

Bylaws of North Buckhead Civic Association, Inc.

Adopted 8/19/03

Modifications

7/21/04: permit couples to be joint Board members (Section 5.1)

6/20/06: clarify activities permitted by political candidates (Section 4.6)

3/25/10: establish Executive Committee, permit interim Bylaws changes and voting for business members and other changes

3/26/11: establish Board Memberships outside of geographic boundaries (Section 3.1.1)

6/11/13: eliminate proxies, clarify reasons for termination and processes, strengthen financial controls

3/24/15: differentiate Board membership for businesses and residences (Section 5.2.a)

4/22/19: modify residential Board member nomination process (Section 5.2.b)

March 2020: modify Board management powers (Section 5.1.a), modify number and composition of Board members (Section 5.1.b), remove joint Board memberships (Section 5.1.c), establish Board member duties (Section 5.1.d), modify Board nomination requirements (Section 5.2), modify Executive Committee duties (Section 5.5.b), establish NBCA Financial Policies (Section 5.7), modify committee, Chairs, membership (Sections 5.14.a-c), modify President duties (Section 6.5), establish duties of Communications Committee (Sections 7.1-2), establish

Annual Budget process (Section 8.4)

April 2020 (Interim Revision): establish Board's ability to conduct online membership voting when Annual Meeting cannot be held (Section 4.4.a)

March 2021: add Properties to Article II (Section 2.4), modify definitions of membership (Sections 3.1, 3.1.a and 3.1.b), modify dues assessment process (Section 3.2(b)), modify termination of membership to reflect suspension (Section 3.3), modify who determines location and nature of meetings (Section 4.1), modify notification of meetings (Section 4.2), modify online voting procedures (Section 4.4), delete State of Emergency interim change (Section 4.4.a), clarify definition of "majority" (Section 4.5), add position of President Emeritus (Section 5.2.d), modify notification of Special Meetings (Section 5.4), add definition of Quorum (Section 5.4.a), modify composition and role of the Executive Committee (Section 5.5.b), modify role of Committee Chair, potential members, and determination of authority (Sections 5.14.b-d), add Board Task Forces (Section 5.15), add Board representatives to the BCN and APD Zone 2 CAC (Section 5.16), modify role of President (Section 6.5), modify announcements of Interim changes to Bylaws (Section 12.2)

ARTICLE I: PURPOSE

The Association is organized to be a nonprofit Association under the Georgia Nonprofit Association Code for civic purposes. It has IRS 501(c)(4) status. It is operated to promote the common good and general welfare of the residents of the North Buckhead area (as hereinafter defined under Article 2.3), for the mutual enjoyment and benefit of its residents, preservation of quality of life, and fostering its spirit of community and to provide a forum for the full and free discussion of all matters of interest to the residents of North Buckhead.

The Association shall not endorse political candidates or participate in or intervene in (including the publishing and distributing of statements) any political campaign. The Association may advocate for and promote political activity and/or policy believed to be beneficial to the membership.

ARTICLE II: NAME, OFFICES, BOUNDARIES AND PROPERTIES

Section 2.1. Name. The name of the Association shall be **North Buckhead Civic Association, Inc.** (hereinafter referred to as the "Association").

Section 2.2. Offices. The address of the registered office of the Association and the name of the registered agent shall be available upon request. The mailing address of the Association is Post Office Box 420391, Atlanta, Georgia 30342-0391. The Association's website is www.nbca.org, and the e-mail is NorthBuckhead@yahoo.com.

Section 2.3. Boundaries. North Buckhead is a neighborhood of Atlanta, Georgia defined by the geographical

boundaries of:

Peachtree Dunwoody Road on the east

Peachtree and Piedmont Roads on the south

Roswell Road on the west

Meadowbrook Drive and the Atlanta city limits on the north

The boundaries include all property enclosed by the centerlines of these streets and boundaries.

The Atlanta City Council and the Department of Planning recognize the name “North Buckhead” and its boundaries. North Buckhead is one of fifteen neighborhoods that comprise Neighborhood Planning Unit-B (NPU-B) of the City of Atlanta.

Section 2.4. Properties. Purchase or obtainment of physical or other properties (e.g., P.O. box, website domain, email addresses, etc.) made on behalf of NBCA shall belong to the Association.

