



**BYLAWS of the Thomas Square Historic Neighborhood Association Corporation
Revised: December 2025**

ARTICLE I – NAME OF ORGANIZATION

Section 1: 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,” more commonly referred to as the “Thomas Square Neighborhood Association” or “TSNA.”

Section 2: History of the Name

The name above was adopted when a certificate of amendment was filed with the State of Georgia on March 9, 2017. TSNA is the successor to the Metropolitan Community Organization, Inc. and the original Thomas Square Neighborhood Association, Inc., which merged to better represent the Thomas Square Streetcar Historic District as recorded in the 1997 National Register Boundary Map. The square for which the neighborhood is named was laid out in 1884 and is now known as Thomas Park.

ARTICLE II – PURPOSE

Section 1: Purpose

TSNA exists to preserve, protect, and promote the common good of the people who live and work in the Thomas Square Streetcar Historic District (hereafter, “HD”). It also exists to preserve and enhance the natural, infrastructural, and historic character of the neighborhood.

Section 2: Nonprofit Status

TSNA is a nonprofit association organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (the “Code”).

Section 3: Prohibition on Political Activities

No part of the activities of the Corporation shall consist of carrying on propaganda, and the Corporation shall not participate in, 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.

Section 4: Private Inurement

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 its exempt purposes.

ARTICLE III – BOUNDARIES

Section 1: Boundaries

TSNA recognizes its boundaries as those defined in the 1997 National Register of Historic Places map for the Thomas Square Streetcar Historic District.

Section 2: Overlap and Cooperation

TSNA acknowledges geographical overlap with other neighborhood associations. It will work in good faith and in cooperation with these organizations to ensure collective representation of community interests.

Section 3: Extra-Territoriality

TSNA reserves the right to comment on or advocate in response to projects outside its geographic boundaries when they may impact the HD or its residents.

ARTICLE IV – MEMBERSHIP

Section 1: Voting Members

Voting membership is open to any adult aged 18 or older whose permanent residence is within the boundaries of the Historic District (HD) and who is in good standing through annual dues payment. Voting membership types include:

- **Individual Membership** – One (1) vote. Available to a single eligible resident.
- **Household Membership** – Two (2) votes. Households must **designate two individual members** and provide a **unique email address** for each. Both individuals must be **age 18 or older**.
- **Student Membership** – One (1) vote. Must provide **proof of current student status** at time of joining or renewal.

- **Business Membership** – One (1) vote. Available to businesses with a presence in the HD. Business members shall **designate one voting representative**.

Section 2: Associate Members

Any adult age 18 or older who works in, owns property in, operates a business in, or supports the interests of the HD is eligible to become an Associate (non-voting) Member.

Section 3: Membership Dues

All members must pay annual dues to be in good standing. Dues amounts shall be set by the Board of Directors and may be waived at the discretion of the Board.

Section 4: Voting Roll

The Secretary shall maintain an up-to-date roll of Voting Members in good standing. Each designated voting member is entitled to one vote.

ARTICLE V – BOARD OF DIRECTORS

Section 1: General Powers

The Board of Directors (“Board”) shall govern the affairs of TSNA and ensure that the organization fulfills its mission in accordance with these bylaws and applicable laws.

Section 2: Compensation

Board members shall not receive compensation for their service. However, members may be reimbursed for pre-approved out-of-pocket expenses incurred in the course of their official duties.

Section 3: Number and Term

The Board shall consist of no fewer than 7 and no more than 9 Voting Members in good standing. Each Director shall serve a 4-year term beginning at the conclusion of the Annual Membership Meeting in March following their election.

Section 4: Term Limits

Directors may serve a maximum of two consecutive 4-year terms. A minimum two-year break is required before re-eligibility.

Section 5: Elections

Board elections shall take place biennially in February. Voting shall remain open for no fewer than two weeks and no more than four weeks. Election results will be announced at the March Annual Membership Meeting. Any vacant or appointed Board seats shall be filled during this biennial election, if applicable..

