

DRESDEN EAST CIVIC ASSOCIATION (DECA)
Founded May 1997

BY-LAWS - October 18, 1997
(Revised October 17, 2008)

ARTICLE I - OBJECTIVES

The objectives of DECA shall be:

- A. To ensure that the area is preserved principally for quality residential use and to oppose the intrusion of elements that adversely affect the quality of our neighborhoods in terms of appearance, safety, property value, and overall atmosphere.
- B. To maintain liaison with governing bodies so as to influence decision-making and remain alert to courses of action of inherent interest to the community, such as zoning and code enforcement.
- C. To act as a communication vehicle to keep the citizens informed of community problems or opportunities and to build a sense of community.

ARTICLE II - AREA

For the purpose of this Association the area shall include divisions based on subdivisions within the area. For purposes of organizing, the original five subdivisions shall be that geographical area bounded by "Appling Heights" (Dresden Drive from Shallowford Road to Appling Way, Marlin Drive, Marlin Circle, Meadowood Lane, Appling Drive, Circle, and Way), Dresden Square, Frontier Woods (including Shallowford Apartments), La Venture Forest, and Marlin Acres. Other interested subdivisions within the boundaries of Buford Highway, the City Limits of Chamblee, Ga, Chamblee-Tucker Road, I-85 Access Road South from Shallowford to Plaster Road may petition the DECA Board of Directors to become a division of the Association. Upon DECA Board of Directors approval, the subdivision shall be included in DECA and given all rights afforded other subdivisions of DECA.

(MAP OF AREA TO BE ATTACHED TO BY-LAWS)

ARTICLE III - MEMBERSHIP

Section 1: Membership Categories

Membership categories are:

- A. **Standard Member:** Any adult resident or property owner in DECA neighborhoods who is current in payment of the annual dues as set by the DECA Board of Directors.

B. Honorary Member: An individual (resident or non-resident), organization, and/or business selected by the Board of Directors to be given an honorary membership.

Section 2: Obligations

- A. A member shall pay the annual dues of the Association as stated in item B below. Upon a recommendation from the Board of Directors, dues may be changed by a vote of the membership at the October meeting to take effect in the following January. Membership dues shall be set for Standard and Honorary memberships. The membership period shall correspond to the calendar year. Dues may be prorated per six months.
- B. The annual membership dues are as follows:
 - Standard Member \$20.00
 - Honorary Member No Dues
- C. Members shall endeavor to support DECA by participating in DECA meetings and activities it Sponsors.
- D. Members shall have prior approval of the Board of Directors before acting as a representative of or For the Association.

Section 3: Privileges

- A. All categories of memberships of the DECA association shall be eligible to:
 1. attend all general membership meetings;
 2. participate in all the activities and benefit from any of the special programs of DECA;
 3. attend DECA Board of Directors and/or committee meetings as a non-voting observer;
 4. have reasonable access to review the records and financial statements of DECA; and
 5. receive the DECA newsletter.
- B. Standard members shall be eligible to:
 1. vote; and
 2. hold office in DECA.

ARTICLE IV - OFFICERS AND DUTIES

Section 1: Officers

The officers of the association shall be President, Vice President, Secretary, and Treasurer.

- A. The President, with the assistance of the Board of Directors and membership, shall;
 - 1. direct and coordinate the program and activities of DECA;
 - 2. preside at all general membership meetings and Board meetings;
 - 3. call special meetings when necessary, or when requested in writing to do so by two members of the Board;
 - 4. appoint standing committee chairpersons with the approval of the Board and special committees.
 - 5. with the assistance of the Secretary and Treasurer, be responsible for preserving the archival records of DECA
 - 6. see that DECA adheres to the By-Laws of the association;
 - 7. represent DECA as principal spokesperson;
 - 8. sign all official documents, contracts, or correspondence necessary to carry out the business of the association, co-sign, with the Treasurer, all DECA checks;
 - 9. be responsible for coordinating any communication, public relations or informational committees; and
 - 10. perform such other duties as deemed necessary by the Board of Directors.
 - 11. with the Treasurer, monitor the Boards expenditure of funds.

