

# BYLAWS OF ADAIR PARK TODAY, INC.

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# BYLAWS OF ADAIR PARK TODAY, INC.

## Article I

### *General Information*

#### **Section A: *Name***

The legal name of the Organization shall be Adair Park Today, Inc. (“Adair Park Today” and the “Organization”), incorporated under the laws of the State of Georgia and pursuant to the rules of Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”). These Bylaws incorporate and supplement the Articles of Incorporation, which were filed with the Secretary of State on April 29th, 1991.

#### **Section B: *Purpose***

Adair Park Today is a nonprofit organized exclusively for the following charitable and educational purposes, within the meaning of Section 501(c)(3) of the Code, as amended, or the corresponding provision of any future United States internal revenue law.

The purpose of the Organization is:

- to serve the best interest of the neighborhood by promoting and amplifying the voice of Adair Park neighbors;
- to act as a steward of the historic district (see City of Atlanta Zoning Ordinance, Chapter 20I, Section 16-20I-001), and pursue strategies which preserve and protect the uniqueness of the architectural character of residential areas in Adair Park;
- to advocate for neighborhood development that respects, promotes and preserves legacy residency, diversity, and sustainability, and enhances the quality of life for those in the community;
- to promote policies and plans for appropriate land uses, zoning, and compatible land development;
- to encourage collaboration with other Southwest Atlanta neighborhoods on issues and projects of mutual concern;
- to protect and activate the parks, greenspace, and the BeltLine trail sections that impact the neighborhood;
- to act as a liaison between public officials, including the City of Atlanta, Fulton County, State of Georgia and any other governing body, office or agency, and Adair Park residents;
- to unite residents of Adair Park in achieving these goals;
- to further other charitable purposes as may be determined by the Board; and
- to conduct any lawful act or activity related to these purposes that is consistent with the provisions of Code Section 501(c)(3).

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The Organization shall operate exclusively for charitable purposes, including the making of distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3). All funds, whether income or principal and whether acquired by gift or contribution or otherwise, shall be devoted to the foregoing purposes.

## **Section C: Boundaries**

The neighborhood of Adair Park is defined as the area located in the City of Atlanta, Fulton County, Georgia, and is bordered on the east by Metropolitan Parkway; bordered on the south by the Atlanta BeltLine Trail (formerly the CSX Transportation corridor); bordered on the west by Norfolk Southern Railroad, which continues along Murphy Avenue; and bordered on the north, by the intersection of this railroad and Northside Drive, coinciding with Peters Street.

Additionally, the boundaries of the Historic Adair Park District are Metropolitan Parkway on the East, Lexington Avenue on the South, Murphy Avenue on the West, and Shelton Avenue on the North.

## **Section D: Mailing Address**

The Organization shall maintain a post office box and make the address publicly available.

## **Article II**

### *Board of Directors*

The Board of Directors shall consist of six Officers: the President, Vice President, Secretary, Treasurer, Parliamentarian, and Communications Chair. All Officers must be at least 18 years old and active members in good standing. The Board will be elected by majority of votes cast at a meeting where quorum is present. No salaries will be paid to the Board.

## **Section A: President**

The President serves as the Chair of the Board. The President shall preside at general and specially-called meetings. The President shall perform all administrative duties required by the office and be a member of the Organization in good standing for at least six months prior to holding office. The President shall:

1. Act as a liaison between the Organization and the City of Atlanta and all other businesses and organizations which demonstrate an interest in the development of the Adair Park neighborhood and any other issues or topics that may have direct or indirect impact on the neighborhood.
2. Create the agenda for general and specially-called meetings.

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3. Conduct the general and specially-called meetings, and hold regularly scheduled Board meetings with Officers.
4. Serve as the co-signer of all financial matters in conjunction with the Treasurer.

## **Section B: Vice President**

The Vice President shall serve in the position of President in the absence of the President, or in the event of their inability or refusal to act or to perform the duties of the President. The Vice President shall perform all administrative duties required by the office and be a member of the Organization in good standing for at least six months prior to holding office. The Vice President shall:

1. Act as a liaison between all standing and ad hoc committees and the Board of Directors.
2. Serve as representative of the Board of Directors at all standing and ad hoc committee meetings.
3. Assume the roles and responsibilities of any vacant Board of Directors position until it has been filled.