Section 6: Removal and Vacancies

Any Director who is absent from two consecutive Board meetings or more than three meetings in a calendar year, without a valid reason, may be subject to removal. In such cases, the President shall notify the Director in writing and place the matter on the agenda for the next Board meeting.

Before any vote is taken, the Director shall have the opportunity to provide a written explanation. Removal requires a two-thirds (2/3) vote of the remaining Directors.

A Director may also be removed for failure to fulfill responsibilities, including lack of participation in committees, repeated conduct inconsistent with TSNA's mission, or actions detrimental to the Association.

Vacancies shall be filled by a majority vote of the remaining Directors. Appointees shall serve for the remainder of the unexpired term.

Section 7: Participation Expectations

Directors are expected to attend at least 75% of Board meetings annually and actively participate in at least one committee or TSNA initiative during their term.

Section 8: Meetings

Board meetings shall be held every other month starting in February for a total of (6) yearly board meetings. Additional or special meetings may be called by the President or by a majority of the Board, with a minimum of 10 business days' notice.

TSNA General Membership meetings shall be held every other month starting in January for a total of (6) yearly meetings. Additional or special meetings may be called by the President or by a majority of the Board, with a minimum of 10 business days' notice.

Section 9: Action Without Meeting

The Board may conduct votes electronically between meetings, provided that responses are documented and a majority of the Board participates.

Section 10: Quorum

A majority of Directors shall constitute a quorum. Decisions of the Board shall require a majority vote of those present, provided a quorum has been established, unless otherwise stated in these bylaws.

Section 11: Conflicts of Interest

Board members shall annually complete a Conflict of Interest Disclosure Form identifying any actual, potential, or perceived conflicts, including but not limited to financial interests, business dealings, professional relationships, organizational affiliations, or close personal connections that could impair, or appear to impair, their impartiality in TSNA matters.

Disclosure forms shall be reviewed and maintained by the Board Secretary and made available to the Board as needed for transparency.

Any Board member with a conflict of interest in a matter under discussion or consideration must:

- Disclose the conflict to the Board (if not previously identified),
- Refrain from participating in related deliberations, and
- Recuse themselves from any vote on the matter.

Failure to disclose a known conflict may result in disciplinary action, up to and including removal from the Board, in accordance with Section 6 of this Article.

ARTICLE VI – OFFICERS

Section 1: Officer Roles and Titles

The officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer, each of whom must be a current Director in good standing. Officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Association.

Section 2: Election and Term of Officers

Officers shall be elected by a majority vote of the Board of Directors at the April Board meeting following each Board election cycle. Officers shall serve two-year terms and may be re-elected to the same or different officer positions for successive terms, with no limit on the number of terms served. If a vacancy occurs in any officer role, the Board shall elect a replacement to serve the remainder of the unexpired term.

Section 3: President

The President shall be the **chief executive officer** of the Association and shall:

- Preside at all Board and membership meetings
- Set the agenda for Board and membership meetings
- Oversee and support the work of all officers and committees
- Serve as the official spokesperson for the Association, including but not limited to interview and regular authoring of statements (e.g. Letter from the President) to association members and the general public.
- Serve as final approver of all Association communications (including email, website, and social media)
- Represent TSNA to public bodies and in external partnership meetings and communications
- Author and facilitate the implementation of the Association's mission, programs, and annual goals (e.g. Action Plan)

Section 4: Vice President

The Vice President shall:

- Assume the duties of the President in their absence or inability to serve
- Support Board operations and follow-through on initiatives
- Assist in maintaining coordination across committees and officers
- Carry out additional responsibilities as delegated by the President or Board

Section 5: Secretary

The Secretary shall:

- Record and maintain minutes of all Board and general membership meetings
- Maintain Association records, including Board decisions, attendance logs, and committee reports
- Ensure timely notice of meetings and Board communications
- Maintain the roster of current members and the list of Voting Members in good standing
- Oversee all **electronic communications** of the Association, including email campaigns, social media accounts, and the Association website, under the guidance of the President
- Submit draft communications for final approval by the President prior to publication or distribution

