

(CEDAR CREEK SWIM &
RACQUET CLUB)

**CEDAR CREEK
ASSOCIATION, INC. BY-
LAWS**

ARTICLE I - NAME

Section 1. This organization is a non-profit corporation under the laws of the State of Georgia, by the name Cedar Creek Association, Inc. hereafter referred to as the Association.

ARTICLE II - PURPOSE

Section 1. The purpose of this corporation shall be to establish and maintain facilities for recreation for its members and conduct affairs for the benefit of the Association and its members.

ARTICLE III - MEMBERSHIP

Section 1. Membership in the Association shall consist of families owning in Cedar Creek Estates and families owning in Cedar Creek Crossing. These memberships shall be deemed equity memberships.

(a) Memberships outside the subdivisions, or renters within Cedar Creek Estates and Cedar Creek Crossing subdivisions shall be deemed for purposes of record a “guest membership.” After 5 years of concurrent guest membership, a guest member can opt to become an equity member by paying equity fee and annual dues. Said member shall then be deemed an equity member and shall have all rights as equity members listed herein.

Section 2. Members in good standing shall be those who have paid all dues, assessments, fees, and charges. “Equity members” are those defined as members who have paid into the equity of the Association.

Section 3. Each equity membership in good standing shall be entitled to one (1) vote per household; all members shall have access to all recreation facilities.

Section 4. All families eligible for memberships may be offered a membership, which will allow use of the full recreation facility with all privileges of these facilities and subject to all rules and regulations thereof. Upon payment of initial

fees and dues, the Membership Chairperson shall see that they are given a copy of the By-Laws and Rules of the Association. Upon paying the Treasurer all dues, assessments, fees and charges, they shall be a member and entitled to all the rights and privileges of such a member. The Membership Chairperson shall record their membership for the records.

Section 5. A member may sell their equity back to the Association for any reason, providing there is a purchaser available for that equity. The request for sale of equity must be in writing to the Membership Chairperson of the Board of Directors. Equity will be sold in chronological order in which they are received, except that members who are in the process of moving from the membership area shall be given priority over those selling for any other reason. Sales will be honored as soon as the Association has a purchaser available. Members selling a home in Cedar Creek Estates or Cedar Creek Crossing may offer through the Board the cost of equity and membership in the Association with the sale of the home, and the chronological order does not apply.

Section 6. Upon cessation of membership for any cause, all indebtedness owing to the Association by member shall be a lien upon and charged against their equity, and the equity may be taken over by the Association to satisfy such indebtedness. In case of the enforcement of a lien, as above provided, the signature of the holder shall not be necessary to complete the transfer to the Association. The Treasurer of the Association is hereby authorized to make such transfer.

Section 7. Members shall be responsible for the payment of all charges or liabilities that may be incurred by members of their family or guests.

Section 8. Any member may, for cause and after having been given an opportunity for a hearing, be suspended for any period not exceeding three months by a two-thirds (2/3) vote of the members of the Board of Directors present at any meeting thereof. Cause of suspension shall in general consist of violation of these By-Laws, or of the rules and Regulations of the Association.

Section 9. Membership may be terminated by a two-thirds (2/3) vote of the full Board of Directors for:

- (a) Non-payment of dues, assessment, fees, charges.
- (b) Repeated infractions of the Association rules.

Section 10. Members subject to termination shall be notified in writing fourteen (14) days prior to the meeting of the Board and may be present at the meeting.

Section 11. Upon the involuntary termination resulting from infraction, a member shall be reimbursed for the face value of their equity. Those members terminated because of non-payment of dues will be reimbursed as specified in *Article VII, Section 4*. Additionally, there will be a \$50.00 penalty.

ARTICLE IV – GOVERNMENT

Section 1. The government and management of the Association is confined to the Board of Directors who shall by majority vote, unless otherwise stated, govern the affairs of the Association in accordance with these By-Laws. Committee Chairpersons & Officers will each be allowed a separate vote. If an individual occupies more than one position, they will be allowed only one vote. In the case of one family occupying two or more positions, they will be allowed one vote per position except for general meetings where they will be allowed only one vote per family membership while voting as an equity member.

