

**LAKE SPIVEY CIVIC ASSOCIATION, INC.
BYLAWS**

ARTICLE I

This organization shall be known as the **Lake Spivey Civic Association, Inc.**

ARTICLE II

THE PURPOSE OF THE ASSOCIATION

The purpose of this Association is:

- a) To promote and maintain a better, a happier, and a safer community.
- b) To accomplish, as a group, those things unattainable as individuals.
- c) To provide cooperative harmony in all endeavors of common interest, and to provide aid and information to newcomers entering our community.
- d) To serve as a medium of support for all constructive undertakings which will increase the enjoyment desirability, and value of our area, including providing assistance to any homeowners' association and/or individual(s) in their effort to enforce applicable restrictive covenants; however, in so doing the association will not usurp the rights of the respective homeowner association.
- e) To own, maintain, administer, regulate, and control Lake Spivey, the Reserve Mooring Strips, the dam, and all property owned by the Lake Spivey Civic Association.

ARTICLE III

LAKE USE AND ASSOCIATION MEMBERSHIP

Property Owners shall be eligible to use Lake Spivey if the deed to their property expressly and legally grants recreational rights and privileges in and to Lake Spivey, or if they have been legally granted said Lake rights and privileges by the legally recorded restrictive covenants and subdivision plats for the subdivision where their property is located, and if they are not in arrears on their property's lake maintenance fees, special assessments, or other authorized fees, including watercraft registration fees and other fees as further provided for in these By-Laws.

If a corporation, partnership, trust, church, or any other legal entity other than a natural person or persons becomes the owner of an eligible lot as described in the preceding paragraph, then the use of Lake Spivey as further provided in this Article III shall be limited to such officer, director, partner, employee, trustee or beneficiary who is in actual residence as distinguished from temporary residence and such individual for such time shall have the responsibilities and privileges of being a property owner. If the property is undeveloped or uninhabited, Lake Spivey use is restricted to the real person designated by the corporation, partnership, trust, church or other legal entity. Such designation shall be in writing and delivered to the President of the LSCA.

Eligible property owners may become and remain members in good standing of the Lake Spivey Civic Association, Inc. upon payment of Association annual dues. Association members in good standing may attend and vote at Association meetings (one vote per household), participate in Association social and recreational activities, receive the Association Newsletter, Directory, and other publications, hold office in the Association, and participate in all other activities of the Association. Membership in the LSCA and all rights to use Lake Spivey shall automatically be terminated when title to the above referenced property is conveyed.

ARTICLE IV

ASSOCIATION MEETINGS

The annual membership meeting of this Association shall be on any Tuesday in March of each year with proper notification to the membership, and at such time, and place as may be directed by the President. Special membership meetings of this Association shall be held upon the call of the President, upon the written request of twenty-five percent of the members, or at the direction of the Board of Directors.

Notice of all membership meetings shall be communicated by the President to the members in writing to the member's last known address in the association records at least 21 days in advance of any annual or regularly scheduled meeting, at least 10 days in advance of any other meeting.

The members present at any duly called meeting shall constitute a quorum and, unless otherwise required, a simple majority of those Members present and voting shall be sufficient to adopt any motion, or resolution, or elect any Director or Officer.

One adult Member per family shall be entitled to one vote at any membership meeting of this Association.

ARTICLE V

MANAGEMENT

The Association shall be managed and its affairs conducted by a Board of Directors with 16 members consisting of the following:

a) Seven Officers, elected annually: The elected President, First Vice President (President Elect), Vice President for Properties, Vice President for Lake Safety Regulatory, Vice President for Sediment and Siltation Control, Secretary, and Treasurer, each of whom shall serve on the Board of Directors during his or her term of office. A regular term of office for each officer and directors shall commence on April 1st next following his or her election.

b) The Immediate Past President shall serve in an advisory capacity as an ex officio, non-voting member of the Board of Directors.

c) Nine other Directors shall be elected and installed at annual membership meetings. They shall be nominated and elected as outlined below.

