

**BYLAWS OF THE
DOWNTOWN DECATUR NEIGHBORS
Adopted February 10, 2015
Amended March 11, 2015**

ARTICLE I

Name

The name of this corporation shall be the Downtown Decatur Neighbors, Inc. (“neighborhood organization”).

ARTICLE II

Purpose

The purpose of the neighborhood organization shall be to promote the common good and general welfare in the neighborhood known as Downtown in the City of Decatur, Georgia.

ARTICLE III

Members

Section 1 – Eligibility for Membership

- a) Qualifications: Membership in the neighborhood organization shall be open to any person who is at least 18 years of age and who: (1) maintains his or her primary residence within Downtown Decatur; (2) owns real property within the Downtown Decatur neighborhood; or (3) is the designated representative of any corporation, business, organization, institution or agency that maintains a place of business or owns real property within the Downtown Decatur neighborhood. A household, defined as a recognized mailing address, may not have more than one voting member.
- b) Definition: For purposes of this article, “the Downtown Decatur neighborhood” shall mean that part of the City of Decatur described in Appendix A. In general, the Downtown Decatur neighborhood consists of properties between College Avenue on the south and abutting Commerce Drive on the East, property abutting Church Street and Clairemont Ave. north of Commerce, both sides of West Ponce de Leon Ave to Water St, Trinity and the Housing Authority properties on the West.

Section 2 - Application for Membership

- a) Application annually. All applications for membership in the neighborhood organization must be in writing or by electronic transmission on a form designed by the membership secretary for those purposes. Membership must be renewed annually through submission of such a membership application. The neighborhood organization secretary shall terminate the membership of any member who fails to submit such renewal application by the conclusion of the first regular meeting in February.

- b) Determinations by the Secretary. The neighborhood organization Secretary shall review each membership application for accuracy and completeness and shall determine the eligibility of the applicant for membership. Any applicant who, in the determination of the Membership Secretary, is eligible for membership under this article shall become a member of the neighborhood organization. The Secretary shall notify any applicant whose application is not approved in writing or by electronic transmission.
- c) Membership Fee. Initially, there shall be no fee for being a member of the neighborhood association. The organization may institute a fee, per household, with the approval of two-thirds of the members present and voting at any meeting of the neighborhood organization.

Section 3 – Resignation

Any member may resign his or her membership in the neighborhood organization by notifying the Membership Secretary in writing or by electronic transmission. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 4 – Termination

The Secretary shall terminate the membership of any member who: dies; resigns; fails to renew his or her membership by the time provided in Section 2(a) of this Article; submits a written request to the Membership Secretary indicating he or she wishes to terminate their membership; or, in the determination of the membership secretary, is no longer eligible for membership under this article.

ARTICLE IV

Officers

Section 1 – Designation

The officers of the neighborhood organization shall be a President, a President-elect, a Secretary, a Treasurer, a Public Spaces Chair, a Planning and Development Chair, a Codes and Ordinances Chair, a Seniors Chair, and a Communications Chair.

Section 2 – Duties

- a) President. The President shall be the chief executive officer of the neighborhood organization and the chair of its Board of Directors; shall have such duties as prescribed by law, by these bylaws, or by the neighborhood organization's parliamentary authority.
- b) President-elect. The President-elect shall assist the President in the performance of the President's duties, shall perform the duties of the President in the absence of the President, and shall have such other duties as prescribed by law, by these bylaws, or by the neighborhood organization's parliamentary authority. The President-elect will assume the position of President when the President completes his/her term.
- c) Secretary. The Secretary shall maintain custody of the neighborhood organization's records, including the corporate seal, except as prescribed by these bylaws. The Secretary shall keep the minutes of all meetings and make them available to members as required by law. The Secretary shall maintain the neighborhood organization's membership records,

including the neighborhood organization's membership roll and mailing list and shall make them available to members as required by law. The Secretary shall have such other duties as prescribed by law, by these bylaws, or by the neighborhood organization's parliamentary authority.

