

**BYLAWS OF THE
CANDLER PARK NEIGHBORHOOD
ORGANIZATION**

ARTICLE I

Name

The name of this corporation shall be the Candler Park Neighborhood Organization, Inc. (“neighborhood organization”).

ARTICLE II

Purpose

The purpose of the neighborhood organization shall be to promote the common good and general welfare in the neighborhood known as Candler Park in the City of Atlanta, Georgia.

ARTICLE III

Members

Section 1. Eligibility for Membership.

(a) Qualifications: Membership in the neighborhood organization shall be open to any person who is at least 18 years of age and who: (1) maintains his or her primary residence within the Candler Park neighborhood; (2) owns real property within the Candler Park neighborhood; or (3) is the sole designated representative of any corporation, business, organization, institution or agency that maintains a place of business or owns real property within the Candler Park neighborhood.

(b) Definition: For purposes of this article, “the Candler Park neighborhood” shall mean that part of the City of Atlanta in DeKalb County, Georgia, which is bounded on the south by the east-west MARTA rail line; on the west by the center line of Moreland Avenue; on the north by the rear property line of the lots located on the northern side of North Avenue, the northern boundary of Candler Park, and the center line of Clifton Terrace; and on the east by the center line of Clifton Road.

Section 2. Application for Membership.

(a) Application Annually. All applications for membership in the neighborhood organization must be in writing, through the official web site of the organization or by e-mail on a form designed by the Membership Officer for those purposes. Membership must be renewed annually through submission of such a membership application. The Membership Officer shall terminate the membership of any Member who fails to submit such renewal application by the last day of April.

(b) Determinations by the Membership Officer. The Membership Officer shall review each membership application for accuracy and completeness and shall determine the eligibility of the applicant for membership. Any applicant who, in the determination of the Membership Officer, is eligible for membership under this article shall become a Member of the neighborhood

organization. The Membership Officer shall notify any applicant whose application is not approved in writing or by e-mail.

Section 3. Resignation. Any Member may resign his or her membership in the neighborhood organization by notifying the Membership Officer in writing or by e-mail. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 4. Termination. The Membership Officer shall terminate the membership of any Member who: dies; resigns; fails to renew his or her membership by the time provided in Section 2(a) of this Article; or, in the determination of the Membership Officer, is no longer eligible for membership under this article.

ARTICLE IV Officers

Section 1. Designation. The Officers of the neighborhood organization shall be a President, a Treasurer, a Secretary, a Membership Officer, a Zoning Officer, a Public Safety Officer, a Fundraising Officer, a Communications Officer, and an External Affairs Officer.

Section 2. Duties.

(a) **President.** The President shall be the Chief Executive Officer of the neighborhood organization and the Chair of its Board of Directors; shall have such duties as prescribed by law, by these Bylaws, or by the neighborhood organization's parliamentary authority.

(b) **Treasurer.** The Treasurer shall maintain custody of the neighborhood organization's funds and securities and shall keep a full and accurate account of all receipts and disbursements in books belonging to the neighborhood organization. The Treasurer shall deposit all receipts to the credit of the neighborhood organization at such banks and financial institutions as the Board of Directors shall direct. The Treasurer shall disburse the neighborhood organization's funds and securities only as the neighborhood organization shall direct or as these Bylaws may prescribe. The Treasurer shall make a full financial report at the Annual Meeting and shall make such interim reports as the Board of Directors may direct. The Treasurer shall have such other duties as prescribed by law, by these Bylaws, or by the neighborhood organization's parliamentary authority.

(c) **Secretary.** The Secretary shall maintain custody of the neighborhood organization's records, including the corporate seal, except as prescribed by these Bylaws. The Secretary shall keep the minutes of all meetings and make them available to Members as required by law. The Secretary will receive reports from each Committee monthly and make them available to Members and the Board. The Secretary shall have such other duties as prescribed by law, by these Bylaws, or by the neighborhood organization's parliamentary authority.

(d) **Membership Officer.** The Membership Officer shall maintain the neighborhood organization's membership records and shall chair the Membership Committee. The Membership Officer shall maintain the neighborhood organization's membership roll and mailing list and shall make them available to members as required by law. The Membership

Officer shall have such other duties as prescribed by law, by these Bylaws, or by the neighborhood organization's parliamentary authority.

