

# **Atlanta Downtown Neighborhood Association, Inc.**

## **Amended and Restated Bylaws (11/2021)**

### **PREAMBLE**

These Amended and Restated Bylaws (the “Bylaws”) are subject to, and governed by, the Georgia Nonprofit Corporation Code (the “Code”) and the Articles of Incorporation (the “Articles”) of the Atlanta Downtown Neighborhood Association, Inc., a Georgia nonprofit corporation (the “Corporation”). In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Code or the provisions of the Articles, such provisions of the Code or the Articles will be controlling.

### **ARTICLE I**

#### **OFFICES**

Section 1.1 Downtown Definition. The geographical boundaries of the downtown area (“Downtown”) shall be defined as follows (all street references refer to the center line of the said street unless otherwise indicated).

Beginning at the point where Peachtree Street crosses the midpoint of I-75//85 (the Downtown Connector) as Downtown’s outer boundary and follows the midpoint of I-75/85 south to its intersection with I-20. At the point where the midpoint of I-75/85 crosses I-20, the boundary follows westward along the midpoint of I-20 to such a point as which I-20 crosses Windsor Street/Ted Turner Drive. The boundary then heads north along Windsor Street/Ted Turner Drive to the intersection with Brotherton Street. At such point the boundary heads directly northwest to the existing easternmost railroad track and then heads north along the center of the track to the Nelson Street Bridge. At this point the boundary heads west along Nelson Street to Elliott Street. The boundary then heads north along Elliott Street to Mitchell Street and then west on Mitchell Street to MLK Drive and continuing west on MLK Drive to the intersection of Northside Drive. At Northside Drive the boundary runs north on the center line of Northside Drive to Ivan Allen Jr. Boulevard. It then heads east along Ivan Allen Jr. Boulevard to the Williams Street exit ramp from I-75/85 south. The boundary then proceeds north to the midpoint of I-75/85 (the Downtown Connector) and North Avenue. It then heads east along North Avenue to the intersection with Peachtree Street. The boundary then proceeds south to the point where Peachtree Street crosses the midpoint of I-75/85 (the Downtown Connector.) Exhibit A. Map of Boundaries.

Section 1.2 Principal Office. The principal office of the Corporation shall be located at such place as the Board of Directors of the Corporation may fix from time to time.

Section 1.3 Other Offices. The Corporation may have other offices at such place or places as the Board of Directors of the Corporation may designate from time to time.

Section 1.4 Registered Office and Agent. The Corporation shall at all times maintain a registered office in the State of Georgia and a registered agent at that address. The Board of Directors shall appoint a registered agent for the Corporation.

## **ARTICLE II**

### **MEMBERS**

Section 2.1 Members and Classes of Membership. All persons residing in, working in, or owning real estate or a business in Downtown shall be eligible for membership in the Corporation. The members of the Corporation shall be comprised of two classes: Class A (Voting) and Class B (Non-Voting) members. Class A members shall be those members who have attended at least three (3) monthly meetings in the previous twelve (12) months. Class B members shall be those members who have not attended at least three (3) monthly meetings in the previous twelve (12) calendar months and all members who own businesses in Downtown, but are non-residents. Class A members shall have voting rights as described in Section 2.8 of the Bylaws and Class B members shall have no voting rights.

Section 2.2 Annual Meeting. A meeting of the members of the Corporation shall be held annually for the purpose of electing Directors to succeed those whose terms have expired. The annual meeting shall be held at such time and place and on such date as the Directors shall from time to time determine and shall be specified in the notice of the meeting.

Section 2.3 Monthly Meeting. A meeting of the members of the Corporation shall be held monthly for the purpose of conduction regular business of the Corportation and allowing the members to vote on recommendations to the Directors and any other matters presented to the members by the Directors. The monthly meeting shall be held at such place and time and on such date as the Directors shall from time to time determine and as shall be specified in the notice of the meeting. Monthly meetings and voting matters may take place in person or virtually provided that each participant at the meeting can hear the others.

Section 2.4 Special Meetings. Special meetings of the members may be called at any time by the President, a majority of Directors, or by any members constituting at least fifteen percent (15%) of the membership of the Corporation. Special meetings shall be held at such time and place and on such date as shall be specified in the notice of the meeting.

