

**MURPHEY CANDLER NEIGHBORHOOD ASSOCIATION  
(Formerly MURPHEY CANDLER HOMEOWNERS' ASSOCIATION)**

**BY-LAWS**

**Adopted 10/11/2006**

**Amended 04/17/2013 (BOD)**

**Amended 09/24/2014 (name change)**

**Amended xx/xx/2020**

**ARTICLE 1**

**1.1 Name.**

The name of the organization shall be Murphey Candler Neighborhood Association (hereafter referred to the "MCNA").

**1.2 Registered Office.**

The MCNA, a Georgia non-profit corporation, shall have at all times within the state of Georgia a registered office and a registered agent. The MCNA may have other offices within the State of Georgia as may be determined from time to time by its Board of Directors.

**1.3 Purpose.**

The purpose of the organization shall be to promote and improve the well being of the neighborhood through community-building activities. The organization shall also serve as a voice for the Murphey Candler neighborhood to other individuals, organizations, and institutions on issues affecting the neighborhood and its residents.

**1.4 Mission.**

The mission of the MCNA is to offer a mechanism to organize and provide a strong voice to the many diverse residents in our neighborhood to preserve and enhance the many richly unique characteristics of this neighborhood.

**1.5 Powers.**

The MCNA shall have all powers authorized under the Georgia Nonprofit Corporation Code reasonably necessary to fulfill the purpose of the MCNA. Unless otherwise specifically provided herein, all actions and decisions of the association shall be taken or made through the Board of Directors after input from all Members where appropriate.

**ARTICLE 2 - MEMBERSHIP**

**2.1 Geographic Area.**

The MCNA shall include all homeowners in the Murphey Candler Park area in the City of Brookhaven, Georgia, located just south of Interstate 285, north of Nancy Creek (excepting D'youville condominiums), west of Chamblee Dunwoody Road, and east of Ashford Dunwoody Road.

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**2.2 Participation by Members.**

Members shall include all homeowners in the boundaries as defined herein and shall be eligible to attend and participate in organizational meetings and events.

**2.3 One Vote per Household.**

Each household shall constitute a Member and be entitled to one vote in all matters put to a vote by MCNA so long as the Member is in good standing in accordance with these By-laws and all rules and regulations adopted by the MCNA.

**2.4 Good Standing.**

A household is in good standing for the purpose of voting when current in the payment of annual dues.

**ARTICLE 3 - MCNA GOVERNING BODY**

**3.1 Governing Body and Composition.**

The affairs of the MCNA shall be governed by a Board of Directors. Directors shall be natural persons who are 21 years of age or older, and who are Members in good standing. Each Director must be a homeowner within the MCNA boundaries. There shall be no more than twelve (12) regularly scheduled Board of Directors meetings, including the Annual meeting, for which each Director will be obligated to attend.

**3.2 Board of Directors.**

The Directors on the Board of Directors of the MCNA shall be comprised of the total number of members serving as Executives to the MCNA as well as a minimum of 3 At-Large Directors and referred to collectively as the "Board of Directors". The President, or the highest-ranking Executive shall abstain from voting in all proceedings of the MCNA except where necessary to break a tie. Where any Director's position is taken by more than one person (i.e. co-Chairs/co-Directors), that position shall be entitled to one vote.

**3.3 Executives.**

The Executives of the Board of Directors shall be comprised of the President, Vice President, Secretary and Treasurer.

**3.4 Election and Term of Office.**

The Board of Directors shall be elected by a vote of the Members in good standing of the MCNA. Such election shall occur by ballot with the results finalized prior to the MCNA's annual meeting. Directors shall hold a term of office of one year with the newly elected Directors instated at the annual meeting following the report and business of the outgoing Directors. Each

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Member in good standing may vote for each Director position to be filled. Directors may serve more than one term if elected in accordance with the provisions herein. There shall be no cumulative voting.

### **3.5 Removal of Directors.**

At any annual, regular or special meeting of the MCNA, any one or more of the Board of Directors elected by the Members may be removed, with or without cause, by a simple majority vote of the total Board of Directors, and a successor may then and there be elected to fill the vacancy thus created, until the next annual meeting. Directors may be removed for the following reasons which shall constitute not being a Member in Good Standing: (1) where they have not paid their annual dues, after a reminder notice and a time period of 60 days has passed since such time as the notice was sent; (2) for non-attendance at more than 3 meetings; (3) for a violation of the provisions contained herein, the Code of Conduct or any other rules and regulations duly adopted by the Board of Directors and (4) for not notifying Members as provided herein of matters reasonably related to the nature of business of each Standing Committee.

