

BY-LAWS
Of the
APARTMENT ASSOCIATION OF GREATER AUGUSTA

Article I

Section 1. The official name of the organization shall be the Apartment Association of Greater Augusta.

Section 2. The principal address of this organization shall be P.O. Box 211325, Augusta, GA 30917-1325.

Article II

Section 1. The association shall operate in the best interest of the membership.

Article III

Section 1. The objectives of this organization shall be:

- (a) To raise the level and standards of professional multifamily development, professional multifamily construction and professional multifamily operation;
- (b) To improve the multifamily industry in every way;
- (c) To protect the multifamily renting public;
- (d) To provide services and benefits to members of this Association which will assist them in the performance of their duties;
- (e) To provide a forum for the free exchange of information between members of this Association;
- (f) To provide a vehicle through which members can deal in unity with governmental bodies on local, state and national levels.

Article IV

Section 1. Membership in this Association shall be of two classes: (a) Owner/Manager Membership; (b) Associate Membership.

Section 2.

(a) Owner/Manager Membership

Owner/Manager membership shall be limited to persons or entities who own, build, develop, operate, or manage residential rental housing properties.

(b) Associate Membership

Associate membership shall be available to persons or entities who provide goods or services to the multi-housing industry. Associate membership shall participate in or have voting privilege in the election of Officers of the Association. Associate Members can also serve on the Board as one of the Vice Presidents, Secretary and on the Membership Committee

Section 3. Application for membership must be approved by a majority vote passed upon by the Board of Directors.

Section 4. Application for membership shall be accompanied by an endorsement of at least one member of this Association in good standing and one year's dues in advance, which shall be returned to the applicant if the application is not approved.

BY-LAWS
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Section 5. Suspensions, termination, reinstatement and transfer of membership in this organization shall be accomplished in the following manner:

- (a) Any member whose annual dues in this Association are not paid in full within sixty days after they become due and payable may be expelled by a majority vote of the Board of Directors.
- (b) Any member may be censured, suspended or expelled from the organization, for cause, if in the opinion of the Board of Directors, it shall be considered desirable for the best interest of the Association or its members that the said member be censured, suspended or expelled. Such action shall require the affirmation vote of a majority of the entire Board of directors at any regular or called meeting.
- (c) A majority of the Board of Directors shall be required to reinstate any member who has been expelled or suspended pursuant to the provisions of this Section.
- (d) Any member censured, suspended or expelled from the Association under subsection (b) of this Section shall have the right of appeal before the membership of the association at the next following regular or special meeting of the membership.

Section 6. Meetings of the membership shall be held as follows:

- (a) An Annual Meeting of the membership of this Association shall be held in the fourth quarter of each year for the purpose of reviewing the affairs of the organization for the past year and election of President, Vice President, Secretary and Treasurer to lead the Association for the following fiscal year;
- (b) Regular meetings of the membership of this Association shall be held at least quarterly and at such other times as may be selected by the Board of Directors;
- (c) Special meetings of the membership of this Council may be called at any time by the President

Article V

Section 1. Membership dues in the Apartment Association of Greater Augusta shall be set by the Board in accordance with the needs of the Association and with the approval of the Membership. Annual dues are due and payable on or before February 14th of each year. Any and all dues unpaid after February 28th shall be subject to a late fee of ten dollars (\$10.00) each month to be assessed on the first day of each month thereafter. Any member whose dues are still in arrears as of April 15th of the calendar year will be dropped from the membership roster, unless prior arrangements have been made and approved by the Board of Directors.

Section 2. Membership dues for new complexes shall become payable upon the rental of the first unit and shall be payable for all units in the complex.

BY-LAWS
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Article VI

Section 1. The fiscal year of this Organization shall be the calendar year.

Article VII

Section 1. The following officers shall be elected by the general membership at their annual meeting, and shall hold office for a term of one year from January through December, or until their successors are duly elected and qualified: President, Vice-President and Secretary. The Treasurer shall hold office for a term of two years.

Section 2. The **President** shall preside at meetings of the membership and of the Board of Directors. She/he shall appoint all committee chairs, shall be an ex-officio member of all committees and shall perform all other duties usual to such office.

Section 3. The **Vice-President** in order of rank shall, in the absence or disability of the President, perform all of the duties of the President. In addition, the Vice President shall perform such other duties and have such powers as prescribed by the President or by the Board of Directors.

Section 4. The **Treasurer** shall be responsible for accounting of all monies collected and disbursed by the Board of Directors. She/he shall render a semiannual statement to the Board of directors. A year to date statement will be made available for viewing upon written request for any member in good standing. In addition, the Treasurer shall perform such other duties and have such powers as prescribed by the President or by the Board of Directors.

Section 5. The **Secretary** shall keep a record of all the official proceedings of the Association and its Board of Directors, including the reports of committees. In addition, the Secretary shall perform such other duties and have such powers as prescribed by the President or by the Board of Directors.

Section 6. The President shall serve as **Immediate Past President** of the Association at the expiration of his/her term of President. If he/she declines or is unable to serve as Immediate Past President this position will be appointed to a previous Past President in chronological order.

Section 7. All officers, with the exception of the Treasurer, shall serve a one year term, and shall be eligible to serve a second consecutive one year term upon her/his election to said office. The Treasurer shall serve a two year term. Appointment by the President to an unexpired term of office shall not be deemed as part of the eligibility for consecutive one year terms.

Section 8. The **Association Executive** shall be an ex-officio paid staff member of the Association who shall report directly to the Board of Directors and oversees the daily operation of the Association and implements guidelines and procedures as prescribed in these bylaws and by the Board of Directors.

