is responsible for:

- 1. proposing and implementing proactive planning and economic development activities in collaboration with other organizations working for the betterment of the Tucker Community;
- 2. monitoring county land use, planning, zoning, and related issues, informing the TCA membership and affected neighborhoods about these issues, and recommending policies and positions regarding the same; and
- 3. promoting a strategic plan for Tucker and facilitating its review and revision at least every ten years.

E. The **Public Relations & Communications Committee** is responsible for:

- 1. developing and implementing a plan for communicating information about issues affecting the Tucker Community to the Association and the general public;
- 2. producing and distributing an Association newsletter according to the schedule established by the Board;
- 3. administering the Association's communications technologies, including the automated telephone messaging system and website.

- F. The **Parks & Greenspace Committee** is responsible for
1. monitoring Tucker parks and recreation areas, working with DeKalb County Parks Department to provide support for the beautification and use of these parks;
 2. preserving our current greenspaces for the future of our community; and
 3. encouraging and promoting work and play in our own community.

Section 4: Ad Hoc Committees

- A. **Ad Hoc Committees** or other such groups may be formed by majority vote of the Board or the membership to accomplish specific goals that are outside the scope of existing committees.
1. Ad hoc committees shall exist from the time of their formation until they have completed their task, until dissolved by the entity that formed them, or until that entity ceases to exist, whichever comes first.
 2. Ad hoc committee chairs shall hold office from the time of their appointment until the committee ceases to exist.
- B. The **Nominating Committee** is an annually recurring ad hoc committee responsible for the process of nominating candidates for the offices of President, Vice President, Secretary and Treasurer of the Association and the District Representatives. The President may not serve on the Nominating Committee. This committee shall:
1. consist of three or five members appointed by the Board no later than the December Board meeting;
 2. notify the membership of the deadline for members to recommend candidates;
 3. ensure that each nominee has consented to be nominated and has a copy of the Bylaws;
 4. notify members of a slate of candidates at least fourteen (14) days before the Annual Membership Meeting. Additional nominations may be submitted to the Nominating Committee any time prior to the start of the membership meeting. Any nomination verified by the Nominating Committee as qualified can be made from the floor at the membership meeting with the consent of the nominee; and
 5. conduct the election, announce the results and deliver all voted ballots to the Secretary for placement in the corporate records.

Article VII - Eligibility and Terms of Office

- A. To be eligible to run for election, candidates for President, Vice-President, Secretary or Treasurer shall have been a regular member of the Association for at least one year immediately preceding the date of the election.
- B. Officers and district representatives shall hold office for one (1) year and until their successors have been duly elected and qualified. Officers and district representatives are eligible to serve for no more than two consecutive terms in the same office.
- C. Should a district representative position or an office other than the presidency become vacant, the Board shall elect a successor to fulfill the remainder of the term.

D. All Board members must adhere to the ethics, business practices, and sexual harassment policies of Tucker Civic Association.

Article VIII - Fiscal & Membership Years

The Association shall operate on a fiscal year starting March 1 and ending February 28, or February 29 in a leap year. With the exception noted below, a member's year of membership shall run from the date that dues are received by TCA through the last day of the same month in the following year. The exception is that, when dues are paid in February, the member's year of membership will end the day before the annual meeting in the following year.

Article IX - Parliamentary Authority

- A. The latest edition of *Robert's Rules of Order, Newly Revised* shall be the authority of parliamentary questions not covered by these Bylaws.
- B. All meetings of the Association shall be conducted according to the principles set forth in *Roberts Rules* and these Bylaws.

Article X - Disciplinary Action

- A. Removal from the Board of Directors shall be automatic if a member is absent for three (3) consecutive Board Meetings or absent from more than half of the regular Board Meetings during a calendar year.
- B. All other disciplinary actions shall be carried out in accordance with the relevant provisions of *Roberts Rules of Order, Newly Revised*, which requires a majority vote of the membership to impose a penalty for serious misconduct. Specifically, with regard to allegations of serious misconduct the following shall apply:
 - 1. Allegations shall be made to the President or, if allegations involve the President, to the Vice-President.
 - 2. If the allegations appear to have merit and the matter cannot be resolved informally, the appropriate officer shall appoint a confidential committee of three to five Regular Members, including one Board Member, to investigate, report, and make recommendations for further action regarding the alleged misconduct.
 - 3. If the committee finds that the allegations have merit and the matter cannot be resolved otherwise, a special membership meeting shall be called within 30 days so that the membership may hear and consider the matter.
 - 4. If the membership determines that the allegations are true, it shall determine the penalty to be assessed.
 - 5. The person alleging misconduct has the right to seek support for a special membership meeting regarding the allegations if they are not pursued to his/her satisfaction
 - 6. If the alleged misconduct involves multiple members of the Board, the person(s) making the allegations can immediately seek support for a special membership meeting at which the membership would vote regarding appointment of an investigating committee. Should such a

committee be appointed, it would report directly to the membership regarding its findings and recommendations for further action, if any.

7. All matters concerning disciplinary actions are strictly confidential and shall not be discussed outside the Association

Article XI - Amendment of Bylaws

The Bylaws can be amended by a majority vote of the members present at the annual membership meeting of the Association; provided that written notice of the proposed amendment(s) and of the meeting date, time, and place has been sent to the membership at least 14 days in advance of the meeting date. Unless otherwise specified, Bylaws amendments shall go into effect immediately following the meeting at which they are adopted.

*Last amended by membership vote
February 23, 2010*