

BYLAWS
of the
Thomas Square Historic Neighborhood Association Corporation

Article I
NAME OF ORGANIZATION

Section 01: NAME:

The name of this organization, as registered with The Secretary of State of the State of Georgia, is the “Thomas Square Historic Neighborhood Association CORPORATION”. It is more commonly known as the “Thomas Square Neighborhood Association” or “TSNA”.

Section 02: HISTORY OF THE NAME:

The name above was adopted when articles/certificate of amendment were filed with the Office of the Secretary of State, State of Georgia, on 03/09/2017. The previous name of the organization with the same control number (K521783) was the “Metropolitan Community Organization, Inc.” This organization was first granted a Certificate of Incorporation by the Secretary of State, State of Georgia on 07/14/1995. The name change occurred because the “Metropolitan Community Organization, Inc.” and the “Thomas Square Neighborhood Association, Inc.” decided in 2015 to merge their memberships and Boards, to better represent the entirety of the Thomas Square Streetcar Historic District, as recorded in the National Register Boundary Map (1997) by the National Register of Historic Places (see Article III). The “Thomas Square Neighborhood Association, Inc.” was registered with the State of Georgia on 12/29/1997 (control number K800732), though previously founded in 1986. It was allowed to be administratively dissolved on 12/31/2015. The neighborhood, the historic district, and the organizations representing them have taken their name from historic Thomas Square, which was laid out by ordinance by the City of Savannah in 1884, and developed in 1886. The City has since renamed the square Thomas Park.

Article II
PURPOSE OF ORGANIZATION

Section 01: PURPOSE:

The TSNA shall draw its membership from the people that live, work, and have an interest in the Thomas Square Streetcar Historic District (afterwards referred to as the HD), as recorded with the U.S. National Register of Historic Places (NRHP) in 1997 (see below). The purpose of the TSNA is to preserve, protect, and promote the common good of those who live and work in the HD, and to preserve, protect, and promote the natural, infrastructural, and historic resources of the area.

Section02: BYLAWS:

These Bylaws are adopted by the Board of Directors of the Thomas Square Historic Neighborhood Association Corporation, a registered non-profit in the state of Georgia. This corporation is organized exclusively for charitable, educational, and scientific purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article III
BOUNDARIES

Section 01: BOUNDARIES:

The TSNA shall consider its boundaries as those shown in the National Register Boundary Map (see attached) for the Thomas Square Streetcar Historic District in 1997 by the National Register of Historic Places (NRHP).

Section 02: ACKNOWLEDGEMENT OF OVERLAP

The TSNA acknowledges that by choosing its boundaries as those described above, there is currently, and may be in the future, geographical overlap with other organizations acting as neighborhood associations, especially where those organizations choose to use neighborhood boundaries as delineated by the City of Savannah. In a spirit of neighborly cooperation, the TSNA does not believe that any such overlap should be a cause of conflict, and will not seek to be the sole voice for any such area where there is overlap, but instead cooperate in good faith with other organizations that consider themselves to represent the area(s) in question.

Section 03: EXTRA-TERRITORIALITY

The TSNA reserves the right to comment on and/or seek to influence projects and/or activities that may exist outside the boundaries of the HD, if said projects and/or activities may affect the common good of those that live and work within the HD.

Article IV
MEMBERSHIP

Section 01: ELIGIBILITY, VOTING MEMBER:

Any adult person whose permanent place of residence falls within the boundaries of the HD is eligible to become a Voting Member of the TSNA.

Section 02: ELIGIBILITY, ASSOCIATE MEMBER:

Any adult person working within the HD, owning property within the HD, operating a business within the HD, or simply taking an interest in the betterment of the HD is eligible to become an Associate Member of the TSNA.

Section 03: MEMBERSHIP DUES AND GOOD STANDING

To be in good standing, Voting Members and Associate Members must be current on their payment of TSNA membership dues, which shall be determined as needed by the Board of Directors. The Board of Directors may waive payment of membership dues at its discretion. Those who have had their payment of dues waived shall be considered members in good standing for that calendar year.

Section 04: VOTING ROLL:

The Secretary of the TSNA (with whatever assistance he or she deems necessary) shall maintain the official roll of Voting Members in good standing entitled to vote on voting matters of the TSNA (such as, but not limited to, Board elections). Associate Members and/or the general public at large may be invited to participate in more casual surveys of public opinion, at the discretion of the Board of Directors.

Article V
BOARD OF DIRECTORS

Section 01: GENERAL POWERS:

The Board of Directors (Board) is empowered to act for the TSNA and manage its affairs. The Board operates subject to these Bylaws and Articles and Georgia Code.

Section 02: COMPENSATION:

Officers and Directors of the Board shall serve without compensation, but out-of-pocket expenses may and shall be reimbursed according to policy and practice established by the Board.

Section 03: NUMBER, TENURE, ELIGIBILITY:

The Board shall be composed of between nine (9) and thirteen (13) members. Board terms shall be for three (3) years. One must be a Voting Member in good standing to run for a seat on the Board.

