

**AMENDED AND RESTATED BYLAWS OF
THE VIRGINIA-HIGHLAND CIVIC ASSOCIATION, INC.**

**ARTICLE I
GENERAL**

Section 1.1 Name. The name of the corporation shall be the Virginia-Highland Civic Association, Inc. (the "Association").

Section 1.2 Principal Office. The principal office of the Association shall be located at such place as may be fixed from time to time by the Board of Directors (the "Board"). The address of the principal office shall be displayed on the Association's website.

Section 1.3 Purpose. The purpose of the Association shall be to promote and further the common good, general welfare and interests of all residents of the Virginia-Highland neighborhood (the "Neighborhood") within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

Section 1.4 Neighborhood Boundaries. The Neighborhood is comprised of all real property located in the City of Atlanta within the following boundaries and descriptions:

North: The midline of Amsterdam Avenue;

East: The intersection of Amsterdam Avenue with the border of the city; southward to Virginia Avenue, and thence east to the midline of Briarcliff Road;

South: The midline of Ponce de Leon Avenue;

West: The midline of the former Southern Railroad tracks (now held by Atlanta BeltLine, Inc.) from Ponce de Leon Avenue to Amsterdam Avenue.

Section 1.5 Membership. Any resident of the Neighborhood who is over eighteen (18) years of age is eligible to be a member in the Association (each, a "Member"). Any person eligible to become a Member shall become a Member upon registering on the Association website. All Members shall be eligible to vote at any meeting of the Members. No Member may vote by proxy. Every owner of a business within the Neighborhood may attend Member meetings, but shall not be entitled to vote at any meeting unless such person is also a Member.

**ARTICLE II
MEMBER MEETINGS**

Section 2.1 Annual Association Meeting. The annual meeting of the Members of the Association ("Annual Association Meeting") shall be held in September of each year for the purposes of the President and Treasurer reporting on the activities and financial condition of the Association, electing Directors and for the transaction of any other Association business.

Section 2.2 Special Member Meetings. The President may call special meetings of the Members (each, a "Special Member Meeting"). In addition, it shall be the duty of the President to call a Special Member Meeting if so directed by resolution of a majority of the Board or upon a petition signed by at least fifty (50) of the Members. The notice of any Special Member Meeting shall state the date, time and place of such meeting and

the purpose thereof. No business shall be transacted at a Special Member Meeting except as stated in the notice.

Section 2.3 Record Date. As required by the Georgia Nonprofit Corporation Code:

- (a) The Board shall establish the record date to be used to determine the Members entitled to notice, to demand a special meeting or to vote or take any other action to be taken by the Members. A record date may not be more than seventy (70) days before the meeting or action requiring action by Members.
- (b) After the Board establishes a record date for a Member meeting, the Association shall prepare an alphabetical list of the names and addresses of all the Members entitled to vote at the meeting. The list shall be made available for inspection by any Member for the purpose of communicating with other Members concerning the meeting, beginning two (2) business days after notice is given of the meeting, at either or both of: (1) the Association website, provided that the information required to gain access to such list is provided with the notice of the meeting or upon request or (2) during ordinary business hours at a reasonable place identified in the meeting notice in the city where the meeting will be held. In the event that the Association makes the list available on the Association website, the Association may take reasonable steps to ensure that such information is available only to Members. A Member is entitled on written demand to inspect and, subject to limitations in the Georgia Nonprofit Corporation Code, to copy the list, at a reasonable time and at the Member's own expense, during the period it is available for inspection.
- (c) If the meeting is to be held in person, the Association shall make the list available at the meeting, and any Member is entitled to inspect the list at any time during the meeting or any adjournment. If the meeting is to be held solely by means of remote communication, the list shall be open to the examination of any Member during the duration of the meeting on the Association website, and the information required to access such list shall be provided with the notice of the meeting.

