

BY-LAWS OF PONCEY-HIGHLAND NEIGHBORHOOD ASSOCIATION, INC.

ARTICLE I General

1.1 Name. The name of this Corporation is 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 Nonprofit Corporation Code.

ARTICLE II Status, Purpose, and Policy

2.1 Tax Exempt Status. The Corporation shall be organized and operated under the laws of the State of Georgia and Section 501 (c) (3) of the U.S Internal Revenue Code.

2.2 Purpose. The purpose of this Corporation is to bring together neighbors to inform, strengthen, improve, and preserve the historic Poncey-Highland neighborhood, and promote the common good and general welfare of the community by lessening neighborhood tensions and promoting public safety.

2.3 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 at the next regularly scheduled General Membership Meeting.

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 Membership 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 shall represent the official position of the Corporation on matters within the Boundaries of the Corporation. The NPU-N Representative shall be able to discuss, and vote on, any matter not within the Boundaries of the Corporation without the Corporation taking an official position.

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

- Ponce de Leon Avenue 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.

2.5 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and by its By-Laws.

ARTICLE III Membership

3.1 Membership. All residents (persons 18 years of age or older) whose primary place of residence is within the Boundaries or any person (18 years of age or older), organization, institution, or agency which owns property or has a place of business within the Boundaries and who provide Proof of Membership Eligibility shall be granted Membership.

A request for Membership is effectuated by completing the membership registration form on the Corporation's website or by completing the form at a Meeting of the Corporation and submitting documentation required per Article 3.4.

The term of Membership shall be for one (1) calendar year.

At any time after the adjournment of the Annual Meeting, Members shall be required to renew their Membership for the following calendar year. For Membership renewals that do not involve a change of Category of Membership or an update to a Member's physical address within the Boundaries, Proof of Membership Eligibility is not required.

From time to time, the Board of Directors, at the Board's discretion, may determine additional or alternative requirements for effectuating or renewing Membership.

3.2 Categories of Membership. There shall be two (2) categories of membership:

- 1) "Resident Member" shall be a person 18 years of age or older whose primary place of residence is within the Boundaries, and who has provided Proof of Membership.
- 2) "Non-Resident Member" shall be:
 - a) A person 18 years of age or older who is not a Resident, but who owns residential property within the Boundaries, and who has provided Proof of Membership Eligibility;
 - b) A business, corporation, organization, institution, or agency operating within the Boundaries, that has provided Proof of Membership Eligibility;
 - c) An owner of commercial property located within the Boundaries, who has provided Proof of Membership Eligibility.

3.3 Termination of Membership. At any time a Member does not meet one of the qualifications as described in Article 3.2, their Membership shall be deemed automatically terminated.

The Board of Directors may in good faith terminate the Membership of any Member who fails to comply with the Purpose and Policy of the Corporation, these By-Laws, the Corporation's Articles of Incorporation, or other rules as adopted by the Corporation by initiating a motion for termination which must be approved by an affirmative vote of two-thirds (2/3) of all eligible Members present and voting at the Membership Meeting at which the vote occurs, as well as eligible Members who have cast an absentee vote in accordance with Article 5.4.

At least fifteen (15) days prior to the Membership Meeting at which the Board plans to present its motion for termination, the Board shall send a Notice in accordance with Article 14.10 to the Member whose Membership it proposes to terminate, advising the Member of the intended action, stating the reasons for proposed termination, and providing the Member an opportunity to respond to the statement provided by the Board, and 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 a vote to approve termination is taken.

3.4 Proof of Membership Eligibility.

- 1) Resident Members shall provide an unexpired, government-issued photo identification showing an address within the Boundaries.
- 2) Non-Resident Member businesses, organizations, institutions, and agencies shall provide:
 - a. A current City of Atlanta business license or unexpired registration from the Georgia Secretary of State, showing an address within the Boundaries, and
 - b. An unexpired government-issued photo identification for a person in a name matching the name on the business license or registration, or proof of authority to act on behalf of the business, organization, institution, or agency.
- 3) Non-Resident Member property owners shall provide:
 - a. A current mortgage statement or property deed showing an address within the Boundaries, and
 - b. An unexpired government-issued photo identification for a person in a name matching the name on the mortgage or deed. If the owner is not a person, proof of authority to act on behalf of the ownership entity.
- 4) Non-Resident Members must designate, in writing, a single designee aged 18 years or older, which may be the Non-Resident Member, to represent their interests.
- 5) From time to time, the Board of Directors, at the Board's discretion, may determine additional or alternative forms of proof of eligibility be deemed acceptable.