(e) **Fundraising Officer.** The Fundraising Officer shall be responsible for the neighborhood organization's fundraising activities designed to promote the neighborhood, the neighborhood organization and to raise funds to support the neighborhood organization's short- and long-term goals. The Fundraising Officer shall chair the Fundraising Committee and shall serve as the Committee's liaison with the Board of Directors. The Fundraising Officer shall have such other duties as the neighborhood organization or Bylaws may prescribe.

(f) **Zoning Officer.** The Zoning Officer shall be responsible for the neighborhood organization's activities related to land use and zoning and shall chair the Zoning Committee. The Zoning Officer shall have such other duties as the neighborhood organization or these Bylaws may prescribe.

(g) **Public Safety Officer.** The Public Safety Officer shall be responsible for the neighborhood organization's activities related to public safety and shall serve as the neighborhood organization's principal liaison to public safety agencies and organizations. The Public Safety Officer shall have such other duties as the neighborhood organization or these Bylaws may prescribe.

(h) **Communications Officer:** The Communications Officer shall be responsible for the neighborhood organization's activities related to coordinating strategy around the distribution of information via print, web, email and other mediums. The Communications Officer shall have such other duties as the neighborhood organization or the Bylaws may prescribe.

(i) **External Affairs Officer.** The External Affairs Officer shall serve as the liaison to other organizations or individuals holding special events within the Candler Park neighborhood. They shall represent the neighborhood organization on the Executive Committee of Neighborhood Planning Unit N. The External Affairs Officer shall have such other duties as the neighborhood organization or these Bylaws may prescribe.

Section 3. Qualifications. No person is eligible to be nominated, elected or appointed as an Officer unless he or she is a Member of the neighborhood organization and has, according to records maintained by the neighborhood organization, attended at least two CPNO meetings within the previous twelve months, either regular member meetings, or committee meetings, or one of each. [Amendment adopted September 18, 2017.]

Section 4. Nominations. The Nominating Committee shall nominate candidates for each Office at the Regular Meeting in October. Members may nominate other candidates from the floor at the Annual Meeting.

Section 5. Elections. Members shall elect Officers by ballot at the Annual Meeting in the order in which they are listed in Section 1 of this article. Balloting for each Office shall immediately follow the close of nominations from the floor for that Office, and the Chair shall announce the results of the election for that Office before calling for nominations from the floor for the next Office. In all Officer Elections, the candidate receiving the most votes for each Office shall be elected. In the event of a tie vote for any Office, the winner shall be determined by a game of

chance. In the event there is only one candidate for a given Office and there are no nominations from the floor, then and only then, the requirement for election by ballot for that Officer may be suspended. This may be done by a motion to elect by acclamation, properly seconded, and voted on by a show hands.

Section 6. Term of Office. If an Officer is elected at the Annual Meeting, the term of Office shall begin on the first day of the year following the election. Officers appointed by the Board shall take office immediately. All terms shall continue until the first day of the following year or until a successor is elected and takes Office.

Section 7. Resignation. Any Officer may resign from Office by notifying the Board of Directors in writing or by e-mail. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 8. Removal from Office. The Board of Directors may remove any Officer at any time with or without cause. Removal shall require the affirmative vote of two thirds of the Directors then in office.

Section 9. Removal of an Officer by the Membership. Two-thirds of the Members present and voting at any meeting of the neighborhood organization may remove any Officer, for failure to perform the duties of his or her Office, or for defrauding or misrepresenting funds of the neighborhood organization, or for intentionally acting contrary to the expressed direction of the neighborhood organization, provided that:

- (a) A motion to remove such Officer was properly made and seconded at the monthly meeting of the neighborhood organization immediately preceding such meeting;
- (b) Such pending motion was properly made known to the Members of the neighborhood organization prior to such meeting through regular information channels;
- (c) Such Officer is provided an opportunity at such meeting to fairly present evidence and testimony to refute the charges upon which the motion is based.

Section 10. Vice President. The Board of Directors shall appoint a current Officer to act as Vice President to assist the President in the performance of his or her duties. The Vice President shall preside over meetings and shall perform such other duties as are necessary in the President's absence.

