

# BYLAWS of ADAIR PARK TODAY, INC.

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Adair Park Today, Inc. (hereinafter called "the Corporation"), is a nonprofit corporation, incorporated under the laws of the state of Georgia.

The purposes of the Corporation are charitable, scientific, literary, educational, and housing related within the definition of the 501(c)(3) Internal Revenue Code of 1986. Any business being conducted with the Corporation will operate as permitted by the 501 (c)(3) Internal Revenue Code, or any future Internal Revenue Law.

The Corporation will be a steward of the Historic District as described in the city of Atlanta's Zoning Ordinance (see Chapter 20I, Section 16-20I-001). Adair Park was declared a historic district by the Atlanta City Council on August 9<sup>th</sup>, 1994, and listed on the National Register of Historic Places June 2<sup>nd</sup>, 2000.

Additionally, the Corporation will conserve and improve the quality of life for residents in the Adair Park neighborhood by making a concerted effort to preserve and promote home ownership.

These bylaws incorporate and supplement the Articles of Incorporation, which was filed with the Secretary of State on April 29<sup>th</sup>, 1991.

## *Article I*

### ***ADAIR PARK NEIGHBORHOOD***

The Adair Park neighborhood is defined as the area located in the City of Atlanta, Fulton County, Georgia, which is bordered on the east by Metropolitan Parkway, bordered on the south by the Norfolk Southern Railroad; bordered on the west by the same railroad, which continues along Murphy Avenue; and bordered on the north, by the intersection of this railroad and Northside Drive, coinciding with Peters Street.

Additionally, the Historic District boundaries of Adair Park are bordered by, Metropolitan Parkway on the east, Lexington Avenue on the south, Murphy Avenue on the west, and Shelton Avenue on the north.

## *Article II*

### ***MEMBERSHIP REGULATIONS***

#### ***Section A: Qualifications***

Members of Adair Park Today, Inc. may be individual residents or businesses active within the Adair Park neighborhood. A member shall be at least 18 years of age, who owns, leases property, or whose primary residence is within the boundaries of the Adair Park neighborhood. Business owners or private entities, agencies, corporations, institutions, or organizations which operate or conducts its primary business within the boundaries of Adair Park neighborhood.

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## ***Section B:*** **Residency**

A document which shows proof of residency and/or ownership of a business may be requested for verification at the request of the Adair Park Today, Inc. Officers.

## ***Section C:*** **Dues**

In order to exercise voting privileges, each individual residential and commercial members are required to pay membership dues for the year. Dues collections for the year begins January 1<sup>st</sup> and ends December 31<sup>st</sup>. Residents who become members after the calendar year begins will be required to pay the full annual resident membership fee of \$12.00. Businesses who become members after the calendar year begins, will be required to pay the full business membership fee of \$50.00.

## ***Section D:*** **Receipts**

The treasurer of the Corporation will issue a receipt to members upon payment of membership dues.

## ***Article III*** ***RIGHTS of MEMBERS***

## ***Section A:*** **Meetings**

All residents of Adair Park will have the right to attend general and specially-called meetings of the Corporation.

## ***Section B:*** **Voting**

All members in good standing will have the right to vote in all business matters brought to the members by the Elected Officers; and for the nominees for open Officers and Directors positions of the Corporation. Each resident member will have one vote only. Each business (as defined in Article II, Section A) will have an appointed delegate who will cast one vote only. Voting is to be conducted by open forum with paper balloting. No proxy or mail-in votes will be accepted. Voting shall be conducted when a quorum of paid members is physically present. (Articles VIII and IX)

## ***Section C:*** **Expenditures**

The membership will vote on all expenditures exceeding fifty dollars (\$50). No more than two transactions per month, up to \$50.00 per transaction may be approved by the Elected Officials without membership support.

## ***Section D:*** **Documents**

When requested, documents including, but not limited to, banking and purchasing receipts, neighborhood activities, grant application(s) and receipt(s) with such accounting shall not be unreasonably withheld.

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## ***Section E:*** Access to Records

The members will have access to all records which are part of the fiduciary responsibilities of officers and Directors. The fiduciary responsibilities include providing timely access to the following: the Articles of Incorporation; the bylaws; all minutes of monthly, annual and specially-called meetings (including general, executive, standing, and ad hoc committees); and, all other records which relate to the ongoing business of the Corporation. Such access should not be unreasonably withheld.

