

**BYLAWS OF  
PONCEY-HIGHLAND NEIGHBORHOOD ASSOCIATION, INC.**

**ARTICLE I Status**

- 1.1 Name. The name of this Corporation is the Poncey-Highland Neighborhood Association, Inc.
- 1.2 Principal Office and Agent. The Corporation shall maintain a registered office in Atlanta, Georgia, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Non-Profit Corporation Code.

**ARTICLE II Normal**

- 2.1 Purpose, Policy and Method. The Corporation shall be organized and operated under the provisions of the Georgia Non-Profit Corporation Code.
- 2.2 Tax Exempt Status.

This Corporation is organized and operated exclusively for only those purposes permitted by Section 501(c)(3) of the Internal Revenue Code (as it may be amended), including for the purpose of receiving distributions or charitable contributions as an exempt organization under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax law). Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax law, or (ii) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future tax law.

- 2.3 Purposes. The purposes of the Corporation are exclusively those permitted by Section 501(c)(3) of the Internal Revenue Code (as it may be amended), including, without conflict:

The preservation, restoration, and rejuvenation of the Poncey-Highland neighborhood, the improvement of the quality of life for all residents who live therein, lessening neighborhood tensions, combating community deterioration, lessening the burdens of government, the provision of a means of bringing the residents together to foster the discussion and resolution of community problems and interests as well as other programs, and any and all activities in connection therewith; and the power to solicit, apply for and otherwise pursue grants, gifts, donations, bequests, etc. of money, services, goods, and other items of value to, for, and on behalf of the Corporation and to dispose of or otherwise utilize any such money, goods or services received.

- 2.4 Policy. All official positions adopted by any committee or by the Board of Directors of the Corporation shall be reported to the general membership for their information, their comments and their approval vote.

It will be the responsibility of any member communicating on behalf of the Corporation to an outside agency or program, either orally or in writing, to give that party the Corporation's official position on any issues being discussed as reflected by the vote of a simple majority of those members present at the meeting during which the vote was taken. If no vote has been taken, any communication requires the express approval of the President or a majority of the Board of Directors of the Corporation.

Any such written or oral communication must be reported at the next general meeting. Any official position passed by the general membership may be reconsidered but cannot be voted on again for at least 28 days.

The NPU-N Representative will be able to discuss, and vote on, any issue that will not geographically affect the Poncey-Highland neighborhood during official NPU-N meetings without such votes or approval.

2.5 Boundaries. The area served by the Corporation is as follows:

- Ponce de Leon Boulevard on the north,
- Moreland Avenue on the east,
- The Southern edge of the eastbound lane of the Freedom Parkway on the south, and
- The Atlanta BeltLine on the west.

2.6 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and by its Bylaws.

### **ARTICLE III Membership**

3.1 Membership. Membership shall be granted to individuals and business entities that demonstrate proof of meeting one of the Categories of Membership outlined in Section 3.2. No individual or business entity may hold more than one membership. All members or their representatives must be 18 years of age or older.

3.2 Categories of Members. There shall be four categories of membership:

- Category 1: An individual residing within the boundaries as described in Section 2.5 (“Residents”);
- Category 2: An individual who is not a Resident, but who owns residential property within the boundaries as described in Section 2.5;
- Category 3: A business operating within the boundaries described in Section 2.5. The business must appoint a representative, for example the business’ manager, to attend meetings and to vote on behalf of the business.
- Category 4: Owners of commercial property within the boundaries described in Section 2.5.

3.3 Termination of Membership. The Board of Directors may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who fails to comply with the rules of the Corporation. Any membership may be terminated only for stated cause, other than for failure to meet the qualifications as described in section 3.2, and only by a procedure that is fair, reasonable and carried out in good faith. Motions to terminate membership for stated are initiated by the board of directors, and must be approved by an affirmative vote of a majority of all of the members of the Corporation in attendance at the regular membership meeting in which the vote occurs. At least fifteen days prior to the membership meeting at which the board plans to present its motion for termination, the board shall send a notice by first class certified mail, return receipt requested, to the person whose membership it proposes to terminate, advising that member of the intended action, stating the reasons termination of membership is proposed, and providing to the member a full opportunity to respond to the statement provided by the board, and for the right to be heard by the membership before any vote is taken. Any termination of a member approved by the members of the Corporation shall not take effect for five days after the membership vote to approve the termination.