ARTICLE IV Meetings of the Membership

4.1 General Membership Meetings. General Membership Meetings shall be held on the third (3rd) Wednesday of each month at 7:00 PM at such place, which can be either physical or virtual, as designated by the Board in the Meeting Notice, which shall be provided in accordance with Article 14.10 at least three (3) days in advance of the date the meeting is to occur.

General Membership meetings may be cancelled if, in the Board's discretion, circumstances warrant postponing the discussion of Corporation business until the next scheduled General Membership Meeting, provided notice of cancellation is provided to the Membership in accordance with Article 14.10 at least three (3) days in advance of the date the meeting was to occur.

No two (2) consecutive regularly scheduled General Membership Meetings may be cancelled.

General Membership Meetings shall be open to the public.

4.2 Annual Meetings. The Corporation shall hold an Annual Meeting of the Membership for the purposes of acknowledging and implementing the election of the Board of Directors, and transacting any other proper business brought before the Meeting.

The Membership Meeting held in October of each year shall constitute the Annual Meeting of the Membership. Notice must be provided to the Membership in accordance with Article 14.10, to include the names of all candidates nominated by the Nominating Committee at least five (5) days in advance of the date the Meeting is to occur.

If the Annual Meeting of the Membership is not held as herein prescribed, the Board of Directors may be elected at any meeting thereafter called pursuant to these By-Laws.

4.3 Roberts Rules of Order. The general procedure shall be normal conversation. However, a motion from the floor and a single second to that motion, without a vote, may invoke Roberts Rules of Order and such procedure will remain in effect for the duration of discussion surrounding that particular issue.

4.4 Special Membership Meetings. Special Membership Meetings may be called by the President or the Board of Directors to address matters of particular concern or interest to the Membership.

Notice of Special Membership Meetings must be provided to the Membership in accordance with Article 14.10, to include the date, time, place, and purpose of the Special Meeting, at least three (3) days in advance of such Special Meeting unless circumstances as determined by the President or the Board of Directors exist which require a shorter notice period. In no event shall notice be less than twenty-four (24) hours in advance of such meeting.

The meeting shall be limited to the transaction of business specified in the Notice.

4.5 Prohibition of Political Campaigning. Meetings shall not be used for political forums or campaigning for city, county, state, or federal elections. Examples of campaigning could include, but are not limited to, the introduction of elected officials as political candidates in upcoming elections, distribution of campaign materials and literature.

ARTICLE V Voting of the Membership

5.1 Voting Privileges

- 1) Resident Members are eligible to vote on all issues brought before the Corporation.
- 2) Non-Resident Members are eligible to vote on all issues brought before the Corporation except zoning related issues.
- 3) Individuals qualifying for Membership under any combination of Articles 3.2.1 and 3.2.2 shall have the right to vote only once.

5.2 Voting. All issues to be voted on, including the election of the Board of Directors and At-Large Members of the Board of Directors, excluding proposed amendments to the By-Laws and other matters as may be named elsewhere in these By-Laws, must pass by a simple majority of the Members eligible to

vote and present at the place designated for the Membership Meeting in the meeting notification during which the vote is being taken, as well as eligible Members who have cast an absentee vote in accordance with Article 5.4.

If the number of Non-Resident Members present at the Membership Meeting equals or exceeds the number of Resident Members present, voting on issues other than zoning related issues will be deferred.

5.3 Amendments to By-Laws. Proposed amendments to the By-Laws must be approved by two-thirds (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 in accordance with Article 5.4.

