

DRAFT - The Bylaws of BoltonATL

Incorporated as: *Historic Bolton Neighborhood Association Inc*

As adopted: [Insert Date]

Article I. Name and Description

- A. **Name:** The legally registered name of the Association will be "Historic Bolton Neighborhood Association Inc." hereinafter referred to as "BoltonATL" or the "Association".
- B. **Registration:** The Association will be registered as a nonprofit corporation under the laws of the State of Georgia and will operate as a 501(c)(4) nonprofit organization under the Internal Revenue Code.
- C. **Geographic Boundaries:** The Historic Bolton Neighborhood is generally bounded by the Chattahoochee River to the north-west, and by major transportation corridors and property lines to the south-east. Key boundaries include Marietta Boulevard NW and Chattahoochee Avenue NW, which form a significant portion of its north-eastern edge, and the Chattahoochee River defining its north-western extents. The south-western boundary is further delineated by a combination of power transmission lines, railroad tracks, and specific property lines near Thomas Drive NW, Crestlawn Cemetery, and the Dupont Commons subdivision.
See: Appendix A for a Map and more details.

Article II. Purpose

- A. **Primary Purpose:**
The Association exists to encourage open communication and shared input among residents and property owners, and to work cooperatively to foster a safe, vibrant, and welcoming intown community. Through collaboration and mutual respect, the Association supports the betterment, preservation, and character of the Bolton Neighborhood.

The Association works in partnership with our designated Neighborhood Planning Unit (NPU-D) to communicate information related to zoning and planning matters, raise awareness of issues and concerns impacting the neighborhood, and support transparency in development matters affecting the neighborhood and surrounding areas.
- B. **Nonprofit Organization:**
The Association is not organized for profit and is operated primarily to promote the common good and general welfare of the neighborhood and community it serves. The Association shall operate in compliance with all requirements necessary to qualify as a tax-exempt organization under Section 501(c)(4) of the Internal Revenue Code, or any future equivalent law. No part of the Association's earnings shall inure to the benefit of, or be distributed to, any member, director, officer, or private individual, except for reasonable reimbursement of actual expenses incurred on behalf of the Association. Such reimbursable expenses shall be limited to ordinary operating costs necessary to carry out the Association's purposes, including but not limited to postage, printing, communication materials, online meeting platforms, website or technology services, and similar administrative expenses.

Article III. Membership

A. Membership Eligibility:

Membership is open to any and all residents, property owners, and business representatives within the neighborhood boundaries.

B. Voting Membership:

Voting membership is open to individuals age eighteen (18) or older who meet one of the following criteria: a primary resident of the neighborhood, a non-resident property owner within the neighborhood (limited to one vote per person regardless of the number of properties owned), or a person authorized to represent a business operating in the neighborhood (limited to one vote per business). Each voting member is entitled to one (1) vote, and the Association may request reasonable documentation to confirm eligibility. No member may vote on any matter in which they have a direct personal or financial interest.

C. Membership Application: The Association may require a person seeking voting membership to complete a membership form to verify eligibility.

D. Membership Dues:

Members may be asked to contribute voluntary annual dues. These dues are intended exclusively to support the Association's mission and operating needs in the event that fundraising efforts do not fully cover expenses. The amount of the annual dues will be determined on an annual basis, documented in the Corollary attached as an appendix, and recommended by the Steering Committee for approval by a vote of the voting membership at the annual meeting.

Article IV. Executive Committee

The Executive Committee shall consist of no fewer than five (5) members, each elected on an annual basis. Members of the Executive Committee shall serve as the officers of the Association. The Bolton Representative shall be elected at the NPU-D level and shall occupy one of the office positions on the Executive Committee.

At the annual meeting held in May, the Executive Committee shall caucus and select one of its members to serve as Chairperson. The Chairperson role shall not be held by the individual serving as the Bolton Representative.

The Chairperson shall serve as the governing authority responsible for oversight of the Association, including the prevention and management of conflicts of interest, in accordance with the requirements of a tax-exempt nonprofit organization. The Chairperson may, at their discretion, appoint a Vice Chairperson from the Executive Committee to serve the Association as needed.

A. Qualifications for Executive Committee

An Executive Committee member must be an individual age eighteen (18) or older who is a primary resident of the neighborhood.

B. Elections

Executive Committee members shall be elected by a majority vote at an Annual Meeting. A roll call, voice or secret ballot election may be used. If the Executive Committee members are not elected at an annual meeting, the current Committee members shall hold office until an election can be held.