3.4 Termination for ineligibility of membership. At any time a member does not meet one of the qualifications as described in section 3.2, their membership shall be deemed automatically terminated.

3.5 Required proof for membership eligibility. When requested and upon reasonable notice, members must submit proof in one of the following manners:

- A utility bill not older than one month from the date of presentation that shows an address within the neighborhood boundaries as defined in section 2.5, and the name on the bill matches the name on the individual’s driver’s license;

- A bank statement no older than one month from the date of presentation that shows an address within the neighborhood boundaries as defined in section 2.5, and the name on the bill matches the name on the individual's driver's license;
- A bill no older than one month from the date of presentation from a national or regional entity that shows an address within the neighborhood boundaries as defined in section 2.5, and the name on the bill matches the name on the individual's driver's license;
- A copy of a lease or mortgage statement no older than one month from the date of presentation that shows an address within the neighborhood boundaries as defined in section 2.5, and the name on the document matches the name on the individual's driver's license;
- Alternate methods as approved by the board from time to time, in the exercise of the board's discretion.

## [ARTICLE IV DELETED]

## ARTICLE V Meetings of the Membership

- 5.1 Membership Meetings. General meetings of the membership shall be held monthly and shall be open to the public. General meetings will be held on the third Wednesday of each month at 7pm at such place as shall from time to time be determined by the board. A general meeting may be cancelled if, in the board's discretion, circumstances warrant postponing the discussion of Corporation business until the next scheduled general meeting; provided that notice of cancellation is provided to the membership at least seven days in advance of the date the meeting was to occur, and no two consecutive regularly scheduled general meetings may be cancelled. Special meetings may be called by the President or the board to address matters of particular concern or interest to the membership; provided that notice of a special meeting shall be provided to the membership at least three days in advance of the special meeting, unless exigent circumstances, as determined by the President or the board, require a shorter notice period. All notices concerning membership meetings shall be accomplished by sending email communications to the current list of members and/or by posting via the Corporation's webpage or social media account(s).
- 5.2 Board of Director Meetings. Meetings of the Board of Directors may be held upon notice as required under these Bylaws and at such time and at such place as shall from time to time be determined by the Board.
- 5.3 Annual Meeting. The Corporation shall hold an Annual Meeting of the membership for the purposes of acknowledging and implementing the appointments to the Board of Directors made by the Nominating Committee; appointing officers; and transacting any other proper business brought before the meeting. The membership meeting held in October of each year, without call or notice, shall constitute the Annual Meeting of the membership. If the Annual Meeting of the membership is not held as herein prescribed, the directors and officers may be selected at any meeting thereafter called pursuant to these Bylaws.
- 5.4 Rules of Order. The rules contained in the current edition of "Robert's Rules of Order" shall govern the association in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Association may adopt.

## ARTICLE VI Voting of the Membership

- 6.1 Voting Privileges. Any person who is a current Category 1 member of the Association is eligible to vote on all issues brought before the association. Any person who is a current Category 2, 3, or 4 member is eligible to vote on all issues brought before the association except zoning related issues. **A membership allows one vote. All votes must be made by each member in person or by**

**absentee ballot.** Absentee voting is permitted, but must be in writing and given to any member of the Board of Directors prior to the meeting at which the vote will be taken

- 6.2 Voting. All issues to be voted on, including the election of Officers and at-large members of the Board of Directors, but excepting proposed amendments to the by-laws and zoning related issues, must pass by a simple majority of the members eligible to vote and present at the membership meeting during which the vote is being taken as well as those eligible members who have cast an absentee vote.

