

**BYLAWS
OF
LITTLE FIVE POINTS ALLIANCE, INC.**

ARTICLE I. NAME

The name of the Corporation will be Little Five Points Alliance, Inc.

ARTICLE II. PURPOSES; POWERS

- 2.1 **Purposes.** The purpose of the Corporation is to create and nurture collaboration among its members to act for their collective benefit. The Corporation will seek to develop as broad a consensus as possible on implementation of initiatives consistent with its more specific purposes including, but not limited to: (a) creating cohesive communications to engage the residential and business community in and around Little 5 Points, (b) encouraging involvement and support from the residential communities; (c) involving the businesses that make Little 5 Points the unique full service neighborhood commercial district it has been for many decades; (d) communicating about infrastructure projects that Little 5 Points Community Improvement District is managing with or for the City of Atlanta; (e) combining resources from commercial property owners, business owners, residents and other supporters of Little 5 Points to identify and implement common initiatives; (f) serving as the center for collaboration between businesses, business owners and surrounding neighborhoods for smart growth in Little Five Points; and (g) such other purposes as are permitted by law. The Corporation is organized exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any subsequent federal tax law; provided, however, none of the Corporation's rights and powers shall include the right and power to carry on a business for profit.
- 2.2 **Powers.** The Corporation shall also have those powers reasonably necessary to accomplish the foregoing purposes and which are not contrary to law and to engage in any lawful business or activities related thereto and for which corporations may be organized under the Georgia Nonprofit Corporation Code, including the power to do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes set forth herein, provided the same not be forbidden by the laws of the State of Georgia.

- 2.3 **Limitations.** The Corporation is organized exclusively for charitable and educational purposes, including in such purposes the making of distributions to organizations under Section 501(c)(3) of the Code or the corresponding section of any future federal tax law. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors or officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article II. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax law or (b) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax law.

ARTICLE III. MEMBERS

The Corporation will have two classes of members, consisting of voting members and non-voting members. The voting members shall be (1) Little 5 Points Community Improvement District, (2) Inman Park Neighborhood Association, Inc., (3) Candler Park Neighborhood Organization, Inc., and (4) Little 5 Points Business Association (the "Voting Members"). As many classes of nonvoting members as the Board of Directors shall decide to create may be established for business and individual supporters of Little Five Points and the Corporation.

ARTICLE IV. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors which shall oversee the general policies of the Corporation as well as provide guidance and support to ensure the continued long-term strength of the Corporation.

4.1 Election of Directors.

(a) Qualifications. The designated number of Directors of the Corporation (the “Appointed Directors”) shall be appointed by each of the Voting Members as follows (1) Little 5 Points Community Improvement District, (2) Candler Park Neighborhood Organization, Inc., (3) Inman Park Neighborhood Association, Inc, and (4) Little 5 Points Business Association shall each appoint two Directors. In addition, during the period from September 1, 2018 through August 31, 2019 (the “Stand Up Term”) the Board of Directors of Little 5 Alive, Inc. prior to the Stand Up Term shall appoint two Directors. After the Stand Up Period, the Board of Directors shall appoint two At-Large Directors in addition to the Appointed Directors.

If a Voting Member is not represented at two consecutive regular meetings of the Board of Directors it shall be subject to the loss of its right to appoint Directors pursuant to this section. If after written notice is provided by the Secretary to the President and also to the authorized representative (generally the Secretary) of the Voting Member, the Voting Member is represented at the next regular meeting of the Board of Directors its right to appoint Directors shall be unaffected. If, however, such Voting Member is not represented at the next regular meeting of the Board of Directors, upon the vote of a simple majority vote of those Directors present at a duly called meeting of the Board of Directors, such Voting Member shall lose its right to appoint Directors. Any At-Large Director that is not represented at two consecutive regular meetings of the Board of Directors is also subject to removal as a Director, upon written notice to the At-Large Director by the Secretary and a simple majority vote of those Directors present at a duly called meeting of the Board of Directors.

