

**Organized Neighbors of Summerhill Atlanta, Inc.**

**BYLAWS**

**September 25, 2009**

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# TABLE OF CONTENTS

## **ARTICLE I - NAME AND PURPOSE**

I.1 Name .....

## **ARTICLE II - PRINCIPAL OFFICE / REGISTERED OFFICE AND AGENT**

II.1 Principal Office and Agent .....

II.2 Registered Office and Agent .....

## **ARTICLE III - MEMBERS**

## **ARTICLE IV - BOARD OF DIRECTORS**

IV .1 Establishment and Function .....

IV .2 Composition .....

IV. 3 Board Member Selection and Term of Office .....

## **ARTICLE V – MEMBERS**

V.1 Members defined .....

V.2 Application .....

V.3 Annual Dues .....

## **ARTICLE VI - MEETINGS**

VI.1 General Rules .....

VI.2 Quorum .....

VI.3 Regular Meetings .....

VI.4 Special Meetings .....

VI.5 Manner of Acting .....

VI.6 Dissent or Abstention .....

## **ARTICLE VII - NOTICE AND WAIVER**

## **ARTICLE VIII - EXECUTIVE OFFICERS**

VIII.1 Number of Officers .....

VIII.2 Election of Officers .....

VIII.3 General Duties and Powers .....

VIII.4 Limitation on Service .....

VIII.5 President .....

VIII.6 Vice-President .....

VIII.7 Secretary .....

VIII.8 Treasurer . . . . .

VIII.9 Chair of Public Safety . . . . .

VIII.10 Delegation of Powers and Duties . . . . .

VIII.11 Compensation . . . . .

VIII.12 Removal . . . . .

**ARTICLE IX - GENERAL ADMINISTRATIVE POLICY**

IX.1 Fiscal Year . . . . .

IX.2 Corporate Seal . . . . .

IX.3 Contracts . . . . .

IX.4 Gifts and Gratuities . . . . .

IX.5 Administrative, Financial and Legal Staff . . . . .

IX.6 Financial Management . . . . .

**ARTICLE X - CONFLICT OF INTEREST**

X.1 Interested Directors . . . . .

X.2 Georgia Nonprofit Code Provisions . . . . .

**ARTICLE XI - INDEMNIFICATION**

XI.1 Authority to Indemnify . . . . .

XI.2 Liability insurance . . . . .

XI.3 Request for Indemnification . . . . .

XI.4 Time Limitation . . . . .

**ARTICLE XII - DISILLUSIONMENT**

XII.1 Procedure for Dissolving . . . . .

XII.2 Distribution of Assets . . . . .

**ARTICLE XIII - AMENDMENTS**

XIII.1 Articles of Incorporation . . . . .

XIII.2 Bylaws . . . . .

**AMENDMENT A – Committees . . . . .**

**ARTICLE I  
NAME AND PURPOSE**

**Section 1 - Name**

The name of this organization shall be Organized Neighbors of Summerhill Atlanta, Inc. and it shall be commonly referred to as "ONS". ONS is a nonprofit corporation and is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code (hereinafter referred to as "the Code").

**Section 2 - Purpose**

- A. The function and purpose of ONS is to unite the people of the Summerhill neighborhood into an organization concerned with the common issues of the area, to provide a means for discussions and solutions of such issues and to maintain and enhance the quality of life in our community.
- B. ONS shall have perpetual duration.

**ARTICLE II  
PRINCIPAL OFFICE REGISTERED OFFICE AND AGENT**

**Section 1 - Principal Office**

The principal office of shall, at all times, be located within the geographical boundaries of the City of Atlanta, Fulton County, in the State of Georgia. ONS may have offices at such place or places within the State of Georgia as the Board of Directors of may determine, or as the affairs of ONS from time to time may require.

**Section 2 - Registered Office and Agent**

ONS shall, at all times, maintain a registered office in the State of Georgia, within the city limits of the City of Atlanta, County of Fulton, and shall not have more than one (1) registered agent whose office is identical with such registered office. The registered office of and the registered agent at such office may be changed from time to time by the Board of Directors of ONS in the manner specified herein, and subject to the limitations set forth in this Article.

**ARTICLE III  
MEMBERS**

All voting power, including the power to change the Articles of Incorporation and these Bylaws shall be vested with the Board of Directors of ONS and members as outlined in the Articles of Incorporation.

**ARTICLE IV  
BOARD OF DIRECTORS**

**Section 1 - Establishment and Function**

The business and affairs of ONS shall be managed by and under the direction of a governing body known as the Board of Directors. As used in these Bylaws, a reference to "the Board" refers to the entire Board of Directors collectively or to a member of the Board of Directors generically. The Board conducts its proceedings as provided for in the Articles of Incorporation, these Bylaws and the Georgia Nonprofit Code.

## **Section 2 - Composition**

The Board shall have a minimum of 5 and no more than 12 members, who shall be referred to singularly as a "Director" or collectively as "Directors." The composition of the Board shall, at all times, consist of:

- » President,
- » Vice-President,
- » Secretary,
- » Treasurer,
- » Chair of Public Safety

## **Section 3 - Manner of Selection and Term of Office**

- A. The initial members of the Board shall be named in the Articles of Incorporation and shall serve a term of two (2) years; beginning from the date the Articles of Incorporation are filed. Thereafter all Directors shall be elected according to the procedures described below in Section B of this Article.
- B. Members of the Board of Directors shall be selected as follows:
  - (1) The board members consist of any member of ONS who has attended fifty (50%) percent of the general body meetings for the year preceding their application to run for office.
  - (2) The initial election of the board will waive the attendance requirement on Article IV, section 2, item B.
- C. The term of office for the members of the Board of Directors shall be two (2) years. Directors shall be eligible for re-election.

