

REVISED 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 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 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 or by electronic transmission on a form designed by the membership secretary for those purposes. Membership must be renewed annually through submission of such a membership application. The membership secretary shall terminate the membership of any member who fails to submit such renewal application by the conclusion of the first regular meeting in February.

(b) Determinations by the Membership Secretary. The membership secretary 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 secretary, is eligible for membership under this article shall become a member of the neighborhood organization. The membership secretary shall notify any applicant whose application is not approved in writing or by electronic transmission.

Section 3. Resignation. Any member may resign his or her membership in the neighborhood organization by notifying the membership secretary in writing or by electronic transmission. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 4. Termination. The membership secretary 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; submits a written request to the membership secretary indicating he or she wishes to terminate their membership; or, in the determination of the membership secretary, 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 vice-president, a recording secretary, a membership secretary, a treasurer, a zoning officer, a public safety officer, an environmental officer, and a special projects 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 and shall have such duties as prescribed by law, by these bylaws, or by the neighborhood organization's parliamentary authority.
- (b) Vice-President. The vice-president shall assist the president in the performance of the president's duties, shall perform the duties of the president in the absence of the president, and shall have such other duties as prescribed by law, by these bylaws, or by the neighborhood organization's parliamentary authority.
- (c) Recording Secretary. The recording secretary shall maintain custody of the neighborhood organization's records, including the corporate seal, except as prescribed by these bylaws. The recording secretary shall keep the minutes of all meetings and make them available to members as required by law. The recording secretary shall have such other duties as prescribed by law, by these bylaws, or by the neighborhood organization's parliamentary authority.
- (d) Membership Secretary. The membership secretary shall maintain the neighborhood organization's membership records and shall chair the membership committee. The membership secretary shall maintain the neighborhood organization's membership roll and mailing list and shall make them available to members as required by law. The membership secretary shall have such other duties as prescribed by law, by these bylaws, or by the neighborhood organization's parliamentary authority.
- (e) 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 by 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.

(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) Environmental Officer. The environmental officer shall be responsible for the neighborhood organization's activities related to parks and greenspace, the environment, and neighborhood beautification. The environmental officer shall have such other duties as the neighborhood organization or these bylaws may prescribe.

(i) Special Project Officer. The special projects officer shall be responsible for such special projects as the board of directors may direct, shall be a member of the fall festival committee and shall serve as the liaison to other organizations holding special events within the Candler Park neighborhood. The special projects 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 four regular meetings of the neighborhood organization within the previous twelve months.

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.

Section 6. Term of Office. The term of office shall begin at the conclusion of the meeting at which the officer is elected and shall continue for one year or until a successor is elected.

Section 7. Resignation. Any officer may resign from office by notifying the neighborhood organization in writing or by electronic transmission. 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 meetings 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. Vacancies in Office. The vice-president shall fill a vacancy in the office of president for the remainder of the term vacated. The board of directors may fill a vacancy in any other office by appointment for the remainder of the term vacated.

## ARTICLE V

### Agents and Representatives

Section 1. Designation. The neighborhood organization or board of directors may appoint the following agents or representatives: editor of *The Messenger*; webmaster, NPU-N representative; Freedom Park Conservancy representative; Peavine Watershed Alliance representative.

Section 2. 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) Webmaster. The webmaster shall be responsible for editing and publishing the neighborhood organization's website.
- (c) NPU-N Representative. The NPU-N representative shall represent the neighborhood organization on the executive committee of Neighborhood Planning Unit N.
- (d) Freedom Park Conservancy Representative. The Freedom Park Conservancy representative shall represent the neighborhood organization on the board of directors of the Freedom Park Conservancy.
- (e) Peavine Watershed Alliance Representative. The Peavine Watershed Alliance representative shall represent the neighborhood organization before the Peavine Watershed Alliance.

Section 3. Special Representatives. The neighborhood organization or 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 neighborhood organization or the board of directors may prescribe in writing.

Section 4. Alternates. The neighborhood organization or the board of directors may appoint as many alternate representatives or special representatives as they deem necessary.

## 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 recording secretary shall notify each member of the place, date and time of each annual, regular and special meeting of the members no fewer than five 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 electronic transmission unless oral notice is fair and reasonable under the circumstances. Notice may be communicated in person; by telephone, fax or electronic 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 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. 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 recording secretary.

Section 7. Record Date. Only members of record on the record date shall be entitled to notice of a members' 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 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. 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 board of directors 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 nonmembers 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 may hold regular meetings without notice of the time, date, place and purpose of the meeting. 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 board of directors' meeting 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 electronic transmission describing the action taken, signed by no fewer 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.

## ARTICLE VIII

### Committees

#### Section 1. 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 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 have the authority to execute contracts and other legal instruments on behalf of the neighborhood organization without prior approval provided that such contracts and other instruments relate solely to the responsibilities of the fall festival committee and that no single contract or other instrument exceeds \$25,000.00 in total value. 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 as the neighborhood organization or the fall festival committee shall direct. 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 secretary 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 and special exception and rezonings 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 the other committee members. All meetings of the zoning committee shall be open to any member and to nonmembers at the discretion of the chair.

Section 2. Special Committees. The neighborhood organization or board of 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 may not include a task that falls within the duties of any standing committee.

Section 3. 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 September, 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 neighborhood organization may impose sanctions up to and including expulsion from the meeting or activity for violations of this section.

Section 2. Gaining the Floor. A member seeking the floor shall rise in place and respectfully address the presiding officer.

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 Attacking a Member's Motives. 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.

## 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.

## 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 recommends the amendment to the members or chooses, because of a conflict of interest or other special circumstances, to make no recommendation and communicates the basis for its choice to the

members with the amendment; and (2) the members entitled to vote on the amendment 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.