**PROPOSED BY-LAWS
OF
HABERSHAM VILLAGE NEIGHBORHOOD ALLIANCE, INC.***Amended November 7, 2017
Amended June 3, 2021*

**ARTICLE
NAME**

The name of this organization shall be the **Habersham Village Neighborhood Alliance, Inc.** and for the sake of brevity and convenience, may be referred to as “HVNA.” HVNA shall encompass the existing neighborhoods of Abercorn Heights, Gould Estates, Lamara Heights, Olin Heights and Ridgewood.

The boundaries of HVNA are:

 North – the north side of 56th Street
 South – the north side of DeRenne Avenue
 East – the west side of Waters Avenue
 West – the east side of Bull Street.

**ARTICLE II
PURPOSE**

HVNA shall be a non-profit, non-partisan, incorporated entity and its purpose shall be to promote community spirit, common interests, quality of life and protection of our neighborhoods.

**ARTICLE III
MEMBERSHIP**

Membership in the HVNA is open to (a) households residing within the boundaries of the organization and (b) owners or principals of businesses located within the boundaries of this organization as delineated in Article I. A household shall be defined as a group of related or unrelated individuals who live together in one housing unit which includes cooking facilities. There shall be no discrimination based on race, color, religion, sex, age, sexual orientation, national origin, or disability. Residential members shall pay annual dues of $20.00; business members shall pay annual dues of $100.00, ***either in monetary funds or in-kind services of roughly equal value.***  Dues shall be paid by January 30 of each calendar year. Individuals who qualify for both residential and business memberships may choose one of the categories and pay the applicable dues, if they so choose.Only one vote shall be allowed per ~~person~~ ***household.***

Schools and churches located within the boundaries of the organization shall be automatic members of the organization and shall not be expected to pay annual dues. One person shall be designated by each such organization for voting purposes.

The Board of Directors shall have the authority to raise revenue***, including accepting donations and sponsorships from businesses within or without the HVNA boundaries***, for any purpose compatible with the purposes of HVNA as set forth in Article II hereof by any means deemed appropriate.

***ARTICLE IV*FISCAL AND ORGANIZATIONAL YEAR**

The fiscal and organizational year for HVNA shall be January 1 through December 31.

***ARTICLE V*EXECUTIVE OFFICERS AND BOARD OF DIRECTORS**

HVNA shall have as its governing and executive officers, the following:

President
Vice-President
Secretary
Treasurer
Immediate Past President

These five officers shall also serve as the Executive Officers of the Board of Directors of HVNA. Other members of the Board of Directors shall be the chairpersons of the Standing Committees as listed in Article VIII. The President shall serve as the chairman of the Board of Directors. Officers and Directors shall serve without compensation. Terms of office shall be for one calendar year, and no officer or member of the Board of Directors shall serve more than two consecutive terms in any single office.

***ARTICLE VI*NOMINATION AND ELECTION OF OFFICERS**

1. **Nominations.** No later than September of each year, the President shall appoint a Nominating Committee of no less than three members of the organization, including at least one current officer. The Nominating Committee shall announce a slate of Executive Officers and Board of Directors for the following year at the annual Fall General Membership meeting of each calendar year. Nominations may also be received from the floor at the Fall General Membership meeting for all positions, provided, however, that those so nominated agree to serve if elected.
2. **Elections.** Nominees presented by the Nominating Committee and/or nominees from the floor for Executive Officers and the Board of Directors will be elected by the general membership at the Fall General Membership meeting. Voting shall be by show of hands unless the membership determines by vote that a paper ballot is preferred. The election shall be by a majority vote of the members in good standing, present and voting at such meeting. Those elected shall take office the following January 1st. Each officer’s position on the Board of Directors shall be voted on individually if there are any nominations from the floor; otherwise, the election shall be on the entire slate presented by the Nominating Committee.
3. **Vacancies.** If any Executive Officer cannot finish his or her term for any reason, the Board of Directors shall appoint an individual to fill the position. This appointment shall be temporary pending confirmation by a majority vote of members at the first available General Membership meeting.