Section 11. Vacancies in Office. The Board of Directors shall fill a vacancy in any Office by appointment for the remainder of the term vacated. A vacancy in the Office of President shall be temporarily filled by the Vice President, and shall be filled in the same manner as other vacancies before the conclusion of the next Regular Meeting of the Board of Directors.

Section 12. Term Limits. No individual may serve more than three consecutive years in the same position, or five consecutive years on the Board. If the current office holder reaches his or her term limitation and the Nominating Committee cannot find a volunteer candidate for a board position who meets the qualifications for running, then the current office holder shall be eligible to extend their term by one year. These limits will first apply to the Officers in place as of January 1, 2016 and

include consideration of those Officer's prior consecutive years of service for their term limit calculations. [Amendment adopted September 19, 2016.]

ARTICLE V

Agents and Representatives

Section 1. Designation. The Board of Directors shall appoint the following Agents and Representatives: Editor of *The Messenger*; Freedom Park Conservancy Representative, Candler Park Conservancy Representative, and other Agents and Representatives as necessary.

Section 2. Appointment and Term. The Board of Directors shall appoint Agents and Representatives, who shall serve for one year terms, unless earlier removed by the Board at their discretion. There shall be no limit on the number of terms any individual may be appointed to any role.

Section 3. Annual Appointments. The Board of Directors shall appoint these Agents and Representatives at the first Board Meeting of the calendar year.

Section 4. Vacancies in Agency. The Board of Directors may fill a vacant Agency by appointment for the remainder of the term vacated.

Section 5. Duties and Powers. In general, Agents and Representatives of the neighborhood organization shall act in the best interests of the neighborhood organization and may exercise such powers as the neighborhood organization or these Bylaws may prescribe. All Agents and Representatives shall be subject to the orders of the neighborhood organization, and none of their actions shall conflict with action taken by the neighborhood organization.

(a) **Editor of *The Messenger*.** The Editor of *The Messenger* shall be responsible for editing and producing *The Messenger*, the neighborhood organization's official publication.

(b) **Freedom Park Conservancy Representative.** The Freedom Park Conservancy Representative shall represent the neighborhood organization on the Board of Directors of the Freedom Park Conservancy.

(c) **Candler Park Conservancy Representative.** The Candler Park Conservancy Representative shall represent the neighborhood organization on the Board of Directors of the Candler Park Conservancy.

Section 6. Special Representatives. The Board of Directors may appoint such Special Representatives as they deem necessary to carry out a specific task, at the completion of which the appointment shall expire. Special Representatives shall have such powers and duties as the Board of Directors may prescribe in writing.

Section 7. Alternates. The Board of Directors may appoint as many Alternate Representatives or Special Representatives as they deem necessary.

Section 8. Temporary Alternates. When no properly appointed Representative or Alternate is available to perform a necessary duty of the neighborhood organization, the President may

appoint a Temporary Alternate to perform that specific duty. The President must notify the Board of Directors in writing or by e-mail of the individual appointed and the reason for the appointment. Temporary appointments expire in 48 hours.

ARTICLE VI

Meetings

Section 1. Regular Meetings. The neighborhood organization shall hold Regular Meetings on the third Monday of each month unless the Board of Directors orders otherwise because of a national holiday or other unusual circumstance. All Regular Meetings shall be open to the public.

Section 2. Annual Meetings. The Regular Meeting on the third Monday in November of each year shall be known as the Annual Meeting and shall be for the purpose of electing Officers, receiving reports of Officers and Committees, and conducting any other business which may properly come before it.

Section 3. Special Meetings. The Board of Directors may call Special Meetings and shall call a Special Meeting upon the written request of fifteen Members of the neighborhood organization. Any request for a Special Meeting must be signed and must describe the purpose or purposes for which it is to be held.

Section 4. Notice of Meetings.

(a) **In General.** The Secretary shall notify each Member of the place, date, and time of each Annual, Regular, and Special Meeting of the Members no fewer than ten days before the meeting date. Notice of a Special Meeting shall include a description of the purpose or purposes of the meeting.