## **Section 4 - Powers**

In addition to the powers and authority expressly conferred upon the Board in this section of these Bylaws, the Board may exercise all powers a Nonprofit Corporation is authorized to exercise under the Code and do all such acts and things not prohibited by law or by ONS' Articles of Incorporation or by these Bylaws.

- A. The Board shall determine the fiscal and general operating policies, procedures and budget needed to meet the purposes stated in the Articles of Incorporation and these Bylaws, subject to conformance with these Bylaws and any applicable federal and state laws and regulations.
- B. The Board shall determine the number, qualifications, duties and compensation of any staff contracted to carry out the daily operation of ONS and/or the execution of Board policies.
- C. If some catastrophic event occurs that precludes the Board of Directors from normal assembly, then those Directors who are capable of assembling, either in person or through a communication system that permits all of the participants to hear each other, shall convene as required and take any necessary action to preserve as a corporate entity until the emergency ceases. The Directors capable of assembling may exercise any and all emergency powers, in the name of ONS, authorized under the Georgia Nonprofit Code if the action taken is reasonably necessary during the presence of emergency conditions. In the event of such catastrophic event, the emergency session shall be convened by any manner of reasonable, prudent and practical notice under the

circumstances. For each emergency session so convened, the simply majority of those Directors capable of assembling shall constitute a quorum.

### **Section 5 - Compensation**

The Directors serve on a voluntary basis and, as such, shall not receive any compensation from the Board; however, the Board may see fit to reimburse individual Directors for any reasonable and necessary expense incurred.

### **Section 6 - Resignation**

An individual may resign her/his position on the Board of Directors of ONS by providing the Secretary of the Board with a copy of her/his resignation letter addressed to the President of the Board of Directors. Any unexpired term created by the resignation shall be filled as provided in Article IV, Section 8 of these Bylaws.

### **Section 7 - Removal**

The Board of Directors shall be vested with the authority to remove any Director for cause, subject to the procedures delineated in this Section of these Bylaws. Removal for cause shall include, but not be limited to: malfeasance, nonperformance of duties, misappropriation or misuse of funds, behavior or activities that constitute or could be construed as a conflict of interest as defined elsewhere in these Bylaws, or activities or conduct that subjects ONS, its Board and Officers to liability.

- A. One or more Directors shall, in a written statement to the Board, notify the Secretary of their causal reason(s) for the proposed removal. In the event the Secretary is the subject of the removal request, then the written statement shall be delivered to the President of the Board.
- B. The President, or Secretary if applicable, shall:
  - (1) Convene a Special Meeting of the Board of Directors to determine the merit of the request for removal. Said meeting shall be a meeting (a) held within thirty (30) days of the date the Secretary received the written request for removal and (b) at which all Directors are physically present;
  - (2) Notify, in writing (by certified mail, return receipt requested), the Director so charged of the request for her/his removal and the date and time of the Special Meeting of the Board being convened to determine the validity of said request for removal;
  - (3) Send copies of said notification, in a like manner, to the remaining five to eleven (5-11) members of the Board of Directors.
- C. At the Special Meeting of the Board convened to determine the validity of the request for removal, the Director(s) initiating the call for removal shall present its/their case for removal and that the removal is justified. The Director who is the subject of the removal action shall be permitted to refute the charges against her/him.
  - (1) The affirmative vote of the remaining five to eleven (5-11) directors, taken at the Special Meeting of the Board so convened, shall be required to officially remove an individual from the ONS' Board of Directors.

- (2) Written notification or action taken by the Board on the request for removal, whether affirmative or negative, shall be sent (by certified mail, return receipt requested) to the Director so charged within five (5) business days of the Board's action.

- D. Any unexpired term created by the removal action described in this Article IV. 7 shall be filled as provided in Article IV.8 of these Bylaws.

### **Section 8 - Vacancy**

When a vacancy occurs on Board of Directors, the Directors shall, for the unexpired term remaining, select the individual to fill said vacancy in a manner compliant with Article IV. Section 3.B. of these Bylaws.

## **ARTICLE V** **MEMBERS**

### **Section 1 – Members Defined**

Those individuals of good financial standing with ONS, currently residing within the physical boundaries as outlined in the attached addendum (Exhibit “1”). In addition, those individuals must have attended at least two (2), meeting of the members during the fiscal year as outlined in these bylaws. They shall have the right to make motion, vote, hold elected office and share in all privileges of ONS.

### **Section 2 – Application for Membership**

Any person desirous of membership with ONS must complete an Application for Membership in a form designated by ONS. Applicants must be at least 18 years of age, be of sound moral character and must demonstrate knowledge of the goals and ideals of ONS. This form must be submitted to the Secretary.