- d) Treasurer. The Treasurer shall maintain custody of the neighborhood organization's funds and securities and shall keep a full and accurate account of all receipts and disbursements in books belonging to the neighborhood organization. The Treasurer shall deposit all receipts to the credit of the neighborhood organization at such banks and financial institutions as the Board of Directors shall direct. The Treasurer shall disburse the neighborhood organization's funds and securities only as the neighborhood organization shall direct by or as these bylaws may prescribe. The Treasurer shall make a full financial report at the annual meeting and shall make such interim reports as the Board of Directors may direct. The Treasurer shall have such other duties as prescribed by law, by these bylaws, or by the neighborhood organization's parliamentary authority.
- e) Public Spaces Chair. The Public Spaces Chair shall be responsible for the neighborhood organization's activities related to parks, sidewalks, roads, plazas & other public lands. The Public Spaces Chair shall have such other duties as the neighborhood organization or these bylaws may prescribe.
- f) Planning and Development Chair. The Planning and Development Chair shall be responsible for the neighborhood organization's activities related to planning, zoning, development & traffic. The Planning and Development Chair shall serve as primary liaison to the Downtown Development Authority and the Planning Department. The Planning and Development Chair shall have such other duties as the neighborhood organization or these bylaws may prescribe.
- g) Codes and Ordinances Chair. The Codes and Ordinances Chair shall be responsible for the neighborhood organization's activities related to the enforcement of noise, zoning, quality-of-life & safety ordinances. The Codes and Ordinances Chair shall serve as the primary liaison to the Decatur Police Department. The Codes and Ordinances Chair shall have such other duties as the neighborhood organization or these bylaws may prescribe.
- h) Seniors Chair. The Seniors Chair shall be responsible for the neighborhood organization's activities related to seniors, including issues of mobility, outreach, & affordability. The Seniors Chair shall serve as the primary liaison to the Decatur Aging in Place Committee. The Seniors Chair shall have such other duties as the neighborhood organization or these bylaws may prescribe.
- i) Communications Chair: The Communications Chair shall be responsible for the neighborhood organization's activities related to coordinating strategy around the distribution of information via print, web, email and other media. The Communications Officer shall have such other duties as the neighborhood organization or the bylaws may prescribe.

Section 3 - Qualifications. No person is eligible to be nominated, elected or appointed as an Officer unless he or she is a member of the neighborhood organization and has, according to records maintained by the neighborhood organization, attended at least four regular meetings of the neighborhood organization within the previous twelve months.

Section 4 - Nominations. The Nominating Committee shall nominate candidates for each Office at the Regular Meeting in December. Members may nominate other candidates from the floor at the Annual Meeting in January.

Section 5 - Elections. Members shall elect officers by ballot at the annual meeting in the order in which they are listed in Section 1 of this article. Balloting for each Office shall immediately follow the close of nominations from the floor for that Office, and the Chair shall announce the results of the election for that Office before calling for nominations from the floor for the next Office. In all Officer Elections, the candidate receiving the most votes for each Office shall be elected. In the event of a tie vote for any Office, the winner shall be determined by a game of chance. In the event there is only one candidate for a given office and there are no nominations from the floor, then and only then, the requirement for election by ballot for that officer may be suspended.

This may be done by a motion to elect by acclamation, properly seconded, and voted on by a show hands.

Section 6 - Term of Office. The term of Office shall begin at the conclusion of the meeting at which the officer is elected and shall continue for one year or until a successor is elected.

Section 7 - Resignation. Any officer may resign from office by notifying the neighborhood organization in writing or by electronic transmission. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 8 - Removal from Office. The Board of Directors may remove any Officer at any time with or without cause. Removal shall require the affirmative vote of two thirds of the Directors then in office.

Section 9 - Removal of an Officer by the Membership. Two-thirds of the members present and voting at any meeting of the neighborhood organization may remove any Officer, for failure to perform the duties of his or her office, or for defrauding or misrepresenting funds of the neighborhood organization, or for intentionally acting contrary to the expressed direction of the neighborhood organization, provided that:

- a) A motion to remove such Officer was properly made and seconded at the monthly meetings of the neighborhood organization immediately preceding such meeting;
- b) Such pending motion was properly made known to the members of the neighborhood organization prior to such meeting through regular information channels;
- c) Such Officer is provided an opportunity at such meeting to fairly present evidence and testimony to refute the charges upon which the motion is based.

Section 10 - Vacancies in Office. The President-Elect shall fill a vacancy in the office of President for the remainder of the term vacated. The Board of Directors may fill a vacancy in any office by appointment for the remainder of the term vacated.

ARTICLE V

Agents and Representatives

Section 1 - Designation. The neighborhood organization or Board of Directors may appoint the following Agents or Representatives: Editor of any newsletter; Webmaster. Agents and Representatives shall be appointed for terms of one year, and may resign or be removed in the same fashion as Officers.

Section 2- Duties and Powers. In general, Agents and Representatives of the neighborhood organization shall act in the best interests of the neighborhood organization and may exercise such powers as the neighborhood organization or these bylaws may prescribe. All Agents and Representatives shall be subject to the orders of the neighborhood organization, and none of their actions shall conflict with action taken by the neighborhood organization.