C. Terms

The Bolton Representative shall be elected at an annual meeting of the NPU-D body and shall occupy one of the officer positions on the Executive Committee. The remaining positions on the Executive Committee shall serve a term of one year starting June 1 of the year following their election or appointment through May 31 of the following year.

Should the Bolton Representative be unable to assume the role on the Executive Committee, the Alternate Representative elected by the neighborhood body shall be invited to fill the Executive Committee role for the remainder of the term.

D. Vacancies

A vacancy in any office because of death, resignation, no longer meeting the requirements for membership, mental or physical incapacitation or otherwise is to be filled by a member voted upon by the membership body at an emergency meeting, special meeting, or at a regular membership meeting.

E. Duties of the Chairman and Executive Committee will be as follows:

1. **Committees:** To form committees and delegate to them such power as deemed appropriate to meet their objective.
2. **Executive Committee Vacancies:** To fill vacancies on the board by interim appointments which will be valid for the remaining term of the position.
3. **Rules:** To set such rules as appropriate for the conduct of the duties of the Executive Committee, and to present these rules to the association for approval in a general meeting.
4. **Call Meetings:** To call general membership meetings in addition to the regularly scheduled meetings.
5. **Cancellation and Rescheduling of Meetings:** The Executive Committee is empowered to cancel or reschedule meetings. This authority will be exercised sparingly and only when unusual situations arise.
6. **Appoint Representatives:** To appoint representatives to such area regional or other organizations as is deemed appropriate to represent the neighborhood.
7. **Authorize the Expenditures Under \$500:** To authorize the expenditures of funds less than \$500.00 as is necessary to conduct the business and advance the purpose of the association, but only when an expenditure report is accompanied with the request.
8. **Authorize the Expenditures Over \$500:** Requests for expenditures of \$500.00 or more will first be presented to a general meeting for approval by majority vote. Once having passed, the Executive Committee, through financial oversight, will endeavor to assure the expenditures are made only as approved in the general meeting. The Executive Committee will not circumvent the \$500.00 limitation by breaking into smaller segments what is in essence a single expenditure.
9. **Maintain all Official Communication Channels:** The Executive Committee will retain administrative control over all official communication channels of the Neighborhood Association, including but not limited to social media accounts, website domains and content, email platforms, and other digital or communication tools. The Executive Committee will maintain and secure all login credentials to ensure continuity, accountability, and protection of the Association's digital assets.

F. Executive Committee Meetings:

There will be at least one (1) meeting of the board per calendar quarter; the Executive Committee may schedule more frequent meetings. The dates,

times, and locations of board meetings will be posted using association communication channels.

1. **Open Meetings:** Any member in good standing may attend an Executive Committee meeting.
2. **Majority Vote:** The Executive Committee will conduct business by majority vote.
3. **Board Quorum:** 50% of the Executive Committee members must be present to conduct business.
4. **Removal of Executive Committee Member:** The members of the association may remove any Executive Committee member with a supermajority vote at the meeting following a ten (10) day notice to the membership of any such proposed vote.
5. **No Compensation:** Executive Committee members are not entitled to any compensation for services rendered in fulfilling their duties but will be reimbursed for expenses properly incurred doing business for the Association. All expenses must be first authorized according to established policy.

Article V. Failed Election: If the neighborhood association fails to conduct a timely or fair election in May, the NPU-D representative for Bolton may form an "Election Committee" and oversee an election at its earliest convenience; after providing a 10 day notice to the neighborhood.

Article VI. General Meetings of the Association

- A. **Scheduled meetings** are listed in the attached "Corollary". Meetings may be held online, in-person, or a hybrid combination.
- B. **Notice** of meetings will be given ten (10) days prior to the scheduled meeting through newsletter, publication on the association website, and/or social media accounts.
- C. **Members:** Voting in all matters, including election of the Executive Committee, will be by Association Members. Each person living at a street address may vote, but not more than three (3) persons per address, regardless of the number of persons living at the address.
- D. **Quorum** will be required for the transaction of business at any meeting. A quorum consists of two (2) Executive Committee members and three (3) regular members and/or Executive members present at the meeting for a total of five (5).