Section 04: TERM LIMITS:

There shall be no term limits for members of the Board of Directors or Officers of the TSNA. However, in the future the Board may decide to change this policy. The issue of Board and Officer term limits should be revisited at least every three years from the time that these Bylaws are adopted.

Section 05: ELECTIONS AND RE-BALANCING OF TERMS:

Elections for open Board seats will be held in December of each year. Any Voting Member in good standing may vote in the election. At their discretion, the Board may seek to re-balance terms in whatever way they see fit.

Section 06: REMOVAL AND VACANCIES:

The Board may remove any Director who is absent two (2) consecutive regular meetings of the Board. Further, any Director may be removed, with or without cause, by an affirmative vote of two-thirds (2/3) of the Directors then in office. A Board vacancy existing for any reason whatsoever may be filled by the Board for the duration of the predecessor's unexpired term.

Section 07: EXPECTATIONS OF BOARD MEMBERS

Members of the Board of Directors of the TSNA are expected to be active participants in the organization. This means that beyond attending all possible meetings of the Board and general meetings, Board members are expected to participate in other TSNA activities, such as litter pick-ups, and to be engaged with committees set up by the Board to reach various TSNA goals that have been set by the Board and membership. If a Board member is perceived as being not sufficiently active in the organization, their tenure on the Board may be reviewed per Section 06 of this Article.

Section 08: MEETINGS OF THE BOARD

The required Annual Meeting of the Board shall occur in January, at earliest convenience, so that Board members may choose the Officers for the year and set dues payments. Other meetings of the Board shall be called for as necessary, either by the President, or by a majority of the Board. Notice of Board meetings shall be given no less than 10 days prior to the meeting date. This requirement may be waived at the discretion of a majority of the Board.

Section 09: ACTION WITHOUT MEETING

The Board may take any action which may be taken at a meeting of the Board by action without meeting if done in writing, by email, or by other electronic facilitation.

Section 10: QUORUM

A majority of the members of the Board then in office shall constitute a quorum at any meeting of the Board of Directors. The act of a majority of the Directors present at a meeting where a quorum has been established shall be the act of the Board of Directors, except as otherwise required by the laws of the State of Georgia, the Articles of Incorporation, or these Bylaws.

Section 11: CONFLICTS OF INTEREST:

At no time shall any Board member vote on any matter in which he or she has a financial or familial interest which may adversely affect their judgment in regard to the Purpose (Article II) of the TSNA. At the beginning of each calendar year, each Board member will sign and complete a conflict-of-interest form which has been previously approved by the Board.

Article VI
OFFICERS

Section 01: OFFICERS AND TERMS:

Officers of the TSNA shall consist of a President, Vice-President, Treasurer, and Secretary, all of whom shall be members of the Board of Directors. All Officers shall serve one-year terms, and be selected by the Board, from the Board, at the first meeting of the Board of Directors of each year.

Section 02: POWERS AND DUTIES, PRESIDENT:

The President shall preside at all meetings of the Board of Directors and meetings of the general membership. The President shall act as the Chief Executive Officer of the TSNA. The President may authorize any officer or officers, agent or agents, in addition to those so authorized by these Bylaws, to enter into any contract or execute and deliver any instruments in the name of or on behalf of the TSNA. Such authority may be general or confined to specific instances.

Section 03: POWERS AND DUTIES, VICE-PRESIDENT:

In the absence of the President, the Vice-President shall perform the duties of the President.

Section 04: POWERS AND DUTIES, SECRETARY:

The Secretary shall be the custodian of the minutes of the TSNA and shall accurately keep minutes of the meetings of the Board of Directors and meetings of the general membership. The Secretary (with whatever assistance he or she deems necessary) shall maintain the official roll of Voting Members in good standing entitled to vote on voting matters of the TSNA.

Section 05: POWERS AND DUTIES, TREASURER:

The Treasurer shall have the authority and responsibility for the safekeeping of the funds and securities of the TSNA. The Treasurer shall at all times maintain records evidencing the property owned by the TSNA and its disbursements. These records shall always be open for inspection by any Director, and reported on at all meetings of the Board.

Section 07: AD HOC OFFICERS

At the discretion of the Board, quasi-official titles may be given as necessary to Board members taking responsibility over specific areas of concern (example: "Litter Czar"). In some cases, such titles may also be given to TSNA members not on the Board.

Article VII
COMMITTEES

Section 01: COMMITTEES:

The Board of Directors shall appoint standing or ad hoc committees as the Board may determine from time to time. Unless otherwise provided by resolution of the Board, the term of each member of each committee shall expire at the end of each calendar year.

Article VIII
MEETINGS OF MEMBERS

Section 01: MEMBERSHIP MEETINGS:

It shall be endeavored to hold general meetings of the membership on a monthly basis, at a regular time and place determined by the Board.

Section 02: SPECIAL MEMBERSHIP MEETINGS

Special meetings of members may be called at the request of the President, by action taken by a majority of the Board of Directors, or upon written petition of one-third (1/3) of the Voting Members. At a special meeting, action may be taken only on those actions specified in the request and in the notice of the meeting.