d) The non-officer Directors from neighborhoods with a Home Owners Association (HOA) shall be nominated at an official meeting of the respective HOA, pursuant to this paragraph. In the absence of a HOA, the non-officer Directors from neighborhoods with a Neighborhood Association (NA) shall be nominated at an official meeting of the respective NA, pursuant to this paragraph. The non-officer Directors shall be apportioned as set out in paragraph (d) below. The Directors so nominated by the individual HOAs, or NA, shall be the nominees presented to the membership by the Nominating Committee. South Bay's representative to the Board shall be selected by the Nominating Committee. All members are elected to serve for three years, in staggered groups of three each year. As one group of three retires at the end of three years' service, the membership will elect three replacements. The Directors shall reside in the neighborhoods they represent, and the apportionment of Directors shall be as follows:

One Director for Bay View

Two Directors for Emerald Drive & Emerald Court

One Director for Forest Estates & Spivey Commons
One Director for Lost Valley
Two Directors for North Shore & Edgewater
One Director for South Bay
One Director for The Landings

Non-Officer Directors shall be elected in groups of three each year to serve for a term of three years each. As one group of three Directors retires at the end of its three-year term, the newly elected three shall succeed them. A Director who misses any two consecutive Board of Directors' meetings for any reason shall at the discretion of the Board be relieved of his or her duties and shall no longer serve as a Director.

In the event of an interim vacancy in a neighborhood with a HOA or NA, the LSCA Administrator shall notify the President of the HOA or NA, of the neighborhood whose seat on the Board is vacant. It shall then be the responsibility of that HOA or NA, to call a meeting and submit a name to replace the Director who has vacated his or her seat. This person shall serve out the unexpired term of that seat. Until such time as that HOA, NA or neighborhood convenes and names a new Director to fill the unexpired term of the vacancy, that HOA's, or NA's, or neighborhood's seat on the LCSA Board shall remain unfilled. In the case of South Bay, the remaining Directors shall fill the vacancy at the next Board Meeting.

Any interim vacancy occurring on the Board of Directors due to removal for good cause by the Board as set out above, shall be filled according to the procedure set out above. The Director thus elected shall serve the balance of the unexpired term.

Each Board shall establish the time and place, of its meetings provided that there shall be at least one meeting annually immediately following the annual membership meeting. Special Board meetings may be called by the President or by any three Directors. Except in cases of emergency, seven days prior notice of the special Board meetings shall be given. A majority of the Directors shall constitute a quorum.

The duties of the Board of Directors shall be to control and manage the Association and the business thereof. Their authority shall extend to, but not be limited to, such actions as follows:

- a) Establish policies and projects of the Association.
- b) Establish, administer, and enforce Rules and Regulations Governing the Use of Lake Spivey.
- c) Recommend ways and means of financing all undertakings of the Association.
- d) Audit, approve, and submit to the Members a financial report at the annual membership meeting.
- e) Obligate the Association and authorize payment of such obligations.

The fiscal year of this Association shall commence on the first day of April and conclude on the thirty-first day of March of the following year.

ARTICLE VI

OFFICERS' DUTIES

The officers of the Lake Spivey Civic Association shall be a President, a First Vice President (President Elect), the Vice President for Property, the Vice President for Lake Safety, the Vice President for Sediment and Siltation Control, a Secretary, and a Treasurer; all of whom shall be elected at the annual meeting to serve for one year. Interim vacancies among the officers shall be filled for any unexpired term by appointment by the Board of Directors. The duties of these officers are as follows:

PRESIDENT:

- Preside over all meetings of the general membership and the Board of Directors.
- Ensure that all legal requirements pertaining to the corporation are properly complied with, including registration with the Secretary of State, filing of any tax returns, and payment of any taxes due by the Association.
- Appoint a financial audit committee from within the Board of Directors.
- Authorize payment of unplanned expenditures as directed by the Board of Directors.
- Maintain liability insurance and such other insurance as may be required by the Board.
- Maintain a Fidelity Bond in an amount designated by the Board of Directors, covering the Treasurer, Administrator and all other employees or agents handling Association funds or securities.
- Take appropriate action to collect delinquent dues, assessments, and fees.
- Appoint a Nominating Committee each Spring to seek and recommend replacement Officers and Directors in a slate to the annual meeting of the General Membership.
- Appoint Chairmen for all standing Association Committees.
- Appoint each spring a Budget Committee to propose anticipated expenses and fees for the coming year.
- Appoint search committees and other special committees as necessary.
- Oversee the functions of the five other elected officers, and the function of the Administrator, to ensure that all volunteers and employees serve the Association and the Membership ably and responsibly.
- Perform such other duties as are customarily performed by a President.
- Perform such other duties as may be assigned by the Board of Directors.

FIRST VICE PRESIDENT (PRESIDENT ELECT):

- Perform all duties of the President in the absence of, or during any disability of the President.
- Perform such other duties as may be assigned by the President or the Board of Directors.

VICE PRESIDENT FOR PROPERTIES:

- Serve as chairperson of the Properties Committee.
- Ensure that the real property owned by the Association or for which the Association is responsible is kept secured and maintained in good condition, and is being used for the intended purpose.
- Ensure that all privately owned docks are properly constructed and maintained so as not to restrict proper access of other members to the lake, or become unsafe and/or unsightly.

- Recommend to the Board of Directors the establishment of general specifications for the construction or alteration of all structures built in or upon Lake property, including but not limited to boathouses, docks, seawalls, and access ramps; and recommend to the Board of Directors revisions to such established specifications as may become necessary from time to time.
- Perform any other duties with respect to the Association's properties and corporate affairs which the Board of Directors and/or President may prescribe.
- Develop an annual budget of expenditures anticipated during the next fiscal year and submit it to the Board of Directors for approval.

VICE PRESIDENT FOR LAKE SAFETY REGULATORY:

- Serve as chairperson of the Lake Safety Regulatory Committee.
- Establish a boat patrol.
- Establish for the Board of Directors' approval written guidance for the boat patrol that contains specific guidance on handling offenders, maintaining equipment, and procedures to be used in accounting for work accomplished.
- Promote, disseminate, and enforce the Rules and Regulations Governing the Use of Lake Spivey.
- Ensure that the boat patrol participates in committee meetings in order to assure the rules are adequate to facilitate tactful enforcement.
- Establish a program to identify and remove hazardous obstacles from the Lake.
- Develop an annual budget of expenditures anticipated during the next fiscal year and submit it to the Board of Directors for approval.

VICE PRESIDENT FOR SEDIMENT AND SILTATION CONTROL:

- Develop and maintain a plan for preventing silt from entering the lake.
- Develop and implement a plan for assessing the level of silt on an annual basis.
- Develop and implement a plan for removing silt from the lake as needed.
- Develop and annual budget for an on-going silt control program for the lake.
- Work with President, Attorney and officers on dealing with governmental regulatory matters
- Work with President, Vice President for Properties and the Board to monitor and insure the proper development use of the LSCA peninsula property off Camp Road.

SECRETARY:

- Keep minutes of all proceedings of membership and Board of Directors' meetings.
- Type correspondence as required by Officers and Committee Chairpersons.

TREASURER:

- Retain custody of all funds.
- Pay bills as authorized
- Maintain necessary bank accounts in the name of the Association.
- Develop each Spring an annual budget of anticipated expenditures and submit it to the Board of Directors via the Budget Committee.

ARTICLE VII LSCA STAFF AUTHORIZED

Recognizing that the operation and management of LSCA requires the employment of staff to carry out certain responsibilities, the Board of Directors is authorized to hire an Administrator and a Lake Manager to provide support to the President, Vice Presidents and Board in carrying out its duties as spelled out in these by-laws, and to oversee the day to day operation of the Association's property. Responsibilities of the individuals occupying these positions shall be spelled out by the Board of Directors.