(b) **Manner of Notice.** Notice shall be in writing or by e-mail unless oral notice is fair and reasonable under the circumstances. Notice may be communicated in person; by telephone or e-mail; by mail or private carrier; by publication in the neighborhood organization's official publication or a newspaper of general circulation in the neighborhood; by posting at one or more conspicuous locations within the neighborhood as determined by the Board of Directors; or by posting on the front page of the neighborhood organization's official website.

Section 5. Previous Notice of Motions.

(a) **In General.** Except as these Bylaws provide otherwise, previous notice is required for: (1) any main motion proposing approval of a requested change in zoning; (2) any main motion proposing the expenditure of funds in excess of \$500; (3) any main motion proposing or recommending a capital improvement of more than \$25,000 to the public areas of the neighborhood, including parks and streets; (4) any main motion proposing an amendment to these Bylaws; (5) any motion for which the law requires previous notice; and (6) any motion for which the neighborhood organization's parliamentary authority requires previous notice. Previous notice is encouraged, but not required, for all other motions known in advance.

(b) **Manner of Notice.** A Member may give previous notice of a motion in person at the previous meeting; by mail or private carrier to all Members at least five days or as required by law before

the meeting date; by publication in the neighborhood organization's official publication; or by inclusion in the notice of the meeting. Except as the law or these Bylaws provide otherwise, notice shall include the full text of the motion or a complete and accurate summary of the motion.

Section 6. Record Date. Only Members of record on the Record Date shall be entitled to notice of a Regular Meeting, to demand a Special Meeting, to vote, or to take any other action. Unless the Board of Directors orders otherwise, the Record Date shall be the first day of each month.

Section 7. Action Without Meeting. Any action required or permitted to be approved by the Members may be approved without a meeting of Members if the action is approved by two thirds of the Members of record. The action must be evidenced by one or more consents in writing describing the action taken, signed by those Members representing at least two thirds of the Members of record, and delivered to the Secretary.

Section 8. Quorum. Fifteen Members of record or twenty-five percent of the total number of Members of record, whichever is less, shall constitute a quorum at any meeting of the neighborhood organization.

Section 9. Voting.

(a) Each Member shall be entitled to one vote;

(b) The voting period for all matters subject to Section 5 notice requirements ("Substantive Motions") shall remain open for one calendar day beyond any Annual, Regular, or Special Meeting where the matter was introduced ("Voting Period"). However, with adequate advance notice and for good cause shown, the Board may shorten the Voting Period further in exceptional circumstances, if it determines that the matter is time-sensitive.

(c) All votes on Substantive Motions shall be certified as determined by the Board, which must include a verification by the Membership Officer or other Board designee that the Members of record for said vote is accurate and complete.

Section 10. Proxy Voting. There shall be no proxy voting.

ARTICLE VII
Board of Directors

Section 1. Composition. The Officers of the neighborhood organization shall constitute the Board of Directors.

Section 2. Duties and Powers. The Board of Directors shall oversee the neighborhood organization's affairs between meetings of the Members and shall perform such other duties as the neighborhood organization or these Bylaws may prescribe. The Board of Directors may make recommendations to the neighborhood organization and may exercise such other powers as the neighborhood organization or these Bylaws may grant. The Board of Directors and each of its Members shall be subject to the orders of the neighborhood organization, and none of their official actions shall conflict with action taken by the neighborhood organization.

Section 3. Board Meetings.

(a) Regular Meetings. The Board of Directors shall hold Regular Meetings on the second Monday of each month unless the President orders otherwise because of a national holiday or other unusual circumstance. The Board of Directors shall fix the time and place of Board meetings. All Regular Meetings of the Board of Directors shall be open to any Member, and to non-members at the discretion of the Board of Directors.

(b) Special Meetings. The President may call Special Meetings of the Board of Directors and shall call a Special Meeting upon the written request of three Members of the Board of Directors. Any request for a Special Meeting must be signed and must describe the purpose or purposes for which it is to be held.

(c) Notice. The Board of Directors will publish notice of Regular Meetings in the official publication and on the official web site at least two days in advance of the meeting date. Except in an emergency, the Board of Directors shall notify each Director of the place, date, time and purpose of each Special Meeting of the Board no fewer than two days in advance of the meeting date.

(d) Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by at least two thirds of the Directors then in office. The action must be evidenced by one or more consents in writing or by e-mail describing the action taken, signed by no less than two thirds of the Directors then in office, and delivered to the neighborhood organization.