ARTICLE III: MEMBERSHIP

Section 3.1. Membership. Residential membership in the Association shall be open to persons, eighteen years of age and older, residing in the area of Atlanta, Georgia known as “North Buckhead,” described in Section 2.3. Business membership in the Association shall be open to businesses located in the area of Atlanta, Georgia known as “North Buckhead”, described in Section 2.3. Voting rights and dues are per household (not individual) and per business (granted to/paid by the principal owner). Residential membership can only be granted directly to individual households and not through an affiliation with an organization with membership in the Association.

Section 3.1.a. Membership in Good Standing. Residential and Business members in good standing shall meet the following requirements: (1) reside or be located within North Buckhead; (2) be current on dues; (3) exhibit behavior consistent with the Bylaws and in the best interests of the Association. Members in good standing shall have the following rights and privileges: (1) Association voting rights; (2) Board meeting attendance; (3) membership on Board committees or task forces. Members in good standing can hereinafter be referred to as “voting members”; households and businesses located outside the boundaries of North Buckhead who wish to join the Association by paying annual dues shall be non-voting members.

Section 3.1.b. Members Outside of Association Boundaries. The Board of Directors may at its discretion extend membership in good standing to specific individuals who no longer reside within the physical boundaries of North Buckhead but who have rendered extraordinary service to the Association or whose services the Board deems to be of unique and special value to the Association. Such Members shall be entitled to vote, serve on committees, task forces, and on the Board of Directors and otherwise exercise the full privileges and obligations of membership in good standing in the Association. These Members will be elected by a majority of the Board of Directors and shall not exceed 1% of the Association’s resident membership. These Members serve at the pleasure of the Board and may be removed by a two-thirds (2/3) vote of the Board.

Section 3.2. Dues.

- (a) Exercise of the rights of membership shall be contingent upon the prompt payment of membership dues set by the Board.
- (b) Dues will be assessed on a “per household” or “per business” basis for terms and dollar amounts as determined by the Board.
- (c) All members of the household eighteen (18) years or more residing in such household shall become members of the Association.

Section 3.3. Suspension of Membership Rights. The Board shall have the power and authority to suspend the membership rights and privileges of any member in good standing for cause and after such member has been given an opportunity for a hearing, upon not less than five (5) days written notice specifying the charges against him/her. Such suspension must be approved by the affirmative vote of two-thirds (2/3) of the members of the Board. Potential causes for suspension include a violation of these Bylaws, conduct detrimental to the best interests of the Association, non-payment of dues and/or moving outside of North Buckhead boundaries.

ARTICLE IV: MEETINGS AND QUORUM

Section 4.1. Meetings. The Association shall have one general meeting of the voting membership each year, for the purpose of the election of a Board. The annual meeting of the Members of the Association shall be held at a time specified by the Board. Special meetings of the members of the Association for any purpose may be called by the President or by the majority of the Board, or at the request of not less than fifteen percent (15%) of the voting members (per Sections 3.1 and 4.4) of the Association with no less than five (5) days' notice.

The President, with input from the Board, shall designate any place within the neighborhood or online platform, unless otherwise prescribed by statute, as the physical or online location for the annual meeting, any special meeting, or Board meetings. Committee chairs and task force leaders may determine the location, physical or online, of committee and task force meetings, respectively. The Board, the President, a committee chair or task force leader determines if a meeting led by them shall be held in person, online or via telephone.

Section 4.2. Notice of Meetings. It shall be the responsibility of the Secretary or the Communications Chair, or by agreement, another Board member, to notify all Association members of each annual meeting or special meeting of the Association stating the date, time and place of such meeting. A good faith effort will be made to contact each member directly via email; meeting information shall also be posted on the Association's website. Notice of any special meeting shall be communicated not less than five (5) nor more than thirty (30) days before the meeting. In addition, notice of any special meeting shall state the purpose thereof.

Section 4.3. Quorum. At any meeting of the voting members, an attendance of five percent (5%) or more of the voting members constitutes a quorum.

Section 4.4. Voting. Each voting member (or household or business in good standing) of the Association shall be entitled to one vote. The majority of votes cast on any issue at a meeting with a quorum determines the will of the Association. For votes associated with annual meetings, votes may be cast online for a period approved by the Board not to exceed five (5) days after the meeting or as otherwise determined in advance by the Board. The Board shall establish procedures to ensure that online votes are legitimate. The Board will notify the membership not less than five (5) nor more than thirty (30) days before an online vote occurs.