5.4 Absentee Voting. Absentee voting is permitted. Absentee votes must be in writing, utilizing the absentee ballot form posted on the Corporation's website and personally delivered, via hand or electronic mail, by the eligible Member voting to a Member of the Board of Directors prior to the meeting at which the vote will be taken. Proof of Membership eligibility may be required.

5.5 Proxy Voting. Proxy voting is prohibited.

ARTICLE VI Board of Directors

6.1 Authority and Responsibility. The affairs of the Corporation shall be governed by the Board of Directors. Any eligible Resident Member may run for a Board position.

The Board of Directors shall oversee the management of the affairs and activities of the Corporation and shall perform such other duties as the Corporation or these By-Laws may prescribe.

The Board of Directors shall:

- 1) have supervision, control, and direction of the management, affairs, and property of the Corporation;
- 2) determine the Corporation's policies or changes thereto;
- 3) actively pursue the Corporation's purpose and objectives; and
- 4) supervise disbursement of funds.

Under no circumstances shall the purposes of the Corporation, as expressed in the By-Laws or Articles of Incorporation, be amended, or changed unless said By-Laws or Articles are amended or changed in accordance with these By-Laws.

In any situation where lack of action or official position before the next scheduled General Membership Meeting would prove detrimental or lead to loss of benefit to the Corporation, the Board of Directors is authorized to make any decisions or take any action which they deem is in the best interest of the Corporation. Actions taken in this manner shall be reported to the Membership at the next regularly scheduled General Membership Meeting.

The Board of Directors shall not permit any portion of the funds or capital of the Corporation to inure to the benefit to any Member, Director, Officer, or other person or individual.

The Directors shall perform their duties to the best of their ability, and as prescribed by these By-Laws.

The term of office shall be one (1) year, or until a successor is elected and takes office. If duly elected, Members of the Board of Directors may serve consecutive terms.

6.2 Number and Composition. The Board of Directors shall be comprised of no less than five (5) and no more than eleven (11) Directors and shall at a minimum include the President, the Vice-President, the Secretary, the Treasurer, a NPU-N Representative, and a Land Use Committee Chairperson.

The remaining Board of Directors positions can be comprised of At-Large Directors, whose responsibilities may include but not be limited to Communications, Transportation & Infrastructure, Education, Fundraising, Public Safety, and Beautification & Public Spaces, at the discretion of the Board.

An individual may hold more than one Director position concurrently, except that no one individual can serve as both President and Treasurer or as both President and Secretary.

In the event that the number of Directors should fall below the specified minimum, the vacancies shall be filled in accordance with procedures outlined in Article 6.3.

6.3 Procedure for Election of Directors. The Board of Directors, by resolution, may designate a Nominating Committee, which shall be designated for the purpose of identifying the slate of director candidates for the future year's Board of Directors. In the event the Board does not elect to designate a Nominating Committee, the Board shall serve in such capacity.

The Nominating Committee shall be comprised of five (5) Resident Members and shall be responsible for nominating candidates for Directors to include those for President, Vice President, Secretary, Treasurer, NPU-N Representative, Land Use Committee Chairperson, to be elected at the Annual Meeting. The Nominating Committee may also solicit candidates for At-Large positions.

The names of all candidates nominated by the Nominating Committee will be announced at the General Membership meeting immediately preceding the General Membership Meeting at which the election will be held.

Nominations will also be accepted from Members prior to issuance of the Meeting Notice for the Membership Meeting at which the election will be held. The names of all candidates nominated by Members and the Nominating Committee will be listed on the Meeting Notice preceding the General Membership Meeting at which the election will be held.

In the event a position is vacant on the slate of nominees, floor nominations will be accepted from Members during the meeting at which the election is held provided the person nominated has given their consent.

Elections shall be held at the October Annual Meeting where candidates 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 in accordance with Article 5.4.

Voting for any contested position shall be by written ballot which contains the voter's name, principal place of residence and telephone number.

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. Notice of vacancy and election for such successor will be made in the Meeting Notice for the next scheduled General Membership Meeting.

6.4 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 elected before such time, to take office when the resignation becomes effective.