Section 2.4 Notice of Meetings. Notice of any Member meeting shall be provided in any manner permitted by the Georgia Nonprofit Corporation Code. Notice of any Member meeting may:

- (a) be emailed to each Member at his or her email address as it appears on the books of the Association not less than ten (10) nor more than sixty (60) days prior to a scheduled meeting;
- (b) state the purpose (including any matter or matters that will be voted on by the Members), time and place of such meeting; and
- (c) be published on any website or electronic media maintained by the Association.

Section 2.5 Waiver of Notice. Any Member may waive the requirement of notice of any meeting, either before or after such meeting. The waiver must be in writing or by e-mail and signed by the Member and be delivered to the Association for inclusion in the minutes or filing within the Association records. Attendance by a Member at a meeting shall be deemed a waiver by such Member of the notice requirements hereunder, unless the Member specifically objects to lack of proper notice at the time such meeting is called to order.

Section 2.6 Quorum. The number of Members casting a vote on any matter described in the meeting notice shall constitute a quorum for that matter. For any matter not described in the meeting notice, at least twenty percent (20%) of the Members entitled to vote on the matter shall constitute a quorum for that matter. The

majority of votes cast on a matter as to which a quorum is present shall constitute the decision of the Members on such matter.

Section 2.7 Member Voting. Each Member is entitled to one (1) vote on each matter voted on by the Members.

ARTICLE III
BOARD OF DIRECTORS

Section 3.1 Governing Body; Composition. The affairs of the Association shall be governed by the Board. Any Member 18 years of age or older may run for a Board position, provided that not more than one (1) member of a household or multi-family property may serve on the Board at the same time.

Section 3.2 Number of Directors. The Board shall be comprised of eleven (11) directors elected pursuant to Section 3.4 herein (each, a "Director" and collectively, the "Directors" or the "Board").

Section 3.3 Nomination of Directors. The Board shall designate a Committee for the purpose of coordinating the election of Directors (the "Election Committee"). The Election Committee shall accept from Members all nominations of those qualified to serve as Directors as outlined in Section 3.1. Only those candidates whose nominations are received by the Election Committee at least ten (10) days prior to the Annual Association Meeting will be included on the written ballot.

Section 3.4 Election, Term of Office, and Resignation.

- (a) The Board shall be elected at each Annual Association Meeting.
- (b) All candidates shall have a reasonable opportunity at the Annual Association Meeting to communicate with the Members to solicit votes.
- (c) Each Member shall be entitled to cast one vote with respect to each Board vacancy to be filled. For each vacancy, each Member may choose a candidate for Director from the written ballot or write-in another candidate for Director. There shall be no cumulative voting. The eleven (11) candidates who receive the most votes shall be elected to the Board.
- (d) Each Director shall serve a term of one (1) year beginning the October 1 immediately following the Annual Association Meeting.
- (e) Any Director may resign from the Board at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.5 Removal of Directors. At any Board Meeting, as defined in Section 4.3, any one or more of the Directors may be removed, for good cause, by a majority of the Board plus two (2) additional Directors. Good cause shall include, but is not limited to, a Director's emigration from the Neighborhood. A Director whose removal has been proposed shall be given at least ten (10) days' notice of the calling of the meeting and its purpose and shall be given an opportunity to be heard at the meeting.

Section 3.6 Vacancies. In the event of the death, disability, removal or resignation of a Director, the vacancy shall be filled by appointment of the President which is confirmed by a majority vote of the Board. Each Director appointed pursuant to the terms of this Section 3.6 shall serve the unexpired portion of the term of his or her predecessor.

Section 3.7 Board Policies. Each Director shall abide by such policies governing the Association and the Board as are adopted by the Board and in effect from time to time.

ARTICLE IV BOARD MEETINGS

Section 4.1 Organizational Board Meetings. The first meeting of each newly-elected Board (each, an "Organizational Board Meeting") shall be held within fifteen (15) days after the applicable Annual Association Meeting at a time and place determined by the outgoing President. The Organizational Board Meeting shall be for informational purposes only (no votes shall be taken on any matters) and shall not be subject to the quorum requirements of this Article IV.