- a) Editor of any newsletter. Any Newsletter Editor shall be responsible for editing and producing the neighborhood organization's official publication.
- b) Webmaster. The Webmaster shall be responsible for editing and publishing the neighborhood organization's website.

Section 3 - Special Representatives. The neighborhood organization or the Board of Directors may appoint such Special Representatives as they deem necessary to carry out a specific task, at the completion of which the appointment shall expire. Special Representatives shall have such powers and duties as the neighborhood organization or the Board of Directors may prescribe in writing.

Section 4 - Alternates. The neighborhood organization or the Board of Directors may appoint as many Alternate Representatives or Special Representatives as they deem necessary.

ARTICLE VI

Meetings

Section 1 - Regular Meetings. The neighborhood organization shall hold Regular Meetings on the second Wednesday of every **odd-numbered** month unless the Board of Directors orders otherwise because of a national holiday or other unusual circumstance. All Regular Meetings shall be open to the public.

Section 2 - Annual Meetings. The Regular Meeting on the second Wednesday in January of each year shall be known as the Annual Meeting and shall be for the purpose of electing officers, receiving reports of Officers and Committees, and conducting any other business which may properly come before it.

Section 3 - Special Meetings. The Board of Directors may call Special Meetings and shall call a Special Meeting upon the written request of fifteen members of the neighborhood organization. Any request for a Special Meeting must be signed and must describe the purpose or purposes for which it is to be held.

Section 4 - Notice of Meetings.

- a) The Secretary shall notify each member of the place, date, and time of each Annual, Regular, and Special Meeting of the members no fewer than five days before the meeting date. Notice of a Special Meeting shall include a description of the purpose or purposes of the meeting.
- b) Manner of Notice. Notice shall be in writing or by electronic transmission unless oral notice is fair and reasonable under the circumstances. Notice may be communicated in person; by telephone, fax, or electronic mail; by mail or private carrier; by publication in

the neighborhood organization's official publication or a newspaper of general circulation in the neighborhood; by posting at one or more conspicuous locations within the neighborhood as determined by the Board of Directors; or by posting on the front page of the neighborhood organization's official website.

Section 5 - Previous Notice of Motions.

- a) In General. Except as these bylaws provide otherwise, previous notice is required for: (1) any main motion proposing the expenditure of funds in excess of \$500; (2) any main motion proposing or recommending a capital improvement of more than \$25,000 to the public areas of the neighborhood, including parks and streets; (3) any main motion proposing an amendment to these bylaws; (4) any motion for which the law requires previous notice; (5) any motion charging or changing a membership fee; and (6) any motion for which the neighborhood organization's parliamentary authority requires previous notice. Previous notice is encouraged, but not required, for all other motions known in advance.
- b) Manner of Notice. A Member may give previous notice of a motion in person at the previous meeting, by mail, or private carrier to all members at least five days before the meeting date, by publication in the neighborhood organization's official publication, or by inclusion in the notice of the meeting. Except as the law or these bylaws provide otherwise, notice shall include the full text of the motion or a complete and accurate summary of the motion.

Section 6 - Action Without Meeting. Any action required or permitted to be approved by the Members may be approved without a meeting of Members if the action is approved by two thirds of the members of record. The action must be evidenced by one or more consents in writing, including email or other electronic communications, describing the action taken, signed by those members representing at least two thirds of the members of record, and delivered to the Secretary.

Section 7 - Record Date. Only Members of record on the Record Date shall be entitled to notice of a members' meeting, to demand a Special Meeting, to vote, or to take any other action. Unless the Board of Directors orders otherwise, the Record Date shall be the first day of each month.

Section 8 - Quorum. Fifteen members of record or twenty-five percent of the total number of Members of record, whichever is less, shall constitute a quorum at any meeting of the neighborhood organization.

Section 9 - Proxy Voting. There shall be no proxy voting.

ARTICLE VII

Board of Directors

Section 1 - Composition. The officers of the neighborhood organization shall constitute the Board of Directors.

Section 2 - Duties and Powers. The Board of Directors shall oversee the neighborhood organization's affairs between meetings of the Members and shall perform such other duties as the neighborhood organization or these bylaws may prescribe. The Board of Directors may make recommendations to the neighborhood organization and may exercise such other powers as the neighborhood organization or these bylaws may grant. The Board of Directors and each of its

members shall be subject to the orders of the neighborhood organization, and none of their official actions shall conflict with action taken by the neighborhood organization.

Section 3 – Board Meetings.

