

UNDERWOOD HILLS NEIGHBORHOOD ASSOCIATION, INC.
FOUNDED CIRCA 1975
BY-LAWS
Approved November 11, 2013

Article I – Description

Section 1. The name of the corporation shall be the Underwood Hills Neighborhood Association of Atlanta, Inc. (“UHNA” or the “Association”).

Section 2. The Underwood Hills neighborhood is defined as that geographical area in the City of Atlanta bounded to the south and west by Chattahoochee Avenue and the CSX Rail Yard to the west of Old Chattahoochee Avenue; to the north by the Hills Avenue Industrial Park (bordered along its northeastern edge by the Defoor Place residential development) and bounded further eastward on the north by sections of Bohler Road and Collier Road to the I-75 overpass; then I-75 on the northeast and Howell Mill Road on the east as it runs southward to meet Chattahoochee Avenue (“Underwood Hills” or “Community”).

Article II - Purpose

Section 1. The Association shall be a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code. The Association is organized exclusively for the promotion of the social welfare of the Community within the meaning of Section 501(c)(4) of the Internal Revenue Code, and the Regulations promulgated thereunder, as they now exist or the corresponding sections of any future federal tax code. Except as limited herein, the Association may engage in any lawful act or activity for which corporations may now or hereafter be organized under the Georgia Nonprofit Corporation Code.

Section 2. The overall purpose of the Association shall be the preservation and improvement of the quality of life for the residents of Underwood Hills.

Section ~~2~~3. Additional purposes of the Association are:

- (A.) The establishment of a neighborhood organization to handle any neighborhood and/or adjacent neighborhood developmental issues (e.g., zoning issues) which might arise.
- (B.) The establishment of a neighborhood organization which can aid in mobilizing residents to resolve specific neighborhood problems.
- (C.) The provision of opportunities for developing a sense of community by coming to better know the residents of the neighborhood.
- (D.) To receive and accept property, whether real, personal, or mixed, by way of gift, bequest, devise, or otherwise, from any person, firm, trust, corporation, or other entity, to be held, administered, and disposed of in accordance with and pursuant

to the governing instruments of the Association, as the same shall be amended from time to time.

(E.) To work in cooperation with officials at all levels of government, with industry, and with private citizens and corporations to provide a forum to address common issues affecting the Community.

(F.) To make distributions for other charitable purposes.

(H.) 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, as determined by the Steering Committee, to carry out any of the purposes of the Association, as set forth in the Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of Sections 501(c)(4) of the Internal Revenue Code).

Article III - Membership and Dues

Section 1. Any person eighteen years of age or over who maintains full time residence or owns residential property in Underwood Hills is eligible for membership.

Section 2. Membership in the Association shall consist of anyone eligible for membership who has completed a membership registration form or who has paid the annual Association dues for the current year. Membership information shall be completed and maintained by the Secretary of the Association.

Section 3. Association dues shall be an amount approved by a majority vote of the members present and voting at a general meeting for which notice has been given as provided under Article IV, Section 5 hereof.

Article IV – Membership Meetings

Section 1. The Association shall have at least four (4) general meetings a year to be held once per quarter. Additional, general or special meetings may be held as necessary.

Section 2. Meetings may be called by the Steering Committee or by petition of twenty (20) members of the Association.

Section 3. In order to vote on an issue at a general meeting, a person must be a registered member of the Association (i.e., have completed a membership registration form and/or paid annual Association dues for the current year). Each member shall be entitled to one vote at any general or special Association meeting.

Section 4. A quorum shall be required for the transaction of business at any meeting. A quorum shall be defined as twenty (20) members eligible to vote.

Section 5. Notice of all general and special meetings shall be given by publishing and distributing written notice on the UHNA website (www.underwoodhills.org) and via electronic means (email, text or other digital distribution) to Association members at least ten (10) days prior to the meeting unless extenuating circumstances exist, in which case notice shall be provided as soon as practicable prior to the meeting. A member may opt to receive paper copies of meeting notices by informing the Secretary of the Association. All meeting notices shall include the date, time and location of the meeting, as well as a summary of all issues to be voted on by the membership at the meeting.

Section 6. All issues requiring a vote of the Association membership shall be acted upon at a general or special meeting. Association members must be present at the meeting to vote. Member voting by proxy, by absentee ballot, or by electronic or other means shall not be allowed.