Section 2. Members of the Board of Directors shall be the following officers and chairpersons of standing committees.

<u>OFFICERS</u>	<u>STANDING COMMITTEE CHAIRPERSONS</u>
President	Area Utilization and Landscaping (Grounds)
1 st Vice President/Tennis	Youth Social and Social Media
2 nd Vice President/Pool	Adult Social
Treasurer	Membership
Secretary	

Section 3. The Board of Directors shall be elected on an annual basis. They may succeed themselves in any one office, without limitation in the number of terms. All members of the Board shall serve without compensation.

All Board Members must be Equity members of the Association. If a member of the Board fails to perform the duties of the office, they may be removed from office by a two-thirds (2/3) majority vote of the full Board of Directors.

Unexpired terms of office vacated for any reason shall be filled by an appointee, nominated by a Board member and approved by a two-thirds (2/3) majority vote of the full Board of Directors.

The immediate past president of the Association, if not otherwise a member of the Board of the Directors, shall be an *ex-officio* member of the Board of Directors in an advisory capacity.

Section 4. Duties of Officers, Committee Chairpersons, and Committees:

(a) Officers

(1) The PRESIDENT shall preside at meetings of the Association and of the Board of Directors, handling such responsibilities as referenced in Roberts Rules of Order. They shall appoint, subject to confirmation of the Board of Directors, any special committees, as may be directed.

(2) The First VICE PRESIDENT/Tennis, in the absence or disability of the President, shall act in their stead, and carry out special projects delegated by the President. In addition, they shall oversee and hold all members accountable to the rules and regulations provided in the By-Laws and by the Tennis Rules. This shall include the management of all individuals and teams which play tennis. It shall also be the responsibility of the First Vice President to oversee the maintenance and repair of the tennis courts.

(3) The SECOND VICE PRESIDENT/Pool, in the absence or disability of the First Vice President, shall act in their stead and shall carry out special projects delegated by the President. In addition, they shall oversee and hold all members accountable to the rules and regulations provided in the By-Laws and by the Pool Rules. This shall include the management of all individuals and teams during the swimming season. It shall also be the responsibility of the Second Vice President to oversee the maintenance and repair of the swimming pool. Swim Team council shall be appointed by the Pool Chair/2nd V.P. In the absence of a pool chair, the Swim Team council shall be appointed by the President.

(4) The SECRETARY shall give notice of all meetings and shall keep the minutes and attend to communications to and from the Association membership. Secretary will also assist the President in development and communication of Board and general membership meeting agendas.

(5) The TREASURER/FINANCE make regular reports on the financial condition of the Association as required by the Board of Directors. The Treasurer shall deposit all funds of the Association received by them, in the name of the Association in such depository as is authorized by The Board. The Treasurer shall attend to keeping the accounts of the Association, collecting its revenues and paying its bills as provided by the Board of Directors. The Treasurer shall prepare the annual budget with input from Board members and shall advise the Board of all financial

transactions of the Association. All unbudgeted expenditures over \$2,000 must have Treasurer confirmation of availability of funds. Once funds are confirmed, and upon approval of the majority of the board, an unbudgeted expenditure has clearance to proceed. The president shall appoint a 3 person committee for an annual financial review. Financial Review Committee Members shall not be current members of the board.

(b) Committee Chairpersons

(1) The MEMBERSHIP COMMITTEE CHAIR shall solicit memberships in the Association and instruct them as to the procedures for applying for membership. This committee shall repeat this procedure with each new resident. This committee shall maintain all records regarding sale and purchase of memberships and shall publish and distribute a directory of membership annually. The membership committee shall provide Second V.P./Pool with current paid membership list.

(2) The AREA UTILIZATION AND LANDSCAPING COMMITTEE CHAIR (Grounds Committee) shall, in cooperation with Treasurer and where applicable, prepare a detailed plan and schedule of Association activity for development of all property governed by the Cedar Creek Association, Inc. This committee shall be responsible for the landscaping within the recreation area and entryways.

(3) ADULT SOCIAL CHAIR shall be responsible for the social events of the Association designed for the adults in the community. This committee, in partnership with the Youth Social Chairperson, shall be responsible for the publication of periodic newsletters. The Committee shall work with local government and organizations for the betterment of the Association as a whole.

