

BY-LAWS
OF THE
VIRGINIA-HIGHLAND CONSERVATION LEAGUE, INC.

Originally adopted on January 15, 2009
Amended 9/13/2020 upon approval by VHCA

Pursuant to the provisions of the Georgia Nonprofit Corporation Code, the Virginia-Highland Civic Association, Inc. ("VHCA" or "Association"), has created the Virginia- Highland Conservation League, Inc. ("VHCL" or "League"), a non-profit corporation organized pursuant to Internal Revenue Code Section 501(c) (3). The VHCL is a wholly owned subsidiary of VHCA, established in accordance with the By-laws of the Virginia-Highland Civic Association.

ARTICLE I
NAME, OFFICE AND PURPOSE

Section 1. Name. The name of the Corporation shall be Virginia-Highland Conservation League, Inc.

Section 2. Office. The League shall at all times maintain a registered office in the State of Georgia as required by law, but may have other offices located within the State of Georgia as the Board of Directors shall determine.

Section 3. Purpose.

1. The Virginia-Highland Conservation League is organized exclusively for the promotion and furtherance of the common good, enjoyment, general welfare, and interests of the residents of the Virginia-Highland neighborhood and the broader Atlanta community to provide, preserve, maintain, improve, and provide for the development of and access to community recreation areas, green space, water quality, historic assets, conservation and scenic areas, trees, streams, wetlands within the meaning of section 501(c)(3) of the Internal Revenue Code, as amended ('the Code'), and to carry out lawful business activities allowed by nonprofit corporations in the State of Georgia, subject to limitations of section 501(c)(3) of the Internal Revenue Code.
2. No part of the net earnings of the Corporation shall inure to the benefit of - or be distributed to - its directors, officers or other private purposes, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth under this article.
3. The Corporation shall not participate in, or intervene in (including publication of or distribution of statements) any political campaign on behalf of any candidate for public office.

4. The duties and responsibilities of VHCL shall include (but are not limited to):
- a. Acquisition, permanent protection, preservation, conservation and long-term management of all land, water, historic assets, and other natural resources within the boundaries of Virginia-Highland, including but not limited to public parks, historic structures and spaces and private green space owned by the VHCA, in order to provide, maintain and improve community recreation areas, water quality and conservation, scenic areas, trees and streams, historic sites, structures and spaces for enjoyment by Virginia-Highland residents and the broader Atlanta community. Maintenance and improvement of these areas shall be independent of, in cooperation with, and as a local complement to the City of Atlanta's primary responsibility for its own city parks and historic assets in Virginia-Highland. Such activities shall be undertaken with the knowledge and consent of the City of Atlanta Parks Department.
 - b. Ongoing maintenance of North Highland Park, John Howell Park, Orme Park, including (but not limited to): landscape maintenance; ongoing repairs (irrigation, fence repair, playground equipment), supply of doggie bag dispensers and other items required for the continuing viability of those parks not otherwise provided by the City of Atlanta, and construction of improvements and other enhancements to those parks in accordance with approved master plans. Such activities shall be undertaken with the knowledge and consent of the City of Atlanta Parks Department.
 - c. Raising necessary funds to carry out its purposes by soliciting and receiving grant awards or by soliciting, receiving and accepting donations, in money or in property, either without restriction or restricted to such purposes as the donor may provide, provided such purpose is within the purpose of this corporation, and any such restricted donations shall be used for the purposes to which restricted.

Section 4. Conservation League Boundaries and Membership. The boundaries and members of the Virginia- Highland Conservation League shall be the same as its parent corporation, the Virginia-Highland Civic Association.

ARTICLE II
DEFINITIONS

Section 1. Regular Board Meetings. A Regular League Board Meeting is a meeting of the elected League Board of Directors and as specified by Article IV, section 8 of these By-laws.

Section 2. Special Board Meetings. A Special League Board Meeting is as a meeting of the elected Board of Directors and held pursuant to Article IV, section 9 of these By-laws.

