

Cabbagetown Neighborhood Improvement Association Bylaws

As approved 10/13/2015

Article I – Name and Purpose

1.01 The name of this organization -- a non-profit corporation organized under the laws of the State of Georgia and Section 501(c)(3) of the U.S. Internal Revenue Code -- shall be the Cabbagetown Neighborhood Improvement Association, Inc. [hereinafter referred to as the Association].

1.02 The purpose of this organization is to bring together neighbors to inform, strengthen and improve our historic neighborhood. The organization serves as Cabbagetown's voice to all city agencies.

Article II -- Offices

2.01 The principal office of the Association shall be located at the Cabbagetown Neighborhood Community Center, 177 Estoria St. SE, Atlanta, GA 30316.

Article III -- Meetings

3.01 Regular membership meetings of the Association shall be held on the second Tuesday of each month at the Cabbagetown Neighborhood Community Center. Unless otherwise provided herein, notice stating the date, time, place and agenda of the regular membership meeting shall be published not less than seven calendar days before the date of each meeting. Publication of meeting notices on the Association's website, in the Cabbagetown Neighbor, and a physical bulletin board located on Carroll Street fulfills the requirements of this Section and will be the ordinary means of such notice.

3.02 The Annual Meeting shall coincide with the regular membership meeting in March and shall be for the purpose of electing Association officers and Standing Committee chairpersons, receiving reports of officers and committees, and conducting any other business that may arise.

3.03 Special meetings may be called by the President of the Association. Except in exigent circumstances at least three days notice of any special meeting shall be given to the membership. Such notice and an agenda for the meeting will be published on the Association's website.

3.04 No quorum is required for a regular meeting. Motions may be passed by a simple majority vote of the members in attendance.

3.05 Except as these bylaws provide otherwise, special notice shall be given in the manner set out in Article III, Section 3.01 identifying in as much detail as is practicable any motion proposing:

- (a) approval of expenditure of funds beyond \$500 not expressly provided for within the annual budget of the Association,
- (b) approval of a requested change in zoning,
- (c) review and approval or denial of any proposal for a Certificate of Appropriateness as heard and reviewed by the Association's Historic Preservation/Land Use Committee
- (d) any motion proposing an amendment to these bylaws
- (e) liquor license applications
- (f) changes in business licenses

All proposals for Certificates of Appropriateness must appear in the Cabbagetown Neighbor prior to review at a meeting of this Association. Previous notice is encouraged, but not

required, for all other motions known in advance.

3.06 There shall be no proxy voting.

Article IV -- Membership

4.01(a) Eligibility for Membership: Membership in the Association shall be limited to any individual who is at least 18 years of age and either (1) maintains their primary residence in the Cabbagetown Neighborhood, (2) owns property within the Cabbagetown Neighborhood, or (3) is the designee of a business as specified in 4.01(b) within the Cabbagetown Neighborhood.

(b) Business representation: A business owner or owners, in possession of a current City of Atlanta business license with a Cabbagetown address, may specify a single designee, which may be the business owner, to represent the interests of and vote on behalf of said business. If a business owner and a designee both attend a meeting, they cannot both cast a vote. The business owner(s) must complete a membership form for the Designee, which, if approved, will confer membership status to the individual by the same process as an individual qualifying under 4.01(a)(1) or 4.01(a)(2). A business may have only one designee at a time and the designee is the only individual allowed to represent that business. A business owner may designate themselves.

(c) Neighborhood delineation: The Cabbagetown Neighborhood shall mean that area as defined by the City of Atlanta bounded on the south by the center line of Memorial Drive and on the north by Hulsey Yard, on the east by the center line of Pearl Street, and on the west by the center line of Boulevard.

4.02 A request for membership is effectuated by completing the online membership registration form or by completing this form in person at a meeting of the Association.

4.03 Membership in the Association is on an annual basis and must be renewed annually on or after the annual Association meeting held in March of each year. All new applications must be in writing or by electronic transmission on a form designed by the Association for this purpose. Any applicant for membership who is deemed ineligible for membership shall be notified by the Association within 10 days of receipt of the application. Bill statements and government issued identification are adequate proof of residency. Membership renewals may be processed at any meeting of the Association including the Annual Meeting or during the year. Anyone can join during the year but must be a member at least one day before voting is allowed.