Section 6: Treasurer

The Treasurer shall:

- Receive, manage, and safeguard all funds of the Association
- Maintain accurate and up-to-date financial records
- Prepare and present monthly financial reports to the Board
- Submit an annual financial summary to the general membership at the annual meeting in March
- Develop the annual budget in coordination with the Board
- Ensure the Association complies with all state and federal reporting requirements, including nonprofit filings and tax documentation
- Oversee any bank accounts and payment platforms authorized by the Board
- Track all organizational assets and liabilities

ARTICLE VII – COMMITTEES

Section 1: Authority to Establish Committees

The Board of Directors may establish **standing** or **ad hoc committees** as necessary to carry out the mission and work of the Association. Each committee shall operate under the oversight of the Board and shall report on its activities regularly.

Section 2: Committee Membership

Committees may include both Board members and non-Board members who are Voting or Associate Members of the Association. The President shall solicit volunteers from eligible members to serve as committee chairs. If more than one volunteer comes forward for a committee chair position, the President shall appoint the chair from among the volunteers.

Section 3: Standing Committees

The Board may designate ongoing standing committees to support recurring areas of work. Examples may include:

- Beautification and Infrastructure
- Community Engagement and Events
- Safety and Code Compliance
- Development and Zoning
- Communications and Outreach
- Fundraising and Sponsorship

(Committee structure may be revised by the Board to meet evolving needs.)

Section 4: Nominating Committee

In any year when Board elections are scheduled, the President shall appoint a **Nominating Committee** no later than **December 15** of the prior year. This committee shall:

- Solicit and review nominations for open Board seats
- Verify eligibility of all nominees
- Coordinate with the Secretary to prepare and distribute electronic ballots
- Ensure fair and transparent election procedures
- Present certified results to the Board for announcement at the March Annual Membership Meeting

Section 5: Committee Conduct and Reporting

All committees must:

- Maintain accurate notes of meetings and actions
- Submit regular updates to the Board
- Adhere to TSNA's mission, bylaws, and Code of Conduct
- Seek Board approval for any recommendations that involve public statements, financial expenditures, or changes to Association policy

ARTICLE VIII – MEMBERSHIP MEETINGS

Section 1: Annual Membership Meeting

The Association shall hold an **Annual Membership Meeting in March** of each year. The meeting shall include:

- A report from the President on the state of the Association
- Presentation of financial and membership updates
- Certification and announcement of election results
- Community updates and featured topics of interest
- Opportunities for member input and engagement

Section 2: General Membership Meetings

In addition to the Annual Meeting in March, the Association may hold a minimum of five General Membership Meetings throughout the year, typically every other month, to inform and engage members on neighborhood issues, initiatives, and opportunities.

Section 3: Notice of Meetings

Notice of all membership meetings shall be given to members at least 10 days in advance by one or more of the following methods: email, website, social media, or public posting. The notice shall include the date, time, location, and proposed agenda items.

Section 4: Special Meetings

Special meetings of the general membership may be called by:

- The President, or
- A majority vote of the Board of Directors, or
- A petition signed by at least one-third (1/3) of Voting Members in good standing.

Notice of special meetings must be given at least 10 days in advance and must clearly state the specific purpose of the meeting.

Section 5: Voting at Membership Meetings

Only Voting Members in good standing may vote at membership meetings.

- Individual, Student, and Business Memberships are each entitled to one (1) vote.
- Household Memberships are entitled to two (2) votes, provided that two eligible individuals have been designated and meet the criteria outlined in Article IV.
- Voting privileges are non-transferable and limited to those individuals listed on the membership roll.
- Proxy voting is not permitted unless expressly authorized by the Board and outlined in meeting procedures.

Section 6: Quorum

A quorum for any membership meeting shall consist of at least 15% of Voting Members in good standing, or 25 Voting Members, whichever is fewer.

ARTICLE IX – AMENDMENTS

Section 1: Authority to Amend

These bylaws may be amended by the Board of Directors or by Voting Members through the procedures outlined in this Article.

