

# **BYLAWS of the RIVER BLUFF HOMEOWNERS ASSOCIATION**

## **ARTICLE ONE**

### **NAME and MISSION**

- 1.1 The River Bluff Homeowners Association (referred to as the “RBHOA”) is a voluntary, not-for-profit association of all homeowners and (non-owner) residents of the River Bluff subdivision in Sandy Springs, Georgia, which maintains the three entrances and one cul-de-sac island, provides neighborhood communication resources, and encourages community involvement.

## **ARTICLE TWO**

### **ORGANIZATION**

- 2.1 While the RBHOA is voluntary and not mandated, participation in the RBHOA by all homeowners and residents of the River Bluff subdivision is strongly encouraged.
- 2.2 As a voluntary association, the RBHOA has neither covenants, conditions, nor restrictions. However, homeowners and residents are required to abide by the laws and ordinances of the City of Sandy Springs ([www.sandyspringsga.gov/your-home](http://www.sandyspringsga.gov/your-home)) and the State of Georgia ([www.georgia.gov](http://www.georgia.gov)).
- 2.3 The RBHOA Community (referred to as the “Community”) is comprised of:
- a. Members – all River Bluff homeowners and residents (collectively referred to as the “Membership”)
  - b. Paid Members – Members who pay annual dues, as well as owners of neighboring properties who (upon invitation) choose to join in this endeavor and who must pay annual dues. Dues cover a calendar year period, and are requested each January 1<sup>st</sup>.
  - c. RBHOA Board – Paid Members who are elected by the Membership to govern the RBHOA
    - 1) Officers include the President, Vice-President (if elected), Treasurer, and Communications Director
    - 2) Other Directors who focus their efforts on specific functional areas, such as Community or Landscape; RBHOA may add additional Director(s) as needed
    - 3) Member(s)-at-Large
- 2.4 The above three categories of the RBHOA Community refer only to the status for the current calendar year. Effective at the start of each new calendar year, Paid Members must pay the current year’s dues to retain their status.
- 2.5 Each individual property within the Community is considered a unique entity (referred to as a “Household”). Each Household shall have one vote on matters coming before the RBHOA. Non-resident homeowners may designate their residents as the voting party. Although a dues payment from each River Bluff property owner is expected, the payment of dues shall not be required to vote.

- 2.6 The RBHOA maintains a digital presence via its website, [www.riverbluffhoa.org](http://www.riverbluffhoa.org) and Facebook Page, [www.facebook.com/groups/riverbluffhoa](https://www.facebook.com/groups/riverbluffhoa). The RBHOA Board may be contacted via email addresses provided on the website.

## **ARTICLE THREE**

### **PURPOSE**

- 3.1 The purpose of the RBHOA is to enable the Community to:
- a. maintain the common areas of the neighborhood,
  - b. provide means of written and electronic communications, and
  - c. establish a safe and social environment within the community.
- 3.2 The RBHOA may undertake future projects of interest and benefit to the Community, such as representing the common interests of the residents in matters external to the River Bluff Community.

## **ARTICLE FOUR**

### **RBHOA BOARD**

- 4.1 The Community shall elect Board members to fill all positions for a one-year term. The members of the Board shall consist of an odd number of no less than five Paid Members. Ideally, Board members would serve for multiple years, though not necessarily in any one position. This will allow for consistency and continuity over time. No term limits shall be placed on any Board member. However, current Board members desiring to serve another term shall stand for election annually.
- 4.2 The elected Board shall conduct the routine business of the RBHOA on behalf of the Community. All Board members are entitled to one vote on all matters coming before the Board (unless a Board member has a conflict of interest requiring them to abstain from voting), and a simple majority of those voting is required for approval. However, during a Community Meeting, any matters properly voted upon which redirect the Board shall be binding upon the Board.
- 4.3 At a minimum, the Board shall be comprised of a President, Treasurer, Communications Director, and two other members. Positions such as Vice-President, Community Director, Landscape Director, and Member-at-Large should be considered. The Board may approve the addition of committee members with specific skills sets (such as a parliamentarian) to support the efforts of the Board. Unless otherwise elected, any such appointed positions shall not be considered as additional Board members.
- 4.4 The Board may appoint committees, plan community-wide meetings and events, authorize expenditures of the RBHOA funds, and conduct such other business as may be reasonable and necessary to achieve the purpose of the RBHOA.
- 4.5 The Board shall set and assess annual RBHOA dues. The dues shall be for an amount deemed appropriate to conduct the business of the RBHOA which includes maintaining the island at the Chattahoochee Bluff cul-de-sac and the three neighborhood entrances, providing electrical power at the Magnolia Bluff entrance, maintaining the RBHOA website, and addressing such future endeavors as determined by the Board and the Community.

