

**BYLAWS  
AVONDALE COMMUNITY CLUB, INC.**

Revised and approved by the ACC Board of Directors on and effective March 3, 2020

**Article 1  
Name and Address**

The name of the organization is the Avondale Community Club, Inc. ("Club").

The address of the Club is 59 Lakeshore Drive, P.O. Box 591, Avondale Estates, Georgia 30002.

**Article 2  
Structure of the Organization**

The Club is organized as a non-profit corporation, duly incorporated on March 1, 1989, in the State of Georgia, as provided for in the Georgia Non-Profit Corporations Act (O.C.G.A. Title 14-3).

**Article 3  
Purposes & Objectives of the Club**

The Club is organized for the following purposes and objectives:

1. to operate a private Club for the pleasure and social recreation of its members, who must meet the eligibility requirements as set forth in these bylaws;
2. to offer the Club facilities for rental to the general public who meet the rental qualifications and requirements as determined by the Board of Directors of the Club;
3. to participate in various charitable and civic activities for the benefit of Club members, the residents of Avondale Estates and the general public, as determined by the Board;
4. for any other purposes permitted under the Georgia Non-Profit Corporations Act (O.C.G.A. Title 14-3)

## **Article 4 Club Membership**

### **Section 1 – Eligibility**

The following persons shall be eligible for membership in the Club –

1. All persons at least twenty-one (21) years of age who currently reside within the city limits of Avondale Estates, GA;
2. All persons at least twenty-one (21) years of age who previously resided within the city limits of Avondale Estates, GA and who were members of the Club at the time they moved outside the city limits of Avondale Estates, GA and who wish to continue as members.

The Board may, in its discretion, place a limit on the total number of members.

### **Section 2 – Application for Membership**

Any eligible person may apply for membership in the Club by submitting to the Board a written application, on a form designated and approved by the Board. The application for membership shall be reviewed by the Board to ensure that all eligibility requirements have been met prior to approving the application.

### **Section 3 – Initiation Fees & Membership Dues**

All initiation fees and dues for membership, including any late fees and other charges and assessments, shall be determined and set by the Board.

The annual membership period shall run from January 1 through December 31.

Membership dues shall be assessed annually on all current members of the Club. The Board may, in its discretion, pro-rate membership dues on a 12-month basis for new members who are accepted for membership at different months of the year. For each year thereafter, the member shall be charged the full annual membership dues.

Membership dues invoices will be sent by November 1<sup>st</sup> and are due and payable in full by December 31 each year. Members who have not paid their annual membership dues in full by the due date may be assessed a late fee and may not be eligible to attend any Club functions, either as a member or as a guest, until the balance owed is paid in full.

### **Section 4 – General Duties & Responsibilities of the Club Membership**

In general, Club members shall abide by the terms of the bylaws and any other rules and regulations of the Club. Club members are also expected to attend membership meetings and to actively participate in Club functions, events and activities.

**Article 5**  
**Governing Board of Directors of the Club**

**Section 1 – General Powers of the Board**

The Club shall be governed by a Board of Directors (“Board”) which shall have broad general powers, as needed, to oversee and manage the business and affairs of the Club, provided that such broad powers are not inconsistent with federal or state legal or regulatory authority or the bylaws of the Club.

**Section 2 – Composition of the Board**

The Board of Directors shall have a maximum of fifteen (15) members, including four (4) officers as described below. The Board shall govern, manage and control all of the activities, properties and funds of the Club and shall act, at all times, in the best interests of the Club and its members.

The Board may, in its discretion, operate with less than the maximum number of members permitted under these bylaws.

**Section 3 – Eligible Board Members**

Any Club member in good standing (meaning a member who has paid in full for all dues, meals, and any other amounts due to the club) shall be eligible to be elected as a Board member.

#### **Section 4 – Election of Board Members**

Board members shall be elected by majority vote of the entire Board, as necessary, and as vacancies on the Board occur from time to time.

The Board may solicit candidates to serve on the Board from the current Club membership and may set procedures and deadlines for the nomination and election of candidates. In addition, any member of the Club in good standing may nominate himself or herself and/or nominate another Club member in good standing to be elected as a Board member, provided there is a vacancy on the Board. Any member nominated by another person to serve on the Board may decline such nomination and thus shall not become a candidate.

There shall be a two (2) consecutive terms limit for Board members followed by at least a one-year hiatus before any reelection.

As necessary, unexpired term vacancies shall be filled by majority vote of the existing Board at its next regularly scheduled Board meeting and shall become effective at time of election through the end of its original term.

The Secretary shall record the results of all elections of Board members in the official minutes of the Club.

#### **Section 5 – Term of Board Members**

Following their election, Board members shall serve for a term of two (2) years, beginning January 1<sup>st</sup> of the following calendar year.

