

Barrington Hills Community Action Council

Sandy Springs, GA 30350

WHY “PERPETUAL BOARDS” VIOLATE GEORGIA LAW

A Message to Barrington Hills Homeowners

1. The Problem with “Never-Ending” Boards

For years, our community has struggled to meet quorum for annual elections. Under the current bylaws of the Barrington Hills Condominium Association, Inc., directors “hold office until their successors are elected.” Because no election has occurred, the same individuals have continued in office indefinitely. That might sound harmless—but under Georgia law, this is not allowed. The law expects your HOA to be governed by owners elected by members, not by people who simply stay in power because no one replaces them.

2. What Georgia Law and Our Bylaws Require

Georgia’s Nonprofit Corporation Code (O.C.G.A. § 14-3-808) provides that board members may serve only until their successors are elected and qualified.

Our own Barrington Hills Bylaws go further and require that if quorum is not met at an election meeting:

Article IV, Section 5 — “A subsequent meeting may be held within 60 days... and one-half of the votes required to constitute a quorum at the previous meeting shall constitute a quorum at that subsequent meeting.”

This means that when the Association failed to meet quorum, the Board and its management company were required to call a follow-up special meeting and complete the election process using the reduced quorum standard.

However, for decades, Sharper Image Property Management—while acting as the Association’s agent—either made unilateral appointments to the Board or condoned existing members remaining in office indefinitely, rather than following the election procedures explicitly outlined in the bylaws.

By allowing these unlawful “hold-overs” and bypassing new elections, Sharper Image and prior boards effectively denied homeowners their right to vote and created a governance structure that operated outside of both Georgia law and the Association’s own governing documents.

3. Why It Matters for Homeowners

When elections don’t happen and management companies make board appointments:

- Homeowners lose representation and control over community funds.
- Contracts and assessments may be authorized without member consent.

- The Association becomes noncompliant with Fannie Mae, insurance, and lender requirements.
- Transparency, trust, and community engagement collapse—undermining property values.

4. The Transparency Gap

Because the current bylaws do not require newly elected directors to take an oath of office, record their acceptance, or publish meeting schedules and minutes, homeowners have no reliable way to verify who serves on the Board or how community decisions are made.

This lack of transparency has enabled years of mismanagement and eroded homeowner confidence.

The BHCAC advocates for bylaw reforms that will require:

- Quarterly Board meetings open to observation;
- Signed Oaths or Acceptances of Office by all directors; and
- Timely publication of Board rosters, meeting minutes, and decisions for member review.

5. How We Fix It

The Barrington Hills Community Action Council (BHCAC) is taking concrete steps to restore lawful, transparent, and accountable governance:

1. **Call a Special Meeting** — to conduct lawful elections under the reduced-quorum provision of the bylaws and return control of the Association to homeowners.
2. **Adopt a Board Governance and Transparency Policy** — establishing quarterly board meetings, signed Oaths of Office, and public posting of all board rosters, minutes, and community decisions.
3. **Amend the Bylaws** — to codify these transparency standards and prevent any future board or management company from operating without accountability.
4. **Pursue Legal Remedies if Necessary** — including petitioning the Superior Court for appointment of a custodian to reconstitute lawful governance.

6. Our Commitment

The Barrington Hills Community Action Council stands for Transparency, Accountability, and Community. We believe homeowners have a fundamental right to know who represents them, how decisions are made, and how their money is managed.

No one should serve in perpetuity, and no management company should have the power to appoint directors or conceal records from owners.

By restoring open elections, adopting oaths of office, and publishing clear records of board activity, we can rebuild integrity, trust, and stability within Barrington Hills—one step, one meeting, and one neighbor at a time.

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