### **3.6 Vacancies.**

Vacancies in the Board of Directors caused by any reason shall be filled by a vote of the majority of the remaining Directors. Each person so selected shall serve the unexpired portion of the term, or until the next annual meeting, whichever comes first. The Board of Directors may assign alternates to be available to fill vacancies.

### **3.7 Regular Meetings.**

Regular meetings of the Members may be held at such time and place as shall be determined from time to time by the Board of Directors, provided that, at least two such meetings shall be held during each fiscal year. Notice of the regular schedule shall constitute sufficient notice of such meetings. Notice of any other meeting shall be given by the President either personally, by telephone, by mail, or by electronic mail not less than seven (7) days and no more than thirty (30) days before such meeting.

### **3.8 Special Meetings.**

Special meetings of the Board of Directors or the Members shall be held when requested by the President, Vice President or by any two Directors. The notice shall specify the date, time and place of the meeting and the nature of any special business to be considered. The notice shall be given to each Member or Director by one of the following methods: (a) by personal delivery (including commercial delivery service) to each Member or Director's home or office; (b) written notice by first class mail, postage prepaid; (c) by telephone communication (including facsimile or text message); or (d) by electronic mail to the email address contained in the official records of the organization. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the MCNA. Notices sent by first class mail shall be

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deposited with the U.S. Postal Service at least four days before the time set for the meeting. Notices given by personal delivery, electronic mail, or telephone shall be given at least two days before the day set for the meeting.

**3.9 Quorum of Board of Directors.**

At all meetings of the Members and all meetings of the Board of Directors, a majority of the Directors (more than 50%) must be present (or by signed proxy) and shall constitute a quorum for the transaction of business. At least two (2) of those voting Directors must be from the Executive officers of the Board of Directors. The votes of a majority of the Directors present at a meeting at which a quorum is present shall constitute the decision of the Board of Directors.

**3.10 Compensation.**

No Director shall receive any compensation from the MCNA for acting as a Director. Reimbursement to Directors for expenses related to conducting the business of the MCNA is allowable and shall not be considered compensation for purposes in this provision.

**3.11 Open Meetings.**

All meetings of the MCNA Board of Directors other than Executive Sessions of the Board of Directors shall be open to Members. The Board of Directors shall set the agenda for all meetings. Members other than Directors may not participate in any discussion or deliberation unless expressly authorized to do so by the Board of Directors. The Board of Directors may from time to time invite guests to speak on a variety of issues or topics.

**3.12 Executive Session.**

The Board of Directors may adjourn a meeting and reconvene in Executive Session to discuss and vote upon personnel matters, litigation in which the MCNA is or may be involved, zoning matters, and orders of business of a sensitive nature related to the MCNA organization. The nature of any and all business to be considered in Executive Session shall first be announced in open session. A vote of the majority of the Board of Directors present shall be required before any action considered in the Executive Session is taken on behalf of the MCNA.

**3.13 Action Without a Formal Meeting.**

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 consents, in writing, setting forth the action so taken, shall be signed by a majority of the Directors and delivered to the MCNA for inclusion in the minutes for filing in the corporate records.

**3.14 Telephonic Participation.**

One or more Directors may participate in and vote during any meeting of the Board of Directors by telephone conference call or any other means of communication by which all Directors

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participating may simultaneously hear each other during the meeting. Any such meeting at which a quorum participates shall constitute a meeting of the Board of Directors.

**3.15 Use of Technology.**

Due to the ongoing development of new technologies and corresponding changes in business practices, to the extent permitted by law now or in the future, any notice required to be sent or received by the Members or Board of Directors or any signature, vote, consent or approval required to be obtained by the Members or Board of Directors pursuant to these By-laws may be accomplished using the most advanced technology available at the time if such use is a generally accepted business practice. Use of technology would include, without limitation, the internet, electronic mail transmissions and facsimile transmissions. Any requirement for a signature under these By-laws may be satisfied by a secure electronic signature, which is a signature by electronic or digital method executed or adopted by a party with the intent to be bound by said signature and which is unique to the person using it.

