

**AMENDED AND RESTATED BY-LAWS**

**WEST PACES/NORTHSIDE NEIGHBORHOOD ASSOCIATION, INC.**

**[Revised January 14, 2020]**

**ARTICLE I - NAME**

The name of this organization shall be the WEST PACES/NORTHSIDE NEIGHBORHOOD ASSOCIATION, INC. (the “Association”) and may do business as both the Association and “WEST PACES NEIGHBORHOOD ASSOCIATION”.

**ARTICLE II - OBJECTIVE AND PURPOSES**

The purpose of the Association shall be (i) to organize the residents of the Area, as defined below; (ii) to keep its members informed of the concerns and needs of the Area; (iii) to promote the interests and maintain the integrity of the Area; and (iv) any other lawful purpose or purposes not specifically prohibited to nonprofit corporations under the laws of the State of Georgia.

**ARTICLE III – REGISTERED OFFICE AND AGENT**

The Association shall continuously maintain in Georgia a registered office and a registered agent whose business office shall be identical with the registered office. The address of the initial registered office and the name of the initial registered agent at that address are set forth in the Articles of Incorporation. The Board of Directors may from time to time change the address of the registered office and the name of the registered agent at that address by filing the appropriate statement in the Office of the Secretary of State of Georgia in accordance with Section 14-3-502 of the Official Code of Georgia Annotated, as amended.

**ARTICLE IV - MEMBERSHIP AND AREA**

Section 1 - Membership

The members of the Association shall be those natural persons who are residents of the Area or an owner non-resident of a home in the Area and who have timely paid the annual membership dues prescribed by the Board of Directors (a dues-paying household”). Dues shall be assessed annually on a “per household” basis, and, upon timely payment of dues, all natural persons age eighteen (18) years or more residing in such dues-paying household shall become members of the Association. None of the rights or privileges of membership shall be exercisable by any person who is not a resident or owner of a dues-paying household and is not a natural person.

Section 2 - Area

The Area for the purpose of these By-Laws means that certain portion of the City of Atlanta, Fulton County, Georgia, bounded as follows: on the north by West Paces Ferry Road, on the west and southwest by Northside Parkway, on the southeast by Moores Mill Road, and on the east by Northside Drive.

## ARTICLE V - MEETINGS

### Section 1 - Annual Meeting

(a) *Purposes:* The annual meeting of the members of the Association shall be held for the election of Officers and Directors-at-Large and for the transaction of such other business as may properly come before the meeting, on such date, time, and place as the Board of Directors may by resolution decide.

(b) *Notice:* Notice of the time, date, and place of the annual meeting of members shall be given by email to each dues-paying household at the last email address shown on the records of the Association and by publication in Nextdoor West Paces at least fifteen (15) days in advance of the meeting. Notice of special meetings of the members shall be given in the same manner and governed by the same provisions set forth above with respect to notice of the annual meeting, except that in the case of a special meeting, notice shall be given not less than (5) days prior to such meeting.

Any member may execute a waiver of notice, in person, either before or after any meeting, and shall be deemed to have waived notice if he or she is present at such meeting in person. Neither the business transacted nor the purpose of the meeting need be specified in the waiver.

Notice of any meeting may be given by the President, the Secretary, the person or persons calling the meeting, or any person designated by any of the foregoing. No notice need be given of the time and place of reconvening of any adjourned meeting if the time and place to which the meeting is adjourned are announced at the adjourned meeting.

(c) *Voting Eligibility:* Each dues-paying household of the Association shall be entitled to one vote. However, only one vote may be cast per any residence in the Area. It is up to the members of the dues-paying household to determine how a vote will be cast if there is a conflict between the position of those members. In the event that a resident member and an owner, non-resident member of the same residence have conflicting votes, only the owner, non-resident member vote will be counted.

(d) *Voting by Proxy:* A dues-paying household otherwise entitled to vote may vote either in person or by a proxy that he or she has duly executed in writing (including electronic correspondence) identifying the member to whom the proxy is being given, the member granting the proxy, the dues-paying household of the member granting proxy, and the date/meeting for which the proxy is given. No dues-paying household shall be permitted to vote the proxy of more than two other dues-paying households in any vote of the Association. No proxy shall be valid after eleven (11) months from the date of its execution unless a longer period is expressly provided in the proxy.