## ***Section F:*** Disciplinary Action

Additionally, the membership will have the right upon the failure of the Officer(s) or Directors(s) to act in accordance with their fiduciary responsibilities, to call for a vote for disciplinary action, which may lead to the suspension expulsion, or request for resignation of the Officers(s) or Director(s) as defined in Article V, Section I. This vote may take place during the next general meeting or at a specially-called meeting of the corporation, (such decision being at the discretion of the membership).

## ***Article IV*** ***RESPONSIBILITIES of the MEMBERSHIP***

### ***Section A:*** Rules of Conduct

General meetings shall be conducted in accordance with Article VII. All attendees must conduct themselves in a manner that is professional, respectful, and does not cause excessive and/or consistent disruption to the Officers and/or Directors conducting the meeting. Additionally, attendees must not issue verbal or physical threats on properties where official Adair Park Today, Inc. business is being conducted.

### ***Section B:*** Disciplinary Action/General Attendance

Attendees who violate the Rules of Conduct by causing excessive and/or consistent disruptions will be subjected to disciplinary action by the membership which may lead to suspension or expulsion of attendance or membership rights.

1. Suspension

Attendees can be suspended from attending the next general meeting when he/she is in violation of the Rules of Conduct as motioned, seconded, and approved by the membership.

2. Expulsion

Attendees will be expelled from attending general and specially called meetings for the remainder of a calendar year when he/she has been suspended by the membership for the third violation during a calendar year.

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## ***Section C:*** **Suspension of Rights**

Attendees/members will lose all rights as defined in Article III (Rights of the Members) during his/her suspension or expulsion, and any dues paid to the Corporation will be forfeited in the event of an expulsion.

## ***Section D:*** **Legal Action**

When a crime (whether physical or verbal) has been committed, legal action shall be taken to protect Adair Park Today, Inc., and provide for the safety of the membership, Officers and Directors of the Corporation.

## ***Section E:*** **Written Documents, Physical Materials, Intellectual Property**

When any member(s) have in their possession any written documents, physical materials or anything that would constitute intellectual property that has been developed for, or purchased by the Corporation, becomes property of Adair Park Today, Inc. Any documents that have been printed or electronically posted for the purpose of distribution to the Adair Park Today, Inc. members constitutes publication and are copyrighted. When any member(s) who holds such property in any form, hard copies or web-enabled document repositories administration rights, vacates his/her committee position, or membership in the corporation, he/she must relinquish any and all such documents and items to the body at the time of vacating the committed position, or membership in the corporation. Failure to do so can result in legal action taken by the corporation.

## ***Article V*** ***BOARD OF DIRECTORS***

### ***Section A:*** **Elections**

A Board of Directors will be nominated for election by the membership of the Corporation at the annual December general meeting. The Board of Directors will consist of three (3) members of Adair Park Today, Inc. The President Emeritus shall be extended an opportunity to hold the fourth BOD seat; and may deny the seat upon the nomination phase of appointment. Should the offer be declined, a fourth nominee will be identified by the Nomination Committee. The President Emeritus shall not preside over the Board, but will provide necessary cohesion, history and background as appropriate to the new administration. The Board of Directors will be governed by the same fiduciary responsibilities as Officers of the Corporation, which are in compliance with the responsibilities being established by the laws of the State of Georgia. No salaries will be paid to the Directors.

### ***Section B:*** **Duties**

The Directors shall govern the Community Development component of the Corporation. The duties of the Directors are to work in conjunction with the Officers of the Corporation to ensure an orderly process and promote the best interests of the Corporation, However any director must remove him/herself from any matters of the Corporation when a conflict of interest arises. The Directors will determine the year's goals for focal points salient to the

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community, which may include but are not limited to facilitating discussions concerning rehabilitation, purchase, sale and repair of existing housing and structures in Adair Park. Additionally, no action may be taken independently by one or more Directors on the behalf of The Corporation, unless the action has been properly voted on at a general meeting or specially-called meeting of the membership of the Corporation.

### ***Section C:*** **Service**

The term of service for elected Board of Directors will be one calendar year and shall be in compliance with the term limits and conditions (defined in Article V, Section H).

### ***Section D:*** **Disciplinary Action/Board**

Directors shall be governed by the same disciplinary action as Officers (as defined in Article V. Section I).

## ***Article VI*** ***ELECTED OFFICERS***

The Officers of the Corporation will be a President, Vice President, Recording Secretary, Communications Coordinator, Treasurer, and Parliamentarian and must be active members in Adair Park Today, Inc. in good standing. Officers will be elected by paper ballot and by majority vote. No salaries will be paid to the Officers.