It shall be the responsibility of each individual Board member and the Secretary to keep a record of the dates of that Board members' term.

#### **Section 6 – General Duties, Standards and Responsibilities of Board Members**

In general, members of the Board shall be required to abide by certain duties, standards and responsibilities, including but not limited to, routinely attending and participating in all regular and special meetings of the Board and/or the Club membership, regularly attending and assisting as needed in the Club's events and activities, serving on and assisting any committees established by the Board, hosting and/or assisting in hosting at Club functions and events, voting in a timely manner on business that may come before the Board, whether at a regular or special meeting, or business that may arise and require attention between meetings. Board members shall be required to abide by all bylaws and other rules and regulations of the Club and to always act in the best interests of the Club and its membership.

## **Section 7 – Officers of the Board**

There shall be four (4) officers of the Club – President, Vice-President, Treasurer and Secretary. Together, the officers shall constitute the Executive Committee of the Club.

The same person may not hold more than one office.

All officers shall have served as Board members for at least six (6) months at some time prior to their becoming officers.

In January of the year following their election the Treasurer and Secretary shall serve a term of two (2) years beginning in January of the year following their election.

The Vice-President from the previous year shall automatically assume the office of President for the following year. If the Vice-President is unable or unwilling to assume the office of President, the Vice-President shall inform the Board well in advance of the annual meeting and the President shall be elected in the same manner as other officers prior to the annual meeting.

Officers for the coming year shall be elected annually at the last Board meeting held prior to the annual membership meeting in September. All existing members of the Board present at the meeting shall be entitled to vote. A quorum for the election of Officers at the meeting shall be those existing Board members in attendance. The Board may, in its discretion, permit absentee voting by any Board member unable to attend the meeting, provided such vote is in writing and delivered to the Secretary prior to the meeting.

Nominations for officers shall be solicited from the existing membership of the Board. Any Board member may nominate himself or herself to serve as an officer. Current officers may be nominated or nominate themselves for re-election as officers. All nominees to the Board must be members of the Club in good standing. Any person nominated to serve as an officer may decline such nomination and thus shall not become a candidate.

After all nominations have been presented and received, the officers shall be elected by a majority vote of the existing Board members present at the meeting. In any election of officers, the Board member being voted on to become an officer shall not cast a vote.

The Secretary shall record the results of all elections of officers in the official minutes of the Club.

The newly elected officers shall assume their office on January 1 of the year following their election unless having been elected to fulfill an unexpired term.

## **Section 8 – Duties and Responsibility of Officers**

**President** – The President shall be the CEO of the Club and shall preside at all meetings of the Board and set forth the agenda of the meeting. The President shall administer the business of the Club and shall have general supervision over all other officers, employees and agents of the Club. The President shall have the power to delegate authority and to appoint committees. The President shall only have the power to enter into contracts and/or execute documents on behalf of the Club with prior approval of the Board. The President shall only have the power to authorize and/or incur expenditures on behalf the Club with prior approval of the Board, in such amounts and under such terms as the Board or the bylaws may prescribe.

**The Vice-President** – The Vice-President shall perform all of the duties and have all of the privileges and responsibilities of the President whenever the President is absent or unable for any reason to fulfill the duties and obligations of the office. In addition, the Vice-President shall serve as the Entertainment Chair of the Club and be responsible for planning and coordinating events on behalf of the Club members. The Vice-President shall also perform such other duties as the President or the Board may prescribe.

**Treasurer** – The Treasurer shall keep, maintain and be the custodian of accurate and detailed financial records of the Club, including complete records of membership, bank accounts and ledgers and all accounts payable and receivable, showing at all times the current financial condition of the Club. Specific duties of the Treasurer shall include, but not be limited to, the following:

the Treasurer shall be the regular, legal custodian of all monies, notes, securities and/or any other valuables of the Club;

the Treasurer shall, without delay, directly and expediently deposit all funds coming to and/or belonging to the Club into the Club's bank account(s) at the Club's designated bank(s) and shall keep complete, current and accurate records of all deposits and withdrawals from such accounts, including balancing bank statements on at least a monthly basis;

the Treasurer shall review all receipts for Club expenditures and shall promptly reimburse Board members, Club members and/or third-parties for any out of pocket expenses that have been incurred on behalf of the Club.

