

Sky Valley Property Owners Association Bylaws 2016

ARTICLE I – NAME

The name of this organization shall be “Sky Valley Property Owners Association, Inc.” (SVPOA).

ARTICLE II – OBJECTIVES

The objectives of this organization shall be to promote and advance the interest of the property owners of the City of Sky Valley, located in Rabun County, Georgia; to improve the quality of life for the membership and the community, including the greater surrounding community; to stimulate and coordinate the activities of others interested in the same purposes; and to provide for the financing and implementing of the objectives.

ARTICLE III – MEMBERS

Section 1 – Definitions

- (a) **Regular membership** of this organization shall be composed of property owners – individual, group or corporate – and shall be limited to fee simple owners of property in the city of Sky Valley, Georgia.
- (b) **Associate membership** of this organization shall be composed of individuals or families who share the same objectives as the regular membership to promote and advance the interest of the property owners of the City of Sky Valley, Georgia. Associate members may not vote on issues of the SVPOA nor hold a position on the Board of Directors.

Section 2 – Regular Members

Upon payment of the annual dues, amount to be established at the annual meeting, any property owner in the City of Sky Valley may become a regular member of this organization, and shall be entitled to one vote at any annual meeting of the membership.

Upon payment of annual dues, associate members shall be entitled to all non-voting privileges of regular members.

Annual dues shall be for the calendar year that follows the annual meeting.

Section 3 – Time-Share Members

Each of the active time-share associations may have one associate membership and no vote.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Definition

The management and administration of the affairs of this organization shall be vested in a Board of Directors consisting of 10 members who shall serve for three years and who shall be elected by a majority of the members present and voting at the annual meeting.

The nominating committee shall seek and nominate candidates for appropriate terms on the Board of Directors and submit these nominations to be presented to a Board meeting scheduled to be held not less than 20 days immediately preceding the annual meeting. The list of the nominees shall be publicized to the membership (email shall be considered appropriate notice) not less than 15 days prior to the meeting. Any Association member may submit nominations for any office, provided that the nominee has agreed to serve in the office for which he/she is being nominated. Such nominations may be, but are not required to be, proposed to the board in advance of the annual meeting.

Vacancies on the Board of Directors may be filled by a majority of the Directors present at a regular or called meeting until the next annual meeting at which time the membership shall elect a director for the remainder of the unexpired term.

Any person who has completed a full three-year term on the Board may be elected to the Board again for an additional three-year term.

Section 2 – Term of Office

Newly elected Board members' terms begin immediately following their election. The terms of those members which expire shall terminate immediately upon the election of their respective successors, and shall not include the Board meeting which immediately follows the annual meeting.

An organizational meeting of the new Board of Directors to elect officers for the new year shall be held immediately after the annual membership meeting.

Meetings of the Board of Directors shall be held monthly May through October at a time and place as the President shall select, and at any other time and place as the

President shall select, upon giving 7 days notice, or by shorter notice in the absence of any objection by a Board member.

Additionally, from November through April, any three members of the Board of Directors may petition the Board for a called meeting and shall give notice of time, place and purpose of the meeting to the Board at least 30 days prior to the date of the called meeting, or by shorter notice in the absence of any objection by a Board member.

Section 3 – Duties

The duties of the Board of Directors shall include:

- (a) Attendance at all meetings scheduled or called. To ensure that the membership is adequately represented at the Board of Directors meetings. Any member who does not attend a majority of the scheduled meetings in a fiscal year may be replaced by the Board.
- (b) Management of the affairs of this organization between meetings of the membership.
- (c) Adoption of policies and procedures for the operation of this organization, provided they are consistent with these by-laws and designed to implement the objectives of this organization.
- (d) Supervision of the investment, expenditure and management of all funds and property in the possession or under the control of this organization.
- (e) Submission of a report of its activities at the annual meeting of the membership.

ARTICLE V – OFFICERS

Section 1 – Definitions

The officers of this organization shall consist of a President, Vice-President, Secretary and Treasurer. They shall be elected by a majority vote of the Board of Directors.

Section 2 – Term of Office

Each officer shall serve for a term of one year and until his or her successor is elected. Unexpired terms occurring due to vacancies during the year may be filled by a member of the Board of Directors selected by majority vote of the Board.

