

**UNDERWOOD HILLS NEIGHBORHOOD ASSOCIATION
BY-LAWS**

Article I – Description

Section 1. The name of the association shall be the Underwood Hills Neighborhood Association (the “Association”)

Section 2. The Underwood Hills neighborhood is defined as that geographical area bounded to the south and west by Chattahoochee Avenue and the CSX Railyard to the west of Old Chattahoochee Avenue; to the north by the Hills Avenue Industrial Park (bordered along its northeastern edge by the Defoor Place residential development) and bounded further eastward on the north by sections of Bohler Road and Collier Road to the I-75 overpass; then I-75 on the northeast and Howell Mill Road on the east as it runs southward to meet Chattahoochee Avenue (“Underwood Hills”).

Article II - Purpose

Section 1. The overall purpose of the Association shall be the preservation and improvement of the quality of life of Underwood Hills.

Section 2. Additional purposes of the Association are:

- (A.) The establishment of a neighborhood organization to handle any neighborhood developmental issues (e.g., zoning issues) which might arise.
- (B.) The establishment of a neighborhood organization which can aid in mobilizing residents to resolve specific neighborhood problems.
- (C.) The provisions of an opportunity for developing a sense of community by coming to better know the residents of the neighborhood.

Article III - Membership and Dues

Section 1. Any person eighteen years of age or over who maintains full time residence or owns property in Underwood Hills is eligible for membership. No resident or property owner shall be denied membership for failure to pay dues. Membership information on dues paying members shall be completed and maintained by the Secretary of the Association.

Section 2. Association dues shall be an amount approved by 2/3 vote of the members present at a general meeting for which notice has been given as provided under Article IV, Section 5 hereof.

Article IV – Meetings

Section 1. The Association shall have at least four (4) general meetings a year.

Section 2. Meetings may be called by the Steering Committee or by petition of ten (10) percent of the members of the Association.

Section 3. Each member of the Association shall be entitled to one vote at any general meeting.

Section 4. A quorum shall be required for the transaction of business at any meeting. A quorum shall be defined as ten (10) percent of the members eligible to vote.

Section 5. Notice of all general meetings shall be given by publishing and distributing written notice to all households in the neighborhood.

Article V – Executive Committee

Section 1. There shall be an Executive Committee consisting of the President, Vice-President, Secretary and Treasurer of the Association (the “Officers”), who shall be elected annually, shall serve for one (1) year, and may succeed themselves if elected. Election of Officers will be held at the last meeting of the year.

(A.) The duties of the President shall be to preside over meetings of the Steering Committee and general meetings of the Association.

(B.) The duties of the Vice-President shall be to fulfill the obligations of the President, should the President be unable to perform the duties.

(C.) The duties of the Secretary shall be to maintain the minutes, records and correspondence of the Association.

(D.) The duties of the Treasurer shall be to keep the books and accounts of the Association, collect dues, and disburse funds in accordance with the directions of the Steering Committee.

Section 2. The removal of an Officer shall require a proper motion from the floor at a regularly scheduled meeting; this motion will require inclusion in the agenda for the next publicized meeting, and a vote, at that next meeting, of not less than two-thirds majority present for removal.

Section 3. Officers are not entitled to compensation for services rendered in fulfilling their duties, but, by resolution of the Steering Committee, can get reimbursement for expenses.

Article VI – Steering Committee

Section 1. There shall be a steering committee consisting of the four (4) Officers, plus up to eight (8) additional sub-committee chairs and/or at-large members of the Association (together with the Officers, the “Steering Committee”) whose responsibilities will be approved by the Association annually to serve terms of one (1) year, and who may succeed themselves if so elected.

Section 2. The duties of the Steering Committee shall be as follows:

(A.) To call general meetings.

(B.) To conduct the business and advance the purposes of the Association.

(C.) To authorize the expenditure of such funds as is necessary to conduct the business and advance the purposes of the Association.

(D.) To appoint representatives to such area, regional, or other organizations as is deemed appropriate to represent the neighborhood.

(E.) To form such Committees and Sub-Committees and delegate to them such power as is deemed appropriate to conduct the business and advance the purposes of the Association.

(F.) To fill vacancies on the Steering Committee by interim appointments which shall be valid for the unexpired term of the office or position.

(G.) To set such rules as appropriate for the conduct of the duties of the Steering Committee.

Section 3. The Steering Committee shall conduct its business by majority vote except as its rules otherwise require.

Section 4. Any members of the Steering Committee may be dropped from membership after missing three (3) consecutive meetings.

Article VII - General Qualifications for Steering Committee Members

Section 1. All members of the Steering Committee shall be dues-paying members of the Association at the time of their election.

Section 2. All members of the Steering Committee shall serve only so long as they maintain residence in Underwood Hills.

Article VIII - Limitation on Powers

Section 1. Anything contrary contained herein, notwithstanding, the Steering Committee members shall have no power to effect permanent changes to the common areas of the neighborhood including parks and streets, nor to recommend such changes to anybody other than the Association. Changes to the common areas, or recommendations for changes to common areas, may be made after approval of two-thirds (2/3) of the members present and voting in a general meeting of the Association, the announcement of which shall include the change to be effected or recommended.

Section 2. No loans of Association funds shall be made without approval by three-quarters (3/4) of the Executive Committee. No mortgage, deed to secure debt, deed, note or other legal document or contract whatsoever may be executed on behalf of the Association without the authorization of three-quarters (3/4) of the Executive Committee. All contracts must include at least two (2) signatures by Officers.

Section 3. No member of the Association shall be entitled to any portion of the earnings of the Association. Any net earnings shall not inure to the benefit of any private person and shall be held and used only for the purposes specified in Article II; but nothing contained herein shall be construed as preventing the Association from paying or reimbursing any member or non-member for services rendered and/or costs incurred, as permitted herein.

Article IX - Amendments

These By-Laws may be amended by two-thirds (2/3) votes of the members present at a general meeting after proper prior notification of the proposed amendments.

Article X - Effective Date

These By-Laws shall become effective upon ratification by two-thirds (2/3) of all persons attending a general meeting called for this purpose, the prior notice of which meeting shall be distributed to all households.