(4) The YOUTH & FAMILY SOCIAL AND SOCIAL MEDIA COMMITTEE CHAIR shall be responsible for the planning and coordination of community events designed to foster goodwill and enjoyment among the children of members. This committee will be responsible for managing the Association's social media presence and partner with the Adult Social Chairperson to create and publish a periodic newsletter.

(c) Committees

- (1) Each Committee shall consist of either volunteers or persons appointed by the Chairperson, as needed.
- (2) Rules and policy established by committees shall be submitted to the Board of Directors for approval.

Section 5. Meetings and business of the Association and the Board of Directors shall be conducted by rules of parliamentary procedure, and Roberts Rules of Order Revised shall be the authority for all questions of parliamentary law not covered by the Association By-Laws.

ARTICLE IV – GOVERNMENT – (continued)

Section 6. Indemnification

- (a) Each person who acts as director or officer of the Association shall be indemnified by the Association against expense actually and necessarily incurred by them in connection with the defense of any action suit or proceedings in which they are made a party by reason of their being or having been a director or officer of the Association, except in relation to matters as to which they shall be adjudged in such action, suit or proceedings, to be liable for gross negligence or willful misconduct and except any sum paid for the Association in settlement of an action, suit or proceeding, based on gross negligence or willful misconduct in the performance of their duties.
- (b) The right of indemnification provided herein shall insure to each officer and director referred to in (*Section 6a*) whether or not he is such officer or director at the time such costs or expenses are imposed or incurred, and in the event of death shall extend to his legal representative.

Section 7. The Board of Directors, when in the best interest of the Association, may extend use of the facilities to any person or persons.

ARTICLE V- LAND

Section 1. Definition

This article refers to the 4.70 acres designated recreation area by the builder in the registered plat of Cedar Creek Estates and revised May 11, 1977 on land lot 102, Gwinnett County, Georgia. The Association will govern the area and develop it within the By-Laws of the Association for the Members of the Association.

Section 2. Natural Area

It is the object of the Association to provide a recreation area for members which will be functional and at the same time, will be an asset to the subdivision. Therefore, we declare that any building, tennis court, pool or other permanent structure be kept as far from building lots in land lot 102 Cedar Creek Estates as possible. An area between lots 25, 25, 27, and 30, block F in the Estates, will be left nature except for maintenance and installation of picnic tables, barbecues, and children's playground equipment as designated by the Area Utilization and Landscaping Committee. Any driveways or parking lots, where possible, will be out of, or to the extreme edge of the natural area.

Section 3. Motorized Vehicles

It is the desire of the Association to maintain this area as an asset to the members and be a good neighbor for its members. Therefore, we will attempt to provide adequate area for members to park cars within the property

ARTICLE VI- MEETINGS

Section 1. Board of Directors

(a) Regular meetings of the Board of Directors shall be held at least once a quarter. The regular meeting date shall be agreed upon by the Board and made available to membership by email, no less than 2 weeks prior to meeting.

(b) Special meetings of the Board may be called by a Board member by giving no less than 24 hours notice.

- (c) All meetings of the Board shall be open to attendance by Association members.
- (d) After going through the proper channels, i.e. the appropriate committee and/or designated officer, a member has the right to appear on the agenda upon notification of the Secretary or the President, seven days prior to the meeting.
- (e) Two-Thirds of the full Board of Directors shall constitute a quorum. A quorum is necessary for conducting the business of the Association.
- (f) A Board Member (out of town or physically unable to attend) may participate in a Board Meeting (including voting on motions proposed) via video conferencing or conference call to accommodate updated technology. The Board Member can only vote on motions in which the full deliberation of the motion have been heard.
- (g) Board Minute Time Limit: Board of Directors meeting will be kept to no more than 90 minutes unless voted on by 2/3 of those present to extend the meeting. The meeting can only be extended for a maximum of 30-minute additional minutes.

