



MIDTOWN PONCE SECURITY ALLIANCE

Bylaws

ARTICLE I: NAME, INCORPORATION AND SERVICE AREA

Section 1: Name

This organization shall be known as the Midtown Ponce Security Alliance, hereinafter referred to as the MPSA or corporation.

Section 2: Incorporation

- (a) The MPSA is incorporated in the State of Georgia as the "Midtown/Ponce Security Alliance, LTD" and shall maintain incorporation in the State of Georgia at all times.
- (b) The MPSA shall maintain an office within the state of Georgia, and anywhere else as deemed necessary by its Board of Directors.
- (c) The MPSA shall operate as a non-profit organization according to all applicable local, state and federal laws governing such, in particular, adhering to the Georgia Nonprofit Corporation Code.

Section 3: The Service Area

- (a) In promoting and carrying out its mission, The MPSA defines its Service Area as the geographic territory bounded as follows:
 - (1) Starting with Norfolk Southern railway overpass on Ponce de Leon Avenue at City Hall East, following the center line of Ponce de Leon Avenue westward until Glen Iris Drive;
 - (2) Then continues westward following Ponce de Leon Avenue to include all properties with a curb on Ponce de Leon Avenue until it intersects with Juniper Street;
 - (3) Then following Juniper Street, to include all properties with a curb on that street, northward until it intersects with Tenth Street;
 - (4) Then following the center line of Tenth Street eastward to Piedmont Avenue;
 - (5) Then continuing along Tenth Street eastward to include all properties with a curb on Tenth Street to the Norfolk Southern railroad track at the nearest point where Tenth Street intersects with Monroe Drive, provided that coverage of Piedmont Park is limited to the area within 200 feet of the public right-of-way along Tenth Street;
 - (6) From there following the Norfolk Southern railway track, not including it, southward to the starting point.
 - (7) Additionally, the following areas between Ponce de Leon Avenue and North Avenue are served by the MPSA : Kennesaw Avenue, Glen Iris Drive, Penn Avenue, and Myrtle Street.

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ARTICLE II: MISSION AND PURPOSE

Section 1: Mission

The MPSA exists as a nonprofit entity to promote sustained safety and security in the Midtown/Ponce area so that our community enjoys a high quality environment in which to live, work, shop, dine, play and invest.

Section 2: Purposes of the MPSA

The MPSA has as its purposes the following:

- (a) To commission a security patrol for the Service Area as defined in Article I, Section 3 of this document by off-duty and/or reserve police officers to promote the safety and security of the Community so defined.
- (b) To be a catalyst in bringing about substantial improvement in the safety and security of the Service Area defined in Article I, Section 3.
- (c) To assist with neighborhood efforts affecting safety and security in the Service Area.
- (d) To encourage the community to actively participate in matters regarding safety and security.
- (e) To keep the community informed in matters related to safety and security, and to assist the community in assessing the impact of neighborhood developments, proposals and events in terms of safety and security issues.

ARTICLE III: MEMBERS AND DONORS

Section 1: Eligibility for membership

All those eighteen (18) years of age or older who reside, or own a business or real estate property, within the Service Area described in Article I, Section 3, are eligible to join the MPSA as a regular member. Any individual or business, not eligible for membership, may donate to the MPSA.

Section 2: Members

- (a) A member is defined as anyone who resides in, or owns a business or real estate property in the Service Area as defined in Article I, Section 3 of this document, and who have paid their dues in accordance with membership fee schedule in effect at the time he joins.
- (b) Each member is entitled to vote at all MPSA general membership meetings, is eligible to serve on any MPSA committee, and is eligible to be elected to the Board of Directors of the MPSA.
- (c) Membership is transferable only when the member sells his property or business, and then only to the new owner of said property or business. Such transfer only occurs upon the closing of a sale. A resident moving to another part of the Service Area shall retain his membership.

Section 3: Donors

- (a) Donors are those not eligible for membership but who donate any amount of money to the MPSA.
- (b) Donors shall not be entitled to vote in any MPSA general meeting, nor shall a donor serve on any committee, nor shall any donor be elected to the MPSA Board of Directors regardless of amount given.