Section 2.5 Notices. Written notice of each meeting shall be given in the Corporation's official publication by the Secretary at least ten (10) days prior to the meeting. Each notice shall state the place, day and hour at which the meeting is to be held, and in the case of special meetings, shall state the purpose thereof.

Section 2.6 Quorum. Twenty percent (20%) of the Class A members of the Corporation present shall constitute a quorum for voting matters at all meetings of the members except as otherwise provided by the law, by the Articles of Incorporation or by the Bylaws of the Corporation. If less than a quorum shall be in attendance at the time for which the voting matters are presented, such vote may be postponed until such time and place as determined by the Board.

Section 2.7 Conduct of Meetings. Meetings of members shall be presided over by the President of the Corporation or, if they are not present, by the Vice President or designated Board member. If no Board member is present, a chairman may be elected at the meeting by members of the Corporation. The Secretary of the Corporation, or person designated to act as secretary, shall keep the record of the meetings.

Section 2.8 Voting. At all meetings of members, every Class A member entitled to vote shall have one (1) vote. Such vote may be in person or by proxy appointed by an instrument in writing from a Class A member. All elections shall be had and all questions shall be decided by a simple majority of the votes cast by Class A members, except as otherwise provided by law, the Articles of the Corporation, or by the Bylaws. Unless twenty percent (20%) or more of Class A members are present in person or by proxy, the only matters that may be voted on at a special meeting of members are those matters described in the meeting notice. If the Chairman of the meeting shall so determine, or by a majority vote of Class A membership present, a vote by secret ballot may be taken upon any election matter. In either such events, the ballots and proxies and the acceptance or rejection of votes shall be decided by the tellers, which tellers shall have been appointed by the Chairman of the meeting prior to the vote.

Section 2.9 Expulsion or Suspension of Members. A member of the Corporation may be expelled or suspended and membership in the Corporation terminated or suspended upon a two-thirds vote of the Board of Directors. Such action shall be initiated by a two-thirds vote of the Board then serving. Notice of the Board's intent to consider such action shall be provided to such member at least fifteen (15) days prior to any such consideration. The notice shall set out the concerns of the Board and the Board shall provide an opportunity for the member to present arguments opposing such expulsion, suspension, or termination orally, or in writing before such vote shall be taken.

## **ARTICLE III**

### **BOARD OF DIRECTORS**

Section 3.1 General Powers. The property and business of the Corporation shall be managed by the Board of Directors of the Corporation (hereinafter referred to as the "Board of Directors", "Board", or "Directors", and any individual member being herein referred to as a "Director").

Section 3.2 Number and Term(s) of Office. The number of Directors shall be such number as may be designated by a resolution of a majority of members of the Corporation, which in no event may be less than one (1) nor more than fifteen (15). Directors shall be elected at each annual meeting of the members and shall serve a term of two years and until their successors have been elected. Directors shall assume office on January 1 following the terms of Directors expiring in December after the annual meeting of the Corporation. Directors may serve no more than five (5) consecutive terms unless approved by a two-thirds (2/3) vote of members at the annual meeting of the Corporation.

Section 3.3 Qualifications. Each Director must be a resident of Downtown and a Class A member of the Corporation, except that one (1) seat may be reserved for a non-resident owner of a business in Downtown, or a representative from an accredited University or College in Downtown. No more than two (2) members of a household may serve on the Board of Directors at the same time.

Section 3.4 Nomination of Directors. A nominating committee (the "Nominating Committee") shall make nominations for election to the Board of Directors. The Nominating Committee shall consist of a chairperson, who shall be a member of the Board of Directors and two (2) or more members of the Corporation. The Nominating Committee shall be appointed by the Board of Directors no less than thirty (30) days prior to each annual meeting and to serve a term through the annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but in no event less than the minimum number of positions to be filled. Any member may also make nominations from the floor of any annual meeting. All candidates shall have reasonable opportunity at the annual meeting to present their qualifications to the members and solicit votes.

Section 3.5 Vacancies. The Directors may fill the place of any Director which may become vacant prior to the expiration of the Director's term and such appointment is to continue until the expiration of the term of the Director whose place has become vacant. The Board of Directors may also fill any directorship created by reason of an increase in the number of Directors and such appointment by the Directors to continue for a full term of office until the election of a successor by the members at the annual meeting. Any vacancy in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors.