## **ARTICLE VI** **MEETINGS**

### **Section 1 - General Rules**

- A. All meetings of the Board of Directors shall be held within the city limits of the City of Atlanta, Georgia at a place convenient to the majority of the Board.
- B. All meetings of the Board of Directors may be recorded using voice recording equipment and/or video recording equipment, provided that the video recording contains both visual and voice recording/playback capacity. The official minutes of the all Board meetings shall be a written summation of the transcribed voice recording of the meeting, unless said summation of that meeting is objected to by a Director in a manner consistent with Section 6 of this Article of these Bylaws. In the event of such an objection, then the official minutes of the particular meeting in question shall be the full transcription of the voice recording of such meeting.
- C. It is understood in the transaction of business, the meetings of the Board may be conducted informally. However, this informality does not apply to procedural requirement limitations contained in ONS' Articles of Incorporation, these Bylaws or the Code.
  - (1) Without limitation upon the foregoing, and at the discretion of a presiding Board Member, meetings of ONS shall be conducted according to generally understood principles of

parliamentary procedure as stated in ONS' Articles of Incorporation, these Bylaws or a recognized procedural reference authority.

- (2) The procedural reference authority for is designated as the latest edition of *Robert' s Rule of Order - Newly Revised*.

## **Section 2 - Quorum**

- A. Unless otherwise provided for in the Code, or in the ONS 's Articles of Incorporation, the presence of fifty-one percent (51%) of the Board Members shall constitute a quorum necessary for the transaction of business.
- B. If, at any meeting, less than a majority of the Directors are present to constitute a quorum, as defined above in Section 2.A. of this Article, a majority vote of the Directors present may adjourn the meeting without further notice.

## **Section 3 – Regular Member Meetings**

- A. No notice shall be required for all regularly scheduled member meetings. The Secretary shall give five- (5) calendar days' notice of the regular meeting to each member of the Board of Directors. Member Meetings will be held on the first Monday of each month at 7p.m. In the event that the first Monday of the month falls on a federally recognized holiday then the board will meet on the Thursday directly proceeding the recognized holiday.
- B. At each meeting of the Members of the Corporation, each Member present in person shall be entitled to cast one vote on any and all matters which shall come before the meeting. At each meeting of Members all matters shall be decided by the affirmative vote of a majority of voting Members of the Corporation present at such meeting in person or by proxy and entitled to vote at the meeting

## **Section 4 - Board Meetings**

- A. A regular meeting of the Board of Directors shall be held at least once during the calendar year, on a date and at a time convenient to the majority of the Board.
- B. Absence from twenty-five percent (25%) of the regular meetings of the Board within any twelve-month period without a valid emergency shall be considered a removal subject to Article IV, section 7.

## **Section 5 - Special Meetings**

- A. A special meeting of the Board may be called by or at the request of any three (3) Directors in office at that time.
- B. Notice shall be required for all such special meetings. The Secretary shall give five (5) calendar days notice of each such special meeting to each member of the Board of Directors, stating the date, time, and reason for the meeting and including any other information and/or documentation required by Article VI of these Bylaws.

## **Section 6 - Manner of Acting**

- A. All action required or permitted by the Board, under the provisions of the Code, ONS' Articles of Incorporation and these Bylaws shall only be taken at either a Regular Meeting or at a Special Meeting of the Board at which a quorum is present.
- B. At any meeting of the Board, except as otherwise provided by the Code or these Bylaws, the affirmative vote of a majority of the Directors casting a vote on a matter, in the presence of a quorum, shall be the act of the Board of Directors.
- C. If, at any meeting, less than a majority of the Directors are present to constitute a quorum, as defined above in Section 2.A. of this Article, and the Directors present decline to adjourn the meeting, the meeting will be conducted in accordance with Section V.I. above. However, the minutes of said meeting, in addition to a summation of the discussion, shall clearly state that a) a quorum was not present; b) the names of the Directors in attendance; and c) that any conclusions reached at the meeting are not to be considered as the act of the Board of Directors, only of those individual Directors in attendance.

## **Section 7 - Dissent or Abstention**

- A. Any Director who is present at a meeting of the Board of Directors when an action is taken by the Board is deemed to have assented to the action taken unless (1) he/she, at the beginning of the meeting, objects, verbally or in writing, to the holding of the meeting, or to the transacting of business at the meeting, and her/his dissent or abstention for the meeting or the action(s) taken at the meeting is (are) entered into the official minutes of said meeting.
  - (1) He/she, during the course of the meeting, objects to the manner of transaction of business during the meeting, or to the continuation of the meeting, and delivers written notice of her/his dissent to (a) the presiding officer of the meeting before its adjournment or (b) to the Secretary of immediately upon the adjournment of the meeting.

