

# **BYLAWS OF THE WISTERIA PLACE HOMEOWNERS ASSOCIATION**

## **ARTICLE I - NAME AND PURPOSE**

**Section 1. Name:** The name of the organization shall be the Wisteria Place Homeowners Association, hereinafter referred to as the "Association."

**Section 2. Purpose:** The purpose for which this Association is formed is to deal with matters common to the members therein - maintenance and care of the subdivision entrance, items of common civic pride, development of pride of ownership, traffic on our community streets, welcoming of new families into the neighborhood, gestures of friendship and sympathy to members in time of need, and the organization of social activity.

## **ARTICLE II - MEMBERSHIP**

**Section 1. Eligibility:** Membership in the Association shall be open to those homeowners that reside within the geographical boundaries of Wisteria Place Subdivision. This includes all portions of Cluster Lane, Cluster Court, Flowering Drive, Flowering Trail, Orion Court, Wine Cluster Court, and Wisteria Place Circle, Wisteria Place Drive. Residents shall be considered a homeowner if they are listed on the Warranty Deed for that property.

**Section 2. Dues:** The Board of Directors, in advance of the fiscal year, shall announce dues per household, and dues shall be payable on or before July 1st . Dues may be changed any time with a two-thirds vote of members (homeowners) present at a general membership meeting.

**Section 3. Voting at General Membership Meetings:** Each household shall be entitled to one (1) vote. Absentee ballots must be received at least two (2) days prior to the membership meeting. Absentee ballots must include the name and signature of the homeowner.

**Section 4. Voting at Board Meetings:** Each Board Office shall be entitled to one (1) vote. Any Board Office held jointly is only entitled to a single vote at Board meetings and shall be counted as one person in determining a quorum.

**Section 5. Conflict of Interest:** Members of the Association shall not be allowed to vote on matters in which they have a conflict of interest, as defined in Article X - "Conflict of Interest."

## **ARTICLE III - MEETINGS**

**Section 1. General Membership Meetings:** General Meetings shall be convened at least four (4) times a year on the decided day by the majority vote of the Board of Directors. During the General Meeting, any officers will be elected, any changes to the Bylaws will be voted on, and the statement of the Association's finances will be presented. Other business of the Association can also be conducted during the General Meeting. There shall be fourteen (14) days notice prior to said meeting.

**Section 2. Special Membership Meetings:** Special meetings of the membership may be called by the President or the Board of Directors as deemed necessary. Members shall be notified in writing of any special meetings.

**Section 3. Board Meetings:** Board Meetings shall be conducted at least eight (8) times during the calendar year for the purpose of conducting Association business at times set by the president or by a majority vote of the Board of Directors. There shall be seven (7) days notice prior to said meetings. In emergency situations, the President may conduct Association business with the Board members in person or via telephone or e-mail.

**Section 4. Quorum:** Those members present at any general meeting of the membership shall constitute a quorum. For the purpose of voting on dues, two-thirds of the homeowners must be present, unless the dues are to be increased by 5% or less. (See Covenants.) A majority of the number of Directors fixed by the bylaws shall constitute a quorum for the transaction of business at board meetings.

**Section 5. Agenda:** The order of business of all Association meetings shall be presented to those attending and approved by a majority vote. All meetings shall include the establishment of a quorum, approval of the agenda, approval of the minutes of the previous meeting, and then in the order approved by those in attendance, any presentations of issues pertinent to the Association, any committee reports, old business, and any new business.

**Section 6. Parliamentary Authority:** Robert's Rules of Order shall be the authority for the conduct of the meeting.

**Section 7. Minutes of the Meeting:** Minutes of the meeting shall summarize the issues addressed during the course of the meeting, the actions taken, recommendations made, and all motions voted on. The minutes shall record for all motions voted upon, the motion (as read to the membership for voting), the person seconding the motion, the numbers voting for, against, or abstaining, as well as a summary of any dissenting views. The Association shall retain copies of the minutes.

## **ARTICLE IV - BOARD OF DIRECTORS**

**Section 1. - Number and Eligibility:** There shall be nine (9) directors overseeing the affairs of the Association elected from the membership at the general meeting. The Board of Directors shall consist of five (5) directors, one (1) director from each phase and one (1) at-large director, and four (4) officers: president, vice president, secretary, and treasurer. All members shall be in compliance with their respective neighborhood covenants, and shall be a member in good standing of the Association.

**Section 2. Term of Office:** The term of office for directors shall be two (2) years. Two directors' terms will expire on odd numbered years and three directors' terms will expire on even-numbered years. Directors from Phase 1, Phase 3, and The Director-At-Large shall be elected in odd-numbered years. The Directors from Phase 2 and Phase 4 shall be elected in even-numbered years. The term for officers shall be one (1) year.

**Section 3. Director Vacancies:** If for any reason or occurrence a vacancy in the board of directors should occur; such vacancy shall be filled by a majority vote of the remaining directors. If any director is not present at three (3) consecutive board meetings, the board of directors may, with a majority vote, choose to declare that position vacant and fill it in accordance with this section. Vacancies in director positions must be filled by a homeowner from the phase in which the director resides, i.e. a vacancy in the Phase I directorship must be filled by a resident of Phase 1.