If the number of non-Category 1 members present equals or exceeds the number of Category 1 members present, voting on issues other than zoning related issues will be deferred

- 6.3 Voting on Zoning Related Issues. Only Category 1 members are eligible to vote on zoning related issues. These must pass by a simple majority of Category 1 members eligible to vote and present at the membership meeting during which the vote is being taken as well as those eligible category 1 members who have cast an absentee vote.

- 6.4 Voting on Amendments to the By-Laws. Proposed amendments to the by-laws must be approved by 2/3 of all members eligible to vote and present at the membership meeting during which the vote is being taken as well as those eligible members who have cast an absentee vote or given their proxy.

## **ARTICLE VII**

### **Board of Directors**

- 7.1 Authority and Responsibility. Subject to these Bylaws, the management of the affairs and activities of the Corporation shall be vested in the Board of Directors, which shall have and may exercise all of the powers that may be exercised or performed by the Corporation. The Board of Directors shall have supervision, control, and direction of the management, affairs and property of the Corporation; shall determine its policies or changes therein; and shall actively prosecute its purpose and objectives and supervise the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business, and the business of the Corporation, as it shall deem advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee. Under no circumstances, however, shall the purposes of the Corporation, as expressed in the Bylaws or the Articles of Incorporation, be amended or changed unless said Bylaws or Articles are amended or changed. The Board of Directors shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any member, director, officer, or other person or individual.

In any situation where lack of action or official position before the next scheduled general meeting would prove detrimental or lead to loss of benefit to the PHNA neighborhood, the Board of Directors is authorized to make any decisions or take any action which they deem is in the best interest of the neighborhood.

Any meeting of the Board of Directors must be reported to the membership at the next general meeting. A majority of directors is required to establish a quorum.

- 7.2 Number and Composition of Directors. The Board of Directors shall consist of no less than five and no more than fifteen directors and shall include a President, Vice-President, Secretary, Treasurer, NPU-N representative, and Land Use Committee Chairperson. The Board may also have additional Vice Presidents and one or more Assistant Secretaries and Assistant Treasurers, as well as At-Large Members of the Board. All directors shall be residents of the neighborhood and members of the Corporation. The number of directors shall be determined from time to time by resolution of the directors. In the event that the number of directors should fall below the specified

minimum, the majority of the remaining directors shall have the power to elect additional directors to fill the unexpired terms.

[7.3 deleted]

7.4 Procedure for Election of Directors. The Board shall solicit candidates for Directors to include those for President, Vice-President, Secretary, Treasurer, NPU-N representative, and Land Use Committee Chairperson, and the Board may solicit candidates for additional Vice Presidents and one or more Assistant Secretaries and Assistant Treasurers, as well as At-Large Members of the Board. Nominations will also be accepted from the general membership. The names of all candidates nominated by the Board and the general membership will be listed on the “meeting notice” preceding the election. Other nominees from the general membership shall be accepted during the meeting at which the election is held, provided the person nominated has given his or her consent.

Elections shall be held at the October Annual Meeting where the President, Vice-President(s), Secretary (or Secretaries), Treasurer(s), NPU-N representative, Land Use Committee Chairperson, and any At-Large Members shall be elected by simple majority of the members eligible to vote and present at the membership meeting during which the vote is being taken as well as those eligible members who have cast an absentee vote or given their proxy. The voting for any contested position shall be by ballot.

If, for any reason, the election of any of the above-mentioned positions is not held at the October meeting, the election for such positions shall be held at each subsequent membership meeting until all elected positions, for which there are candidates, are filled. Election for a successor to an office created by a vacancy will take place at the next scheduled membership meeting, if possible. Notice of vacancy and election for such successor will be made in the “meeting notice” for the next scheduled general meeting. Nominations from the general membership may be called in to the Board of Directors or may be made from the floor, provided the nominee has given consent, at the meeting at which the election takes place.

