

By-Laws of the Home Park Community Improvement Association, Inc.

As Amended August 22, 2006

ARTICLE I – NAME

Section 1 - Name

The name of the organization shall be Home Park Community Improvement Association Inc. The official abbreviation shall be “HPCIA.”

Section 2 - Boundaries

In general, the boundaries of the Home Park area are defined as: “I-75/85 on the east; West along 10th Street to Northside Drive; South along Northside Drive to Southern Railway; North and East along Southern Railway to I-75/85”. For the purposes of the HPCIA Land Use Committee, the area commonly referred to as Georgia Tech Campus shall also be considered part of Home Park.

ARTICLE II - PURPOSE

Section 1 - Purpose - Community

The purpose of HPCIA is to benefit the area of Home Park, an in-town residential neighborhood, by providing education, information and services to the community. HPCIA is also committed to harmonious integration of residential, commercial and institutional elements.

Section 2 - Purpose - Learning Center

HPCIA shall appoint two members to the HPLC, Inc. Board of Directors. HPLC, Inc. operates the R. Kirk Landon Learning Center, a commercially run daycare center located in Home Park, which provides services to the general public.

Section 3 - Tax-exempt Status

Notwithstanding any other provision of these by-laws, HPCIA shall comply with all requirements that qualify it for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE III – MEMBERSHIP

Section 1 – Eligibility

Any resident or property owner who is 18 years of age or older who resides within the geographical boundaries of Home Park and who supports the purpose of HPCIA shall be eligible for membership in the corporation. Additionally, any commercial enterprise, organization, institution, or agency, which owns property or has a place of business within the Home Park boundaries is eligible for membership and will be allowed one representative.

Section 2 - Dues

Any person or organization eligible for membership shall make written application – on a form provided by HPCIA that shall be accompanied by payment of annual dues. The Board of Directors shall from time to time establish the rate of annual dues, which shall be required of all members. Membership dues are required to be paid on a calendar year basis. In order for a member to vote, dues must have been paid before the 1st day of the month prior to the vote. Failure to pay dues shall result in deletion for the membership roster until dues are paid.

Section 3 – Eligibility to Vote

Only members in good standing in regards to dues shall have voting rights. Individual members shall be entitled to one vote. Household/dual memberships shall be entitled to one vote each by the two listed on the membership application. Business and organizational members shall be entitled to one vote.

ARTICLE IV – AMENDMENTS

Section 1 - Procedure

These by-laws shall be subject to amendment by a two-thirds vote of those voting members in attendance of any regular or called meeting of the Board of Directors, provided that notice shall be given to the Board at least fourteen (14) days in advance of the meeting.

Section 2 - Authority

The Board of Directors shall have the power to alter, amend or repeal the by-laws or adopt new by-laws provided that the new bylaws contain no provision inconsistent with the HPCIA Articles of Incorporation.

Section 3 - Approval

Changes to or revisions of these bylaws must be presented to members in good standing of HPCIA within 30 days of their adoption.

ARTICLE V - BOARD OF DIRECTORS

Section 1 - Management

The affairs of HPCIA shall be controlled and administered by a Board of Directors. Active management of HPCIA shall be vested in the Executive Committee, with the advice and consent of the Board of Directors.

Section 2 - Committee Responsibilities

Board members shall serve as officers and/or committee chairs.

Section 3 - Size of Board

The Board of Directors shall consist of not more than twelve (12) members nor less than five (5), the precise number to be fixed from time to time by the directors.

Section 4 - Eligibility

With the exception of the office of President, any resident or business member of the Home Park area, or any member of local commercial or institutional entities, or any other person eighteen years of age or older, who supports the purpose of HPCIA shall be eligible for election to the Board Of Directors

Section 5 - Terms of Office

All Directors shall be elected for one-year terms by the general membership of HPCIA at the annual meeting. The directors may fill by appointment the place of any Director, which may become vacant prior to the expiration of their term; such appointment by the directors shall continue until the expiration of the term of the Director whose place has become vacant.