Section 3. Goals and Objectives. The League's Goals and Objectives are guidelines utilized by the Board of Directors in carrying out the business of the League. Such goals and objectives may be developed and adopted to guide the Board of Directors in furthering the purpose of the League.

ARTICLE III
League; MEETINGS, QUORUM, AND VOTING

Section 1. Board Meetings. The League Board shall meet at least once in the calendar year. The President may call special League meetings. In addition, it shall be the duty of the President to call a special meeting of the League if so directed by resolution of a majority of the Board of Directors.

Section 2. Notice of Meetings. The Secretary shall deliver to VHCA an announcement of the meetings of the League containing the purpose, time and place.

ARTICLE IV
BOARD OF DIRECTORS; NUMBER, POWERS, MEETINGS,
COMPOSITION AND SELECTION

Section 1. Governing Body and Composition. The affairs of the League are governed by a Board of Directors. Each director must be a resident of Virginia-Highland. No more than one member of a household may serve on the Board of Directors at the same time.

Section 2. Number of Directors. The Board of Directors shall be comprised of at least five directors.

Section 3. Nomination and Election of Directors. Any member of the Virginia-Highland Civic Association may nominate candidates for the League Board and residents may self-nominate, subject to the requirements of Article IV, Section 1. These nominations shall be submitted and voted on at the second meeting of the newly elected VHCA board.

Section 4. Election and Term of Office. Each director of the League shall serve a two-year term expiring on December 31st following the date on which they take office, or until they are replaced.

Section 5. Addition and Removal of Directors. After providing 30 days prior notice of such action, the VHCA Board of Directors may add or remove Directors at any VHCA meeting.

Any director may resign from the Board of Directors at any time by giving written notice to the League Board of Directors, 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.

At any regular or special meeting of the League Board of Directors, any one or more of the members of the League Board of Directors may be removed for good cause by a majority plus one of the entire League Board of Directors. A director whose removal has been proposed shall be provided by certified mail at least ten days' notice of the calling of the meeting and its purpose and shall be given an opportunity to be heard and to vote at the meeting.

Section 6. Vacancies. In the event of the death, disability, removal, resignation or departure of a director from Virginia-Highland, the League Board of Directors shall fill the vacancy by appointment. Each director so selected shall serve the unexpired term of his predecessor.

Section 7. Quorum of Board of Directors. The presence of a simple majority of the members of the League Board of Directors shall constitute a quorum at all League meetings. A majority vote of the Board of Directors, but in no case less than three, shall constitute the decision of the Board of Directors. The members of the League present at a duly called or held meeting at which a quorum is present at the opening of the meeting may continue to do business until adjournment, unless a challenge is made to the absence of a quorum.

ARTICLE V.
BOARD MEETINGS

Section 1. Regular Board Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by the President, but at least one meeting shall be held during each year.

Notice in the Voice of the regular schedule of meetings of the Board of Directors shall constitute sufficient notice of those meetings. Members of the Association may attend regular League Board Meetings and shall be allowed to submit written comments to members of the Board as part of the written record of the meeting.

Section 2. Waiver of Notice. The transactions of any meeting of the League Board of Directors, 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 of 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 3. Compensation. No director shall receive any compensation from the League or Association for acting as a director.

Section 4. Action without a Formal Board Meeting. Any action to be taken at a meeting of the directors or any action that may be taken at a meeting of the directors may be taken without a meeting if consent in writing or by email, setting forth the action so taken, shall be signed by all of the directors.

Section 5. Telephone Participation. One or more directors may participate in and vote during any regular or special meeting of the Board of Directors by telephone or virtual/online conference call or similar communication equipment by means of which all directors have been notified of the meeting at least 72 hours prior to its occurrence and all persons participating in the meeting can hear each other at the same time. Those directors participating by telephone shall be deemed to be present at such meeting for quorum and other purposes. Any such meeting at which a quorum participates shall constitute a regular meeting of the Board of Directors.

Section 6. Powers. The League Board of Directors shall be responsible for the affairs of the League and shall have all of the powers and authority necessary to conduct the League's business, as guided by the Goals and Objectives of the Association, and, as provided by law, may take all acts that are not prohibited by the Articles of Incorporation or these By-laws.

