

# **FRIENDS OF INMAN PARK, INC.**

## **BYLAWS**

### **ARTICLE I: NAME, LOCATION AND OFFICES**

**1.1.** The name of this Corporation is the Friends of Inman Park, Inc. (hereinafter "Corporation").

**1.2.** The Corporation shall maintain a registered office in the State of Georgia and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Non-Profit Corporation Code. The office of the Corporation shall be located at: 744 W Ashland Ave NE Atlanta, GA 30307.

### **ARTICLE II: PURPOSES AND GOVERNING INSTRUMENTS**

**2.1.** The Corporation shall be organized and operated as a non-profit corporation under the provisions of the Georgia Non-Profit Corporation Code.

**2.2.** The Corporation shall be governed by a Board of Directors, which shall be responsible for overseeing pursuit of the Corporation's purposes, as set forth herein and in the Articles of Incorporation. The Corporation's purposes are exclusively educational and charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation shall not have members.

**2.3** The Corporation has been created for the following purposes:

- (a) to maintain and improve public lands and rights of way within or around Inman Park, including green spaces, roads and sidewalks, street lighting and signs, bicycle paths, landscaping, and other such features for public use. For purposes of these Bylaws and the Corporation's Articles of incorporation the term "Inman Park" shall refer to and mean that area within the City of Atlanta, Georgia identified as the Inman Park Historic District as shown on platted map dated October 22, 2001 by the Atlanta Urban Design Commission, copy of which map is attached hereto as Exhibit A and by this reference is incorporated herein.
- (b) to publicize information regarding the history of Inman Park;
- (c) to design and implement educational materials and training to fulfill the goals of educating the public and preserving Inman Park's public spaces;
- (d) to organize community involvement in civic projects through education, funding and by forming partnerships with other charitable or public entities;
- (e) to fund specific projects for the improvement of public lands and right of ways within or around Inman Park, and/or educational initiatives related to this purpose;

- (f) to perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable or conducive to advancing the Corporation's purposes, directly or indirectly, as set forth in the Articles of Incorporation and these Bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Non-Profit Corporation Code (within and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code).

**2.4.** The Corporation shall be governed by its Articles of Incorporation and these Bylaws.

### **ARTICLE III: BOARD OF DIRECTORS**

#### **3.1. Composition of the Board of Directors.**

- (a) The Corporation's Board of Directors shall consist of five (5) members.
- (b) All members of the Board of Directors shall be current residents or property owners within the boundaries of the Inman Park Historic District, as shown on Exhibit A.
- (c) The members of the Board of Directors shall be elected to serve for two (2) year terms. The terms of these members of the Board shall be staggered, so that no more than two of these Board members stand for election at the same time.
- (d) No paid employee of the Corporation may be a Board member, but any such employee may attend meetings and offer suggestions to the Board.
- (e) Copies of any and/or all correspondence prepared or received by the Board of Directors shall be given to the Secretary and maintained in permanent files.

**3.2.** Committees may be appointed by the Board of Directors as follows:

- (a) A **Budget Committee**, if created, shall be comprised of the Treasurer and at least two (2) other members of the Board of Directors. The Budget Committee shall prepare an annual budget to be submitted to the Board of Directors at the annual meeting.
- (b) An **Executive Committee**, if created, shall be composed of the President, Vice President of Operations and the Treasurer. The Executive Committee shall present a complete report of the activities of the Corporation at each regular meeting and/or special meeting.
- (c) A **Special Committee** may be appointed by the Board for "one-time" or short term projects, including the nomination of officers of the Corporation, and shall be dissolved after the project is completed. Each Special Committee shall consist of a chairperson and two or more board members.

**3.3 Vacancies.**

- (a) In the event of a vacancy on the Board of Directors, the remaining members of the Board shall appoint a replacement from a list of names submitted by a nominating committee and/or suggested by the remaining Board members.
- (b) Such appointed person(s) shall serve the remainder of the term of the Board member(s) creating such vacancy.

