

DRUID HILLS CIVIC ASSOCIATION, INC.
A Georgia Nonprofit Corporation

BYLAWS

These Bylaws reflect all amendments through October 12, 2023

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ARTICLE I – VISION, MISSION AND OBJECTIVES

Vision: Druid Hills is a vibrant community guided by history and focused on the future.

Mission: Connect neighbors, foster civic engagement, and steward the neighborhood’s beauty.

Objectives:

- A. To formulate, disseminate, and vigorously pursue a community program for betterment of the Druid Hills section of DeKalb County;
- B. To ensure that this area is preserved principally for high quality residential use and thus retain its identity as an essential element of a well-planned metropolitan area;
- C. To encourage the development of facilities or activities required for the support of this area and its residents;
- D. To oppose intrusions detrimental to the high standards of residential quality so long associated with Druid Hills;
- E. To maintain liaison with governing bodies so as to influence decision-making and remain alert to actions that are of concern to the community;
- F. To exercise vigilance in zoning matters, so that the rights and interests of the majority of the residents are protected;
- G. To inform and educate the citizens about important community problems; and
- H. To promote the general welfare of the Druid Hills community, to preserve and enhance its natural and built environment, including its historical environment, and to maintain its unique residential character for future generations.

ARTICLE II – MEMBERSHIP AREA

Section 2.1 Geographic Boundaries

For the purposes of this Association, the Druid Hills Community is divided into nine (9) districts (the “Districts”) as referenced on the most recent Association map posted on the Association’s website, and the boundary limits are as noted on that map. The geographic area within those boundary limits is referred to herein as the “Membership Area.”

ARTICLE III – MEMBERSHIP

Section 3.1 Membership Eligibility

Membership in the Druid Hills Civic Association is open to individuals, families, organizations and businesses residing or located within the Membership Area, and any non-resident individual, family, organization or business approved for membership by the Board. From time to time the Board may change these membership classifications or establish new or different classes of membership.

Section 3.2 Affiliates

Except as provided in Section 3.1, non-resident individuals, families, organizations and businesses are ineligible for membership, but they may sometimes wish to establish an affiliate relationship with the Association by making contributions or donations in money or in kind. In return, such affiliates may receive the newsletter and other general information distributed by the Association to its members and the community, and will have such other rights as the Board may determine.

Section 3.3 Dues

Members shall pay the annual dues of the Association established by the Board. Exercise of rights of membership shall be contingent upon payment of such membership dues.

Section 3.4 Membership Privileges

Except as noted below, each member of the Association shall:

- A. Be eligible to vote at each membership meeting with each member having one vote;
- B. Be eligible to hold office;
- C. Have access to review the records and financial statements of the Association;
- D. Be eligible to attend all membership meetings;
- E. Be eligible to attend all Board and/or committee meetings as a non-voting observer, with the exception of the Executive Committee, where participation shall be limited to the members of the Executive Committee and guests invited by the Executive Committee;
- F. Be eligible to participate in all the activities and benefit from any of the special programs of the Association; and
- G. Endeavor to support the Association by participating in the meetings and activities it sponsors.

For family members, only one family member will be eligible to vote, but more than one family member will be eligible to hold office. Organizational and business members will not be eligible to vote or to hold office.

Section 3.5 Termination of Membership

The Board may suspend or terminate a member's membership for cause. Cause for suspension or termination shall be default of payment of annual dues of the Association; any material violation of these Bylaws or the rules and regulations of the Association; or conduct detrimental to the best interests of the Association as determined by the Board.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.1 Members

The Board shall be composed of up to 26 directors (each, a "Director" or "Board member"): the four (4) officers of the Association (the "Officers"); a representative from each of the nine (9) Districts (each, a "District Representative"); the Chair of each of the nine (9) standing committees; the immediate past Chair; and, if the Board so determines under Section 4.2, one Association representative on each of the two (2) City of Atlanta Neighborhood Planning Units ("NPUS") and one (1) member of the DeKalb County Community Council ("DCCC"). The Officers, District Representatives and standing committee Chairs shall be elected by the members or, in the event of a vacancy, by the Board, all as provided below. Unless otherwise determined by the Board, any Director may occupy two or more positions on the Board.