BY-LAWS
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Article VIII

Section 1. The Board of Directors shall consist of the elected officers of this Association who shall serve during their term of office, plus immediate past President of the Association, and chairpersons of permanently appointed committees.

Section 2. All Directors shall take office upon election and shall serve a term of one year. Each Director or officer may be elected for up to two consecutive terms.

Section 3. Vacancies on the Board shall be filled by appointment by the President of the Board and the person so appointed shall serve until the next annual meeting of the membership, or until their successor is elected. Appointment to the Board for an unfulfilled term shall not be considered a full one year term in determining eligibility for election to two consecutive one year terms. If a Director misses more than two unexcused consecutive board meetings, or a total of three meetings in a calendar year, her/his directorship is to be considered cancelled and a new appointment shall be made by the Board of Directors.

Section 4. Meetings of the Board of Directors shall be held as follows:

- (a) The annual meeting of the Board of Directors shall be held within four weeks of the annual meeting of the membership for the purpose of outlining work for the ensuing year;
- (b) Regular meetings of the Board of Directors shall be held at least quarterly and at such other times as may be selected by the President;
- (c) Notice of the date, hour and place of all meetings must be sent to the Directors at least three days in advance thereof.

Article IX

Section 1. The voting privilege shall be limited as follows:

- (a) At Meetings of the membership only members in good standing shall have the right to vote. Individuals, partnerships or corporations holding membership shall be entitled to only one vote to be cast by a duly designated representative. Owner/Manager members with more than one complex or rental property shall be entitled to one vote.

Section 2. A quorum present at any meeting shall be as follows:

- (a) A quorum of the membership shall consist of not less than twenty percent (20%) of the total of all members of the Association;
- (b) A quorum of the Board of Directors shall consist of not less than one-half of the number of Directorships.

BY-LAWS
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Article X

Section 1. There shall be a Nominating Committee of at least three (3) persons and not more than six (6) who shall be appointed by the President from the membership of this Association with the approval of the Board of Directors at least forty-five (45) days in advance of the annual meeting of the membership.

Section 2. The nominating Committee shall:

- (a) Solicit and consider the recommendations of the membership as to candidates for each office and directorship to be filled;
- (b) Prepare and submit to the Secretary of this Association at least fifteen (15) days prior to the annual meeting a ballot containing at least one, no more than three (3) nominations for each office and directorship to be filled; which report shall be contained in the notice of the annual meeting.

Section 3. The vote shall be taken by written ballot and the candidate receiving the majority of votes for an office shall be considered elected. In the event such majority is not obtained on the first vote, a second vote shall be taken upon the two leading candidates for such office.

Article XI

Section 1. There shall be the following committees appointed by the President:

- (a) The Nominating Committee shall be composed of at least three (3) persons and not more than six (6) members appointed at least forty-five (45) days prior to the annual meeting at which the election of officers and directors is to be held. The duties of this committee are set forth in Article X.
- (b) The Membership Committee shall be composed of four (4) or more members from the general membership and shall meet upon the call of the Chairman or the Co-Chairman (who shall be the Vice-President). Three (3) members constitute a quorum.
- (c) The Program and Education Committee shall be composed of four (4) or more members from the general membership. The committee shall meet upon the call of the Chairman and three members shall constitute a quorum. This committee shall, at the request of the President and/or on its own initiative, subject to the approval of the Board of Directors, plan meeting programs and organize and conduct all educational seminars, workshops & special activities of this Association.

BY-LAWS
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APARTMENT ASSOCIATION OF GREATER AUGUSTA

- (d) The Finance Committee shall be composed of at least three (3) members of the Board of Directors. The Finance Committee shall be responsible for formulating a recommended budget within the anticipated income of this Association and presenting said budget to the Board of Directors. The Chairman shall be the duly elected Treasurer of the Association. The Association Executive shall serve on the Finance Committee as a non-voting member.
- (e) The Phone & Welcome Committee shall consist of at least (4) members and shall be responsible for contacting members regarding meetings & activities making reservations for these events and other duties as requested by the President.
- (f) The Legislative Committee shall consist of (3) or more members and shall be responsible for reporting and responding to local, state and national legislative issues affecting the apartment industry. Chairperson shall coordinate all of this Association's activities with the Georgia Apartment Association on all matters concerning local, state and national issues.
- (g) There shall be such other committees as may be designated by the President of the Board.

Article XII

Section 1. Dues, special assessments and other monies collected by this Association shall be placed in a depository selected by the Board of Directors. Payments from the funds of this Association shall be made on the Signature of the Treasurer and/or the President/Vice President.

Section 2. The Board of Directors shall adopt a budget for each fiscal year and this Association and all of its Committees shall function within such budget. Any expenditure in excess of such budget must be authorized by the Board of Directors.

Section 3. There shall be an annual audit of the finances of this Association by an independent Certified Public Accountant or the Finance Committee, as directed by the President and/or the Chief Administrator, and this, together with a report from the treasurer, shall be submitted to the Board of Directors, and to the general membership as may be directed by the Board.

Article XIII

Section 1. Membership shall furnish the Association Executive with their official addresses and the mailing of any notice to such address shall be deemed serve to such notice or notices upon them as of the date of mailing the same.

Article XIV

Section 1. The Association By-Laws shall govern the procedure at all meetings of this Association.

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Article XV

Section 1. These By-Laws may be adopted or amended after such amendment is first reviewed by the Board of Directors and Association Executive and then by a vote of a simple majority of the membership at any regular, special or called meeting provided further that a copy of the proposed amendments shall have been made available for review at the main Association office no later than five (5) calendar days prior to the meeting at which action is to be taken thereon.

Section 2. In the event of a discrepancy in the By-Laws, the President of the Association has the right to interpret the discrepancy and if a conflict exists then she/he may go to the Board of Directors with it.