

CORPORATE BYLAWS

OF

THE BUCKHEAD COUNCIL OF NEIGHBORHOODS, INC.

Modified and Adopted by the Board of Directors on November 13, 2008

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ARTICLE I

General Provisions

Section 1. Name. The name of the corporation is The Buckhead Council of Neighborhoods, Inc. (the “Corporation”).

Section 2. Purposes and Powers.

- (a) As a nonprofit corporation organized pursuant to the provisions of the Georgia Nonprofit Corporation Code, the Corporation shall have no capital stock and no shareholders, and no part of the net earnings, income, or profit of the Corporation shall inure to the benefit of or be distributable to its trustees, officers, or other private individual except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its purpose of the promotion of social welfare.
- (b) The Corporation is organized and shall be operated exclusively for the promotion of social welfare, and for such related purposes as may be permitted to corporations that are organized and operated under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the “Code”) (or the corresponding provision of any future United States internal revenue law). The Corporation shall be focused on, but shall not be limited to, improving, protecting, and enhancing the quality of life and services in the Buckhead neighborhoods and community, while serving as the unified representative and watchdog for Buckhead homeowners. These purposes shall be carried out in such ways as the Board of Directors shall determine in its discretion.
- (c) The description of The Buckhead Council of Neighborhoods (BCN) boundaries and BCN recognized neighborhoods shall be determined at the discretion of the Board of Directors.

ARTICLE II

Board Of Directors

- Section 1. General Powers and Number. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of the Corporation, the affairs of the Corporation shall be managed by its Board of Directors, which shall consist of at least three directors and no more than the corresponding number of BCN recognized neighborhoods, as determined from time to time by resolution of the Board of Directors.
- Section 2. Term of Office and Election of Directors. Directors and their alternates shall be designated to serve on The Buckhead Council of Neighborhoods in writing by BCN recognized neighborhoods. Each director shall hold office for the term to which he or she is designated and until his or her successor has been designated or until his or her earlier resignation, removal from office or death.
- Section 3. Resignation; Removal. Any Director may resign at any time by delivering written notice to the Board of Directors, the Chairman of the Board of Directors, or the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. Any Director may be removed from office with or without cause by the affirmative vote of a majority of the Board of Directors.
- Section 4. Vacancies. If a vacancy occurs on the Board of Directors, the remaining Directors shall continue to act, except as specifically provided otherwise in the Articles of Incorporation or these Bylaws. Any vacancy will remain open until the specific BCN neighborhood designates a replacement director to fulfill the remainder of the unexpired term of his or her predecessor in office.
- Section 5. Compensation. No Director of the Corporation shall receive compensation for serving as Director, but a Director may be reimbursed for actual expenses incurred in connection with the performance of his or her duties as Director.

ARTICLE III

Meetings Of Directors

- Section 1. Duties. The Board of Directors shall be responsible for the conduct of the business of the Corporation and shall exercise all powers inherent in the Corporation.
- Section 2. Annual Meeting. The annual meeting of the Board of Directors shall be held each year on such date and at such time as the Board of Directors may by resolution provide, or if the Board of Directors fails so to provide, on the second Thursday in the month of October.
- Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be called from time to time by the Chairman.

- Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or any three officers in office at that time. Each meeting shall be held at a time and place fixed by the Chairman. Each Director shall be given notice of the time, date and place of each meeting and the purpose or purposes for which the meeting was called, at least two days before any special meeting, by any usual means of communication.
- Section 5. Waiver of Meeting Notice. Any Director may waive notice of any meeting. The attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- Section 6. Quorum. A quorum for the transaction of business at any meeting of the Board of Directors shall consist of a majority of the Directors then in office.
- Section 7. Manner of Acting. Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- Section 8. Presumption of Agreement. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have agreed to the action taken unless the Director objects, at the beginning of the meeting or promptly upon his or her arrival, to holding the meeting or transacting specified affairs at the meeting, or the Director votes against or abstains from the action taken.
- Section 9. Action by Directors Without a Meeting. Action taken and affirmed by a majority of Directors without a meeting is nevertheless action of the Board of Directors if written consent to the action in question is signed by all the Directors then in office and filed with the minutes of the proceedings of the Board of Directors. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date.
- Section 10. Telephone Conference. Members of the Board of Directors or any committee designated by the Board of Directors may participate in any meeting of the Board of Directors or any committee thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other and such participation in a meeting shall constitute presence in person at such meeting.
- Section 11. Executive Committee. The executive committee shall be comprised of the officers of the corporation and chaired by the chairman of the Board of Directors. The committee shall have and exercise the authority of the Board of Directors in the management of the affairs of the corporation; but the designation of any such executive committees and the delegation thereto of authority shall not operate to

relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by law.