Section 6 - Meetings

The Board of Directors shall meet at least quarterly at a place, time and date which shall be published and shall hold other meetings as may be necessary from time to time upon call of the President of the Board. The President shall specify the place, time and date of other meetings.

Section 7 - Quorum for Business

A majority of the membership of the Board of Directors shall constitute a quorum for the transaction of business.

Section 8 - Chair

The President shall be the Chairperson of the Board of Directors.

Section 9 - Limitations on Service

No employee of HPCIA shall be a member of the Board of Directors. If a Board member does become an employee, his or her immediate resignation from the Board shall be mandatory.

Section 10 - Attendance

Failure to attend at least 2 of the first 4 scheduled Board meetings shall constitute a demonstration of lack of interest or an inability to participate in HPCIA business. The Board member in question may be discharged and replaced at the discretion of the Board of Directors.

Termination, suspension, or expulsion of a Board member may occur when a Board member acts in a manner contrary to the best interests of HPCIA. Responsibility for hearing these cases and rendering a decision shall lie with the Board of Directors.

Section 11 – Executive Committee

The officers of HPCIA shall consist of a President, two Vice Presidents, a Treasurer, and a Secretary, who are all members of the Board of Directors. This constitutes the Executive Committee of HPCIA. The same person may hold any two offices except those of President and Treasurer.

President:

The President shall preside at all meetings of the Board of Directors and the Executive Committee and shall be empowered to call special meetings of HPCIA and to break tie votes of the members. In addition, the President shall be authorized to make expenditures for HPCIA within limit established by the Board of Directors, and serve as general spokesperson and liaison for the association. The President shall notify the Board of Directors of all official activities. The president shall appoint 2 HPCIA representatives to the Board of Directors of HPLC, Inc., one of whom shall serve as a board member-at-large. The president may make other appointments as necessary with Board approval.

Vice President – Community Planning & Development:

The Vice President – Community Planning & Development shall head the Planning and Development Committee and spearhead the process of developing and refining the long-term community plans and goals of the association. The Vice President – Community Planning & Development shall be ex-officio member of all committees, shall encourage regular participation of all active members, and shall such other duties as may be prescribed by the President. The Vice President - Community Planning & Development shall be responsible for arranging topics or speakers for monthly community meetings.

Vice President – Learning Center:

The Vice President – Learning Center shall be one of the two people appointed by the President to serve on the HPLC, Inc. Board of Directors. He shall perform such other duties as may be prescribed by the President.

Treasurer:

The Treasurer shall have the authority and responsibility for the receipt, disbursement and safekeeping of the funds and securities of HPCIA and for keeping the Board of Directors informed at all times as to the financial health of HPCIA. The Treasurer, working with the President, shall make written reports of the receipts and disbursements at each regularly scheduled meeting of the Board. The Treasurer's records shall always be open for inspection with the exception of personnel records. The Treasurer shall also oversee any audit requested by the Board of Directors and performed by an independent accountant or an accredited certified public accountant. The Treasurer shall be responsible for recommending to the Directors the investment of funds of HPCIA and present a review of the performance of investments at the annual meeting and from time to time.

Secretary:

The Secretary shall keep the minutes of the meetings of the Board of Directors and shall cause to be kept the minutes of the Executive Committee meetings and shall be the custodian of all records not specifically assigned to the custody of others. The Secretary shall conduct or be the custodian of all correspondence of HPCIA and shall perform such other duties as the President may prescribe.

Section 12 - Chain of Authority

In the absence of the President, the officers, in the following order, shall exercise all the duties and powers of the President, with all the restrictions placed on that office:

- Vice President – Community Planning & Development
- Vice President – Learning Center
- Treasurer
- Secretary

ARTICLE VII – ELECTIONS

Section 1 - General

The President shall nominate a Nominations & Elections Task Force for approval by the Board of Directors during the September Board of Directors meeting. Membership of the Nominations Task Force shall consist of between three and five current HPCIA members. And the members of the Nominations Task Force shall determine the Task Force Chair.