(e) Quorum. A majority of the Directors then in office shall constitute a quorum at any meeting of the Board of Directors.

(f) Proxy Voting. There shall be no proxy voting.

(g) Minutes. The Minutes of all meetings of the Board of Directors shall be kept as a permanent record in written form or in another form capable of conversion into written form within a reasonable time. Unless set forth elsewhere in the Bylaws, the Board of Directors shall delegate to an Officer responsibility for preparing Minutes of each meeting of the Board. At each Board of Directors meeting, the Directors shall receive a written draft of Minutes of the prior meeting of the Board and vote to ratify and adopt the Minutes either as received or following such corrections as the Board may deem necessary. Once ratified and adopted the Minutes shall thereafter be promptly published to the official website or made otherwise available.

**ARTICLE VIII
Committees**

Section 1. Chairs of Standing Committees. The Board of Directors shall appoint a Chair to each Standing Committee at the first Board Meeting of the calendar year. These Chairs shall serve for one year terms, unless earlier removed by the Board at their discretion. If a Chair is vacated mid-term, the Board of Directors will appoint a temporary Chair for the remainder of the term.

Section 2. Composition. Committee Chairs shall be responsible for the membership of their committee. Committees shall have at least three members.

Section 3. Participation. Members are strongly encouraged to participate in at least one committee each year.

Section 4. Meetings. Committees will meet regularly at an interval determined by the Committee Chair. Committee meetings will be open to Members or the public at the discretion of the Committee Chair, except where otherwise required by law or these Bylaws.

Section 5. Notice of Public Meetings. Committee Chairs will publish notice of meetings open to the public on the official web site.

Section 6. Reporting. Each Committee Chair will report in writing monthly on new business, Minutes of any meetings held, upcoming meeting dates, decisions made, and any other relevant information. These reports shall be filed at least three days before the monthly Board Meeting. The Board of Directors shall consider any advice or recommendation made by a Committee concerning the responsibilities of that Committee.

Section 7. Standing Committees.

(a) Fall Festival Committee. There shall be a Fall Festival Committee which shall be responsible for the annual neighborhood festival, including the Tour of Homes and the Fall 5K Road Race. The purpose of the annual festival shall be to raise funds for the neighborhood organization and to build a stronger sense of community. The Board of Directors shall appoint the Chair and a Treasurer of the Fall Festival Committee, and the Chair shall appoint such other members of the Committee as he or she deems necessary. The Chair of the Fall Festival Committee shall present a budget, project plan, and resource plan to the Board of Directors no later than 210 days before the festival and shall make a report on each monthly. The Treasurer of the Fall Festival committee shall have the authority to make disbursements from such funds or accounts as the Board of Directors shall direct but shall do so only in accordance with the approved budget. The Treasurer of the Fall Festival Committee shall deposit all receipts as the Board of Directors shall direct. The Treasurer of the Fall Festival Committee shall keep a full and accurate account of all receipts and disbursements in books belonging to the neighborhood organization and shall make a full financial report to the neighborhood organization no later than the Regular Meeting in December.

(b) Membership Committee. There shall be a Membership Committee which shall be responsible for recruiting new Members, retaining existing Members, and planning social events for Members. The Membership Officer shall chair the Membership Committee and shall appoint such other members of the committee as he or she deems necessary.

(c) Zoning Committee. There shall be a Zoning Committee which shall be responsible for reviewing and making recommendations to the neighborhood organization on land use and zoning issues.

All applications for zoning variances, special exceptions, rezoning, liquor license applications, or any other zoning matter related to properties within the neighborhood shall be automatically

referred to the Zoning Committee, which shall have the authority to act on behalf of the neighborhood organization with regard to such matters without notice as otherwise required. The Zoning Committee shall have no fewer than three members and no more than seven members. The Zoning Officer shall chair the Zoning Committee, and the Board of Directors shall appoint all other Committee members. All meetings of the Zoning Committee shall be open to any Member and to nonmembers at the discretion of the Chair.

