

**BYLAWS  
OF  
VIRGINIA-HIGHLAND RESIDENTS COALITION, INC.**

**ARTICLE I  
Offices, Purposes and Governing Instruments**

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

**Section 1.2 Offices.** The principal office of the Corporation 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 Corporation’s website.

**Section 1.3 Social Welfare Purposes.**

- (a) The purpose of the Corporation is to promote the social welfare of the Virginia Highlands neighborhood (“Neighborhood”) and to advocate for the interests and safety of the its residents while fostering community and neighborhood engagement for a safe, healthy, and vibrant Neighborhood. The Corporation is organized exclusively for social welfare purposes as may qualify it for tax-exempt status under Section 501(c)4 of the Internal Revenue Code of 1986, as amended and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions (the “Code”), and to engage in such related legislative advocacy and lobbying activities as are desirable and proper within the limitation of Section 501(c)(4) of the Code.
- (b) Notwithstanding any other provision of these Bylaws or the Articles of Incorporation:
  - (i) the Board of Directors shall not permit any part of the net earnings, capital or other property of the Corporation to inure to the benefit of or be distributable to, any member, director, officer, or other private person or individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation or these Bylaws;
  - (ii) the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office; and
  - (iii) the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(4) of the Code.

**Section 1.4 Governing Instruments.** The Corporation shall be governed by its Articles of Incorporation and these Bylaws, subject to the Georgia Nonprofit Corporations Code and the limitations of Section 501(c)(4) of the Internal Revenue Code.

**ARTICLE II**  
**Members**

**Section 2.1 Sole Voting Member.** The sole voting member of the Corporation shall be Virginia-Highland Civic Association, Inc. a Georgia nonprofit corporation organized and operated under 501(c)(3) of the Internal Revenue Code of 1986 (“Sole Member”). The Corporation shall have no other members.

**Section 2.2 Appointment and Removal Rights.** The Sole Member shall have the following governance rights:

- (a) to appoint the board of directors;
- (b) to remove any director;
- (c) to approve any change or amendment to these Bylaws of the Articles of Incorporation.
- (d) to approve the election of officers.
- (e) to approve any merger, consolidation, or convert the Corporation with or into any other entity.
- (f) to approve the sell, transfer or otherwise disposition of all or substantially all of the assets of the Corporation as part of a single transaction or series of related transactions, other than in the ordinary course of business.
- (g) to approve any action to dissolve the Corporation or transfer any of tis assets in connection with a dissolution.
- (h) to approve any change in the mission of the Corporation.
- (i) to have such other governance rights as may be provided in these Bylaws.

**Section 2.3 Meetings of the Sole Member.** Meetings of the Sole Member shall be held in accordance with these bylaws and the applicable provisions of the Georgia Nonprofit Corporation Code. The Sole Member shall review and take action on any matter submitted to the Sole Member in writing by the Directors or any Officer of the Corporation within ten (10) days of receipt of such request for action. If no action is taken by the Sole Member and communicated back to the Board of Directors within such ten (10) day period, such action shall be deemed approved, and the Officers and Directors may rely on such approval as the affirmative action of the Sole Member.

**ARTICLE III**  
**Directors**

**Section 3.1 Authority and Responisbility.** The business of the Corporation shall be managed by its Board of Directors, including the supervision, control and direction of the management, affairs and

property of the Corporation. The Board of Directors shall determine the policies of the Corporation and changes therein; shall actively prosecute its purposes and objectives and shall supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, the business of the Corporation as shall be deemed advisable. The Board of Directors may adopt rules and regulations that are not inconsistent with law or these Bylaws for the conduct of their meetings and the management of the affairs of the Corporation as may be approved by the Sole Member. In addition to the powers and authority expressly conferred on it by the Articles of Incorporation and these Bylaws, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted under the Georgia Nonprofit Corporations Code.

**Section 3.2 Number.** The Board of Directors shall consist of a minimum of three (3) and a maximum of five (5) directors, or as may otherwise be determined from time to time by resolution of the Directors and the approval of the Sole Member. At anytime no more than one half of the Board may concurrently serve as an officer or director of Virginia-Highland Civic Association (“Crossover Directors”), and no less than two shall be independent of Virginia-Highland Civic Association (“Independent Directors”).

**Section 3.3 Term.** Each director, [except for any ex-officio director,] shall serve for a two-year period and thereafter until his or her successor shall have been elected and qualified or until his or her earlier death, resignation, disqualification or removal.

**Section 3.4 Removal.** Any director may be removed for cause or no cause at any special, regular, or annual meeting of the Board of Directors by (i) the Sole Member; or (ii) by the affirmative vote of at least two-thirds of all of the Directors then in office and the approval of the Sole Member. Any such vacancy created by removal may be filled for unexpired term of the removed Director by the Sole Member.