## **Section C: Secretary**

The Secretary shall maintain all records and documents of the Organization including (but not limited to) minutes of the general meetings and specially-called meetings. The Secretary shall:

1. Record and maintain records of minutes of all general and specially-called meetings.
2. Provide minutes to the membership for approval at general meetings and provide copies of the minutes when requested.
3. Maintain all official correspondence of the Organization and provide copies of the same, upon request.

## **Section D: Treasurer**

The Treasurer shall keep records and ledgers in accordance with generally accepted accounting principles (GAAP). The Treasurer will perform all administrative duties required by the office and be a member of the Organization in good standing for at least six month prior to holding office. The Treasurer shall:

1. Give a financial report of the Organization to the membership at the general meeting each month. The financial report will include an analysis of recent financial transactions involving the Organization.
2. Provide an end-of-year report detailing financial transactions that will be reviewed by the Officers and submitted for approval by the membership at the January meeting.
3. Provide accounting receipts of membership dues and maintain membership role, banking and institutional transactions, and all other financial dealings between the Organization and other businesses.

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4. Sign documents and other banking records. Signing must be accompanied by the signature of the President, and only done so after the proper vote of the membership.
5. Maintain and provide membership information to the Secretary and Parliamentarian when voting rights of members and issues of eligibility to hold office are in dispute.
6. Chair the ad hoc Finance Committee.

## **Section E: *Parliamentarian***

The Parliamentarian shall call general and specially-called meetings of the Organization to order as set by parliamentary procedure. The Parliamentarian shall:

1. Advise and confer with the President and other Officers during meetings to maintain order in a fair and gracious manner.
2. Acknowledge time limits and hold speakers to their allotted time stated in the agenda and issue a warning when members are in violation of the Rules of Conduct.
3. Record attendance at general and specially-called meetings.
4. Defer to Rosenberg's Rules of Order on all questions of procedures not specifically stated in the Bylaws.

## **Section F: *Communications Chair***

The Communications Chair shall create and disseminate all official collateral materials for the purposes of public relations, internal and external to the Organization. The Communications Chair shall:

1. Manage and send official correspondence on behalf of the Organization as requested by the President.
2. Respond to media requests on behalf of Adair Park Today.
3. Assist the Secretary and distribute all official correspondence of the Organization as necessary.
4. Serve in the position of Secretary in his/her absence.
5. Manage updates and content on the Adair Park Today website.
6. Work with Board and Membership to create and manage distribution of the neighborhood newsletter both in print and online.
7. Manage social media accounts on behalf of the Organization.

## **Section G: *Additional Guidelines***

Officers must follow these additional duties and guidelines. All Officers shall:

1. Be prompt, arriving no more than 15 minutes late to general membership meetings without prior notice.
2. Attend at least 9 of 12 general membership meetings.
3. Serve a two-year term not to exceed two (2) consecutive terms in the same position.
4. Take a one-year hiatus from elected office status after six (6) consecutive years of service.

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5. Disclose any conflicts of interest to the Board prior to any vote. A conflict may be waived in accordance with Article XI.
6. Be an active member in good standing.

## **Section H: Disciplinary Action**

When an Officer has engaged in conduct that is deemed inconsistent with standards set within the Bylaws, he/she/they shall be subjected to disciplinary action by the membership of the Organization. The membership can call for a vote for disciplinary action, which may lead to the suspension, expulsion, or request for resignation of the Officer(s) when the following has occurred:

1. Suspension (first and second occurrence) – Failure to adhere to his/her/their fiduciary responsibility shall result in the suspension of the Officer from serving at the next general meeting.
2. Expulsion (third occurrence) – Failure to adhere to his/her/their fiduciary responsibility a third time within a calendar year shall result in the expulsion of the Officer from completing the remainder of his/her term.
3. Request for Resignation – When an Officer engages in criminal misconduct, either within the Organization or outside the Organization, the membership shall ask for his/her/their resignation pending the outcome of the investigation by the Organization or the legal authorities handling the alleged misconduct.
4. Recalling/Removing an Officer – In the event an Officer fails to maintain the qualifications or prescribed duties of his/her/their office, a narrative statement identifying the deficiencies and a petition containing signatures of 33% of members in good standing shall be presented by such a member at a scheduled Board meeting. The Executive Committee shall review the documents, make notification and submit a recommendation to the body at the next Regular Meeting. The Officer in question shall be allowed a rebuttal at the Regular Meeting immediately following the Board's recommendation, provided his/her term in office will not have expired prior to such time. In such case, the Officer in question shall be given the option to rebut the Board's recommendation at the meeting in which the recommendation is made to the body. A simple majority (51%) vote of the members in good standing is required for the removal of an Officer. The vote for removal from office will take place immediately after the rebuttal by the Officer in question.
5. Resignation – An Officer may resign at any time by giving notice to the Organization. Resignation shall take effect upon receipt of such resignation or at any other agreed upon time.
6. Vacancies – When an Officer has vacated his/her/their position before the term has expired (either voluntarily or otherwise), the Nominating Committee shall work with the membership to identify a member to fill the vacancy for the remainder of the calendar year. The members must approve the new Officer by a simple majority (51%) at a designated Membership Meeting.