The Zoning Committee will meet regularly and prior to the monthly Board of Directors meeting, unless the Committee Chair determines that there are no issues to be addressed at the normally scheduled meeting time. A majority of Zoning Committee members shall constitute a quorum at any meeting of the Zoning Committee. Any action required or permitted to be taken at a Zoning Committee meeting may be taken without a physical meeting if the action is taken based on an e-mail vote by at least two thirds of the Zoning Committee members then in office.

(d) **Public Safety Committee.** There shall be a Public Safety Committee which shall be responsible for promoting the general safety of residents and property within the neighborhood. The Public Safety Officer shall chair the Public Safety Committee and shall appoint such other members of the committee as he or she deems necessary. The Public Safety Committee shall primarily be composed of the Block Captain Coordinator and three active Block Captains in the Neighborhood Watch Program. The Public Safety Committee shall meet at least quarterly, or more often if necessary, in order to maintain its certification in the citywide Neighborhood Watch Program.

(e) **Fundraising Committee.** There shall be a Fundraising Committee which shall be responsible for coordinating the neighborhood organization's fundraising activities. The Fundraising Officer shall chair the Fundraising Committee and shall appoint such other members of the committee as he or she deems necessary. The Fundraising Committee shall be responsible for planning and implementing activities designed to raise funds to support the neighborhood organization's short and long term goals as well as to promote the neighborhood and the neighborhood organization.

(f) **Education Committee.** There shall be an Education Committee which shall be responsible for reviewing and making recommendations to the neighborhood organization on education issues. The Education Committee will work with Atlanta Public Schools to advocate and support the neighborhood's short and long term goals.

(g) **Infrastructure Committee.** There shall be an Infrastructure Committee which shall be responsible for making recommendations regarding all matters relating to transportation and utilities in the neighborhood, except for any matter which falls under the responsibility of the Zoning Committee. The Committee shall maintain, update, and implement the Master Plan for the neighborhood at the direction of the neighborhood organization.

Section 8. Special Committees. The Directors may appoint such Special Committees as they deem necessary to carry out a specific task, at the completion of which the Special Committee shall cease to exist. Instructions to Special Committees shall be in writing and usually not include a task that falls within the duties of any Standing Committee. Special Committees shall follow the same requirements as Standing Committees, as defined by these Bylaws.

Section 9. Nominating Committee. There shall be a Nominating Committee of five Members which shall be responsible for nominating candidates for each Office to be elected at the neighborhood organization's Annual Meeting. The Board of Directors shall appoint the Nominating Committee at its Regular Meeting in August, and the Nominating Committee shall report at the neighborhood organization's Regular Meeting in October.

ARTICLE IX Decorum

Section 1. Courtesy and Respect. Members shall behave in a courteous and respectful manner at the neighborhood organization's meetings and other activities. The Presiding Officer may impose sanctions up to and including expulsion from the meeting or activity for violations of this Article.

Section 2. Gaining the Floor. A Member seeking the floor shall raise his or her hand, wait to be recognized by the Presiding Officer, and then rise in place before speaking. Members who are unable to stand may remain seated.

Section 3. Addressing all Remarks through the Presiding Officer. Members should not address each other directly, but may address each other through the Presiding Officer.

Section 4. Confining Remarks to the Merits of the Pending Question. In debate, a Member's remarks must be germane to the question pending before the organization.

Section 5. Refraining from Beating a Dead Horse. In debate, a Member shall not speak adversely on any prior act of the neighborhood organization unless a motion to reconsider, rescind or amend is pending, or unless the Member intends to give notice of one of these motions at the conclusion of the Member's remarks.

Section 6. Refraining from Personal Attacks. When opposing a question, a Member may attack the nature and consequences of the proposed measure in strong terms but must avoid personal attacks on the proponents of the measure or any other Member.

Section 7. Refraining from Disturbing the Meeting. During debate, during remarks by the Chair and during voting, Members should not disturb the meeting by whispering, walking across the floor, or in any other way.

Section 8. Responsibilities of the Presiding Officer. The Presiding Officer is required to enforce the provisions of this article without exception and may appoint a Deputy to help perform these duties.

ARTICLE X Nondiscrimination

The neighborhood organization shall not discriminate on the basis of race, color, creed, religion, sex, domestic relationship status, parental status, familial status, veteran status, sexual orientation, national origin, political affiliation, gender identity, racial profiling, or in any other way prohibited by law or common decency.