**3.5 Quorum.**

- (a) A quorum shall be three (3) of the five (5) members of the Board of Directors.
- (b) A quorum of the Board of Directors (either in person, by telephone, or electronically) must be present in order to conduct the business of the Corporation at any meeting.
- (c) A majority of those present at any meeting shall be required to pass any measure before the Board.
- (d) The Board of Directors may, by unanimous written consent, take any action that it would otherwise be authorized to take at an annual or a regular meeting, except that any action (1) to approve the disbursement of funds for any capital project or (2) to amend these Bylaws may only be taken at an annual or regular meeting and cannot be approved by written consent.

## ARTICLE IV: MEETINGS

### 4.1 Attendance.

- (a) Meetings shall be attended by the Board of Directors.
- (b)
- (c) Regular meetings shall be open for the general public to attend.

### 4.2 Annual Meetings.

- (a) An annual meeting shall be held in December of each year.
- (b) A slate of officers shall be presented by the Nominating Committee and voted upon at the annual meeting.

### 4.3 Regular and Special Meetings.

- (a) Regular meetings of the Board of Directors shall be held quarterly in March, June, September.
- (b) Special meetings may be called by the Board of Directors with the concurrence of two (2) members of the Board.

### 4.4 Executive Committee.

The Executive Committee, if any, shall meet as frequently as it deems necessary upon request of the President or any two (2) officers, at such time and place as specified in the notice of the meeting.

### 4.5 Meeting Location.

The Board of Directors may designate any place within the City of Atlanta, Georgia, as the meeting place for any annual, regular, and/or duly called special meeting. Then, and in such event, the meeting shall be held at such location as designated by the authority calling the meeting.

### 4.6 Notice.

Whenever notice is required, each member shall receive a written notice from the Secretary (or officer calling the special meeting) of the time, place and date of the meeting and the order of business to be considered. Said notice may be mailed, faxed, electronically mailed, or hand delivered. Notice shall be given at least 14 days in advance of any meeting, but the formalities of this paragraph may be waived in writing by a majority of the Board.

## **ARTICLE V: OFFICERS**

### **5.1 Election and Term of Officers.**

- (a) The Corporation shall have the following officers: A president, a vice president of administration and a vice president of operations (which two positions may be combined in the discretion of the Board) a secretary and a treasurer (which two positions may likewise be combined in the discretion of the Board).
- (b) Officers of the Corporation shall be nominated and elected by the Board of Directors of the Corporation for terms of one year each. These terms shall coincide with the term of office of the ex officio member of the Board.

### **5.2 All Officers.**

- (a) shall give a report at each annual, regular and/or special meeting.
- (b) shall give copies of any and/or all correspondence, incoming and outgoing, to the Secretary.

### **5.3 The President.**

- (a) shall serve as a member of and attend all meetings of the Board of Directors.
- (b) shall preside at all meetings.
- (c) shall call and preside over all special meetings when such meetings are proposed.
- (d) shall preside over the Board of Directors.
- (e) shall perform all administrative duties as required by the office.
- (f) shall prepare an agenda for each meeting.

### **5.4 Vice President of Administration.**

- (a) shall serve as a member of and attend all meetings of the Board of Directors.
- (b) shall preside over meetings in the absence of the President.
- (c) shall monitor the administrative activities of the office.

### **5.5 Vice President of Operations.**

- (a) shall serve as a member of and attend all meetings of the Board of Directors.
- (b) shall preside over meetings in the absence of the President and the Vice President of Administration.
- (c) shall prioritize charitable projects for the Friends of Inman Park.

- (d) shall, with the treasurer, determine cost of projects and solicit bids for work to be done, if necessary.
- (e) shall arrange meetings with outside vendors and/or other organizations that the Board deems necessary to fulfill the purposes of the corporation.