the Treasurer shall review and verify the accuracy of all regular bills incurred by the Club and shall ensure that all such bills are paid in a timely and proper manner and shall keep an accurate record of all such bills and payments;

the Treasurer shall keep a complete and accurate statement of all receipts and disbursements of the Club;

the Treasurer shall complete all necessary filings of required forms and information with the office of the Georgia Secretary of State, the Internal Revenue Service, the Georgia Department of Revenue and any and all other government or regulatory bodies in a timely and proper manner;

the Treasurer shall ensure all accounting and tax reporting duties are performed as required by law or as directed by the Board;

the Treasurer shall present a report at the regular monthly meeting of the Board regarding the present finances of the Club and shall also furnish current accurate financial statements of the Club at such regular meetings;

the Treasurer shall make recommendations to the Board regarding loan and investment opportunities, based on the Club's cash requirements and current available interest rates;

the Treasurer shall assist the Membership Chair and/or the Membership Committee, as required, with procedures for the timely and accurate invoicing, collection and deposit of all initiation fees and membership dues;

the Treasurer shall work directly with and/or assist any third party and/or individual contracted by the Board to provide accounting/financial services to the Club. These duties and reporting requirements shall include, but not be limited to, the filing of tax returns as well as matters of employee payroll and withholding;

the Treasurer shall provide any and all documentation as required to complete a periodic third-party review and/or audit. The results shall be presented to the Board and at the next called or annual membership meeting;

the Board may pay the Treasurer a fee for such services, as agreed upon by majority vote of the Board, and may, in its discretion, require the Treasurer to be bonded, at the expense of the Club.

Secretary – The Secretary shall attend the meetings of the Club and/or the Board and shall accurately record the minutes of all such meetings in a permanent format. The Secretary shall assist the President, as required, in preparing the notices and agenda of all meetings. The Secretary shall also serve as the Club historian and shall maintain originals and/or copies of all of the Club historical records, documents, receipts, invoices, photographs and all other items of historical significance. At the end of his or her term the Secretary shall transfer all of the Club's minutes, records, documents and historical items to his or her successor.

## **Section 9 – Authority of Board Members and Officers, Limited Liability and Dispute Resolution**

**A. Authority.** Except as provided in these bylaws, no Board member, officer of the Club or Club member shall be permitted to execute any documents, enter into any contract or otherwise legally obligate or bind the Club to any obligation, duty, responsibility or commitment of any kind without the prior approval of the Board.

**B. Limited Liability.** No officer or director of the club shall be personally liable for monetary damages for breach of his or her duty of care or any other duty, except that his or her liability shall not be eliminated or limited for any appropriation, in violation of his or her duties of any business opportunity of the Club; for acts or omissions which involve intentional misconduct or a knowing violation of law; or for any transaction from which the officer or director received an improper personal benefit. Otherwise the officers will be indemnified to the full extent of Georgia law as partially set out in O.C.G.A § 14-2-851 et seq.

**C. Indemnity.** Any person made a party to any action, suit or proceeding by reason of the fact that he, his testator or intestate representative is or was a director, officer or employee of the Club, shall be indemnified by the Club against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit, or proceedings, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding or in connection with any appeal therein that such Officer, Director or employee is liable for gross negligence or intentional misconduct in the performance of his or her duties.

**D. Dispute.** It is the Officer's and Director's intention to avoid the cost of litigation involving any dispute, controversy, or claim arising out of or in connection with, or relating to the Club. To that end, upon the request of any member involved, all parties agree to first attempt in good-faith to settle any disputes. Should the parties be unable to resolve the disputes among themselves then the parties agree to attempt in good-faith to settle any disputes arising under or relating to this agreement through mediation, with a mediator of the Director's own selection. Finally, if the parties are unable to resolve the dispute through good-faith negotiations and through mediation, the parties agree to binding arbitration, pursuant to the commercial arbitration rules then in effect of either Henning Mediation & Arbitration Services, Inc. or Miles Mediation (or under any other form of arbitration mutually acceptable to the majority of the parties so involved as provided by O.C.G.A § 9-9-1 et seq.) with an arbitrator of the Director's own selection. Any award rendered shall be final and conclusive upon the parties and a judgement thereon may be entered in the Superior Court of DeKalb County, Georgia. The expenses of the arbitration shall be borne equally by the parties to the arbitration, provided that each party shall pay for and bear the cost of such party's own experts, evidence and attorney's fees, except that in the discretion of the arbitrator, any award may include the cost of a party's attorney and/or other expenses of the arbitration dispute if the arbitrator expressly determines that the



party against whom such award is entered has caused the dispute, controversy, or claim to be submitted to arbitration as a dilatory tactic or such party's claim or defense is without a significant basis in law or fact.

### **Section 10 – Spending Authority of the Executive Board**

The Executive Board shall have authority to approve and make expenditures on behalf of the Club in amounts not to exceed \$500 without prior consent of the entire Board of Directors, provided that three-fourths (3/4) of the Executive Board approve of such expenditures. The Executive Board must inform the Board about any such expenditures as soon as practicable and the Board must later ratify and approve such expenditures as reasonable and necessary.