Section 4.5. Proxies and Majorities. Proxy votes are not allowed. With a quorum (as defined in Section 4.3 for the Association and Section 5.4.a. for the Board, Committees and Task Forces) participating (in person, online or via phone), a majority (of the Association, Board, Committee or Task Force) shall be defined as the majority of those voting legitimately.

Section 4.6. Political Activity. NBCA does not endorse candidates and remains neutral in all political races. Campaign signs and campaign tables are not permitted at the Association's social functions, though candidates are welcome to attend and meet the neighbors individually.

ARTICLE V: BOARD OF DIRECTORS

Section 5.1.a. Management Powers. The Board shall manage the property, affairs, and business of the Association. The Board shall have the power to perform all duties and activities on behalf of the Association except as specifically (1) reserved to the voting members; (2) reserved to the Officers (defined in Section 6.1); or (3) delegated to the Members. It may exercise all of the powers of the Association, consistent with the laws of the State of Georgia, that are not prohibited by statute, the Articles of Incorporation, or these Bylaws.

Section 5.1.b. Number of Board Members. The Board shall consist of not more than twenty (20) nor less than nine (9) members, the exact number of which shall be fixed by resolution of the Board. Composition of the Board shall be two-thirds (2/3) residential Board members.

Section 5.1.c. Qualifications and Term. Each Board Member shall be a voting member of the Association. Each Board Member shall be elected by a majority vote of the voting members present at the annual meeting and those members voting online and shall serve a term of two (2) years or until their successor shall be elected and duly qualified, or appointed as provided in Section 5.13. The election process may not result in a Board size greater than set out in the previous paragraph. Should more candidates receive vote majorities so that the Board size would exceed the allowed maximum, candidates receiving the most votes will be deemed elected until the maximum permitted Board size is reached, and candidates with lesser numbers of votes will be deemed not to be elected. The terms of the Board shall

be set so that only half, or as near to half as possible, of the Board terms expire in any given year. Board Members may succeed themselves.

Section 5.1.d. Board Member Duties. Unless excused by an Officer, each Board Member shall (a) be current in their NBCA membership dues, (b) attend a minimum of six (6) Board meetings per year, and (c) serve on a minimum of one (1) committee.

Section 5.2. Nomination to the Board. Nominees must have attended at least two (2) Board meetings in prior six (6) months.

Section 5.2.a. Types of Board Memberships. Two types of Board positions may receive nominations.

Section 5.2.a.1. Residential Board Member. Any person may be nominated for Board Membership by a current Board member or by petition signed by twenty-five (25) voting members. Residential Board members shall be elected solely by residential members.

Section 5.2.a.2. Business Board Member. Business members may nominate and elect a maximum of one (1) Board member, providing the following conditions are met: (a) a minimum of 5% of the total NBCA paid membership accounts is paid by business memberships; and (b) business member is an NBCA neighborhood resident, a requirement that may be waived by a majority of the Board. Business Board Members shall be elected solely by business members.

Section 5.2.b. The Secretary (or other Officer) must be apprised of such nominations at least three (3) months before the election. By majority vote, the Board may exempt a nomination from this three (3) month requirement.

Section 5.2.c. All candidates shall have a reasonable opportunity to communicate their qualifications to the members and solicit votes.

Section 5.2.d. President Emeritus. Immediate past President of Board shall assume the position of President Emeritus on the Board until their successor vacates the position of Board President or upon their resignation from the Board.

Section 5.3. Meetings. Regular meetings of the Board of Directors may be held at such date, time and place as determined by a majority of the Board. At least eight (8) such meetings shall be held during each fiscal year, with at least one (1) per quarter.

Section 5.4. Special Meetings. Special meetings of the Board shall be held when requested by the President, Vice President, or by a majority of the Board. The notice shall specify the date, time, place and purpose of the meeting, as shall be given to each Board Member with no less than five (5) days' notice except as determined by the Executive Committee.

Section 5.4.a. Quorum of the Board, a Committee and Task Force. At any meeting of the Board, a Committee or Task Force, a majority of members shall constitute a quorum for the transaction of business. The act of the majority of the Board (Committee or Task Force) participating in a meeting at which a quorum is present shall be the act of the Board (Committee or Task Force).

Section 5.5.a. Action without a Formal Meeting. Any action required or permitted to be taken at any meeting of the Board or any committee thereof may be taken without a meeting if written consent thereto is signed by a quorum of the Board or of such committee and such written consent is filed with the Minutes of the proceedings of the Board or committee. Such actions shall be taken only in instances that require timely or urgent decisions.

