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**Intown Macon Neighborhood Association, Inc.**  
**Bylaws**

Article 1      Membership

(a) As set forth in the Corporation Charter, the membership of the Corporation shall be comprised of residents of the Intown Macon Association area without regard to race, creed or gender. Associate membership is open to any person interested in the preservation of the defined area and its environs as economic and social assets of the Macon area. The area encompassed by the Intown Macon Neighborhood Association, Inc. shall be that area known as the Intown Historic District as outlined by the Macon-Bibb County Planning and Zoning Office and is subject to changes developed by that office. (See Appendix A) The Intown Macon Neighborhood Association shall extend its membership boundaries beyond the legal boundaries of the Intown Historic Zoning District to include the following streets: Adams Street from Oglethorpe Street to Tatnall Place; Tatnall Place: Chestnut Street; and Tatnall Street from Chestnut Street to Forsyth Street. These streets and/or additional portions of streets shall be incorporated into Zone 4 of the Intown Macon Neighborhood Association. (See Appendix A); and that area known as Bealls Hill to include the following streets: Ash Street to the Central of Georgia Railroad, to First St./J.L.Mills Sr. Way, to Hazel Street to Jackson Street, to Maple Street to Ross Street to Columbus Street to the Central of Georgia Railroad to College Street to the Beginning at Ash Street. (See Appendix B). This area shall be incorporated into Zone 6 of the InTown Macon Neighborhood Association.

(b) Exercise of the rights of membership shall be contingent upon the prompt payment of such membership dues as the Board of Directors shall set. Annual dues shall be payable at the beginning of the fiscal year. Upon timely payment of dues, persons otherwise qualified for membership in the Corporation shall become members and the Treasurer shall enroll their names on the membership roster.

Article II      Fiscal Year

The fiscal year of the Corporation shall begin on January 1 and shall end on December 31 of the same year.

Article III    General Meetings

(a) There will be a general membership meeting in January of each year for the purpose

of electing officers and board members for the upcoming year. The terms of officers and board members shall run from January through December.

(b) The Board may call other general membership meetings as needed.

(c) Twenty-five members whose dues are then currently paid shall constitute a quorum at all general meetings. If twenty-five (25) members are not present, those members attending shall have power to adjourn the meeting without notice other than announcement at the meeting, until twenty-five (25) members shall be present. Unless a different majority is required by law, by the Charter or by these by-laws, the affirmative vote of a majority of the members present at a meeting and entitled to vote shall be required to take action.

(d) Regular notice of the annual meeting shall be mailed to each member of record at his address as it appears upon the records of the Corporation, not less than ten (10) days prior to the meeting. This notice shall be mailed by the Secretary or by some other designee.

(e) Special meeting of the members may be held at the call of the President, the Secretary, a majority of the Board of Directors or upon the call of a majority of the members of the Corporation. Special meeting may be held at any place in Bibb County, Georgia, and at any time designated in the call. At least five (5) days notice prior to any special meetings shall be given in person or by mail to all members entitled to vote at such meeting, by the person or persons calling said meeting. Depositing said notice duly stamped and addressed to a member at his address as it appears on the Corporation's records shall be deemed compliance with the requirement for giving notice. Business transacted at such special meetings shall be confined to the subjects stated in the call.

(f) Any member may waive the requirement for notice of either a regular or special meeting of members.

(g) All but associate members shall be entitled to one vote. Associate members shall not vote.

## Article V Directors

(a) The Board of Directors of the Corporation shall consist of not less than fifteen (15) nor more than thirty (30) members, with a minimum of three (3) members from each of the **six** neighborhood zones (See Appendix A) and the remaining members serving the neighborhood at large. Each Director shall be at least 21 years of age and shall be a member of the Corporation. One Director may be chosen from the associate membership. Each person elected as an officer of the Corporation shall automatically be a member of the Board of Directors. The Directors shall serve for a period of three years, their terms to be staggered so that one-third of the Board is replaced by appropriate procedures each year. A Director shall not be eligible for re-election to the Board until one year has elapsed after the conclusions of his or her term of office.

(b) A board member who missed three (3) board meetings a year is subject to dismissal by a majority vote of the board membership. In case of death, resignation or removal of a Director, the number of Directors shall be correspondingly reduced unless and until the Directors elect a successor or additional Director of Directors.

- (c) The Board of Directors shall regulate and supervise the management and operation of the Corporation. It may exercise all of the powers of the Corporation and do all such lawful acts and things as are not by statute, by the charter or by these by-laws required to be exercised or done by the members.
- (d) The Board of Directors may elect from members of the Corporation such committee or committees as they might deem helpful. These may include but need not be limited to the following: By-Laws, Education and Information, Finance, Fund Raising, Historic District Development, Membership and Communication, and Social Life (See Appendix B for the purpose and function of each committee).

