

HISTORIC COLLEGE PARK NEIGHBORHOOD ASSOCIATION, INC.

BY-LAWS

ARTICLE I NAME AND PURPOSE

Section 1: Name

The name of this organization shall be The Historic College Park Neighborhood Association, Inc., herein sometimes referred to as the Association.

Section 2: Purpose

The purpose of the Association is to seek to preserve and improve the quality of life in the neighborhood and to provide support in all matters of neighborhood concern.

ARTICLE II MEMBERSHIP

Section 1: Voting Members

A. Age and Residency

Effective January 1, 2005, the membership of the Association shall be comprised of adult (18 years old or older) individuals who have paid membership dues and who reside within the city limits of College Park, Georgia. Until January 1, 2005, membership will be governed by the previous By-Laws.

B. Payment of Dues

Exercise of the rights of membership shall be contingent upon the prompt payment of such membership dues as the Board of Directors shall set. Upon the timely payment of said dues, persons otherwise qualified for membership in the Association, as hereinabove provided, shall become members of the Association, and the Secretary of the Association shall enroll their names on the membership roster. The Board of Directors may reduce the annual dues for members over the age of sixty-five (65) years.

Section 2: Non-Voting Members

The Board of Directors, at its discretion, shall have the power to establish non-voting classes of memberships, such as affiliate memberships for College Park merchants or non-residents.

ARTICLE III MEETINGS

Section 1: Annual Membership Meeting And Elections

The Association shall hold an annual meeting on the first Tuesday in October of each year for the purpose of electing Officers and a Board of Directors.

Section 2: Monthly Meetings

The Association shall hold a monthly meeting of the membership at such a location, in and around College Park, as may be designated by the President and/or Secretary. The monthly meeting shall be held on the first Tuesday of each month or at such other times as designated by the Board of Directors. Notice of said meeting shall be announced at the previous meeting and/or communicated to each member by mail or electronically. The Board of Directors or membership may decide to not to hold a monthly up to two (2) times a year.

Section 3: Special Membership Meetings

A. Calling Special Meetings

In addition to the monthly meetings, a special meeting of the membership may be called by any Officer, a majority vote of the Board of Directors, or by a majority of the members of the Association.

B. Notice

At least five (5) days prior to the meeting, the parties requesting the special meeting shall provide notice to all members either in person, by telephone or by e-mail. The notice must include the date, time and location of the meeting and the purpose of the meeting. Any member may waive notice of regular or special meetings of members before or after the meeting. If present at the meeting, the member be deemed to have waived such notice.

C. Scope of Meeting

Business transacted at such special meetings shall be confined to the purpose as stated in the notice of such special meeting.

Section 4: Quorum and Voting

A. Quorum

At the annual membership meeting, monthly meetings or at special meetings described herein, a minimum of ten percent (10%) of the dues paying members must be present to constitute a quorum. If such a quorum is not present, those members in attendance shall have power to adjourn the meeting after scheduling the next meeting.

B. Majority

Unless a different majority is required by law, the Charter, or these By-Laws, a majority vote of the Voting Members in good standing present at any meeting shall be required to take any action.

ARTICLE IV QUALIFICATIONS, ELECTION AND REMOVAL OF OFFICERS AND DIRECTORS

Section 1: Officers of the Association

The officers of the Association shall be the President, the Vice-President, the Secretary, the Treasurer and the Director for Community Affairs.

Section 2: Directors of the Association

The Board of Directors of the Association shall consist of the elected Officers of the Association, the Immediate Past President, and three (3) members-at-large.

Section 3: Qualifications of Officers and Directors

Each Officer and Director shall be at least 21 years of age and a member of the Association. No person shall be eligible to serve as an Officer of the Association while serving as an elected official of Fulton County, Georgia, or an elected official or employee of the City of College Park, Georgia.

Section 4: Date of Elections

The Officers and Board of Directors shall be elected by secret ballot at the annual meeting each calendar year with the election of Officers preceding the election of Directors. For positions in which there is only one nominee, secret balloting may be

waived. Officers shall hold office until their successors have been elected and qualified or until resignation or removal from office as described herein.

Section 5: Nominations of Officers and Directors

An eligible member of the Association may be nominated for election as an Officer or Director either by a nominating committee appointed by the Board of Directors or a Voting Member, as described herein.

Section 6: Nominating Committee

A. Composition of Nominating Committee

The Board of Directors shall appoint a nominating committee for selection of nominees for the Board of Directors and Officers not later than the monthly meeting in June of each year. Only persons eligible to serve as a Director or Officer may serve on the nominating committee.

B. Announcement and Timing of Nominations

The President shall announce the candidates selected by the Nominating Committee at the membership meeting in September. Additional nominations for all positions shall be accepted from the floor by any Voting Member in good standing at the September Meeting. Nominations properly made from the floor shall be added to the ballot for voting at the membership meeting in October.

Section 7: Term of Office

A. Officers

An Officer shall be elected to serve a term of one year following the date of election. Any Officer who has served two consecutive terms in an Office must wait one year before seeking re-election to that Office, except the Director for Community Affairs.