### ***Section A:*** **President**

The President will preside at general and specially-called meetings. The President will perform all administrative duties required by the office. The President shall:

1. Act as a liaison between Adair Park Today, Inc. and the City of Atlanta and all other metro-area business and civic organizations which demonstrate an interest in the development of the Adair Park Neighborhood.
2. Create the agenda for general and specially-called meetings. The agenda for the general meeting will be equally co-shared with the Vice President's addition to the agenda which will consist of reports from the standing and ad hoc committees.
3. Conduct the general and specially-called meetings, and hold regularly scheduled Executive meetings with Officers, meeting no fewer than six times during the calendar year.
4. Serve as ex-officio of committee meetings in the absence of the Vice President by attending any meeting as an observer and/or participant.
5. Serve as the co-signer of all financial matters conjunction with the Treasurer.

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## ***Section B:*** Vice President

The Vice President will serve in the position of President in the absence of the President, or in the event of his or her inability or refusal to act or to perform the duties of the President. The Vice President shall:

1. Act as a liaison between all standing and ad hoc committees and the membership by allocating time for committee chairpersons (or other committee members) to report issues and concerns to the membership.
2. Shall notify the President one week prior to the general meeting of the amount of time requested by the standing and ad hoc committees for the agenda.
3. Receive and file all standing, ad hoc, and sub-committee reports generated from committee meetings.
4. Serve as the primary official of all committee meetings by facilitating any meeting as an observer and/or participant.

## ***Section C:*** Recording Secretary

The Recording Secretary will maintain all records and documents of the Corporation including (but not limited to) keeping minutes of the general meeting and specially-called meetings. A Recording Secretary shall:

1. Record and maintain records of minutes of all general and specially called meetings.
2. Record and keep attendance records for general and specially called meetings.
3. Provide minutes to the membership for approval at general meeting, and provide copies of the minutes when requested.
4. Maintain and provide membership information to the Treasurer when voting rights of members and issues of eligibility to hold office are in dispute.

## ***Section D:*** Communications Coordinator

The Communications Coordinator will create all official communications and public relations internal and external to Adair Park Today, Inc. A Communications Coordinator shall:

1. Manage and send official correspondence on behalf of Adair Park Today, Inc. as requested by the President.
2. Assist the Recording Secretary of the Corporation and serve in the position of Recording Secretary in his/her absence.
3. Manage updates on the Adair Park Today website.
4. Create and manage distribution of the neighborhood newsletter.

## ***Section E:*** Treasurer

The Treasurer will keep records and ledgers in accordance with accepted accounting practices. All transactions shall be in approved format and all checks will be appropriately signed. The Treasurer shall:

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1. Give a financial report of the Corporation to the membership at the general meeting. The financial report will include comprehensive monthly, quarterly and yearly analysis of financial transactions involving Adair Park Today, Inc.
2. Provide an end-of-year report detailing financial transactions which will be reviewed by the Elected Officers and Directors and submitted for approval by the membership at the January meeting.
3. Provide accounting receipts of membership dues, banking and institutional transactions, and all other financial dealings between the Corporation and other businesses.
4. Sign documents and other banking records, which signing must be accompanied by the signature of the President, and only done so after the proper vote of the membership.
5. Participate in the ad hoc Finance committee.

### ***Section G:* Parliamentarian**

The Parliamentarian will enforce time limits set by the President according to the meeting agenda during general and specially-called meetings of the Corporation, and call the meetings to order as set by parliamentary procedure. The Parliamentarian shall:

1. Review the agenda prior to each meeting.
2. Advise and confer with the President and other Elected Officers and Directors during the meeting to maintain order in a fair and gracious manner.
3. Acknowledge time limits and hold speakers to their allotted time stated in the agenda and issue a warning when members are in violation of the Rules of Conduct (as defined in Article III-A, Section A)
4. Defer to Robert's Rules of Order on all questions of procedures not specifically stated in the bylaws (see Article VII, Section A).

### ***Section H:* Officers & Directors/Additional Guidelines**

Officers and Directors must follow these additional duties and guidelines. The Elected Officers and Directors shall:

1. Be prompt (no later than 15 minutes without prior notice), and attend at least 9 of 12 general meetings and give an explanation to the President and/or Vice President prior to his/her absence.
2. Attend at least 3 of 12 NPU-V meetings.
3. Serve a one-year term not to exceed three (3) consecutive terms in the same position, and cannot chair or co-chair committees.
4. Take a voluntary one year hiatus from elected office status after six consecutive years of service.
5. Make a motion to allocate a specific amount of time be given for presentations, or a committee representative as deemed necessary.
6. Cannot hold membership in any other Adair Park neighborhood based group.
7. Must be an active member in good standing.