Section 5.5.b. Executive Committee. The Executive Committee shall be made up of current NBCA Officers and a member-at-large as determined by a majority of the Board. The Executive Committee may act in lieu of and represent the entire Board when a majority of the Executive Committee determines that it needs to act on a matter prior to the next Board meeting. Bylaws revisions outlined in 12.2 are not eligible for approval by Executive Committee vote. Such actions must involve a majority vote of those Executive Committee members able to vote (meaning accessible by e-mail, phone or in person). Such actions by the Executive Committee must be reviewed by the entire Board at the next regular Board meeting. If the actions of the Executive Committee are not sustained by a two-thirds vote of the Board, then the actions will be reversed and/or replaced by new actions approved by a majority of the Board.

Section 5.6. Compensation. Board Members shall not receive compensation for services rendered in fulfilling their duties.

Section 5.7. Expense Reimbursement. Financial reimbursement process is determined by NBCA Financial Policies, reviewed and approved by the Board annually.

Section 5.8. Open Meetings. All meetings of the Board shall be open to all members, but only Board Members are allowed to participate in any discussion or deliberation. At the discretion of the Board, however, members in good standing or others shall be given the opportunity to present their views. The Board shall establish a period of five (5) minutes for orderly comments by the Association's membership or the public at each Board meeting. The Board may vote to extend the five (5) minute period.

Section 5.9. Executive Session. The Board may adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the Association is or may be involved, and orders of business of a similar nature. The nature of any and all business to be considered at executive session shall first be announced in open session.

Section 5.10. Conflict of Interest. Any Board member who might have a conflict of interest shall disclose such and, if deemed appropriate by a majority of the members of the Board, shall abstain from voting on said issue, and if deemed appropriate by a majority of the Board, shall not participate in any deliberation on said issue.

Section 5.11. Absences. Any person serving as a Member of the Board who is absent without an excuse for three (3) regular meetings the twelve-month period between Annual Meetings may at the discretion of the Board be considered to have resigned. "Without an excuse" means without telling the President or Secretary in advance of the meeting.

Section 5.12. Removal from Office (A Member of the Board of Directors). A Board Member may be suspended or removed from the Board for cause and after such member has been given an opportunity for a hearing not less than five (5) days after receiving written notice specifying the charges against him/her. Such action must be by means of a written motion, signed affirmatively by at least two-thirds (2/3) of the remaining Board Members. There is no requirement that all signatures be made concurrently or with a quorum present as long as the motion's wording is identical. Cause for suspension or termination shall be any violation of these Bylaws, the rules and regulations of the Association, or for conduct detrimental to the best interests of the Association.

Section 5.13. Vacancies and New Board Positions. In the event one or more vacancies shall occur on the Board by reason of death, resignation, or removal, an increase in the number of Board Members, such vacancy shall be filled by the affirmative vote of a majority of the Board then in office. Each person so elected shall serve the unexpired portion of the term.

The Board may elect a new Board Member, increasing the number of the Board, by the affirmative vote of two-thirds (2/3) of the members of the Board. Each person so elected shall serve a term expiring at the next annual meeting.

A Board Member will be deemed to have resigned if such person is no longer a resident of North Buckhead.

Section 5.14.a. Committees. The Board shall have four (4) standing Committees: Executive, Communications, Land Use/Zoning, and Membership. The Board may designate additional committees to support the needs of the Association; examples include Parks, Public Safety, Social, Transportation, etc.

Section 5.14.b. Committee Chairs. The Chair of each Committee must be a Board Member unless a majority of the Board specifically votes to relax this requirement. The Board shall select a Chair to perform such tasks and to serve for such periods as it designates. The Committee Chair is responsible for establishing committee organization and procedures. This includes appointing members, setting meeting schedule and agenda, managing Committee meetings and recording minutes to be submitted to the Secretary prior to the following Board meeting. The Committee Chair or their designee must report to the Board at regular Board meetings and inform the Board of any public communications in a timely manner. At least annually, each Committee shall prepare a roster of its members, an organization structure, a charter (see Section 5.14.d) and summary of its annual priorities, and an annual budget for the Board's approval and oversight.

