



The Landings New Neighbors, Inc. Bylaws

Article I Name and Purpose

Section 1. Name.

The name of this organization shall be The Landings New Neighbors, Inc., hereafter “New Neighbors”, and is a tax-exempt social club incorporated under the laws of the State of Georgia.

Section 2. Purpose.

The purpose of New Neighbors is to provide an opportunity for members to develop new friendships, enjoy a wide range of activities and social events, and network with people who have the same interests. New Neighbors is organized substantially for pleasure, recreation and other non-profit purposes.

Article II Membership

Section 1. Classification

New Neighbor Membership is open to any individual who lives at The Landings on a full time or part time basis, is over the age of 21, has never belonged to Landings New Neighbors, and is willing to subscribe to the mission of the organization. Each application for membership shall be treated as a Household or Single Household Membership.

The term of membership is two full years starting on July 1 plus any partial year measured from the date the Household becomes a member and it ends on June 30th of the second full year. For example: Joined December 2, 2016, membership ends June 30, 2019. However, participation in New Neighbors activities may continue for the summer months after graduation until August 31st.

Section 2. Extension of Membership

A graduating member household may extend their membership by one year only starting on July 1 after graduation. A standard form will be made available on the New Neighbors Website to notify the Membership Coordinator of the Household’s request to extend. Such extension request must be accompanied by a membership fee equal to one half the two-year membership fee in effect at such time and be sent to the Membership Coordinator by no later than August 31 of the year of graduation.

Prospective Members may attend one new member activity before joining.

In order to retain membership in New Neighbors, Members must adhere to, and not violate, these Bylaws and the policies of the organization. In addition, Members may not have an outstanding balance due to either New Neighbors or to an individual acting on behalf of New Neighbors.

No Member shall use membership information, the New Neighbors Directory or any New Neighbors communications tools for solicitation of any kind.

Section 3. Payment of Dues and Termination.

Each Household Member must complete an application and payment of dues as determined by the Board of Directors.

Section 4. Hold Harmless Waiver

Each Prospective Member must sign the Hold Harmless Waiver before membership is accepted

Section 5. Non-Discrimination

New Neighbors is committed to inclusiveness and does not discriminate on the basis of race, age, color, sex, national origin, physical or mental disability, or religion.

Article III

Board of Directors, Executive Committee & Officers

Section 1. Directors.

The Board of Directors shall have general management of the affairs of the organization, shall set the membership dues and shall authorize all contracts made in the name of the organization or by officers and any committees of the organization. It is the Board of Directors' duty to carry out the objectives and purposes of the corporation. Directors do not receive compensation for their services but may be reimbursed for expenses.

Section 2. Executive Committee & Officers

The Executive Committee consists of six members in good standing: President, two (2) Activities Coordinators/VPs, Treasurer, Assistant Treasurer and Secretary. The members of the Executive Committee shall serve as the Officers of the organization and will be responsible for reviewing and approving all legal documents, including official documents required to operate as a non-profit corporation. The President is the official signatory for all such documents and contracts.

The Executive Committee shall have all the powers of the Board of Directors to transact business between Board meetings in accordance with rules established by the Board. Actions required between board meetings shall be ratified at the next meeting of the Board of Directors and included in the minutes. Proxy voting is prohibited.

The Executive Committee will hold at least one meeting per year and prepare minutes of that meeting in compliance with the State of Georgia Non-Profit Corporate Code.

Section 3. Composition and Election.

In addition to the Executive Committee the Board shall also be comprised of, but not be limited to, up to 12 additional individuals including: Membership Coordinator, Meet & Greet Reception Coordinator(s), Socials Coordinator(s), Publicity & Social Media, and Digital Coordinator(s). These officers and positions are voting members of the Board. Proxy voting is prohibited. The office of President shall not be held by the same person who holds the office of Secretary or Treasurer. When a President Elect is elected, s(he) will join the Board of Directors as a voting member.