B. Directors of the Association

At Large Directors of the Association shall be elected to serve a term of one year following the date of election. An At-Large Director may serve an indefinite number of consecutive terms.

Section 8: Resignation, Removal and Replacement of Officers and Directors

A. Removal

The members may remove an Officer by a majority vote at any membership meeting.

B. Automatic Removal

An Officer or Director will be deemed to have resigned if such person is no longer a resident of College Park, or is such person is absent without excuse from three successive monthly meetings of the Board of Directors.

C. Replacement

In case of death, resignation, or removal of an Officer or Director, the Board of Directors, by an action of a majority of the Directors present at the next Directors' meeting thereafter, shall name a successor to serve the remaining term of such Officer or Director. In the event of death, resignation or removal of the President, The Vice President shall be made President and a new Vice President shall be chosen by an action of a majority of the Directors present at the next Directors meeting thereafter.

Section 9: Remuneration of Officers and Directors

The Officers and Directors shall not be entitled to remuneration for services rendered as Officers on behalf of the Association.

**ARTICLE V
DUTIES OF DIRECTORS**

Section 1: Meetings

A. Regular Meetings, Quorum and Voting

The Board of Directors shall meet prior to the monthly meeting or at such other times as designated by the Board of Directors. The presence of at least a majority of the Directors at any Board of Directors meeting shall be necessary to constitute a quorum for the transaction of business. Any lesser number shall be sufficient to adjourn the meeting until such time as a quorum can be assembled. The action of the majority of the Directors present at any such meeting at which a quorum is assembled shall be the act of the Board of Directors. The President of the Association shall not vote at a Board of Directors meeting unless there is a tie vote. The Immediate Past President shall have no vote.

B. Special Meetings

Special meetings of the Board may be called by the President, the Secretary, or a majority of the Board of Directors. Reasonable notice must be provided to each Director either in person, by telephone, or by mail or e-mail.

C. Notice of Meetings

No meeting of the Board may be called without giving at least five days' notice. Any Director may waive notice either before or after the meeting. If present at the meeting in person he shall be deemed to have waived such notice.

Section 2: Scope of Duties

The Board of Directors shall regulate and supervise the management and operation of the Association. It may exercise all of the powers of the Association and do all such lawful acts except those required by statute, Charter, or these By-Laws to be exercised by the members of the Association.

Section 3: Appointment of Committees

The Board of Directors may appoint such committees as it deems necessary and helpful for the purpose of carrying out the mission of the Association and its authorized activities. Such members shall serve at the pleasure of the Board and under the direction of an elected Officer or Board Member assigned by the Board of Directors to fulfill a designated activity.

Section 4: Contracts and Financial Obligations

All contracts shall be approved by the Board of Directors and no loans shall be made by any Officer or the Association or any loan secured on behalf of the Association without the prior approval and authority of the Board of Directors. No mortgage, deed to secure debt, note, or other legal document whatsoever shall be executed except upon the prior approval and authority of the Board of Directors. All legal documents shall be executed by such person or persons as the Board of Directors may from time to time designate.

ARTICLE VI DUTIES OF THE OFFICERS

Section 1: Duties of the President

The President shall be the chief executive officer of the Association. The President shall preside at all meetings of members and Directors, shall have general and active management of the business of the Association, and shall see that all orders and resolutions of the Board are carried into effect.

Section 2: Duties of the Vice-President

The Vice-President shall have only such duties and authority as are delegated by the President and Board of Directors, and shall preside at meetings if the President is not in attendance.

Section 3: Duties of the Secretary

A. Membership Roster

The Secretary shall keep an up-to-date membership roster of the entire membership of the Association. In addition, a record of membership in the Association shall be maintained in a form that will permit preparation and publication of any alphabetical listing of the name, address, phone numbers and e-mail addresses of all members

B. Meeting Notices

The Secretary shall provide notices of the monthly meeting to the membership and of all Board meetings to the Board of Directors.

C. Minutes

The Secretary shall keep the minutes of all meetings of the members and Board of Directors.

D. Correspondence File

The Secretary shall maintain a file of all Association correspondence generated or received by members, Officers or members of the Board of Directors. Said file shall be available at each monthly meeting of the Association and displayed for members' review. The correspondence file shall be maintained permanently by the Secretary, but only the correspondence for the six (6) month period immediately preceding a monthly meeting shall be made available for review at the membership meetings. In addition, the entire correspondence file shall be available for review by the Board of Directors at meetings of the Board.

E. Review of Bank Records

The Secretary shall review the monthly bank statement and check register copies provided by the Treasurer by the 25th day of each month. In the event that the monthly bank statement is not provided by the Treasurer for review by the 25th day of any month, inquiry shall be made immediately in consultation with the President.

Section 4: Duties of the Treasurer

A. Collect, Preserve and Account for Association Assets

The Treasurer shall collect, account for and preserve the financial assets of the Association in coordination with the President and at the direction of the Board of

Directors. All receipts shall be promptly deposited in the appropriate Association account. All cash receipts shall be verified by another Officer or Board member prior to deposit.