Section 4.2 Authority

As provided in the Georgia Nonprofit Corporation Code (the "Georgia Code"), all of the Association's corporate powers shall be exercised by or under the authority of, and all of the Association's business and affairs shall be managed under the direction of, the Board including but not limited to transacting all business, establishing policy, approving the annual budget and supervising all activities of the Association. Without limiting the generality of the preceding sentence, the Board shall be authorized to (i) hire employees and engage contractors, and to pay them reasonable compensation, for the purpose of assisting the Officers, District Representatives and standing committee Chairs in the performance of their duties, and (ii) take actions to insure that the Association has as much input as possible in NPU and DCCC decision-making, which actions may include the appointment of people to represent the Association before NPUs and the DCCC, and the Board shall determine whether any of those people shall become members of the Board and, if so, the voting, participation and other rights of those persons as Board members.

Section 4.3 Terms of Directors

The terms of directors are stated in Section 5.2.

Section 4.4 Director Duties

Each member of the Board shall:

- A. Attend Board meetings in order to conduct the business of the Association;
- B. Chair or serve on at least one standing committee or task group;
- C. Be a member of the Association at the family level or higher;
- D. Contribute his/her knowledge, expertise and time;
- E. Comply with all Association policies adopted by the Board;
- F. Discharge his/her duties in the manner required under the Georgia Code and all other applicable laws, rules and regulations; and
- G. Knowledgeably and conscientiously support and carry out the vision, mission, objectives and strategic direction of the Association.

Section 4.5 Conflicts of Interest

In addition to any other applicable Association policy, a Board member who might have a conflict of interest over an issue to be voted on by the Board shall disclose such conflict to the Board and, if determined by the Board, shall either abstain from voting on said issue, or participating in any deliberation on said issue, or both.

Section 4.6. Vacancy

In case of a vacancy in a Board position, the Board may fill the position as provided in Section 5.2.

Section 4.7 Suspension or Removal of Board Members

A Board member may be suspended or removed from the Board for cause as provided in Section 5.3.

ARTICLE V – DIRECTORS

Section 5.1 Board Positions

Section 5.1.1 Officers

The Officers of the Association shall be a Chair, a Vice Chair, a Secretary and a Treasurer, each of whom shall be elected by the members of the Association.

Section 5.1.2 District Representatives

Each District shall be represented by a District Representative living in his/her District. Each District Representative shall be elected by the members of the Association.

Section 5.1.3 Standing Committee Chairs

Each standing committee shall have a chair elected by the members of the Association.

Section 5.1.4 Immediate Past Chair

The immediate past Chair shall be entitled to be a Board member if he/she so chooses, and shall have no specific duties other than those stated in Section 4.4. (For clarification, upon the election of the Chair in 2021 the immediate past President of the Association shall be considered the immediate past Chair for purposes of these Bylaws.)

Section 5.1.5 NPU Representatives and DCCC Member

As provided in Section 4.2, the Board may appoint people to represent the Association before each NPU and the DCCC, and those persons may become members of the Board under conditions determined by the Board.

Section 5.2 Terms

Section 5.2.1 Officers, District Representatives and Standing Committee Chairs

Unless otherwise determined by the Board, the term of each Officer, District Representative and standing committee Chair shall begin when such Director is elected, whether at an annual membership meeting or by the Board (in the case of filling a vacancy), and shall continue until the earlier of (i) the next annual meeting at which Directors are elected, or (ii) such Director's resignation, removal or inability to serve. Any Director may be reelected to one additional, consecutive term if recommended by the Governance Committee, or more than one additional, consecutive term if approved by the Board.

Section 5.2.3 Immediate Past Chair

The immediate past Chair shall serve until a new Chair is elected.