6.5 Termination and Removal by The Board of Directors. The Board may terminate the term of a Member of the Board of Directors if:

- 1) that Director fails to attend at least three (3) consecutive meetings of the Board without an adequate reason for his or her absence, or
- 2) that Director for any reason fails to be a Member who fails to comply with the Purpose and Policy of the Corporation, these By-Laws, the Corporation's Articles of Incorporation, or other rules as adopted by the Corporation.

6.6 Termination and Removal by The Membership. A Director may be removed by the General Membership at any time for in the event a Director fails to comply with the Purpose and Policy of the Corporation, these By-Laws, the Corporation's Articles of Incorporation, or other rules as adopted by the Corporation. Such removal shall require a vote of two-thirds (2/3) of all eligible Members present and voting at any meeting of the General Membership, as well as eligible Members who have cast an absentee vote in accordance with Article 5.4.

Notice of intention to act upon such matter shall be provided to the Board of Directors at least ten (10) days in advance of the Meeting at which the vote will be held and must be included in the Meeting Notice calling such meeting. 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.

6.7 Vacancies. – Any vacancy on the Board of Directors may be filled in accordance with Article 6.3. If a vacancy occurs in the office of President, the Vice President shall serve the remainder of the term. If unwilling to serve the remainder of the term, the Vice President shall serve until a new President is elected at the next General Membership Meeting, or until such time as a successor is elected in accordance with Article 6.3.

6.8 Compensation. No Director of the Corporation shall receive, directly or indirectly, any salary or compensation for serving as a Director. The Corporation may reimburse Directors for out-of-pocket expenses actually incurred on behalf of the Corporation and such funds shall not be in consideration for serving as a Director.

6.9 Conflict of Interest. Members of the Board of Directors must complete an annual disclosure statement indicating any potential conflicts of interest, including:

- 1) Direct Conflicts: which occur when a Board Member has business ties which will cause a financial gain or loss as a result of the proposed action, and
- 2) Indirect Conflicts: which occur when a Board Member has a material financial interest in any entity that is involved in a proposed action.

These disclosure statements will be kept on file by the Secretary and must be updated at any time and whenever a new conflict is identified.

Board of Directors members must abstain from voting when a conflict of interest exists.

All Members of the Board of Directors shall comply with the provisions of the Georgia Code related to Nonprofit Corporations.

ARTICLE VII Meetings of the Board of Directors

7.1 Meetings. Meetings of the Board of Directors shall be held on the 2nd Wednesday of each month at 7:00 PM, or as at such time as shall from time to time be determined by the Board.

Any cancellation of a regular Board of Directors meeting must be reported to the Membership at the next General Membership Meeting. Any Special Meeting of the Board of Directors must be reported to the Membership at the next General Membership Meeting.

7.2 Place of Meetings. Meetings of the Board of Directors may be held at any place which can be either physical or virtual, as shall from time to time be determined by the President or by the Board of Directors. If no place is specified for any meeting, that meeting shall be held at the previously designated place.

7.3 Meeting Notice. Should a change to the regularly scheduled meeting be made, notice of the time and place of the meeting shall be sent to all Directors via electronic mail at least forty-eight (48) hours in advance of the scheduled meeting.

7.4 Voting. Each individual Director shall have one vote, regardless of the number of Board positions a Director may concurrently hold. All votes must be made by each Director 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. Proxy voting is prohibited.

7.5 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 By-Laws 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.

7.6 Participation in Meetings by Conference Telephone or Electronic Platform. Members of the Board of Directors may participate and vote in Board Meetings through use of conference telephone or electronic platform, so long as all Directors participating in such meeting can hear and be heard by one another.

7.7 Action Without a Formal Board Meeting. 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.

7.8 Special Meetings. Special Meetings may be called by the President or upon the written request of greater than 50% of the Members of the Board of Directors.

Written notice of the time, place, and purpose of each Special Meeting of the Board shall be sent via electronic mail to all Directors at least three (3) days in advance of such meeting unless circumstances require a shorter notice period. In no event shall notice be less than twenty-four (24) hours' notice in advance of such meeting.

The Board shall be restricted at such meeting to the transaction of business specified in the Notice.