Section 03: NOTICE:

Notice of any and all membership meetings shall be given at least 10 days in advance. A calendar of standing monthly membership meetings shall serve as notice.

Article IX
AMENDMENT

Section 01: AMENDMENTS BY BOARD:

These Bylaws may be amended from time to time by the affirmative vote of a majority of the Directors serving on the Board. Any such amendment shall be presented and the vote thereon taken at any meeting of the Board.

Article X
PROCEDURAL

Section 01: FISCAL CALENDAR:

The TSNA's fiscal calendar shall begin on January 1st of each year and end on December 31st of each year.

Section 02: RULES OF ORDER:

Meetings of member and meetings of the Board of Directors shall be presided over by the President of the TSNA and managed however he or she sees fit. However, if there is any controversy in any of the proceedings, the meeting should thereby be managed according to Robert's Rules of Order.

Article XI INDEMNIFICATION

(1) **Obligation to Indemnify:** The Corporation shall, upon a request to do so pursuant to **Article XI**, Section 2 of these Bylaws, indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she is or was a member of the Board, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a member of the Board, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, to the maximum extent allowed by Section 14-3-850 et seq., of the Georgia Nonprofit Corporation Code, upon the determination by the corporation that such indemnification is proper in accordance with Section 14-3-850 et seq., of the Georgia Nonprofit Corporation Code. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Board member, officer, employee, or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation.

(2) **Claim Notification and Indemnification Request:** To obtain indemnification under **Article XI**, Section 1 of these Bylaws, the person (s) seeking indemnification shall request such indemnification of the corporation by notifying the corporation of the following:

- a. the substance and amount of the claim or claims alleged against him or her,
- b. the forum in which such claims have been asserted,
- c. the date or dates upon which such claims were asserted,
- d. the defenses made or intended to be made to such claims,
- e. the current status of such claims,
- f. the date upon which, or the period within which, resolution of such claims can reasonably be expected; and
- g. the anticipated amounts, or probable range of amounts, for which the corporation will be responsible upon any such indemnification.

Within sixty (60) days of receipt of such notice, the corporation shall arrange for and make the determination as to whether indemnification is proper under the circumstances as provided in Section 14-3-850 et seq., of the Georgia Nonprofit Corporation Code. If the corporation fails to take such action, the person seeking indemnification may call a special meeting of the members of the Board of the corporation at the principal office of the corporation. Notice of the special meeting shall be given, and the special meeting shall be conducted in accordance with **Article V** of these Bylaws. The person seeking indemnification shall provide a copy of the notice sent to the corporation requesting indemnification with his or her notice to the Board members of the special meeting.

(3) **Insurance.** If the corporation purchases and maintains insurance on behalf of any person seeking indemnity from the corporation pursuant to **Article XI**, and if proceeds of such insurance are paid to such person in connection with the matters upon which he or she has sought indemnification, the corporation shall not indemnify such person except to the extent that the amounts sought have not been paid by the proceeds of such insurance.

(4) **Notification of Payment.** If any expenses or other amounts are paid by way of indemnification, otherwise than by court order, by action of the members of the Board, or by an insurance carrier pursuant to insurance maintained by the corporation, not later than the next annual meeting of members, unless such meeting is held within three (3) months from the date of such payment, and in any event, within fifteen (15) months from the date of such payment, the corporation shall, in accordance with the manner specified in Section 14-3-705 of the Georgia Nonprofit Corporation Code, send to the members of the Board of record at the time to vote for the election of Board members a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

(5) **Corporate Entity.** For purposes of this **Article XI**, and with respect to any merger or consolidation involving the corporation, references to "the corporation" shall include, in addition to the surviving or new corporation, any merging or consolidating corporation (including any merging or consolidating corporation of a merging or consolidating corporation) absorbed in a merger or consolidation, so that any person who is or was a member of the Board, officer, employee, or agent of such merging or consolidating corporation, or who is or was serving at the request of such merging or consolidating corporation as a member of the Board, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under **Article XI**, Section 1 of these Bylaws with respect to the resulting or surviving corporation as he or she would if he or she had served the resulting or surviving corporation in the same capacity.

(6) Indemnification Continuity. The indemnification and advancement of expenses provided by or granted pursuant to this Article XI shall, unless otherwise provided when authorized or, ratified, continue as to a person who has ceased to be a member of the Board, officer, employee or agent and shall inure to the benefits of the heirs, executors, and administrators of such person.

(7) Non-Exclusivity. The right of indemnification provided in this Article XI shall not be exclusive of any rights to which any member of the Board, officer, employee, or agent of the corporation may now or hereafter become entitled apart from the Article XI.

(8) Modification Any repeal or modification of this Article XI or any applicable provision of the law of Georgia shall not affect the corporation's rights or obligations of indemnification as they relate to any action or proceeding instituted before any such repeal or modification, or thereafter brought or threatened based in whole or in part upon any events or occurrences occurring prior to such repeal or modification.