**Section 3.5 Resignation.** Any Director may resign by giving written notice to the Board of Directors, and the Sole Member. The resignation shall be effective on receipt, unless the notice specifies a later time for the effective date of such resignation.

**Section 3.6 Vacancies.** A vacancy on the Board of Directors shall exist on the death or resignation of any Directors; whenever the number of Directors authorized is increased. Such vacancies may be filled for the remainder of the term by the Sole Member.

**Section 3.7 No Compensation.** No Director of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument therefrom as such Director, although the reasonable expenses of Directors actually incurred in the performance of the Director’s duties may be paid or reimbursed by the Corporation in accordance with any reimbursement policy adopted by the Corporation.

**Section 3.8 Qualification of Directors.** All Directors shall be natural persons who are eighteen (18) years of age or older, and a member of the Virginia-Highland Civic Association.

#### **ARTICLE IV** **Meetings of Directors**

**Section 4.1 Annual Meeting.** The annual meeting of the Board of Directors shall be held on such day and such time as the Board of Directors shall designate. Notice of the time and place of such annual meeting shall be given by the Secretary not less than ten (10) days before such meeting.

**Section 4.2 Regular Meetings.** Regular meetings of the Board of Directors may be held from time to time between annual meetings on such day and such time as the Board of Directors shall designate. Notice of the time and place of such regular meeting shall be given by the Secretary not less than ten (10) days before such meeting, unless a shorter time is deemed fair and reasonable as provided by the Georgia Nonprofit Corporation Code.

**Section 4.3 Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or by any two of the Directors in office at that time, and held on such day and such time as the Board of Directors shall designate. Notice of the time and place of such regular meeting shall be given by the Secretary not less than two (2) days before such meeting.

**Section 4.4 Waiver of Notice.** Notice of a meeting of the Board of Directors need not be given in any event to any Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of 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 if a Director states, at the beginning of the meeting, any such objection or objections to the transaction of business.

**Section 4.5 Contents of Notice.** The business to be transacted at, and the purposes of, any regular or special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

**Section 4.6 Quorum.** At all meetings of the Board of Directors, the presence of a majority of the Directors, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present at any meeting may adjourn the meeting from time to time until a quorum is obtained.

**Section 4.7 Voting.** The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law, by the Articles of Incorporation, or by these Bylaws.

**Section 4.8 Conduct of Meetings.** The President or in her/his absence, any other officer designated by the President, shall preside at meetings of the Board of Directors. The Secretary of the Corporation, or in the Secretary's absence any person appointed by the presiding Officer, shall act as Secretary for meetings of the Board of Directors.

**Section 4.9 Electronic Participation.** Directors may participate in meetings of the Board of Directors through use of conference telephone, internet (audio or audio and video) or similar electronic meetings or other communications equipment, so long as all Directors participating in the meeting can hear one another. Such participation shall constitute personal presence at the meeting, and consequently shall be counted toward the required quorum and in any vote, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

**Section 4.10 Action by Directors Without a Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a majority (or such other voting percentage as maybe required as if the meeting were held in person) of all Directors or members of such committee, as the case may be, consent thereto in writing or by electronic

transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Board of Directors or committee in accordance with applicable law. Such written consent shall have the same force and effect as a vote at a meeting duly called and held.

**Section 4.11 Committees.** The Board may establish one or more 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.

## **ARTICLE V** **Officers**

**Section 5.1 Election.** The Board of Directors at its annual meeting shall elect a President, a Secretary, and a Treasurer.

**Section 5.2 No Multiple Offices.** No person may hold more than one office.

**Section 5.3 Term.** Each Officer of the Corporation shall hold office until her/his successor is chosen or until her/his earlier resignation, death, or removal.

**Section 5.4 President/CEO.** The President/CEO (“President”) shall be the principal executive officer of the Corporation, and shall sign such papers as may be required or as may be directed by the Board of Directors. The President shall make such reports and recommendations to the Board of Directors and the Sole Member concerning the work and affairs of the Corporation, as in her/his judgment may be necessary for their information and guidance, or as may be requested. The President shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, and statements and reports required to be filed with the state or federal officials or agencies; and shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the Secretary, any instrument or other writing; and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

**Section 5.5 Treasurer.** The Treasurer shall receive all moneys of the Corporation and have custody thereof; shall deposit the funds of the Corporation in one or more banks selected by the Board of Directors and approved by the Sole Member; shall disburse funds in accordance with the directions of and upon the signatures of persons designated by the Board; shall keep a full account of all moneys received and paid out and shall make such reports thereof to the Board of Directors and the Sole Members as they may require; shall cause the books of account of the Corporation to be reviewed at least once annually by a public accountant approved by the Board of Directors as may be required by Georgia law or the Sole Member; shall cause to be prepared and shall present at each annual meeting of the Directors a comprehensive financial statement; and shall perform such other duties as may be incidental to the office or as the President may from time to time delegate.