## **ARTICLE V - MEETINGS (continued)**

### Section 1 - Annual Meeting (continued)

(e) *Consent:* Any action required to be, or which may be, taken at a meeting of the members may be taken without a meeting if written consent setting forth the actions so taken shall be signed by all of the dues-paying households entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous affirmative vote of the dues-paying households and shall be filed with the minutes of the proceedings of the members.

### Section 2 - Special Meetings

Special meetings of the members may be called at any time by the Board of Directors or the President, or upon written request of fifty (50) members of the Association in dues-paying households. Notice shall be given to the dues-paying households not less than five (5) days prior to such meeting.

### Section 3 - Quorum

A quorum for the transaction of business at any annual or special meeting of members shall exist when twenty-five (25) members of the Association in dues-paying households are present at such meeting. Unless expressly provided by these By-Laws, a simple majority of the votes cast by dues-paying households having a member present in person or by proxy at any annual or special meeting at which there is a quorum shall be necessary to pass any resolution.

## **ARTICLE VI - ADMINISTRATIVE STRUCTURE**

### Section 1 - Officers

(a) *Composition:* The Officers shall consist of a President, a Vice President, a Secretary, an Assistant Secretary, a Treasurer, an Assistant Treasurer, an Immediate Past President, and such other officers and assistant officers as may be determined by the Board of Directors. The President, Vice President, Secretary, and Treasurer shall be elected at the annual meeting of members to two-year terms. The Assistant Secretary and Assistant Treasurer shall be appointed for two-year terms by the President after the annual meeting of members. The Board of Directors may designate a Vice President as an Executive Vice President and may designate the order in which other Vice Presidents may act.

(b) *Nomination:* A slate of Officers to be elected shall be selected by the duly constituted Nominating Committee. Such Officers shall be elected at the annual meeting of members and shall take office immediately.

(c) *Term:* Each Officer shall hold office for the term for which he or she has been elected or appointed and until his or her successor has been qualified, or until his or her earlier resignation, removal from office, or death.

## **ARTICLE VI - ADMINISTRATIVE STRUCTURE (continued)**

### Section 1 - Officers (continued)

(d) *Vacancy:* Vacancies in any office shall be filled by the Board of Directors for the unexpired term of such office.

(e) *Duties:*

(1) The President shall be the chief executive officer of the Association and shall give general supervision and direction to the affairs of the Association, subject to the direction of the Board of Directors. He or she shall preside at all meetings of the members, the Board of Directors, and the Executive Committee. The President shall be an ex-officio member of all standing committees.

(2) The Vice President shall act in the case of the absence or disability of the President. The Vice President shall in the absence or disability of the President perform such other duties as may be required of him or her by the President.

(3) The Secretary shall record and maintain the minutes of the proceedings of the members and of the Board of Directors, and any committees of the Board of Directors, and shall have custody of and affix the seal of the Association when necessary. The Assistant Secretary is authorized to affix the seal of the Association, and both the Secretary and the Assistant Secretary are authorized to give certificates with respect to the Articles of Incorporation and By-Laws of the Association and any resolutions of the members, the Board of Directors, or any committee of the Board of Directors. The Secretary shall have custody of all files, records, and other documents and be responsible for their safekeeping.

(4) The Treasurer shall collect and receive all monies of the Association, shall deposit same in such depository as shall be designated by the Executive Committee, shall expend monies upon the direction of the Executive Committee, and shall prepare an annual financial report. The Treasurer shall file all necessary tax returns and shall file the annual registration with the Georgia Secretary of State. The Treasurer shall maintain complete and accurate books and records with respect to the finances and operation of the Association. The books and records shall be available for periodic review by the Board of Directors.

(5) Each officer or other agent of the Association shall have such other duties and authority as may be conferred upon him or her by the Board of Directors or delegated to him or her by the President.