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Section 4: Voting

- (a) Only members physically present at a meeting shall be entitled to vote on matters during such meeting.
- (b) There shall be no proxy voting at general membership meetings.
- (c) No member shall have more than one vote.
- (d) A member business or member multiple-property owner may send one representative on his/her behalf, and such member shall have only one vote.
- (e) An owner of rental property may send one representative on his/her behalf, and will be entitled to one vote at a general meeting.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: Establishment of the Board of Directors

- (a) The MPSA shall have a Board of Directors; hereinafter also known as the "Board," to manage its property and business, to supervise preparation and maintenance of the policies and procedures for the MPSA and its activities, to establish committees as needed; and to supervise the preparation of the budget and approve all expenditures.
- (b) The Board of Directors shall have officers serving in the following capacities: a President, a Vice President, a Secretary, a Treasurer, and a Director of Marketing; these officers form the Executive Committee.
- (c) The Board of Directors has the authority to create additional positions on the Board of Directors as deemed necessary or practical to the operation of the MPSA or its Board of Directors.

Section 2: Duties and Responsibilities of Executive Committee officers

- (a) President: The President shall preside at all meetings of the MPSA and its Executive Committee. The President shall also be the primary spokesperson for the MPSA.
- (b) Vice President: The Vice President shall preside at all meetings of the MPSA and its Executive Committee in the absence of the President. In the event that the President resigns, is incapacitated, is removed from office, or otherwise no longer available to the MPSA, the Vice President shall act as President until a replacement is properly elected.
- (c) Secretary: The Secretary shall be responsible for the minutes of the meetings of the MPSA and its Executive Committee.
- (d) Treasurer: The Treasurer shall manage the funds for the MPSA.
- (e) Director of Marketing: The Director of Marketing shall lead the MPSA in the development and implementation of a marketing plan.
- (f) The Board of Directors may delegate these duties to any member of the Board of Directors as deemed necessary or practical to the operation of the MPSA.

Section 3: Conflict of Interest

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Each member of the Board of Directors shall avoid conflict of interest or the appearance thereof between his political, personal, professional, and financial interests and the stated purpose of the MPSA.

Section 4: Nominations

Those wishing to run for Board of Directors shall make their candidacy known to the Board at least 15 days prior to the election.

Section 5: Qualifications of Directors

Each member of the Board of Directors shall be a member as defined in Article III.

ARTICLE V: ELECTIONS TO THE BOARD OF DIRECTORS

Section 1: Initial Year of Operation

- (a) The provisions in this section shall be repealed April 1, 2004.
- (b) The existing Board of Directors shall appoint replacement or additional Board members as it deems necessary or practical to the operation of the Board of Directors or the MPSA.
- (c) Additional Board positions shall be approved unanimously by the existing Board.
- (d) The terms of not more than 50 percent of the Directors shall expire at the end of the first year of Board operations. The Board shall negotiate amongst itself or draw lots to determine which terms shall expire, and which shall carry over into the next Board.

Section 2: Subsequent years of operation

- (a) This section shall not become effective until April 1, 2004
- (b) Members of the Board of Directors are elected for a term of two years or until their successors are elected.
- (c) The general membership shall elect members to the Board of Directors by ballot. This vote shall take place at the MPSA Annual Meeting. The ballot shall have one list of candidates and the general membership shall elect the appropriate number of candidates from that list. This meeting shall take place in the month of March of every year.
- (d) During the Annual Meeting, the votes shall be counted and reported. In the event that two or more candidates tie on the first ballot, a second ballot consisting of the tying candidates shall be cast, counted, and its results reported during the same Annual Meeting. A tie on the second ballot shall be broken by lot.
- (e) The newly elected Board of Directors shall then meet as soon as possible to elect the Executive Committee.

Section 3: Removal of Board Member

Existing Board members may be removed for cause by a unanimous vote from the rest of the current Board of Directors.

Section 4: Vacancies

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- (a) A vacancy in any of these offices shall be filled by a majority vote of the remaining members of the Board of Directors at its next meeting following the existence of the vacancy.
- (b) A director elected in this manner may serve only until the next Annual Meeting.