Section 5.2.3 NPU Representatives and DCCC Members

If one or more persons serve on the Board as either an NPU or DCCC representative appointed under Section 4.2, such person will serve until either he/she resigns, the Board designates another person to fill that position, or the Board determines that there will be no representative for the NPU or the DCCC for which that person has been a representative.

Section 5.3. Vacancies, Suspensions and Removals

Section 5.3.1 Vacancies

In case of a vacancy in any Board position, whether resulting from a resignation, removal or any other reason, the Board may elect a successor to fill the position by a two-thirds majority vote.

Section 5.3.2 Removal/Suspension of Directors

The Board may suspend any Director or remove a Director from his/her position for cause, at any time, after such Director has been given an opportunity for a hearing at a Board meeting, upon not less than 5 days' written notice specifying the complaints against him/her. Such action must be approved by a two-thirds majority vote at such meeting. Cause for suspension or termination shall be any material violation of the Bylaws, policies, rules or regulations of the Association; failure to attend at least half of the regular Board meetings during a fiscal year, prorated for the portion of that fiscal year the Director has served in that position; or conduct detrimental to the best interests of the Association as determined by the Board.

Section 5.4 Duties of the Officers

Section 5.4.1 Duties of the Chair

The Chair shall be the principal executive officer of the Association and shall:

- A. Direct and coordinate the program and activities of the Association;
- B. Preside at all membership meetings, Board meetings, and Executive Committee meetings;
- C. Represent the Association as the principal spokesperson;
- D. Call special meetings of the Executive Committee or the Board as provided in Section 6.1 or 8.2, as the case may be;
- E. With the assistance of the Secretary, preserve the archival records of the Association;
- F. With the assistance of the Treasurer, monitor the Board's expenditures of funds;
- G. Ensure that the Association adheres to the Bylaws, policies, rules and regulations of the Association;
- H. Sign all official documents, contracts, or correspondence necessary to carry out the business of the Association;
- I. Serve as a liaison to other neighborhood and civic organizations or appoint other Board members to serve as such liaison, except that each NPU representative and DCCC member shall be designated by the Board as provided herein.

- J. Cause the strategic direction of the Association to be implemented as outlined in the strategic plan and budget;
- K. With the assistance of the other Officers of the Association, insure the Association's compliance with all State and Federal laws, rules and regulations, including but not limited to the laws, rules and regulations regarding the Association's status under Section 501(c)(4) of the Internal Revenue Code; and
- L. Perform such other duties as may be specified in the Bylaws or by the Board.

Section 5.4.2 Duties of the Vice Chair

The Vice Chair shall:

- A. Monitor the activities of each standing committee and each District Representative, report to the Executive Committee on such activities, and assist in the transition from a standing committee chair or District Representative to his/her respective successor;
- B. Serve as a member of the Executive Committee;
- C. In the absence of the Chair, preside at Board, Executive Committee or membership meetings;
- D. In the event the position of the Chair becomes vacant, serve as Acting Chair until a new Chair is elected; and
- E. Perform such other duties as may be specified in the Bylaws or by the Board.

Section 5.4.3 Duties of the Secretary

The Secretary shall:

- A. Give notice of each Board and membership meeting, as provided below;
- B. Manage all Board and membership meeting logistics;
- C. Attend and record minutes of all Board and membership meetings, and coordinate with the Communications Committee to insure the publications of those minutes;
- D. Maintain Board meeting attendance records and notify the Governance Committee of Board members who have failed to attend two (2) regular Board meetings during the fiscal year;
- E. Maintain and preserve key Association documents and records, including but not limited to the Bylaws, meeting minutes and policies adopted by the Board;

- F. Prepare and file all reports and filings required under Georgia nonprofit corporation laws;
- G. Serve as a member of the Executive Committee; and
- H. Perform other duties as are usually performed by a nonprofit corporate secretary or as may be specified in the Bylaws or by the Board.