- B. The Vice President shall:
 - 1. be the coordinator and liaison to the Subdivision Representatives;
 - 2. see that the Subdivision Representatives receive annual training as to their duties;
 - 3. with the President, guide the Subdivision Representatives as to action necessitated between Board meetings;
 - 4. serve as a member of the Board of Directors;

 - 5. in the absence of the President, preside at general membership meetings and Board meetings;
 - 6. be responsible for coordinating membership committees or activities, including recruiting new members and renewing active members;
 - 7. with the Treasurer, be responsible for coordinating any fund-raising committees or socially-oriented ad hoc committees; and

E. The Secretary shall:

1. record and preserve the minutes of all regular and special meetings of the Board of Directors and the association;
2. see that copies of the minutes are received by all members of the Board of Directors;
3. maintain and preserve the By-Laws of the association;
4. assist in correspondence of the association as directed; and
5. assist in other acts as are usually performed by a secretary;

F. The Treasurer shall:

1. collect all funds and deposit said funds in a federally insured banking institution;
2. maintain and preserve the financial records for DECA;
3. disburse all funds according to an annual budget approved by the Board of Directors;
4. with the President, sign all DECA checks;
5. submit a financial statement at Board meetings and the quarterly membership meetings;
6. with the Secretary, be responsible for the accurate maintenance of membership records; and
7. insure that filing and payment requirements of all local, state, and federal taxing authorities are adhered to on a timely basis.

ARTICLE V - BOARD OF DIRECTORS

Section 1: Board of Directors

The DECA Board of Directors shall be composed of the officers of DECA, the immediate past-president, and the subdivision representatives.

Section 2: Administrative Body

The Board of Directors shall be the administrative body of the association and is authorized to transact business, establish policy, approve the annual budget, and supervise all activities of the association. Fifty percent of the membership of the Board of Directors shall constitute a quorum.

Section 3: Subdivision Representatives shall:

1. promote membership in DECA, distribute and collect membership applications,
2. with the assistance of the Vice President, be responsible for implementing Board of Directors positions related to all activities within the subdivisions geographic jurisdiction,
3. with approval of the Board of Directors, represent DECA's official position on any project or issue concerning the subdivision;
4. act as liaison between the Board of Directors and DECA membership within the Subdivision;
5. be responsible for the dissemination of information from the Board of Directors to the Subdivision residents through Street captains, telephone trees, and other means of communication;
6. be responsible for calling meetings of Subdivision neighbors, acting as coordinator and information gatherer in such meetings in order to determine the neighbors position on a project or issue within the subdivision;
7. maintain the subdivisions records and turn same over to the Vice President at the close of term, and
8. utilize committee or task groups, if appropriate, to complete their responsibilities.

Section 4: Obligations

Each member of the Board of Directors shall:

1. attend Board meetings in order to conduct the business of the association.
2. serve on committees or task groups when appointed.
3. contribute knowledge, expertise, and time as appropriate.
4. abstain from voting in case of a conflict of interest as determined by the Board of Directors.
5. exercise fiduciary responsibility.

6. knowledgeable and conscientiously uphold the objectives of the association.

Section 5: Removal

- 1. Removal from the Board of Directors shall be automatic when a member is absent for three consecutive Board meetings without notice or absent from one more than half of the regular Board meetings during a calendar year.
- 2. Removal from the Board of Directors shall be with Board approval if a member violates DECA policies or objectives.
- 3. Written notice of the reason for removal shall be provided by the President.

ARTICLE VI -COMMITTEES

Section 1: Standing Committees

- A. Membership - Responsible to the Board of Directors and the Vice President and in charge of the recruitment of new members to DECA.
- B. Budget - Responsible to the Board of Directors and the Treasurer and in charge of the preparation and review of the annual budget.
- C. Nominating - Responsible to the President, although the President shall not be a member of this committee. In charge of the annual nomination process. The Committee shall consist of three to five members appointed by the President and shall automatically dissolve at the end of the annual elections. (See Article IX, Section 1 B.)
- D. Public Relations - Responsible to the Vice President and in charge of the development of the plans by which DECA promotes its objectives, positions, and accomplishments to the general public.
- E. Community Land Use, Planning and Zoning - Responsible to the President and in charge of coordinating DECA's resources to assist the Board of Directors membership in developing an informed position and appropriate decision-making.

Section 2: Special Committee or Task Forces

- A. The Board of Directors, by a majority vote, may form special committees or task forces, should the need arise to accomplish specific goals.
- B. Special committees shall automatically be inactivated at the end of the calendar year unless reappointed by the Board of Directors.

