

BYLAWS

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

September 13, 2012 AGM

ARTICLE I

NAME, OFFICE, AND PURPOSE

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

Section 1.2 Office. The Association shall at all times maintain a registered office in the State of Georgia, as determined by the Association’s Board of Directors (the “Board”). The address of the registered office shall at all times be published in the Association newsletter and/or displayed on any website or electronic media maintained by the Association.

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”).

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 automatically a member in the Association (each, an “Association Member”). All Association Members, except as provided below, shall be eligible to vote in person or by absentee ballot at the Annual Association Meeting or at any Special Association Meeting. No Association Member may vote by proxy. Every owner of a business within the Neighborhood is an Association Member, but shall not be entitled to vote at any meeting unless such person is also a resident of the Neighborhood.

ARTICLE II

ASSOCIATION MEETINGS

Section 2.1 Annual Association Meeting. The annual meeting of the Association (“Annual Association Meeting”) shall be held in the second week in September of each year or on such other day during September as the Board shall determine for the purpose of electing Board members and for the transaction of any other Association business.

Section 2.2 Special Association Meetings. The President may call special meetings of the Association (each, a “Special Association Meeting”). In addition, it shall be the duty of the President to call a Special Association Meeting if so directed by resolution of a majority

of the Board or upon a petition signed by at least fifty of the Association Members. The notice of any Special Association Meeting shall state the date, time, and place of such meeting and the purpose thereof. No business shall be transacted at a Special Association Meeting, except as stated in the notice. (Annual Association Meetings and Special Association Meetings shall also be collectively referred to herein as "Association Meetings.")

Section 2.3 Notice of Meetings. Notices of the Annual Association Meeting or any Special Association Meeting must:

(a) be delivered not less than ten (10) nor more than sixty (60) days prior to a scheduled meeting;

(b) state the purpose, time and place of such meeting; and

(c) be announced to Association Members via any website or electronic media maintained by the Association; alternatively, notice of a Special Association Meeting may instead be announced at the Annual Association Meeting.

Section 2.4 Waiver of Notice. Any Association Member may, in writing, waive the requirement of notice of any meeting before the Board, either before or after such meeting. Waiver of notice of a meeting before the Board shall be deemed the equivalent of proper notice. Further, attendance by an Association Member at an Association Meeting shall be deemed a waiver by such Association Member of the notice requirements hereunder, unless the Association Member specifically objects to lack of proper notice at the time the meeting is called to order.

Section 2.5 Member Voting; Absentee Ballots. At any Association Meeting, each Association Member shall be entitled to cast one (1) vote on every issue which requires a vote of the Association Members. Such vote may be cast either (a) in person or (b) by absentee ballot, in a form adopted by the Board. If cast in person, each voting Association Member must show proof of residency within the Neighborhood. If cast by absentee ballot, each voting Association Member submitting an absentee ballot shall attach to said ballot proof of residency within the boundaries of the Neighborhood. For purposes hereunder, proof of residency in the Neighborhood shall include, but not be limited to, a copy of a valid Georgia driver's license or a utility bill issued within sixty (60) days of the Annual Association Meeting or Special Association Meeting. Absentee ballots need not be delivered in person by the Association Member and may be mailed to the Association's registered office, as specified in Section 1.2 herein. Only those absentee ballots actually received by the Association prior to the Association Meeting shall be considered. At all meetings, when requested by the Board, Association Members may participate in a nonbinding vote prior to the Board taking final action.

SECTION 2.6 ALL MEETINGS OF THE ASSOCIATION SHALL BE HELD AT THE PONCE DE LEON BRANCH OF THE ATLANTA-FULTON PUBLIC LIBRARY SYSTEM OR OTHER SUCH LOCATION WITHIN THE NEIGHBORHOOD THAT THE BOARD DEEMS CONVENIENT TO MEMBERS.

ARTICLE III

BOARD OF DIRECTORS; NUMBER, POWERS, MEETINGS,

COMPOSITION, AND SELECTION

Section 3.1 Governing Body; Composition. The affairs of the Association shall be governed by the Board. Any eligible Association Member may run for a Board position, subject to the following restrictions:

(a) not more than one (1) member of a household may serve on the Board at the same time;

(b) not more than two (2) residents who own businesses within the Neighborhood may serve on the Board at the same time; and

(c) not more than two (2) residents who do not own property within the Neighborhood may serve on the Board at the same time.