**ARTICLE 4 - OFFICERS/DIRECTORS**

**4.1 Powers.**

The Board of Directors shall be responsible for the affairs of the MCNA, and shall have all of the powers and duties necessary for the administration of the MCNA's affairs and, as provided by law, may do all acts and things as are not required by law, Articles or these By-laws directed to be done and exercised by the Members. In addition to the duties imposed by these By-laws or by any resolution of the MCNA that may hereafter be adopted, the Board of Directors shall have the power to and be responsible for the following, in way of explanation, but not limitation:

- (a) Preparation and adoption of an annual budget;
- (b) Designating, hiring and dismissing the personnel necessary for the operation of the MCNA, and, where appropriate, providing for the compensation of such personnel and for the purchase of equipment, supplies, and material to be used by such personnel in the performance of their duties;
- (c) Opening of bank accounts on behalf of the MCNA and designating the signatories required;
- (d) Obtaining and carrying insurance for Directors and Officers and for any other casualties or liabilities, and paying the premium cost thereof;
- (e) Keeping books with detailed accounts of the receipts and expenditures of the MCNA and the actions thereof, and specifying the maintenance and repair expenses and any other expenses incurred;
- (f) Authorization of contracts on behalf of the MCNA; and
- (g) Polling Members for their opinion on matters related to MCNA where appropriate and voting in accordance with the majority of votes of the Members in such poll.

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**4.2. President.**

The President shall be the Chief Executive Officer of the MCNA and shall preside at all meetings of the Members and Directors. The immediate supervision of the affairs of the MCNA shall be vested in the President. It shall be the President's duty to attend to the business of the MCNA and maintain strict supervision over all its affairs and interests. The President shall keep the Board of Directors fully advised about the affairs and conditions of the MCNA, and shall manage and operate the business of the MCNA pursuant to and in accordance with such policies as may be prescribed from time to time by the Board of Directors. The President shall be responsible for preparing and presenting the State of the Community report.

**4.3 Vice President.**

The Vice President, if any, shall act in the President's absence or disability and shall have all powers, duties, and responsibilities provided for the President when so acting, and shall perform such other duties as shall from time to time be imposed upon any Vice President by the Board of Directors or delegated to a Vice President by the President. The Vice President shall also be responsible for maintaining the membership rolls, including those Members entitled to vote at any meeting.

**4.4 Secretary.**

The Secretary shall keep the minutes of all meetings of the Members and of the Board of Directors; notify the Members and Directors of meetings as provided by these By-laws and Georgia law; have custody of the seal of the MCNA; affix such seal to any instrument requiring the same; attest the signature or certify the incumbency or signature of any officer of the MCNA; and perform such other duties as the President, or the Board of Directors may prescribe. The Secretary shall perform the duties of the Treasurer of the MCNA in the absence or disability of the Treasurer. The Secretary shall also perform such duties as required by law, including the filing of all legal forms and notices, and will serve as custodian of all MCNA records.

**4.5 Treasurer.**

The Treasurer shall keep, or cause to be kept, the financial books and records of the MCNA and shall faithfully account for the MCNA's funds, financial assets, and other assets entrusted to the Treasurer's care and custody. The Treasurer shall make such reports as may be necessary to keep the President and the Board of Directors informed at all times as the financial condition of the MCNA, and shall perform such other duties as the President, or the Board of Directors may prescribe. The Treasurer shall maintain the money and other assets of the MCNA in the name and to the credit of the MCNA in such depositories as may be designated by the Board of Directors. When duly authorized by the Board of Directors, the Treasurer may provide for the investment of the money and other assets of the MCNA consistent with the needs of the MCNA to disburse such money and assets in the course of the MCNA's business. The Treasurer shall file all financial forms and notices as required by law, collect dues, and notify the Vice President

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of the members eligible to vote. The Treasurer shall chair over the Finance Committee if such committee is determined necessary by the Board of Directors. The Treasurer shall perform the duties of the Secretary of the MCNA in the absence or disability of the Secretary.

**4.6 Ad Hoc Committees.**

Ad Hoc committees to perform such tasks and to serve for such periods as may be designated by the Board of Directors are hereby authorized. Each committee shall be composed of and shall operate in accordance with the resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors. An Ad Hoc committee shall not be authorized to exercise any authority of the Board of Directors under these By-laws or the Georgia Nonprofit Corporation Code.

**ARTICLE 5 - FINANCES**

**5.1 Expenditure of Funds.**

The organization shall maintain and keep monies in order to carry out activities and for other purposes consistent with the By-laws. The Treasurer is empowered to authorize the expenditure of funds for appropriate purposes. The Treasurer shall present financial reports at regular membership meetings.

