

MLPA BY-LAWS

~~REVISED~~AMENDED AND RESTATED MLPA BY-LAWS ~~---~~ [Unanimously-] ~~Approved at April 27th,~~
~~2010~~10th, 2017 Annual Meeting

Article I – Members

A. As set forth in the charter of the Morningside-Lenox Park Association, Inc. (hereinafter referred to as “MLPA” ~~or the “Association”~~) the membership of MLPA shall be comprised of residents in the Communities of Morningside and Lenox Park in the City of Atlanta and in DeKalb County, Georgia. The rights of membership shall be contingent upon the prompt payment of such membership dues as the Board of Directors shall set. Upon payment of such dues persons otherwise qualified for membership in MLPA shall become ~~members~~a member (“Member”) of MLPA and their names shall be enrolled on the membership roster.

B. The ~~Secretary~~Membership Committee of MLPA shall maintain an up-to-date roster of the membership of the Association.

Article II – Meetings of Members

A. The Annual Meeting of the ~~members~~Members of MLPA shall be held in Fulton County or DeKalb County, Georgia, at such place in either of said counties as may be designated in the notice of such meeting, in the month of ~~April~~November after 7:00 o’clock in the evening. The officers and members of the Board of Directors shall be elected at the Annual Meeting.

B. Regular notice of the Annual Meeting shall be provided to each member of record not less than ten (10) days prior to the meeting.

~~C. Such notice may be provided by email.~~

C. Special meetings may be called by the President, Secretary, or a majority of the Board of Directors, or a majority of ~~members~~Members of MLPA and such special ~~meetings~~meeting may be held at any place in Fulton or DeKalb County at any time designated in the call. Notice of special meeting shall be given at least five (5) days prior to the meeting in person, by mail, telephone, or e-mail, to all ~~members~~Members entitled to vote at such meeting by the person or persons calling said meeting. A record of such notice shall be deemed ~~compliance~~compliant with the requirement for giving notice. Business conducted at such special meetings shall be confined to the matters specified in the call.

D. Any ~~member~~Member may waive notice of the Annual Meeting or special meeting of ~~members~~Members before or after the meeting, and if present at such meeting shall be deemed to have waived such notice.

E. All Meetings shall be governed by Roberts Rules of Order.

F. Each ~~member~~Member of the Association shall be entitled to one vote.

G. Proxy votes will not be permitted at any meeting of the Membership.

Article III – Directors

A. The Board of Directors of MLPA shall be composed of no less than seven (7) and no more than fifteen (15) elected ~~members~~Members, comprised of Officers, Chairs of certain committees, and Members at Large, each of whom shall be a paid-up member of the Association and at least twenty-one (21) years of

age. The Directors shall serve from the January 1st following date of their election for one calendar year and until the election and qualification of their successors, or until removed by the ~~members~~Members.

The ~~members~~Members may remove a Director

at any meeting of the ~~members~~Members. In the case of death, resignation or removal of a Director, the Board of Directors shall elect a successor to serve until the next Annual Meeting of ~~members~~Members.

Directors may be elected to succeed themselves.

B. The Board of Directors shall regulate and supervise the management and operation of the Association. It may exercise all of the powers of a corporation, which this Association is, and do all such lawful acts and things as are not be ~~statue~~statute, by the Charter of Incorporation, or by these By-Laws to be exercised or done by the ~~members~~Members.

C. The Board of Directors shall establish Committees of the Board which shall include a Zoning Committee and a Security Patrol Committee. The Chairs of the Zoning Committee and the Security Patrol Committee shall serve as members of the Board. Any member of the Board of Directors may serve as Chair of one or more committees, but shall only have one vote.

Article IV – Meetings of Board of Directors

A. The Board of Directors shall meet monthly on the second Monday of the month, unless otherwise directed by a majority vote of the Board, to conduct the business of MLPA. Only Directors shall be entitled to vote and each Director shall have only one vote.

B. At all meetings of the Board of Directors a majority of the voting Directors shall be necessary to constitute a quorum to conduct business but a majority shall not be required to adjourn the meeting. Any action taken, at any meeting at which there is a quorum, by a majority, shall be the act of the Board of Directors.

C. Special Meetings of the Board of Directors may be called by the President or Secretary or by a majority of the Board of Directors by giving reasonable notice to each Director personally, by telephone or mail or ~~E-mail~~email but no meeting may be called without at least five (5) ~~days~~days' notice, provided, however, that any Director may waive notice either before or after the meeting, and if present at the meeting shall be deemed to have waived such notice.