- a) Regular Meetings. The Board of Directors shall hold regular meetings on the first Wednesday of each month unless the Board of Directors orders otherwise because of a national holiday or other unusual circumstance. The Board of Directors shall fix the time and place of board meetings. All Regular Meetings of the Board of Directors shall be open to any Member and to nonmembers at the discretion of the Board of Directors.
- b) Special Meetings. The President may call Special Meetings of the Board of Directors and shall call a Special Meeting upon the written request of three members of the Board of Directors. Any request for a Special Meeting must be signed and must describe the purpose or purposes for which it is to be held.
- c) Notice. The Board of Directors may hold regular meetings without notice of the time, date, place and purpose of the meeting. Except in an emergency, the Board of Directors shall notify each Director of the place, date, time and purpose of each Special Meeting of the Board no fewer than two days in advance of the meeting date.
- d) Action Without Meeting. Any action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by at least two thirds of the Directors then in office. The action must be evidenced by one or more consents in writing or by electronic transmission describing the action taken, signed by no fewer than two thirds of the Directors then in office, and delivered to the neighborhood organization.
- e) Quorum. A majority of the Directors then in office shall constitute a quorum at any meeting of the Board of Directors.
- f) Proxy Voting. There shall be no proxy voting.
- g) Minutes. The minutes of all meetings of the Board of Directors shall be kept as a permanent record in written form or in another form capable of conversion into written form within a reasonable time. Unless set forth elsewhere in the Bylaws, the Board of Directors shall delegate to an Officer responsibility for preparing minutes of each meeting of the Board. At each Board of Directors meeting, the Directors shall receive a written draft of minutes of the prior meeting of the Board and vote to ratify and adopt the minutes either as received or following such corrections as the Board may deem necessary. Once ratified and adopted the minutes shall thereafter be promptly published to the Downtown Decatur Neighbors website or made otherwise available.

ARTICLE VIII

Committees

Section 1 - Standing Committees.

- a) Public Spaces Committee. There shall be a Public Spaces Committee that shall be responsible for working with the Public Spaces Chair on the neighborhood organization's activities related to parks, sidewalks, roads, plazas & other public lands.

- b) Planning and Development Committee. There shall be a Planning and Development Committee that shall be responsible for working with the Planning and Development Chair on the neighborhood organization's activities related to planning, zoning, development & traffic.
- c) Codes and Ordinances Committee. There shall be a Codes and Ordinances Committee that shall be responsible for working with the Codes of Ordinances Chair on the neighborhood organization's activities related to the enforcement of noise, zoning, quality-of-life & safety ordinances.
- d) Seniors Committee. There shall be a Seniors Committee that shall be responsible for working with the Seniors Chair on the neighborhood organization's activities related to seniors, including issues of mobility, outreach, & affordability.
- e) Communications Committee. There shall be a Communications Committee that shall be responsible for working with the Communications Chair on the neighborhood organization's activities related to coordinating strategy around the distribution of information via print, web, email and other media.

Section 2 - Special Committees. The neighborhood organization or Board of Directors may appoint such Special Committees as they deem necessary to carry out a specific task, at the completion of which the special committee shall cease to exist. Instructions to Special Committees shall be in writing and may not include a task that falls within the duties of any Standing Committee.

Section 3 - Nominating Committee. There shall be a Nominating Committee of five Members which shall be responsible for nominating candidates for each Office to be elected at the neighborhood organization's Annual Meeting. The Board of Directors shall appoint the Nominating Committee at its Regular Meeting in December, and the Nominating Committee shall report at the neighborhood organization's Regular Meeting in January.

ARTICLE IX

Decorum

Section 1 - Courtesy and Respect. Members shall behave in a courteous and respectful manner at the neighborhood organization's meetings and other activities. The neighborhood organization may impose sanctions up to and including expulsion from the meeting or activity for violations of this section.

Section 2 - Gaining the Floor. A Member seeking the floor shall rise in place and respectfully address the presiding officer.

Section 3 - Addressing all Remarks through the Presiding Officer. Members should not address each other directly but may address each other through the presiding officer.

Section 4 - Confining Remarks to the Merits of the Pending Question. In debate, a Member's remarks must be germane to the question pending before the organization.

Section 5 - Refraining from Beating a Dead Horse. In debate, a Member shall not speak adversely on any prior act of the neighborhood organization unless a motion to reconsider,

rescind or amend is pending, or unless the Member intends to give notice of one of these motions at the conclusion of the Member's remarks.