Section 4.2 General Board Meetings. General meetings of the Board (each, a "General Board Meeting") may be held at such time and place as shall be determined from time to time by the President, but at least six (6) such meetings shall be held during each year with at least one (1) meeting every two (2) months. The date and location of each General Board Meeting shall be published on the Association's website. General Board Meetings are open to the public and Members may attend General Board Meetings and may submit written comments to the Board as part of the written record of each General Board Meeting.

Section 4.3 Special Board Meetings. A special meeting of the Board (a "Special Board Meeting") shall be held when requested by: (a) the President, (b) the Vice President or (c) by any three (3) Directors. The request shall specify the time and place of the Special Board Meeting and the nature of any special business to be considered. All notices shall be given or sent to each Director's respective home or email address or telephone number at least forty-eight (48) hours prior to the Special Board Meeting. (General Board Meetings and Special Board Meetings shall also be collectively referred to herein as "Board Meetings").

Section 4.4 Waiver of Notice. Any Director may, in writing or by electronic transmission, waive the requirement of notice of any meeting, either before or after such meeting. The waiver must be signed by the Director and be delivered to the Association for inclusion in the minutes or filing with the Association records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director at the beginning of the meeting (or promptly upon the Director's arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 4.5 Quorum. The presence of six (6) Directors in person or via remote participation pursuant to Section 4.6 shall constitute a quorum for any Board Meeting. If any Board Meeting cannot be held because a quorum is not present, a majority of the Directors who are present at such meeting may adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the time that the original meeting was called ("Deferred Meeting"). At such Deferred Meeting, any business which might have been transacted at the meeting originally called may be transacted without further notice.

Section 4.6 Remote Participation. One or more Directors may remotely participate in and vote during any Board Meeting by audio and/or visual conference call or similar communication equipment by means of which

all persons participating in the meeting can simultaneously hear each other, and those Directors participating remotely shall be deemed to be present at such meeting for quorum and all other purposes.

Section 4.7 Actions By The Board. The affirmative vote of a majority of Directors present at a meeting at which a quorum is present is the act of the Board.

Section 4.8 Action Without A Formal Board Meeting. Any action to be taken by the Board may be taken via email if six (6) Directors approve the action. Any action taken via email must describe the action taken and be signed by the Directors approving the action. The action will be recorded in the meeting minutes of the next General Board Meeting that occurs after the email vote.

Section 4.9 Compensation. No Director shall receive any compensation from the Association for acting as a Director unless approved by a majority of the Members at a meeting of the Members. The Association may reimburse Directors for out-of-pocket expenses actually incurred with his or her service to the Association and such funds shall not be in consideration of serving as a Director.

ARTICLE V **OFFICERS AND DUTIES**

Section 5.1 Officers. The officers of the Association shall be a President, Vice President, Secretary, Treasurer and any other officers as determined by the Board (each, an “Officer” and collectively, the “Officers”). Any one person may not hold two (2) or more offices. The Officers shall be Directors and shall be elected by the Board.

Section 5.2 Election, Term of Office, and Vacancies. The President, Vice President, Secretary and Treasurer shall be elected annually for a term of one year by the Board at the first Board Meeting following each Annual Association Meeting. Other Officers may be elected at any meeting of the Board for a term ending at the Board Meeting first occurring after the next Annual Association Meeting. A vacancy in any office may be filled by the Board for the unexpired portion of the term.

Section 5.3 President. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and of the Board. The President shall have all the general powers and duties which are incidental to the office of the President of a corporation organized under the Georgia Nonprofit Corporation Code.

Section 5.4 Vice President. The Vice President shall act in the President’s absence and shall have all powers, duties and responsibilities provided for the President when so acting. Additionally, the Vice President shall perform such other duties as from time to time may be assigned by the President or the Board.