Section 2: Board-Initiated Amendments

The Board may propose amendments to the bylaws by a two-thirds (2/3) vote of Directors present at a meeting with quorum. Proposed amendments must be distributed to all Voting Members at least 10 days prior to the vote at which they will be considered for adoption.

Section 3: Member-Initiated Amendments

Voting Members may also propose amendments by submitting a written petition signed by at least 15 Voting Members in good standing. The proposed amendment shall then be reviewed by the Board and placed on the agenda of the next general or special membership meeting, provided that proper notice is given in accordance with Article VIII.

Section 4: Ratification by Membership

Any proposed amendment that substantially changes the structure, purpose, or governance of the Association shall be presented for ratification by a majority vote of Voting Members in good standing at a general membership meeting. A quorum, as defined in Article VIII, must be present.

Section 5: Notice and Transparency

All proposed bylaw amendments, whether initiated by the Board or by members, shall be made available to the full membership for review at least 10 days in advance of any vote to adopt.

ARTICLE X – PROCEDURAL

Section 1: Financial Authorization

Any unbudgeted expenditure exceeding \$500 must be approved in advance by a majority vote of the Board of Directors. The Treasurer shall maintain oversight of all financial activity and provide regular reporting to ensure transparency and accountability.

Section 2: Public Records and Transparency

The Association shall maintain accurate and accessible records of meeting minutes, financial statements, all board decisions, and bylaws. These records shall be made available to TSNA members via the organization website or by written request, within a reasonable timeframe of 30 business days from the date of the written request.

Section 3: Electronic Voting and Communication

Board and committee votes may be conducted via email or other secure digital means when urgent or logistical circumstances prevent in-person voting. A quorum must still participate in

order for any vote to be valid, and results must be documented in meeting records or by other written means.

Section 4: Letters of Support

The Association may issue official Letters of Support for zoning requests, development proposals, licensing applications, community projects, or other matters relevant to the neighborhood.

All requests must be submitted in writing and shall include a clear description of the issue, the intended recipient of the letter, and any relevant deadlines or supporting materials.

Letters of Support shall be approved by a majority vote of the Board of Directors. The President may determine that a particular request warrants broader community input prior to Board action. In making this determination, the President shall consider factors including, but not limited to the following: the potential impact on the neighborhood, the level of community interest or concern, the precedent the letter may set, and whether the request aligns with the Association's mission, values, and adopted action plans. The President's rationale for this determination shall be briefly documented in the Board meeting minutes.

Requests involving Good Neighbor Agreements, memoranda of understanding, or similar commitments between the Association and external parties shall be subject to the same review, approval, and documentation requirements outlined in this Section.

The Association reserves the right to deny any request that is not aligned with its mission or values, lacks sufficient information, or could present a conflict of interest or reputational risk.

Section 5: Social Media Policy

The Association's official social media accounts shall be used to:

- Share TSNA announcements, events, and public meetings
- Disseminate neighborhood updates, city notices, and public safety information
- Highlight local businesses, organizations, and initiatives that align with TSNA's mission, with priority given to content submitted by TSNA members. Content submitted by non-members shall require case-by-case review and approval by the President, in consultation with the Secretary.

All content must be:

- **Nonpartisan, community-focused**, and consistent with the Association's values
- Reviewed and managed by the **Secretary** under the guidance and approval of the **President**

- Consistent in tone, respectful in language, and free of personal or political bias
- Submitted at least **two (2) weeks in advance** of any event for which promotional content is requested, when applicable

Only individuals authorized by the Secretary and President may post on TSNA's behalf. The Board reserves the right to **review, modify, or remove** content at its discretion and may revoke access if usage violates this policy.

ARTICLE XI – INDEMNIFICATION

Section 1: General Indemnification

To the fullest extent permitted by law, the Association shall indemnify any current or former Director, officer, or committee member who was or is involved in any legal proceeding by reason of their position with TSNA, provided that the individual acted in good faith and in a manner reasonably believed to be in the best interests of the Association.