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## Article III *Committees*

### **Section A: Standing Committees and Subcommittees**

The Organization will recognize up to five (5) standing committees. Should members determine the need to create additional standing committee work, they may partner with the Board to propose, vote on and staff additional efforts as needed and as resources allow. The standing committees may include (but are not limited to):

1. Public Safety & Well-Being
2. Events
3. Parks and Public Spaces
4. Historic Preservation and Land Use

Standing committees will meet as regularly as the group deems appropriate. Each committee will determine the tasks and projects achievable during the year and present them to membership. All committee projects and proposed expenditures must be brought to the membership for vote, and may be approved by a simple majority.

Standing Committees will be led by a Chairperson (or Co-Chairpersons) and made up of members in good standing (as defined in Article XI). Chairperson (or Co-Chairpersons) will be selected by committee members by a majority vote; if there is no established committee they can be selected by members of the Board through majority vote. A Chairperson shall guide and direct all functions and activities of the Committee. However, a majority vote by the members of the Committee membership may override the decision of a Chairperson. All Chairpersons shall report to the Vice President.

Subcommittees of a Standing Committee can be established for the purposes of dividing the committee's workload as needs arise (e.g. a zoning subcommittee for Historic Preservation and Land Use). Standing Committees may propose subcommittees to membership for approval.

### **Section B: Ad-Hoc Committees**

In addition to the Standing Committees and Subcommittees, members of the Organization may decide to form ad-hoc committees and work with the Board to propose and vote to create them. An ad-hoc committee is a temporary committee that is formed for a specific purpose or to help on a specific time-bound project (e.g. an ad-hoc committee formed to review the Organization's bylaws on a periodic



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basis). These committees will continue as long as the membership deem necessary. Ad-hoc Committee members must be members in good standing.

## **Section C: Public Safety and Well-Being Committee**

The Public Safety & Well-Being Committee will maintain open dialogue and partner with Adair Park community members, adjacent neighborhoods and community organizations, the Atlanta Police Department and the City of Atlanta to ensure the safety, security, and well-being of all neighbors, to enable reduction of crime, and promote holistic, anti-racist solutions to public safety in Adair Park. The Public Safety & Well-Being Committee will:

1. Coordinate activities with adjacent neighborhoods, including engaging with NPU-V.
2. Support and organize activities and initiatives that promote and foster approaches to public safety and well-being that protect the most vulnerable community members.
3. Foster neighborhood awareness of appropriate non-emergency responses.

## **Section D: Events Committee**

The Events Committee will focus on developing activities that involve Adair Park residents with the purpose of increasing community engagement and raising funds for the Organization. The Events Committee will organize and provide oversight for any subcommittees tasked with planning Adair Park Today events. The Events Committee shall:

1. Identify and implement events and activities for residents as resources allow.
2. Encourage Adair Park neighbors to coordinate open social events, including meet-and-greets, throughout the year.
3. Ensure all community members feel welcome at events and that efforts are made to invite and provide information about events to as many neighbors as possible.

## **Section E: Parks and Public Spaces**

The Parks and Public Spaces Committee will focus on maintaining and beautifying the city parks located within the Adair Park Neighborhood: Adair Park I, Adair Park II, Bonnie Brae, and the Brookline Triangle. The Parks & Public Spaces Committee shall:

1. Coordinate activities to improve park spaces with civic and community-based organizations (e.g. organizing neighborhood clean-ups).
2. Ensure community involvement in park design and planning opportunities.
3. Identify resources for maintaining the condition of sidewalks, drainage, lighting, trees, parks, and other public spaces by working with the City of Atlanta and State of Georgia officials.
4. Conduct other duties including but not limited to: identifying issues related to sanitation and/or flooding and reporting illegal dumping.