Section 7. 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 8. Conflicts of Interest. Any director who has an interest, financial or otherwise, as determined by a majority of the directors other than the director with the potential conflict, in the outcome of a vote of the VHCL, shall abstain from voting on that issue.

ARTICLE VI
OFFICERS

Section 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 of Directors.

Section 2. Election, Term of Office, and Vacancies. Except as provided herein, the officers of the League shall be elected for a term that expires upon their replacement or resignation. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 3. Removal. Any officer may be removed from office by the Board of Directors whenever, in its judgment, the removal will serve the best interests of the League and Association, but said removal shall not constitute removal from the Board.

Section 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 of Directors. 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 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 may be assigned by the President or Board of Directors.

Section 6. Secretary. The Secretary shall keep the minutes of all meetings of the Association and of the Board of Directors, shall have charge of such books and papers as the Board of Directors may direct and shall, in general, perform all duties incident to the office of the secretary of an association organized in accordance with Georgia law or that may be assigned by the President or Board of Directors.

Section 7. Treasurer. The Treasurer shall have the responsibility of safekeeping the Association's funds and securities, keeping full and accurate financial records and books of accounts showing all receipts and disbursements, preparing or causing to be prepared all required financial statements and tax returns, the deposit of all monies and other valuable effects in the name of the Association in such depositories as may be designated by the Board of Directors, and for preparing an annual financial report.

Section 8. Resignation. Any officer may resign from the office at any time by giving written notice to the Board of Directors, 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 VII
COMMITTEES

Section 1. Purpose of Committees. The League Board of Directors is authorized to establish 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 of Directors designating the committee or with rules adopted by the Board of Directors.

Section 2. Appointment of Committee Members. All committees shall be composed of at least three members appointed by the Board of Directors, including, but not limited to one member of the Board of Directors. Additional members of the League or of VHCA may volunteer to serve on any of the committees of the League. The League Board of Directors 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 of Directors.

Committee members shall serve a term as determined by the Board of Directors.

ARTICLE VIII
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the League shall begin January 1st.

Section 2. Parliamentary Rules. Roberts Rules of Order (current edition) shall govern the conduct of all League proceedings, unless in conflict with Georgia law, the Articles of Incorporation, or these By-laws.

Section 3. Conflicts. If there are conflicts or inconsistencies between the provisions of Georgia law, the VHCL Articles of Incorporation, and these By-laws, Georgia law, the Articles of Incorporation, and the By-laws (in that order) shall prevail.

Section 4. Amendment. These By-laws may be amended, repealed, or altered, in any VHCL BoD meeting by an affirmative vote of at least two thirds of votes cast by directors at a meeting at which a quorum of members of the League is present. Final approval by VHCA is required.

Section 5. Contracts. The League may not enter into any contract or execute and deliver any instrument in the name of and on behalf of the League without the approval of the Virginia-Highland Civic Association Board of Directors.

Section 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 League shall be signed by such officers or other person, as shall from time to time be determined by resolution of the Board of Directors.

Section 7. Books and Records. The League shall keep correct and complete books and records of accounts, minutes of the proceedings of its members, the Board of Directors and committees having any of the authority of Board of Directors, and shall keep a register giving the name and addresses of its members. All books and records of the League may be inspected by any League member for any proper purpose at any reasonable time. 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 the address of the Secretary or Treasurer of the Board of Directors or as designated by the Board of Directors.

ARTICLE IX
INDEMNIFICATION

Each person who is or was a director or officer of the League, and each person who is or was a director or officer of the League who, at the request of the League, is serving or has served as an officer, director, partner, joint venture, or trustee of another association, partnership, joint venture, trust or other enterprise, shall be indemnified by the League, 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 League 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 League 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 League may require that it be permitted to participate in the defense of any such action or proceedings through legal counsel designated by the League and at the expense of the League.

The League may purchase (or VHCA can purchase) and maintain insurance on behalf of any such persons whether or not the League 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 League shall provide notice of such payment to the members in accordance with these By-laws.