Article VII. Voting

- A. **Only one (1) vote per person** - regardless of the number of properties or number of businesses he may represent. Each person at an individual address may vote, with not more than three persons voting per address.
- B. **Each business or organization** will be entitled to one (1) vote.
- C. **Majority Vote:** All actions of the association will be by a simple majority vote, except as otherwise provided in the bylaws.
- D. **Abstention required:** Anyone with an interest in a case being voted on must abstain.
 1. Financial, family, business, employment, etc.
 2. If the outcome of the vote will affect you differently than the general membership.
- E. **Proxies** will not be accepted.
- F. **Voting by ballot or show of hands:** (ballots may be paper or be electronic polling system)
 1. Voting will be by ballot for election or Executive Committee members, for bylaws amendments, and for financial decisions authorizing expenditures of \$500 or more.
 2. All other matters may be voted upon by a show of hands.

3. If it is likely that the outcome of a vote on any issue was affected by the participation of ineligible voters, the Executive Committee has the authority to nullify that vote and relist the item at the next scheduled meeting.
- G. **Supermajority Vote:** When the bylaws require a supermajority **three-fifths (3/5)** of those voting will be required to pass. Abstentions will not count either way toward or against the supermajority vote. **A supermajority** is required for the following motions:
 1. Suspending or modifying a standing rule of the assembly.
 2. Preventing the introduction of a question to consideration.
 3. Depriving members of rights they would otherwise have.
 4. Rescinding or amending something previously adopted (without prior notice).
 5. Adopting or amending Bylaws or Constitution.
 6. Removing a member of the Executive Committee.
- H. **Advance Notice:** Any motion bearing on the below can only be voted at a meeting where there has been ten (10) days prior advance notice of the substance of the proposed motion. The purpose of the notice is to give interested members fair notice of the impending vote.
 1. Expenditures above \$500.00
 2. Zoning, ordinances, and variances
 3. Removal of an officer or director
 4. Amending the bylaws, and
 5. Sanctioning, expulsion, and/or censuring a member

Article VIII. Functions, Powers, and Duties

- A. The Association may recommend to the NPU, the City of Atlanta, or to any city department or official any action, any plan, or any policy affecting the livability of the neighborhood, including but not limited to land use, zoning, comprehensive development plan, housing, community facilities, human resources, social and recreational programs, traffic and transportation, public safety, environmental quality, emergency planning, open spaces and parks. The Association may also assist city agencies in determining priority needs for the neighborhood and may make recommendations relating to budget items for neighborhood improvements.

Article IX. Bylaws & Amendments

- A. **Annual Review:** The City of Atlanta's Planning Department reviews NPU and Neighborhood bylaws annually. (In 2025, the deadline is September 30th.) Our neighborhood will conduct its review prior to this deadline.
- B. **Proposed amendment(s):** Full text of proposed amendments will be submitted to the Board of Directors prior to August 1st then forwarded to the members of the Association at least ten (10) days before the general meeting in September.
- C. **September discussed:** Changes to these bylaws will be discussed as part of the agenda and then voted upon during the September general meeting. The amendment must carry a supermajority vote to be adopted.
- D. **The Chairperson** will recodify the bylaws once an amendment has passed and recertify the bylaws as amended. The Chairperson will submit our bylaws to the City of Atlanta annually before the September 30th deadline.
- E. **Adopted amendments** to the bylaws will be effective on January 1st of the next calendar year.

Article X. Rules

- A. Executive Committee members of the Association will at all times maintain appropriate professional relationships with elected and appointed government officials and business interests. In the event that an Executive Committee member could receive financial gain from the outcome of any vote on a specific issue, he or she will abstain from voting on the issue being considered. Officers and directors will declare the possibility of the appearance of conflict of interest prior to any such vote.
- B. On matters of zoning, the petitioner will have no longer than fifteen (15) uninterrupted minutes of presentation. This presentation will be followed by discussion and questions from the membership.
- C. The NPU representative and/or the alternate will attend regularly scheduled NPU meetings to convey the wishes and desires of the Association to the body of the NPU; however, until a proper vote at a general meeting, the NPU representatives will not and cannot bind the Association.

