

BYLAWS OF
JEFFERSON PARK NEIGHBORS ASSOCIATION, INC. (JPNA)

ARTICLE I

1. NAME, LOCATION AND OFFICES

1.1 Name. The name of this corporation is JEFFERSON PARK NEIGHBORS ASSOCIATION, INC.

1.2 Registered Office and Agent. 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 Nonprofit Corporation Code.

1.3 Other Offices. The principal office of the Corporation shall be located in East Point, State of Georgia. The Corporation may have other offices at such place or places, within or without the State of Georgia, as the Board of Directors may determine by quorum from time to time

ARTICLE II

2. PURPOSES AND GOVERNING INSTRUMENTS

2.1 Nonprofit Corporation. The Corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

2.2 Charitable, Educational and Cultural Purposes. The Corporation is a voluntary association of individuals, the purposes of which, as set forth in the Articles of Incorporation, are exclusively charitable, educational, and cultural, within the meaning of Section 501(c)(3) of the Internal Revenue Code. The purposes of the Corporation shall include, but shall not be limited to, the following:

- a. To foster a sense of community among the residents of Jefferson Park;
- b. To engage in non-partisan, non-political activities that foster communication and civic pride among residents of Jefferson Park;
- c. To promote the heightened awareness of issues affecting Jefferson Park through education and communication;
- d. To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in the Articles of Incorporation and these Bylaws, including the exercise of all other power and authority enjoyed by the Corporation generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (subject to and within the limitations of Section 501(c)(3) of the Internal Revenue Code).

2.3 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

ARTICLE III MEMBERSHIP

3. Identity of Members. All residents eighteen (18) years of age or older that live within the area bounded by Main Street, Cleveland Avenue and the eastern and northern city limits of East Point, or how Jefferson Park is defined by the City of East Point, shall be voting Members of the Corporation. Membership shall be open to all individuals without regard to race, sex, creed, color, religion, national origin, age, marital status or sexual orientation. Members shall retain their status as Members so long as they are a resident of the area defined above.

ARTICLE IV 4. MEETINGS

4.1 Annual Meeting. The annual meeting of the Members of the Corporation shall be held in November each year for the purpose of electing Directors to succeed those whose terms shall have expired at the end of the fiscal year. Such newly elected Directors shall assume the duties of his/her office on January 1 of the next fiscal year. The Members shall also hold quarterly meetings on a schedule decided by the Board..

4.2 Special Meetings. Special meetings of the Members may be called at any time for any purpose or purposes by the President, a Vice President, or a majority of the Board of Directors. Such special meetings shall also be called-upon the request in writing of a quorum of the Members entitled to vote on the business to be transacted at such meeting. Such requests shall state the purpose or purposes of the meeting. Business transacted at all special meetings of Members shall be confined to the purpose or purposes stated in the notice of the meeting.

4.3 Place of Holding Meetings. All meetings of Members shall be held at the principal office of the Corporation or elsewhere in the United States as designated by the Board of Directors.

4.4 Notice of Meetings. Notice of each regular meeting of the Members shall be published in the neighborhood newsletter or published as otherwise directed by the Board of Directors at least fourteen (14) days before the meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held.

4.5 Quorum. The presence in person (physically or electronically) of at least fifteen (15) of the Members of the Corporation shall constitute a quorum at all meetings of the Members except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the Members present or represented, without any notice, other than by announcement at the meeting, until a quorum shall attend.

4.6 Conduct of Meetings. Meetings of Members shall be presided over by the President or the Vice President of the Corporation; if neither the President or Vice President are present, the Secretary or Treasurer shall preside over the meeting. If no Board of Directors are available for the meeting, the meeting shall be cancelled and rescheduled with notice to the membership.

ARTICLE V 5. VOTING. At all meetings of Members every Member entitled to vote shall have one (1) vote. Such a vote may be either in person or by proxy. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these Bylaws a vote by ballot may be taken upon any election or matter, and the vote shall be so taken upon the request of ten percent (10%) or more of all of the Members entitled to vote on such election or matter. In either of such events, the proxies and ballots shall be received and be taken in and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes, shall be decided by the tellers, which tellers shall have been appointed by the Board of Directors of said meeting.

ARTICLE VI

6. BOARD OF DIRECTORS

6.1 General Powers. The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation.

The Board of Directors of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, and such other Officers, such additional Vice Presidents as needed and one or more assistants to the foregoing of the business of the Corporation.

Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all Officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the Members, and all Officers, and agents shall hold office at the discretion of the Members.

