



**BYLAWS OF  
ORGANIZED NEIGHBORS OF SUMMERHILL, INC.**

**ARTICLE I. NAME and PURPOSE**

**Section 1. Name.** The name of the organization shall be Organized Neighbors of Summerhill, Inc., hereinafter referred to as, "ONS."

**Section 2. Purpose.** The function and purpose of ONS is to unite the people of the Summerhill Neighborhood into an organization concerned with the common issues of the area, to provide a means for discussions and solutions of such issues, and to maintain and enhance the quality of life of the community.

**ARTICLE II. NEIGHBORHOOD BOUNDARY**

The boundaries of the ONS neighborhood shall be defined as follows within the City of Atlanta, Fulton County, Georgia:

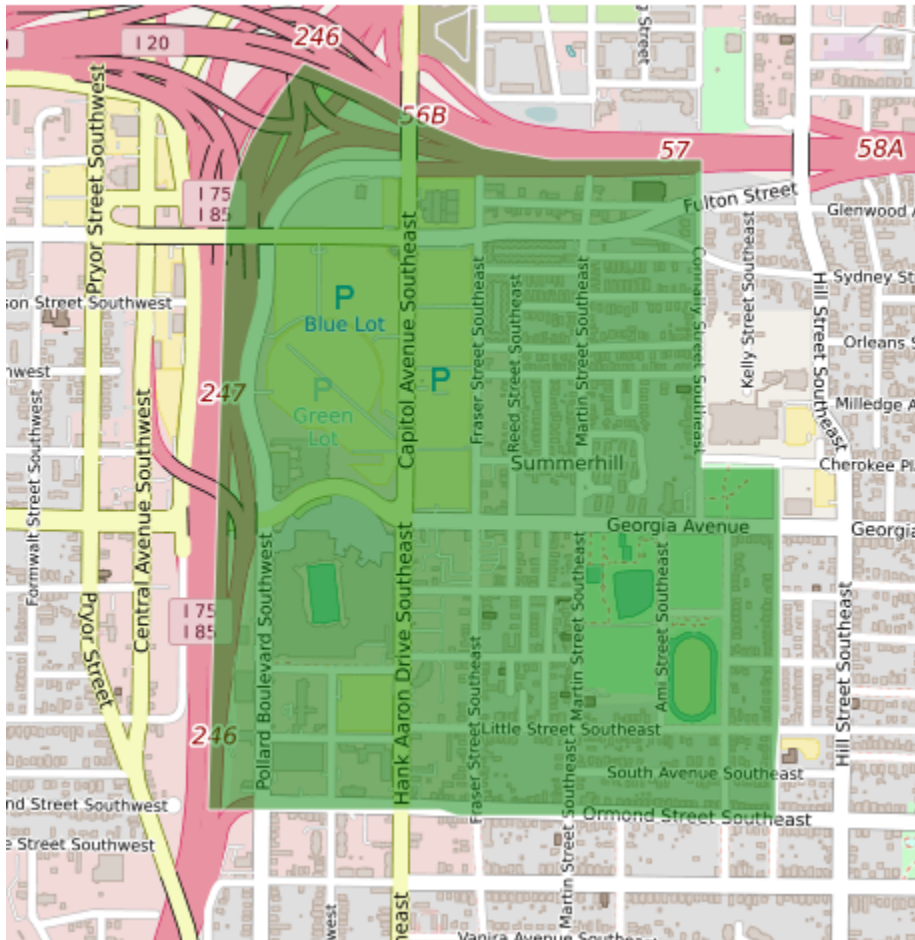
North: The South side of US Interstate 20

South: The North side of Ormond Street SE/SW

East: The West side of Grant Terrace SE and Connally SE

West: The East side of US Interstate 75/85

The boundary of ONS shall run along the centerline of all rights-of-ways and projections referenced above.



### ARTICLE III. MEMBERSHIP

**Section 1. Membership.** The membership of this association shall consist of individual residents aged eighteen (18) years of age or older who: 1) own or lease property, and 2) currently live within the boundaries of the neighborhood. Membership is obtained following documented attendance sign-in at at least two



(2) meetings within the previous twelve (12) month period. At the discretion of the ONS Board of Directors, verification of residency may be required before membership can be conferred on an otherwise qualified individual.

#### **ARTICLE IV. MEETINGS**

**Section 1. General Membership Meetings.** Monthly membership meetings of ONS shall be held on the first Monday of each month at a time and location selected by the Board of Directors. In the event the first Monday of the month falls on a federally recognized holiday, the meeting will be held on the Thursday immediately following the holiday.

**Section 2. Annual Meeting.** The November membership meeting shall be designated as the annual meeting. At this meeting:

- a. An election for the Board of Directors will be conducted biennially (every 2 years); and
- b. The President shall report on the state of the organization and receive reports of officers and committees.

**Section 3. Special Meeting.** A special meeting of the membership may be called by the President or by a majority of the Board of Directors. Except in exigent circumstances, notification and purpose of the special meeting shall require at least three (3) business days advance written, phone, or electronic notice to the ONS membership.