#### Article V Directors' Meetings

- (a) At all Directors meetings the presence of at least one-third (1/3) of the Directors shall be necessary to constitute a quorum to transact business but any lesser number shall be sufficient to adjourn the meeting. The action 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.
- (b) Regular meetings of the board shall be scheduled by the Board at the beginning of the year.
- (c) Special meetings of the Board may be called by the President, by the Secretary or by a majority of the Board of Directors by giving reasonable notice to each Director either personally or by telephone or by mail, but no meeting of the Board may be called without giving at least five (5) days notice; provided, however, that any Director may waive the requirement for notice.

#### Article VI Officers

- (a) The Officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer.
- (b) The Officers of the Corporation shall be elected by a majority vote of the members present at the annual meeting, and shall hold office for one year. The members may remove an Officer by a majority vote at any meeting of the members. In case the Officer moves out of the designated area, dies, resigns, or is removed by the membership, the Board of Directors shall be empowered to appoint an interim replacement until the members elect a successor.
- (c) Each Officer shall be at least 21 years of age and a member of the Corporation, and the President shall have previously served on the Board of Directors for at least one year.
- (d) The Officers shall not be entitled to remuneration for services rendered as Officers on behalf of the Corporation.
- (e) All Officers of the Corporation shall be members of the Board of Directors. The President shall remain on the Board for one year after the expiration of his-her term of office, and, if necessary, the three-year limitation as a member of the Board of Directors may be waived.

- (f) Any Officer may be elected to succeed himself or herself once, but any Officer who has served two consecutive one year terms shall not be eligible for re-election until one year has elapsed after the conclusion of the second consecutive one year term served.

#### Article VII Duties of the Officers

- (a) The President shall be the chief executive officer of the Corporation. He shall preside at all meetings of members and Directors, shall have a general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect.
- (b) The Vice-President shall be the President-elect and shall serve the President immediately following the term(s) of the individual presently serving as President. The Vice-President shall have such duties and authorities are delegated to him/her by the President.
- (c) The Secretary shall maintain an up-to-date mailing list of the entire membership of the Corporation. He shall provide notices to the membership of general meetings and to the Board of Directors of all board meetings. He shall have custody of the Corporate seal. The Secretary shall also record minutes of all Board and general meetings and distribute them to the Board members before the next schedule meeting.
- (d) The Treasurer shall be responsible for the maintenance of proper financial books and records of the Corporation and shall keep an up-to-date roster of the members of the Corporation. The Treasurer shall present financial reports as directed by the President.

#### Article VIII Net Earnings

No member of this Corporation shall be entitled to any portion of the new earnings of the Corporation. Said 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 this Corporation; however, nothing herein contained shall be construed as preventing this Corporation from paying any member or non-member for services rendered to it.

#### Article IX Contracts

All contracts shall be approved by the Board of Directors and no loans shall be made by any Officer of the Corporation or any loans secured on behalf of the Corporation without

the authority of the Board of Directors and no mortgage, deed to secure debt, deed, note or other legal document whatsoever shall be executed except upon the authority of the Board of Directors. All legal documents shall be executed by such person or persons as the Board of Directors may from time to time designate.

#### Article X Seal

The seal of the Corporation shall be as follows:

#### Article XI Depositories

All funds of the Corporation shall be deposited in the name of the Corporation in such bank, banks or trust companies as the Board of Directors may from time to time designate and shall be drawn out on checks, drafts, or other orders signed on behalf of the corporation by such or persons as the Board of Directors may from time to time designate.

#### Article XII Amendments

These by-laws may be altered and amended and additional by-laws adopted by a majority vote of the quorum as defined in Article IIIc at any annual meeting of the members or at any special meeting of the members where the meeting notice contains the proposed amendment or new by-laws verbatim, or by a three-fourths majority vote at any members' meeting having a quorum where the notice of such amendment or new by-laws is not so given; provided, however, that no change of the time or place for the election of Officers or Directors shall be made within thirty (30) days of the day on which such election is to be held.

### Article XIII Indemnification of Directors

The Corporation shall be required to, and by the adoption of these by-laws hereby does, indemnify its officers and its Board of Directors for acts performed by such Officers and Directors in the furtherance of the Corporation's business, which indemnification may be funded by the Corporation's purchase of insurance for such purposes if deemed practical by the Board of Directors.

### Article XIV Nomination of Directors and Officers

- (a) In August, the Vice-President (who is the President-Elect) shall present a slate of five (5) board members, with one (1) representative from each zone to serve as a nominating committee. This Nominating Committee shall be confirmed by the full Board of Directors.
- (b) The Nominating Committee, along with the President-Elect, shall meet by the end of October and shall draw up a slate of nominees for Directors and Officers.
- (c) The Nominating Committee shall present the slate of nominees to the full board for review and approval at the next meeting of the full Board of Directors.
- (d) This slate will be presented for election at the Annual Membership Meeting. Prior to any vote, the President shall also request nominations from the floor.