Section 5.14.c. Committee Membership. Membership on each committee shall consist of at least one Board member and as many other members in good standing of the Association as deemed appropriate by the Committee Chair. A Committee Chair may invite non-Association members to be on a committee if their specific expertise shall help the committee advance its charter. Should a committee encounter a critical assignment or situation (as determined by a majority of the Board), additional members of the Board may join this committee until such assignment or situation

is resolved.

Section 5.14.d. Committee Authority. Within a committee's charter, it shall specify its scope of decision-making authority relative to the Board. Per Section 5.14.b., the Board shall review and approve a committee's charter on an annual basis, and has the authority, with approval from a majority of the Board, to revise a committee's charter at any time.

Section 5.15. Task Forces. An Officer or majority of the Executive Committee may create a temporary task force as needed to research and analyze a specific topic of importance to the Association. A task force shall be chaired by a Board Member, or a non-Board member if approved by a majority of the Board. Members of the task force can include both NBCA members and non-members who have expertise or knowledge on the relevant topic. A task force shall report its conclusions and recommendations to the full Board for their vote and disband after the work is completed.

Section 5.16. NPU-B, BCN and APD Zone 2 CAC Representatives. North Buckhead is one of the neighborhoods comprising Neighborhood Planning Unit - B (NPU-B), the Buckhead Council of Neighborhoods (BCN) and the Zone 2 Atlanta Police Department CAC. The Board shall designate one of its members to represent the neighborhood on the NPU-B and BCN Boards, and the Zone 2 CAC Committee. These representatives must keep the Board apprised of relevant NPU-B, BCN and CAC activities and actions.

ARTICLE VI: OFFICERS

Section 6.1. Officers. The Officers of the Association shall be a President, a Secretary, and a Treasurer, each of whom shall be elected by the Board at its first meeting following the annual meeting when new Board Members have been elected. Additional officers may be elected or appointed by the Board, including a Vice President and assistant officers who shall hold their offices for such terms as shall be determined by the Board and shall exercise such powers and perform such duties as are specified by these Bylaws or by the Board. No person shall hold more than one office at a time; an Officer may also be a Committee Chair. Each officer shall be a voting member of the Association.

Section 6.2. Term, Removal and Vacancies (Officers of the Board). All Officers shall be elected by and serve at the discretion of the Board for a term of approximately one year. Any Officer may be removed from office, for cause, at any time, after such member has been given an opportunity for a hearing, upon not less than five (5) days written notice specifying the charges against him/her. Such action must be approved by the affirmative vote of two-thirds (2/3) of the members of the Board then in office. Cause for suspension or termination shall be any violation of these Bylaws, the rules and regulations of the Association, or for conduct detrimental to the best interests of the Association. A vacancy occurring in any office may be filled by a majority of the Board for the unexpired portion of the term thereof.

Section 6.3. Compensation. Officers of the Association shall receive no compensation for the performance of the duties and responsibilities of their offices.

Section 6.4. Powers and Duties. The Officers of the Association shall each have such powers and duties as generally pertain to their respective offices as well as such powers and duties that may be conferred upon them by the Board.

Section 6.5. President. The President shall be the chief executive officer of the Association and, subject to the control of the Board, shall in general manage and supervise all of the business and affairs of the Association. S/He/They shall be a member of the Board and shall, when present, preside at all meetings of the Board unless another Board Member is selected to chair any such meetings. S/He/They shall chair the Executive Committee and shall serve as a non-voting member on all other Board committees. As necessary, and with approval from majority of the Executive Committee, s/he/they shall act and speak on behalf of the Board and the Association.

Section 6.6. Vice President. In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to them by the President or by the Board.

Section 6.7. Secretary. The Secretary shall keep the minutes of the membership and Board meetings, see that all notices are duly given in accordance with the provisions of these Bylaws or as required, be the custodian of the Association's records, and in general perform duties incident to the office of Secretary and such other duties assigned by the President or by the Board.

Section 6.8. Treasurer. The Treasurer shall have charge and custody of and be responsible for the Association's annual budget and all funds of the Association: s/he shall provide finance reports to the Board on a regular basis. S/he will receive and give receipts of monies due and payable to the Association, deposit all such monies in the name of the Association in such banks or other depositories as shall be selected in accordance with these Bylaws, keep (or delegate to another to keep) the membership roster and mailing list of the Association, and in general perform all of the duties incident to the duties as Treasurer and such other duties assigned to him/her by the President or by the Board. Should there be no Vice President, or in the event of his/her death, inability or refusal to act, the Treasurer shall perform the duties of the President.