### **Section 11 – Resignation and/or Removal of Officer or Board Member**

Any officer or Board member may resign his/her position by providing at least a thirty (30) day notice to the Board.

An officer and/or Board member may be removed from office for cause by a three-fourths (3/4) vote of the entire Board. Reasons to remove an officer or Board member for cause shall include, but not be limited to, the following offenses – failing to abide by the bylaws of the Club; failure to perform the duties required of an officer or Board member; acting in disregard of the interests of the Club; the Board or the Club members or other acts or failures to act as determined by the Board. The Board shall clearly state the reasons for removal in the official minutes of the Club.

Upon resignation or removal of an officer or Board member, the Board may vote to fill the vacancy with a qualified Club member in good standing willing to serve, in accordance with the election of Board members procedures set forth in Article 5.

### **Section 12 – Hiring of Employees and/or Independent Contactors**

The Board shall have the authority to contract for hire with individuals and/or entities, either as employees or independent contractors, for the performance of specific activities required for the operations or business of the Club.

The Board shall direct the specific terms and conditions of any such hiring, including the type and scope of the work to be performed by the employee or contractor, the timing of any such work and the salary or fees to be paid for such work.

## **Article 6 Meetings**

### **Section 1 – Regular Meetings of the Board**

The Board shall hold regular meetings at least monthly to conduct the regular business of the Club. The President shall notify all of the other Board members of the specific date and time of the regular monthly meeting and shall set forth the agenda prior to the regular meeting.

At each regular monthly meeting of the Board, the President shall present the agenda and further the discussion of any issues of importance and regular business that shall come before the Board.

### **Section 2 – Special Meetings of the Board**

The Executive Board may, in its discretion, call for special meetings of the Board and/or the Club members at a time and place determined by the Board. Any Board member may communicate a request to the Executive Board that the Executive Board call a special meeting of the Board and/or Club members. The Executive Board may either approve the request and call a special meeting or decline such request or take other action, as deemed appropriate under the circumstances by the Executive Board.

### **Section 3 – Annual Meeting of the Membership**

There shall be an annual meeting of the membership in September at which time the Board shall report to the membership on the overall state of the Club, the activities of the Board and any other items of interest and for any other purposes as determined by the Board.

### **Section 4 – Place of Meetings**

All meetings shall take place at the Club's physical address, unless another site is agreed upon by the Board prior to the meeting.

### **Section 5 – Requirement of a Quorum**

No business shall be voted upon at any regular or special meeting of the Board unless a quorum is present. Unless otherwise provided for in these bylaws, a quorum shall consist of a simple majority of the total number of current Board members.

## **Section 6 – Notice of Meetings**

Notice of regular and/or special meetings of the Board and of the annual membership meeting shall be provided to all Board members and/or Club members in advance of such meetings, in a manner to be determined by the Board.

## **Section 7 – Conduct of Meetings**

All meetings shall be conducted under the guidelines of Robert's Rules of Order.

## **Section 8 – Voting Procedures at Meetings**

Unless otherwise provided for in the bylaws, the passage of any item of business that comes before the Board requires a simple majority vote in the affirmative. Items which are approved shall take effect immediately after the recording of such vote, unless the bylaws or the Board has specifically provided for an alternative effective date.

At all regular and special meetings, each officer and each Board member shall have one vote. Voting by agent shall not be permitted. However, any Board member who is unable to attend any regular or special meeting shall be entitled to cast a vote prior to the meeting in writing and delivered to the Secretary who shall record the member's vote in the minutes of the meeting.

All votes on items of business at regular and/or special meetings of the Board shall be made either by voice vote (yea or nay) or by a show of hands or may be by written secret ballot, if requested by any single Board member present at the meeting. The Board may also vote on items of business by e-mail, conference call or any other means or methods agreed to by the Board.

## **Section 9 – Minutes of the Meeting**

The Secretary shall record the official minutes of every regular and/or special meeting of the Board and the annual membership meeting, including vote totals, and shall preserve such minutes in a permanent format, which may be electronic. The minutes shall be approved by the Board at the next regular monthly meeting. Following approval, minutes shall be made available to the membership for review, upon request made to the Secretary.

## **Section 10 – Open Meetings**

All meetings of the Board shall be open to all Club members in good standing, who shall be permitted to attend and observe the meeting, but shall not be allowed to vote. The Board may, in its discretion, allow Club members in attendance at meetings to address the Board or otherwise participate or

comment at the meeting. The Board reserves the right to enter into closed session for private discussions and deliberations, as required, at the discretion of the Board.

**Article 7**  
**Bylaws Interpretation & Amendments**

The Board shall have the sole authority to interpret these bylaws.

The bylaws, or any section or sub-section thereof, may be repealed or amended, as necessary, by a three-fourths (3/4) vote of the entire Board.