Article V – Executive Committee

Section 1. There shall be an Executive Committee consisting of the President, Vice-President, Secretary and Treasurer of the Association (the “Officers”), who shall be elected annually, shall serve for one (1) year, and may succeed themselves if elected. Election of Officers will be held at the last meeting of the year.

- (A.) The duties of the President shall be to preside over the Association.
- (B.) The duties of the Vice-President shall be to assist the President, as necessary, and to fulfill the obligations of the President, should the President be unable to perform his/her duties.
- (C.) The duties of the Secretary shall be to maintain the minutes, records and correspondence of the Association and to maintain the official roster of registered members of the Association.
- (D.) The duties of the Treasurer shall be to keep the books and accounts of the Association, collect dues, file tax returns and disburse funds in accordance with the directions of the Steering Committee.

Section 2. The removal of an Officer shall require a motion from the floor at a regularly scheduled meeting, inclusion in the agenda for the next publicized meeting, and a confirming vote, at that next meeting, of not less than two-thirds (2/3) of the members present and voting.

Section 3. Officers are not entitled to compensation for services rendered in fulfilling their duties, but, by resolution of the Steering Committee may receive reimbursement for expenses.

Article VI – Steering Committee

Section 1. There shall be a steering committee consisting of the four (4) Officers, plus the elected standing sub-committee chairs of the Association (the "Steering Committee"). The Steering Committee members shall serve terms of one (1) year beginning January 1st and may succeed themselves if so elected.

Section 2. The duties of the Steering Committee shall be as follows:

- (A.) To call general meetings.
- (B.) To call special meetings, as needed.
- (C.) To conduct the business and advance the purposes of the Association.
- (D.) To authorize the expenditure of such funds as is necessary to conduct the business and advance the purposes of the Association.
- (E.) To appoint representatives to such area, regional, or other organizations as is deemed appropriate to represent the neighborhood.
- (F.) To form ad hoc sub-committees, delegate to them such power as is deemed appropriate to conduct the business and advance the purposes of the Association, and appoint a member of the Steering Committee to chair any such ad hoc sub-committee.
- (G.) To review any existing ad hoc sub-committees at the end of each year to determine whether there is a continuing need for such sub-committee.
- (H.) To fill vacancies on the Steering Committee by interim appointments which shall be valid for the unexpired term of the office or position.
- (I.) To respond to Association member inquiries in a reasonable and timely manner.
- (J.) To set such rules as appropriate for the conduct of the meetings and duties of the Steering Committee.

Section 3. A quorum of Steering Committee members shall be required for the transaction of business of the Steering Committee. A quorum shall be defined as more than fifty percent (50%) of the Steering Committee members. The Steering Committee shall conduct its business by majority vote of those present and voting except as its rules otherwise require. All Steering Committee meetings shall be open to members of the Association.

Section 4. Any members of the Steering Committee may be dropped from the Steering Committee after missing three (3) consecutive meetings.

Section 5. All members of the Steering Committee shall be dues-paying members of the Association at the time of their election and throughout the duration of their term.

Section 6. All members of the Steering Committee shall serve only so long as they maintain residence in Underwood Hills.

Article VII – Standing Sub-Committees

Section 1. There shall be standing sub-committees of the Association, the chairs of which shall be elected annually, shall serve for one (1) year beginning January 1st, and may succeed themselves if elected. Election of standing sub-committee chairs will be held at the last meeting of the year. The standing sub-committee chairs or their designees will serve as the UHNA liaisons to pertinent units of government and/or community organizations.

Section 2. The standing sub-committees shall include the following:

- (A.) Land Use and Planning – The Land Use and Planning Sub-Committee shall be to represent the interests of Underwood Hills regarding all issues of land use, including, but not limited to matters such as zoning, variances, business licenses/permits, and code enforcement concerning real property in Underwood Hills. The Land Use and Planning Sub-Committee shall recommend one of its members to serve as the Underwood Hills representative for Neighborhood Planning Unit (NPU) D.
- (B.) Communications – The Communications Sub-Committee shall be responsible for all communications to Association membership, including a regularly published UHNA newsletter and maintenance of the UHNA website. At least once per year the Communications Sub-Committee shall distribute a flyer regarding Association activities as widely as economically practicable throughout Underwood Hills.
- (C.) Beautification/Park – The Beautification/Park Sub-Committee shall develop, enhance and maintain the Underwood Hills Park and other common areas within Underwood Hills in cooperation with the City of Atlanta.
- (D.) Membership – The Membership Sub-Committee shall be responsible for increasing membership awareness, participation and dues payments.
- (E.) Social/Welcome – The Social/Welcome Sub-Committee shall provide for social activities for Underwood Hills residents and welcome new residents to the neighborhood.
- (F.) Traffic/Safety – The Traffic/Safety Sub-Committee shall work with the City of Atlanta and Underwood Hills residents and businesses to develop and maintain a safe environment in Underwood Hills and to optimize traffic flow through the neighborhood.
- (G.) Playgroup – The Playgroup Sub-Committee shall coordinate social activities for children and parents of Underwood Hills.
- (H.) Elections – The Elections Sub-Committee shall identify and/or recruit candidates for each elected position within the Association, including Officers and Sub-Committee Chairs; vet potential candidates for any possible conflicts of interest and ensure candidates are eligible to run for office; educate potential candidates on the duties/responsibilities of the position; and compile basic biographical information on the candidates to be included in the election notice.

Section 3. No member shall simultaneously serve in more than one elected position within the Association. If any standing sub-committee chair remains or becomes vacant for any reason, the Steering Committee shall assume responsibility for the duties of that standing sub-committee until such time as a chair is elected at a general or special meeting. All standing sub-committee meetings shall be open to members of the Association.

Article VIII - Limitation on Powers

Section 1. Anything contrary contained herein, notwithstanding, the Steering Committee members shall have no power to effect permanent changes to the common areas of the neighborhood including parks and streets, nor to recommend such changes to anybody other than the Association. Changes to the common areas, or recommendations for changes to common areas, may be made after approval of two-thirds (2/3) of the members present and voting in a general meeting of the Association, the announcement of which shall include the change to be effected or recommended.

Section 2. No loans of Association funds shall be made without approval by two-thirds (2/3) of the Steering Committee present and voting. No mortgage, deed to secure debt, deed, note or other legal document or contract whatsoever may be executed on behalf of the Association without the authorization of two-thirds (2/3) of the Steering Committee present and voting.

Section 3. Any expenditure by the Association of five hundred dollars (\$500) or greater shall require the approval of a majority of the Steering Committee. Any expenditure by the Association of one thousand dollars (\$1,000) or greater shall require the approval of a majority of the Association members present and voting.

Section 4. No member of the Association shall be entitled to any portion of the earnings of the Association. Any net earnings shall not inure to the benefit of any private person and shall be held and used only for the purposes specified in Article II; but nothing contained herein shall be construed as preventing the Association from paying or reimbursing any member or non-member for services rendered and/or costs incurred, as permitted herein.

Article IX - Amendments

Any amendments to the By-Laws shall require a motion from the floor at a regularly scheduled meeting, inclusion in the agenda for the next publicized meeting, Prior Notification of such proposed amendments, and a confirming vote, at that next meeting, of not less than two-thirds (2/3) of the members present and voting.

Article X – Conflicts of Interest

No contract or transaction between the Association and one or more of its Officers or Steering Committee members, or between the Association and any other corporation, partnership,

association or other organization in which one or more of its Officers or Steering Committee members are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Officer or Steering Committee member is present at or participates in the meeting of the Steering Committee or any sub-committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The material facts as to the Officer or Steering Committee member's interest and as to the contract or transaction are disclosed or are known to the Steering Committee or to the sub-committee, and the Steering Committee or sub-committee in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested Officer(s) or Steering Committee member(s);

(2) The material facts as to the Officer or Steering Committee member's interest and as to the contract or transaction are disclosed or are known to the Steering Committee members, and the contract or transaction is specifically approved or ratified in good faith by vote of such Steering Committee members; or

(3) The contract or transaction is fair as to the Association as of the time it is authorized, approved or ratified by the Steering Committee or a sub-committee thereof.

Interested Steering Committee members may be counted in determining the presence of a quorum at a meeting of the Steering Committee or sub-committee thereof which authorized the contract or transaction.