## **ARTICLE VII NOTICE AND WAIVER**

### **Section 1 - Notice**

- A. Unless otherwise provided for elsewhere in these Bylaws, any and all notices required to be given under the provisions of the Code, ONS' Articles of Incorporation or these Bylaws shall be mailed, in a postage prepaid sealed envelope, to the last known address of each Director, Officer and/or paid staff as it appears on the books of ONS. Further, unless otherwise provided for elsewhere in these Bylaws, the notice shall be sent by one or all methods of delivery to include email, signage, and hand-delivered or first-class mail. Valid notice may be made through electronic communication devices if and only if the Secretary of the Board has a written permission from the specific Director, Officer and/or paid staff to do so.
  - (1) The Secretary shall keep a register of the current address of each member of the Board of Directors, Officers and any paid staff, which shall be furnished to the Secretary by such Director, Officer or staff member,

- (2) Any notice sent by first class mail shall be considered effective upon dispatch; any notice transmitted by any means other than first class mail shall be considered effective when received,
  - (3) A separate permission to transmit a required notice electronically must be made for each notice required to be given.
- C. All notices of regular or special meetings shall include, in addition to the requirements described in Sections V.3 and V.4 of these Bylaws, a copy of the Agenda and a description of any proposal that is required, under the Code or these Bylaws, to be approved by the Board, including, but not limited to, proposals to:
- (1) Determine that the reimbursement of the judgment and litigation expenses of a current or former Director, Officer or Agent of ONS is appropriate under Code Section 855; or
  - (2) Approve a transaction where an Director, Officer or Agent of ONS has an interest conflicting with the Fund under Code Section 863; or
  - (3) Sell all or substantially all of the assets of ONS in other than the usual course of business under Code Section 1202; or
  - (4) Merge with all other corporate entity under Code Section 1103;
  - (5) Alter, amend or repeal ONS 's Articles of Incorporation under Code Section 1003, except as limited in these Bylaws; or
  - (6) Alter, amend or repeal ONS 's Bylaws under Code Section 1021, except as limited in these Bylaws.

## **Section 2 - Waiver**

Unless otherwise required by law or by these Bylaws, attendance or participation by an Director at a meeting shall waive any required notice to her/him of such meeting and any and all objections to the place of the meeting, the time of the meeting or the manner in which it has been called or convened, except when such Director at the beginning of the meeting (or promptly upon her/his arrival) objects to holding the meeting or transacting business at the meeting in a manner consistent with Section V.6. of these Bylaws, and does not thereafter vote for or assent to any action taken at the meeting.

## **ARTICLE VIII EXECUTIVE OFFICERS**

### **Section 1 - Number of Officers**

The Executive Officers of ONS shall consist of a President, Vice-President, Secretary, Treasurer, Chair of Public Safety (Parliamentarian), and whose specific duties are enumerated elsewhere in this Article of these Bylaws.

### **Section 2 - Election of Officers**

All Executive Officers shall be chosen by the Board of Directors, and shall serve at the will of the Board until their successors have been elected and qualified or until their earlier death, resignation, removal, retirement

or disqualification. Nothing contained herein shall prevent members of the Board of Directors from serving as Officers of ONS.

### **Section 3 - General Powers and Duties**

- A. The Officers of ONS shall each have such powers and duties as generally pertain to their respective offices. In addition to the powers and duties specifically enumerated elsewhere in this Article of these Bylaws, the Officers shall have such powers and duties as from time to time may be conferred upon them by the Board or as are provided for them elsewhere in these Bylaws.
- B. Except as otherwise required by the Code, and without limitation upon the foregoing, the Board of Directors may, by resolution, authorize any Officer of ONS to negotiate and execute contracts to sell, lease, exchange or otherwise dispose of any and all of the real or personal property of ONS, to negotiate and enter into loans to be secured by notes, pledges, deeds to secure debt, mortgages and/or other instruments encumbering the property of ONS, or to transfer any and all of the property of ONS .
- C. In the absence or disability of the President, the Vice-President, the Secretary or the Treasurer, in the order of their respective seniorities, shall perform the duties of such offices, subject to the limitations of Section 2 of this Article.

### **Section 4 - Limitation on Service**

No person shall simultaneously hold more than one (1) major position of the Executive Officers. For the purpose of this limitation, "Major Position" shall be deemed as the office of President, Vice-President, Secretary, Treasurer, and Chair of Public Safety. In the event of absence, disability, removal, inability or refusal to act on the part of an individual holding a Major position or other situation which creates a vacancy in said Major position, this limitation may be temporarily waived until the current office-holder is no longer absent, disabled or the vacancy is filled. However, the provisions of this Section of this Article shall only be waived for a time certain established by the President, or if the waiver is needed for the office of President then the by the Secretary. Under no circumstances shall such time certain exceed sixty (60) days.

### **Section 5 – President**

The President shall be the chief executive officer of ONS and shall have responsibility for the general supervision of the business and affairs of ONS. The President shall have full control of and responsibility for said business and affairs of ONS. The President shall preside at all meetings of the Board of Directors. The signature of the President shall be required for the execution of checks and other documents as prescribed in Article VIII of these Bylaws. Subject to the approval of the Board of Directors, the President shall prepare an agenda for each general and board meeting and he/she shall only vote to break a tie. The President shall perform all other duties required to be performed by the Code, these Bylaws or that may be assigned from time to time by the Board of Directors.

### **Section 6 - Vice President**

The Vice-President shall, in general, perform all duties incident to the office of Vice-President and other duties required to be performed by the Code, these Bylaws or that may be assigned from time to time by the President or the Board of Directors. The Vice-President, in the absence of the President, or in the event of the ONS' inability or refusal to act, shall have all powers of and be subject to all restrictions of the office of President.

