



By-Laws Amendment Proposal

This proposal replaces at-large Director seats with permanent named Board positions.

Purpose

Currently, the By-Laws (Article IV) create a Board of 7–15 generic “Directors” elected at large by the membership. The Board then internally elects four of its own members to serve as officers (President, Vice President, Secretary, Treasurer) under Article V. All other Directors serve without any defined role.

This proposal replaces that structure with **ten permanent, named Board positions**, each with defined responsibilities (documented separately in the Board Position Descriptions). Members would elect candidates directly to a specific named position, rather than to a generic at-large seat. This is intended to give the membership a clear basis for approving full dues exemption for every Board position, since each seat now carries defined, accountable responsibilities rather than an undefined “at-large” title.

Per Section 8.4, any amendment requires a two-thirds (2/3) affirmative vote of members present at a regular or special meeting, and the full proposed text must be delivered to all members at least seven (7) days before that meeting.

Section-by-Section Redline

SECTION 3.9 — DUES EXEMPTION

Current:

- a. The President and Treasurer shall be exempt from paying dues during the time they serve in their respective positions as elected by the Board of Directors.
- b. Following each year of satisfactory service as a member of the Board of Directors, Directors shall receive a 25% reduction in the annual dues for the following year.

- c. The total amount of the board discount shall be presented as a part of the annual budget.

Proposed:

- a. Following each year of satisfactory service in one of the permanent Board positions defined in Section 4.1, a Director shall be exempt from paying dues for the following year.
- b. *(Removed — the 25% reduction applied to generic at-large Directors, which no longer exist under this structure.)*
- c. The total amount of the Board dues exemption shall be presented as a part of the annual budget.
- d. This exemption applies only to regular annual membership dues. It does not exempt any Director from special assessments levied on the membership; Directors remain responsible for paying any assessment in the same manner as any other member.
- e. Directors serving under the prior at-large structure who earned a 25% dues reduction for satisfactory service completed before this amendment's adoption shall still receive that reduction on their dues for 2027, under the terms of the prior Section 3.9(b). Consistent with paragraph (a), the full exemption first applies to dues for 2028, following a full year of satisfactory service in a permanent position established by this amendment during 2027.

SECTION 4.1 — BOARD COMPOSITION

Current:

The corporation shall be governed by a Board of Directors to be composed of a minimum of seven (7) members and a maximum of fifteen (15) members, the exact number to be set by resolution of the Board of Directors.

Proposed:

The corporation shall be governed by a Board of Directors composed of ten (10) permanent positions: President, Vice President, Treasurer, Membership, Aquatics & Facilities, Capital Projects & Design, Grounds, Operations, Shark Shack, and Swim Team. Each position constitutes one seat on the Board, with full voting rights. Any new position, or the removal of an existing position, must first be approved by a majority vote of the Board of Directors and then approved by the membership in the same manner as a By-Laws amendment under Section 8.4.

SECTION 4.2 — ELECTION

Current:

- a. Each year at the September meeting, new Directors shall be elected for a term of two (2) years to replace those whose terms are expiring on September 30. Directors shall be elected by the members at the meeting for a term of two (2)

years. Each member shall be entitled to cast one vote for each vacancy and those nominees receiving the highest number of votes shall be deemed elected.

- b. Newly elected Directors shall take office on October 1.

Proposed:

- a. Each year at the September meeting, members shall elect a Director to fill each permanent position whose term is expiring on September 30, for a term of two (2) years. Nominees shall stand for election to a specific named position (e.g., Treasurer, Membership, Grounds) rather than to an at-large Board seat. Each member shall be entitled to cast one vote per open position, and the nominee for each position receiving the highest number of votes shall be deemed elected to that position.
- b. Newly elected Directors shall take office on October 1.
- c. Nominees for the Capital Projects & Design position must, at the time of their nomination, work in a profession in architecture, construction, engineering, or a directly related building industry field, with working familiarity with DeKalb County code and permitting requirements. A member whose profession does not meet this qualification is not eligible for nomination to this position.
- d. Nominees for the Aquatics & Facilities position must, at the time of their nomination, work in a profession in the pool industry — pool construction, service, maintenance, or aquatics/pool engineering — with hands-on familiarity with pool systems (pumps, filtration, plumbing, decking, and related infrastructure). This is a more specialized, pool-specific qualification than the general building-industry requirement in paragraph (c). A member whose profession does not meet this qualification is not eligible for nomination to this position.
- e. Each nominee may stand for election to only one permanent position per election cycle. A nominee who is not elected to that position may not then seek election to a different position within the same election cycle, unless that other position received no successful nominee and remains vacant.
- f. Nominees for President must have completed at least one full term as a Director of the corporation, whether served under the prior at-large Board structure or in one of the permanent named positions established by this amendment, prior to standing for election as President.
- g. Members interested in standing for election to an open position must submit their name and qualifying information to the Board at least seven (7) days before the election meeting. Nominations received after this deadline will not be considered for that election cycle.

SECTION 4.3 — VACANCIES

Current:

- a. In the event of vacancy on the Board the remaining Directors shall, by majority vote, elect a temporary successor to serve the remainder of the term of the departing Director.
- b. In the event a Director does not attend three (3) consecutive meetings, the Board of Directors, by majority vote, may replace the inactive Director by electing a temporary successor to serve the remainder of his or her term.

Proposed:

- a. In the event of a vacancy in a Board position, the remaining Directors shall, by majority vote, elect a temporary successor to serve the remainder of the term in that same position.
- b. In the event a Director does not attend three (3) consecutive meetings, the Board of Directors, by majority vote, may replace the inactive Director by electing a temporary successor to serve the remainder of the term in that same position.