Section 2. Membership

- (a) The membership shall be notified in writing at least fourteen (14) days prior to general meetings.
- (b) There will be a semi-annual general meeting in the Fall for the election of officers, and for the purpose of approving the budget for the following year (January 1 through December 31 fiscal year).
- (c) There will be a semi-annual general meeting in the Spring for the purpose of reviewing the progress against the budget.
- (d) Special meetings of Association members may be called by a majority of the Board of Directors or by Twenty percent (20%) of the membership on not less than forty-eight (48) hours notice to all Association members.
- (e) Twenty percent (20%) of equity membership shall constitute a quorum and shall be necessary to conduct business at any general meeting or special meeting of Association members. Meetings may be conducted in person or via video/phone conferencing. A voting member can only vote on motions in

which full deliberation of the motion has been heard.

Voting for business of the Association shall be in person, virtual, show of hands, ballots, and/ or by electronic voting with votes submitted to the Secretary within 24 hours of the end of meeting. The Board shall provide notice to members of voting options and the matters at issue with at least fourteen (14) days notice and verify that only one (1) vote is counted per equity membership. Any voting member has the right to request a roll call or written ballot (right to request a roll call is excluded for the election of board members). A member has the right to request confirmation of votes for the election of board members. At this request, the board shall appoint a 3-person committee to confirm the votes for the election of board members. Committee shall not consist of any members of the board..

- (n) Each Equity membership shall be entitled to one (1) vote per membership household on all business and By-Laws amendments.

ARTICLE VII – ELECTION OF OFFICERS OF THE BOARD AND COMMITTEE CHAIRPERSONS

Section 1. Officers and Committee Chairpersons shall be elected at the fall general meeting of membership by equity members

Section 2. Any member may nominate a candidate for an open Officer or Committee Chairperson role. A voting member may nominate themselves for any open position. Nominations must be sent to either the President or Secretary fourteen (14) days in advance of the fall general meeting of membership.

Section 3. Candidates for any open position will be sent to members seven (7) days in advance of the fall general meeting.

ARTICLE VIII - DUES

Section 1. Membership dues will be determined on an annual basis by the Board of Directors.

Section 2. No part of the dues or assessments shall be refunded in the event the operation of the facilities are required to be suspended for any period.

Section 3.

- (a) Upon termination of a membership, dues and assessments shall be payable on a pro-rated basis, determined by the sale date of the equity.

Said assessments shall be offset against the membership not to exceed the amount of one (1) year's dues.

(b) Upon purchase of a membership, dues and assessments shall be payable on a pro-rated basis.

Section 4. Late payment of any dues or charges may be assessed one (1) dollar a day for each day late.

Section 5. Special Assessments, if needed, shall be proposed and voted on at the Fall or Spring general meeting or any Special Meeting (as described in Article VI Meetings) and should be payable at a time specified at the meeting.

ARTICLE IX - DISSOLUTION

Section 1. In the event of the dissolution of the Association in any manner or for any cause, and in no other event, upon the effective date of dissolution of the Association, equity shall be a lien upon the proceeds of the sale of the property of the Association after the payment of all its just debts and obligations to the extent of the then value of the equity as fixed by these By-Laws, subject to set-off of all debts and dues, and obligations owed by the holders of the certificates. After payment of all equity outstanding upon the effective date of dissolution of the Association, the surplus remaining shall be paid and distributed *pro rata* among the then membership of the Association.

ARTICLE X - AMENDMENTS OF THE BY-LAWS

Section 1. The By-Laws of the Cedar Creek Association, Inc, may be amended only during the voting process of a general meeting of the membership. Notice of proposed amendments must be given in writing to the membership at least seven (7) days prior to the meeting.

Section 2. By-law change proposals may be submitted by members by sending suggested revisions to either the President or Secretary no later than fourteen (14)days in advance of a general meeting of members.

Section 3. A majority of votes Sixty percent of equity members is required to vote on any By-Law amendment. A majority vote is required for any bylaw amendment to pass.

Previous Revision: General
Meeting- March 1, 1989
Previous Revision General
Meeting-May 19, 1991
Previous Revision: General Meeting-June 24, 1993
Previous Revision General Meeting-March 8, 1998
Previous Revision: General
Meeting-April 25, 1999
Previous Revision: General
Meeting- May 3, 2008 Last
Revision: General Meeting-
October 26, 2008
Revision: General Meeting-
April 23, 2023