

Bylaws of the Greater Hidden Hills Community Development Corporation

These bylaws of the Greater Hidden Hills Community Development Corporation have been established at a meeting of the Board of Directors (hereinafter the Board). This corporation operates as a not-for-profit business for the purpose of marketing and developing the Greater Hidden Hills community (including the options to purchase, sell, and lease property for economic development and job creation). This community covers the area described in the Greater Hidden Hills Overlay zone, established by the DeKalb County Board of Commissioners in December 2011. The bylaws have been adopted by a vote of consensus by the Board and shall govern by its terms the general operation of the corporation, until the Board authorizes any changes pursuant to the guidelines as stated herein.

ARTICLE 1 GOVERNANCE, GENERAL

SECTION 1, BOARD OF DIRECTORS

- a) The Board shall consist of no less than five and no more than nine members. The members of the Board shall serve in staggered terms for a period of time as determined by a resolution of the Board. Said term shall be for not less than two years and not more than six years.
- b) To be eligible to serve on the Board, the individual must be a member in good standing for a period of not less than eight consecutive months.
- c) The Board, after the initial Board of Directors' terms have expired, shall be selected by the vote of the membership at the meeting of the membership. No less than one-third nor more than one-half of the Board shall be up for election at any given year. Should the Board, in resolution, determine that the term of office of the Board members should be six years, then elections shall be held every two years, not every year. The specific terms of service for the initial Board for the purpose of establishing the staggered terms required herein shall be determined by a resolution of the Board.
- d) The Board will adopt and comply with the Code of Ethics and Conflict of Interest policies.
- e) The members of the Board shall designate from among their number the officers of the Corporation. The members of the Board shall select from their number the individuals to perform the tasks of the officers by voice vote of the Board. The officers, along with the General Managers, shall constitute the Executive Committee of the Board.
- f) The members of the Board not selected as officers shall be available to chair one of the four standing committees as designated below.
- g) The President shall preside over the meetings of the Board. In the absence of the President, the Board shall select a Chairperson to preside over the meetings of the Board.
- h) Each Board member must attend 75 percent of the Board meetings held each year of their term.
- i) The Board, with approval by a majority of the Board, shall be empowered to hire staff.
- j) The Board may designate two Board members to serve as second sources of approval for large disbursements of funds of the Corporation; the Board will determine what amount triggers the approval of both the Secretary-Treasurer and one of the two selected Board members.
- k) A Board member who is found to be in violation of the bylaws or the Code of Ethics is subject to removal by a majority vote of the Board.

- l) The Board may not take any action regarding the corporation unless a quorum is present. A quorum shall be defined as 51% of the actual membership of the Board.

SECTION 2, OFFICERS

The Officers of the Corporation shall be selected by the Board and may be removed by a majority of the Board with or without cause. The duties shall be as follows:

a) President

The President shall be empowered as follows:

- i. May execute any obligation for the corporation necessary to maintain operation of the business with the consent of the Board;
- ii. May encumber the assets of the corporation for purposes of a loan to the corporation where the funds from the loan are used in the corporation with the consent of the Board;
- iii. Shall serve on the Board;
- iv. Shall appoint members of the Board to fill seats vacated by voluntary or involuntary resignation of sitting Board members;
- v. Shall have all the powers and duties incident to the office of the President and as assigned by the Board.

b) Secretary-Treasurer

The Secretary-Treasurer shall be empowered as follows:

- i. Shall have responsibility for all the funds and financial obligations of the Corporation and handle all deposits and disbursements, ensuring that the additional Board member approval is secured when needed (*see Article I, Section 1 [g]*);
- ii. Maintain the corporate records including the seal, Articles of Incorporation, Certificate of Incorporation, Certified Bylaws, Meeting minutes;
- iii. Maintain all the financial records;
- iv. May delegate the responsibilities as need to the General Managers or other personnel;
- v. Shall be a member of the Board of Directors and the Executive Committee;
- vi. Shall serve as Chair of the Finance and Budget Committee;
- vii. Shall have all the powers and duties incident to the office of the Treasurer and as assigned by the Board.

c) General Managers

The General Managers shall be empowered as follows:

- i. May consist of two individual members of the Board;
- ii. May execute any obligation for the corporation necessary to maintain operation of the business with the consent of the Board;
- iii. May encumber the assets of the corporation for the purposes of a loan to the corporation where the funds from the loan are used in the corporation with the consent of the Board;
- iv. Shall be in charge of day-to-day operations;
- v. Shall serve as members of the Board and the Executive Committee;
- vi. Shall have all the powers and duties incident to the office of the General Managers and as assigned by the Board or as delegated by the other officers.
- vii. Shall be selected by the unanimous consent of the full Board.

d) Executive Committee

The Executive Committee shall be empowered as follows:

- i. Consist of the Officers, the General Managers, and one to three board members, appointed by the full Board, to total five Members.
- ii. Three members of the Executive Committee meeting for the purpose of conducting corporate business shall constitute a quorum for the purposes of voting.
- iii. Shall meet at least once every quarter during the fiscal year.
- iv. May act in the absence of the Board except that the full Board shall have the responsibility solely of approving the annual budget as generated by the Finance and Budget Committee and reviewed and reapportioned by the Executive Committee. The Executive Committee shall not have the final vote on the annual budget.
- v. Shall report to the Board.
- vi. Shall have other tasks as assigned by the Board.