Article V – Officers

A. The officers of MLPA shall be President, ~~Immediate Past President~~, Vice-President, Secretary, and Treasurer.

B. The officers of MLPA shall be elected by a majority vote of the ~~members~~Members at their Annual Meeting and shall hold office until the election and qualification of their successors, or until removed by the ~~members~~Members, which they may do at any meeting of the ~~members~~Members. In the event of the death, resignation, or removal of an officer, the Board of Directors shall elect a successor to serve until the next Annual Meeting, and until the ~~members~~Members elect a successor thereto.

C. Each officer shall be at least twenty-one (21) years of age and a ~~member~~Member of the MLPA.

D. All officers shall be members of the Board of Directors as set forth in Article III, Section A.

E. No person may hold more than one of the named offices but officers may be elected to succeed themselves.

F. No officer shall be entitled to any remuneration for services rendered on behalf of MLPA.

G. The President shall appoint a Nominating Committee, consisting of three (3) to six (6) persons, from the membership at large, with no more than seventy (70%) percent from the current Board, with the approval of the Board, no later than the regular Board Meeting in ~~March~~October of each year, to select a slate of nominations for each Board position. These nominations shall be presented to the membership at least two (2) weeks before the Annual Meeting. Nominations may be taken from the floor at this Meeting, with the prior approval of said nominee, for all positions to be filled. ~~The then-current President-Elect shall succeed to the position of President without further vote.~~

Article VI – Duties of Officers

A. The President shall be the chief executive officer of MLPA, shall preside at all meetings of ~~members~~Members and of the Board of Directors, shall have general and active management of the business of the Association, and shall see that all orders and resolutions of the Board are put into effect.

B. ~~The Immediate Past President shall have such duties and authority as are assigned to him or her by the President. In the absence of the President, the Immediate Past President shall preside at meetings of members and of the Board of Directors.~~

~~C.~~The Vice-President shall have such duties and authority as are assigned to him or her by the President, and shall preside at all meetings in the absence of the President ~~or Immediate Past President.~~
~~D.~~

C. The Secretary shall keep the minutes of meetings of ~~members~~Members and of the Board of Directors, and shall be custodian of the corporate seal (if any).

E~~D.~~ The Treasurer shall be responsible for the collection and payment of all monies of the Association and shall maintain proper financial records of the Association and have all such records available for inspection by the Board of Directors.

~~F.~~E. If the office of President should become vacant for any reason, the order of succession shall be: ~~President-Elect~~, Vice-President, Secretary, then Treasurer.

Article VII – Finances

The Board of Directors shall have the authority, upon the recommendation of the Treasurer or of the Finance Committee, to authorize the Treasurer to deposit or invest funds of the Association in any bank(s), certificates of deposit, funds, or other investment plans or instruments it deems appropriate, so long as such funds are in accounts that are FDIC-insured, or in reputable money market mutual funds so as to maintain a stable principal value. The Treasurer shall make monthly reports on the status of such deposits, investments, etc. to the Board of Directors and the Board shall be responsible for reviewing such reports and taking appropriate follow up measures where needed. The Board of Directors shall have the authority, if it seems necessary or desirable, to secure bonding of the Treasurer.

Article VIII – Contracts

Any ~~contracts~~contract, including retention of legal counsel or other experts, shall be approved by the Board of Directors and no loans shall be made by any officer of the Association without the approval of the Board of Directors, and no mortgage, deed to secure debt, deed, note or other legal document

whatsoever may be executed without the authorization of the Board of Directors and only by the person or persons authorized to do so by the Board.

Article IX – Earnings

No member of MLPA shall be entitled to any portion of the earnings of MLPA. Any net earnings shall not inure to the benefit of any private person and shall be held and used only for the purposes specified in the Charter of the Corporation; but nothing contained herein shall be construed as preventing the ~~corporate~~ Association from paying any ~~member~~Member or non-member for services rendered to it, upon approval of the Board.

Article X – Amendments

A. These By-Laws may be revised and/or amended, or added to, by a majority vote at any Annual Meeting of the ~~members~~Members, or at any Special Meeting called for this purpose, ~~in notice of which provided that~~ the proposed revisions, amendments or additions ~~to which~~ shall be made reasonably available to ~~members~~Members in advance of the Meeting, ~~or at a members meeting having a quorum when no notice of revision, amendment or addition has been given, by a three-fourths (3/4) majority vote.~~

B. The Board of Directors may establish guidelines of actions and policies of MLPA to be known as a “Policy Sheet” instead of revising and amending the By-Laws if not otherwise in conflict with the By-Laws. The Policy Sheet shall be attached to and made a part of the By-Laws. ~~POLICY SHEET 1. Each Committee shall have only one vote regardless of the number of Co-Chairs the Committee may have.~~