ARTICLE XI Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the neighborhood organization in all cases to which they apply and in which they are not inconsistent with the applicable law, these Bylaws, and any special rules of order that the neighborhood organization may adopt.

ARTICLE XII Conflicts of Interest

Section 1. Definitions. A conflict of interest exists whenever a Member or a related person has a beneficial financial interest in or related to a transaction effected or proposed to be effected by the neighborhood organization and that interest is of such financial significance to the Member or the related person that it would reasonably be expected to exert an influence on the Member's judgment if the Member were to vote on the transaction. A related person means the Member's spouse or partner (or a parent or sibling thereof), child, grandchild, sibling, parent (or spouse or partner thereof), and any entity (other than the neighborhood organization) of which the Member is a Director, general partner, Agent, Employee, or Employer.

Section 2. Disclosure and Nonparticipation. Whenever a conflict of interest exists with respect to a transaction, any Member having a conflict shall immediately disclose the existence and nature of the conflict and all facts related to the transaction that an ordinarily prudent person would reasonably believe to be material to a judgment as to whether or not to proceed with the transaction. Any Member having a conflict of interest with respect to a transaction shall refrain from participating in the deliberations or vote on the transaction.

Section 3. Board Members. In addition to the provisions of Sections 1 and 2 of this article, members of the Board of Directors shall also comply with Sections 14-3-860 through 14-3-865 of the Georgia Nonprofit Corporation Code, as amended, regarding conflicting interest transactions.

Section 4. Disclosure Statements. All members of the Board of Directors must complete an annual disclosure statement indicating any potential conflicts of interest. These statements will be kept on file by the Secretary and must be updated whenever a new conflict is identified.

ARTICLE XIII Indemnification

Section 1. Indemnification of Directors. The neighborhood organization shall indemnify its Directors and former Directors to the fullest extent permitted by the Georgia Nonprofit Corporation Code, as amended, and, if applicable, section 4941 of the United States Internal Revenue Code of 1986, as amended.

Section 2. Insurance. The neighborhood organization may purchase and maintain insurance on behalf of any individual who is a Director, Officer, Employee, or Agent of the corporation or who, while a Director, Officer, Employee, or Agent of the corporation, serves at the neighborhood organization's request as a Director, Officer, Partner, Trustee, Employee, or Agent

of another domestic or foreign business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other entity against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a Director, Officer, Employee, or Agent, whether or not the neighborhood organization would have power to indemnify or advance expenses to the individual against the same liability under the provisions of this article.

ARTICLE XIV

Amendments

Section 1. Proposal. Any Member may propose an amendment to these Bylaws by submitting the amendment in writing to the Board of Directors, which shall consider the proposed amendment at its next Regular Meeting or at a Special Meeting called for that purpose before its next Regular Meeting. No member may resubmit any amendment within six months of consideration by the Board of Directors.

Section 2. Adoption. An amendment shall be adopted only if: (1) the Board of Directors, in its discretion, recommends the amendment be put to the Members for a vote; and (2) the Members approve the amendment by two thirds of the votes cast or a majority of the Members of record, whichever is less.

Section 3. Notice. Notice of any meeting at which the Members will consider a proposed amendment to these Bylaws shall be in writing, shall state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment, and shall contain or be accompanied by the full text of the amendment.

Section 4. Effective Date. Unless otherwise provided, any amendment to these bylaws shall take effect at the conclusion of the meeting at which it is adopted.

ARTICLE XV

Contracts

The President shall designate two current Officers to review each contract into which the neighborhood organization contemplates entering. No Officer shall have the authority to execute a contract, and no contract shall be valid or enforceable against the neighborhood organization, unless and until the terms of such contract shall have been reviewed and approved by both designated Officers prior to the execution thereof, with such approval evidenced in writing or by e-mail. In the event that the two designated Officers do not agree either to approve or reject the contract during the review process, the President may elect to review and approve or reject such contract. Subject to any further conditions set forth in these Bylaws and upon the approval by the two designated Officers or the President and one designated Officer, the execution of such contract by an Officer shall be deemed authorized, approved, and ratified by the Board of Directors and no additional action or approval shall be necessary.