Section 5.4.4 Duties of the Treasurer

The Treasurer shall:

- A. Collect and safeguard all Association funds and deposit said funds in federally insured banking institutions;
- B. Maintain and preserve the Association's financial records;
- C. Prepare an annual budget in conjunction with the Finance Committee, and present the budget to the Board for approval. The annual budget shall be distributed to the Board at least one month prior to the beginning of the fiscal year, after review by the Executive Committee;
- D. Disburse all funds according to the annual budget, or as otherwise directed by the Board;
- E. Prepare quarterly financial statements and submit them to the Board in advance of Board meetings;
- F. Prepare annual financial statements of the Association and ensure that an annual financial review of those statements is conducted by an independent public accountant;
- G. Ensure that the Association adheres to all rules and filing requirements of all local, state, and federal taxing authorities; and
- H. Serve as chair of the Finance Committee;
- I. Serve as a member of the Executive Committee.
- J. Perform such other duties as may be specified in the Bylaws or by the Board.

Section 5.5 Duties of the District Representatives

Each District Representatives shall:

- A. Be responsible for implementing Board positions related to all activities within his/her District;
- B. Be a liaison between the Board, Association members and other residents in his/her District;
- C. Disseminate information to his/her District's residents through street captains, telephone, email, electronic media, mail and other means;
- D. Call meetings of his/her District's residents and act as coordinator and information-gatherer in such meetings in order to determine the residents' positions on a project or issue within the District;
- E. Promote membership in the Association by organizing educational and/or social events, improvement projects or other activities to further the objectives of the Association within his/her District;
- F. Coordinate with Board committees or task groups to complete their responsibilities; and
- G. Perform such other duties as may be specified in the Bylaws or by the Board.

Section 5.6 Duties of the Standing Committee Chairs

Each standing committee chair shall:

- A. Schedule and chair committee meetings as needed to efficiently and effectively handle committee business;
- B. Develop and implement a plan of work for the committee that advances the vision, mission, objectives and strategic direction of the Association, as well as policies and other positions adopted by the Board;
- C. Submit a written report to the Board in advance of each scheduled Board meeting;
- D. Cause his/her standing committee to maintain a record of procedures, contacts and other information to document and preserve the committee's institutional knowledge about its activities and enable a smooth transition from one committee chair to the next;
- E. Ensure that the committee follows all procedures established by the Board for the conduct of committee business and interaction of the committee with the Board; and
- F. Perform such other duties as may be specified in the Bylaws or by the Board.

ARTICLE VI – COMMITTEES OF THE BOARD

Section 6.1 Executive Committee

There shall be an Executive Committee of the Board whose members shall be the Chair, who shall be the chair of the Executive Committee, the Vice Chair, the Secretary and the Treasurer.

Section 6.1.1 Duties

The Executive Committee shall:

- A. Advise the Chair concerning the direction and coordination of the program and activities of the Association, including but not limited to giving advice on (i) the Association's progress towards achieving its mission, visions, objectives and strategic direction, including the effectiveness of District Chairs and standing committee chairs, and (ii) new issues affecting the Association and the proper District Chair or committee to address those issues;
- B. With the assistance of the Governance Committee, develop policies and procedures for presentation to the Board designed to (i) enhance the Association's efforts to achieve its mission, visions, objectives and strategic direction, and (ii) improve the efficiency and effectiveness of Board meetings;
- C. Develop the agenda for Board meetings; and
- D. Perform such other duties as may be specified in the Bylaws or by the Board.

Section 6.1.2 Meetings

The Executive Committee shall meet as needed in between meetings of the Board, at such time and place as the Chair shall designate. A meeting of the Executive Committee shall be held upon the call of the Chair or when requested in writing by at least two members of the Executive Committee. Notice of the date, time and place of a meeting must be given not less than two (2) days before the meeting. Three (of the four) members shall constitute a quorum.