6.2 Number and Term of Office. The number of the Directors shall be five (5) or such other number, but not less than ~~three (3)~~ four (4) nor more than fifteen (15), as may be designated from time to time by the resolution of a majority of a quorum of the Members of the Corporation. The Directors shall be elected from persons of good character and judgment and must be a Member of the Corporation. Each Director shall serve for a term of one (1) to two (2) years .. Directors titled President, Vice President, Secretary, and Treasurer will serve a term of two (2) years, whereas non titled directors may determine their term of one (1) or two (2) years. Terms will be staggered to ensure the continuity of the business of the Board, thus necessitating an annual election of Directors to replace those whose terms will expire. There will be no limit on the number of two (2) year terms a Director may serve.

6.3 Filling of Vacancies.

a. In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other cause, the Members, by affirmative vote of the majority of a quorum present at the meeting and in accordance with the procedures provided in these Bylaws, may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant, and until the

election of his/her successor, or until he/she shall be removed, prior thereto, by an affirmative vote of a majority of the Members of the Corporation.

b. Similarly, and in the event of the numbers of Directors being increased as provided in these Bylaws, the additional Directors so provided for shall be elected by a majority of a quorum of the Members, and shall hold office for a term of the remaining fiscal year until the next annual meeting of the Members of the Corporation.

c. Any Director may be removed from office with cause by the affirmative vote of a majority of a quorum of the Members entitled to vote at any special meeting of Members called for that purpose.

6.4 Place of Meeting. The Board of Directors may hold their meetings and keep the books of the Corporation either within or outside the State of Georgia, at such place or places as they may from time to time determined by resolution or by written consent of all the Directors. The Board of Directors may hold their meetings by telephone conference or other similar electronic communications equipment pursuant to which each participant at the meeting can simultaneously communicate with the other.

6.5 Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Board. The annual meeting of the Board of Directors shall be held immediately following the assumption of duties at the beginning of the fiscal year. Notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be given to each Director by personal delivery, by U.S. regular mail, electronic mail or telephonic communication at least seven (7) days prior to the first meeting held pursuant to such resolution. The Board may transact any business that comes before it. Any additional business may be transacted at any regular meeting of the Board.

6.6 Special Meetings. Special meetings of the Board of Directors shall be held whenever called by any Director. The Secretary shall give notice of each special meeting of the Board of Directors at least five (5) days prior to the meeting by personal delivery, by U.S. regular mail, electronic mail or telephonic communication. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings.

6.7 Quorum. A majority of the whole number of Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these Bylaws.

6.8 Required Vote. An affirmative vote of a majority of Directors shall be necessary for the passage of any resolution.

6.10 Compensation of Directors. Directors shall not receive any stated salary for their services as such, but each Director shall be entitled to receive from the Corporation reimbursement of the expenses incurred by him/her on behalf of the Corporation.

6.11 Nominating Committee. The Board of Directors shall elect a Nominating Committee consisting of two (2) Members. The Nominating Committee shall be selected by the Board of Directors at any regular meeting of the Board of Directors. The Nominating Committee shall be responsible for preparing a slate of candidates for election to the Board of Directors at the next annual meeting of the Members. The Nominating Committee shall also be responsible for preparing a slate of candidates for election of Officers at the next annual meeting of the Members. It is the desire of the Members that the Nominating Committee seek input from Members regarding potential candidates. Each nominee must be a Member of the Corporation and give consent to his/her nomination prior to the election. It is the desire of the Corporation that at least two candidates are presented for each position. Nominations of additional candidates will be accepted from the floor at the annual meeting.

6.12 Executive Committee. The Executive Committee shall be composed of the President, Vice President(s), Secretary and Treasurer

6.13 Committees. The Executive Committee may designate one or more committees to assist with the operations of the Corporation. The Executive Committee shall appoint at least one Member of the Corporation to serve upon the committee and if only one Member is appointed, then such Member shall serve as the chairperson for said committee. Each chairperson may seek volunteers from the Membership of the Corporation to assist in the committee functions. Such committee or committees shall have such names as may be determined from time to time by the Executive Committee. The Committees may include the following:

1. Newsletter 2. Community Liaison 3. Neighborhood Watch 4. Special Events 5. Beautification 6. Welcome

ARTICLE VII

7. OFFICERS

7.1 Election, Tenure and Compensation.

~~a. The Officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, and also such other Officers including a Chairperson of the Board, such additional Vice Presidents as needed and one or more assistants to the foregoing of the business of the Corporation. The Officers shall be elected at the annual meeting of the Members to serve a term of one (1) year. Except for the Chairperson of the Board, the Officers may but need not be Directors. Any two (2) or more of the above offices may be held by the same person, except those of President and Secretary.~~

~~b. In the event that any office other than an office required by law shall not be filled by the Members, or once filled, subsequently becomes vacant, then such office and all references accordance with the provisions of these Bylaws:~~

~~c. Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all Officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the Members, and all Officers, agents and employees shall hold office at the discretion of the Members.~~