**Section 4. Voting.** Only members of ONS, as defined under the aforementioned Section 1 of these bylaws, will be allowed to vote. Each individual member will be entitled to one (1) vote.



**Section 5. Virtual Meetings.** ONS meetings may be conducted in-person and/or by virtual or electronic means, and members who participate by such means shall be deemed present for the purpose of attendance and voting.

**Section 6. Agenda.** The President or his designee shall prepare the agenda for general and special meetings of the membership. Any member of the Association may suggest items to be added to the board, general or special agendas by submitting the item in writing to the Board of Directors at least seven (7) days in advance of the meeting using the same submission methods as defined in the aforementioned Section 4 of these bylaws.

**Section 7. Quorum and Voting.**

- A. A quorum for any general, annual, or special meeting of the organization shall be the number of members in attendance. Unless otherwise specified in these bylaws, decisions of the organization shall be made by a majority vote of those members present at any meeting.
- B. Meetings of the Board of Directors require attendance of at least fifty-one (51) percent of the Directors and majority vote of that quorum is required for any decisions to be made.

**Section 8. Participation.** Any general, special, or committee meeting is open to any and all persons who wish to be heard with permission from the Board or meeting facilitator. However, in the case of committee meetings, only members may vote. All actions or recommendations of the general or special meetings shall be communicated to all affected parties to the best of the ability of the Board.

**Section 9. Procedures.** *Robert's Rules of Order* shall govern all ONS meetings in all cases to which they apply and do not conflict with the specific provisions of these Bylaws or any special rules that the organization may adopt.



## ARTICLE V. BOARD OF DIRECTORS

**Section 1. Composition of the Board.** The Board of Directors of ONS, hereinafter referred to as the Board, shall be comprised of the elected officers of the organization: President, Vice President, Secretary, Treasurer, Public Safety Chairperson, Land Use and Zoning Chairperson, and Community Engagement Chairperson.

- A. The President shall call and preside at all meetings they are present, shall act for and on behalf of the membership of the association, shall appoint any special committees necessary for the operation of association business, and shall act as official spokesperson for the association. The President shall be an ex-officio member of all committees.
- B. The Vice President shall, in the absence of the President, assume the duties of that office and shall assist the President per request and need.
- C. The Secretary shall ensure all meeting details are publicized and keep a permanent record of all formal meetings and all legal documents and legal transactions of the association. The Secretary shall transcribe the minutes of each monthly membership meeting and shall maintain a file copy of the same. The Secretary shall ensure voting eligibility of members, certify all voting results, and manage the board elections process. The Secretary shall chair the Communications Committee.
- D. The Treasurer shall chair the finance committee, keep all financial receipts and a permanent record of all financial business of the association, establish and follow sound financial management policies and procedures, and ensure compliance with all local, state, and federal applicable requirements. An up-to-date financial report shall be submitted at each meeting.
- E. The Public Safety Committee Chairperson shall chair the Public Safety Committee.
- F. The Land Use and Zoning Committee Chair shall chair the Land Use and Zoning committee.



G. The Community Engagement Chairperson shall chair the Community Engagement committee.

**Section 2. Duties of the Board.** The Board holds primary fiduciary and operational responsibility for the organization and shall manage the affairs of ONS between general meetings. The Board shall be accountable to the membership, shall seek the views of those affected by any proposed policies or reactions before adopting any recommendation on behalf of ONS, and shall strictly comply with these bylaws. The Board will ensure the transition and continuity of leadership with the surrender of Board-related documents, supplies, and materials at the completion of their terms.

**Section 3. Eligibility.** Any member who has attended at least five (5) of the immediately preceding twelve (12) general membership meetings is eligible to serve as an officer or board member.

**Section 4. Election of Board Members.** The Secretary will solicit nominations for Officers and Board positions at the September and October membership meetings during election years. All nominations will be recorded by the Secretary, who will also make a final call for nominations immediately preceding the slate of nominations being presented and voted upon by membership at the November meeting. If two (2) candidates are nominated, a majority vote of the membership present will be required for the election. If more than two (2) candidates are nominated, a plurality of the vote will be sufficient.

**Section 5. Terms.** Officers and Board Members shall be elected to serve for two (2) years beginning January 1<sup>st</sup> after elections and continue serving through December 31<sup>st</sup> of the following year. Officers and Board Members may be elected for up to two (2) consecutive terms, a period of four (4) years, but must wait at least two (2) years before nomination for, or election to, additional terms for any Officer or Board position.



**Section 6. Vacancies.** Should a vacancy occur during a term, the Board may nominate an eligible member at a future scheduled general meeting to serve the remainder of the vacant term. A majority vote of the membership at that meeting will be required. Additional nominations of eligible members will be accepted from the floor immediately preceding the vote.

**Section 7. Removal.** Any holder of an elected office may be removed and replaced by a two-thirds ( $\frac{2}{3}$ ) vote of a general or special meeting of those members present. Removal does not require cause.

**Section 8. Compensation.** ONS Officers and the Board serve in a volunteer capacity and do not receive compensation for time spent or services rendered to the organization. The Board may be reimbursed out-of-pocket organizational expenses consistent with financial policies and procedures and with approval from the Board.