### Section 2 - The Board of Directors

(a) *Composition:* The Board of Directors shall consist of the Officers and the Directors-at-Large.

## ARTICLE VI - ADMINISTRATIVE STRUCTURE (continued)

### Section 2 - The Board of Directors (continued)

(b) *Directors-at-Large:* There shall be a minimum of three (3) and a maximum of twenty-five (25) Directors-at-Large. Directors-at-Large shall be elected for two-year terms. The terms for the Directors-at-Large will be staggered so that each year, the terms of approximately one-half of the Directors-at-Large shall expire. The Nominating Committee is responsible for determining how to initially stagger the terms of the Directors-at-Large.

(c) *Nominations:* A slate of Directors-at-Large shall be selected by the duly constituted Nominating Committee. Such Directors-at-Large shall be elected at the annual meeting of members and shall take office immediately.

(d) *Duties:* The Board of Directors shall manage the affairs of the Association, subject to any restrictions imposed by these By-Laws.

(e) *Regular Meetings:* The Board of Directors shall meet at least once during the fiscal year. Notification by mail, personal delivery, or electronic transmission shall be given at least fifteen (15) days before such meeting to the Directors.

(f) *Special Meetings:* The Board of Directors may meet at such time as the Board may deem appropriate. However, such Board shall meet when requested to do so upon seventy-two (72) hours' notice by any five (5) members thereof, which notice shall specify the date, time, and place of the meeting.

(g) *Quorum:* Fifty (50%) percent of the members of the Board of Directors shall constitute a quorum.

(h) *Removal:* The Board of Directors shall serve until their successors are elected and have taken office; however, any member of the Board may be removed by the affirmative vote of two-thirds (2/3) of the Directors present and voting at a meeting duly called for such purpose. Any such member of the Board whose proposed removal is to be voted on at such meeting shall be given prior written notice thereof and shall be given the opportunity to be heard at such meeting.

(i) *Resignation:* Any Board member may resign by giving written notice of same. A Director shall be deemed to have resigned as a Director if they are no longer a member of the association, and the Board of Directors may, upon the vote of at least fifty (50%) percent of the Directors present and voting at a meeting of the Board, deem a Director to have resigned if he or she is absent from three (3) meetings of the Board.

(j) *Vacancy:* Vacancies on the Board of Directors may be filled by the remaining members of such Board. Such new members shall serve the unexpired term of such office.

## ARTICLE VI - ADMINISTRATIVE STRUCTURE (continued)

### Section 2 - The Board of Directors (continued)

(k) *Conflict of Interest:* Any member of the Board of Directors or of a standing committee shall reveal to the Board of Directors, officers, and respective committee any conflict or potential conflict of interest in matters before the Association.

(l) *Eligibility:* Directors shall consist of natural persons age twenty-one (21) years or older who are members of the Association at the time of their election. Only one member of each dues-paying household may be a member of the Board of Directors.

(m) *Voting:* Unless otherwise expressly provided by these By-Laws, a simple majority of the Board of Directors present at a meeting of the Board at which there is a quorum shall be necessary to pass any resolution.

(n) *Ex-Officio Representatives:* The Board of Directors may appoint and remove from time to time one or more non-voting Ex-Officio Representatives who represent institutions or businesses within or in the vicinity of the Area. Ex-Officio Representatives shall be entitled to attend all regular and special meetings of the Board of Directors, but shall not be counted for the purpose of determining whether there is a quorum or be entitled to vote on any matters coming before the Board of Directors.

### Section 3 - Committees

(a) *Executive Committee:* There shall be an Executive Committee composed of the President, the Vice President, the Secretary, the Treasurer, and the Chairman of the Security Committee. This committee shall have the powers of the Board of Directors between meetings of the Board of Directors. A quorum shall consist of a majority of all members of the Executive Committee.

(b) *Nominating Committee:* There shall be a Nominating Committee consisting of not less than three (3) members. The Immediate Past President shall be the chairman. Other members shall be named by the Executive Committee. This committee shall submit a complete slate of officers and Directors-at-Large to the President at least ten (10) days prior to the annual meeting of the members.

