



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 referred to as “New Neighbors”, and is a tax-exempt social club incorporated under the laws of the State of Georgia. No part of the net earnings may inure to the benefit of any individual member.

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, and is willing to subscribe to the mission of the organization. Each membership application shall be for an individual.

The term of membership is three full years starting on the date the individual joins New Neighbors and ending three years thereafter. For example: Joined December 2, 2016, membership ends December 1, 2019.

Section 2. Guests

No guests may participate in any New Neighbors activities without prior approval by the Activity Chair

Section 3. Extension of Membership

Prior to April 15, 2024, the term of membership in New Neighbors was two-years, plus an optional one-year extension. Members who joined prior to April 15, 2024 may continue to renew their membership for one additional year with the payment of \$30.

Members requesting such extension must be in good standing without outstanding balances.

For members who join after April 15, 2024, the standard term of membership is 3-years and there is no longer any extension period.

Section 4. Payment of Dues.

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

Section 5. Hold Harmless Waiver

Each prospective Member must sign the Hold Harmless Waiver before membership is accepted and as required from time to time by New Neighbors.

Section 6. Non-Discrimination

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

Section 7. Solicitation

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

**Article III
Board of Directors, Executive Committee & Officers**

Section 1. Board of 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 organization. Directors do not receive compensation for their services but may be reimbursed by New Neighbors for reasonable expenses.

Section 2. Executive Committee & Officers

The Executive Committee consists of seven members in good standing: President, Vice President, two (2) Activities Vice Presidents, Vice President Member Services, 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 nonprofit corporation. The President is the official signatory for all such documents and contracts.

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

Section 3. Composition and Election of the Board of Directors

The number of Directors shall be such number between 8 and 15, but not less than three (3), as may be designated from time to time by resolution of a majority of the Board.

The Board of Directors shall also be comprised of: President, Vice President, Secretary, Treasurer, Assistant Treasurer, two (2) Activities Vice Presidents, Vice President Member Service and Media Director. These officers and positions are voting members of the Board of Directors.

In the event of the number of Directors being increased as provided in these Bylaws, the additional directors so provided for, shall be appointed by the President and shall hold office until the next annual meeting of the Board of Directors.

The office of President shall not be held by the same person who holds the office of Secretary or Treasurer.

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 Member of the Board of Directors.

Election of members to the new Board shall be by a vote of the majority of the then sitting Board of Directors.

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

Section 6. Vacancies

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

Article IV Meetings

Section 1. Board of Directors Meetings

The Board of Directors shall meet at least once a year and as often as necessary to conduct business. Board of Directors may take action without a meeting if a majority of the Board of Directors evidences its support of such action. Should urgent, time-sensitive issues require immediate action, the Board of Directors may conduct business outside of its regularly scheduled meetings by available and reasonable means including technologies with the condition that all members of the Board of Directors 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 Bylaws, Policies, Procedures and Job Descriptions may be made except at an in-person Board of Directors meeting.

Except as otherwise provided herein, Directors may vote without a meeting on any matter where a majority of the Board of Directors approve, and the votes of Directors 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 full Board of Directors at its next regular meeting of the Board of Directors 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 and Events**

All activities and events are intended to be self-supporting. Any exceptions must be approved by the Board of Directors.

Individual Activity Chairpersons are responsible for planning and organizing their activities and/or events for the fiscal year and coordinating the schedule and activity with the Activity Vice Presidents.

Activity Chairpersons shall serve for one (1) year beginning July 1.

**Article VI
Fundraising and Solicitation**

Section 1. Fundraising - New Neighbors is a social organization and does not raise money for, solicit money for, either passively or actively, or contribute monetarily to any charity.

- a. Any non-monetary gifts-in-kind must be approved by the Executive Committee.

Section 2. Solicitation - No member shall use membership information, the New Neighbors' Directory, any New Neighbors communication tools, or New Neighbor activity, for solicitation of any kind, whether commercial or otherwise.

- a. No member shall provide New Neighbor membership information to outside entities for solicitation of any kind.

**Article VII
Membership Dues & Financial Guidelines**

Section 1. Dues

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

**Article VIII
Miscellaneous**

1. Amendments

Amendments to these Bylaws are made by a vote of at least 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.

Section 7. Community Activity Request

Members are prohibited from using the New Neighbors organization as a basis for soliciting other members for contributions to charitable, civic, political, religious, military or commercial purposes. No exceptions. Neither the Board nor individual New Neighbor members will be allowed to solicit for local, state or political contributions or to lobby for or against political issues. No exceptions.

New Neighbors is a social organization and does not raise money for or contribute monetarily to any charity and will not publicize or communicate other community activities.

Members are prohibited from using, selling, leasing or giving out NN Directory or Membership information to promote non-NN activities or causes, or to sell goods or services.

8. Record Retention

A paper copy of the active New Neighbor's Profiles will be maintained by month/year. In addition, an electronic profile of processed New Neighbors will be maintained in the New Neighbor Membership Gmail file by year (e.g. July 2021-June 2022).

The Google Sheets Master New Neighbors List will maintain the names of all active members. As members rotate off after their years of eligibility including the one-year extension members, their name will be removed from the Master List.

Section 9. Organizational Documents

Following documents reside on the Board Section of the New Neighbors website:

Notice of Incorporation

Articles of Incorporation

Name Reservation

Employer Identification Number (EIN)

New Neighbors Policies and Procedures