**Section 9. Voting** In the event of a tie among the Board, the President shall hold the tie-breaking vote.

## **ARTICLE VI. COMMITTEES**

**Section 1. Standing Committees.** Standing committees shall exist to manage the business of ONS. Each standing committee shall be composed of an elected chairperson and volunteer members of ONS. Each committee chair is authorized to appoint a vice chair from among the Committee's members who may have such powers or authority as delegated by the Committee Chairman or the Committee. The chairperson of each standing committee is responsible for maintaining records of all correspondence, all recommendations to the full body, and for the transfer of records to their successor. A copy of all correspondence and agreements shall be made available to the Secretary of ONS. Standing committees shall be as follows:

- A. Communications Committee



- i. Manage the organization's website and social media presence.
  - ii. Create and disseminate all official internal and external collateral materials.
  - iii. Assist with the duties of the Secretary as requested.
  - iv. Manage and send official correspondence of the organization as requested by the President.
  - v. Work to ensure timely and relevant community information is consistently provided to the membership.
- B. Community Engagement Committee
- i. Plan and manage special events of the organization.
  - ii. Welcome and orient new neighbors.
  - iii. Serve as a liaison between ONS and local businesses, multi-family developments and senior residential developments, and other institutions in the community.
  - iv. Plan and implement activities to strengthen connections among residents and stakeholders of Summerhill.
- C. Finance Committee
- i. Assist the Treasurer in developing and ensuring sound financial policies, procedures, and controls including providing for the separation of duties.
  - ii. Monitor the availability of adequate funds for financial management tasks.
  - iii. Ensure that assets are protected.
  - iv. Assess anticipated financial problems and alert the Board of the same.
  - v. Oversee financial record keeping and compliance, including financial reviews, audits, and filings.
- D. Land Use and Zoning Committee
- i. Provide information to Summerhill neighborhood residents and other interested parties related to applicability of zoning regulations to





- alterations and/or construction proposals, as well as to re-zoning, variance, and sub-division applications, and to special use permits.
- ii. Coordinate with the City of Atlanta Neighborhood Planning Unit (NPU) NPU-V Land Use and Zoning Committee Chairperson, to ensure effective pursuit of the Association's land use or zoning interests.
  - iii. Monitor and enforce the rules and policies related to development, zoning, and modifications or changes to existing structures.
  - iv. Provide information to the City of Atlanta, NPU, and other relevant parties regarding ONS votes on each land use and zoning application forwarded to the committee for consideration.
- E. Public Safety Committee
- i. Work as liaison between ONS and the city public safety departments (e.g., Police; Fire; Corrections, Community Prosecutors).
  - ii. Keep the Association's membership informed of public safety issues in the Summerhill and surrounding area through reports at meetings, alerts, and presentations.
  - iii. Advocate on behalf of the neighborhood in municipal and county courts, probation and parole hearings, and proceedings involving pardons that are consistent with positions voted upon by ONS.
  - iv. Pursue coordinated solutions to shared concerns with adjoining neighborhoods, including participation in adjacent NPU joint efforts.

**Section 2. Ad Hoc Committees.** The President may create one or more ad hoc committees to serve a special purpose until that purpose is accomplished or the majority of the Board votes to dissolve it.

#### **ARTICLE VII. ADOPTION AND AMENDMENT OF BYLAWS**

**Section 1. Adoption of Bylaws.** Adoption of these bylaws shall require a two-thirds ( $\frac{2}{3}$ ) vote of the members present at the general meeting.



**Section 2. Amendment of the Bylaws.** Amendments to the bylaws shall be made at any general or special meeting after the members have been notified of all proposed amendments to the bylaws by a minimum of at least seven (7) days advance written or telephone notice. Adoption of amendments shall require a two-thirds ( $\frac{2}{3}$ ) vote of the members present at the meeting.

#### **ARTICLE VIII. CONFLICT OF INTEREST**

Whenever a director or officer has a financial or personal interest in any matter coming before the Board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval. No loans or financial gifts shall be made by ONS to any officer, director, or member.

#### **ARTICLE IX. INDEMNIFICATION**

**Section 1. General.** ONS shall, to the extent legally permissible and to the ability of organizational resources, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a



majority vote of a quorum of directors who are not at that time parties to the proceeding.

**Section 2. Insurance.** ONS shall purchase and maintain insurance on behalf of all persons who are, or were, Directors, Officers, employees or agents of ONS, or who are, or were, serving at the request of ONS as Director, Officer, employee or agent of another corporation, joint venture, trust or other enterprise, against any liability asserted against her/him in any such capacity, or arising out of her/his status as such.

## **ARTICLE X. DISSOLUTION**

Dissolution of the corporation shall be affected upon two-thirds ( $\frac{2}{3}$ ) majority vote of members present at a general meeting. Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

### **Certificate of President**

I, the undersigned, certify that I am the presently elected President of the Organized Neighbors of Summerhill (ONS), and the above bylaws, consisting of eleven (11) pages, are the bylaws of this corporation as adopted by the Board on the 2nd day of January, 2022.

By: Phil Olaleye, President