***ARTICLE VII*DUTIES AND MEETINGS OF OFFICERS AND BOARD OF DIRECTORS**

1. **Meetings and Schedule**. Board meetings are open to the general membership. Members serving on the Board are expected to attend meetings. The Secretary shall keep an attendance record and any Board member missing more than two regularly-scheduled meetings per year may be replaced upon a majority vote of the Board of Directors. Each year’s Board of Directors shall determine the time and location of meetings which shall be published and provided for the General Membership.
2. **President.** The President shall prepare the meeting agenda and preside over the Board of Directors meetings and over all General Membership meetings. The President shall be the chief executive officer of the HVNA and shall represent the organization in any official capacity. The President shall be responsible for enforcing the By-Laws and the Georgia Nonprofit Corporation Code.
3. **Vice President**. The Vice President shall assist the President in the discharge of his/her duties and will assume the responsibilities of the President when the President is not available to perform these duties.
4. **Secretary.** The Secretary shall maintain suitable minutes and other appropriate records of the meetings of the Board of Directors and the general membership and will render such other assistance to the President as required from time to time. The Secretary will send notice of monthly meetings and minutes of the previous meeting to members of the Board of Directors. The Secretary shall keep a record of attendance and notify Board members if they do not meet requirements in Article VI, Section (a). The Secretary shall maintain one copy of the minutes, the Articles of Incorporation, letters, contracts and documents pertaining to the corporation and/or as required by the Georgia Nonprofit Corporation Code. The secretary shall be responsible for the safekeeping of these and for presenting all records to the next incoming Secretary. Should the Secretary not complete his/her term, all records shall be presented to the President upon their resignation for safekeeping until a temporary appointment for Secretary is made.
5. **Treasurer**

The Treasurer shall prepare and present a written financial report at each of the Board of Directors meetings, receive and record all monies for the corporation and shall sign for all disbursements for HNVA. It is the responsibility of the Treasurer to make sure disbursements are made in a timely manner. Disbursements and checks for $100 or less shall be approved by the Treasurer and one other officer and signed by the Treasurer. All disbursements over $100 shall require approval of a majority of Board members as well as the written co-signature of a second officer (President, Vice-President, or Secretary) on the check. All approvals shall be made either in writing or by email. Majority approvals should be detailed in the meeting minutes. Authorizations shall be maintained in the Treasurer’s records. Receipts for expenses and reimbursement requests shall be kept with each applicable authorization.

All financial records of HVNA shall be subject to a professional, independent audit at the discretion of the Board of Directors. The Treasurer shall chair the Finance Committee and, together with the Finance Committee, develop formal financial policies for the Board’s review. The Treasurer shall be responsible for the safekeeping of all financial records and for presenting all records to the next incoming Treasurer. The Treasurer shall maintain financial records as required by the Georgia Nonprofit Corporation Code. Should the Treasurer not complete his/her term, all records shall be presented to the President upon their resignation for safekeeping until a temporary appointment for Treasurer is made.

1. **Immediate Past President**. The Immediate Past President shall act as a guide to the President.
2. **Board of Directors.** The Board of Directors shall consist of the Executive Officers of HVNA and the chairpersons of the Standing Committees.
3. **Voting.** Each member as specified in Article VII***,*** Section(g) shall have one vote on the Board of Directors. Special Committees may be designated by the President. Each officer and Director shall notify the President if unable to attend Board of Directors meetings.

***ARTICLE VII*I
COMMITTEES**

There ***may*** be Standing Committees and such Special Committees as the President and/or Board of Directors may designate from time to time. Standing Committees may be reorganized at the discretion of a majority of the Board. Chairpersons for the Standing Committees and Special Committees will be appointed by the President.

