

**BY-LAWS**  
**OF**  
**THE SILVER LAKE CIVIC ASSOCIATION**  
(Established 1978)

**ARTICLE I.**     Name. The name of this organization shall be The Silver Lake Civic Association.

**ARTICLE II.**     Purpose.

The objectives of this organization shall be ( 1 ) the preservation of Silver Lake and its dam (any reference to "Silver Lake" shall also include "Little Silver Lake" and any reference to "dam" shall also include the dam attached to "Little Silver Lake"), that by means of a structurally sound dam, the safety of all persons be assured, the normal lake level be maintained, and the ecological balance be sustained; (2) the preservation of land owned by this organization surrounding Silver Lake; and (3) to ensure that any development in the area (the "Silver Lake Community") be ecologically sound and consistent with the environmental and aesthetic plan of the Silver Lake area or (4) any other lawful purpose.

The stated objectives of the Association may be amended from time to time to include other matters of concern to residents of the Silver Lake Community.

**ARTICLE III**     Members.

a. Members shall be all persons, collectively, 18 years or older (i) residing in a household located in the Silver Lake Community, which shall be construed to mean those geographical areas now known, or previously known, as Oglethorpe Estates, Brittany, Hampton Hall and Cambridge Park, and (ii) such household has paid the current dues of The Silver Lake Civic Association.

b. Members shall be entitled to vote in the Association. Each household in which at least one Member resides is entitled to one vote in the Association.

**ARTICLE IV. Officers.**

Section 1. Number. There shall be a President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer.

Section 2. Duties.

a. President. The President shall be the chief executive officer of the Association. The President shall preside, when present, at the meetings of the Association and of the Board of Directors and shall perform such other duties as his office may require or as may be prescribed from time to time by the membership or the Board of Directors. The President shall be governed by the members and shall not vote except to cast the deciding vote in case of equal division among the members.

b. Vice-President. The Vice-President shall be the assistant to the President. In the absence of the President or in the event of his or her death, refusal or inability to act, the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions of the President. The Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

c. Recording Secretary. The Recording Secretary shall keep the minutes of the meetings of the Association and of the Board of Directors and shall be custodian of the records of the Association, including the Charter and By-Laws. The Recording Secretary shall perform all of the duties incident to his or her office and such other duties as may from time to time be assigned to him by the President or by the Board of Directors.

a. Corresponding Secretary. The Corresponding Secretary shall carry on the correspondence of the Association, notify the members of the Board of Directors of Board meetings and perform such other duties as may be assigned to him from time to time by the President or by the Board of Directors.

b. Treasurer. The Treasurer shall have charge and custody of and responsibility for all funds of the Association. The Treasurer shall receive and give receipts for monies due and payable to the Association from any source whatsoever and shall maintain, in the name of the Association, an account in a bank or trust company whose funds are insured by an agency of the United States government or in a money market fund maintained by a large and financially sound financial institution selected by the Treasurer with the exercise of reasonable business prudence. The Treasurer shall make necessary disbursements and expenditures and perform all other such duties incident to the office of Treasurer as may from time to time be assigned to him or her by the President or by the Board of Directors. The expenditure of any funds in excess of \$1,000 shall require the signature of the President and the Treasurer. The Treasurer shall present a financial report to the general membership annually at the general meeting. The annual report by the Treasurer shall disclose in writing the amounts of funds and any other assets held on behalf of the Silver Lake Civic Association, a report of liabilities owed by the Association and a report of the revenues and expenditures for the most recent fiscal year ended. All books and records of the The Silver Lake Civic Association shall be available for inspection to all Members upon their written request.

Section 3.     Election and Term of Office. The Officers of the Association shall be elected by the membership each February or as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and qualified or until death, resignation or removal.

Section 4.     Removal. Any officer elected by the membership may be removed upon vote of at least 75% of the Board of Directors voting in favor of such removal when, in their judgment, the Association would best be served thereby.

The removal shall be effective upon delivery by United States mail service of a written notice setting forth the reasons for the decision to the removal.

Section 5.     Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or other reason may be filled by the Board of Directors for the unexpired portion of the term.