Section 6 - Refraining from Attacking a Member's Motives. When opposing a question, a Member may attack the nature and consequences of the proposed measure in strong terms but must avoid personal attacks on the proponents of the measure or any other Member.

Section 7 - Refraining from Disturbing the Meeting. During debate, during remarks by the chair and during voting, Members should not disturb the meeting by whispering, walking across the floor, or in any other way.

ARTICLE X

Nondiscrimination

The neighborhood organization shall not discriminate on the basis of race, color, creed, religion, sex, domestic relationship status, parental status, familial status, veteran status, sexual orientation, national origin, political affiliation, gender identity, racial profiling, or in any other way prohibited by law or common decency.

ARTICLE XI

Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the neighborhood organization in all cases to which they apply and in which they are not inconsistent with the applicable law, these bylaws, and any special rules of order that the neighborhood organization may adopt.

ARTICLE XII

Conflicts of Interest

Section 1 - Definitions. A conflict of interest exists whenever a member or a related person has a beneficial financial interest in or related to a transaction effected or proposed to be effected by the neighborhood organization and that interest is of such financial significance to the member or the related person that it would reasonably be expected to exert an influence on the member's judgment if the member were to vote on the transaction. A related person means the Member's spouse or partner (or a parent or sibling thereof), child, grandchild, sibling, parent (or spouse or partner thereof), and any entity (other than the neighborhood organization) of which the Member is a Director, general partner, Agent, Employee, or Employer.

Section 2 - Disclosure and Nonparticipation. Whenever a conflict of interest exists with respect to a transaction, any Member having a conflict shall immediately disclose the existence and nature of the conflict and all facts related to the transaction that an ordinarily prudent person would reasonably believe to be material to a judgment as to whether or not to proceed with the transaction. Any Member having a conflict of interest with respect to a transaction shall refrain from participating in the deliberations and from voting on the transaction.

Section 3 - Board Members. In addition to the provisions of Sections 1 and 2 of this article, members of the Board of Directors shall also comply with Sections 14-3-860 through 14-3-865 of the Georgia Nonprofit Corporation Code, as amended, regarding conflicting interest transactions.

ARTICLE XIII

Indemnification

Section 1 - Indemnification of Directors. The neighborhood organization shall indemnify its Directors and former Directors to the fullest extent permitted by the Georgia Nonprofit Corporation Code, as amended, and, if applicable, section 4941 of the United States Internal Revenue Code of 1986, as amended.

Section 2 - Insurance. The neighborhood organization may purchase and maintain insurance on behalf of any individual who is a Director, Officer, Employee, or Agent of the corporation or who, while a Director, Officer, Employee, or Agent of the corporation, serves at the neighborhood organization'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 neighborhood organization would have power to indemnify or advance expenses to the individual against the same liability under the provisions of this article.

ARTICLE XIV

Amendments

Section 1 - Proposal. Any Member may propose an amendment to these bylaws by submitting the amendment in writing to the Board of Directors, which shall consider the proposed amendment at its next Regular Meeting or at a Special Meeting called for that purpose before its next Regular Meeting. No member may resubmit any amendment within six months of consideration by the Board of Directors.

Section 2 - Adoption. An amendment shall be adopted only if: (1) the Board of Directors recommends the amendment to the Members or chooses, because of a conflict of interest or other special circumstances, to make no recommendation and communicates the basis for its choice to the Members with the amendment; and (2) the Members entitled to vote on the amendment approve the amendment by two thirds of the votes cast or a majority of the Members of record, whichever is less.

Section 3 - Notice. Notice of any meeting at which the Members will consider a proposed amendment to these bylaws shall be in writing (including via email or other electronic communication) shall state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment, and shall contain or be accompanied by the full text of the amendment.

Section 4 - Effective Date. Unless otherwise provided, any amendment to these bylaws shall take effect at the conclusion of the meeting at which it is adopted.

Article XV

Contracts

The President shall designate two current officers to review each contract into which the neighborhood organization contemplates entering. No officer shall have the authority to execute a contract, and no contract shall be valid or enforceable against the neighborhood organization, unless and until the terms of such contract shall have been reviewed and approved by both designated officers prior to the execution thereof, with such approval evidenced in writing or by electronic transmission. In the event that the two designated officers do not agree either to approve or reject the contract during the review process, the President may elect to review and approve or reject such contract. Subject to any further conditions set forth in these bylaws and upon the approval by the two designated officers or the President and one designated officer, the execution of such contract by an officer shall be deemed authorized, approved, and ratified by the Board of Directors and no additional action or approval shall be necessary.

Approved by the membership on: February 10, 2015

Amended by the membership on: March 11, 2015