**Section 4. Officer Duties:** The duties of the officers and the Association shall be as follows: president, vice-president, secretary, and treasurer.

**a. President shall:**

Preside at all Association meetings;

Be the chief administrative officer of the Association;

Be responsible to the board for the daily affairs of the Association;

Sign all contracts or other instruments which the board of directors has been authorized to execute;

**b. Vice President shall:**

In absence or incapacity of the president, exercise the powers of the president,  
Delegate responsibilities to the other directors as may become necessary;

Subject to board approval, appoint, coordinate, and oversee committee members and appoint Association representation for meetings outside of the Association.

Perform such duties as may be prescribed by the board.

**c. Secretary shall:**

Be responsible for the proper recording of the meeting minutes as described in Article IV - 'Meetings';

Keep copies on file of meeting minutes, meeting attendance lists, and all official correspondence received;

Perform such other duties as prescribed by the board.

**d. Treasurer shall:**

Keep accounts of all financial transactions of the Association following generally accepted accounting practices;

Report financial standings at all Association meetings;

Keep an accurate directory of property owners which will be verified against the Gwinnett County property records between May 15<sup>th</sup> and May 31<sup>st</sup> of each year;

Immediately upon beginning initial term as Treasurer should obtain an independent audit by a Certified Public Accountant of the association's financial records. Records will be submitted to an independent audit no less than every three years from the last audit and at any time as desired by the Board of Directors;

Deposit funds received in accordance with the Association's approved financial policies;

Sign checks, drafts, or other orders for the payment of money or other obligations incurred in accordance with the Association's approved financial policies;

Perform such other duties as prescribed by the board.

**Section 5. Compensation:** Compensation for board officers shall be in the form of a yearly Association Dues refund in an amount not to exceed 100%. A resignation that occurs during their term will result in a monthly pro-rated refund, per full month served.

Compensation for Board Phase Directors shall be in the form of a yearly Association Dues refund by an amount not to exceed 75%. A resignation that occurs during their term will result in a monthly pro-rated refund, per full month served.

## **ARTICLE V - COMMITTEES**

**Section 1. Establishment and Termination:** The Association may establish and terminate standing or ad hoc committees as is appropriate by vote of the Board or general membership.

**Section 2. Duties:** Committees shall make recommendations to the Board for actions. Committees shall not have the power to act on behalf of the organization without specific authorization from the Board.

**Section 3. Compensation:** Compensation for board-sanctioned committee chairpersons shall be in the form of a yearly Association Dues refund by an amount not to exceed 50%. Additionally, the members of the Pool Committee, not to exceed three members, shall have their dues refunded by 100%. A resignation that occurs during their term will result in a monthly pro-rated refund, per full month served.

**Section 4. Finance Committee:** A standing committee composed of the President, Treasurer and two Directors appointed by the President is to be promptly formed after the beginning of each term of office. It shall be the duty of this committee to prepare a budget for the fiscal year and to submit the budget to the Board of Directors at the first Board of Directors meeting. The Finance Committee may, from time to time, submit amendments to the budget for the current fiscal year, which may be adopted by a majority vote of the Board of Directors. The budget is prepared from records available covering the last five years and represents the reasonable and customary expenses anticipated in the routine operation of the Wisteria Place Homeowner's Association. The adoption by the board of this budget will authorize the Treasurer to disburse funds as allocated and available without further Board action.

## **ARTICLE VI- NOMINATIONS**

**Section 1. Nominating Committee:** The Nominating Committee shall consist of the five (5) directors on the Board of Directors. The Nominating Committee shall present a slate of proposed officers and directors for the ensuing year for publication prior to the May/June general membership meeting.

## **ARTICLE VII – ELECTIONS/VOTING**

**Section 1. Elections:** At the May/June meeting of each year the Association shall elect a slate of officers and directors for the ensuing year. The terms of office shall begin July 1.

**Section 2. Voting:** Elections for the four officers and the At-Large director shall be by majority vote of the general membership present. Elections for each of the four phase

directors shall be by majority vote of those living in the phase of the director up for election. Absentee ballots shall be accepted as defined in Article H - "Membership."

**Section 3. Nominations:** Nominations may be made from the floor at the February/March membership meeting.

## **ARTICLE VIII - NON-DISCRIMINATION**

**Section IX - Non-Discrimination:** The Association shall not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, age, disability, national origin, income, or political affiliation in any of its policies or procedures.

## **ARTICLE IX - CONFLICT OF INTEREST**

**Section 1. Definition:** A conflict of interest exists for a member (including the Board of Directors) whenever the member holds a financial interest which will be impacted by the action of the Association on a proposal under consideration by the association. A personal financial interest shall include a financial interest held by a member and/or by members of his/her immediate family. A personal financial interest includes an ownership interest above 5% of a business, which will be impacted by the decision of the Association.

Examples of personal financial interest would include: employment by the Association, ownership of property, the use, or control of which is being considered by the Association; plans to purchase property, the use, or control of which is under consideration of the Association.

As stated in Article III - "Membership," Section 5 - "Conflict of Interest," members shall not be allowed to vote on matters in which they have a conflict of interest.

**Section 2. Declaring a Conflict of Interest:** Whenever a member determines that they have conflict of interest relating to an item under discussion, they must inform the membership hearing the proposal that the conflict exists.