**5.2 Collection of Membership Fees and Other Donations.**

Monies shall be collected from Association Membership Fees as defined herein, donations of the membership and other supportive individuals, organizations, or institutions.

**5.3 Annual Membership Fee.**

There shall be an annual Membership Fee, which shall be determined and voted on by the Board of Directors at a regular meeting. Membership fees shall be payable to the MCNA and collected by the Treasurer for use for those activities which specifically pertain to, and/or advance the Association's purposes, missions, projects, initiatives that are conducted in accordance with all applicable laws and regulations.

**ARTICLE 6 - AMENDMENTS TO BY-LAWS**

**6.1 Two Thirds Vote Required.**

Amendments to the By-laws may be considered when deemed necessary by the vote of two-thirds of the membership present at a regularly scheduled meeting. Amendments shall be presented by the Board of Directors for consideration by the full membership prior to any action taken by the Board of Directors.

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**6.2 Notice of Amendment Required.**

Written notice of each proposed amendment to the By-laws shall be provided to all members via the distribution of flyers, electronic transmission or other written or electronic form and posted for viewing at the regular meeting of the Association at least one month prior to calling a vote on each such amendment.

**ARTICLE 7 - MISCELLANEOUS**

**7.1 Fiscal Year.**

The fiscal year of the MCNA shall be the calendar year unless otherwise determined by resolution of the Board of Directors.

**7.2 Conflicts.**

If there are conflicts or inconsistencies between the provisions of Georgia law and these By-laws, the provisions of Georgia law, and the By-laws (in that order) shall prevail.

**7.3 Indemnification.**

The MCNA shall indemnify every Director and committee member against any and all expenses, including attorney's fees reasonably incurred by or imposed upon such person in connection with any action, suit, or other proceeding (including settlement of any such action, suit, or proceeding, if approved by the then Board of Directors) to which he or she may be made a party by reason of being or having been a Director, or committee member, whether or not such person holds such position at the time such expenses are incurred. The Directors and committee members shall not be liable for any mistake of judgment, negligent or otherwise, or for injury or damage caused by any such person in the performance of his or her duties, except for his or her own individual willful misfeasance or malfeasance. The officers and Directors shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the MCNA (except to the extent that such officers or Directors may also be members of the MCNA). Any right to indemnification provided for herein shall not be exclusive of any other rights to which any current or former officer, Director, or committee member may be entitled.

**7.4 Books and Records.**

The MCNA shall keep correct and complete books and records of the MCNA and its accounts and shall keep minutes of all proceedings of the Board of Directors and committees having any authority of the Board of Directors. The books and records of the MCNA shall be available for inspection by Members during normal business hours at the office of the MCNA or other place designated reasonably by the Board of Directors as the depository of such items. Copies of the



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Articles of Incorporation, the By-laws and all amendments thereto, shall be furnished to any Member upon request and upon payment of a reasonable charge therefore.

**7.5 Notices.**

Unless otherwise provided in these By-laws, all notices, demands, bills, statements, or other communications under these By-laws shall be in writing and shall be deemed to have been duly given if delivered personally, delivered by electronic mail with receipt confirmation, or if sent by first class mail, first class postage prepaid, addressed to a Member at the address of the contact person or other address designated in writing by such Member. Notice to the MCNA shall be sent to the President of the MCNA and the registered agent at his or her address.

**7.6 Construction.**

Whenever the context so requires, the masculine gender shall include the feminine and neutral gender, and the singular shall include the plural, and vice versa. If any provision of these By-laws shall be invalid or unenforceable, such invalidity or unenforceability shall not affect the remaining provisions of these By-laws.

**7.7 Headings.**

The Article and Section headings herein contained are for convenience of reference only and shall not be deemed to impart substantive meaning to any provision of these By-laws.

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**IN WITNESS WHEREOF**, the undersigned hereby execute these By-laws on the date and year first above written and certify that these By-laws were lawfully adopted by the Board of Directors.

**THE MURPHEY CANDLER NEIGHBORHOOD ASSOCIATION, INC.**,  
a Georgia nonprofit corporation

By: \_\_\_\_\_

Attest: \_\_\_\_\_

Name: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Title: \_\_\_\_\_

Sworn to and subscribed before me this  
\_\_\_\_ day of \_\_\_\_\_, 20\_\_

[AFFIX CORPORATE SEAL]

Notary Public

My Commission Expires:

[NOTARY SEAL]