4.04 For voting purposes each member is entitled to one vote on each matter voted on by Members. Individuals qualifying for membership under any combination of conditions in 4.01 have the right to vote only once.

4.05 The Association does not discriminate in its membership on the basis of age, race, gender, marital status, sexual orientation, religion, ethnicity, nation of origin, or citizenship status.

4.06 Membership is automatically revoked when individual no longer meets any of the qualifications of 4.01.

Article V -- Officers

5.01 The officers of the Association shall be a President, Vice-President, Secretary, and Treasurer. The officers shall perform their duties to the best of their ability, and as prescribed in these bylaws. The term of office shall be one year and an officer may only serve in the same role for three consecutive terms.

5.02 Functions of the Officers

(a) The President shall preside at the regular membership meetings, special meetings, and shall perform all administrative duties required by the office. The President shall be designated the Chief Executive Officer of the Association and recorded as such with the Georgia Secretary of State in accordance with Georgia law. The President shall be designated the second signatory for any financial transaction, check, or other document required and authorized by the Association.

(b) The Vice-President shall assist the President in his or her duties, preside over meetings at which the President is not in attendance, maintain the membership roles of the Association, chair the biennial ad hoc Bylaws Committee tasked to review and propose changes to these bylaws, and encourage membership and participation in the Association.

(c) The Secretary shall be responsible for the minutes and both incoming and outgoing correspondence of regular membership meetings, special meetings, and correspondence of the office of the President. This includes the taking or collection, preparation, publication, and retention of all minutes and correspondence. Minutes for a particular meeting will be made available for the next scheduled meeting of the same variety, and shall be posted on the Association's website and published in Cabbagetown Neighbor. Any member may request to see the minutes and correspondence records of the Association upon five days notice to the Secretary.

(d) The Treasurer shall keep all financial records, receive all monies, sign all disbursements, and recommend action concerning the Association's financial affairs to the membership. The Treasurer shall be responsible for monitoring budgetary limits on disbursements, and reporting receipts and disbursements by each committee at each regular meeting as part of the Treasurer's report. The Treasurer shall also be responsible for the annual filing of Form 990 or any currently required documents with the U.S. Internal Revenue Service and the Georgia Department of Revenue, and for renewing the Association's annual registration with the Secretary of State of Georgia. The Treasurer shall be authorized to transact any business with any financial institution in which the Association deposits funds in its control, to sign checks or other financial instruments on behalf of the Association, and to conduct such other financial business of the Association as directed by the Membership. The Treasurer may write checks for amounts greater than \$500 not expressly provided for within the annual budget only when the President acts as a second signatory.

5.03 Nominations for officers and committee chairpersons will be made at the regular membership meeting in February and at the Annual Meeting in March, with the election to be held at the March meeting. Officers and chairpersons must be members of the Association. No person is eligible to be elected as an Officer unless they have attended at least three previous Association meetings within the previous twelve months. The term of office shall be one year and shall run from the close of the Annual Meeting through the Annual Meeting of the following year, or until their successors have been elected. Any officer may serve three consecutive terms in the same position. After a period of one year or more, the individual may run for that position and shall again be limited to two consecutive terms. A three year consecutive term limit applies only to Officers, not Committee Chairs. Officers are subject to the term limits in place at the time of their election.

5.04 The President may select a member to fill any unfilled or vacated Officer or Standing Committee chairperson position, if deemed necessary and confirmed by the Association's membership.

5.05 All Officers are expected to turn over all current and archived files to their successor within one month.

Article VI - Executive Committee

6.01 The Officers of the Association, along with the NPU-N Representative, the chairperson of the Historic Preservation/Land Use Committee shall constitute the Executive Committee. The Executive Committee may also include up to 3 members at-large.

6.02 The Executive Committee shall manage the business affairs of the Association in accordance with these bylaws and the votes of the Membership, call special meetings of the membership, and adopt such policies, rules, and regulations as may be necessary for the conduct of its meetings and the efficient operation of the Association.