Any organization desiring to be admitted (or readmitted) as a Voting Member may petition the Board of Directors at any time to be admitted as such. Any such organization may be admitted as a Voting Member upon a majority vote of the then-serving members of the Board of Directors at any duly called meeting of the Board, and approval of the Appointed Directors pursuant to Section 9.1(c). Any newly-admitted Voting Member shall be entitled to appoint the number of directors approved by majority vote of the then-serving members of the Board of Directors at such duly called meeting of the Board, and as are approved by the Appointed Directors, and such newly-admitted Voting Member’s director(s) shall be Appointed Directors.

(b) Elections.

(i) All Directors of the Corporation other than the Appointed Directors shall be elected by the majority vote of the then-serving members of the Board of Directors in accordance with these Bylaws. Except for Directors elected to fill any vacant seat (irrespective of whether the vacant seat has been previously filled) on the Board of Directors, all Directors shall be elected at the annual meeting of the Corporation. Provided that advance notice of the nomination and pending vote to elect new Directors has been given to the Board, elections to fill a vacant seat on the Board may be conducted at any regularly scheduled meeting of the Board of Directors, or in the event the Board of Directors does not hold a regularly scheduled meeting for any given quarter, at the next duly called meeting of the Board of Directors. In the event that the Board of Directors does not hold regularly scheduled meetings, elections to the Board of Directors may be conducted at any meeting of the Board of Directors.

(ii) Each Voting Member shall appoint its Appointed Directors by providing written notice to the President and the Secretary of the Corporation of the name, address, telephone number, and other contact information of the individuals selected by each Voting Member to serve as an Appointed Director of the Corporation. Each Appointed Director shall have a duty to represent the Voting Member that appointed such Director in addition to the duties the Director has as a Director of the Corporation. Each Voting Member may, at its option, appoint one alternate Director to act in the absence of each of its Appointed Directors, upon written notice to the President and Secretary of the Corporation.

4.2 **Nomination of Directors.** Nominations for At-Large Directors shall be made by the Nominating Committee. Nominations may be made at a regularly scheduled meeting of the Board of Directors, or in the event that the Board of Directors does not hold a regularly scheduled meeting, at the next duly called meeting of the Board of Directors.

4.3 **Terms of Directors.** At the end of the Stand Up Term each Voting Member shall designate one of its Appointed Directors as having a one year term, it being the intent to create staggered terms for Appointed Directors. Thereafter, each Appointed Director shall serve for a two year

term from the date of his or her appointment and shall be subject to re-appointment at the end of such term. Each Director appointed or elected other than at an annual meeting shall serve until the end of the term of the Director that person is replacing (if applicable) or the next annual meeting of the Corporation, whichever is later. Members of the Board of Directors may serve on the Board for no more than four consecutive years in any capacity; provided, however, that this limitation on time of service may be waived by a two-thirds (2/3) vote of the incumbent Directors on account of the unique contribution that the Member makes to the Board. Unless the four year limitation has been waived by the Board as provided above, persons serving on the Board of Directors for four consecutive years must wait at least two years before being appointed or reelected to the Board of Directors in any capacity. The Board shall make an effort, where reasonable, to stagger the terms of At-Large Directors so that half of the At-Large Directors are elected at each annual meeting.

- 4.4 **Removal of Directors.** Appointed Directors serve at the pleasure of the Voting Member responsible for such Director's appointment. At-Large Directors serve at the pleasure of the remaining members of the Board of Directors. Any Voting Member may remove its Appointed Director(s) at any time by providing written notice to such Director and to the President and Secretary of the Corporation prior to or at the commencement of the next meeting of the Board of Directors. The Board of Directors may remove any At-Large Director at any time by a three-quarters (3/4th) vote of the remaining incumbent Directors at any special meeting called for such purpose or at any regularly scheduled meeting provided that advance notice of the pending vote on the matter is given to the Board.
- 4.5 **Resignation of Directors.** Any Director may resign at any time by providing written notice to the President and Secretary of the Corporation. Resignation of a Director shall become effective either (a) immediately or (b) on the later date specified in such written notification.
- 4.6 **Vacancies.** Any vacancy resulting from the removal or resignation of an Appointed Director shall be filled by the Voting Member that selected such Director. Any vacancy resulting from the removal or resignation of an At-Large Director shall be filled by a majority vote of the remaining Directors following receipt of nominations from the Nominating Committee.
- 4.7 **Advisory Board.** The Board of Directors may recruit members of an Advisory Board who will bring expertise and/or other skills necessary to enhance the ability of the Corporation to achieve its purposes. Advisory

Board members may be nominated by any then-serving member of the Board of Directors. Each such nominee shall be elected by a majority vote of the Board of Directors.