1. The **Communications Committee** shall be responsible for developing semi-annual newsletters and more frequent notices of meetings, events and important issues and dissemination of such via electronic and/or paper means to the members of HVNA. This committee shall also maintain HVNA’s presence on social media.
2. The **Membership & Welcome** **Committee** shall develop and manage the organizations’ database which shall include the names, addresses and contact information for all members. In addition, this committee shall be responsible for welcoming and providing information about the organization to new members.
3. The **Public Safety Committee** shall be responsible for coordination with the Savannah Police Department, the residents’ Neighborhood Watch programs, and any neighborhood email or social media alert systems which the organization chooses to utilize.
4. The **Block Captains** shall be responsible for personal communication between the residents of each block and the Block Captain Coordinator for the HNVA. **The Block Captain Coordinator** shall be responsible for communications between the various Block Captains within the area of the HVNA and the Officers/Board of Directors.
5. The **Events and Fundraising Committee** shall be responsible for planning all social and other special events for the organization as well as planning fundraising activities should the need arise. This committee is responsible for preparing and providing event plans and budgets, including income/expense projections to the Finance Committee prior to presentation and approval of the Board for completeness and accuracy***.***
6. The **Finance Committee**. The Finance Committee, under the direction of the Treasurer, shall assist in the development of an annual budget based on the Board of Directors’ input, short and long-term goals, event plans and regular recurring expenses of the Corporation. The Committee shall assist in the preparation of the annual report, review of event plans/budgets and accompanying income/expense projections, develop formal financial policies for the Board of Directors’ review and approval, and other duties as assigned.
7. The **Neighborhood Improvement Committee** shall be responsible for planning activities and/or events which shall improve the livability of our community, including such things as neighborhood cleanup and beautification activities. This committee shall also provide input to the Board of Directors on needed infrastructure improvements and maintenance issues which may then be communicated to the appropriate city officials.
8. The **Governmental Liaison Committee** shall monitor governmental activities which might impact the general welfare of the HVNA, including land use and zoning, infrastructure improvements, and property maintenance code changes. This committee shall work with officials of the City of Savannah and Chatham County and other groups within the community to identify needs and concerns for the improvement of the quality of life for the residents of the organization.

***ARTICLE IX*
MEETINGS**

**General Membership Meetings*. A General Membership meetings shall be held, at a minimum, once each calendar year at a time, date and location*** established by the Board of Directors at its first Board meeting of each calendar year. The members of the HVNA shall be notified in writing once the annual calendar of meetings has been established.

**Voting.** Policy decisions at General Membership meetings shall require the majority approval of those members in good standing present and voting.

**Special Meetings**. Special meetings of the General Membership may be called by the President whenever he or she deems it to be in the best interest of the HVNA to do so or when otherwise required by other provisions of these Bylaws. Notice of special meetings will be furnished to the general membership as promptly as circumstances allow.

**Board of Directors Meeting**s. The Board of Directors shall meet at the pleasure of the President, but in no event less frequently than ~~eight (8)~~ ***six (6)*** times annually, including the General Membership meetings. The schedule of said meetings shall be established at the first Board meeting of each year and shall be communicated to the General Membership. At all meetings of the entire Board of Directors, a quorum shall consist of seven members.

**Absentee Voting or Voting by Proxy Prohibited**. There shall be no absentee voting or voting by proxy at any regular or special meeting of the HVNA.

**Conduct of Meetings**. The HVNA shall rely upon Robert’s Rules of Order (most current edition), with specific rules for small boards for conduct of meetings.

***ARTICLE X*
AMENDMENTS**

These By-Laws may be amended in any regard by the affirmative vote of two-thirds (2/3) of the Board of Directors present at any regular or special meeting of such Board or by a 51% majority of the total Board, whichever is greater. The amendments shall become effective upon notice and explanation given to the general membership within thirty days following approval of the amendment.

***ARTICLE XI*DISSOLUTION**

In the event of the dissolution of HVNA, the Executive Committee shall ensure that any funds, current outstanding liabilities and/or assets are transferred and delivered to tax exempt educational or charitable institutions which serve the residents of the City of Savannah, Georgia. In no event shall any of the remaining funds be disbursed to the members of the HVNA.