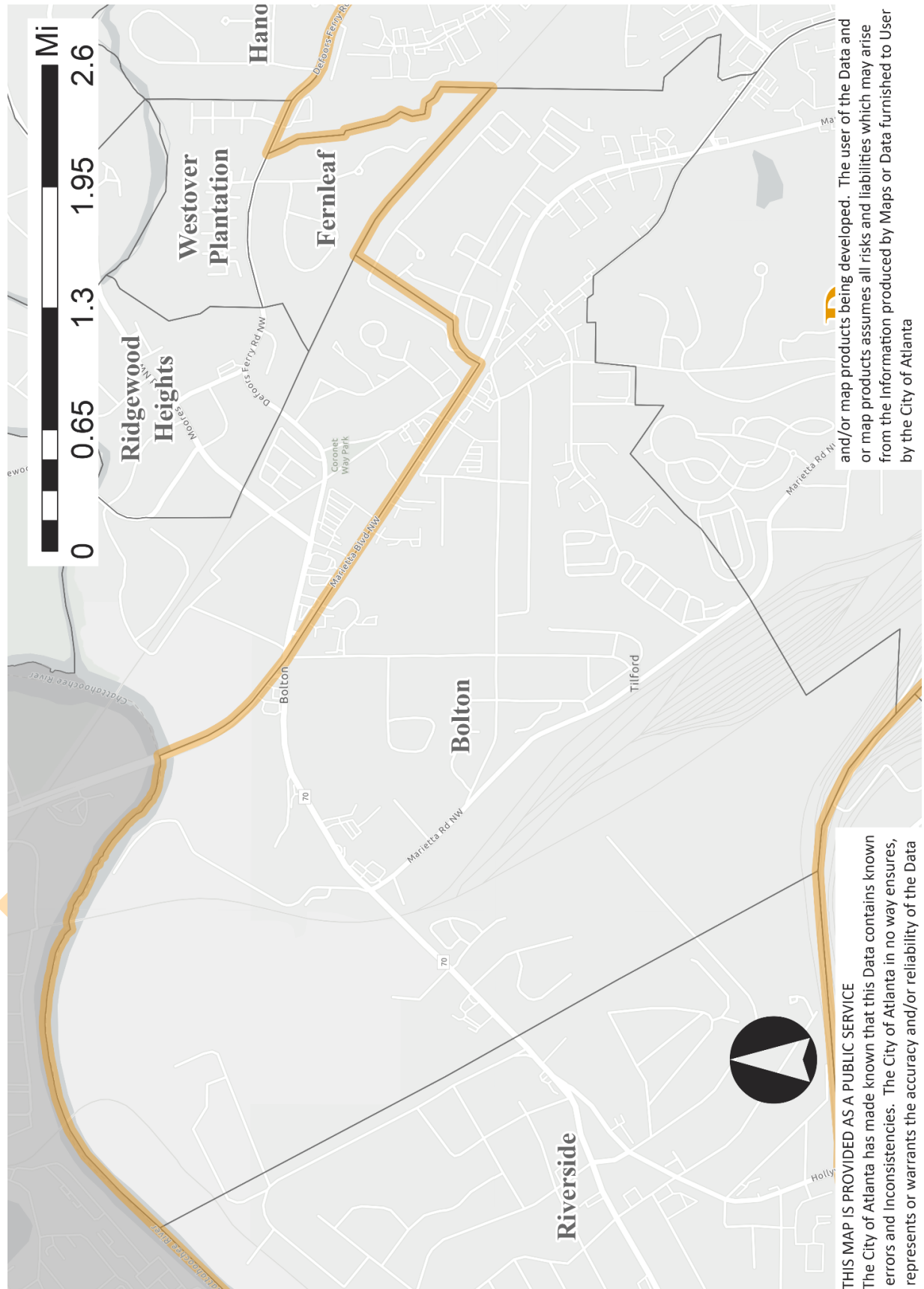
Article XI. Indemnification

- A. The Association will indemnify and save harmless, the Chairperson and members of the Executive Committee from personal losses, cost, damage or expense incurred for the acts or omissions done or not done on behalf of the Association, so long as the act or omission was not in direct contravention of an express by law. It is the intention of the Association that indemnification will extend to the maximum indemnification possible under the laws of the State of Georgia. The Executive Committee is authorized to obtain directors and officers liability minimum insurance coverage for this purpose.

End of the bylaws.