[7.5 deleted]

7.6 Resignation. Any director may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

7.7 Termination and Removal by The Board of Directors. The Board may terminate the term of a member of the Board of Directors if: (i) that director fails to attend at least (3) consecutive meetings of the Board without an adequate reason for his absence, or (ii) for any reason fails to be a member in good standing of the Corporation. Such termination may be waived by resolution of the Board.

7.8 Termination and Removal by The Membership. A director may be removed by the general membership at any time for cause; such removal shall require a vote of two-thirds of all the members present and voting at any meeting of the general membership. Notice of intention to act upon such matter shall be given in the notice calling such meeting or in the manner provided for notice of meetings. The challenged board member shall be given an opportunity to be heard but shall not be eligible to vote on the question of removal. The successor of a director removed by the membership may be elected at the same meeting to serve out the unexpired term.

7.9 Vacancies. Any vacancy on the Board of Directors, except for vacancy caused by removal of a director by the membership, arising at any time from any cause, including the authorization of an increase

in the number of directors, may be filled by the Board of Directors at any regular meeting or at a special meeting called for such purpose. An appointment to fill an existing term which is vacated shall continue until the expiration of that term.

If a vacancy occurs in the office of President, the Vice-President will serve the remainder or, if unwilling to serve the remainder, will serve until a new President is elected at the next membership meeting.

7.10 Chairman. The President shall preside at all meetings of the Board of Directors and shall have such other duties as may be provided in Section 8.5 of these Bylaws or as the Board may from time to time prescribe.

7.11 Compensation. No director of the Corporation shall receive, directly or indirectly, any salary or compensation for serving as a director.

#### **ARTICLE VIII Meetings of the Board of Directors**

8.1 Meetings. Meetings of the Board of Directors may be held upon notice as required under these Bylaws and at such time and at such place as shall from time to time be determined by the Board.

8.2 Place of Meetings. Meetings of the Board of Directors may be held at any place determined by the President or by the Board of Directors as set forth in the notice thereof or, in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver. If no place is specified for any meeting, that meeting shall be held at the principal office of the Corporation.

8.3 Notice. Notice of the time and place of each Meeting of the Board of Directors shall be sent to all Directors reasonably in advance of the meeting. Special meetings may be called by the President or upon the written request of one-fifth of the membership of the Board of Directors. Written notice of the time, place and purpose of each special meeting of the Board shall be sent to each Director at least three days in advance of such meeting, unless circumstances require a shorter notice period. The notice of a meeting pursuant to the written request of one-fifth of the members of the Board shall specify the objective or objectives for which the meeting is called, and the Board shall be restricted at such meeting to the transaction of the business specified in the notice.

8.4 Notice, What Constitutes. Whenever written notice is required to be given to any Director under the provisions of these Bylaws, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by electronic mail to the address of record supplied to the Corporation for the purpose of notice or by other electronic means reasonably expected to reach the recipient. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by law or these Bylaws. When a meeting is adjourned, each Director shall be given at least one day's notice in person or by written notice of the time and place of the adjourned meeting, unless circumstances require a shorter notice period.

8.5 Modification of Proposal Contained in Notice. Whenever the language of a proposed resolution is included in a written notice of a meeting, the meeting considering the resolution may, without further notice, adopt it with such clarifying or other amendments as do not substantially enlarge or alter its original general purpose.

8.6 Waiver of Notice. Whenever any written notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted nor the purpose of a meeting need be specified in the waiver of notice of such meeting.

Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, by written notice delivered to the Secretary at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

- 8.7 Voting. Each director shall have one vote. All votes must be made by each member in person or by absentee ballot or proxy. Absentee and proxy voting is permitted, but must be in writing and given to any member of the Board of Directors prior to the meeting at which the vote will be taken.
- 8.8 Quorum. A majority of the Directors in office shall be present at each meeting in order to constitute a quorum for the transaction of business. Except as otherwise specified in the Articles of these Bylaws or provided by statute, the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board. In the absence of a quorum, a majority of the Directors present and voting may adjourn the meeting from time to time until a quorum is present.
- 8.9 Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear and be heard by one another.
- 8.10 Action by Consent. Any action which may be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be approved by a majority of the Directors then serving on the Board and submitted to the Secretary of the Corporation.