Section 12. Other Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate one or more committees. The Board of Directors may designate which committees must be chaired by members of the Board of Directors. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or him or her by law.

a) Committee chairpersons must report each committee's findings and recommendations to the Board of Directors for affirmation.

Section 13. Fiscal Year. The fiscal year of the corporation shall follow the calendar year.

ARTICLE IV

Officers of the Board and Corporation

Section 1. Officers. The officers of the Board of Directors shall also be the officers of the Corporation and shall consist of at least a Chairman, Secretary and Treasurer. Such officers shall be selected by the Board of Directors from among the members of the Board of Directors. Additional officers, such as Vice-chairman, Parliamentarian, Communication, and Member-at-large may be added as the Board of Directors determines from time to time.

Section 2. Election and Term. The Board of Directors shall elect officers at the annual meeting of the Board of Directors, and each officer shall hold office for a term of one year (as long as they are a BCN director) and until his or her successor has been designated or until his or her earlier resignation, removal from office or death.

Section 3. Chairman. The Chairman will act as the chief officer of the Board of Directors and the Corporation. The Chairman shall preside at all meetings of the Board of Directors. The Chairman will provide leadership in helping carry out the basic mission, goals and objectives of the Corporation. The Chairman may take any action required or permitted by law to be taken by a president of a corporation. The Chairman shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 4. Vice-chairman. The vice-chairman, unless otherwise determined by the chairman or by the Board of Directors, shall, in the absence or disability of the chairman, perform such duties and the authority and exercise the powers of the chairman. They shall perform other such duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the chairman may from time to time delegate.

- Section 5. Secretary. The Secretary shall: (a) keep the minutes of each meeting of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of and authenticate the corporate records of the Corporation; and (d) perform such other duties as from time to time may be assigned to him or her by the Board of Directors.
- Section 6. Treasurer. The Treasurer shall: (a) be the financial officer of the Corporation; (b) provide for the receipt, deposit and disbursement of all moneys of the Corporation, subject to such regulations as may be established from time to time by the Board of Directors; (c) provide for the maintenance of accurate books and records of account; (d) make reports of the finances of the Corporation annually and whenever requested by the Board of Directors; (e) assist in the preparation of annual budgets for the Corporation; and (f) perform such other duties as from time to time may be assigned to him or her by the Board of Directors.
- Section 7. Removal and Resignation. Any officer of the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.
- Section 8. Vacancies. A vacancy in any office because of death, resignation, removal, or any other cause shall be filled by the Board of Directors.

ARTICLE V

General Provisions

- Section 1. Contracts. The Board of Directors may authorize any officer or officers, employee or employees or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
- Section 2. Loans. No loans shall be made or contracted to be made on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority or approval may be general or confined to specific instances.
- Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such officer or officers, employee or employees or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors may select.

Section 5. Waiver of Meeting Notice. Whenever any notice is required to be given to any Director by law, by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 6. Indemnification. The Corporation shall indemnify, to the fullest extent permitted by the Georgia Nonprofit Corporation Code, any individual made a party to a proceeding because such individual is or was a director or officer against liability incurred in the proceeding if such individual acted in a manner such individual believed in good faith to be in or not opposed to the best interests of the Corporation and, in the case of any criminal proceeding, such individual had no reasonable cause to believe such individual's conduct was unlawful. For purposes of this Article, the terms "party," "proceeding," "director," "officer," "liability" and "expenses" shall have the meanings given to them in the provisions of Part 5 of Article 8 of the Georgia Nonprofit Corporation Code, the provisions of which are incorporated by reference into these Bylaws. The Corporation shall pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding, in advance of final disposition of the proceeding, if: (1) the director or officer furnishes the Corporation a written affirmation of her or his good-faith belief that she or he has met the standard of conduct set forth above; and (2) the director or officer furnishes the Corporation a written undertaking, executed personally or on her or his behalf, to repay any advances if it is ultimately determined that she or he is not entitled to indemnification. The written undertaking provided for in requirement number (2) of the preceding sentence must be an unlimited general obligation of the director or officer but need not be secured and may be accepted without reference to financial ability to make repayment

The Board of Directors may, in its discretion, adopt a resolution extending the indemnification provided for in this Bylaw to any employee or agent of the Corporation.

The Corporation is also empowered to purchase and maintain liability insurance on behalf of its Directors, officers and employees.

Section 7. Effectiveness. These Bylaws shall be effective upon the date set forth in the authorizing resolutions of the Board of Directors of the Corporation or, if no date is set forth in such resolutions, upon the date of their adoption by the Board of Directors of the Corporation.

Section 8. Amendment. These Bylaws and the Articles of Incorporation may be amended, modified, repealed or restated by the affirmative vote of at least two-thirds (2/3) of the members of the full Board of Directors.