ARTICLE II MEMBERSHIP

SECTION 1. MEMBERSHIP CLASSES

The corporation shall have two classes of membership: one designated as Business Members (members with a business in or affected by the Greater Hidden Hills Overlay zone) and one designated as Residential Members (individuals who reside in or adjacent to the Greater Hidden Hills Overlay zone).

- a) No member, business or individual, shall have more than one vote at any meeting where a vote of the membership is authorized.
- b) Business members shall designate one person as the "voting representative" for the business at any meeting where membership voting is authorized.
- c) Membership fees, if any, shall be set by a resolution of the Board and reviewed once per year.

SECTION 2. BI-ANNUAL MEETING OF MEMBERSHIP

- a) There shall be a bi-annual meeting of Membership unless the need for the election of the Board necessitates an annual meeting.
- b) At any meeting of the Membership, each Member shall be entitled to notice of the issues to be presented.
- c) Members must have been members in good standing for a period of not less than eight consecutive months to be eligible to vote at the membership meetings.

SECTION 3. RIGHTS AND OBLIGATIONS

- a) Members shall have the right to attend any and all meetings of the corporation and shall have access to the corporate records to the extent provided by law.
- b) Members shall be entitled to receive information as published and provided by the corporation. This includes, but is not limited to newsletters, advertisements, coupons, emails to the general membership, and other notifications as required by the mission and the purpose of the corporation.
- c) Members will be expected to pay annual dues as decided by the Board and contribute to the mission and purpose of the corporation as authorized by the Board.
- d) No member of the corporation may speak or act on behalf of the corporation without the prior authorization of the Board or the Executive Committee; including, but not limited to, public appearances of any kind, purchases of any item for the corporation,

encumbrances on the corporation, promises or contracts for goods or services, or any other act which involved the corporation.

- e) The membership shall be allowed to vote on the members of the Board pursuant to the requirements as state herein and the policies and resolutions of the Bard.
- f) At any meeting allowing for the membership to vote on issues, only those members who have been members for a period more than eight consecutive months prior to the meeting shall have the right to vote at said meeting.

SECTION 4. COMMITTEES

- a) The Board shall appoint committees to work on behalf of the Board and the corporation and shall consist of at least two members of the Board. All committees shall report to the Board or to the Executive Committee in the absence of the full Board.
- b) There shall be authorized four Standing Committees whose chair shall also be members of the Board. The Standing Committees shall be Fundraising, Membership Development, Marketing and Communication, and Finance and Budget, of which the Secretary-Treasurer is the chair. The scope of the responsibility of these committees shall be determined by a resolution of the Board. However, the annual budget will be compiled by the Finance and Budget Committee and presented to the Executive Committee for review and adjustments to comply with operational necessity; the budget must be and approved by the full Board. These committees will be responsible for making reports to the Board at each regular Board meeting. They shall be responsible for developing their own procedures of operation with the consent of the Board.
- c) There shall be authorized Ad Hoc Committees which will exist at the pleasure of the Board and shall exist for only limited purposed and limited time as defined by the Board in a resolution creating said committee. An Ad Hoc Committee exists for a single purpose and shall be disbanded following the completion of its charge or by a decision of the Board.

ARTICLE III MISCELLANEOUS PROVISIONS

SECTION 1. FISCAL YEAR

The Fiscal Year for the Corporation shall be the same as the calendar year beginning on January 1 each year and ending on December31 of that year. All financial documents shall be prepared in accord with this structure.

SECTION 2. CHECKS, NOTES, AND DRAFTS

Checks, notes, and drafts and other orders for payment of money shall be signed by such person as the Board from time to time may authorize.

SECTION 3. AMENDMENT OF BYLAWS

Unless prohibited by the Articles of Incorporation, the Bylaws may be amended or altered at any meeting of the Board by a recorded vote of the majority of the Board.

SECTION 4. TAX EXEMPT STATUS

The corporation shall apply for the 501(c)(3) for tax exemption and deductibility of contributions.

SECTION 5. PROPRIETARY INFORMATION

The Bylaws, Policies, Budget, and other corporate documents, including but not limited to any documents, communications, and memorialization's of assets, shall be considered proprietary information subject to distribution to the Board and the membership respectively but not to the public at large. Any distribution of any proprietary information can be made only with the approval of a majority vote of the Board.

These bylaws are hereby presented and adopted by the Board of Directors of the Corporation on this the 27th day of July, 2013.

Jan R Costello

Jan R. Costello
President

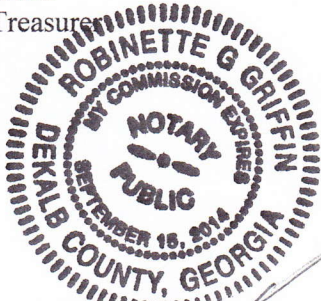
Aug 29, 2013

Phyllis H. Frierson

Phyllis Frierson
Secretary-Treasurer

Aug. 29, 2013

Seal



Signature of Notary Public

Robinette G. Griffin

Aug. 29, 2013

Printed Name of Notary Public

Robinette G. Griffin