#### **ARTICLE IX Officers of The Corporation**

- 9.1 Designation of Officers. The Corporation shall have a President, a Vice-President, a Secretary, a Treasurer, and may have additional Vice Presidents and one or more Assistant Secretaries and Assistant Treasurers, all of whom shall be directors on the Board of Directors as provided for in and subject to Article VII of these Bylaws. The Corporation shall also have such other officers as provided for in Section 9.4 below. One person may be elected to more than one office, except that the offices of President and Secretary may not be held by the same person.
- 9.2 Qualifications. All officers shall be residents of the neighborhood and members of the Corporation.
- 9.3 Duties of Officers:
- President. The President shall be the Chief Executive Officer of the Corporation and shall exercise the day-to-day management of the operation of the Corporation. The President shall have sole authority to appoint official spokesmen for the Corporation. The President shall be responsible for the administration of the Corporation, including the general supervision of its policies, for general and active management of its financial affairs, and The President shall be authorized to enter into any contract or agreement in the ordinary course of the activities of the Corporation and to execute, in the Corporate name, any instrument or other writing necessary for those purposes except as otherwise provided by these Bylaws. The President shall only borrow money on behalf of the Corporation pursuant to authority granted by resolution of the board that has been approved by the general membership, which authority may be general or specific in nature. The President shall cause all orders and resolution of the Board of Directors to be carried into effect, and he shall be authorized to sign, subject to the provisions of section 12.4 below, all checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation. The President may make statements and reports on behalf of the Corporation, and The President shall present at each Annual Meeting of the Membership a report of the activities of the Corporation for the preceding fiscal year. The President shall perform whatever other duties the Board of Directors may from time to time prescribe. In general, the President shall be responsible for: preparing official letters to government offices, agencies, and other organizations as required; setting the agenda for and preside over the General Membership Meetings; act as the primary contact for matters involving other civic groups or governments; arranging for meeting sites; establishing committees as necessary to resolve issues for the neighborhood; calling Board meetings as needed and presiding over such meetings; and referring issues concerning use of land, zoning, and related matters to the Land Use Committee Chair.

Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board. The Vice President shall also have the following general responsibilities: Chair ad hoc committees as designated by the Board; conduct General Membership Meetings in President's absence; and attend civic, government, and public interest meetings to represent the Association's interests with or in place of the President as needed.

Secretary. The Secretary shall have charge of the books, records, and seal of the Corporation. The Secretary of the Corporation shall report all votes, actions, and the minutes of all proceedings in a book to be kept for that purpose and shall perform similar duties for the Executive Committee, and other committees, when required. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors or the President, affix it to any instrument requiring it. When so affixed, it shall be attested to by the Secretary's signature or by the signature of the Treasurer or other officer. The Secretary, unless otherwise delegated to another director by approval of the Board, shall keep a record containing the names of all persons who are directors, showing their places of residence, and shall give, or cause to be given, any notice that may be required in these Bylaws. The Secretary shall be under the supervision of the President, and shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe and the President may from time to time delegate. The Secretary shall make the minutes of each regular or special meeting of the Board or the general membership available, upon request, to all directors promptly after each such meeting. The Secretary, unless otherwise delegated to another director by approval of the Board, shall also have the following general responsibilities: coordinating the preparation and printing of meeting notices and delivery to street captains; providing sign-up sheets at general meetings; taking minutes for all General Membership and Board of Directors meetings; maintaining a calendar of events; and sending out mailings as needed. The Secretary shall maintain and provide access to the records of the Corporation as required by Sections 14-3-1601 and 14-3-1602 of the Georgia Nonprofit Corporation Code or any successor provisions of the laws of the State of Georgia.