Section 3.2 Number of Directors. The Board shall be comprised of the following: (a) ten (10) Board members elected pursuant to Section 3.4 herein (each, an “Elected Board Member”), (b) one (1) Director appointed by the Atkins Park Homeowners Association (the “Atkins Park Designee”), and (c) one (1) alternate Director (the “Alternate Director”). (The Elected Board Members, the Atkins Park Designee and the Alternate Director shall also be collectively referred to herein as the “Directors”).

Section 3.3 Nomination of Directors. The Board may designate a committee for the purpose of nominating individuals for election to the Board (the “Nominating Committee”). The Nominating Committee shall make as many nominations for election to the Board as it shall in its discretion determine, but in no event less than the number of positions to be filled. Only those candidates whose nominations are received by the President or other representative of the Board or Nominating Committee more than fifteen (15) days prior to the Annual Association Meeting will be included on the ballot. All candidates shall have a reasonable opportunity at the Annual Association Meeting to communicate his/her qualifications to the Association Members to solicit votes (and, when possible, provide such information on the website in advance of the annual meeting). Notwithstanding anything contained in this Section 3.3 to the contrary, any eligible Director may also self-nominate or make nominations from the floor of any Annual Association Meeting. Except as otherwise expressly provided in this Section 3.3, the Nominating Committee shall be subject to the general committee requirements contained in Article VIII hereunder.

Section 3.4 Election, Term of Office, and Resignation.

(a) The Board shall be elected at each Annual Association Meeting. Each Association Member shall be entitled to cast one vote with respect to each Board vacancy to be filled. There shall be no cumulative voting. The eleven (11) candidates who receive the most votes shall be elected. The ten (10) candidates receiving the highest number of votes shall be deemed Elected Board Members, and the candidate with the 11th highest number of votes shall be designated the Alternate Director; provided, however, that if the election of any two or more candidates would be prohibited under Section 3.1 herein, the candidate receiving fewer votes shall not be elected. The Atkins Park Designee shall be appointed prior to, and announced at the Annual Association Meeting. The Alternate Director shall be entitled to attend all Board meetings and to participate in the discussions thereof, but shall only be entitled to vote at any meeting where any Elected Board Member or the Atkins Park Designee are not present.

(b) Each Director shall serve a term of one (1) year beginning October 1.

(c) 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 General Board Meeting or Special Board Meeting duly called, any one or more of the Directors may be removed, for good cause, by a majority plus two (2) of the entire Board. When a Director is so removed, the Alternate Director, if any, shall become the successor. 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 (including removal due to a Director's relocation from the Neighborhood), a vacancy shall be declared by the Board. If such vacancy occurs in the position held by the Atkins Park Designee, the Atkins Park Neighborhood Association shall appoint a replacement. For all other vacancies, the Board shall first appoint the Alternate Director to fill such vacancy. All subsequent vacancies shall be filled by appointment of the President and confirmed by a majority vote of the Board. The Board may also hold an election for such position(s) at a Special Board Meeting. Each Director appointed pursuant to the terms of this Section shall serve the unexpired portion of the term of his/her predecessor.

ARTICLE IV

BOARD MEETINGS

Section 4.1 Organizational Board Meetings. The first meeting of the Board following each Annual Association Meeting shall be held within fifteen (15) days thereof, at a time and place determined by the outgoing President (the "Organizational Board Meeting"). At the Organizational Board Meeting, the new Directors shall review and familiarize themselves with the current Association goals and objectives, and the outgoing President shall address issues of current concern to the Association. 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 promulgated under Article VI hereunder.

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) every two months. Notice of the regular schedule of General Board Meetings shall constitute sufficient notice of those meetings. Association Members may attend General Board Meetings and shall be allowed to submit written comments to the Board as part of the written record of the meeting.