6.03 Regular meetings of the Executive Committee shall be held at a time and location at a frequency no less than quarterly. Notice in Cabbagetown Neighbor and an announcement on the Association's website, stating the date, time, and place of regular Executive Committee meetings, shall be published no less than seven (7) days before the date of each meeting. Special meetings of the Executive Committee may be called by the President. Except in exigent circumstances, at least three (3) days notice of any such meeting shall be given to the Association's membership. Executive Committee meetings shall be open to all Association members for observation.

6.04 All decisions of the Executive Committee shall be reported to the membership at the regular monthly meeting.

6.05 At any meeting, a simple majority of the Executive Committee shall constitute a quorum for the conduct of business.

Article VII – Standing Committees & Ad Hoc Committees

7.01 The Standing Committees of the Association shall be as follows: Hospitality, Historic Preservation & Land Use, Communications, and Public Safety.

7.02 Each Standing Committee shall be composed of a chairperson elected by the membership and at least two additional volunteer members of the Association, unless otherwise prescribed by the Association. Standing Committees and Ad Hoc Committees should create their own written requirements for voting membership and submit to CNIA for review. The chairperson of each Standing Committee is responsible for maintaining records of all business coming before the committee, all correspondence, all recommendations to the Association, and for the transfer of records to their successor. A copy of all correspondence and agreements shall be made available to the Secretary of the Association. Documents and updates to the Committee shall be sent to the Communications Committee for appropriate postings on the Association's website and made available to the community.

7.03 The responsibilities of each of the Standing Committees shall include, but not be limited to, the following:

(a) Hospitality: Assisting in welcoming newcomers to the community and arranging for logistics involved in neighborhood activities (e.g. festivals, yard sales, special events, etc.).

(b) Historic Preservation & Land Use: Reviewing all development proposals for Cabbagetown including review of all applications for Certificates of Appropriateness in Cabbagetown. Present actions taken by the Committee including review of Certificate of Appropriateness to the membership for review and action. Act as a resource for all property owners, builders, developers, real estate professionals and others interested in renovation and redevelopment in the neighborhood, and provide guidance with regard to

the UDC process. Engage with the Atlanta City Council, Atlanta Beltline, Inc., the Atlanta Office of Planning, other organizations, and adjoining neighborhoods regarding current and future zoning and land use issues. Provide information to the membership of upcoming zoning and/or land use issues that affect the neighborhood.

(c) Communications: Maintaining contact with government, media, resources, other community organizations and individuals, and producing monthly newsletters and/or other media as necessary or appropriate. Work to make the Association more efficient and the neighborhood a better place to live through the use of technology. Add content to, update, and maintain the Association's website. Coordinate strategies around the distribution of information via print, web, email and other mediums.

(d) Public Safety: Working as liaison between the Association and the city public safety departments (e.g., Police; Fire; Corrections). Keeping record of the number and types of crimes occurring in the community, as well as helping to coordinate the development of effective and ongoing programs to eliminate criminal activity, and sharing such information with the Communications Committee and the membership of the Association. Providing oversight to the Neighborhood Watch program and Neighborhood Watch Coordinator as needed. Advocate on behalf of the Association in municipal and county courts, probation and parole hearings, and proceedings involving pardons. Pursue coordinated solutions to shared concerns with adjoining neighborhoods.

7.04 Each Standing Committee shall develop and present to the Association an annual action plan and itemized budget. This action plan and itemized budget shall be presented at the January Executive Committee meeting for review and acceptance. The preliminary action plan and itemized budget as accepted by the Executive Committee shall be distributed or posted by February for membership review and acceptance.

7.05 Each Standing Committee shall represent the position of the Association before appropriate organizations and shall provide such reports to the Association on its progress and activities at the regular membership meetings. Where there exists a counterpart committee of the NPU-N, Standing Committees of the Association are expected to coordinate their efforts with such NPU-N committees.

7.06 Each chairperson of each Standing Committee shall manage the business affairs of the committee, call regular meetings of the committee, and adopt such policies, rules, and regulations as may be necessary for the conduct of its business and meetings, and its efficient operation, consistent with these bylaws and the laws of the State of Georgia. No chairperson of any committee, nor any committee, may represent to any person, corporation, or other entity that it represents the wishes or policy of the Association unless the membership of the Association shall have approved such action by majority vote at a regular or special meeting of the membership.

