

BROOKHAVEN FIELDS CIVIC ASSOCIATION, INC.
BY-LAWS
ARTICLE ONE
MEMBERS

Any adult property owner and spouse or tenants residing in single-family residences in the Brookhaven Fields area, which includes but is not limited to Dresden Road between Peachtree Road and Grant Drive, North Druid Hills Road between Peachtree Road and Briarwood Road, Briarwood Road between North Druid Hills Road and Briarwood Way, Peachtree View, Fernwood Circle, Sylvan Circle, Star Drive, Cartecay Drive, Ellijay Drive, Canoochee Drive, Conasauga Avenue, Oostanaula Drive, Appalachian Drive, Etowah Drive, Tugaloo Drive, Noel Drive, Telford Drive, Hills Drive, Coosawattee Drive, Logan Circle, Wayside Drive and Cortez Way, shall be eligible for membership in the Corporation, subject to reasonable requirements set by the Board of Directors.

The Association shall have one general meeting of the entire membership each year, in May, for the purpose of transacting business of the Association. In addition, during the May meeting, the election of Directors shall be held. The specific date of the meeting shall be set by the President of the Corporation, and the President shall be required to give notice to the Members of the date of such meeting at least seven (7) days prior to the date which he may set therefore.

Special meetings of the Members of the Corporation for any purpose or purposes, may be called by the President or by the Directors, and shall be called by the President at the request of not less than twenty-five (25%) percent of the Households of the Corporation with no less than three (3) days notice.

The Board of Directors shall be empowered to require the payment of dues as a condition to membership and shall determine the amount of such dues in their discretion. Dues shall be paid on behalf of the Household. Each adult property owner and spouse or tenants from a dues-paying Household shall be entitled to vote at any meeting of the membership. However, each Household shall be limited to two (2) votes on any given issue.

The Directors may designate any place, within the State of Georgia unless otherwise prescribed by statute, as the place for the meeting of the general meeting or any special meeting called by the Directors.

The Secretary of the Corporation, at least five (5) days before each meeting of the Members of the Corporation, shall compile a complete list of the Members entitled to vote at such meeting and shall make such list available for inspection by any Member.

At any meeting of the Members, twenty (20%) percent of the Members of the Corporation entitled to vote shall constitute a quorum of a meeting of the membership.

ARTICLE TWO
BOARD OF DIRECTORS

The affairs of the Corporation shall be controlled and administered by a Board of Directors which shall be composed of not less than three (3) or more than eleven (11) members, each

serving a term of three (3) years commencing at the first meeting of the Board of Directors held after June 1 in the year of his/her election until his/her successor is elected or qualified, but may resign his/her appointment at any time and may be removed, with or without cause, by two-thirds (2/3) vote of the Members of the Corporation. Upon the death, removal, resignation, or incapacity of any member of the Board of Directors, the majority of the then remaining Directors shall fill the vacancy created. The terms of the Directors shall be set so that no more than four (4) members' terms expire each year.

Nomination to the Board of Directors shall occur as follows: One month before the May general meeting, the President shall convene the Board of Directors to sit as a Nominating Committee. That committee shall present its list of nominees to the full membership not less than one week before the May general meeting and the new Board shall be elected from that slate of nominees plus nominations from the floor.

Meetings of the Directors shall be called by the President as in his/her discretion he/she shall determine that such meetings are necessary. Special meetings of the Directors shall be called upon request being made to the President by any three (3) Directors.

Notice of any meeting of the Directors shall be given to the Directors at least three (3) days prior to the date set for such meeting.

At any meeting of Directors, a majority of the Directors then in office shall constitute a quorum for the transaction of business.

The Board of Directors, by resolution, may authorize the formation of committees and it shall be the responsibility of the President to appoint the members and the chairperson thereof.

The following shall be standing committees specifically authorized by the By-Laws to be formed at the discretion of the President: Zoning, Parks/Gardens, Executive, Newsletter, Social/Fun, Membership, Safety, and Fund Raising.

Any action that may be taken at a meeting of the Directors or any committee thereof, may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all of the Directors or members of the committee, as applicable.

ARTICLE THREE OFFICERS

The Officers of the Corporation shall be a President, an Executive Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Directors. Such other officers as may be deemed necessary may be elected or appointed by the Directors.

The Officers of the Corporation shall be elected by the Directors from the Board of Directors and shall be elected annually at the first meeting of the Directors held after the May general meeting of the membership. Each Officer shall hold office until his/her successor shall have been duly elected or until his/her death or he/she shall resign or shall have been removed in the manner hereinafter provided. At the time of election each officer must be a member of the Board of Directors.

Any Officer elected or appointed by the Directors may be removed by the Directors whenever in their judgment the best interest of the Corporation would be served thereby.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Directors for the unexpired portion of the term.

The President shall be the principal executive officer of the Corporation and subject to the control of the Directors, shall in general supervise and control all of the business and affairs of the Corporation. He/she shall, when present, preside at all meetings of the membership and of the Directors.

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

The Secretary shall keep the minutes of the membership and Directors meetings, see that all notices are duly given in accordance with the provisions of these By-Laws or as required, be the custodian of the Corporation's records and corporate seal, keep a register of the Post office address of each member and in general perform duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Directors.

The Treasurer shall have charge and custody of and be responsible for all funds of the corporation, receive and give receipts for monies due and payable to the Corporation from any source whatsoever, make an annual accounting to the Directors, deposit all such monies in the name of the Corporation in such banks or other depositories as shall be selected in accordance with these By-Laws and in general perform all of the duties incident to the duties as Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Directors.

ARTICLE FOUR COMMITMENTS AND FINANCIAL AFFAIRS

The Directors may authorize any Officer or Officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

The President shall be the only person with a general authority to act as spokesperson for the Corporation, but may in his/her discretion designate for specific or general purposes other individuals to act in said capacity.

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by specific action of the Directors. No specific expenditure shall be made on behalf of the Corporation in excess of Fifty Dollars (\$50.00) without approval of the Board of Directors.

All checks, drafts, or other orders for the payment of monies in the name of the Corporation shall be signed by the President or the Treasurer.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in a bank or other depository as the Directors may select.

ARTICLE FIVE FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January in each year.

ARTICLE SIX SEAL

The Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation, the State of incorporation, and the words "Corporate Seal."

ARTICLE SEVEN AMENDMENTS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a majority vote of the Members present at any general meeting or at any special meeting when the proposed amendment has been set forth in the notice of such meeting, or by the affirmative votes of two-thirds (2/3) of the members of the Board of Directors.

Upon motion duly made, seconded and unanimously adopted, these By-Laws were adopted by the Board of Directors and the members of the Corporation at the general meeting on July 19, 1990.