B. Maintenance of Financial Records

The Treasurer shall be responsible for the maintenance of proper financial books and records of the Association. The Treasurer shall maintain in a timely manner financial records relating to the financial assets of the Association and produce said records for review by the membership at each monthly meeting.

C. Reconciliation and Production of Bank Statements

Monthly bank statements shall be reconciled and verified for accuracy by the Treasurer as soon as possible after receipt, but in no event later than fifteen (15) days after receipt. A copy of the reconciled bank statement, along with a copy of the check register covering the period of at least two (2) previous months, shall be furnished to the President and Secretary within fifteen (15) days after receipt by the Treasurer. The register, including the three (3) most recent bank statements, including canceled checks, shall be available at each monthly meeting of the Association and displayed for members' review. In addition, said documents shall be available for review by the Board of Directors at meetings of the Board.

D. Reporting Financial Correspondence

The Treasurer shall provide a copy of any written correspondence relating to the Association's financial assets to the President and Secretary within five (5) days of receipt.

E. Attend and Report at Meetings

The Treasurer shall attend monthly meetings of the Association and Board of Directors and make financial reports at such meeting when called upon by the President or Board of Directors and as required herein.

Section 5: Duties of the Immediate Past President

The Immediate Past President shall have such duties and responsibilities as are delegated by the President and the Board of Directors.

Section 6: Duties of the Director for Community Affairs

The Director for Community Affairs shall keep the Association informed of governmental and business activities, attend governmental meetings as needed, and speak on behalf of the Association at such meetings. The Director for Community Affairs shall have such other duties and authority as are delegated by the President and Board of Directors.

ARTICLE VII FINANCES

Section 1: Deposit of Monetary Assets

All funds of the Association shall be deposited in the name of the Association in such banks, trust companies, or savings and loan associations as the Board of Directors may from time to time designate and shall be drawn out on checks, drafts, or other orders signed on behalf of the Association by such person or persons as the Board of Directors may from time to time designate.

Section 2: Disbursements

All disbursements of Association assets over One Thousand Dollars shall require the signature of the Treasurer and another Officer appointed by the Board of Directors. Disbursements of One Thousand Dollars or less may be made by the Treasurer.

Section 3: Annual Financial Audit

The Board of Directors will appoint an audit committee each year no later than the December membership meeting to audit the financial records of the Association. Should the Audit Committee and the Board of Directors agree, an outside auditor may be hired. The written report of the Audit Committee or outside auditor is to be made at the March membership meeting.

ARTICLE VIII GENERAL PROVISIONS

Section 1: Indemnification

The Association Shall indemnify its Officers and its Board of Directors for lawful acts performed by such Officers and Directors in the furtherance of the Association's business, which indemnity may be funded by the Association's purchase of insurance for such purposes, if deemed practical by the Board of Directors.

Section 2: Communication

A. Statements on behalf of the Association

No member shall be authorized to make any statement, verbal or written, on behalf of the Association unless designated by the Board of Directors. No member shall make any public statement which purports to state an opinion, policy or official position of the Board of Directors on any issue without the prior

express approval of the Board of Directors. Anyone making such statements or communication shall make a memorandum of such communication and provide the President and Secretary a copy as soon as practicable.

B. Communications to be Given to Secretary

Any member, Officer or Director who transacts any written correspondence or communication on behalf of the Association shall provide a copy of such writing to the Secretary within five (5) days. Any electronic communication shall be reduced to writing and provided to the Secretary as provided herein.

C. President to be Informed of all Communications and Business

All Members, Officers, or Directors conducting any business or correspondence with anyone on behalf of the Association should do so in consultation with the President.

Section 3: Records Made Available to Members

In addition any provisions contained herein, any member of the Association shall be entitled to inspect and copy any of the records of the Association as provided by Official Code of Georgia, Section 14-3-1602, provided the member gives the Association a written notice which describes with reasonable particularity the purpose and the records the members desires to inspect at least five business days before the date on which the member wishes to inspect and copy the records.

Section 4: Non-Discrimination

The Association shall not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, age, disability, national origin, income, or political affiliation in any of its policies or procedures.

Section 5: Political Issues

The Association is to be non-partisan and shall not endorse a candidate for election. No candidate shall campaign for office at an Association meeting. However, candidates may be asked by the Board of Directors to speak at Association meetings if all the candidates for that office are also given the opportunity to speak. The Association shall be able to take specific positions on issues and legislation affecting the Association's goals and purposes by a vote of the membership or Board of Directors.

Section 6: Conflict of Interest

A conflict of interest exists for a member (including Officers or Directors) whenever the member holds a financial interest which will be impacted by the action or inaction by the Association on a proposal under consideration by the Association. A personal financial

interest shall include a financial interest held by the member and/or by members of their immediate family. Whenever a member (including Officers and Directors) determines that he or she has a conflict of interest relating to an item under discussion, they must inform the membership hearing the proposal that the conflict exists, and such member shall not be allowed to vote on matters in which they have a conflict of interest.

ARTICLE IX AMENDMENTS

These By-Laws may be altered and amended and additional by-laws adopted by a majority vote at any monthly membership meeting or special meeting of the membership held thirty (30) days after notice of the proposed changes have been made to the membership and copies of the changes made available to the membership.