**Section 5.6 Secretary.** The Secretary shall attend all meetings of the Board of Directors and shall record or cause to be recorded all votes, actions and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors,

and shall sign such papers as may be required by her/his office or as directed by the Board of Directors; and shall perform such other duties as may be incidental to the office.

**Section 5.7 Removal.** The Board of Directors may remove any Officer with or without cause by majority vote whenever in its judgment the best interests of the Corporation will be served thereby. Election or appointment of an Officer or other agent shall not of itself create contract rights.

**Section 5.8 Resignation.** Any Officer may resign at any time on written notice to the Board of Directors and the Sole Member, to take effect immediately unless a future effective date is specified, without prejudice to any rights of the Corporation under any contract to which the Officer is a party.

**Section 9.9 Vacancies.** A vacancy in any Office shall exist on the death, resignation, or removal of any Officer. In case of a vacancy, the Board of Directors may elect a new Officer by majority vote. In case of the absence of any Officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate, for the time being, any or all of the powers or duties of such Officer to any Officer or to any Director.

**Section 5.10 Compensation.** No Officer of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument therefrom as such Officer, although the reasonable expenses of Officers actually incurred in the performance of the Officer's duties may be paid or reimbursed by the Corporation in accordance with the any reimbursement that may be adopted by the Corporation.

## ARTICLE VI

### **Contracts, Checks, Deposits and Funds**

**Section 6.1 Contract Authority.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

**Section 6.2 Checks, Drafts, Notes, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such other manner as may from time to time be determined by resolution of the Board of Directors.

**Section 6.3 Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 6.4 Receiving Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation, but not for themselves personally.

## ARTICLE VII

### **Indemnification and Insurance**

**Section 7.1 Mandatory Indemnification.** Pursuant to O.C.G.A. Section 14-3-858(f), the provisions of

Part 5 of Article 8 of the Georgia Nonprofit Corporation Code are hereby incorporated by reference into these Bylaws. It is the intent of the Corporation to indemnify its Directors and Officers against any and all liabilities and advance any and all reasonable expense for costs incurred thereby in any proceeding to which any Director or Officer is a party because such Director or Officer is or was a Director or Officer of the Corporation to the fullest extent permitted by the Georgia Nonprofit Corporation Code, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment). The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses which such Director or Officer may be entitled under any written agreement, board resolution, the Georgia Nonprofit Corporation Code otherwise.

**Section 7.2 Indemnification Not Contingent on Current Status.** The indemnification provided in this Article IX shall continue as to a person who has ceased to be a director, officer, employee, trustee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**Section 7.3 Effect of Amendments.** No amendment, modification or rescission of this Article VII or any provision hereof, the effect of which would diminish the rights to indemnification or advancement of expenses as set forth herein shall be effective as to any person with respect to any action taken or omitted by such person prior to such amendment, modification or rescission.

**Section 7.4 Insurance.** To the fullest extent permitted by Georgia law, the Corporation may purchase and maintain insurance on behalf of an individual (i) who is a director, officer, employee, or agent of the Corporation or (ii) who, while a director, officer, employee, or agent of the Corporation, serves at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign business or nonprofit Corporation, partnership, joint venture, trust, employee benefit plan, or other entity against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, officer, employee, or agent, whether or not the Corporation would have power to indemnify or advance expenses to the individual against the same liability under this part.

## **ARTICLE VIII** **Miscellaneous**

**Section 8.1 Conflict of Interest.** The Corporation shall at all times have a current conflict and disclosure policy that complies with (i) the disclosure, approval and other requirements of the Georgia Nonprofit Corporation Code applying to conflicting interest transactions and (ii) the Internal Revenue Service guidelines for conflicts of interest policies applicable to nonprofit corporations that are exempt from federal income taxation under Section 501(c)(4) of the Code.

**Section 8.2 Books and Records.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

**Section 8.3 Fiscal Year.** The fiscal year of the Corporation shall begin January 1 of each year.

**Section 8.4 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 8.5 Amendment.** Any amendment to these Bylaws shall require the approval of (i) a majority of the Board of Directors, and (ii) the affirmative vote of the Sole Member. The Board must provide the Sole Member with a red-line of the proposed changes along with appropriate notice of a meeting of the Sole Member to vote on such proposed amendments.

**Section 8.6 Dissolution.** In the event of a dissolution of this Corporation, to the extent allowed under applicable law, all of the assets of the Corporation shall be distributed to, or its assets shall be sold and all of the proceeds distributed first to the Virginia Highland Civic Association, or if no longer in existence, then to another charitable organization organized and operated in services of the Neighborhood, or if none, then to one or more corporations, funds, or foundations organized and operating exclusively for religious, charitable, scientific, literary, or educational purposes which shall be selected by the Board of Directors of the Corporation, provided, however, that any such recipient organization(s) shall at that time qualify as exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.