Section 6.1.3 Action on Behalf of the Board

The Executive Committee shall act for the Board in the event a decision is needed immediately and the Board cannot assemble prior to the requirement for a decision.

Section 6.1.4 Vote Required; Reporting of Actions Taken on Behalf of the Board; Other Rules

All actions taken by the Executive Committee shall be by a majority vote of the Committee members and must be reported to the Board at its next meeting. The Executive Committee may adopt additional rules for the conduct of its meetings. To the extent not in conflict with this Section 6.1 or any such additional rules, the provisions of Sections 8.3, and 8.6 shall apply to meetings of the

Executive Committee to the same extent as they apply to meetings of the Board.

Section 6.2 Standing Committees

A. There shall be the following standing committees of the Board:

- Communications
- Finance
- Governance
- DeKalb Land Use & Historic Preservation Committee
- Landmark District Preservation Committee
- Membership
- Tour of Homes and Gardens Committee
- Public Safety
- Parks and Greenspace.

The Board may establish new standing committees, disband existing standing committees, and determine the composition and duties of any standing committee, as the Board may determine to be useful for the conduct of the Association's business.

B. The members of each standing committee, other than its Chair, shall be appointed by the Chair of the committee. The members of a standing committee need not be members of the Board other than the committee Chair, but each member of a standing committee must be a member of the Association. There shall be no limit on the number of standing committee members, the number of years that may be served on the same standing committee, or on the number of standing committees on which a committee member may serve.

C. Each standing committee shall produce articles, photographs and other information about its activities to assist the Communications Committee in promoting the Association to members, the community and the surrounding general public.

D. In addition to the duties identified below, each standing committee shall perform such other duties as may be specified in the Bylaws or by the Board.

Section 6.2.1 Communications Committee

The Communications Committee shall be responsible for promoting the Association to members, the community and the surrounding general public. The Committee will translate the Association's vision, mission, objectives, plans and initiatives into consistent messaging and deliver such messaging year-round through a variety of communications channels, including but not limited to the Druid Hills News.

Section 6.2.2 Finance Committee

The Finance Committee shall be responsible for the preparation and review of the annual budget, the review of monthly financial statements, and presentation of the budget and the financial

statements to the Board. The Finance Committee shall also be responsible for the annual financial review by an independent public accountant, and presentation of the public accountant's results and findings to the Board.

Section 6.2.3 Governance Committee

The Governance Committee will have three to five members recruited by the committee Chair. The Chair of the Association may not be a member of the Governance Committee. The Governance Committee shall: be responsible for nominating Officers, District Representatives and standing committee Chairs to stand for election at annual membership meetings and nominating Directors to fill vacancies; make recommendations to the Board regarding adherence to and amendments of the Bylaws; and advise the Board, the Executive Committee, and committee Chairs on governance matters, including but not limited to Board operations and compliance by Officers, District Representatives and standing committee Chairs with their duties.

Section 6.2.4 DeKalb Land Use & Historic Preservation Committee

The DeKalb Land Use & Historic Preservation Committee shall (i) advise and support the Officers and District Representatives on DeKalb County land use, zoning, development and related issues, (ii) review all applications within the unincorporated DeKalb County portion of the Membership Area related to land use, zoning and design guidelines and requirements, (iii) consult with applicants on ways to achieve compliance with those guidelines and requirements, and (iv) when so authorized by the Board represent the Association before applicable governmental bodies and officials concerning such applications and the land use policies of those governmental bodies.

Section 6.2.5 Landmark District Preservation Committee

The Landmark District Preservation Committee shall (i) advise and support the Officers and District Representatives on land use, zoning, development and related issues concerning the portion of the Membership Area within the Landmark District, (ii) review all applications within the Landmark District portion of the Membership Area related to land use, zoning and design guidelines and requirements, (iii) consult with applicants on ways to achieve compliance with those guidelines and requirements, and (iv) when so authorized by the Board, represent the Association before applicable governmental bodies and officials concerning such applications and the land use policies of those governmental bodies.