ARTICLE V. OFFICERS

The Officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, and a Treasurer.

5.1 **Duties.**

(a) **President:** The President shall be the Chief Executive Officer of the Corporation and shall be responsible for the administration of the Corporation, including the general supervision of the policies of the Corporation and the general and active management of the financial affairs of the Corporation. The President shall execute contracts on behalf of the Corporation. The President shall have sole authority to appoint official spokesmen for the Corporation.

(b) **Vice Presidents:** The Vice Presidents shall perform such other duties and exercise such other powers as the President of the Corporation shall request or delegate. In the absence of the President or in the event of the President's death or inability to act, the Vice Presidents shall perform the duties of the President and when acting, shall have all the powers and be subject to all restrictions upon the President.

(c) **Secretary:** The Secretary shall keep minutes of all meetings of the Board of Directors and all meetings of the Executive Committee. The Secretary shall have charge of the minute book and seal of the Corporation, shall file the annual reports with the Georgia Secretary of State on behalf of the Corporation, and shall perform such other duties and have such other powers as may from time to time be designated by the President or Executive Committee.

(d) **Treasurer:** The Treasurer shall serve as Comptroller of the Corporation. The Treasurer shall receive the monies of the Corporation and deposit the same in such banks, trust companies, or other depositories as the Board may approve. The Treasurer shall have custody of all securities, valuable papers, and documents of the Corporation. The Treasurer shall keep or cause to be kept a book or books setting forth a true record of all receipts and disbursements, and shall, when, and as required by the President or the Board of Directors, render a statement of the financial condition of the Corporation (including

preparation of an annual public report of the receipts and disbursements of the Corporation) and shall prepare and file, or cause to be prepared and timely filed the Corporation's state and federal income tax forms. The Treasurer shall, in general, perform all duties incident to the office of Treasurer, and have such other powers and duties as may from time to time be delegated by the President or Board of Directors.

- 5.2 **Elections.** Officers of the Corporation shall be chosen from among the members of the Board of Directors of the Corporation and shall be elected by the majority vote of the Board of Directors in accordance with these Bylaws at the annual meeting of the Board of Directors, except in the case of vacancy which may be filled at a duly called monthly meeting, or in the event the Board of Directors does not hold a monthly meeting for any given month, at the next duly called meeting of the Board of Directors. In the event that the Board of Directors does not hold regularly scheduled monthly meetings, elections of Officers may be conducted at any meeting of the Board of Directors. Notice of any nominations and pending election other than at the annual meeting shall be given to all Directors in advance of the meeting for the purpose of electing any officer.
- 5.3 **Nomination of Officers.** Nominations for Officers shall be made by the members of the Board of Directors (including the ability of any Director to nominate himself or herself). Nominations may be made at the monthly meeting of the Board of Directors, or in the event that the Board of Directors does not hold a monthly meeting for any given month, at the next duly called meeting of the Board of Directors. In the event that the Board of Directors does not hold regularly scheduled monthly meetings, nominations may be made at any meeting of the Board of Directors.
- 5.4 **Term of Officers.** Each Officer shall serve for a one year term from the date of his or her election and shall be subject to re-election at the end of such term. Officers may be elected to any number of successive terms; provided, however, that no person shall serve in the same office for more than three consecutive terms. This limitation on time of service may, however, be waived by a two-thirds (2/3) vote of the incumbent Directors on account of the unique contribution that the Officer makes to the Board.
- 5.5 **Removal of Officers.** Officers serve at the pleasure of the Board of Directors. The Board of Directors may remove any Officer at any time by a two-thirds (2/3) vote of the incumbent Directors.
- 5.6 **Resignation of Officers.** Any Officer, other than the President or the Secretary of the Corporation, may resign at any time by providing written

notice to the President and the Secretary of the Corporation. The President of the Corporation may resign at any time by providing written notice to the Secretary of the Corporation and the Appointed Directors. The Secretary of the Corporation may resign at any time by providing written notice to the President of the Corporation and at least two members of the Board of Directors.

- 5.7 **Vacancies.** Any vacancy in any of the positions of the Officers of the Corporation resulting from the removal or resignation of an Officer shall be filled by a majority vote of the Board of Directors.