## **Section 7 - Secretary**

The Secretary shall, in general, perform all duties incident their office and shall keep the minutes of all meetings of the Board of Directors of ONS in one or more books provided for that purpose. The Secretary shall be responsible for the safekeeping of all corporate records. The Secretary shall issue all notices as required by law or by these Bylaws to be issued, in the manner as required by law or by these Bylaws, and prepare and send out all official correspondence on behalf of ONS and/or its Board and Officers. The signature of the Secretary shall be required for the execution of documents as prescribed in Article VIII of these Bylaws. The Secretary shall perform all other duties required to be performed by the Code, these Bylaws or that may be assigned from time to time by ONS or by the Board of Directors. If the office of Vice President is vacant or in the event of her/his inability or refusal to act, the Secretary shall have all powers of and be subject to the restrictions upon the Board of Directors.

## **Section 8 - Treasurer**

The Treasurer shall perform all duties incident to the office of Treasurer and shall have custody of, control of, and be responsible for all funds, securities and financial records of ONS. The signature of the Treasurer shall be required on all financial instruments as prescribed in Article VIII of these Bylaws. The Treasurer shall receive and give receipts for monies due and payable to ONS from any source whatsoever and deposit all such monies in the name of ONS in such banks, trust companies or other name depositories as shall be selected in accordance with Article VIII of these Bylaws. The Treasurer shall keep full and accurate accounts and records of all receipts and disbursements, in accordance with standard accounting procedures for nonprofit organizations, and make a complete financial report, in writing, on same at each regular meeting of the Board of Directors. The Treasurer shall make all financial records available to the Board upon being given ten (10) days' notice to do so. If required by the Board, the Treasurer shall give a bond for the faithful discharge of her/his duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall perform all other duties required to be performed by the Code, these Bylaws or that may be assigned from time to time by the Treasurer or by the Board of Directors. If the office of Vice- President is vacant or in the event of her/his inability or refusal to act, and if requested by the Secretary the Treasurer shall have all powers of and be subject to the restrictions upon the Board of Directors except the ONS' power to execute checks or other documents and said powers shall be vested instead in accordance with Article VIII of these Bylaws.

## **Section 9 – Chair of Public Safety**

The Chair of Public Safety shall also be called the Parliamentarian shall coordinate programs relating to crime prevention within the neighborhood, including but not limited to the “Block Captain” programs, acting as the ONS' principal liaison with the police department and as the time keeper of each of our general meetings.

## **Section 10- Delegation of Powers and Duties**

The Board of Directors may delegate the powers and duties of an Officer to any other Officer or to any member of the Board at any time the Board deems such delegation is in the best interest of the operation of ONS, provided, however, that the delegation complies with the provisions of Section 4 of this Article and does not conflict with the Code provisions regarding the delegation of powers and duties.

## **Section 11 - Compensation**

No compensation, in any form, shall be paid to the Executive Officers of the ONS; however, the Board may see fit to reimburse the Officers for any reasonable and necessary expense incurred.

## **Section 12- Removal**

The Board of Directors may remove any Officer at any time whenever, in the Board's judgment, the best interests of ONS would be served thereby. Such removal shall be subject to the affirmative vote of seventy-five percent (75%) of the Directors at a meeting at which all of the members of the Board of Directors are physically present or voting by proxy. The Officer so removed shall be notified in writing (by Certified Mail, Return Receipt Requested), of the action taken by the Board within five (5) calendar days of the date the action was taken.

## **ARTICLE IX GENERAL ADMINISTRATIVE POLICY**

### **Section 1 - Fiscal Year**

The fiscal year shall begin on the first day of January of each year and shall end on the last day of December in the same year.

### **Section 2 - Corporate Seal**

The Board shall cause to be created an official seal of the corporation which shall consist of an impression bearing the full name of ONS around the perimeter and the word "seal" and such other information in the center thereof as the Board deems appropriate. No substitute manner of seal shall be permitted to be used or deemed to be the Corporate Seal of ONS, except that until such time as the official seal is physically available, - may temporarily use an impression or writing bearing the words "Corporate Seal" enclosed in parentheses or scroll. The Secretary shall ensure that the Corporate Seal of ONS is affixed to all documents, the execution of which on behalf of ONS under its seal is duly authorized in accordance with the provisions of these Bylaws.

### **Section 3 - Contracts**

The Board may authorize, by written resolution, any Officer or Officers, agent or agents of ONS in addition to the Officers so authorized by these By-Laws, to enter into any contract, to execute and any instrument in the name of and on behalf of ONS, and such authority may be general or confined to specific instances, provided that said resolution shall be signed by the President and attested to by the Secretary of ONS.

- A. The President's signature shall be required, along with the that of the Secretary, on any deed, mortgage, bond, contract or other instrument which the Board of Directors has authorized to be executed, except in such case where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, or by statute, to some other Officer or agent of ONS.
- B. Except as provided for elsewhere in these Bylaws, the attestation by the Secretary shall be necessary to make any contract, conveyance or other instrument, which has been executed by and on behalf of ONS in the manner provided for in these Bylaws, valid and legally binding.
- C. In the event of the President's inability or refusal to act, then the signature of the Vice-President shall be required, however, if the office of Vice-President is vacant, then the required signature shall be that of the Secretary and the attestation shall be made by the Finance Director.

### **Section 4 - Gifts and Gratuities**

- A. The Board of Directors may accept on behalf of ONS any contribution, gift, bequest or devise which is contributed, given, bequeathed or devised for the sole purpose of furthering the stated purposes of ONS, provided that the acceptance of same does not constitute a conflict of interest as defined elsewhere in these Bylaws.