ARTICLE VIII

DUES, ASSESSMENTS, AND FEES

The Directors shall prepare an annual budget for each fiscal year and recommend annual dues, maintenance fees, assessments, watercraft registration fees, and other fees that will be voted on by the general membership at the annual membership meeting. In establishing the recommended maintenance fees and assessments the Directors will calculate all costs necessary for the upkeep, preservation, and maintenance of the dam and lake, and allocate an equal share of the sum to each property. Property Owners will be billed accordingly. Watercraft registration fees will be established taking into consideration the cost of patrolling the lake, insurance, and administrative expenses. Unless otherwise changed by the Directors, billing, collections, and due dates during the fiscal year will have the following business day schedule:

March 31st: Bills for annual dues, maintenance fees, watercraft registration fees, assessments, and other fees will be mailed to Property Owners.

April 30th: Due date for annual dues, maintenance fees, watercraft registration fees, assessments, and other fees payable to the Treasurer.

May 1st: Property Owners whose bills remain unpaid shall be considered delinquent and a \$100 per annum late fee will be assessed.

July 5th: A "Past Due" bill will be sent to Property Owners with outstanding annual dues, maintenance fees, watercraft registration fees, assessments, and/or other fees.

July 15th: Property Owners with outstanding annual dues, maintenance fees, watercraft registration fees, assessments, and/or other fees shall be given written notice of such delinquency to be sent by the Lake Administrator by certified mail to the Property Owner. The delinquency notice shall state that the Directors have been authorized to take legal action to effect the collection of the indebtedness, and that the action permitted by the Bylaws includes suspension of lake rights and privileges, impoundment of watercraft, charges of criminal trespass, injunctive relief, suit for collection of the indebtedness, or any combination thereof, or any other relief provided pursuant to these Bylaws, the Articles of Incorporation, the covenants of the respective property owners, or any other action the Directors may deem necessary permitted by the laws of the State of Georgia, including any automatic statutory liens that may be authorized by Georgia law.

ARTICLE IX

COLLECTION PROCEDURE

The Directors, by a two-thirds affirmative vote of the Board members present, may suspend a property owner's recreational rights and privileges in and to Lake Spivey after the property owner has been given written notice by the Secretary that he or she is in arrears in the payment of the Association's properly authorized assessments, maintenance fees, watercraft registration fees, or other fees; and/or the Board may take legal action to collect the accrued indebtedness. Further, if the property owner, a guest, or a member of his family operates a watercraft on Lake Spivey while the suspension of his lake rights and privileges is in effect, the Directors by a two-thirds affirmative vote of the Board members present may impound the watercraft and initiate other legal action including criminal trespass, injunctive relief, or a combination thereof. Before said suspension of lake privileges and rights takes effect, or before legal action to collect the accrued indebtedness or other legal action is commenced, the delinquent property owner may appeal the Board's decision within fifteen days after being notified thereof by filing with the Association's Secretary a written notice of appeal as provided by Article IX of these Bylaws.

ARTICLE X

APPEAL PROCEDURE

A property owner who is a member or is eligible for membership in the Association may appeal any Association decision within fifteen days after being notified of such decision by filing with the Association's Secretary a written notice of the appeal. All appeals shall be heard by the Association's Board of Directors within thirty days after notice of the appeal has been filed with the Association's Secretary. The President or First Vice President shall preside at such meetings and the property owner or anyone acting in his behalf may present the appeal orally or in writing. The Board by a two-thirds affirmative vote of Board members present shall render a final decision within ten days of the date of the hearing. Said right to appeal shall in no way create any right or privilege in said property owner to stop or delay the passage or implementation of any Association, Committee, or Board decision, except as provided by ARTICLE VIII, Collection Procedure.

ARTICLE XI

COMMITTEES

The President shall designate special committees and chairpersons as needed and shall appoint Chairpersons of the following standing committees who, in turn, shall appoint their committee members. The duties of the standing committees are as follows:

DAM MAINTENANCE COMMITTEE:

- Maintain the dam, spillway, and environs.
- Train and supervise the dam custodian.
- Ensure that the Association is in compliance with all state and federal directives and regulations regarding maintenance of the dam.
- Contract for and supervise all necessary dam repairs and routine maintenance.