Section 3.6 Removal of Directors. Any Director may be removed from office with or without cause by the affirmative vote of two thirds (2/3) of the Directors then serving at any meeting of the Directors. A Director whose removal has been proposed shall be given at least ten (10) days' notice prior to the meeting and shall be given an opportunity to be heard at the meeting. A failure of any Director to attend five (5) out of eleven (11) consecutive meetings may constitute cause for removal.

Section 3.7 Place of Meeting. The Board of Directors shall hold its meetings and keep the books of the Corporation within the State of Georgia at such place or places as it may from time to time determine by resolution. Meetings may be held in person or virtually provided that each participant in the meeting can hear the others.

Section 3.8 Meetings. The Board of Directors shall meet as follows:

Section 3.8.1 Regular 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 Board, 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 the meetings of the Board of Directors shall constitute sufficient notice of those meetings. Members of the Corporation may attend regular Board meetings and shall be allowed to submit written comments to the Board as part of the written record of the meeting.

Section 3.8.2. Annual Meetings. An annual meeting of the Board of Directors shall be held on the date, time and place designated by the Board and with at least seven (7) days' notice to each Director. Directors may transact any and all business as may be properly brought before such meeting.

Section 3.8.3. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by a majority of the Directors or by the President. The Secretary shall give notice of each special meeting of the Board of Directors which shall specify the time and place of the meeting and the specific purpose of the meeting. The Secretary or designee shall make good faith effort to notify all Directors by phone or in writing, including email or otherwise. Prior to any special meeting.

Section 3.9 Quorum. A majority of the entire Board of Directors then holding office (not the total number of Directors possible) shall constitute a quorum for the transaction of all business at all meetings of the Board of Directors unless the Code, the Articles, or a provision of the Bylaws impose higher voting requirements.

Section 3.10 Action in Lieu of Meeting. Except as otherwise herein provided, any action to be taken at a meeting of the Directors, or any action that may be taken at a meeting of the Board of Directors may be taken without meeting if two-thirds (2/3) of the Directors then holding office consent to action to be taken and any further requirements of law pertaining to such action have been complied with. No action allowed under Section 2.8 of the Bylaws shall be taken under this section nor shall any action be taken to amend the Bylaws of the Corporation or to adopt a position with respect to any political parties, or candidates or issues.

Section 3.11 Compensation of Directors. Directors shall not receive any stated salary for their services. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 3.12 Committees. The Board of Directors, by resolution of the Board, may designate one or more committees, each committee to consist of at least (1) of the Directors of the Corporation/ Such committees shall have names as determined from time to time by the Board of Directors.

## **ARTICLE IV**

### **OFFICERS**

Section 4.1 Officers. The officers of this Corporation shall be President, Vice President, Secretary, Treasurer, and any other officers as determined necessary by the Board of Directors. The officers shall be elected from among the members of the Board of Directors. No more than two (2) offices may be filled by members of the same household or by members employed by the same organization.

Section 4.2 Elections, Term of Office, and Vacancies. Except as provided herein, the officers of the Corporation shall be elected for a term of two years by the Board of Directors at the first meeting of the Board of Directors following each annual meeting of the members. No officer may serve in the same office for more than three (3) consecutive terms. The Board of Directors may fill a vacancy for the unexpired portion of the term of any officer.

Section 4.3 Removal of Officers. Any officer may be removed by the Board of Directors whenever, in its judgement, the removal will serve the best interest of the Corporation, but said removal shall not constitute removal from the Board. Should an officer fail to perform the duties of the office or is unable to fulfil those duties, The President may ask for that officer's resignation. A failure of any Officer to attend eight (8) out of eleven (11) consecutive meetings may constitute cause for removal.

## **ARTICLE V**

### **DUTIES OF OFFICERS**

Section 5.1 President. The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Corporation and of the Board of Directors. The President shall have the general power and duties, which are incident to the office of President of a corporation organized under the Code. The President shall insure that all officer positions are filled and insure that the Corporation acts in accordance with its Bylaws and as otherwise required by law to meet the criteria as registered. The President represents the Corporation on all official ADNA matters.

Section 5.2 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 may perform such other duties as from time to time that may be assigned by the President or Board of Directors.