SECTION 4.4 — OFFICER TERM LIMITS

Current:

No Board member shall serve as an officer (President, Vice President, Secretary, or Treasurer) for more than two (2) consecutive terms without an absence from the Board of at least one year.

Proposed:

- a. All Board positions serve a term of two (2) years, as provided in Section 4.2.
- b. The President and Treasurer may not serve more than two (2) consecutive two-year terms in that position without an absence from the Board of at least one year. No such consecutive-term limit applies to the Vice President or the remaining named positions.
- c. This term limit does not otherwise restrict the membership's ability to elect a different candidate to any position, including President or Treasurer, at the next regular election under Section 4.2.

SECTION 4.8(A) — BOARD DUTIES

Current:

- a. Elect a President, a Vice President, a Secretary and a Treasurer. These officers shall serve for a period of two years and may succeed themselves.

Proposed:

- a. Recognize each Director as holding the specific position to which they were elected by the membership under Section 4.2. The Board may not reassign or exchange positions among Directors except as provided in Section 4.3 (vacancies).

SECTION 5.1 — OFFICERS

Current:

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, elected by the Board from their membership at the first meeting after election of the Board at an annual meeting of the members. The term of all officers shall be two years, however, they may succeed themselves, subject to the provision of section 4.4 of these By-Laws.

Proposed:

The officers of the corporation shall be the President and Treasurer, each directly elected to that position by the membership under Section 4.2. The term of all officers shall be two years, however, they may succeed themselves, subject to the provisions of Section 4.4 of these By-Laws. The Vice President and the remaining named positions are Directors but are not officers of the corporation.

SECTION 5.5 — FORMER SECRETARY DUTIES

Current:

The Secretary's duties shall include, but may not be limited to:

- a. Maintain minutes of all meetings of the general membership or Board of Directors.
- b. Give notice of all meetings where required.
- c. Custody of all books, records and documents, except those authorized to be retained by the Treasurer.
- d. Maintain current records concerning membership and certificates of membership.
- e. Maintain a record of current By-Laws and distribute revision to all members as they are approved.

Proposed:

The position of Secretary is retired. Its former duties are distributed as follows:

- a. Meeting records shall be maintained via recorded transcript (e.g., automated video-conferencing transcription) at each Board and membership meeting.
- b. Meeting notices shall be issued by the President or Vice President.
- c. Custody of governance records and Board procedures shall be maintained by the Vice President.
- d. Membership records and certificates of membership shall be maintained by the Membership position.
- e. The official record of the By-Laws and distribution of revisions shall be maintained by the Vice President.

SECTION 5.6 — OFFICER VACANCIES

Current:

Vacancies among the officers shall be filled by action of the Directors.

Proposed:

Vacancies in any Board position, including officer positions, shall be filled as provided in Section 4.3.

SECTION 5.7 — ASSISTANTS

Current:

Assistants to the Secretary and Treasurer may be appointed by, and have such duties as shall be delegated to them by the Directors.

Proposed:

Assistants to the Treasurer may be appointed by, and have such duties as shall be delegated to them by, the Directors.

OTHER CROSS-REFERENCES TO UPDATE

- **Section 2.5(a):** “the Secretary shall notify the family of their election, enroll...” → reassign to the **Membership** position.
- **Section 6.3:** “the Secretary shall cause written notice thereof to be delivered...” → reassign to **President or Vice President**.
- **Section 6.5:** “the list of members eligible to vote shall be prepared by the Secretary” → reassign to the **Membership** position.
- **Section 7.x (membership certificate delivery):** “...deliver his membership certificate to the Secretary” → reassign to the **Membership** position.

Transition Provisions

These provisions govern the one-time transition from the current at-large Board structure to the ten permanent named positions. They are not standing rules — once the transition is complete, ongoing elections are governed by Section 4.2.

- a. Upon membership approval of this amendment, the terms of all sitting Directors are deemed completed as of the date of approval, regardless of the term length remaining under the prior structure. For purposes of the two-consecutive-term limit on the President and Treasurer under Section 4.4, this transition reset does not count as a completed term.
- b. A special meeting of the membership shall be called under Section 6.2 within thirty (30) days of the amendment’s adoption, for the sole purpose of electing

Directors to each of the ten (10) permanent positions established by this amendment.

- c. Sitting Directors are eligible to be nominated and stand for election to any position at this special meeting, including the position they currently hold, subject to the one-position-per-nominee rule in Section 4.2(e) and the President eligibility requirement in Section 4.2(f). For purposes of Section 4.2(f), service as a Director under the prior at-large Board structure counts toward the “one full term” requirement.
- d. New members volunteering for a position at this special meeting, including members who are not currently Directors, must submit their name and qualifying information to the Board at least seven (7) days before the special meeting, per Section 4.2(g).
- e. Directors elected at this special meeting take office immediately upon election, rather than on the standard October 1 date under Section 4.2(b). Their initial terms shall run through the following September 30 in accordance with the normal two-year election cycle, so that future elections realign with the regular September meeting schedule.
- f. Notwithstanding paragraph (a), sitting Directors shall continue to hold full Board authority and fulfill the duties of their prior positions on a holdover basis following the amendment’s approval, until Directors are elected to each position at the special meeting described in paragraph (b) and take office as provided in paragraph (e). This ensures continuous governance of the corporation throughout the transition period, with no gap in Board authority.

Next Steps

- 1. Bring this redline to the full Board for review.
- 2. Finalize the amendment language.
- 3. Circulate the final text to all members at least 7 days before the meeting where the vote will occur (Section 8.4).
- 4. Bring to a vote requiring two-thirds (2/3) approval of members present.