7.9 Roberts Rules of Order. The general procedure shall be normal conversation. However, a motion and a single second to that motion, without a vote, may invoke Roberts Rules of Order and such procedure will remain in effect for the duration of discussion surrounding that particular issue.

7.10 Prohibition of Political Campaigning. Meetings shall not be used for political forums or campaigning for city, county, state, or federal elections. Examples of campaigning could include, but not be limited to, introduction of elected officials as political candidates in upcoming elections, distribution of campaign materials and literature.

ARTICLE VIII Officers of the Corporation

8.1 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 VI of these By-Laws.

8.2 Qualifications. All Officers shall be Resident Members of the Corporation.

8.3 Duties of Officers.

- 1) President. The President shall be the chief executive officer of the Corporation and shall:
 - a. Oversee the day-to-day operations of the Corporation;
 - b. Prepare the monthly Membership Meeting agendas;
 - c. Arrange for meeting sites;
 - d. Preside at all meetings of the Membership and Board of Directors;
 - e. Represent the Corporation as principal spokesperson (this duty may be delegated to another Director at the President's discretion);
 - f. Prepare official letters to government offices, agencies, and other organizations, as required;
 - g. Serve as the primary contact for matters involving other civic groups or governments;
 - h. Assign responsibility for website and social media account(s) maintenance to a member of the Board;
 - i. Retain access to website and social media account(s) at all times;
 - j. Monitor expenditure of funds;
 - k. Be authorized to sign subject to the provisions of Article XIII, all checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation;
 - l. Ensure the Corporation adheres to these By-Laws;
 - m. Refer issues concerning use of land, zoning including the Poncey-Highland Historic District, and related matters to the Land Use Committee Chair;
 - n. Cause all orders and resolutions of the Board of Directors to be carried into effect;
 - o. Present at each Annual Meeting a report of the year-to-date activities of the Corporation;
 - p. Execute all official documents, contracts, or correspondence necessary to carry out the business of the Corporation (this duty may be delegated to another Director at the President's discretion); and
 - q. Perform other such duties as may be specified in the By-Laws, by the Board, or as prescribed by Georgia law.

- 2) 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. Additionally, the Vice President shall:
 - a. Assist the President in their duties;
 - b. Chair Ad Hoc committees as designated by the Board;
 - c. Attend civic, government, and public interest meetings to represent the Corporation's interest with or in place of the President, as needed;
 - d. Perform other such duties and have such other authority and powers as may be prescribed by the President or the Board.

- 3) Secretary. The Secretary shall:
 - a. Have charge of the books, records, and seal of the Corporation;
 - b. Report all votes, actions, and minutes of all proceedings in an electronic file for future use and reference;
 - c. Keep an electronic record containing the names of all persons who are Directors, showing their places of residence;
 - d. Keep an electronic record of Board Member Conflict of Interest Statements, if any;

- e. Transcribe the minutes of each Regular or Special Meeting of the Board and the Membership and make available to all Directors within ten (10) business days of such meeting;
- f. Be authorized to sign subject to the provisions of Article XIII, notes and other evidences of indebtedness issued in the name of the Corporation;
- g. Give, or cause to be given, any notice that may be required in these By-Laws, unless delegated to another Member of the Board;
- h. Maintain a log of all attendees of each Regular or Special meeting of the Board and the Membership;
- i. Maintain copies of all absentee votes and written ballots;
- j. Maintain a record containing the Membership rolls of the Corporation, which shall include:
 - i. Member's Name (individual, business, institution, organization, or agency);
 - ii. Designee's Name of the business, institution, organization, or agency;
 - iii. Physical address within the Boundaries;
 - iv. Mailing address;
 - v. Electronic mail address;
 - vi. Phone number;
 - vii. The Type of Proof of Membership Eligibility identification provided;
 - viii. The calendar year for which the membership is current;
- k. Retain access to website and social media account(s) at all times;
- l. 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 State of Georgia; and
- m. Perform other such duties and have such other authority and powers as may be prescribed by the President or the Board.