ARTICLE VII - MEETINGS

Section 1: General Membership

- A. There shall be one general membership meeting per calendar quarter.
 - 1. The Association shall meet on the third week of each quarter of the calendar year, at such time and place as the Board of Directors may determine, subject to reasonable

notice. All such meetings shall be open to the public. The Board of Directors meeting shall meet monthly at such time, place and date it deems appropriate. A tentative schedule of such meetings shall be announced at the first monthly meeting of DECA each year.

2. If it deems it to be necessary or appropriate, the Executive Committee may call a special meeting of the Association or of the Board of Directors, and, in such case, shall use reasonable efforts to notify neighborhood residents of such meeting, consistent with its practices and with the reason for and time period until the meeting.

B. Additional meetings may be called by the Board of Directors.

Section 2: Board Meetings

- A. The Board of Directors shall meet monthly unless a meeting is deemed unnecessary by the President.
- B. A special meeting may be called by the President when necessary or when requested in writing by two members of the Board of Directors.
- C. A regular meeting schedule shall be set annually by the Board of Directors and disseminated to the general membership. Notice of Board meetings shall be made to Board members at least seven days prior to the convening of meetings.

ARTICLE VIII - VOTING

- A. Voting at Board meetings and general membership meetings shall be by vote of the majority of those members present at the meeting when the vote is taken.
- B. Voting shall be by voice vote. Contested positions can be voted on by ballot. There shall be no vote by proxy.

ARTICLE IX - ELECTIONS AND TERMS OF OFFICE

Section 1: Nominating and Election Process

- A. Election of officers and others shall take place in January by a majority of the members present at the general meeting of the association.
- B. The Nominating Committee shall:
 1. begin the nominating process in October before the date of the annual meeting by written notice to the membership and a deadline for members to recommend candidates for office will be two weeks prior to the meeting.
 2. inform each nominee of the duties of the office for which he or she is nominated,
 3. insure that each nominee has a copy of the DECA By-Laws,
 4. publish a formal slate of candidates at least ten days before the annual meeting.

Additional nominations may be made from the floor at the annual meeting.

- C. A special organizational meeting will be held in October 1997 to nominate and elect officers for the 1998 term.

Section 2: Terms of Office

The offices and Board members are elected at the quarterly meeting of the general membership and shall continue in office for one (1) year or until their successors are named and qualified.

Section 3: Vacancy

In case of a vacancy of an officer (except President), the Board of Directors may fill the position by a three-fourths majority vote of those members present at the official Board meeting, a quorum being present.

ARTICLE X - FISCAL YEAR

The association shall operate on a fiscal year corresponding to the calendar year.

ARTICLE XI - PRESERVATION OF DECA RECORDS

The archival records of DECA shall be donated to the Department of Special Collections, Emory University. It shall be the duty of the President, the Secretary, and the Treasurer to preserve all records generated during their terms of office and to pass on such materials to their successors. After the last annual meeting, these officers shall be responsible for the collection and delivery to Special Collections Dept. Emory University.

Contact: Special Collections - Emory University, 404-727-6887

ARTICLE XII - PARLIAMENTARY AUTHORITY

- A.- Robert’s Rules of Order Newly Revised shall be the authority of parliamentary questions not covered by these By-Laws or inconsistent with them.
- B. All meetings of DECA shall be conducted according to these rules.

ARTICLE XIII - CHANGES IN BY-LAWS

By-laws can be adopted, amended, or repealed by a majority vote of the members present at a general meeting of the association for which written notice of the proposed changes and of the meeting has been sent out to the membership ten days in advance.

ARTICLE XIV – AMENDMENTS

Any proposed amendment to these Bylaws shall be presented to the Board of Directors for inclusion on the agenda at the next meeting of the Association at which time such amendment can be discussed. At the meeting of the Association subsequent to that, the Amendment will be put forward for a vote. The proposed amendment shall be published in the newsletter distributed prior to the meeting at which the vote shall be taken. A two-thirds vote of the members of the Association present at any meeting as described in this Article shall be required for an Amendment to become effective.

ARTICLE XV - INDEMNIFICATION

The Association shall indemnify and hold harmless any past or present officer, member of the Board of Directors, or member of any Committee of the Association against any and all claims against such person a) brought solely based upon such person's position in the Association; or b) arising by reason of any act or omission of such person while such person was acting in good faith in accordance with such persons duties or responsibilities as a member of the Association. Such indemnification shall include any reasonable cost of litigation or other cost incurred in defending said claim.

ARTICLE XVI - EFFECTIVE DATE

These Bylaws shall become effective immediately upon a two-thirds vote of those eligible to vote as described herein.