Section 6.2.6 Membership Committee

The Membership Committee shall be responsible for the recruitment of new members to the Association and retention of existing members. To instill a sense of community, the Committee shall also plan and execute community-building events such as the 4th of July Parade.

Section 6.2.7 Tour of Homes and Gardens Committee

The Tour of Homes and Gardens Committee shall be responsible for coordinating all aspects of the Druid Hills Tour of Homes and Gardens fundraising project.

Section 6.2.8 Public Safety Committee

The Public Safety Committee shall be responsible for evaluating and helping the community address its public safety, transportation and traffic control issues, and advising the Board on these issues.

Section 6.2.9 Parks and Greenspace Committee

The Parks and Greenspace Committee shall advocate for the conservation, expansion and appropriate stewardship of parks and greenspace and protection of the watershed and tree canopy within the Membership Area, and provide resources to property owners within the Membership Area to assist in better managing their landscapes for the protection of natural resources and wildlife. The Committee may partner with other community organizations to preserve the quality of life in the community by focusing on activities that impact our playgrounds, schools, parks, local watershed, tree canopy and wildlife.

Section 6.3 Special Committees and Task Groups

The Board may form special committees or task groups should the need arise to accomplish specific goals. Special committees and task groups shall automatically be deactivated at the end of each fiscal year unless (i) the Board specifies a different activation period at the time the special committee or task group is formed, or (ii) the special committee or task group is reinstated by the Board. The chair and members of each special committee or task group shall be appointed by the Chair unless the Board shall determine otherwise.

ARTICLE VII – MEMBERSHIP MEETINGS

Section 7. 1 Annual Meeting

The Association shall have at least one meeting of members each year for the purpose of the election (on a biennial basis) of Officers, District Representatives and standing committee Chairs, to receive a report on the Association’s financial condition, and to conduct such other business as may be presented by the Board. The annual meeting of members of the Association shall be held at a time specified by the Board, but preferably during the first three months of each fiscal year.

Section 7. 2 Special Meetings

Special meetings of the members of the Association for any purpose may be called by the Chair or by the Board, or at the request of not less than fifteen percent (15%) of the voting members of the Association.

Section 7. 3 Meeting Place

The Board or the Chair may designate any place within the Membership Area as the place for any

annual or special meeting. In addition, any membership meeting may be conducted by means of a video conference in which each participating member can speak to and hear each other member. Participation in such a video conference shall constitute presence in person at the meeting.

Section 7. 4 Meeting Chair

Membership meetings will be chaired by the Chair or, in his/her absence, the Vice Chair or another Officer designated by the Chair.

Section 7. 5 Notice of Meetings

The Secretary shall give or cause to be given notice of membership meetings by one or more of the following methods: in person; by telephone; by fax, email, text message or any other form of electronic transmission or wireless communication; by mail or private carrier; by posting on the Association's website or on any other electronic network accessible by members; or by posting at one or more conspicuous locations within the neighborhood. Such notice shall state the date, time and place of such meeting. Notice of each annual or special meeting shall be posted not less than 30 days before the meeting. Notice of any special meeting shall state the purpose(s) of the special meeting.

Section 7. 6 Quorum

At least 10% of the votes entitled to be cast on a matter must be represented at a meeting of members to constitute a quorum.

Section 7. 7 Voting

Section 7.7.1 Eligibility to Vote

Each individual member shall be entitled to one vote; and for family members, only one family member will be entitled to vote.

Section 7.7.2 Vote Required for Action

Action by the members shall be taken by the affirmative vote of the majority of votes cast at a meeting.

Section 7.7.3 Method of Voting

Voting shall be by voice vote, show of hands, written ballot or any other appropriate method determined by the presiding officer. There shall be no vote by proxy at any meeting of the members.