Section 3 – Duties

The duties of the officers together with other duties as may be assigned by the Board of Directors shall be as follows:

- (a) **President:** To preside at all meetings of the members and the Board of Directors; to appoint all committees and committee chairpersons unless otherwise directed; to call all meetings herein provided for and other meetings as may be deemed necessary; to manage and administer the activities of the organization; and to perform any other duties pertaining to the office. The President shall be an ex-officio member of all committees. The president shall have authority to expend up to \$500 for items not previously budgeted, and shall report such expenditures at the next Board meeting.
- (b) **Vice-President:** To assume the duties of the President in the event of the President's absence, resignation or inability to perform assigned duties. The Vice-President will oversee all standing committees.
- (c) **Secretary:** To keep minutes of meetings of the membership and of the Board of Directors; to notify directors and officers of their election; to keep records and documents of the organization; and to notify the members and Board of Directors of special or called meetings.
- (d) **Treasurer:** To keep records of the finances of the organization, including, but not limited to, records pertaining to the payment of dues, receipts and disbursements; and to perform any other duties pertaining to this office. The Treasurer may sign checks for amounts under \$500; amounts over \$500 will require two signatures. The monthly bank statement should be reviewed by at least two Board members and confirmed at each board meeting.
- (e) **Immediate Past President** shall remain on the Board for one additional year as a voting member to assist the current President as necessary.

ARTICLE VI – COMMITTEES

The following Standing Committees shall be appointed by the President each year:

- (a) **Budget:** This committee shall consist of the President and Treasurer. This committee will prepare a two-year budget for approval at October Board meeting. The budget will cover the same time period as the fiscal year: October 1 - September 30. It will be reviewed after each year and can be revised as necessary.

- (b) **Membership:** Shall consist of the number deemed necessary to promote and monitor the membership of the organization.
- (c) **Activity and Social:** This committee shall consist of the number of members deemed necessary to devise, inform and execute any activities that will promote friendship, fellowship and enjoyment for SVPOA members.
- (d) **Nominating:** This committee will consist of the President and two at-large members (not board members). Duties are specified in Article IV, Section 1.
- (e) **Marketing:** This committee shall consist of the President and two board members to manage and direct the approved marketing funds for various activities in accordance with the organization's objectives.

The following Ad-Hoc Committees can be appointed:

- (a) **Directory**
- (b) **Any other** the President deems necessary

ARTICLE VII – GENERAL PROVISIONS

All current dues-paid and good-standing regular members of the organization shall be entitled to vote on any matter at a membership meeting.

All meetings of the membership and all meetings of the Board of Directors shall be held at an appropriate site in Rabun County, Georgia.

Section 1 – Annual Meetings

An annual meeting of the regular membership shall be held each September or October as decided by the president. Additional membership meetings may be called by the Board of Directors as needed. Notice of all annual meetings of the regular membership shall be given by the President by various methods including posting of signage, website posting, announcement at prior meetings and electronic mail correspondence designed to give the membership actual notice of the meeting at least 30 days prior to the date of the annual meeting.

Section 2 – General Meetings

A general meeting of the regular membership may be called by the petition of 25 regular members who shall give notice of the time, place and purpose of such meeting to the

general regular membership as provided in Section 1 above. Such members must be dues-paid regular members in good standing with the organization.

ARTICLE VIII: QUORUM

Section 1 – Regular Membership Meetings

A quorum for any meeting of the regular membership of this organization shall be 10 percent of the regular membership or 35 members, whichever is smaller.

Section 2 – Board of Directors Meetings

A quorum for any meeting of the Board of Directors shall be a majority of the members.

Section 3 – Authority

A quorum of either the regular membership or the Board of Directors shall be empowered and authorized to transact and execute any business properly before it and within its jurisdiction by a majority vote unless otherwise expressly prohibited by any provisions of these by-laws, provided proper and adequate notice of the meeting shall have been given to all regular members before the date of the meeting.

ARTICLE IX: AMENDMENT OF BY-LAWS

These by-laws may be amended by a majority of the membership present at an annual or called meeting.

Upon a majority of the Board of Directors, a motion to amend may be presented to the membership provided prior notice of the proposal to amend shall be given at least 30 days prior to the date of the meeting.

Members of the Association may propose amendments to the by-laws by presenting such proposals in writing to the Board at least 60 days prior to the date of the appropriate annual or called meeting, with at least one other member seconding the proposal.

ARTICLE X: FISCAL YEAR

The fiscal year of this organization shall run from October 1 through September 30.

ARTICLE XI: DISSOLUTION

Upon dissolution of this organization, the residual assets of the corporation shall be assigned to one or more organizations described in Section 501(c)4 and Section 170(2) of the Internal Revenue Code, or corresponding sections of any prior or future Internal Revenue Code, or the Federal, State or local government Codes, for exclusive public purposes. The Board of Directors shall select to which qualified organization(s) or government(s) the distribution shall be made. In the event that upon dissolution of the corporation, the Board of Directors fails to select the organizations within a reasonable time, the Judge of the Superior Court of Rabun County, Georgia, shall make such a distribution as herein provided on the application of one or more persons having a real interest in the corporation or its assets, including any member in good standing and with dues fully paid up. Under no circumstances shall any property or assets of this corporation during the existence and/or upon dissolution thereof go to or be distributed to any officer, member or subsidiary of this corporation.

The By-Laws Revised and Adopted by The Board of Directors and the general membership of the Property Owners Association of Sky Valley on October 16, 2016.

Doug Palmer, president
Liz Morley, secretary