**ARTICLE V.**     Board of Directors.

Section 1.     General Powers. The Directors shall have charge of the general direction of the affairs of the Association and shall be empowered to transact the business of the Association. The Board of Directors shall have all powers accorded to it by the By-Laws of the Association and by the Articles of Incorporation and the Statutes of the State of Georgia. In the event of a conflict between the By-Laws, the Articles of Incorporation, or the laws of the State of Georgia or the laws of the United States, the scope of the Board's powers shall be limited to the most restrictive provisions.

Regarding the sale of real property owned by the Association, or the grant of any interest in such real property, the Directors shall meet and consider such proposal and shall prepare a full written report as to the reasons for and against such sale or the grant of any interest in such real property. After such report has been considered by the Directors, a majority vote of all of the voting Directors in favor of such sale or the grant of any interest in such real property will be required to approve the transaction. If the Directors approve the sale, the proposal shall be presented to the Members. The transaction shall be approved if a majority of the votes actually cast by written proxy or in person by Members attending a meeting called for such purpose vote in favor of the transaction, provided however, in order for the approval to be effective, at least 30% of the Members must actually cast votes.

Section 2.     Composition. The Board of Directors shall be composed of:

- a. Each of the elected officers of the Association.

- b. Each Chairman of a Standing Committee of the Association, appointed by the elected officers.
- c. A Parliamentarian, appointed by the elected officers.
- d. A representative of Oglethorpe University, designated by said institution.
- e. A representative of the Brittany Club, Inc., designated by said corporation.
- f. A representative of each of the neighborhoods in the immediate vicinity of Silver Lake, to include those neighborhoods known as Brittany, Cambridge Park, Hampton Hall, and Oglethorpe Estates, said representative being designated by each neighborhood's civic association or, in the absence of such association, by a consensus of the residents of the neighborhood.

Section 3.      Quorum. A quorum shall consist of at least seven of the Directors fixed by these By-Laws for the transaction of business at any meeting of the Board of Directors. If less than seven Directors are present at a meeting, the meeting shall be adjourned until further notice.

Section 4.      Manner of Acting. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 5.      Tenure. Each Director shall hold office for a period of one year and may succeed themselves if otherwise properly qualified to serve as a Director.

Section 6.      Vacancies. Exclusive of the elected officers, any vacancy occurring in the Board of Directors may be filled by the elected officers, the neighborhood, the institution or the corporation responsible for placing said Director on the Board, in accordance with the initial appointment of the vacating Director and these By-Laws.

Section 7. Regular Meetings. The Board of Directors may provide, by resolution, the time and place for the holding of regular meetings without further notice than such resolution.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by, or at the request of, the President or any two other Directors, due notice of which special meeting shall be given to all other Directors.

Section 9. Duties of Chairman. The President shall preside at the meetings of the Directors and shall be governed by the Board. In the absence of the Recording Secretary at any meeting of the Board, he shall appoint another Director as acting Recording Secretary for that meeting.

Section 10. Duties of Parliamentarian. The Parliamentarian shall enforce due observance of Parliamentary procedure, according to Robert's Rules of Order (latest revision) at general and special meetings of the Association and of the Board of Directors.

Section 11. Qualification. Each member of the Board of Directors shall be a Member of the Association in good standing. This requirement does not apply to the Director appointed by Oglethorpe University and the Director designated by Brittany Club, Inc.

**ARTICLE VI. Standing Committees.**

Section 1. Names of Committees. The standing committees of the Association shall consist of the Membership Committee, Finance Committee, Lake and Environmental Committee, Engineering Committee and Legal Committee.