(c) *Zoning Committee:* There shall be a Zoning Committee which shall be responsible for representing the Association at the NPU-A Executive Board Meeting and General Meetings, and all other land use meetings affecting the Area of the Association. The committee shall consist of the Zoning Chairman and members appointed by the Executive Committee.

(d) *Membership Committee:* There shall be a Membership Committee which shall be responsible for retaining and increasing membership in the Association. The Membership Committee shall be responsible for maintaining the membership records of the Association. The committee shall consist of the Membership Chairman and members appointed by the Executive Committee.

## **ARTICLE VI - ADMINISTRATIVE STRUCTURE (continued)**

### Section 3 - Committees (continued)

(e) *Security Committee:* There shall be a Security Committee which shall be responsible for managing the off-duty police who are hired by the Association to patrol the Area. This committee shall consist of the Security Chairman and members appointed by the Executive Committee.

(f) *Standing Committees:* There shall be additional committees, the number and function of which shall be determined by the Board of Directors. Each such committee shall have a chairman and members appointed by the Executive Committee.

## **ARTICLE VII - POLICIES**

### Section 1 - Fiscal Year

The fiscal year shall end December 31.

### Section 2 - Record Date

For the purpose of determining dues-paying households entitled to notice of, or to vote at, any meeting of the members or any adjournment thereof, or in order to make a determination of members and/or dues-paying households for any other purpose, the Board of Directors may fix in advance a date as the record date for determination of a dues-paying household whose dues are currently paid, such date in any case to be not more than fifty (50) days prior to the date on which the particular action requiring such determination of dues-paying households is to be taken.

### Section 3 - Depositories, Signatures, and Seal

(a) *Depositories:* All funds of the Association shall be deposited in the name of the Association in such bank, banks, trust companies, credit unions, or other financial institutions as the Board of Directors may from time to time designate.

(b) *Signatures:* All contracts, deeds, and other instruments shall be signed on behalf of the Association by the President or by such other Officer or Officers as the Board of Directors may from time to time designate.

(c) *Seal:* The seal of the Association shall be as follows:

[AFFIX SEAL]

## **ARTICLE VII - POLICIES (continued)**

### Section 4 - Net Earnings

No member of the Association shall be entitled to any portion of the net earnings of the Association. Such net earnings shall not inure to the benefit of any private person and shall be held and used only for the purposes specified in the Articles of Incorporation; however, nothing herein contained shall be construed as preventing the Association from paying any member or non-member for services rendered for the Association.

### Section 5 - Checks

All checks of the Association shall be signed by the Treasurer, and all checks in excess of One Thousand and No/100 (\$1,000.00) Dollars shall be countersigned by the President.

### Section 6 - Liquidation

In the event of liquidation of the Association, any excess funds, after payment of expenses and debts, shall be distributed as directed by a majority vote of the Board of Directors, provided that no such funds shall inure to the benefit of any member of the Association.

## **ARTICLE VIII - INDEMNITY**

The Association shall indemnify its Officers, Directors, and other agents to the maximum extent permitted by, and in the manner provided by, Sections 14-3-850, et seq., of the Official Code of Georgia Annotated, as amended, and may, in the discretion of the Board of Directors and subject to the limitations contained in such Code sections, purchase and maintain liability insurance on behalf of such Officers.

## **ARTICLE IX - AMENDMENT OF BY-LAWS**

The Board of Directors shall have the power to alter, amend, or repeal the By-Laws or adopt new by-laws, but any by-laws adopted by the Board of Directors may be altered, amended, or repealed and new by-laws adopted by the dues-paying households of the Association entitled to vote. The dues-paying households of the Association entitled to vote may prescribe that any by-law or by-laws adopted by them shall not be altered, amended, or repealed by the Board of Directors. Action by the Board of Directors with respect to the By-Laws shall be taken by an affirmative vote of a majority of all of the Directors then in office. Action by the members with respect to the By-Laws shall be taken by an affirmative vote of the lesser of (i) a majority of all dues-paying households of the Association entitled to vote, or (ii) two-thirds of the dues-paying households entitled to vote who are present at a meeting of the members at which there is a quorum.