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## *Section I:* Disciplinary Action/Officers & Directors

When an Officer or Director has engaged in conduct that is deemed inconsistent with standards set within the bylaws, he/she shall be subjected to disciplinary action by the membership of the Corporation. The membership can call for a vote for disciplinary action, which may lead to the suspension expulsion, or request for resignation of the Officers(s) or Directors(s) when the following has occurred:

1. Suspension - (first and second occurrence)  
Failure to adhere to his/her fiduciary responsibility shall result in the suspension of the Officer or Director from serving at the next general meeting.
2. Expulsion - (third occurrence)  
Failure to adhere to his/her fiduciary responsibility a third time within a calendar year shall result in the expulsion of the Officer or Director from completing the remainder of his/her term.
3. Request for Resignation  
When an Officer or Director engages in felonious misconduct, either within the Corporation or outside the Corporation, the membership shall ask for his/her resignation pending the outcome of the investigation by the Corporation or the legal authorities handling the alleged felony.
4. Vacancies  
When an Officer or Director has vacated his/her position before the term has expired, the Nominations Committee shall work with the membership to appoint a member to fill the vacancy for the remainder of the calendar year.

## *Article VII* **COMMITTEES and SUB-COMMITTEES**

### *Section A:* Standing Committees

The Corporation will recognize up to five (5) standing committees. Should members determine needs and means to support additional standing committee work, it may partner with the Board to propose, vote on and staff additional efforts as needed. The standing committees may include:

1. The Housing and Zoning committee,
2. The Beautification/Gardening committee,
3. The Public Safety committee,
4. The Social committee



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Standing committees must meet regularly as project progress requires. All committee items, projects and proposed expenditures, must be brought to the membership for vote.

1. The Housing and Zoning committee will focus on residential and commercial properties.
  - a. Committee members will document and report physical changes that impact homes, businesses, and vacant lots by providing monthly updates of any changes.
  - b. Committee members may organize housing seminars, which may include discussions concerning rehabilitation, purchase, sale and repair of existing housing.
  - c. Other duties may include understanding and reporting violations to Code Enforcement; and the Historic Preservation guidelines; attending Atlanta Urban Design commission meetings; researching impact of proposed zoning changes, and working with the BOD (Community Development arm) of Adair Park Today, Inc.
2. The Beautification/Gardening committee will focus on street, sidewalk, and park projects , with intent to benefit Adair Park residents.
  - a. Committee members will tap into resources for maintaining the condition of sidewalks, drainage, lighting, trees, parks and other public access by working with The City and state officials when repair or maintenance is needed, and by organizing volunteer-driven neighborhood clean-ups.
  - b. Other duties may include: identifying sanitation issues, flooding issues, reporting illegal dumping; and coordinating activities with community organizations as needed, partnering when appropriate with civic groups such as The Atlanta Beltline, Trees Atlanta, Hands-on-Atlanta, Park Pride, Atlanta Toolbank, etc.
3. The Public Safety committee will maintain dialogue and partner with the Atlanta Police Department to enable reduction of crime and vagrancy in Adair Park
  - a. Committee members will determine the tasks and projects achievable during the year, and may maintain a Neighborhood Watch program as resources allow.
  - b. Committee members will identify and implement pedestrian safety projects such as traffic calming, crosswalks, signage, or speed monitoring .
  - c. Other duties may include: acquiring Neighborhood Watch signage; organizing public safety activities such as National Night Out, and communicating updates about or participating in CourtWatch..
4. The Social committee will focus on developing activities which involve Adair Park residents with the sole purpose of increasing community engagement.
  - a. Committee members will deliver monthly newsletters and welcome packets promoting the community.
  - b. Committee members will identify and implement events and activities for residents, as resources allow.

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- c. Committee members may identify resources available to those needing assistance, such as Seniors, those who are ill, new parents, or those with limited resources by collaborating with outreach agencies.

### ***Section B:*** **Ad hoc Committees**

The Corporation may conduct up to three (3) ad hoc committees. The committees may consist of a By-laws committee, a Finance committee, and a Nominating committee. Additional ad hoc committees may be created at general or specially-called meeting. Ad hoc committees will continue as long as the membership deems necessary.