- B. Without limitation on the foregoing, individual members of the Board of Directors, the Executive Officers, employees or agents of ONS are prohibited from accepting gifts, monies or gratuities from:
- (1) any person(s), corporation or agency receiving benefits or services under any program financed by local, state or federal funds; or
  - (2) any person(s), corporation or agency performing services under contract to or for ONS; or
  - (3) any person(s), corporation or agency that is otherwise in a position to benefit from the actions of 'ONS' Board or Officers.

#### **Section 5 - Administrative, Financial and Legal Staff**

- A. The Board of Directors may, if it deems appropriate and necessary for the conduct of business, contract an Executive Director to manage the daily operations of ONS, and to execute the policies of the Board. The Board shall determine the qualifications, duties and compensation for the Executive Director:
- (1) The Executive Director shall be the Chief Administrative Officer of ONS and shall serve at the pleasure of the Board of Directors and will be responsible for implementing the policies and programs of ONS.
  - (2) The Executive Director may appoint and contract other staff, subject to the limitations of Article IV.4 of these Bylaws.
- B. The Board may, if it deems appropriate and necessary for the conduct of business, contract any of the following independent consultants, subject to the usual and customary rules governing competitive bidding. The Board may combine the duties of two or more positions if it deems such a combination is in the best administrative interests of ONS.
- (1) No more than one (1) Administrative Assistant to record and transcribe the minutes of all meetings and to assist the Secretary in the preparation of any resolutions, correspondence or other clerical duties as may be needed. Said individual shall have verifiable credentials and references, and shall be contracted for on an annual basis.
  - (2) No more than one (1) Attorney, to advise the Board on all legal matters affecting ONS, its Directors, Officers and staff. Said Attorney shall be certified to practice law in the State of Georgia, have verifiable credentials and references and shall be contracted for on an annual basis.
  - (3) No more than one (1) Certified Public Accountant ("CPA") to prepare ONS 's annual tax returns, conduct audits of the Fund's financial records and to advise the Board on all accounting procedures and matters. Said CPA shall have verifiable credentials and references and shall be contracted for on an annual basis.
  - (4) No more than one (1) Insurance Consultant to advise the Board on and furnish all insurance policies the Board deems necessary, and/or as required by these Bylaws or the Code, provided that such policies written are with a company or companies having a Best AAA or better rating. Said individual shall be licensed to sell insurance in the State of Georgia, have verifiable credentials and references and shall be contracted for on an annual basis.
  - (5) No more than one (1) Investment Counselor to make recommendations to the Board on the investment of funds under the Board's jurisdiction. Said individual shall be licensed to sell

securities in the State of Georgia, have verifiable credentials and references and shall be contracted for on an annual basis.

### **Section 6 - Financial Management**

- A. The named depository institution and the signatory on any financial account(s) established in the name of ONS shall be initiated by appropriate resolution of the Board of Directors.
- (1) All such accounts shall require four (4) names and two (2) signatures for any withdrawal over \$100.
  - (2) The signature of the Vice-President shall be a mandatory signature on all financial documents, with the second signatures being that of the Treasurer, except that in the absence or disability of the Treasurer, the signature of the Secretary shall be the second signature. One of the authorized signatures should be of another board member other than the President.
  - (3) The Treasurer shall deposit any and all monetary amounts received into ONS 's bank account within seventy-two (72) hours of their receipt by her/him.
  - (4) No checks, drafts or order for the payment of money, notes or other evidences of indebtedness shall be issued in the name of ONS unless said issuance has been approved by written resolution of the Board of Directors, except when the expenditure is part of an ongoing contract or project previously approved by Board resolution.
- B. An amount equal to a minimum of 7 percent (7%) of all monies received shall be set aside for long term investment at the best rate available at the time of investment. Said investment is solely to ensure that ONS shall have future funds available to it.
- C. The Treasurer shall prepare an operating budget and for the upcoming fiscal year, which shall be submitted to the Board at the last general meeting of the current year. The Board shall, at the same meeting, approve said budget, with or without modification.

## **ARTICLE X CONFLICT OF INTEREST**

### **Section 1 - Interested Directors**

No contract or other transaction of ONS shall, in the absence of fraud, be affected, influenced or validated by the fact that any Director, Officer, Employee or Agent of ONS, or any corporation, firm or association which he/she may be a Director, Officer, stockholder or member, may be a party to or may have an interest, pecuniary or otherwise, in such contract or other transaction provided that the nature and extent of her/his interest was disclosed to, or known by, the entire Board of Directors before acting on such contract or other transaction. In the case of a contract or other transaction between ONS and any other corporation controlling, controlled by, or under common control, with a Director, Officer, stockholder or member of any corporation, firm or association with which ONS proposes to contract or transact any business or other transaction, such Director may not be counted in determining the presence of a quorum at any meeting of the Board which shall authorize any such contract or such transaction, and such Director shall not participate in the vote to authorize any such contract or transaction.

## Section 2 - Georgia Nonprofit Code Provisions

Without limitation on the foregoing the provisions of Article 8, Part 6 of the Code relating to rules governing the procedures to be applied where an Director has a conflicting interest in a transaction involving ONS is hereby adopted by this reference as a Bylaw of ONS, subject to any non-conflicting limitations set forth elsewhere in these Bylaws.