ARTICLE VI: MEETINGS

Section 1: Board Meetings

- (a) There shall be at least one Board of Directors meeting per calendar month.
- (b) In the event that the time and place of the Board Meeting needs to be changed, notice shall be given to the Board members as soon as possible.
- (c) This meeting shall take place at a location convenient to all of the members of the Board of Directors.
- (d) This meeting shall be an exclusive meeting for Board members and invited participants only.
- (e) Except as otherwise provided in these Bylaws or by law, the act of a majority of directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors for the benefit of the MPSA.
- (f) Directors may participate in and hold a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all participating in the meeting may simultaneously hear and speak with each other during the meeting. Participation in such meeting by these means shall constitute presence in person at the meeting.
- (g) The quorum for Board meetings shall be a majority of its Board members.
- (h) A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

Section 2: Annual Meeting

- (a) In accordance with Georgia Law, there shall be one annual meeting for the general membership per calendar year so that it can elect the members of the Board of Directors.
- (b) This meeting shall take place at a location convenient to the general membership.
- (c) Business conducted at this meeting shall be determined by the Board of Directors, taking into consideration the concerns of the general membership.

Section 3: Regular Meetings

- (a) A Regular Meeting for the general membership may be called by a simple majority of the Board of Directors for any purpose.
- (b) A Regular Meeting is defined as a meeting held with at least three (3) days notice to the general membership. Notice of the time and place of each such regular meeting shall be given by the secretary

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either personally, by telephone, facsimile, e-mail or other form of wire or wireless communications.

- (c) Any business may be transacted upon during these meetings, provided that at least fifteen (15) days notice is given for a vote on any change to the bylaws of the MPSA.

Section 4: Special Meetings

- (a) A special meeting of the general membership may be called by a majority vote of the members of the Board of Directors for the purpose of transacting urgent business.
- (b) The general membership shall be given two (2) days notice as to the time, place, and nature of the business to be transacted upon.
- (c) No other business outside the purpose behind the special meeting may be transacted during the meeting.
- (d) Notice of the time and place of each such regular meeting shall be given by the secretary either personally, by telephone, facsimile, e-mail or other form of wire or wireless communications.

Section 5: Emergency Meetings

- (a) In the event that some business must be transacted upon immediately an emergency meeting for the general membership may be called by a simple majority of the Board.
- (b) A good-faith effort must be made to notify the general membership as to the time, place and nature of the business to be transacted upon.
- (c) No other business shall be transacted upon during an emergency meeting.
- (d) Notice of the time and place of each such regular meeting shall be given by the secretary either personally, by telephone, facsimile, e-mail or other form of wire or wireless communications.

Section 6: Waiver

Attendance at or participation in a meeting by a director and/or member waives any required notice to him of such meeting unless the director and/or member at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 7: Action by Directors Without a Meeting

- (a) Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if one or more written consents describing the action taken are signed by all the members of the Board of Directors and delivered to the corporation for inclusion in the minutes for filing with the corporate records reflecting the action taken.
- (b) Action taken by consent shall be effective when the last director signs the consent unless the consent specifies a different effective date.
- (c) Such consent shall have the same force and effect as a meeting vote and may be described as such in any document.

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ARTICLE VII: COMMITTEES

Section 1: Classification of Committees

- (a) The Board of Directors may establish committees for advisory purposes or to transact specific business of the MPSA.
- (b) A "Standing Committee" is defined as a permanent committee incorporated into the By-Laws of the MPSA.
- (c) An "Ad-Hoc Committee" is defined as a committee dealing with only a specific issue or set of issues, or awaiting a change in status to Standing Committee.
- (d) Only members of the MPSA may serve on a committee.
- (e) All committees are empowered to set up any sub-committees needed to carry out their stated purpose.

Section 2: Standing Committees

- (a) The Board of Directors may set up a Standing Committee to address a specific issue or set of issues.
- (b) Such a committee shall be chaired by a member of the Board of Directors, and its members shall be approved by the Board of Directors.
- (c) An additional Board of Directors position may be created in order to fulfill this objective.
- (d) The establishment of a Standing Committee shall involve an amendment to the By-Laws of the MPSA specifying its purpose and terms of existence.

Section 3: Ad-Hoc Committees

- (a) The President shall appoint a chair for any Ad-Hoc Committees within the MPSA.
- (b) An Ad-Hoc Committee may be chaired by any member of the MPSA.
- (c) Unless upgraded to a Standing Committee, an Ad-Hoc Committee shall be dissolved as soon as there is resolution to the issue or set of issues.
- (d) The President may consult with other board members informally for conditions under which such committee may exist.