1. The Bylaws committee shall be responsible for reviewing the bylaws, suggesting changes and calling for amendments to the bylaws as needed.
  - a. Bylaws modifications are to be presented to a quorum of the voting members, as a motion in new business.
  - b. Any proposed changes of the bylaws must be approved by a majority vote of the membership and become effective at the next regular meeting.
2. The Finance committee shall be responsible for generating funding for the Corporation through grant research and specified events.
  - a. The Finance committee will work closely with the Treasure and may be responsible for developing a budget if the membership of the Corporation deem necessary.
3. The Nominating committee shall be responsible for presenting names of qualified candidates seeking office with the Corporation.
  - a. Committee members will call for nominations in October; present a slate of candidates in November; and, hold elections in December. Committee members will prepare a paper ballot for elections
  - b. Nominating committee members must be knowledgeable of the status of candidates and shall work with the Recording Secretary to ascertain vital membership information during nominations. Additionally, nominations can be made by members in a general meeting in a call for nominations from the floor at a general meeting.

### ***Section C:*** **Chairpersons**

The chairpersons and co-chairpersons of each standing and ad-hoc committee will be determined by majority vote of the individual committee's total membership. A quorum must exist before voting can take place (as defined in Article IX).

### ***Section D:*** **Sub-committees**

Sub-committees can be formed under the jurisdiction of existing standing and/or ad hoc committees, but cannot become separate committees of their own without proper approval by the membership of the Corporation.

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## **Section E: Reports**

All standing, ad hoc, and sub committees must provide a written report summarizing the committee's discussion to the Vice President prior to the general meeting.

## **Article VIII**

### ***RULES of PROCEDURE for MEETINGS and ELECTIONS***

## **Section A: Procedures**

1. Procedures for New and Old Business matters are parliamentary in style; with a call for a motion and a second to the motion; debate, discussion/clarification and a call for a vote or call to table for future discussion from the membership.
2. Elected Officers and Directors will reference the motion to a standing or ad hoc committee (or themselves) if *further* discussion and review is deemed necessary.
3. A quorum must exist at any meeting in order for any voting to occur (as defined in Article VIII).

## **Section B: Elections**

1. The election of Officers and Directors will be conducted at the December general meeting, and the term of office to start January 1<sup>st</sup> and run through December 31<sup>st</sup>.
2. Voting at the annual meeting is to be conducted by open forum with paper balloting. No proxy or mail-in votes will be accepted.

## **Section C: Meetings**

1. The general meetings of the membership will be held monthly at a pre-determined time and place, at a time generally convenient for the majority of the paid membership, to be announced and communicated by the Elected officers.
2. Specially-called meetings of the Corporation may be called for when at least three Officers and/or Directors deem necessary. The President will preside at regular and specially-called meetings.
3. Members of the Corporation will be notified of all meetings at least three (3) days in advance of any meeting.

## **Article IX**

### ***DE FINITIONS and EXPLANATIONS***

## **Ex-officio:**

By virtue of office or position has the right to attend any business concerning Adair Park Today, Inc., otherwise known as *the default official*.

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## ***Fiduciary Responsibility:***

Fiduciary responsibility is the responsibility of an Officer or a Director to act in a manner which is in the best interest of the Corporation, and to adhere to the duties and responsibilities described within the bylaws of Adair Park Today, Inc.

## ***Good Standing:***

Membership dues are paid in full; no outstanding disciplinary actions are in force.

## ***Majority Vote:***

Is a simple majority, more than fifty percent of the whole.

## ***Meetings:***

General meeting times and places may be altered in advance to accommodate New Years Day in January, Fourth of July, Labor Day in September, and Election Day in November.

## ***Member/Residential:***

Individual person living in the Adair Park neighborhood. A household comprised of multiple individuals will be individually counted and will pay dues independently.

## ***Member/Commercial:***

Representative of a business, agency, corporation, institution, or entity, operating its primary business or function in the Adair Park neighborhood. One person is delegated as the entity's voting voice for a commercial membership.

## ***Quorum:***

The minimum number of voting members required in order to conduct any vote.

Quorum shall mean specifically:

For general business issues, four of the nine Officers/Board members plus a simple majority of paid members in good standing must be physically in attendance;

For committee business issues, a simple majority of the entire committee must be physically in attendance.

## ***Robert's Rules/Parliamentary Procedure:***

Basic and quick reference-style meeting procedures outlined at

<http://www.robertsrules.org/indexprint.html> , and

<http://www.uni.edu/dor/community/advisors/ParliamentaryBasics.pdf> , respectively.