ARTICLE VI. EXECUTIVE COMMITTEE

- 6.1 **Composition of Executive Committee.** The Executive Committee shall consist of the Officers of the Corporation.
- 6.2 **Quorum; Meeting Frequency.** A majority of the members of the Executive Committee shall constitute a quorum. The Executive Committee shall meet not less frequently than as directed by the Board of Directors at such times and places as shall be fixed by the members of the Executive Committee. Meetings of the Executive Committee shall be open to members of the Board of Directors and the time and places of Executive Committee meetings shall be provided in advance to the members of the Board of Directors.
- 6.3 **Authority of Executive Committee.** The Executive Committee shall have general charge of the affairs of the Corporation between meetings of the Board of Directors within the general framework and guidance as established by the Board of Directors. The Executive Committee shall have such authority to act for, and bind, the Corporation as shall be delegated to it by the Board of Directors from time to time. The duties of the Executive Committee, subject to the above strictures, shall consist of: carrying out the directions and resolutions of the Board of Directors; transacting any business committed to it by the Board of Directors or otherwise required by circumstances including the hiring and firing of outside consultants or professional service providers and the hiring and firing of employees of the Corporation; authorizing any requisite expenditures of funds as necessitated by the above delineation of duties but no expenditure or obligation undertaken shall exceed the dollar limits or authorized budget amounts authorized by the Board of Directors. In addition, the Executive Committee shall develop a conflict of interest policy for the Corporation for approval by the Board of Directors and, shall

be responsible for enforcing such policy once adopted by the Board of Directors.

ARTICLE VII. MEETINGS

- 7.1 **Meetings.** The Board of Directors shall meet on such regularly scheduled dates and at such place as the Board of Directors shall determine from time to time and shall hold an annual meeting in November of each year. At the regular meetings, the Board of Directors shall (i) hear reports, if any, from the Officers of the Corporation; (ii) hear nominations, if any, from the Nominating Committee regarding any new Directors; (iii) hold elections for any member of the Board of Directors or to fill any vacancy of the Officers following nomination of nominees received by the Nominating Committee; and (iv) transact such other business as may lawfully come before the meeting.
- 7.2 **Special Meetings.** Special meetings of the Board of Directors may be called for any purpose by any two Officers or by any three members of the Board of Directors.
- 7.3 **Notice Requirements.** Written notice of any meeting of the Board of Directors shall be provided to each Director and to the President of each Voting Member. Written notice of any special meeting shall be provided at least seven (7) days in advance of such meeting. The Secretary of the Corporation shall provide written notice of the time and place of each regular meeting of the Board of Directors not less than fourteen (14) and not more than twenty-one (21) days prior to the date of such meeting. If the Board of Directors will be voting to approve any proposed financial disbursements or contractual commitments of the Corporation in excess of Five Thousand Dollars (\$5,000.00) or such other amount as shall be approved by amendments to this Section 7.3, the notice period shall be not less than two months before the meeting at which such approval will be sought. Notice of each special or regular meeting shall include the agenda for such meeting and copies of any background or summary materials or documents that will inform the Board of Directors' actions at such meeting. For purposes of these Bylaws, notice shall be considered adequate and in writing if sent via email from info@l5pa.com or from secretary@l5pa.com to each member of the Board of Directors, each identified alternative Appointed Director, and the Presidents of each Voting Member at his or her email address provided to the Secretary and posted on the website for the Corporation.

- 7.4 **Waiver of Notice.** No notice of any meeting need be given to any Director who attends such meeting, whether monthly or special, unless such Director at the beginning of such meeting states his or her objection or objections to the place or time of the meeting, to the manner in which it has been called or convened or to the transaction of business thereby. Further, notice shall not be required to be given to any Director who at any time before or after the meeting waives notice of the same in writing.
- 7.5 **Action Without a Meeting.** Any action required or permitted by these Bylaws or otherwise to be taken at any meeting of the Board of Directors may be taken without a meeting, if (i) prior notice of such proposed action has been given to all Directors, (ii) those Directors signing the written consent would constitute a quorum of Directors necessary for an actual meeting of the Board of Directors, and (iii) written consent setting forth the action so taken is filed with the minutes of the proceedings of the Board of Directors.
- 7.6 **Participation by Telephone or Internet.** Members of the Board of Directors may participate in a meeting of the Board of Directors or the Executive Committee by means of conference telephone, web based conferencing services or similar communications equipment, by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 7.6 shall constitute presence in person at such meeting.

