

# MORNINGSIDE LENOX PARK ASSOCIATION

## **By-Laws** *(Approved November 11, 2024)*

### **Article I – Members**

- A. As set forth in the charter of the Morningside-Lenox Park Association, Inc. (hereinafter referred to as “MLPA” or the “Association”) the membership of MLPA shall be comprised of residents in the Communities of Morningside and Lenox Park in the City of Atlanta and in DeKalb County, Georgia. The rights of membership shall be contingent upon the prompt payment of such membership dues as the Board of Directors shall set. Upon payment of such dues persons otherwise qualified for membership in MLPA shall become a member (“Member”) of MLPA and their names shall be included in the membership database.
- B. The Membership Committee of MLPA shall maintain an up-to-date database of the membership of the Association.

### **Article II – Meetings of Members**

- A. The Annual Meeting of the Members of MLPA shall be held in Fulton County or DeKalb County, Georgia, or in an online forum, at such place in either of said counties as may be designated in the notice of such meeting, in the month of November no earlier than 7:00 o’clock in the evening. The officers and members of the Board of Directors shall be elected at the Annual Meeting.
- B. Regular notice of the Annual Meeting shall be provided to each member of record not less than ten (10) days prior to the meeting. Such notice will be provided by email.
- C. Special meetings may be called by the President, Secretary or a majority of the Board of Directors, or a majority of Members of MLPA and such special meeting may be held at any place in Fulton or DeKalb County, including online if conditions warrant, at any time designated in the call. Notice of special meeting shall be given at least five (5) days prior to the meeting in person by e-mail to all Members

entitled to vote at such meeting by the person or persons calling said meeting. A record of such notice shall be deemed compliant with the requirement for giving notice. Business conducted at such special meetings shall be confined to the matters specified in the call.

- D. Any Member may waive notice of the Annual Meeting or special meeting of Members before or after the meeting, and if present at such meeting shall be deemed to have waived such notice.
- E. All Meetings shall be governed by Roberts Rules of Order.
- F. Each Member of the Association shall be entitled to one vote.
- G. Proxy votes will not be permitted at any meeting of the Membership.

### **Article III – Directors**

- A. The Board of Directors of MLPA shall be composed of no less than seven (7) and no more than eighteen (18) elected Members, comprised of Officers, Chairs of certain committees, and Members at Large, each of whom shall be a paid-up member of the Association and at least twenty-one (21) years of age. The Directors shall serve from the January 1st following date of their election for one calendar year and until the election and qualification of their successors, or until removed by the Members. The Members may remove a Director at any meeting of the Members. In the case of death, resignation or removal of a Director, the Board of Directors shall elect a successor to serve until the next Annual Meeting of Members.
- B. Directors may be elected for multiple consecutive terms. The President shall be limited to no more than four (4) years of consecutive service.
- C. The Board of Directors shall regulate and supervise the management and operation of the Association. It may exercise all of the powers of a corporation, which this Association is, and do all such lawful acts and things as are not by statute, by the Charter of Incorporation, or by these By-Laws to be exercised or done by the Members.
- D. The Board of Directors shall establish Committees of the Board which shall include Security, Zoning, Membership, Communications and other committees as deemed necessary. The Chairs of these committees shall serve as members of the Board. Any member of the Board of Directors may serve as Chair of one or more committees, but shall only have one vote.

#### **Article IV – Meetings of Board of Directors**

- A. The Board of Directors shall meet in person or virtually as conditions warrant monthly on the second Monday of the month, unless otherwise directed by a majority vote of the Board, to conduct the business of MLPA. Only Directors shall be entitled to vote and each Director shall have only one vote. In the event of a tie vote, such motion does not pass.
- B. At all meetings of the Board of Directors a majority of the voting Directors shall be necessary to constitute a quorum to conduct business but a majority shall not be required to adjourn the meeting. Any action taken, at any meeting at which there is a quorum, by a majority, shall be the act of the Board of Directors.
- C. The President shall preside at meetings of the Board. In the absence of the President, the Vice-President shall preside. In the absence of both the President and Vice-President, the Secretary shall preside.
- D. Special Meetings of the Board of Directors may be called by the President or Secretary or by a majority of the Board of Directors by giving reasonable notice to each Director personally, by email but no meeting may be called without at least five (5) days' notice, provided, however, that any Director may waive notice either before or after the meeting, and if present at the meeting shall be deemed to have waived such notice.
- E. The Executive Committee has the authority to determine the voting method (e.g. in person, video conference or email) for each matter requiring a board vote. When possible, without causing undue delay, the Board shall conduct all votes in person (or via video conference) at monthly meetings.