7.2 Filling of Vacancies.

~~a. In the case of any vacancy in any of the Officer positions through death, resignation, disqualification, removal or other cause, the Members, by affirmative vote of the majority of a quorum present at the meeting, and in accordance with the procedures provided in these Bylaws, may elect a successor to hold office for the unexpired portion of the term of the Officer whose place shall be vacant, and until the election of his/her successor, or until s/he shall be removed, prior thereto, by an affirmative vote of a majority of the Members of the Corporation.~~

~~b. Similarly, and in the event that additional Officers are needed as provided in these Bylaws, the additional Officers so provided for shall be elected by a majority of a quorum of the Members, and shall hold office for a term of the remaining fiscal year until the next annual meeting of the Members of the Corporation.~~

~~c. Any Officer may be removed from office with or without cause by the affirmative vote of a majority of a quorum of the Members entitled to vote at any special meeting of Members called for that purpose.~~

7.3 Powers and Duties of the President.

a. The President shall be the chief executive Officer of the Corporation and shall have general charge and control of all its business affairs and properties. The President shall preside at all meetings of the Members. It shall be the responsibility of the President to prepare the agenda and plan the program for each meeting. The President shall be the official spokesperson to the press.

b. The president may sign and execute all bonds, contracts or other obligations in the name of the Corporation which do not exceed \$100.00 in value and any other bonds, contracts or obligations which are authorized by the Board of Directors. S/he shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The president shall be an ex-officio Member of all standing committees. S/he shall do and perform such other duties as may, from time to time, be assigned to him/her by the Board of Directors.

~~c. In the event that the Board of Directors does not take affirmative action to fill the office of Chairperson of the Board, the President shall assume and perform all powers and duties given to the Chairperson of the Board by these Bylaws.~~

7.4 Powers and Duties of the Vice President.

a. The Members may elect a Vice President or more than one Vice President. Any Vice President (unless otherwise provided by resolution of the Board of Directors) may sign and execute all bonds, contracts or other obligations in the name of the Corporation which do not exceed \$100.00 in value and any other bonds, contracts or obligations which are authorized by the Board of Directors.

b. Each Vice President shall have such other powers and shall perform such other duties as may be assigned to him/her by the Board of Directors or by the President. In case of the absence or disability of the President, the duties of that office shall be performed by any Vice President, and the taking of action by any such Vice President in place of the President shall be conclusive evidence of the absence or disability of the President. The Vice President shall be responsible for all communication through the newsletter committees and publicity through the media and other publications.

7.5 Powers and Duties of the Secretary.

- a. The Secretary shall give, or cause to be given, notice of all meetings of Members and Directors and all other notices required by law or by these Bylaws, and in case of his/her absence or refusal or neglect to do so, any such notice may be given by any person directed by the President, or by the Members or Directors upon whose written request the meeting is called as provided in these Bylaws.
- b. The Secretary shall record all the proceedings of the meetings of Members and of Directors ~~in books as official record and made available for review by Members and Directors upon request provided for that purpose,~~ and he/she shall perform such other duties as may be assigned to him/her by the Directors or the President.
- c. S/he shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors or the President, and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of secretary of a corporation, subject to the direction and control of the Board of Directors and the President.
- d. S/he shall maintain a mailing list of Members in attendance at any meetings of Members and keep a ~~scrapbook~~ record of events.

7.6 Powers and Duties of the Treasurer.

- a. The Treasurer shall have custody of all the funds and securities of the Corporation, and he/she shall maintain full and accurate account records to include receipts and disbursements ~~keep full and accurate account of receipts and disbursements in books~~ belonging to the Corporation. S/he shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors.
- b. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. S/he shall render to the President and the Board of Directors, whenever either of them so requests, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation.
- c. The Treasurer shall provide written and oral reports of the accounts of the Corporation at each quarterly business meeting of the Members and at the annual meeting of the Members.
- d. The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in a sum and with one or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of his/her office and for the restoration of the Corporation in case of his/her death, resignation, retirement or removal from office of all books, papers, vouchers, moneys and other properties of whatever kind in his/her possession or under his/her control belonging to the Corporation.
- e. The Treasurer shall perform all the duties generally incident to the office of the treasurer of a corporation, subject to the direction and control of the Board of Directors and the President.

ARTICLE VIII. FRIENDS OF THE CORPORATION. Any residents living outside of the area defined above in Article III shall be deemed Friends of the Corporation. Friends shall have no voting rights and shall not be elected to hold any position on the Board of Directors or any office. Friends may receive a copy of the neighborhood newsletter electronically free of charge or for a donation of \$15.00 per year for printed copy.