Section 4. Committees

The Board of Directors shall establish various committees to carry on the affairs of the organization. The composition of each committee shall be determined by the committee chair or by the Board of Directors. The rules in these Bylaws governing the Board of Directors also apply to committees of the Board of Directors.

Section 5. Terms.

Board Member terms shall be one year in duration coinciding with the fiscal year. Directors may serve successive terms. In the event a prospective Board Member has been a member of New Neighbors for two years, a third year may be added to the individual's membership tenure if elected.

Section 6. Vacancies.

The President, with Board approval, will appoint a replacement for any Board vacancy for the balance of the term. If the position of President is vacated, another board member will be selected by the Board to serve the remainder of the term.

**Article IV
Meetings**

Section 1. Board of Directors Meetings.

The Board shall meet at least once a year and as often as necessary to conduct business.

Board action may be taken without a meeting if a majority of the Board evidences its support of an action. Should urgent, time-sensitive issues require immediate action, the Board may conduct business outside of its regularly-scheduled meetings by available and reasonable means including technologies with the condition that all persons are provided the same information and have the opportunity to respond in a timely fashion and those responses are

distributed to all eligible voters. However, no changes to the Policies, Procedures and Job Descriptions may be made except at an in-person Board meeting.

Directors may vote without a meeting on any matter where a quorum participates and the votes are submitted in writing by post or other delivery, facsimile, e-mail, or any other electronic means. An action taken by such a vote is memorialized by a written consent, which is signed by all Directors who voted in support of the action and describes the action taken and authorized. This action must be reported to the full Board at its next meeting and included in the minutes of that meeting.

Section 2. General Membership Meetings/Events.

New Neighbors shall have one (1) or more General Membership meetings/events per year. The meetings will be held as the calendar permits. Speakers must present programs that are educational, social, cultural, or entertaining, but not commercial.

**Article V
Activities**

All activities are intended to be self-supporting. Any exceptions must be approved by the Board. Activity Chairpersons shall serve for one (1) year beginning July 1. Individual Activity Chairpersons are responsible for planning and organizing their activities for the year and coordinating the schedule and activity with the Activity Coordinators.

**Article VI
Nominating Committee**

The President will solicit members in good standing from the General Membership and the Board to serve on the Nominating Committee. The Nominating Committee shall consist of at least three (3) Members of the General Membership and at least two (2) from the current Board of Directors. The current President shall appoint a Chair and be ex-officio, non-voting member of this Committee.

The Board of Directors will develop procedures for how candidates are nominated and elected and shall define the roles and obligations of each Board Member.

**Article VII
Membership Dues & Financial Guidelines**

Section 1. Membership dues will be determined by the Board of Directors and submitted with a membership application.

Section 2. New Neighbors does not contribute monetarily to any charity and will not directly publicize or communicate other community activities. In cases of extenuating circumstances,

community activity requests may be communicated to the Board Members. The majority of the Board Members must approve the action, which requires a vote at a Board Meeting or documented electronically to the President.

No part of the net earnings may inure to the benefit of any individual member.

Article VIII
Miscellaneous

Section 1. Amendments.

Amendments to these Bylaws are made by three-quarters (3/4) of the full Board of Directors.

Section 2. Parliamentary Authority.

The rules contained in *Roberts' Rules of Order Newly Revised* shall govern all meetings except when the rule is in conflict with these Bylaws.

Section 3. Indemnification.

New Neighbors shall indemnify all officers and agents to the full extent permitted by the General Laws of Georgia, and the Board shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Executive Committee of The New Neighbors.

Section 4. Dissolution.

Upon the dissolution of the organization, the Board of Directors, after paying or making provisions for the payment of all of the liabilities of the organization, shall dispose of all the remaining assets to an organization(s) with similar purpose, or to such organization(s) as shall at the time qualify as tax-exempt recognized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue statute, as the Board shall determine.

Section 5. Fiscal Year.

The fiscal year of the corporation is July 1 to June 30.

Section 6. Conflict of Interest Policy.

The Board of Directors shall adopt a conflict of interest policy and annual disclosure process that applies to all Officers and Directors.