#### **Article V – Officers**

- A. The officers of MLPA shall be President, Vice-President, Secretary, and Treasurer. These officers are known collectively as the Board Executive Committee (EC). The EC meets periodically throughout the year to set priorities and provide overall direction for Board activities.
- B. The officers of MLPA shall be elected by a majority vote of the Members at their Annual Meeting and shall hold office until the election and qualification of their successors, or until removed by the Members, which they may do at any meeting

of the Members. In the event of the death, resignation, or removal of an officer, the Board of Directors shall elect a successor to serve until the next Annual Meeting, and until the Members elect a successor thereto.

- C. Each officer shall be at least twenty-one (21) years of age and a Member of the MLPA.
- D. All officers shall be members of the Board of Directors as set forth in Article III, Section A.
- E. No person may hold more than one of the named offices but officers may be elected to multiple consecutive terms.
- F. No officer shall be entitled to any remuneration for services rendered on behalf of MLPA.
- G. The President shall appoint a Nominating Committee, consisting of three (3) to six (6) persons, from the membership at large, with no more than seventy percent (70%) from the current Board, with the approval of the Board, no later than the regular Board Meeting in October of each year, to select a slate of nominations for each Board position. These nominations shall be presented to the membership at least two (2) weeks before the Annual Meeting. Nominations may be taken from the floor at this Meeting, with the prior approval of said nominee, for all positions to be filled. The President may serve on the Nominating Committee if not serving the following year.

#### **Article VI – Duties of Officers and Board Members**

- A. The President shall be the chief executive officer of MLPA, shall preside at all meetings of Members and of the Board of Directors, shall have general and active management of the business of the Association, and shall see that all orders and resolutions of the Board are put into effect.
- B. The Vice-President shall have such duties and authority as are assigned to him or her by the President, and shall preside at all meetings in the absence of the President.
- C. The Secretary shall keep the minutes of meetings of Members and of the Board of Directors, and shall be custodian of the corporate seal (if any). Minutes will be

made available to the residents of Morningside and Lenox Park by posting them on the MLPA website within thirty (30) days of each monthly meeting.

- D. The Treasurer shall be responsible for the collection and payment of all monies of the Association and shall maintain proper financial records of the Association and have all such records available for inspection by the Board of Directors.
- E. If the office of President should become vacant for any reason, the order of succession shall be: Vice-President, Secretary, then Treasurer.
- F. Board members are expected to attend at least 75% of the monthly meetings during the year.

### **Article VII – Finances**

The Board of Directors shall have the authority, upon the recommendation of the Treasurer or of the Finance Committee, to authorize the Treasurer to deposit or invest funds of the Association in any bank(s), certificates of deposit, funds, or other investment plans or instruments it deems appropriate, so long as such funds are in accounts that are FDIC-insured, or in reputable money market mutual funds so as to maintain a stable principal value. The Treasurer shall make monthly reports on the status of such deposits, investments, etc. to the Board of Directors and the Board shall be responsible for reviewing such reports and taking appropriate follow up measures where needed. The Board of Directors shall have the authority, if it seems necessary or desirable, to secure bonding of the Treasurer.

### **Article VIII – Contracts**

Any contract, including retention of legal counsel or other experts, shall be approved by the Board of Directors and no loans shall be made by any officer of the Association without the approval of the Board of Directors, and no mortgage, deed to secure debt, deed, note or other legal document whatsoever may be executed without the authorization of the Board of Directors and only by the person or persons authorized to do so by the Board.

### **Article IX – Earnings**

No member of MLPA shall be entitled to any portion of the earnings of MLPA. 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 the Charter of the Corporation; but nothing contained herein shall be construed as preventing the Association from paying any Member or non-member for services rendered to it, upon approval of the Board.

#### **Article X – Amendments**

- A. These By-Laws may be revised and/or amended, or added to, by a majority vote at any Annual Meeting of the Members, or at any Special Meeting called for this purpose, provided that the proposed revisions, amendments or additions shall be made reasonably available to Members in advance of the Meeting.
- B. The Board of Directors may establish guidelines of actions and policies of MLPA to be known as a “Policy Sheet” instead of revising and amending the By-Laws if not otherwise in conflict with the By-Laws. The Policy Sheet shall be attached to and made a part of the By-Laws.