The responsibilities of the Nominations Task Force as are follows:

- Inform the community of the upcoming election of directors to serve on the Board of Director;
- Gather input and interest from the community regarding potential interested candidates;
- Present the membership with a list of all interested candidates at the November community meeting;
- Oversee the election process during the December annual meeting.

Section 2 – Nomination Process

The President shall present the Nominations Task Force to the membership at the October community meeting, at which time it will begin to solicit nominations for office from the membership. The Nominations Task Force shall actively seek a minimum of one interested and capable candidate for each of the positions to be filled. Eligibility shall be determined from the criteria for each Board of Directors position listed in these bylaws and a current membership roster from the Membership Committee Chair. Candidates for President must have served at least one full term as a member of the Board of Directors prior to being installed as President. The Nominations Task Force shall provide the prospective candidates with a description and the requirements of the Board position(s) in which he or she has expressed an interest.

The Nominations Task Force shall again invite nominations at the November community meeting. The close of the November community meeting shall constitute the end of the month-long nomination process, after which no further nominations shall be accepted.

Section 3 - Election Process

The Nominations Task Force shall run and oversee the Board of Directors election, and be responsible for the creation and printing of the paper ballot listing all interested and eligible nominees.

Write-in candidates shall not be permitted on the ballot. A member must be present to cast a vote. No absentee ballots shall be considered.

The election shall occur during the evening of the December community meeting between 5:30pm and 7:30pm, unless otherwise announced to the membership by the Nominations Task Force at least 28 days prior to the election.

The Nominations Task Force shall determine the eligibility of voters by means of the membership roll provided by the Membership Committee Chair.

The Nominations Task Force shall announce a last call for votes at 7:29pm.

At 7:30pm, the Nominations Task Force shall close the polls. At that time, any person at the voting table or in a line designated for waiting voters shall still be afforded the opportunity to cast a ballot. Once the last person has voted, members of the Nominations Task Force shall tally the results of the election.

The candidate for each office who receives the most votes shall be considered the winner of that that position.

The Nominations Task Force shall announce the results of the election as quickly as possible following closing the polls. The cast ballots shall not leave the election location until an announcement of the new Board is made. The Secretary shall take possession of cast ballots.

ARTICLE VIII - STANDING COMMITTEES

Section 1 - List of Committees

The following shall be considered standing committees of HPCIA:

- Executive Committee
- Land Use Committee
- Business Committee
- Learning Center Committee
- Public Safety Committee
- Community Planning & Development Committee
- Membership & Special Events Committee
- Marketing & Communications Committee

Committee chairpersons shall be accountable to the Board of Directors for carrying out the goals and objectives as defined jointly by the Executive Committee and each respective Chairperson and shall not exceed the authority delegated by the Executive Committee or Board of Directors. A Committee Chair may be removed by majority vote of the Executive Committee if those goals and objectives are not followed. Committee members may be appointed by the Committee Chair or by the President and shall be removed by the President or Committee Chair when the best interest of HPCIA shall be served by such removal. All standing committees shall serve concurrently with the President who appoints them. A majority of any committee shall constitute a quorum for the transaction of business. All committee actions shall be subject to approval by the Board of Directors.

Section 2 - Executive Committee

The Executive Committee shall consist of the President, Vice-Presidents, Secretary, and Treasurer. A majority of at least three of these members shall constitute a quorum for the transaction of business at any meeting of the Committee.

It shall be the duty of the Executive Committee to act between the regular meetings of the Board of Directors and in cases of emergency. It shall be empowered to make decisions affecting programs of HPCIA and the collection, budgeting and expenditure of funds, when necessary. The Committee shall be accountable to the Board for all of its actions.