**5.6 Secretary.**

- (a) shall serve as a member of and attend all meetings of the Board of Directors.
- (b) shall take and keep a record of the minutes of all meetings including special meetings.
- (c) shall prepare such correspondence as is required by the President or the Board of Directors. The subject matter of all such items will be announced and a true copy will be made available at the regular meeting. All such copies will be retained in a permanent correspondence file in chronological order.
- (d) shall maintain an archive file of any and/or all correspondence prepared or received by any member of the Board of Directors.
- (e) shall publish and maintain a list of the Board of Directors.
- (f) shall prepare meeting notices and provide a copy to each member of the Board of Directors.
- (g) shall assist the President with the annual report of the corporation.
- (h) shall prepare press releases or other communications as the Board deems necessary to further the purposes of the corporation.

**5.7 Treasurer.**

- (a) shall serve as a member of and attend all meetings of the Board of Directors.
- (b) shall keep and maintain all financial records, including, but not limited to, the checking account and savings account for the corporation.
- (c) shall recommend action concerning financial affairs to the President.
- (d) shall perform all duties within the guidelines that all disbursements of funds over Five Thousand and no/100---(\$5000.00)- constitute a policy decision and, therefore, must be approved by the Board of Directors.
- (e) shall be the Chairperson of the Budget Committee.
- (f) shall give a report of the budgetary categories and the to-date disbursements of each at the regular meetings.

## **5.8 Removal From Office.**

- (a) Officers may be removed by a two-thirds (2/3) vote of the members of the Board of Directors present and voting at a regular meeting.
- (b) Officers may resign by submitting a written resignation.

## **ARTICLE VI: CONTRACTING AUTHORITY**

### **6.1 Contracts.**

The Board of Directors may authorize any officer(s) or agent(s) in addition to the officers authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of or on behalf of the corporation. Such authority may be general or confined to specific instances.

### **6.2 Checks.**

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by the President or the Treasurer. If the amount of the check or draft exceeds \$5000.00, then the check shall bear the signature of both the President and the Treasurer.

### **6.3 Investments.**

Any funds belonging to the corporation which are not needed for current activities, and which are not restricted in any other manner, may, at the discretion of the Board of Directors, be invested in such investments as permitted by law.

### **6.4 Gifts.**

The Board of Directors, acting on behalf of the corporation may accept contributions, gifts, bequests, or devise for general purposes or for any special purpose of the corporation.

## **ARTICLE VII: INDEMNIFICATION OF DIRECTORS AND OFFICERS**

### **7.1 Members.**

For the purpose of this indemnification clause, members of the Board of Directors, the Executive Committee, and/or any person(s) presently serving, or who has served at the request of the Board of Directors are referred to as "Member(s)" entitled to indemnification for their official acts on behalf of the Corporation. "Member(s)" shall include their respective heirs, executors and administrators;

### **7.2 Indemnification.**

The Corporation shall, to the extent legally permissible, indemnify each of the Member(s) against any and all liabilities and expenses, including, but not limited to, counsel fees, court

costs, etc., reasonably incurred by Member(s) in connection with the defense or disposition of any action, suit or other proceeding in which the Member(s) may be involved, or which the Member(s) may be threatened with, while in office or thereafter, by reason of the Member(s) being or having been such a member of the Board of Directors, the Executive Committee and/or Director.

### **7.3 Covered Action Must be in Good Faith.**

Said indemnification shall not apply to any matter to which the Member(s) shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that the Member(s) action was in the best interests of the corporation, provided, however, that as to any matter disposed of by compromise payment by such Member(s), pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided, unless such compromise shall be approved by the Board of Directors as to have been in the best interests of the corporation after notice that it involves such indemnification by a majority of the disinterested members of the Board of Directors then in office.

## **ARTICLE VIII: SEAL**

The Board of Directors shall provide a corporate seal, which shall be in such form as they agree upon.

## **ARTICLE IX: AMENDMENTS TO THE BYLAWS**

**9.1** These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds (2/3) majority vote of the Board of Directors at any regular meeting, provided, however, that the Board of Directors must first give at least sixty days notice to the IPNA Board of Directors of any proposed change to the Bylaws prior to voting thereon.

**9.2** The Secretary shall provide a written notice to the members of the Board of Directors at least ten (10) days prior to setting forth the proposed Amendment.

**9.3** Amendments shall be dated, and a copy given to the Board of Directors.