Section 5.5 Secretary. The Secretary shall keep the minutes of all meetings of the Association and the Board, shall have charge of such books and papers as the Board may direct and shall perform all duties as may be assigned by the President or the Board.

Section 5.6 Treasurer. The Treasurer shall have the responsibility of safekeeping the Association’s funds and securities and for keeping (or causing to be kept) full and accurate financial records and books of accounts showing all receipts and disbursements; for preparing or causing to be prepared all required financial statements and tax returns; for the deposit of all monies and other valuable effects in the name of the Association in such depositories as may from time to time be designated by the Board; and for preparing an annual report to be presented at the Annual Association Meeting. The Treasurer may be required by the Board to present any such records for inspection at any time.

Section 5.7 Resignation. Any Officer may resign from his or her position at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.8 Removal. Any Officer may be removed from office by the Board whenever, in its judgment, the removal will serve the best interests of the Association, but said removal shall not constitute removal from the Board.

ARTICLE VI COMMITTEES

Section 6.1 Generally. The Board may establish one or more advisory committees (“Committees”) from time to time to perform such tasks and to serve for such periods that the Board so designates. Each Committee shall operate in accordance with the terms of the resolution of the Board designating the Committee or rules adopted by the Board.

Section 6.2 Required Committees. The following Committees shall be formed to further the goals and objectives of the Association.

- (a) **Budget Committee.** The Board shall establish a Budget Committee whose responsibilities shall include the review and approval of proposed annual budgets submitted by each Committee chair, together with any subsequent requests for funds or budget amendments that exceed five thousand dollars (\$5,000.00). The Treasurer and President shall be co-chairs of the Budget Committee.
- (b) **Parks Committee.** The Board shall establish a Parks Committee for the purpose of developing, enhancing and maintaining the parks located within the Neighborhood, in cooperation with and as a local complement to the City of Atlanta’s primary responsibility in this area.
- (c) **Communications Committee.** The Board shall establish a Communications Committee whose responsibilities shall include the publication of a newsletter that shall be distributed as widely as economically possible throughout the Neighborhood. The newsletter shall publish articles for, about and by Members.
- (d) **Fundraising Committee.** The Board shall establish a Fundraising Committee whose responsibilities shall include the pursuit of various activities that involve and promote the Neighborhood and the Association and raise funds to be expended in furthering the Association’s goals and objectives.
- (e) **Planning Committee.** The Board shall establish a Planning Committee for the purpose of reviewing variance requests, special exception or re-zoning applications or other land-use proposals. The Planning Committee shall report its findings to the Board, recommending appropriate action as required. In the event that a meeting of the Board is not scheduled or is unable to be scheduled before the planning issue will be heard by the Neighborhood Planning Unit F, the City of Atlanta, Fulton County or relevant County Authorities, the Planning Committee shall report its findings and recommendations directly to the relevant authority. All recommendations made by the Planning Committee to the Board must conform to current laws and ordinances of the City of Atlanta.
- (f) **Election Committee.** The Board shall establish an Election Committee pursuant to Section 3.3.

Section 6.3 Appointment of Committee Members. All Committees shall be composed of at least three (3) persons approved by the Board. The Board may at any time appoint additional members to any Committee or remove any person from any Committee. All Committees shall report their actions, findings and recommendations to the Board. Committee members shall serve a term of one (1) year or until his or her successor is appointed, unless otherwise designated by the Board.

Section 6.4 Strategic Goals and Budgets. On or before December 15 of each year, each Committee chairperson must present to the Budget Committee the strategic goals and proposed budget of such Committee, outlining the items each plans to address in the upcoming year and the projected costs for such items. The Budget Committee shall present such strategic goals and objectives and the combined budgets of the Committees to the Board at its next General Board Meeting.

Section 6.5 Liaison. The Board is authorized to appoint Members to serve as liaisons between the Association and various associations, task forces, committees and organizations throughout the City of Atlanta. The purpose of the liaison is to promote the goals and objectives of the Association.