Section 3 - Land Use Committee

It shall be the duty of the Land Use Committee to oversee all building and development plans as they become known for development in the community for commercial and residential uses, including variance applications. A representative of the Land Use Committee shall represent HPCIA Neighborhood Planning Unit (NPU) E meetings. This committee shall hold public monthly meetings and operate under the rules of NPU-E and the City of Atlanta.

Section 4 – Business Committee

It shall be the duty of the Business Committee to work actively to encourage membership and involvement from private businesses and organizations in the Home Park area. This committee shall work closely with the Planning and Development Committee to ensure long-term development goals are communicated clearly with the business community.

Section 5 - Learning Center Committee

It shall be the duty of the Learning Center Committee to oversee the operation of the Learning Center and serve as the official representative to the board of HPLC Inc.

Section 6 – Public Safety Committee

It shall be the duty of the Public Safety Committee to maintain relationships with city and county public safety officials and to communicate with them on issues affecting quality of life in Home Park, including traffic and crime enforcement, condition of streets and sidewalks, and housing code violations.

Section 7 - Community Planning & Development Committee

It shall be the duty of the Community Planning & Development Committee to formulate long-term plans for HPCIA based on needs, real estate developments, and any other plans that may impact the area. It is the responsibility of this Committee to keep abreast of any developments that may in some way enhance or change the nature of the area. It is also the responsibility of this Committee to recommend any funding needs that may become necessary for performing these functions to the Executive Committee.

Section 8 - Membership & Special Events Committee

It shall be the duty of the Membership & Special Events Committee to plan events and activities that shall encourage participation by members of the community. It is also the committee's responsibility to plan and implement programs that benefit the community and to recommend to the Executive Committee any funding needs that may become necessary for implementing these programs. It shall also be the duty of this committee to maintain the membership roster and to work actively to increase the membership of HPCIA from private residents and businesses.

Section 9 – Marketing & Communications Committee

It shall be the duty of the Communications Committee to oversee the production of the newsletter and other communications vehicles and promoting HPCIA to the appropriate agencies. E-mail shall be considered an acceptable means of communications. Official communications shall represent the goals and mission of HPCIA and shall be approved by the Board of Directors prior to dissemination.

The newsletter shall be published no less than four times annually and shall be mailed or otherwise delivered to HPCIA membership. At least one newsletter per year shall be distributed to the neighborhood and businesses in the Home Park area.

ARTICLE IX – CONFLICT OF INTEREST

Directors and officers of HPCIA shall at all times maintain appropriate professional relationships with elected and appointed government officials and business interests. In the event that a director could receive financial gain from the outcome of any vote on a specific issue, he or she shall abstain from voting on the issue being considered. Officers and directors are expected to declare the possibility of appearance of conflict of interest prior to any such vote.

ARTICLE X - COMMUNITY MEETINGS

Section 1 - Scheduling

The President or a majority of the Board of Directors shall schedule meetings of the community membership on a regular and periodic basis. The President or a majority of the Board of Directors may call special meetings of the membership at any time.

Section 2 - Notice of Meetings

Notice of the time and place of called membership meetings shall be affected through publication in the organizational newsletter or by special notice circulated to the community at least 7 days prior to the date thereof. E-mail shall be considered an acceptable means of communications for all notices.

ARTICLE XI – SEAL

The seal of HPCIA shall be in such form as the Board of Directors may from time determine. In the event that it is not convenient to use such seal at any time, the signature of HPCIA followed by the word "SEAL" enclosed in parentheses, shall be deemed the seal of the corporation. The seal shall be in the custody of the Secretary and affixed on appropriate papers.

ARTICLE XII - SALE OF ASSETS

Any sale or transfer of any stock, bond, security or any other property standing in the name of the corporation, shall be valid only if signed by HPCIA acting with the approval of a majority of the membership attending a meeting called for this purpose.

ARTICLE XII - COMPENSATION OF DIRECTORS

The officers and directors of HPCIA shall serve without compensation.