

REVISED BYLAWS OF
LAKE CLAIRE NEIGHBORS, INC.
ARTICLE I

Name

The name of this corporation shall be Lake Claire Neighbors, Inc. (“LCN” or “the neighborhood organization”).

ARTICLE II

Purpose

The purposes of LCN shall be (i) to promote the common good and general welfare in the neighborhood known as Lake Claire in the City of Atlanta, Georgia; (ii) to provide a platform to protect the residential character and quality of life of the residents of the area; (iii) to direct development that enhances pedestrian friendliness, sustainability, environmental sensitivity and diversity within the neighborhood; (iv) to cooperate with other in-town neighborhoods on issues of mutual concern; (v) to protect the lives and property of neighborhood residents; (vi) to share information and resolve conflict through a formal structure; (vii) to beautify our streets and greenspaces; (viii) to encourage community-spirited activities throughout the neighborhood; and (ix) to unite residents from the entire Lake Claire area to accomplish these mutual goals.

ARTICLE III

Members

Section 1. Eligibility for Membership.

- (a) Qualifications. Membership in LCN shall be open to any person who is at least 18 years of age and who: (1) maintains his or her primary residence within the Lake Claire neighborhood; (2) owns real property within the Lake Claire 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 Lake Claire neighborhood.
- (b) Definition. For purposes of this article, “the Lake Claire neighborhood” shall mean that part of the City of Atlanta in Dekalb County, Georgia, which is bounded on the south by the east-west MARTA rail line; on the west by the center line of Clifton Road to the backyard line of South Ponce de Leon Avenue in the north thereby adjoining Druid Hills; on its northern boundary along the southern backyard line of South Ponce de Leon Avenue and the boundaries of the Frazier Center/Atlanta city limits; and on its eastern border to the Atlanta city limits along Ridgecrest Road to DeKalb Avenue.

Section 2. No Requirement of Fee for Membership.

- (a) No written application or payment of a membership fee is required. All persons meeting the requirements of Section 1(a) of this Article III are fully qualified to be members of LCN with full voting rights as set forth in these Bylaws; provided, however, no person meeting the requirements for membership shall be a member without his or her consent. Membership is not contingent on either payment of annual dues or any other fees or submission of a written application for membership.

Section 3. Becoming a Member of LCN

- (a) Each person desiring to be a member of LCN shall sign a statement prior to or at any regularly scheduled meeting of LCN, certifying that he or she qualifies for membership by meeting one or more of the requirements for qualification set forth in Section 1 of Article III of these Bylaws, whereupon such person shall be a member of LCN. Each person seeking to be a member of LCN shall also set forth his or her address. At the end of every meeting, the Executive Committee shall collect all signatures of new members and shall add them to the roll of members of LCN.

Section 4. Annual Dues. Annual voluntary dues shall be \$20 or such other amount as the Executive Committee, upon approval by a majority of the members at a regularly scheduled meeting, shall establish.

Section 5. Membership Roll. LCN shall maintain a roll of membership (the "Roll"), which shall be open to the members of LCN at every meeting of the members and Executive Committee of LCN. The Roll shall be reasonably available for inspection upon request of any member.

ARTICLE IV

Officers

Section 1. Designation. The following offices are established to execute the purposes of LCN: (i) president; (ii) treasurer; (iii) vice president for planning; (iv) vice president for zoning; (v) vice president for environment; (vi) vice president for public safety; (vii) vice president for communications and secretary; and (viii) vice president for fund-raising (collectively, the "Executive Committee").

Section 2. Duties.

- (a) President. The president shall be the chief executive officer of LCN and the chair of its board of directors, shall organize and preside over meetings of LCN and its Executive Committee, and shall have such duties as prescribed

by law, by these bylaws, or by the neighborhood organization's parliamentary authority.