Section 2: Scope of Coverage

Indemnification shall cover:

- Expenses (including attorney's fees)
- Judgments
- Fines
- Settlements
- Other amounts reasonably incurred in connection with legal proceedings

Such proceedings may include any threatened, pending, or completed legal, administrative, or investigative action arising from service to the Association.

Section 3: Exclusions

Indemnification shall not apply to:

- Acts of gross negligence, willful misconduct, or fraud
- Criminal actions in which the person is found guilty
- Any matter in which the individual did not act in good faith or acted outside the scope of their authority

Section 4: Advancement of Expenses

Expenses incurred by an eligible individual in defending a legal action may be advanced by the Association prior to the final disposition of the matter, subject to the individual's agreement to repay such amounts if it is ultimately determined they were not entitled to indemnification.

Section 5: Insurance

The Association may purchase and maintain **liability insurance** to support its obligations under this Article or to provide coverage beyond indemnification limits established herein.

ARTICLE XII – NONDISCRIMINATION & WHISTLEBLOWER POLICY

Section 1: Nondiscrimination

The Association shall not discriminate against any individual on the basis of race, color, religion, sex, gender identity or expression, sexual orientation, age, national origin, disability, marital status, military status, or any other characteristic protected by law. This policy applies to all TSNA activities, including membership, Board service, committee involvement, and participation in events or programs.

Section 2: Inclusion and Accessibility

TSNA is committed to fostering a welcoming and inclusive environment for all residents, members, and guests. The Association shall make reasonable efforts to ensure its meetings, events, communications, and platforms are accessible and inclusive to the greatest extent possible.

Section 3: Whistleblower Protection

TSNA encourages its members and volunteers to report, in good faith, any suspected violations of law, bylaws, financial impropriety, abuse of power, discrimination, or other misconduct. No person who makes such a report shall suffer harassment, retaliation, or adverse consequences as a result.

Reports may be submitted confidentially to the President or any Board officer. If the report involves an officer, the complaint may be directed to another Board member. All reports shall be taken seriously and investigated with discretion and fairness.

ARTICLE XIII – DISSOLUTION

Section 1: Voluntary Dissolution

In the event that the Association chooses to dissolve, the process must be initiated by a two-thirds (2/3) vote of the full Board of Directors and ratified by a majority vote of Voting Members in good standing at a duly called membership meeting with quorum, in accordance with state law and the Association's governing documents.

Section 2: Asset Distribution

Upon dissolution of the Association, all remaining assets, after the payment of any debts and liabilities, shall be distributed exclusively to one or more nonprofit organizations that are exempt

under Section 501(c)(3) of the Internal Revenue Code and whose mission aligns with the civic, charitable, or community purposes of TSNA.

The recipient(s) shall be selected by a majority vote of the Board of Directors, and such distribution shall comply with all applicable laws and regulations governing nonprofit organizations.

Section 3: Prohibition on Private Inurement

No part of the net assets or earnings of the Association shall inure to the benefit of any private individual, member, officer, or director upon dissolution.

ARTICLE XIV – CODE OF CONDUCT & BYLAW REVIEW

Section 1: Code of Conduct

All members, Directors, officers, and volunteers of the Association are expected to conduct themselves with integrity, respect, and professionalism in all TSNA activities, including meetings, events, communications, and public interactions.

The following behaviors are strictly prohibited:

- Harassment, discrimination, or personal attacks
- Disruptive or uncooperative behavior
- Misuse of Association resources or platforms
- Public misrepresentation of the Association's views or decisions
- Use of TSNA affiliation for personal or commercial gain

Violations of this Code of Conduct may result in disciplinary action, including suspension of privileges or removal from leadership roles, following a majority vote of the Board of Directors.

Section 2: Review of Bylaws

To ensure these bylaws remain relevant and responsive to the needs of the Association, the Board shall formally review the bylaws at least once every five (5) years. The Board may review them more frequently at its discretion or in response to organizational changes, legal requirements, or member feedback.

Proposed amendments shall follow the procedures outlined in Article IX – Amendments.