Section 7.7.4 Absence of a Quorum

If, at any duly-called and duly-noticed annual or special meeting of members, a quorum is not present for the conduct of business, the Board shall have the right to act on any matters which otherwise would properly have been presented at the meeting; and the Board's action on any such

matter shall be treated for all intents and purposes as an act of the members.

ARTICLE VIII – BOARD MEETINGS

Section 8.1 Scheduled Meetings

The Board shall meet every other month unless a meeting is deemed unnecessary by the Chair. A regular meeting schedule shall be set annually by the Board and disseminated to the membership.

Section 8.2 Special Meetings

A special meeting of the Board shall be held upon the call of the Chair or when requested in writing by at least five (5) Board members.

Section 8.3 Place of Meetings

Board meetings shall be held at a convenient place determined by the Chair or the Board. In addition, any Board meeting may be conducted by means of a video conference in which each participating Board member can speak to and hear each other Board member. Participation in such a video conference shall constitute presence in person at the meeting.

Section 8.4 Notice

The Secretary shall give or cause to be given notice of Board meetings by one or more of the following methods: in person; by telephone; by fax, email, text message or any other form of electronic transmission or wireless communication; by mail or private carrier; or by posting on the Association's website or on any other electronic network accessible by Board members. Notice of each regular or special Board meeting shall be given not less than seven (7) days before the meeting. Notice of any special meeting shall state the purpose(s) thereof.

Section 8.5 Quorum

A majority of the Board members shall constitute a quorum.

Section 8.6 Voting

Section 8.6.1 Vote Required for Action

Action by the Board shall be taken by the affirmative vote of a majority of the Board members present and voting. If a Director occupies more than one position on the Board, that Director shall only be entitled to one vote at Board meetings.

Section 8.6.2 Methods of Voting

At Board meetings, voting shall be by voice vote, show of hands, written ballot or any other appropriate method determined by the Chair. There shall be no vote by proxy at any meeting of the Board.

Section 8.7 Executive Session

The Board may dismiss all non-Directors from a meeting and continue in executive session to deal with personnel matters, litigation in which the Association is or may be involved, and other business of a similar nature. The purpose of the executive session will be recorded in the minutes.

Section 8.8 Open Meetings

All meetings of the Board shall be open to all members of the Association, and the Chair or the Board may permit others to attend the meeting, but neither Association members (other than Board members) nor other attendees shall participate in any discussion or deliberation. However, at the discretion of the Chair or the Board, members or other attendees may be given the opportunity to present their views, and the Chair or the Board may establish a maximum time period and other procedures for the orderly presentation by members or other attendees.

Section 8.9 Actions Without a Meeting

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a majority of the members of the Board then in office, or a larger number of Board members if so required by a specific section of these bylaws, indicate their consent to the action in writing, including electronic writing such as email, text message and other electronic means. Such written consents may be given during a voting period that begins with the notification of the proposed action and continues for a period specified by the Chair, but not longer than 30 days. Voting under this section shall be permitted only if (1) notice of the proposed action has been provided to all members of the Board, (2) the notice is accompanied by an explanation of the proposed action, and (3) the results of the vote are reported to the members of the Board as soon as practicable after the voting period ends.

ARTICLE IX – NOMINATIONS AND ELECTIONS

Section 9.1 Elections

Election of Officers, District Representatives and standing committee Chairs shall take place on a biennial basis at every other annual meeting of the members of the Association, on a schedule determined by the Board.

Section 9.2 Nomination Process

Section 9.2.1 Governance Committee Responsibilities

The Governance Committee shall be responsible for identifying and nominating candidates for Officers, District Representatives and standing committee Chairs. The Governance Committee shall:

- A. Consult with Board members and Association members as appropriate concerning potential candidates for the open positions;
- B. Ensure each nominee understands the duties of the position for which she/he is nominated;
- C. Ensure each nominee has access to the Bylaws, the Code of Conduct, the strategic plan and other documents reasonably requested by the nominee;
- D. Present the proposed slate of candidates to the Board for comment and advice before sending the slate to the members; and
- E. Send the proposed slate of candidates to the members at least ten (10) days before such annual meeting.