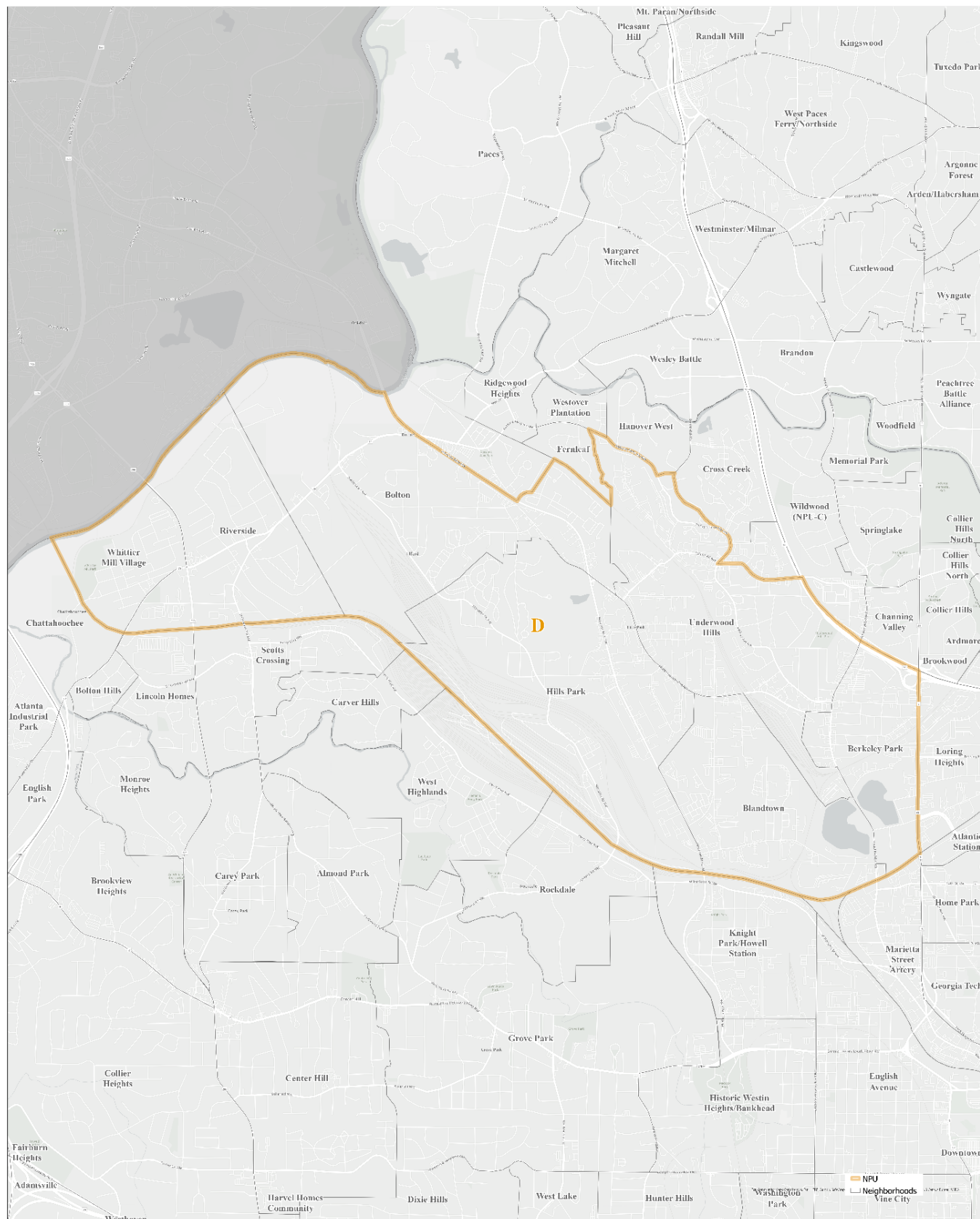
Appendix & Corollary start on the next page.

Appendix A



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CITY PLANNING

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Corollary

These items listed here may be changed or updated by a simple majority vote of the Executive Committee or by motion from the membership. Items (values/dates) are listed here separately to allow the Association to make adjustments as needed without the full bylaw change process.

Dues:

No dues are currently being collected.

Monthly Meeting: *(When possible all meetings will include an online element for the convenience of the membership.)*

Bolton - Board of Directors Meeting

1st Tuesday of the month at 7:00 PM - 8:30 PM

Bolton - Membership Meeting

3rd Tuesday of the month at 7:00 PM - 8:30 PM

Bolton is a member of NPU-D *(a combination of seven(7) neighborhoods)*

NPU-D Executive Committee

2nd Tuesday of the month at 7:30 PM - 9:00 PM

NPU-D General Meeting *(Bolton residents are voting members of NPU-D)*

4th Tuesday of the month at 7:30 PM - 9:00 PM

Newsletters / Notices:

10-days before the general meeting (≅1st Saturday) (See bylaws item # VII, G) **Email Newsletter/Notice**

1-day before the general meeting - **Meeting Agenda**