ARTICLE IX. CORPORATE SEAL. The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, or in the event the Board of Directors shall not have determined to adopt a corporate seal, the signature of the Corporation followed by the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and affixed by him/her or by his/her assistant on all appropriate papers.

ARTICLE X

10. BANK ACCOUNTS, LOANS, AND GIFTS

10.1 Bank Accounts.

a. Such Officers or agents of the Corporation, as from time to time shall be designated by the Board of Directors, shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors and may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts, or other instruments or others for the payment of money, drawn against the account or in the name or on behalf of the Corporation, and made or signed by such Officers or agents; and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or others for the payment of money, when drawn, made or signed by Officers or agents so designated by the Board of Directors, until written notice of the revocation of the authority of such Officers or agents by the Board of Directors shall have been received by such bank or trust company.

b. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the Officers or agents of the Corporation so authorized to draw against the same.

c. In the event that the Board of Directors shall fail to designate the person by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as herein above provided in this Section, all such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or Vice President and countersigned by the Secretary or Treasurer.

10.2 Loans.

a. Such Officers or agents of this Corporation, as from time to time shall be designated by the Board of Directors, shall have authority to effect loans, advances or other forms of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms or persons as the Board of Directors shall from time to time designate and as security for the repayment of such loans,

advances or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial papers and evidences of debt at any time held by the Corporation; and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the Corporation on such terms, and with such provisions as to the security or sale or obligations of the Corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such Officers or agents shall deem proper; and also to sell to, or discount or rediscount with such banks, trust companies, institutions, corporations, firms or personas any and all commercial paper, bills receivable, acceptances, and other instruments and evidences of debt at any time held by the Corporation, and to that end to endorse, transfer and deliver the same.

b. There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated the signatures of the Officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by the Board of Directors of the authority of such Officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

10.3 Gifts. The Board of Directors may accept on behalf of the Corporation contribution, gift, bequest or devise for the general purposes or for any special purpose of this Corporation. However, no gift, bequest or devise shall be received and accepted if it is conditioned or limited in such manner inconsistent with the tax exempt purposes of this Corporation.

ARTICLE XI 11. MISCELLANEOUS PROVISIONS

11.1 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

11.2 Notices. Whenever, under the provisions of these Bylaws, notice is required to be given to any Member, Director or Officer it shall not be construed to require personal notice, but such notice may be given in writing, by telephonic communication or by electronic mail or by U.S. regular mail, by depositing the same in a post office or letter box, in a prepaid envelope, addressed to each Member, Director or Officer at such address as appears on the books of the Corporation, or to the last known address of said Member, Director or Officer, and such notice shall be deemed to be given at the time the same shall be mailed. Any Member, Director or Officers may waive any notice required to be given under these Bylaws.

11.3 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible, the remainder of these Bylaws shall be considered valid and operative and effect shall be given to the intent manifested by the portion held invalid or inoperative.

11.4 Relation to Articles of Incorporation. These Bylaws are subject to, and governed by, the Articles of Incorporation.

ARTICLE XII 12. AMENDMENTS. A majority of a quorum of the Members shall have the power and authority to amend, alter or repeal these Bylaws or any provision thereof, and may from time to time adopt additional Bylaws. Prior to any vote to amend the Bylaws, the Members shall be given twenty (20) days

prior written notice by publication in the newsletter and an announcement at the ~~monthly~~ Members meeting prior to the meeting at which the vote to amend is taken of the proposed amendment and the date of the meeting at which the vote is to be taken.

ARTICLE XIII 13. TAX EXEMPT STATUS. The affairs of the corporation at all times shall be conducted in such a manner as to assure its status as a “publicly supported” organization as defined in Section 509(a)(1), Section 509(a)(2) or Section 509(a)(3) of the Internal Revenue Code, as amended from time to time, and so in other ways to qualify for exemption from tax pursuant to Section 501(c)(3) of the Internal Revenue Code.

Appendix:

100% approval from May 18, 2021 JPNA neighborhood meeting.. Supported by video and minutes. Effective May 18,2021. (B Neville)

https://docs.google.com/document/d/1-L8Y_zfUljW8wX4yC0_Q2WZV8Au2l-xME3piwwl4MQc/edit?usp=sharing

<https://youtu.be/l9Wvfz-YInQ>

****Amendments proposed **June 2020**. Notification submitted in **March 2021** with 30 day administrative procedure applied for comment and consideration. Will be Ratified by members and supported by meeting notes **May 18, 2021 (Barbara Neville)**

Typographical corrections as of 1.17.12 Approved by membership 8.17.10 Revised and typographical corrections as of 8.2.10 Revised as of 5.18.98 Typographical corrections as of 7.20.99 Revised as of 2.8.00 Revised and typographical corrections as of 02.03.05