Section 2. Duties and Functions of Committees.

a. The Membership Committee shall be responsible for contacting residents of the Silver Lake Community to familiarize them with the aims and purposes of the Association and secure, if possible, these residents as Members of the Association. The Membership Committee shall also be responsible for notifying the Members and

representatives of Oglethorpe University and Brittany Club, Inc. of any general meeting of the Association and shall perform other such functions of internal communication as the officers may from time to time require. The Membership Committee shall have charge of physical arrangements for the holding of meetings of the Association, to include the obtaining of a suitable meeting place and any special equipment or amenities needed.

b. The Finance Committee shall have charge of procuring any funds needed to finance the attainment of the objectives of the Association, exclusive of dues.

c. The Lake and Environmental Committee shall function for the protection of flora and fauna in and around Silver Lake and the maintenance of a high quality of water and healthy environment for life in Silver Lake, seeking the support of environmental organizations and agencies, and shall address itself to the maintenance of a healthful environment for humans.

a. The Engineering Committee may investigate engineering and technical aspects of the attainment of the Association's stated objectives and, at the instruction of the Board of Directors, seek professional engineering advice.

b. The Legal Committee may investigate the legal aspects of the attainment of the Association's stated objectives and, at the instruction of the Board of Directors, seek legal opinion or counsel on behalf of the Association. At the direction of the President, the Legal Committee shall draft, among other documents, amendments to the Charter and By-Laws of the Association. The Legal Committee, along with the Membership Committee, shall, on behalf of the Association, maintain liaison with elected and appointed governmental officials and bodies, to encourage their cooperation and assistance in attaining the stated objectives of the Association.

Section 3. Additional Committees. If deemed appropriate by the Board of Directors or by the membership as a whole, additional standing committees may be established from time to time or established standing committees abolished, in like manner, provided however, any such action by the Board of directors shall require a 2/3 majority vote by the Directors.

**ARTICLE VII.** Meetings. General or special meetings of the Association may be held at the discretion of the elected officers, upon due notification (at least fourteen (14) days prior to the meeting) of the members. The President shall call a Special Meeting of the Association upon (i) written petition by ten (10) percent of the Members, or (ii) upon the written request by four or more Directors.

**ARTICLE VIII.** Agenda. The order of business of regular meetings of the Association shall be as follows: (1) minutes of the previous meeting; (2) Treasurer's report; (3) old business; (4) committee reports; and (5) new business.

**ARTICLE IX.** Dues, Assessments and Use of Funds.

Section 1. Dues of the Association shall be set by the Board of Directors and shall be payable on February 14 of each year; provided however, any increase in dues shall not exceed 100% of the previous years dues without the approval of the majority of the Members that actually vote either by written proxy or in person.

Section 2. Members whose dues remain delinquent more than one month beyond the due date shall not be members in good standing and shall not vote in the Association until the dues for the current year are paid.

Section 3. Dues may be changed by a two-thirds vote of the Board of Directors.

Section 4. Upon determination of the need for any extra assessment of the Members, such assessment shall require approval by a vote of two-thirds of the Members of the Association actually casting votes either by written proxy or in person at a regular or special meeting, provided however, in order for the approval to be effective, at least 30% of the Members must actually cast votes. Any extra assessment approved shall be due when indicated



or within 30 days of receipt of notice of the approved extra assessment. Non-payment of the approved extra assessment shall result solely in the Member being deemed not in good standing, and not entitled to vote on matters presented for voting by the Association, but shall not impose any personal liability or other obligation on the Member.

Section 5. Funds of the Association may be expended only toward the attainment of the stated objectives of the Association. No Association monies shall be used for salaries or personal expenses of any Officer or Director.

**ARTICLE X.** Dissolution. In the event of dissolution of the Association in any manner or for any cause, the Board of Directors shall dispose of any remaining assets of the Association by (1) either (a) a pro rata distribution of all liquid assets of the Association among the then Members in good standing, or (b) by disbursement of the funds for the betterment of the Silver Lake Community, whichever, in the judgment of the Board, would best serve the interests of the Association, and (2) the conveyance by donation of all non-liquid assets to such non-profit organization which donation has been approved by a majority of at least 30% of the Members voting in person or by proxy.

**ARTICLE XI.** Amendment. These By-Laws may be amended by a vote of fifty-one percent (51%) of the Members voting in person or by written proxy at a general or special meeting, provided however, any such amendment shall only be effective if at least 20% of the Members have voted.

Submitted for Adoption in February, 2000

LEGAL COMMITTEE