- Review and revise as necessary the operating procedures for regulating the lake level, and prepare a report for presentation at the annual membership meeting in March.
- Ensure that access to the dam is limited to the Association's Officers, Directors, Dam Committee members, and employees, and that access is only for the performance of their duties.
- Supervise the raising and lowering of the water level of Lake Spivey as directed by the Department of Natural Resources, the Association's Board, or the needs of public safety.
- Prepare and maintain in duplicate a comprehensive manual for dam operation, maintenance, and repairs, with an index of pertinent contact names and numbers, and backups. One copy of current
- Manual to reside with Dam Maintenance Chairman, second copy in Administrator's Archives.

WELCOMING COMMITTEE:

- Maintain and update a file of property owners eligible for membership and provide the Treasurer with a copy.
- Distribute the Association Directory.
- Appoint area coordinators who will be responsible for updating the membership file and for welcoming new families to the neighborhood.
- Develop an annual budget of expenditures anticipated during the next fiscal year and submit it to the Board of Directors for approval.

SOCIAL COMMITTEE:

- Submit a social calendar and social budget to the Board of Directors for its approval at its first meeting following the annual meeting.
- Plan and promote self-funded social events.

LAKE PRESERVATION AND FISH CONSERVATION COMMITTEE:

- Develop and implement measures to improve and maintain fishing conditions.
- Develop and implement measures to control weed growth in the Lake.
- Develop an annual budget of expenditures anticipated during the next fiscal year and submit it to the Board of Directors for approval.

COMMUNITY AFFAIRS COMMITTEE:

- Keep informed on local government activities and decisions, including zoning changes, conditional use and variance requests, property tax changes, and proposed new regulations which may affect the Association.
- Report to the Board of Directors any information needing attention or action.

The other Standing Committees are: Newsletter and Support. The President shall also appoint special committees as may be deemed necessary. All committees shall be under the supervision of the President, subject to the authority delegated by the Board of Directors.

ARTICLE XII

INDEMNIFICATION

Pursuant to the laws of the State of Georgia and specifically O.C.G.A. 14-3-851,14-3-852, 14-3-854,14-3-856, and 14-3-1621, the Lake Spivey Civic Association, Inc. shall indemnify each person (including the estate or personal representative of such person) who is or was a Director,

Administrator, Committee Chair or Committee Member, or Employee, who is made a party to a proceeding because the individual held such position, against liabilities incurred in the proceeding, including the obligation to pay a judgment, settlement, penalty, fine, and reasonable attorney's fees. The Lake Spivey Civic Association, Inc. shall not indemnify any person listed in this article in connection with any of the following proceedings:

- a) With respect to conduct for which such person was adjudged liable on the basis that personal benefit was improperly received by such person, whether or not involving action in the person's official capacity.
- b) For acts of intentional misconduct or a knowing violation of the law.

If the Lake Spivey Civic Association indemnifies or advances expenses to an above named person in connection with a proceeding by or in the right of the corporation, the Association shall deliver a report of the indemnification or advance in writing to the general membership within thirty days of such action.

ARTICLE XIII

AMENDMENTS TO THE BYLAWS

Amendments to these Bylaws shall be made by the affirmative vote of a two-thirds majority of the members in good standing present at any membership meeting, provided notice of the proposed change be furnished by the President in writing to each member at least thirty (30) days in advance of said meeting.

ARTICLE XIV

RULES OF ORDER

The rules under which this Association shall operate will be in accordance with federal, state and local laws, and the Bylaws of this Association. The latest revision of **ROBERTS RULES OF ORDER** shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

I certify that these Bylaws were approved at the Lake Spivey Civic Association, Inc. at the regular membership meeting on July 29, 2012.

Cindy Cox, Secretary

March 31, 2019