- (b) 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 Executive Committee 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 (as defined herein) and shall make such interim reports as the Executive Committee may direct. The treasurer shall have such other duties as prescribed by law, by these bylaws, or by the neighborhood organization's parliamentary authority.
- (c) Vice President for Planning. The vice president for planning shall be LCN's NPU representative, and shall be responsible for communicating the neighborhood's decisions and recommendations to the NPU as well as such other duties as may be required by the City of Atlanta in connection therewith.
- (d) Vice President for Zoning. The vice president for zoning shall be responsible for LCN's activities related to land use and zoning and shall chair the zoning committee, in addition to such other duties as LCN or these bylaws may prescribe.
- (e) Vice President for Environment. The vice president for environment shall be responsible for the neighborhood organization's activities related to parks and greenspace, the environment, tree ordinance investigations and appeals, and neighborhood beautification, in addition to such other duties as LCN or these bylaws may prescribe.
- (f) Vice President for Public Safety. The vice president for public safety shall be responsible for the neighborhood organization's activities related to public safety and shall serve as the neighborhood organization's principal liaison to public safety agencies and organizations, in addition to such other duties as LCN or these bylaws may prescribe.
- (g) Vice President for Communications/Secretary. The vice president for communications and secretary of LCN shall maintain custody of the neighborhood organization's records, including the corporate seal and the Roll, except as prescribed by these bylaws and shall keep the minutes of all meetings and make them available to members as required by law. The vice president for communications and secretary shall also be responsible for communicating with the members of LCN, including disseminating

information regarding matters of importance to the neighborhood, decisions by the City of Atlanta and its constituent agencies, and decisions and meetings of LCN, in addition to such other duties as prescribed by law, by these bylaws, or by LCN's parliamentary authority.

- (h) Vice President for Fundraising. The vice president for fundraising shall be responsible for preparing proposals for and organizing projects for fundraising for LCN, in addition to such other duties as LCN or these 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 LCN and has, according to records maintained by the neighborhood organization, attended at least four regular meetings of LCN within the previous twelve months.

Section 4. Nominations. The nominating committee shall nominate candidates for each office at the regular meeting in October. Members may nominate other candidates from the floor at the annual meeting.

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, each candidate tied for the most votes shall deliver a statement lasting no longer than two minutes, and the vote shall be re-cast. Should a tie result on the second vote, the winner shall be determined by coin-toss.

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 until the earlier of the end of one year or until a successor is elected.

Section 7. Resignation. Any officer may resign from office by notifying LCN in writing. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 8. Removal from Office by Executive Committee. The Executive Committee may remove any officer at any time with or without cause. Removal shall require the affirmative vote of two thirds of the officers of the Executive Committee.

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 meeting of LCN immediately preceding such meeting;
- (b) Such pending motion was properly made known to the members of LCN 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 Executive Committee may fill a vacancy in any office by appointment for the remainder of the term vacated.

ARTICLE V

Agents and Representatives

Section 1. Designation. LCN or the Executive Committee may appoint the following agents or representatives: editor of *The Clarion*, webmaster, NPU-N representative, and such other representatives as necessary to represent LCN.

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 *The Clarion*. The editor of *The Clarion* shall be responsible for editing and producing *The Clarion*, the neighborhood organization's official publication.
- (b) Webmaster. The webmaster shall be responsible for editing and publishing the neighborhood organization's website.
- (c) NPU-N Representative. The NPU-N representative (who shall be the Vice President for Planning unless another is appointed pursuant to these bylaws) shall represent LCN on the executive committee of Neighborhood Planning Unit N.

Section 3. Special Representatives. LCN or the Executive Committee 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 LCN or the Executive Committee may prescribe in writing.

Section 4. Alternates. LCN or the Executive Committee 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 third Thursday of each month unless the Executive Committee orders otherwise because of a national holiday or other unusual circumstance. All regular meetings shall be open to the public. The Executive Committee may designate a different day for the Regular Meetings upon adequate notice to the members of LCN.

Section 2. Annual Meetings. The regular meeting in November 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 Executive Committee may call special meetings and shall call a special meeting upon the written request of fifteen members of LCN. 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) In General. The secretary shall notify the members of LCN 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 Executive Committee; or by posting on the front page of the neighborhood organization's official website.