Section 5.3 Secretary. The Secretary shall keep the minutes of all meetings of the Corporation and of the Board of Directors, shall have charge of such books and papers as the Board of Directors may require and shall, in general perform all duties incident to the office of Secretary of a corporation organized under the Code. Additionally, the Secretary may perform such other duties as from time to time that may be assigned by the President or Board of Directors.

Section 5.4 Treasurer. The Treasurer shall have the responsibility of safekeeping the Corporation's funds and securities, and for keeping complete and accurate financial records and books of account showing all receipts and disbursements, for preparing or cause to be prepared all required financial statements, tax returns and other required government filings, for the deposit of monies in the name of the Corporation in such depositories as may be designated from time to time by the Board of Directors, and for preparing an annual report to be presented at the annual meeting of members of the Corporation. Additionally, the Treasurer may perform such other duties as from time to time that may be assigned by the President or Board of Directors.

Section 5.5 Other Officers. The Board of Directors may from time to time establish additional positions to be filled by an officer as determined necessary to serve the needs of the Corporation. Additional offers shall be members of the Board of Directors.

Section 5.6 Resignation. Any officer may resign from any 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 such notice or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective. Resignation from office does not necessarily constitute a resignation from the Board of Directors.

## **ARTICLE VI**

### **BANK ACCOUNTS AND LOANS**

Bank Accounts. Officers or agents of the Corporation designated by the Board of Directors shall have authority to deposit funds of the Corporation in such banks or trust companies as shall be designated by the Board of Directors. Such officers or agents may withdraw any or all funds of the Corporation so deposited by check, draft, or other instrument for the payment of money. Each bank or trust company in which funds are deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for payment of money, when drawn, made or signed by officers or agents designated by the Board of Directors, until receipt of written notice of the revocation of such authority. The signature(s) of the officers or agents of the Corporation authorized to draw against the same shall be approved from time to time by the Board of Directors. All checks, drafts, or other instruments over five hundred dollars (\$500) shall be approved by two officers, or agents approved from time to time by the Board of Directors.

## **ARTICLE VII**

### **MISCELLANEOUS PROVISIONS**

Section 7.1 Fiscal Year. The fiscal year of the Corporation shall be from January 1 through December 31 each year.

Section 7.2 Notices. Whenever, under the provision of the Bylaws, notice is to be given to any member, Director, or Officer, it shall not be construed to require personal notice. Such notice may be delivered by electronic means or given in the Corporation's official publication.

Section 7.3 Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

## **ARTICLE VIII**

### **AMENDMENTS**

The Board of Directors shall have the power and authority to amend, alter, or repeal the Bylaws or any provision thereof, and may from time to time adopt additional Bylaws. The Directors by an affirmative vote of not less than two-thirds (2/3) of the entire number of Directors then holding office (not the total number of Directors possible) may amend or repeal the Bylaws or adopt new Bylaws. Such changes shall be ratified by a majority of Class A members at the next annual meeting of the Corporation. The Bylaws may also be amended upon a petition, duly signed by not less than twenty-five percent (25%) of the total number of members of the Corporation, proposing an amendment to the Bylaws. The President, in such event, shall include the proposed amendment in the notice for the next annual meeting of the members of the Corporation and said amendment shall be presented at the annual meeting of the members of the Corporation. An affirmative vote of two-thirds (2/3) of Class A members attending the meeting shall be required to adopt the proposed amendment. No amendment shall be adopted that is in violation of the law, the Code, or the Articles of the Corporation.

## **ARTICLE IX**

### **INDEMNIFICATION**

Any person who at any time serves or has served as a Director or officer of the Corporation, or in such capacity at the request of the Corporation for any other Corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against (a) reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, or administrative or investigative, and whether or not brought by or on behalf of the Corporation, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine, penalty, or settlement for which he or she may have become liable in any such action suit, or proceeding.



The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay indemnification required by this Article, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her. Any person who at any time serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right and indemnification provided herein. Such right shall insure the benefit of the legal representative of any such person and shall not be exclusive to any other rights to which such person may be entitled apart from the provisions of these Bylaws. The Board of Directors may, in its discretion, adopt a resolution extending the indemnification provided for in these Bylaws to any employee or agent of the Corporation. The Corporation shall purchase and maintain liability insurance on behalf of its Directors, Officers, and employees.