ARTICLE VII MISCELLANEOUS

Section 7.1 Fiscal Year. The fiscal year of the Association shall begin January 1 of each year.

Section 7.2 Parliamentary Rules. Roberts Rules of Order (current edition) shall govern the conduct of all Association proceedings when not in conflict with Georgia law, the Articles of Incorporation or these Bylaws.

Section 7.3 Conflicts. If there are conflicts or inconsistencies between the provisions of Georgia law, the Articles of Incorporation and these Bylaws, the provisions of Georgia law, the Articles of Incorporation and these Bylaws (in that order) shall prevail.

Section 7.4 Amendment. Any amendment to these Bylaws shall require the affirmative vote of the lesser of (i) at least two-thirds (2/3) of all votes cast by Members or (ii) a majority of Members. The Board must recommend any proposed amendment to the Members unless the Board elects, because of a conflict of interest or other special circumstances, to make no recommendation and communicates the basis for its election to the Members with the amendment.

Section 7.5 Contracts. The Board may authorize any Officer or agent of the Association, in addition to the Officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

Section 7.6 Checks and Other Drafts. All checks, drafts or orders for payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such Officers or other person as shall from time to time be determined by resolution of the Board. Any check over one thousand dollars (\$1,000.00) must be approved by two (2) Officers or other persons as shall from time to time be determined by resolution of the Board.

Section 7.7 Books and Records. The Association shall keep correct and complete books and records of accounts, minutes of the proceedings of the Members, the Board and the Committees and shall keep a register giving the name and addresses of all Directors. All books and records of the Association may be inspected by any Member or Director for any proper purpose at any reasonable time; provided, however, that Proprietary Information will be made available on a strictly confidential basis. The Board may establish

reasonable rules with respect to the amount of notice to be given to the custodian of the records, the hours and days of the week when such an inspection may be made and payment of the cost of reproducing copies of documents.

ARTICLE VIII
INDEMNIFICATION

Each person who is or was a Director or Officer of the Association shall be indemnified by the Association and entitled to advancement of expenses of litigation to the fullest extent permitted under the Georgia Nonprofit Corporation Code. Such indemnification shall be made only in accordance with the Georgia Nonprofit Corporation Code and subject to the conditions thereof. As a condition to any such right of indemnification, the Association may require that it be permitted to participate in the defense of any such action or proceedings through legal counsel designated by the Association and at the expense of the Association.

To the extent permitted under the Georgia Nonprofit Corporation Code, no Director or Officer of the Association shall be personally liable to the Association or the Members for monetary damages for breach of duty of care or other duty as Director or Officer.

The Association shall at all times purchase and maintain errors and omissions insurance coverage on behalf of each Director or Officer of the Association whether or not the Association would have the power to indemnify such Officers and Directors against any liability under the Georgia Nonprofit Corporation Code. If any expenses or other amounts are paid by way of indemnification other than by court order or by an insurance carrier, the Association shall provide notice of such payment to the Members.

ARTICLE IX
Definitions and Interpretations

In these Bylaws:

“**Annual Association Meeting**” has the meaning set forth in Section 2.1.

“**Board**” has the meaning set forth in Section 1.2.

“**Board Meeting**” has the meaning set forth in Section 4.3.

“**Committees**” has the meaning set forth in Section 6.1.

“**Director**” and “**Directors**” have the meaning set forth in Section 3.2.

“**General Board Meeting**” has the meaning set forth in Section 4.2.

“**Member**” has the meaning set forth in Section 1.5.

“**Neighborhood**” has the meaning set forth in Section 1.3.

“**Officer**” and “**Officers**” have the meaning set forth in Section 5.1.

“**Proprietary Information**” means all trade secrets, know-how, proprietary business methods, confidential information, and shall include, without limitation, agreements and databases developed by any Director or

As Approved by the VHCA Board August 17, 2020 for Recommendation to Members

member of the Fundraising Committee in connection with the operation and management of Virginia-Highland Summerfest and Tour of Homes.

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