Section 4: Operations Committee

There shall be a committee to review operations and to make recommendations to the Board of Directors as to course of action related to operations.

Section 5: Finance Committee

There shall be a committee to review finances and to make recommendations to the Board of Directors as to course of action related to finances.

Section 6: Membership Committee

There shall be a committee to review membership and marketing needs and to make recommendations to

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the Board of Directors as to course of action related to membership and marketing.

ARTICLE VIII: FISCAL MANAGEMENT

Section 1: Board Supervision

Any commitment or expenditure of MPSA funds shall be first approved by the Board of Directors.

Section 2: MPSA funds not loaned

No portion of the MPSA funds shall be loaned to any person or entity.

Section 3: Primary purpose of MPSA funds

The funds of the MPSA shall be used primarily to fund a neighborhood security patrol and related expenses for the service area defined in Article I, Section 3.

Section 4: Administrative expenses kept to a minimum

Funds may be applied to administrative, promotional and legal expenses, so long as such spending is done in moderation.

Section 5: No compensation for Board Members or committee members

No member of the Board of Directors or any Committee shall be compensated in any way for serving in any of those capacities for any reason whatsoever; this shall not be construed as to preclude reimbursement for reasonable expenses approved by the Board of Directors prior to the transaction.

Section 6: Contributions to other non-profit organizations

The MPSA may make contributions to nonprofit organizations, so long as the contribution promotes public safety and security in the service area defined in Article I, Section 3, and that the total of all such contributions comprises a very small portion of the MPSA budget.

Section 7: Contracts

(a) The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation.

(b) Such authority must be in writing and may be general or confined to specific instances.

Section 8: Checks, Drafts, Notes, Etc.

All checks, drafts or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by the treasurer; the chair; or by such other officer or officers, agent or agents, of the corporation and in such manner as may from time to time be determined by resolution of the Board of Directors.

Section 9: Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such

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banks, trust companies, or other depositories as the Board of Directors may select.

Section 10: Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes of the corporation.

ARTICLE IX: NEIGHBORHOOD SECURITY PATROL

Section 1: Patrol Area

The MPSA shall maintain a neighborhood security patrol covering all of the Service Area defined in Article I, Section 3, and only the area so defined.

Section 2: Standards for paid patrol officers

The neighborhood patrol shall be operated by off-duty or reserve law enforcement officers with full power of arrest; there shall be no other form of paid patrolling commissioned by the MPSA.

Section 3: Supplementary patrols

- (a) Any supplementary patrol shall be carried out by volunteers.
- (b) Anyone volunteering for patrol under the MPSA name shall be approved by the Board of Directors or a committee covering that activity.
- (c) Any volunteer patrolling under the MPSA name shall be at the risk of each participant, done only to the degree that it can be done safely, and in a manner agreeable to paid officers on duty for the MPSA at a given time.

Section 4: Publishing of contract

The Board of Directors shall publish the contract with those appointed to carry out the Neighborhood Security Patrol, whenever such a contract exists.

Section 5: Suspension or termination of patrol

- (a) If in the event that the neighborhood security patrol commissioned by the MPSA must cease operation, either permanently or for an extended period, the general membership shall be notified immediately and a special meeting or an emergency meeting for the general membership shall be called by the Board;
- (b) Such meeting shall only be for the purpose of determining course of action for the neighborhood security patrol and the disposition of remaining funds allocated for the same;
- (c) Such matter shall be voted on in a way most appropriate to the situation.

ARTICLE X: NON-DISCRIMINATION POLICY

The MPSA, in its activities and purposes, shall not in any way discriminate against individuals, groups, organizations, or businesses on the basis of race, religion, color, sex, sexual orientation, age, disability,

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national origin, political affiliation, or any other class recognized by local, state or federal law.

ARTICLE XI: PRIVACY AND ELECTRONIC COMMUNICATIONS

- (a) No member of the MPSA shall furnish to any outside entity any mailing lists compiled by the MPSA, its Board of Directors, or any of its committees, except as required by law or court order. Any MPSA address list, including E-mail distribution lists, shall be used only for purposes of carrying out the MPSA mission.
- (b) The MPSA shall not use any of its E-mail distribution lists to forward commercial advertisements of any kind. Commercial establishments may be mentioned in E-mail communication so long as the mailing is not primarily used to promote a particular establishment.
- (c) Distribution lists, websites, publications and E-mail accounts shall be used only for MPSA purposes and to forward useful or important information related in some way to safety and security of Service Area; all mailings pertaining to matters not consistent with the MPSA's mission and purpose shall be for non-profit causes or organizations only.
- (d) The MPSA shall honor all requests to be opted out of any of its distribution lists at any time.
- (e) Distribution lists, websites, publications, and e-mail accounts compiled by the MPSA are the sole property of the MPSA.