## ARTICLE XI INDEMNIFICATION

### Section 1 - Authority to Indemnify

- A. ONS shall to the fullest extent permitted by the Code, indemnify and hold harmless each member of the Board of Directors, the Executive Officers, former members of the Board and former Officers, and may indemnify all employees or agents of ONS, against and from all liabilities, loss, cost, and reasonable expenses (including amounts paid in satisfaction of a judgment, in compromise, or as fines and penalties, and counsel fees) hereafter incurred by her/him in the defense, payment, or settlement of any civil or criminal claim, action or proceeding (including appeals) brought or threatened against her/him while in office, except with respect to any matter as to which he/she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that her/his action was in the best interest of ONS; provided, however, that, as to any matter disposed of by a compromise, payment by such Director, Officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall have been approved as being in the best interest of ONS, after notice that it involves such indemnification, by one hundred percent; (100%) of the disinterested Directors then in office.
- (1.) As used in this Article of these Bylaws, the terms "interested" Director, Officer *or* agent is defined as one against whom, in such capacity, the proceedings in question or another proceeding on the same or similar grounds is then pending. As used in this Article of these Bylaws, the terms "Director", "Officer" and "agent" include their respective heirs, executors and administrators.
  - (2) The right of indemnification hereby provided should not be exclusive of or affect any other rights to which any Director, Officer or agent may be entitled.
  - (3) The rights of indemnification and exoneration accruing under this Article and Section shall apply whether or not such person continues to be an Director or Officer or other or agent at the time any such loss, cost or expense is suffered or incurred.
- B. Without limitation on the foregoing, the provisions of Article 8, Part 5 of the Code relating to indemnification by the Board of Directors of any person who has served as an Officer or Director of ONS or who has brought an action in the right of ONS, is adopted hereby by this reference as a Bylaw of ONS.
- C. No advance payment by ONS for any expense or liability permitted under this Article of these Bylaws or the code is authorized unless paid through an insurance policy maintained by ONS for this purpose.

## **Section 2 - Liability Insurance**

The Fund shall purchase and maintain insurance on behalf of all persons who are, or were, Directors, Officers, employees or agents of ONS, or who are, or were, serving at the request of ONS as Director, Officer, employee or agent of another corporation, joint venture, trust or other enterprise, against any liability asserted against her/him in any such capacity, or arising out of her/his status as such, as provided by Code Section 14-3-857, whether or not ONS would have the power to indemnify her/him against such liability under the provisions of this Article or the laws of the State of Georgia.

## **Section 3 - Request for Indemnification**

The Secretary of ONS shall, promptly upon receipt of a request for indemnification advise the Board of Directors in writing of such request for indemnification and shall ensure determination of such entitlement to indemnification is made within a reasonable time a receipt of such written request by the Board of Directors in a manner consistent with V.3 of these Bylaws.

## **Section 4 - Time Limitation**

The indemnification and payment of expenses provided by or granted pursuant to this X of these Bylaws shall, unless otherwise provided when authorized or ratified, continue to a person who has ceased to be a Director, Officer, employee or agent and shall inure benefit of the heirs, executors and administrators of such a person.

## **ARTICLE XII DISSOLUTION**

### **Section 1 - Procedure for Dissolving**

If one or more Directors believe it is desirable or necessary to dissolve ONS, said Director or Directors shall make such recommendation to the Board of Directors to dissolve, giving the reasons why they believe disillusionment is desirable and/or necessary. The Board of Directors shall instruct the Secretary to call a Special Meeting of the Board of Directors, in accordance with Article VI of these Bylaws, and with the stipulations below, to consider the disillusionment question.

- A. The notice of the special meeting to consider disillusionment shall state that attendance is required at the meeting and shall be sent by Certified Mail, Return Receipt Requested. The Secretary, in advance of the special meeting to consider disillusionment, shall prepare a Board Resolution stating the reasons for disillusionment. The Resolution shall also include a signature line for each Director, including space for indicating their affirmative or negative position on the dissolution question.
- B. The Director or Directors recommending the disillusionment shall defend their position before the full Board of Directors at the special meeting. The Directors shall vote on the dissolution question by signing the Dissolution Resolution indicating their affirmative or negative position of the question.
- C. If two-thirds (2/3) of the members of the Board of Directors, at the special call meeting, vote to support the recommendation to dissolve, then the members of the Board of Directors, along with the Secretary and the Treasurer, shall be instructed to prepare a Plan of Disillusionment, within a time certain but not greater than sixty (60) days of the date of the specially call meeting on disillusionment, for the Board to adopt. The Plan of Disillusionment and all other documents and actions related to disillusionment shall conform within the Georgia Nonprofit Code Sections 14-3-1402, 14-3-1403 and 14-3-1404 and any related sections of the Code.
- D. After the Board of Directors obtains its prerequisite majority then it is required to take this matter back to the general board and obtain a two-thirds (2/3) of the attendants of the general board meeting.