Section 5. Prior Notice of Motions.

- (a) In General. Except as these bylaws provide otherwise, prior notice is required for: (1) any motion proposing approval of a requested change in zoning; (2) any motion proposing the expenditure of funds in excess of \$500; (3) any motion proposing or recommending a capital improvement of more than \$25,000 to the public areas of the neighborhood, including parks and streets; (4) any motion proposing an amendment to these bylaws; (5) any motion for which the law requires prior notice; and (6) any motion for which the neighborhood organization's parliamentary authority requires prior notice.

Prior notice is encouraged, but not required, for all other motions known in advance.

- (b) Manner of Notice. A member may give prior notice of a motion (i) in person at the regular meeting of LCN immediately preceding the meeting at which the motion shall be made, or (ii) by mail or private carrier to all members at least twenty-five days before the meeting at which the motion shall be made. 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. Intentionally Deleted.

Section 7. Intentionally Deleted

Section 8. Quorum. Ten (10) members of LCN shall constitute a quorum at any meeting of LCN.

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

ARTICLE VII

Board of Directors

Section 1. Composition. The Executive Committee of LCN shall constitute the board of directors of LCN.

Section 2. Duties and Powers. The Executive Committee 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 Executive Committee may make recommendations to the neighborhood organization and may exercise such other powers as the neighborhood organization or these bylaws may grant. The Executive Committee 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 Executive Committee shall hold regular meetings on the second Tuesday of each month or such other day as the Executive Committee may select as necessary. The Executive Committee shall fix the time and place of board meetings. All regular meetings of the Executive Committee shall be open to any member and to nonmembers at the discretion of the Executive Committee.
- (b) Special Meetings. The president may call special meetings of the Executive Committee and shall call a special meeting upon the written request of three

members of the Executive Committee. 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 Executive Committee may hold regular meetings without notice of the time, date, place and purpose of the meeting. Except in an emergency, the Executive Committee shall notify each officer of LCN of the place, date, time and purpose of each special meeting of the Executive Committee no fewer than two days in advance of the meeting date.
- (d) Action Without Meeting. Any action required or permitted to be taken at an Executive Committee meeting may be taken without a meeting if the action is taken by at least two thirds of the officers then in office. The action must be evidenced by one or more consents in writing or by electronic transmission describing the action taken, signed or confirmed by no fewer than two thirds of the officers then in office.
- (e) Quorum. A majority of the officers then in office shall constitute a quorum at any meeting of the Executive Committee.
- (f) Proxy Voting. There shall be no proxy voting.

ARTICLE VIII

Committees

Section 1. Standing Committees.

- (a) Zoning Committee. There shall be a zoning committee which shall be responsible for reviewing and making recommendations to the neighborhood organization on land use and zoning issues. All applications for zoning variances and special exception and re-zonings related to properties within the neighborhood shall be automatically referred to the zoning committee, which shall review the zoning application or issue and make a report and/or recommendation to the members of LCN at the regular monthly meeting. The zoning committee shall contain such members as the Executive Committee or the members of LCN shall determine. The Vice President for Zoning shall chair the zoning committee, and the Executive Committee shall appoint the other committee members. All meetings of the zoning committee shall be open to any member and to nonmembers at the discretion of the chair.

Section 2. Special Committees. The neighborhood organization or Executive Committee 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. Nominations. The Executive Committee shall be responsible for nominating candidates for each office to be elected at the neighborhood organization's annual meeting. The Executive Committee shall report its nominations at LCN's regular meeting in October.

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.

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 or vote on the transaction.

Section 3. Board Members. In addition to the provisions of sections 1 and 2 of this article, 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 XIII

Indemnification

Section 1. Indemnification of Directors. The neighborhood organization shall indemnify its directors, officers, and former directors and officers 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 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.

Section 2. Adoption. An amendment shall be adopted only if: (1) the Executive Committee 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.

Section 3. Notice. Notice of any meeting at which the members will consider a proposed amendment to these bylaws shall be given in the same manner as provided in Section 5(b) of Article VI hereof.

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.