Section 4.3 Special Board Meetings. A special meeting of the Board ("Special Board Meetings") 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. The notice shall be given to each Director by one of the following methods: (a) by personal delivery; (b) written notice by first-class mail, postage prepaid; (c) by telephone communication, either directly to the director or to a person at the director's home or office who would reasonably be expected to communicate such notice promptly to the director; (d) by facsimile transmission; or (e) by electronic mail. All notices shall be given or sent to each Director's respective address or telephone number as shown on the records of the Association. Notices sent by first class mail shall be deposited into a United States mailbox at least four (4) days prior to the meeting. Notices given by personal delivery, telephone, email or facsimile transmission shall be given at least forty-eight (48) hours prior to the meeting.

Section 4.4 Waiver of Notice. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed to have been given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 4.6 Compensation. No Director shall receive any compensation from the Association for acting as a Director unless approved by a majority of the Association Members at an Annual Association Meeting or a Special Association Meeting.

Section 4.7 Action Without A Formal Board Meeting. Any action to be taken by the Board may be taken via electronic mail if seven (7) Directors consent to such action in writing.

Section 4.8 Telephone Participation. One or more Directors may participate in and vote during any General Board Meeting or Special Board Meeting by telephone conference call or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, and those directors participating by telephone shall be deemed to be present at such meeting for quorum and other purposes.

ARTICLE V

BOARD POWERS AND DUTIES

Section 5.1 Powers. The Board shall be responsible for the affairs of the Association and shall have all of the powers and authority necessary to conduct the Association's business, as guided by the goals and objectives of the Association.

Section 5.2 Actions By The Board. Actions taken by the Board are to be carried out in accordance with the vote unless said vote is properly amended.

Section 5.3 Conflicts of Interest. Any Director who has an interest, financial or otherwise, in the outcome of a vote of the Association, shall abstain from voting on that issue.

ARTICLE VI

QUORUM REQUIREMENTS

Section 6.1 Action Without A Formal Board Meeting. Any action to be taken by the Board may be taken via electronic mail if seven (7) Directors (including two officers) consent to such action in writing.

Section 6.2 Association Members Required at Annual Association Meetings. Except as otherwise provided by law, in addition to the requirements stated in Section 6.1 above, the presence in person of at least fifty (50) Association Members shall be required at the Annual Association Meeting. Unless otherwise provided herein, any decision by the Association Members shall require votes from at least twenty five (25) voting Association Members. The majority of such votes cast shall constitute the decision of the Association Members.

Section 6.3 Quorum Requirements Following Early Departure. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the departure of Directors or required Association Members, if any action taken is approved by a required majority as set forth in Sections 6.1 and 6.2, above.

Section 6.4 Adjournment. If any 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.

ARTICLE VII

OFFICERS AND DUTIES

Section 7.1 Officers. The officers of the Association shall be a President, Vice President, Secretary, Treasurer, and any other officers as determined necessary by the Board (each, an "Officer" and collectively, the "Officers"). Any two (2) or more offices may be held by the same person, excepting the offices of President, Secretary and Treasurer. The Officers shall be elected by the Board.

Section 7.2 Election, Term of Office, and Vacancies. Except as provided herein, the Officers shall be elected annually for a term of one year by the Board at the first meeting of the Board following each annual meeting of the members. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board for the unexpired portion of the term.

Section 7.3 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.

Section 7.4 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 incident to the office of the President of a corporation organized under the Georgia Nonprofit Corporation Code.

Section 7.5 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 7.6 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, in general, perform all duties as may be assigned by the President or Board.

Section 7.7 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 account 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 7.8 Resignation. Any Officer may resign from his/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.

ARTICLE VIII

COMMITTEES

Section 8.1 Purpose. The goals and objectives of the Association shall be carried out through the following committees (collectively, the "Committees").

(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 \$5,000. The Treasurer and President shall be co-chairs of the Budget Committee.

(b) **Education Committee.** The Board shall establish an Education Committee to advance the interests of Neighborhood public schools and to collaborate with other neighborhoods across the Grady cluster. The Education Committee shall consist of seven (7) voting members, one of which will be a current Director. The Education Committee will meet on a monthly basis unless otherwise deemed necessary. All meetings will be open to the public, and all recommendations from the committee must be approved by the Board.

(c) **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; and

(d) **Communications Committee.** The Board shall establish a Communications Committee whose responsibilities shall include the publication of a newsletter which shall be distributed as widely as economically possible throughout the Neighborhood. The newsletter shall publish articles for, about, and by members of the Association. The newsletter shall to the fullest extent possible be funded through advertisements published in the newsletter.