7.07 Each chairperson of each Standing Committee shall report any proposed business to the Board prior to such business being presented to the membership of the Association at any regular or special meeting of the Membership.

7.08 All chairpersons are expected to promptly turn over all current and archived files to their successor.

7.09 Ad hoc committees and their chairpersons shall be appointed by the President, as deemed necessary.

7.10 An ad hoc committee may become a Standing Committee after 12 months or, at the will of the Association, may extend their ad hoc status for additional 12 month increments.

Article VIII – Contracts, Loans, Checks and Deposits.

8.01 No loans shall be contracted by the Association and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the Executive Committee and approved by the Association's membership. Such authority may be general or confined to specific instances.

8.02 All checks, drafts, notes, other orders for the payment of money, or other forms of indebtedness issued in the name of the Association shall be signed by the Treasurer. If the Treasurer is unavailable or unable to execute or sign required documents, the President shall execute such documents as Chief Executive Officer with another member of the Executive Committee acting as a second signatory.

8.03 All checks, drafts, notes, orders for payment, or other forms of indebtedness for the amount of \$500 not expressly provided for in the annual budget or more require a second signatory.

8.04 All funds of the Association shall be deposited from time to time, to the credit of the Association in such banks, trust companies, or other depositories as the Executive Committee, and as approved by the membership, may select.

Article IX – Decorum

9.01 Courtesy and Respect: Members shall behave in a courteous and respectful manner at the Association's meeting and other activities. The Association, by majority vote of members present, may impose sanctions up to and including expulsion from the meeting or activity for violations of this section.

9.02 Gaining the Floor: A Member seeking the floor shall rise in place and respectfully address the presiding officer. Members should not address each other directly but may address each other through the presiding officer. Members may not speak until recognized by the presiding officer.

9.04 Speaking limit: A Member may only speak to the assembly for 3 minutes unless otherwise specified by the presiding officer, prior to taking the floor.

Article X – Parliamentary Authority

10.01 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 Association may adopt.

10.02 The CNIA President or presiding officer will break ties.

Article XI – Conflict of Interest

11.01 A conflict of interest is defined as any member or a related person having a beneficial financial interest in or related to an action effected or proposed to be effected by the Association 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 Association) of which the Member is a director, general partner, agent, employee or employer.

11.02 Disclosure and Nonparticipation: 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. Such a member, having identified a conflict of interest, will only be allowed to participate in the vote if a majority of members approve of their participation.

11.03 In addition to the provisions of Sections 11.01 and 11.02 above, members of the Executive Committee 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 XII - Removal from Office

12.01 Any member, chairperson, or officer may be suspended or removed from office or from the official membership roll for cause, by making a motion and receiving a two-thirds (2/3) majority vote of the Association membership in attendance at a regular membership meeting, provided that such cause must have been presented as a resolution to impeach at the regular membership meeting immediately prior to the meeting at which the vote occurs. During the suspension or removal process, the member, chairperson, or officer must give up access to bank accounts for one month.

12.02 The order of succession will be President, Vice-President, Secretary, and then Treasurer.

Article XIII – Amendments

13.01 Any member may propose an amendment to these bylaws by submitting the amendment in writing to the Executive Committee, 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 Executive Committee.

13.02 An amendment shall be adopted only when the Executive Committee recommends the amendment to the Members or makes no recommendation but communicates the basis for its choice to the Members, and the Members entitled to vote approve the amendment by two-thirds of the votes cast.

13.03 Notice of any meeting at which the Members will consider a proposed amendment to these bylaws shall be in writing in the Cabbagetown Newsletter and other means of communication, and shall state the full text of the proposed amendment.

13.04 After being passed, an amendment shall take effect at the conclusion of the meeting at which it is adopted.

Article XIV - Fiscal Year

14.01 The fiscal year of the Association shall begin on the first (1st) day of January each year.

Article XVI – Effective Date

15.01 These bylaws shall be effective upon adoption.

Article XVII – Dissolution

Upon dissolution of this organization, all remaining assets shall be distributed to an organization qualifying as a non-profit organization upon majority vote of the membership of the CNIA.