4) Treasurer. The Treasurer shall:

- a. Collect, receive, deposit, invest, and disburse the funds of the Corporation as directed by the Board of Directors;
- b. Oversee the Corporation's bank account, PayPal account, and any other financial instrument used for the disbursement or deposit of monies as from time to time may be determined by the Board;
- c. Render monthly financial statements for all accounts owned or benefiting the Corporation, including banks, electronic payment systems (i.e. PayPal), and all other financial transaction platforms, as may be utilized, to the Members and the Board of Directors;
- d. Render monthly a written summary of all financial transactions to the Members and the Board of Directors;
- e. Deliver such other reports and accounts of the financial condition of the Corporation as may be requested by the Membership or Board of Directors;
- f. Have the power to recommend action concerning the Corporation's financial affairs to the President;
- g. Be authorized to sign subject to the provisions of Article XIII, all checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation;
- h. Prepare or cause to be prepared an annual budget for anticipated income and expenses of the Corporation;

- i. Present for approval any proposed unbudgeted expenditures to the Board of Directors and the Membership at the next regularly scheduled meeting or special meeting;
- j. Prepare and file, or cause to be prepared and filed, the annual required income tax reporting forms;
- k. Renew the Annual Registration of the Corporation with the Georgia Secretary of State;
- l. Obtain pricing and renew coverage, subject to Board approval, as needed for any insurance policy the Board may from time to time elect to maintain; and
- m. Perform such other duties as are incident to the office of Treasurer as may be prescribed by the President or the Board.

8.4 Special Representatives. The Board of Directors may from time to time appoint such Special Representatives they deem necessary to carry out a specific task or to serve as liaisons between the Corporation and various associations, task forces, committees, and organizations throughout the City of Atlanta and beyond.

Appointments shall be brought before the General Membership, at the next General Membership Meeting, for a vote in accordance with Article V.

The purpose of the Special Representative is to promote the goals and objectives of the Corporation. Special Representatives shall represent the official position of the Corporation on matters within the Boundaries of the Corporation, and shall be able to discuss, and vote on, any matter not within the Boundaries of the Corporation without the Corporation taking an official position.

Special Representatives shall be Resident Members, have such powers and duties as the Board of Directors may prescribe, and shall be held to the same standards of the Board of Directors, as prescribed by these By-Laws, including but not limited to Article 6.9 Conflict of Interest. The Special Representative shall report to the President.

Annually, the Board shall appoint a Freedom Park Special Representative who shall represent the Corporation before the Freedom Park Conservancy.

Other Special Representatives may include, but not be limited to, Public Safety, Education, and Transportation & Infrastructure.

ARTICLE IX Committees

9.1 Committees. The Board of Directors, by resolution, may designate Committees consisting at least one (1) Director. Committees may include Members, who shall be reviewed and approved on an annual basis by the Board of Directors. Committees may be Ad Hoc or Standing. Committees shall operate in accordance with the terms of these By-Laws.

1. Ad Hoc Committees may from time to time be established by the Board of Directors to perform such tasks and to serve for such periods that the Board designates. If the need for an Ad Hoc Committee continues for more than eleven (11) months, the Board of Directors will review the need to create a Standing Committee. If the Board determines that the Ad Hoc Committee

should become a Standing Committee, it shall bring the issue before the Membership for a vote. The Committee Chair must be a duly elected Member of the Board of Directors and shall report any proposed business being presented to the Membership at any General or Special Meeting.

2. Standing Committees shall represent the position of the Corporation before appropriate organizations. The Committee Chair must be a duly elected Member of the Board of Directors and shall report any proposed business and activities to the Board of Directors prior to such business being presented to the Membership at any General or Special Meeting.

Committees may include, but not be limited to, Communications, Transportation & Infrastructure, Education, Fundraising, Public Safety, and Beautification & Public Spaces.

9.2 Limitations on the Authority of Committees. No committee shall have the authority as to any of the following matters:

1. The dissolution, merger, or consolidation of the Corporation;
2. The amendment of the Articles of Incorporation, or the sale, lease, or exchange of any of the property of the Corporation.
3. 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 without review and approval by the Board of Directors;
4. The amendment or repeal of the By-Laws or the adoption of new By-Laws; or
5. 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.