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## **Section F: Historic Preservation and Land Use**

The Historic Preservation and Land Use Committee will focus on residential and commercial properties located within the neighborhood of Adair Park. This Committee shall:

1. Document and report physical changes that impact homes, businesses, and vacant lots by providing monthly updates of any changes to the membership.
2. Organize housing seminars, which may include topics related to rehabilitation, purchase, sale and repair of existing structures.
3. Understand and report violations to Code Enforcement and the Historic Preservation Guidelines.
4. Attend, when appropriate, Atlanta Urban Design Commission meetings.
5. Organize coordinated responses to any pending or proposed zoning changes affecting residents of the Adair Park Neighborhood.
6. Serve as a liaison with the City of Atlanta's Department of Public Works, focusing on any issues regarding the addition or maintenance of sidewalks, roads, and any public or private utilities adjacent to or within Adair Park.

## **Article IV**

### *Membership*

#### **Section A: Eligibility**

Membership in Adair Park Today, Inc. shall be open to individual residents or business owners active within the Adair Park neighborhood. A member shall be at least 18 years of age, and either own or lease property or reside within the boundaries of the Adair Park neighborhood.

A business-owner member shall operate a business within the Adair Park neighborhood. All members must be individuals, not entities. Businesses are limited to one individual representative.

#### **Section B: Dues**

In order to maintain one's membership in Adair Park Today, Inc. and exercise voting privileges, an annual due must be paid, which will be applied each calendar year and valid January 1st through December 31st of the given year. Dues are required in full each year and are never prorated. Any individual eligible for membership may request a hardship waiver from the Treasurer. No supporting documentation shall be required of any individual who requests a hardship waiver.

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Annual dues rates are proposed by the Board of Directors and approved by the membership. Dues rates are posted on the website. If new dues are not proposed by the board then the previous year's dues rate will remain.

## **Section C: Code of Conduct**

When attending meetings, all members must conduct themselves in a manner that is professional, respectful, and does not cause excessive and/or consistent disruption to the Officers conducting the meeting. Additionally, members must not issue verbal or physical threats on properties where official corporate business is being conducted.

## **Section D: Rights**

All members in good standing have the following rights:

### Meetings

Members have the right to be informed in a timely manner of any general or special meetings held by the Organization. Good effort should be made to inform members of meetings using multiple methods to achieve equitable access to information. Members also have the right to attend any committee or ad hoc meeting, including Board meetings.

Members have the right to attend meetings that are conducted in an orderly manner and where discussion and different viewpoints are encouraged and respected.

### Voting

All members in good standing will have the right to vote in all matters brought by the membership. Each member will have one vote only. Voting is to be conducted by open forum with paper and/or electronic balloting. No proxy or mail-in votes will be accepted.

Any member having a conflict of interest with the matter up for vote shall disclose their conflict and abstain from the vote.

### Budget and Expenses

Members have the right to approve the budget of the Organization at the beginning of each year. Up to \$50.00 per month may be approved by the Board without membership vote.

### Access to Documents and Records

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The members will have access to all records that are part of the fiduciary responsibilities of the Board. The fiduciary responsibilities include providing timely access to the following: the Articles of Incorporation; the Bylaws; all minutes of monthly, annual and specially-called meetings (including general, executive, standing, and ad hoc committees); and all other records which relate to the ongoing business of the Organization. Such access should not be unreasonably withheld.

When requested, documents including, but not limited to, banking and purchasing receipts, neighborhood activities, grant application(s), and receipt(s) with such accounting shall not be unreasonably withheld from members. All requests for documentation and/or access to records shall be submitted to the Secretary in writing, and a response will be provided to the requestor within 30 calendar days.

## **Section E: Disciplinary Action**

In order to uphold the rights of members in good standing, disciplinary measures may be implemented against any member whose behavior threatens the rights of others.

Conduct by causing excessive and/or consistent disruptions will be subjected to disciplinary action by the membership that may lead to removal, suspension, or expulsion of attendance or membership rights. A call for disciplinary action against a member can be brought by any member in good standing. The decision will be taken in accordance with the membership vote, which will be held at the following general membership meeting.