Section 9.2.2 No Nominations at the Annual Meeting of Members

Unless otherwise determined by the Board in advance of the annual meeting of members, nominations from the floor for any open position will not be recognized at any annual meeting.

ARTICLE X – FISCAL YEAR

Section 10.1 Fiscal Year

The Association shall operate on a fiscal year of January 1 to December 31.

ARTICLE XI – POLITICAL ACTION

Section 11.1 Political Action

The Association shall not endorse political candidates and shall stay neutral in all political races. Campaign signs and campaign tables are not permitted at any Association function or meeting. Campaign advertisements are not permitted in any Association publication or communication. However, candidates are welcome to attend Association functions to meet residents individually.

ARTICLE XII – OFFICIAL POSITION OF BOARD

Section 12.1 Official Position of Board

The Chair is the spokesperson of the Association. Board members shall obtain prior permission of the Board or Executive Committee if they are asked to speak on behalf of the Association.

ARTICLE XIII – SEAL

Section 13.1 Seal

The Association need not have a corporate seal. However, if the Association has a corporate seal it shall be in such form as the Board may from time to time determine, and the seal shall be in the custody of the Secretary and affixed by the Secretary on any papers as may be directed by law, by the Bylaws or by the Board.

ARTICLE XIV – PRESERVATION OF ASSOCIATION RECORDS

Section 14.1 Preservation of Association Records

The archival records of the Association are held by the Emory University Department of Special Collections. It shall be the duty of the Secretary to preserve all records generated during his/her term of office and to pass on such records to his/her successor. After each annual meeting, the Secretary shall be responsible for the collection and delivery to the Department of Special Collections (or any successor department) of all Association records, to be maintained for such period of time as may be determined by the Department.

ARTICLE XV – PARLIAMENTARY AUTHORITY

Section 15.1 Parliamentary Authority

Unless determined otherwise by the Chair, the Executive Committee or the Board, all Association meeting shall be conducted according to the latest edition of Robert's Rules of Order.

ARTICLE XVI – AMENDMENTS AND CONFLICTS

Section 16.1 Amendments to the Bylaws

These Bylaws, or any of them, may be amended or repealed, and new Bylaws may be adopted, by either (i) two-thirds vote of the Board at a scheduled or special meeting, or (ii) action of the members at a special meeting called specifically for that purpose. Written notice of the proposed changes shall be provided to the Board or the members, as the case may be, at least 15 days before such meeting.

Section 16.2 Conflicts

If there are conflicts or inconsistencies between the provisions of Georgia law, the Articles of Incorporation, and/or these Bylaws, the provisions of Georgia law, the Articles of Incorporation, and the Bylaws (in that order) shall prevail.

ARTICLE XVII – NUMBER OF MEETINGS

To the extent required to comply with the bylaws of NPU-N, the Association shall hold at least eleven (11) meetings each year, including but not limited to meetings of the Board, meetings of the members and meetings with members of the community.

ARTICLE XVIII – INDEMNIFICATION OF OFFICERS AND DIRECTORS

Subject to the provisions of Section 14-3-851 of the Georgia Nonprofit Corporation Code, the Association shall indemnify and hold harmless any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal (for purposes of this Article XVIII, collectively, a "Proceeding"), because he or she is or was an Officer or Director of the Association, against any judgment, settlement, penalty, fine, or reasonable expenses (including, but not limited to, attorneys' fees and disbursements, court costs, and expert witness fees) incurred with respect to the Proceeding. Such right of indemnification shall not be deemed exclusive of any other rights to which such Officer or Director (or such heirs, executors, or administrators) may be entitled apart from this Article XVIII.

Previous Bylaws adopted May 1962 and revised:

April 1966

March 1977

January 1984

January 1987

January 1990

January 1996

February 2005

February 2006

February 2015

January 2016

January 2017

April 21, 2021

December 16, 2022