- 4.6 No Board member shall receive pay or other compensation for their service to the Community. However, if authorized by the Board, Board members are entitled to be reimbursed for reasonable out-of-pocket disbursements made in the performance of their duties.
- 4.7 Should a Board member be unable or unwilling to fulfill his/her full term, the remaining Board may appoint an interim Paid Member to fill the vacated position. Such appointment by the remaining Board members shall continue until a replacement is elected during the first regularly-scheduled Community Meeting of a calendar year (referred to as the “Annual Meeting”).

## **ARTICLE FIVE**

### **BOARD MEMBER ROLES and RESPONSIBILITIES**

- 5.1 The President is the Chief Executive Officer of the RBHOA with overall leadership of the Association. The President is the principal point of contact regarding the RBHOA Community, and has oversight of all Board activities, including the financial stability of the RBHOA.
- 5.2 The Treasurer manages the financial affairs of the RBHOA as directed by the President. The Treasurer shall collect dues and other RBHOA income (such as event donations), and disburse funds as directed by the Board. The Treasurer shall maintain documentation of all income and expenditures, and prepare an annual RBHOA financial report for presentation at the Annual Meeting and posting on the website. The financial records may be viewed upon request. The Treasurer shall respond to inquiries regarding “payment of outstanding dues” from attorneys and realtors acting on behalf of buyers and sellers.
- 5.3 The Communications Director is custodian of the RBHOA records and shall maintain these Bylaws in a current and updated fashion. Additional responsibilities include maintaining a list of the RBHOA Community residents, notifying the Community of important information, generating communications (e.g., emails, newsletters), and maintaining the RBHOA digital presence (e.g., website, Facebook page).
- 5.4 Should a Vice-President be elected, he/she shall perform all the duties of and have the powers of the President, when the President is unable to serve. The Vice-President performs other duties and functions as directed by the President or requested by other Board members.
- 5.5 Should a Community Director be elected, he/she shall be responsible for the arrangements and coordination of RBHOA activities, the welcoming of new neighbors to the subdivision, coordination with neighboring properties and subdivisions on matters of common interest, and promotion of a neighborhood watch program in coordination with the Sandy Springs Police Department. At a minimum, one RBHOA social activity should be scheduled per year.
- 5.6 Should a Landscape Director be elected, he/she shall be responsible for the decorations at the three neighborhood entrances prior to each patriotic holiday (Memorial Day, Flag Day, Independence Day, and Veterans Day), as well as year-end holiday decorations. The Landscape Director also is responsible for coordinating activities to enhance the beautification of each entrance and the cul-de-sac island.
- 5.7 Should Member(s)-at-Large be elected, their responsibilities are in support of the efforts of the Board, whenever called upon to do so.

- 5.8 If new Director positions are created, these Bylaws shall be amended to reflect the new roles and responsibilities.

## **ARTICLE SIX**

### **BOARD MEMBER ELECTIONS**

- 6.1 Board members desiring to serve another term plus Paid Members interested in serving on the Board will have their names included in the slate of candidates for election at the Annual Meeting. The Communications Director shall share the slate of candidates with the RBHOA Community prior to the Annual Meeting.
- 6.2 During the Annual Meeting, the slate of candidates, including any new updates received, shall be presented. Additional nominations will be accepted from the floor prior to voting. Each nominee shall be allowed three minutes to state his/her qualifications for the position sought.
- 6.3 If any Board positions are contested, voting shall be by written ballot and election inspectors will be appointed by the Board to review each ballot cast. Whether or not contested, elections will follow. Each Household present at the Annual Meeting shall be allowed one vote for each Board position. By a majority vote of the Households present, either upon voice vote or by written ballot, the Board positions shall be filled. Article 7, Section 7.9 below shall be considered when determining if a Household is present and is allowed to vote.
- 6.4 New Board members assume their elected positions on July 1, after a transition period of at least one month, allowing for a smooth transition from the outgoing Board member to the newly-elected Board member.