1. Removal - Attendees can be immediately removed from a general meeting when he/she/they is in violation of the Rules of Conduct as motioned, seconded, and approved by the membership.
2. Suspension – Attendees can be suspended from attending up to the next three (3) general meetings when he/she/they is in violation of the Rules of Conduct as motioned, seconded, and approved by the membership.
3. Expulsion – Attendees can be expelled from attending general and specially-called meetings for 6 to 12 months when he/she/they has been suspended by the membership for the third violation during a calendar year.

Members who are removed, suspended, or expelled will lose all rights as defined in Article IV, Section D during his/her/their removal, suspension or expulsion. Any dues paid to the Organization will be forfeited in the event of an expulsion.

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## Article V

### *Meetings and Elections*

#### **Section A: Meetings**

Meetings will be conducted as follows:

1. The general meetings of the membership will be held monthly at a predetermined time and place, at a time generally convenient for the majority of the membership and a place compliant with the Americans with Disabilities Act (ADA), to be announced and communicated by the Board.
2. Specially-called meetings of the Organization may be called for when at least three (3) Officers deem necessary. The President will preside at regular and specially-called meetings. Notice of the meeting will describe the purpose of the meeting.
3. Members of the Organization will be notified of all meetings at least ten (10) days in advance of any meeting, unless an emergency special meeting is required, in which case, only three (3) days' notice is required.
4. A list of members permitted to vote at a meeting shall be available beginning two (2) days after the notice of a meeting is delivered and continuing through the date of the meeting.

#### **Section B: Elections**

Elections will be conducted as follows:

1. The election of Officers will be conducted at the December general meeting, and the term of office to start January 1st and run through December 31st.
2. Voting is to be conducted by open forum with paper and/or electronic balloting. No proxy or mail-in votes will be accepted.

#### **Section C: Procedures**

Meetings and elections shall follow the procedures below:

1. Procedures for business matters shall be parliamentary in style and follow Rosenberg's Rules of Order.
2. Elected Officers will reference the motion to a standing or ad hoc committee (or themselves) if further discussion and review is deemed necessary.
3. A quorum must exist at any meeting in order for any voting to occur (as defined in Article XI).

## Article VI

### *Legal Action*

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When a crime (whether criminal or civil) has been committed, legal action shall be taken to protect the Organization, and provide for the safety of the membership, Board of Directors, and/or committee members as necessary.

## Article VII

### *Written Documents, Physical Materials, Intellectual Property*

Any written documents, physical materials or anything that would constitute intellectual property developed for, or purchased by the Organization, is the legal property of the Organization. Any documents that have been printed or electronically posted for the purpose of distribution to the Organization's members constitute publication and are copyrighted. When any member(s) who holds such property in any form, hard copies or web-enabled document repositories administration rights, vacates his/her/their committee position, or membership in the Organization, he/she/they must relinquish any and all such documents and items to the body at the time of vacating the committed position, or membership in the Organization. Failure to do so can result in legal action taken by the Organization.

## Article VIII

### *Liability and Indemnification of Directors and Officers*

#### **Section A: Limited Liability of Directors and Officers**

The liability of the directors and officers of the Organization shall be limited in accordance with the provisions of Section 14-3-830 of the Georgia Nonprofit Corporation Code ("GNCC") and the Articles of Incorporation.

#### **Section B: Indemnification**

To the full extent permitted by applicable law and the Articles of Incorporation, the Organization shall indemnify any person (and the heirs, executors and administrators of such person) who, by reason of the fact that he or she is or was a director, officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, was or is a party or is threatened to be made a party to:

1. Any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Organization), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement

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actually and reasonably incurred by such person in connection with any such claim, action, suit or proceeding; or

2. Any threatened, pending or completed claim, action or suit by or in the right of the Organization to procure a judgment in its favor, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit.

Any such indemnification by the Organization shall be made in the manner and to the extent authorized by applicable law and the Articles of Incorporation.

## **Section C: Success on Merits or Otherwise**

To the extent that a person who is or was a director, officer, employee or agent of the Organization, or of any other corporation, partnership, joint venture, trust or other enterprise with which he or she is or was serving in such capacity at the request of the Organization, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

## **Section D: Applicable Standard**

Any indemnification under this Article (unless ordered by a court) shall be made by the Organization only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he or she has met the applicable standard of conduct. Such determination shall be made: (a) by the Board by a majority vote of a quorum consisting of Officers who were not parties to such action, suit or proceeding; or (b) if such a quorum is not obtainable, or even if obtainable but a quorum of disinterested Officers so directs, by independent legal counsel in a written opinion.