ARTICLE VIII. QUORUM

A majority of the incumbent members of the Corporation's Board of Directors (including at least one Director for each Voting Member) shall constitute a quorum for the purpose of conducting a duly called meeting of the Board of Directors; provided, however, that if a quorum is not present at a duly called meeting due to a Voting Member not having an Appointed Director present, upon formal written notice to the President and authorized representative of such Voting Member and to each of its then Appointed Directors, the failure of that Voting Member to have an Appointed Director present at the next duly called meeting shall not prevent the Board of Directors from having a quorum.

ARTICLE IX. VOTING

Each member of the Board of Directors shall have one vote. Approval of all issues except those listed in Sections 9.1 and 9.2, removal of a Director pursuant to Section 4.4, and removal of an Officer pursuant to Section 5.5 shall be by a simple majority vote of those Directors present at a duly called meeting of the Board of Directors.

- 9.1 The following issues shall require the affirmative vote of all of the Appointed Directors to pass. Any vote to abstain will not be interpreted as a no vote.:
- (a) Determining the acceptability of the development of each phase of the design process, including design and construction documents, any proposed changes in the concept for the development or redevelopment of Little Five Points, and any official position of the Corporation in favor of or opposition to projects, proposals or policies proposed by parties other than the Corporation.
 - (b) Except as provided in Sections 4.4 and 4.6, any change in the composition of the Board of Directors of the Corporation;
 - (c) Any addition, deletion or change in the composition or numbers of the Voting Members entitled to appoint Appointed Directors pursuant to Section 4.1(b)(ii) (except for a voluntary withdrawal of a Voting Member).
- 9.2 Except for amendments to Sections 9.1 and 9.2, any bylaw can be passed, amended or repealed by a two-thirds (2/3) majority vote of the Directors present at a duly called meeting of the Board of Directors. Any change, amendment or repeal of Sections 9.1 or 9.2 shall require the affirmative vote of all of the Appointed Directors. Any vote to abstain will not be interpreted as a no vote. Written notice of any proposed change, amendment or repeal of Section 9.1 or 9.2 shall be given to each Voting Member no less than two months before the date of the meeting of the Board of Directors at which a vote on such proposal shall be taken.

ARTICLE X. ROBERT'S RULES OF ORDER

The latest version of Robert's Rules of Order newly revised shall control regarding all issues of parliamentary order.

ARTICLE XI. COMMITTEES

The implementation of the objectives of the Corporation shall devolve principally upon the Committees. The Corporation shall have six (6) standing committees: Executive Committee, Transportation/Infrastructure, Security, Beautification, Programming Activation, and Development/Fundraising. Each standing committee shall report to the Vice President designated by the Board of Directors. Additional standing committees may be added by a simple majority vote of the Directors present at a duly called meeting of the Board of Directors. The President shall, subject to approval by the Board of Directors, appoint the chairs of the committees for a two-year term with a view toward full and balanced representation amongst the Board of Directors and the various constituents Directors represent. Subject to approval by the Board of Directors, the appointment of each committee chair shall be made from a list of proposed candidates suggested by the committee members. Committee chairs serve at the pleasure of the Board of Directors.

The President shall have the authority to appoint ad hoc committees or task forces as the need arises.

ARTICLE XII. INDEMNIFICATION OF DIRECTORS

Any person (and the heirs, executors and administrators of such person) made or threatened to be a party to any action, suit, or proceeding by reason of the fact that he or she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her (or by his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein to the fullest extent permitted by Georgia law, subject to the provisions of Section 14-3-851 of the Georgia Nonprofit Corporation Code. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors, or administrators) may be entitled apart from this Article XII.

ARTICLE XIII. REVIEW OF BYLAWS

The Board of Directors shall review the bylaws no less frequently than every two (2) years. Following each review, the Board of Directors shall either ratify the Bylaws as then in existence or, subject to compliance with the voting requirements set forth in Article IX, adopt appropriate amendments to the bylaws.

Bylaws, as amended, _____ 2019.