Treasurer. The Treasurer shall collect, receive, deposit, invest, and disburse the funds of the Corporation as directed by the Board of Directors, shall render periodic financial statements to the Members and Board of Directors, shall have the power to recommend action concerning the Corporation's financial affairs to the President, and shall deliver such other reports and accounts of the financial condition of the Corporation as may be requested by the Membership or Board of Directors. The Treasurer shall be authorized to sign, subject to the provisions of section 12.4 below, all checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation. The Treasurer shall perform such other duties as are incident to the office of Treasurer and shall have such other powers and perform such other duties as the Board of Directors may, from time to time, specify. Treasurer shall prepare or cause to be prepared, an annual budget for anticipated income and expenses of the organization for each fiscal period by the February meeting of the current fiscal year.

#### 9.4 Other Officers.

Immediate Past President. The immediate Past President, upon the end of his or her presidency, unless he or she is removed from office under Article VII of these Bylaws, shall be an officer of the Corporation and have such duties and responsibilities as are delegated to him or her by the President or the Board of Directors.

Freedom Park Conservancy Representative. The Board of Directors shall designate and elect a Freedom Park Conservancy representative, who shall be an officer of the Corporation and have such duties and responsibilities as are delegated to him or her by the President or the Board of



Directors , including, but not limited to, representing the Corporation before the Freedom Park Conservancy.

The Board may designate and elect other officers in its discretion, and such other officers shall have such duties and responsibilities as are delegated to him or her by the President or the Board of Directors. All other officers provided for in this Section 9.4, including the immediate Past President and Freedom Park Conservancy Representative, shall not become directors on the Board of Directors by virtue of being an officer, unless elected to the Board in accordance with Article VII of these Bylaws; shall serve at the will of the Board and may be removed from their office by a vote of the Board at a regular or special meeting of the Board; may resign effective upon giving written notice to the President, the Secretary, or the Board; and unless he or she resigns or is removed by the Board, as provided herein, shall serve from the time of their election until such time as a new Board of Directors is elected pursuant to Section 7.4 of these Bylaws.

#### **ARTICLE X Committees**

- 10.1 Committees. The Board of Directors, by resolution, may designate committees consisting of one or more directors. The duties and responsibilities of the committees shall be determined by resolution of the Board. Committees may include participants from the membership that have been reviewed and approved by the Board of Directors.
- 10.2 Executive Committee. The Board of Directors, by resolution, may designate an Executive Committee, which shall have the full power and authority of the Board except as limited in these Bylaws. The Executive Committee shall be composed of members of the Board of Directors.
- 10.3 Limitations on the Authority of Committees. No such committee shall have authority as to any of the following matters: (a) the dissolution, merger, or consolidation of the Corporation; (b) the amendment of the Articles of Incorporation or the sale, lease or exchange of all or substantially all of the property of the Corporation; (c) the designation of any such committee or changing the number of directors on the Board of Directors or the filling of vacancies in any committee; (d) the amendment or repeal of the Bylaws or the adoption of new Bylaws; or (e) the amendment or repeal of any resolution of the Board which by its terms cannot be amended or repealed except by action of the Board.
- 10.4 Land Use Committee. The Land Use Committee shall be a standing committee to address issues concerning the use of land, zoning, and related matters.
- 10.5 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the members of the committee shall constitute a quorum; and the act of a majority of committee members present and voting at a committee meeting at which a quorum is present shall be the act of the committee.
- 10.6 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

#### **ARTICLE XI Indemnification**

- 11.1 The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director, officer, employee or agent of the corporation (including the heirs, executors, administrators or estate of such person) from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having heretofore or hereafter been a director, officer, employee or agent of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him or her as such director, officer, employee or agent to the full extent permitted under the Georgia Nonprofit Corporation Code or any successor provisions of the laws of the State of Georgia, and shall reimburse such person for all legal and

other expenses reasonably incurred by him or her in connection with any such claim or liability; provided however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of any appropriation of any business opportunity of the corporation, any act or omission not in good faith or which involve intentional misconduct or a knowing violation of law, or any transaction from which he or she derived an improper personal benefit.