## **Section E: Non-Exclusivity of Article**

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a director or officer seeking indemnification may be entitled under the Articles of Incorporation, these Bylaws, any statute, agreement, vote of members or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

## **Section F: Insurance**

The Organization shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer, employee or agent of the Organization,

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or is or was serving at the request of the Organization as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Organization would have the power to indemnify such person against such liability under applicable.

## **Section G: Intent**

The intent of this Article is to permit indemnification of directors and officers of the Organization to the fullest extent permitted by the GNCC. If the GNCC or, if applicable, the Georgia Business Corporation Code is amended to authorize the further elimination or limitation of the liability of directors or officers, then the liability of a director or officer of the Organization, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended GNCC or the amended Georgia Business Corporation Code, as appropriate.

## **Section H: Severability**

The invalidity or unenforceability of any provision in this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

## **Article IX**

### *Dissolution*

Upon dissolution of the Organization, the Board shall, after paying or making provision for payment of all of the liabilities of the Organization, dispose of all of the assets of the Organization by distributing those assets exclusively for the purposes of the Organization in such manner, or to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under Code Section 501(c)(3), as the Board shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the Organization is then located, exclusively for such purposes or to such organization or organizations as the court shall determine, which are organized and operated exclusively for such purposes.

## **Article X**

### *Amendment*



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These Bylaws and the Articles of Incorporation may be amended or repealed, and new Bylaws or Articles may be adopted, by a majority vote of the entire Board and membership at any regular or special meeting; provided, however, that any proposed amendment shall be included in the notice of such meeting; provided, however, that no amendment or new Bylaw may be adopted that would cause the Organization no longer to be qualified as an exempt organization described in Code Section 501(c)(3).

## **Article XI**

### *Tax Exempt Status*

The affairs of the Organization at all times shall be conducted in such a manner as to assure the Organization's status as an organization qualifying for exemption from taxation pursuant to Code Section 501(c)(3).

## **Article XII**

### *Definitions and Explanations*

#### Conflict of Interest:

No employee, director or officer of the Organization, or any family member of such employee, director or officer, or any corporation, partnership, association, trust or other entity in which such employee, director or officer, or family member of such employee, director or officer, serves as a director, officer, partner or trustee, or has a financial interest, shall be permitted to enter into any contract or transaction with the Organization unless:

1. Such employee, director or officer discloses to the Board in writing the material facts as to her or her family member's relationship with or interest in the entity proposing to enter into the contract or transaction with the Organization, and the Board authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors (even though the disinterested directors may constitute less than a quorum); and
2. The contract or transaction is fair to the Organization.

#### Ex-officio:

By virtue of office or position has the right to attend any business concerning the Organization, otherwise known as the default official.

#### Fiduciary Responsibility:

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Fiduciary responsibility is the responsibility of an Officer to act in a manner that is in the best interest of the Organization, and to adhere to the duties and responsibilities described within the bylaws of the Organization.

## Good Standing:

Membership dues are paid in full; no outstanding disciplinary actions are in force.

## Majority Vote:

A simple majority, more than fifty percent of the whole.

## Meetings:

General meeting times and places may be altered in advance to accommodate New Years Day in January, Fourth of July, Labor Day in September, and Election Day in November.

## Member/Resident:

Individual person living in the Adair Park neighborhood. A household comprised of multiple individuals will be individually counted and will pay dues independently.

## Member/Business:

Representative of a business, agency, corporation, institution, or entity, operating its primary business or function in the Adair Park neighborhood. One person is delegated as the entity's voting voice for a business membership.

## Quorum:

The minimum number of voting members required in order to conduct any vote.

Quorum shall mean specifically:

1. For general business issues and meetings of the members and Board, three (3) of the six (6) Board members plus one quarter (1/4) of the paid members in good standing must be physically in attendance;
2. For Board meetings where members are not present, three (3) of the six (6) Board members shall constitute a quorum;
3. For committee business issues, a simple majority of the entire committee must be physically in attendance.

## Rosenberg's Rules of Order:

Basic and quick reference-style meeting procedures outlined at [Rosenberg's Rules of Order: Simple Parliamentary Procedures for the 21st Century](#).