Section 6.9. Assistant Officers. The Assistant Vice Presidents, Secretaries and Treasurers shall have the authority to act, respectively, in the capacity of which they are assistant in the absence of the principal officer and shall perform such other duties as shall be assigned by the Board.

ARTICLE VII: COMMUNICATION

Section 7.1. Newsletter. The Association shall publish a newsletter whose frequency of publication shall be determined by the Editor who shall be appointed by the Board. Any conflict regarding publication shall be resolved by the Board.

The Editor shall determine the contents of the newsletter with final discretion given to the Communications Committee Chair and the President. Disputes between the Editor, the Communications Chair and the President shall be resolved by the Board. Space shall be provided in each issue for a signed article by the President. The Editor also shall set copy deadlines and carry out all other duties necessary to the timely publication of the newsletter.

The newsletter shall not endorse candidates for public office specifically but may endorse political causes by vote of the Board that it deems will benefit the Association and its membership.

Section 7.2. Website. The Association shall maintain a website with the purpose of informing its membership about affairs of the Association. The design, layout and contents of the website will be directed by the Chair of the Communications Committee, or a designated member of the Communications Committee, with final discretion given to the Board.

ARTICLE VIII: COMMITMENTS AND FINANCIAL AFFAIRS

Section 8.1. Contracts. The Board may authorize any Officer to enter into any specific contract or execute any specified instrument in the name of and on behalf of the Association. Such authority shall be confined to specific instances.

Section 8.2. Spokesperson. The President shall be the only person with general authority to act as spokesperson for the Association but may delegate this authority to any other Board member or Officer of the Association.

Section 8.3. Financial Matters. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by specific action of the Board. No specific expenditure or binding commitment shall be made on behalf of the Association in excess of \$500 without approval of the Board.

All checks, drafts, or other orders for the payment of monies in the name of the Association shall be signed by the President or the Treasurer. In the event neither the President nor Treasurer is available to do so, the Vice President and Secretary are authorized to sign checks on behalf of the Association.

All funds of the Association not otherwise employed shall be deposited to the credit of the Association in a bank or other depository as the Board may select. When there is a change in Association Officers, due to annual election of Officers or removal/replacement of Officers, the Treasurer shall insure that valid signature cards are on file with the Association's bank for only those individuals with current check-signing authority.

Section 8.4. Annual Budget. The Board shall approve a balanced annual budget to allow the Association to fulfill its purpose no later than January of current budget year. The Board shall review actuals relative to budget on a quarterly basis, and reallocate revenues and expenses, as it deems necessary.

ARTICLE IX: FISCAL YEAR

The fiscal year of the Association shall be the calendar year, beginning on the first day of January or each year and ending on the last day of December of each year.

ARTICLE X: SEAL

The corporate seal shall be in the custody of the Secretary and affixed by the Secretary on any papers as may directed by law, by the Bylaws or by the Board. The Board may approve and determine changes to the seal.

ARTICLE XI: INDEMNIFICATION

The Association shall indemnify and save harmless the Board, Officers, Employees or Agents of the Association for personal losses or damages incurred for the acts or omissions done or not done on behalf of the Association in accordance with the indemnification policy (the "Policy") attached as Exhibit A and incorporated by this reference. It is the intention of the Association that the indemnification under the Policy shall extend to the maximum indemnification possible under the laws of the State of Georgia.

ARTICLE XII: AMENDMENTS

Section 12.1. Permanent Changes. These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by the affirmative vote of a majority of the members of the Board at the general or special meeting called for that purpose when the proposed amendments have been set forth in full in written notice of such meeting.

Section 12.2. Interim Changes. The entire NBCA Board, upon a vote of at least two-thirds (2/3) of its total current number, may make interim revisions to the bylaws. The interim changes must be announced to the Association by e-mail and posted on the NBCA website within five (5) days. Should 5% or more of the voting members of the Association object to the changes, a special meeting of the membership, as outlined in 12.1, must be held within 60 days of a 5% level being achieved to reconsider and vote on the interim changes. The duration of interim changes must not extend beyond the next annual meeting.

Conflicts

If there are conflicts or inconsistencies between the provisions of Georgia law, the Articles of Incorporation, and/or these Bylaws, the provisions of Georgia law, the Articles of Incorporation, and the Bylaws (in that order) shall prevail.

Article of Incorporation

Articles of Incorporation, Exhibit B, are attached hereto by reference and made a part herewith.