(e) **Fundraising Committee.** The Board shall establish a Fundraising Committee whose responsibilities shall include the pursuit of various activities which involve and promote the Neighborhood and the Association and raise funds to be expended in furthering the Association's goals and objectives

(f) **Planning Committee.** The Board shall establish a Planning Committee for the purpose of reviewing variance requests, special exception or re-zoning applications, 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 NPU-F, the City, 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.

(g) **Safety Committee.** The Board shall establish a Safety Committee to promote and advocate for the safety of the residents of the Neighborhood.

(h) **Other Committees.** The Board is authorized to establish additional committees to perform those tasks and to serve for those periods that it designates. Each committee shall be composed and shall operate in accordance with the terms of the resolution of the Board designating the committee or with rules adopted by the Board.

Section 8.2 Appointment of Committee Members. All committees shall be composed of at least three (3) members approved by the Board including (but not limited to) one Director. Additional members of the Association may volunteer to serve on any of the committees of the Association. The Board may at any time appoint additional members to any committee or remove any member 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/her successor is appointed, unless otherwise designated by the Board.

Section 8.3 Strategic Goals and Budgets. On or before November 15, 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. Such strategic goals and objectives shall be presented for comment and adoption by the Board at its next general meeting and shall be utilized by the Board in carrying out the business of the Association.

Section 8.4 Liaison. The Board is authorized to appoint a member or members of the Association to serve as liaison between the Association and various associations, task forces, committees and organization throughout the City of Atlanta. The purpose of the liaison is to promote the goals and objectives of the Association.

ARTICLE IX

MISCELLANEOUS

Section 9.1 Fiscal Year. The fiscal year of the Association shall begin January 1.

Section 9.2 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 9.3 Conflicts. If there are conflicts or inconsistencies between the provisions of Georgia law, the Articles of Incorporation, these Bylaws, and the provisions of Georgia law, the Articles of Incorporation and the Bylaws (in that order) shall prevail.

Section 9.4 Amendment. These Bylaws may be amended, repealed, or altered at the Annual Association Meeting or a Special Association Meeting by an affirmative vote of at least two thirds of all votes cast by Association Members constituting the quorum.

Section 9.5 Contracts. The Board may authorize any officer or agent of the Association in addition to the officers authorized by these By-Laws, 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 9.6 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 \$1,000.00 must be signed by two (2) officers or other persons, as shall from time to time be determined by resolution of the Board.

Section 9.7 Books and Records. The Association shall keep correct and complete books and records of accounts, minutes of the proceedings of its 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 Association 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. All books and records of the Association shall be kept at a location designated by the Board.

ARTICLE X

INDEMNIFICATION

Each person who is or was a director or officer of the Association, and each person who is or was a director or officer of the Association who at the request of the Association is serving or has served as an officer, director, partner, joint venture partner or trustee of another association, partnership, joint venture, trust or other enterprise, 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 against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement

which are allowed to be paid, reimbursed or advanced by the Association under the Georgia Nonprofit Corporation Code and which are actually and reasonably incurred in connection with any action, suit or proceedings, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Association or of such other enterprise. 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. 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 in accordance with these by-laws.

ARTICLE XI

Definitions and Interpretation

In these Bylaws, unless the context otherwise requires: “**Annual Association Meeting**” has the meaning set forth in Section 2.2.

“**Association Meetings**” has the meaning set forth in Section 2.3.

“**Atkins Park Designee**” has the meaning set forth in Section 3.2.

“**Alternate Director**” has the meaning set forth in Section 3.2.

“**Association**” has the meaning set forth in Section 1.1.

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

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

“**Committees**” has the meaning set forth in Section 8.1.

“**Deferred Meeting**” has the meaning set forth in Section 6.4.

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

“**Elected Board Member**” has the meaning set forth in Section 3.2.

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

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

“**Nominating Committee**” has the meaning set forth in Section 3.3.

“**Officer**” and “**Officers**” have the meaning set forth in Section 7.1

“**Organizational Board Meeting**” has the meaning set forth in Section 4.1.

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

“**Special Association Meeting**” has the meaning set forth in Section 2.3.

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

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