9.3 Land Use Committee. The Land Use Committee shall be a Standing Committee to address issues concerning the use of land, zoning including the Poncey-Highland Historic District, and related matters. The Land Use Chair assembles and presides over the Committee, which shall include a NPU-N representative.

9.4 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.

9.5 Rules. Each Committee may adopt rules for its own government, so long as such rules are not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE X Indemnification

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 estates of such persons) 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 XI Adoption, Repeal, and Amendment of these By-Laws

The Board of Directors shall have the power to alter, amend, or repeal the Articles of Incorporation or these By-Laws 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 By-Laws 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 in accordance with Article 5.4.

At least five (5) days prior to the taking of a vote on proposed By-Laws amendments, the Secretary of the Corporation or other Director approved by the Board shall distribute to the current list of Members via electronic mail a copy of all proposed amendments to the By-Laws, shall post a copy of all proposed amendments to the By-Laws to the Corporation's website, and shall post links to the documentation reflecting all proposed amendments to the By-Laws on the Corporation's social media account(s), if any.

ARTICLE XII 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.

ARTICLE XIII Financial

13.1 Contracts. The Board of Directors may authorize any Director, Officer, or Agent of the Corporation, in addition to the Directors so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation for any previously approved expense in accordance with the terms of Article 13.5.

Such authority must be in writing and may be general or confined to specific instances.

Prior to execution, all contracts and instruments must be reviewed by the President and one (1) additional Board Member as so authorized by the Board of Directors.

13.2 Checks and Other Drafts. All checks, drafts, or other orders for the payment of money by the Corporation shall be signed or authorized by the President or Treasurer.

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.

13.3 Deposits. All 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.

13.4 Annual Budget. The Treasurer shall, with assistance from the other Members of the Board of Directors, prepare an Annual Budget for the Corporation. The Annual Budget shall be presented to the Membership for approval at the regularly scheduled February General Membership meeting.

13.5 Expenditures.

- 1) Budgeted. Funds allocated in the approved Annual Budget are considered budgeted expenditures and do not require additional approval prior to disbursement.
- 2) Unbudgeted. Funds not allocated in the approved Annual Budget, require approval as follows prior to disbursement:
 - a. Expenses up to two-hundred and fifty (\$250.00) dollars require authorization by the President or Treasurer;
 - b. Expenses between two-hundred and fifty (\$250.00) and one thousand (\$1,000.00) dollars require authorization by a majority of the Board of Directors;
 - c. Expenses in excess of one thousand (\$1,000.00) dollars require authorization by a majority of the Membership present at the next scheduled General Membership meeting.

ARTICLE XIV Miscellaneous

14.1 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 1st of each year and shall end on December 31st of the same year.

14.2 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.

14.3 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. Directors are required to turn over all records (electronic, paper, or other), and logon credentials for all websites, bank accounts, social media accounts, and other accounts to which a Director has access, to their successor upon commencement of the successive term.

14.4 Construction. Whenever the context of these By-Laws so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these By-Laws is held to be invalid or inoperative, then, so far as is reasonable and possible, the remainder of these By-Laws 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.

14.5 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.

14.6 Headings. The Article and Section headings contained herein are for organization, convenience, and reference only.

14.7 Nondiscrimination Policy. The Corporation shall not discriminate in its Membership, employment, organization, or function against any person or party on the basis of age, color, disability, gender, gender identity, income, national origin, political affiliation, race, religion, sex, or sexual orientation.

14.8 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.

14.9 Conflicts. If there are conflicts or inconsistencies between the provisions of Georgia Law, the Articles of Incorporation and these By-Laws, the provisions of Georgia Law, the Articles of Incorporation, and these By-Laws, in that order, shall prevail.

14.10 Notice, What Constitutes. Unless otherwise defined herein, whenever written notice is required to be given to any Director, Officer or Member under the provisions of these By-Laws, it may be given to such person, either personally, by sending a copy thereof by first class mail, 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.

Notices concerning Membership Meetings shall be accomplished via email communication to the current list of Members and by posting to the Corporation's website and social media account(s), if any.

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