The right accruing to any person under the foregoing provisions of this Article shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any property case even though not specifically herein provided for. The corporation, its directors, officers, employees and agents shall be fully protected in taking any action or making any payment under this Article or in refusing to do so in reliance upon the advice of counsel to the corporation.

## **ARTICLE XII Miscellaneous**

- 12.1 Fiscal Year. The Board of Directors shall fix the fiscal year of the Corporation and is authorized to change the same, from time to time, as it deems appropriate. The current fiscal year of the Corporation shall begin on January 1<sup>st</sup> of each year and shall end on December 31<sup>st</sup> of the same year.
- 12.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may, from time to time, determine, and is currently in the following form:

PONCEY-HIGHLAND NEIGHBORHOOD ASSOCIATION, INC.  
CORPORATE SEAL  
GEORGIA

In the event it is inconvenient to use such a seal at any time, the signature of the organization followed by the word "SEAL" enclosed in parenthesis or scroll shall be deemed the seal of the Corporation.

- 12.3 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.
- 12.4 Checks. All checks, drafts or other orders for the payment of money by the Corporation shall be signed by one or more officers of the Corporation, as determined from time to time by the Board of Directors. All notes or other evidences of indebtedness issued in the name of the Corporation shall require the signatures of the President and either the Secretary or Treasurer of the Corporation. The Board of Directors may, by resolution, establish special accounts from which up to amounts specified by the Board may be drawn upon the signature of one of the officers, or such other persons as the Board of Directors may expressly designate in such resolution.
- 12.5 Deposits. All the funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.
- 12.6 Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of all proceedings. The Corporation shall keep at its registered or principal

- office a record giving the names and addresses of the directors entitled to vote. All books and records of the Corporation may be inspected by any director or member.
- 12.7 Construction. Whenever the context of these Bylaws so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws is held to be invalid or inoperative, then, so far as is reasonable and possible, the remainder of these Bylaws shall be considered valid and operative, and effect shall be given to the intent manifested by the portion held invalid or inoperative, all to the extent permitted by law.
- 12.8 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, grant, bequest or device for the general purposes or for any specific purpose of the Corporation, or for distribution to artists, performers or others.
- 12.9 Headings. The Article and Section headings contained herein are for organization, convenience and reference only.
- 12.10 Nondiscrimination Policy. The Corporation shall not discriminate in its membership, employment, organization, or function against any person or party on the basis of race, color, age, religion, national origin, disability, income, political affiliation, sexual orientation or sex.
- 12.11 Dissolution. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE XIII Adoption, Repeal, and Amendment of these Bylaws**

- 13.1 The Board of Directors shall have the power to alter, amend, or repeal the Articles of Incorporation or these Bylaws in any manner that it may deem necessary or advisable to carry out the general purposes of the Corporation or to cause the Corporation to qualify as an exempt organization. No such amendment shall in any manner permit any use of the Corporation's property, or of any income therefrom, other than for purposes commonly carried on by organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law). Any action by the Board of Directors with respect to such an alteration, amendment, or repeal of the Articles of Incorporation or Bylaws shall be taken by an affirmative vote of a two-thirds majority of all members eligible to vote and present at the membership meeting during which the vote is being taken as well as those eligible members who have cast an absentee vote or given their proxy. The Secretary of the Corporation or other director approved by the Board shall send a copy of all proposed amendments to the Bylaws to each member at least five days prior to the taking of a vote on said changes.

### **ARTICLE XIV**

- Staff** 14.1 Staff. The Board may hire staff members as it deems necessary, who shall have such powers and duties as the Board may determine from time-to-time.