ARTICLE XII: PARLIAMENTARY PROCEDURES

All actions by the MPSA, its Board of Directors, and its Committees shall be governed by the latest edition of Roberts Rules of Order Newly Revised where applicable, unless local, state or federal law mandates otherwise.

ARTICLE XIII: INDEMNIFICATION AND INSURANCE

Section 1: Indemnification

In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the corporation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the corporation, judgments, fines, and amounts paid in settlement), actually and reasonably incurred by him in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, whether domestic or foreign, and whether nonprofit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the corporation shall determine, or cause to be determined, in the manner provided under Georgia law, whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

Section 2: Indemnification Not Exclusive of Other Rights

The indemnification provided above shall not be deemed exclusive of any other rights to which those

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seeking indemnification may be entitled under the Articles of Incorporation or Bylaws, or any agreement, vote of members or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 3: Insurance for the MPSA

To the extent permitted by Georgia law, the corporation shall purchase and maintain general liability insurance up to a coverage amount determined by the Board of Directors.

Section 4: Insurance for Directors, Officers, and Agents

To the extent permitted by Georgia law, the corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, or employee.

ARTICLE XIV: DISSOLUTION OR MERGER

Section 1: Dissolution

- (a) If dissolution is contemplated by the Board of Directors a special meeting for the General Membership shall be called;
- (b) Notification for this meeting shall state time of such meeting and the reasons dissolution is contemplated;
- (c) Except where local, state or federal law mandates otherwise, the General Membership shall determine by ballot as to whether remaining funds and assets shall be returned to members pro-rated, or donated to an organization with 501(c)(3) status as defined by the IRS Code, or some combination of both.

Section 2: Merger with another organization

- (a) If a merger with another nonprofit organization is proposed by the Board of Directors, the General Membership shall be notified in writing about such Special Meeting.
- (b) Such a merger requires a vote by the General Membership at a Special Meeting, with adequate time to discuss the merits of such proposal.
- (c) A merger shall at minimum carry the condition that the neighborhood security patrol commissioned by the MPSA continues through the membership period of all remaining members; that the organization with whom the MPSA merges has a tax-exempt or tax-deductible status as defined by all applicable laws governing such organizations; and that the remaining assets be dedicated to the neighborhood security patrol as a restricted fund.

ARTICLE XV: AMENDMENTS

Section 1: Power to Amend Bylaws

The Board of Directors shall have the power to alter, amend, or repeal these Bylaws or adopt new Bylaws.

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Section 2: Conditions

- (a) The Board shall have the authority to amend the bylaws of the MPSA with at least two-thirds (2/3) majority, but only after seeking comment from the general membership.
- (b) The Board shall give at least fifteen (15) days notice to the general membership by electronic mail of any proposals to amend the by-laws.

ARTICLE XVI: TAX-EXEMPT STATUS

The affairs of the MPSA at all times shall be conducted in such a manner as to assure its status as a "publicly supported" organization as defined in Section 509(a)(1) or Section 509(a)(2) or Section 509(a)(3) of the Internal Revenue Code, and so in other ways to qualify for exemption from tax pursuant to Section 501(c)(4) of the Internal Revenue Code.

ARTICLE XVII: MISCELLANEOUS

Section 1: Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors. The corporation shall keep at its registered or principal office a record giving the names and addresses of the directors.

Section 2: Corporation Seal

The corporation seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

Section 3: Fiscal Year

The Board of Directors is authorized to fix the fiscal year of the corporation and to change the same from time to time as it deems appropriate.

Section 4: Internal Revenue Code

All references in these Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

Section 5: Construction

Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these Bylaws shall be considered valid and operative; and
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

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Section 6: Table of Contents

Headings The table of contents and headings are for organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.

Section 7: Relation to Articles of Incorporation

These Bylaws are subject to, and governed by, the Articles of Incorporation.

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