## **Section 2 - Distribution of Assets**

- A. All liabilities and obligations of ONS shall be paid, satisfied and discharged, or adequate provision shall be made thereof.
- B. Any assets held by ONS under conditions requiring their return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
- C. After the satisfaction of the foregoing, subject to any limitations imposed by the Code or the Articles of Incorporation, all remaining assets of the ONS shall be distributed to one or more established organizations that, at the time the distribution is made, has a current 501 (c)(3) tax exempt status from the Internal Revenue Service.

## **ARTICLE XIII AMENDMENTS**

### **Section 1 - Articles of Incorporation**

Any amendment, alteration or repeal of the Articles of Incorporation of the ONS, or any portion of said Articles of Incorporation, shall not be adopted unless the following has occurred.

- A. A member of the Board of Directors of may submit, in writing, to the Secretary of the Board a proposal to alter, amend, or repeal a portion or all of the Articles of Incorporation which shall be considered by the full Board at its next regularly scheduled meeting. The proposal shall contain the Article or Articles as currently written, the Article or Articles as proposed, with changes noted in bold italic type, and the rationale for the change.
- B. The Board of Directors shall review the proposal and shall vote to adopt or reject the proposal change. Approval of a proposal to alter, amend or repeal the Articles of Incorporation, or a portion thereof, shall require the unanimous, affirmative vote of all Directors then holding office, provided that a quorum, as defined in Article V, Section 4 herein, is present at the time said vote is taken.
- C. The Secretary of the Board shall prepare an original Board Resolution with a copy of the submitted proposal, stating the recommendation of the Board concerning the proposed change, which shall be signed all the Directors indicating their affirmative or negative position on the proposed change.
- D. All alterations, amendments or revocations made to the Articles of Incorporation shall become effective on the date the amended Articles of Incorporation are filed with the Georgia Secretary of State as required by the Code.

### **Section 2 - Bylaws**

- A. The Board of Directors of ONS shall have all power legally allowed it under the Code to alter, amend or repeal these bylaws or to adopt new bylaws, except that:
  - (1) The provisions of Article IV or any other provisions affecting the number, composition and manner of selection of the Board of Directors of ONS shall not be altered, amended or repealed; and
  - (2) The provisions of Article VI or any other provisions affecting the determination of a quorum, the manner of acting for the conduct of business shall not be altered, amended or repealed; and
  - (3) The provisions of Article IX or any other provisions affecting the manner of acting related to contracts, gifts and gratuities, or financial management, or the attestation or signatory requirements shall not be altered, amended or repealed; and

- (4) The provisions of Article X or any other provisions affecting the manner of acting as related to conflict of interest shall not be altered or repealed and may only be amended to correct any language in conflict with the Code; and
  - (5) The provisions of Article XI or any other provisions affecting the indemnification policies and procedures shall not be altered or repealed, and may only be amended to correct any language in conflict with the Code and/or the IRS; and
  - (6) The provisions of Article XII or any other provisions affecting the dissolution of the Fund shall not be altered or repealed, and may only be amended to correct any language in conflict with the Code and/or the IRS.
- B. Any action by the Board of Directors with respect to the altering, amending or repealing of any portion of these Bylaws shall be made by Resolution and taken by an affirmative vote of a two-thirds (2/3) majority of all Directors then holding office, provided that a quorum, as defined in Article VI, Section 2 herein, is present at the time said vote is taken.
  - C. Once adopted, any change to these Bylaws is immediately effective, unless some later date is designated in the Resolution for the change so adopted.
  - D. These Bylaws shall be reviewed at least once every five (5) years by the full Board of Directors.

### **Amendment A - Committees**

#### **Section 1 – Committees in General**

- A. All committees of ONS will have a minimum of 4 meetings per year and shall make a written report of its activity at the next scheduled meeting immediately following any meeting held.
- B. Committees shall review matters under their preview and make recommendations on their appropriateness to the general membership.
- C. ONS shall have, at a minimum, the following Standing Committees: (a) Education, (b) Code Compliance, (c) Economic Development, whose duties and responsibilities are maintained in Section 2 of this Article. Additional Standing Committees may be created should the membership or Executive Officers so desire, but at all times, ONS shall maintain the standing committees referenced in this subsection of this Article.
- D. ONS, may, at the discretion of the President, establish Ad Hoc Committees in accordance with Section 3 of this Article.
- E. The President shall have the sole authority to appoint the Chairperson for each ONS Standing Committees as well as any Ad Hoc Committee.

#### **Section 2 – Standing Committees**

- A. Education Committee: The Education Committee shall be responsible for all matters coming before the ONS membership which involve any matters regarding education. Such matters include, but are not limited to, Atlanta Public Schools.
- B. Code Compliance: The Code Compliance Committee shall be responsible for all matters coming before the ONS membership which involve any matters of City of Atlanta Code Compliance and Enforcement.
- C. Economic Development: The Economic Development Committee shall be responsible any zoning, land use or preservation issues affecting the neighborhood, and coordinating ONS' activities and response, if any, to NPU-V and any other applicable private, non-profit and governmental entities.

### **Section 3 – Ad Hoc Committees**

ONS, at the discretion of the President, may establish one or more Ad Hoc Committees whose duration and scope of responsibility shall be clearly and concisely defined.

- A. Each Ad Hoc Committee shall be created to perform a specific task and shall automatically dissolve when the task is completed and the final report given to the ONS membership.
- B. At no time, however, shall an Ad Hoc Committee be created to perform a function, which is within the designated function of a Standing Committee.