## **ARTICLE SEVEN**

### **MEETINGS**

- 7.1 Unless specified elsewhere in these Bylaws, **Roberts' Rules of Order** (latest edition) shall govern the conduct of the proceedings of all meetings.
- 7.2 The RBHOA Board shall meet regularly on a schedule agreed upon by the Board. No less than four such meetings shall occur annually. Meetings shall be at a mutually agreed upon time and place including via video conference, if so decided. A simple majority of the Board members present at the meeting shall constitute a quorum and shall be necessary to transact any financial business or approve any resolution. Lacking a quorum, routine business may continue.
- 7.3 A special meeting of the Board may be called upon two-days advance notice by the President or, in the absence of the President, by the Vice-President. Otherwise, any two of the remaining Board members may request a special meeting with the same notification. The initiator of the special meeting may select the time and place of the meeting.

- 7.4 Except as stated in Article 8, Section 8.1 below, a minimum of fifteen Households present at any Community Meeting shall constitute a quorum. Lacking a quorum, no RBHOA business requiring a vote may take place. Article 7, Section 7.9 below shall be considered when determining whether a quorum is present.
- 7.5 The RBHOA Annual Meeting shall be held within the first five calendar months of the year, at a time and place established by the Board, and advance notification will be given by the Communications Director. The purpose of the Annual Meeting is to introduce the current Board, review their activities from the previous year, hold elections for a new Board, and discuss any additional business which might come before the Community.
- 7.6 The order of business at all Annual Meetings shall be as follows:
- a. Call-to-order and introduction of the current Board
  - b. Reports of Officers and Directors
  - c. Reports of Committees, if any
  - d. Appointment of inspectors of election
  - e. Election of Board
  - f. Unfinished business
  - g. New business
- 7.7 A Special Meeting of the Community may be held at such place as established by the Board. Such meeting may be called by:
- a. the President,
  - b. any two Board members, or
  - c. any five Paid Members of the Community
- with thirty days' notice to the Community. Notice of the Special Meeting shall be written, stating the purpose(s) for which the meeting is called. The business conducted at any Special Meeting shall be limited to the purpose(s) for which the meeting is called. No Special Meeting will take the place of the Annual Meeting and no elections shall take place during a Special Meeting.
- 7.8 At all Board and Community Meetings, the President, or in the absence of the President, the Vice-President, or in the absence of both, any Board member designated by the President, shall preside.
- 7.9 Changes in technology may allow participation in Community Meetings via an in-person or online presence. These Bylaws shall not require amendment to permit either method of attendance and voting in the future. The RBHOA Board will determine how this provision can be implemented.

## **ARTICLE EIGHT**

### **AMENDMENTS to the BYLAWS**

- 8.1 Amendments to the Bylaws shall only be made at a Special Meeting called for that purpose (referred to as a "Bylaws Amendments Meeting"). Notice of the Bylaws Amendments Meeting shall be given no less than twenty days prior to the date of said meeting and shall include a verbatim statement of the proposed changes to the Bylaws. However, changes in wording of the statement may be made during the Bylaws Amendments Meeting upon a favorable vote of two-thirds of the Households present at said meeting.
- 8.2 A minimum of thirty RBHOA Households present at a Bylaws Amendments Meeting shall constitute a quorum. Current Bylaws may be amended upon a favorable vote of two-thirds of the Households present at said meeting.

## **ARTICLE NINE**

### **DISSOLUTION**

- 9.1 The RBHOA Board shall not have unilateral authority to dissolve the River Bluff Homeowners Association. This power resides with all RBHOA Paid Members.
- 9.2 The RBHOA may be dissolved only during a Special Meeting called for that purpose (referred to as the "RBHOA Dissolution Meeting"). Notice of an RBHOA Dissolution Meeting shall be given no less than thirty days prior to the date of said meeting and shall include justification for why such action is being considered.
- 9.3 A minimum of forty Paid Members present at the RBHOA Dissolution Meeting shall constitute a quorum. Dissolution of the Association may be determined by a favorable vote of two-thirds of the Paid Members present at said meeting.
- 9.4 If the RBHOA is dissolved, the RBHOA Board in office at the time of the Dissolution shall have thirty days to pay all outstanding debts and to determine an equitable distribution of funds remaining in the RBHOA accounts (based on dues payment history). Said funds shall be distributed no later than sixty days following dissolution.