

BYLAWS
OF
VIRGINIA-HIGHLAND CONSERVATION LEAGUE, INC.

January 15, 2009

Pursuant to the provisions of the Georgia Nonprofit Corporation Code, the Virginia-Highland Civic Association, Inc. ("VHCA" or "Association"), has created the Virginia-Highland Conservation League, Inc. ("VHCL" or "League"), a non-profit corporation organized pursuant to Internal Revenue Code Section 501(c) (3). The VHCL is a wholly owned subsidiary of VHCA, established in accordance with Article VI, Section 6, of the Bylaws of the Virginia-Highland Civic Association, and as agreed by its Board of Directors:

ARTICLE I
NAME, OFFICE AND PURPOSE

Section 1. Name. The name of the Corporation shall be Virginia-Highland Conservation League, Inc.

Section 2. Office. The League shall at all times maintain a registered office in the State of Georgia, but may have other offices located within the State of Georgia as the Board of Directors shall determine.

Section 3. Purpose.

1. The Virginia – Highland Conservation League is organized exclusively for the promotion and furtherance of the common good, general welfare and interests of the residents of the Virginia-Highland neighborhood and the broader Atlanta community by providing, maintaining and improving community recreation areas, green space, water quality and conservation, scenic areas, trees and streams for enjoyment by Virginia-Highland residents and the broader Atlanta community within the meaning of section 501 (c) (3) of the Internal Revenue Code, as amended ("the Code"), and to carry out lawful business activities allowed by nonprofit corporations in the State of Georgia, subject to limitations of section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its directors, officers or other private purposes, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth under this article. The Corporation shall not participate in, or intervene in (including publication of or distribution of statements) any political campaign on behalf of any candidate for public office.

The Virginia-Highland Conservation League, Inc. shall be a conservation organization dedicated primarily to the permanent protection and conservation of land, water and other natural resources within the boundaries of Virginia-Highland.

2. The duties and responsibilities of the VHCL shall include, but are not limited to:
 - a. Acquisition, permanent protection, conservation and long-term management of all land, water and other natural resources within the boundaries of Virginia-Highland, including but not limited to public parks, and private green space owned by the VHCA, in order to provide, maintain and improve community recreation areas, water quality and conservation, scenic areas, trees and streams, for enjoyment by Virginia-Highland residents and the broader Atlanta community.
 - b. Maintenance and improvement of these areas shall be independent of, in cooperation with and as a local complement to, the City of Atlanta's primary responsibility for "official" city parks in Virginia-Highland.
 - c. Development of Land Conservation Projects, including but not limited to, the development of a passive park and "rain garden" park/green space to be utilized for recreation, walking, community gathering and educational programs for the residents of Virginia-Highland on the property known as 1076 and 1082 Saint Charles Place in Fulton County, Atlanta, Georgia 30306.
 - d. Ongoing maintenance of John Howell Park including, but not limited to: landscape maintenance; ongoing repairs (irrigation, fence repair, playground equipment), supply of doggie bag dispensers and other items required for the continuing viability of John Howell Park, not otherwise provided by the City of Atlanta and construction of improvements to John Howell Park (such as building steps/terrace at middle of park by Arcadia) and other enhancements to said park requiring construction
 - e. Ongoing maintenance of Orme Park including but not limited to: landscape maintenance and invasives removal; ongoing repairs (irrigation, fence repair, and playground equipment); supply of doggie bags and ongoing improvements in accordance with the Orme Park Master Plan.
 - f. To raise necessary funds to carry out its purposes by soliciting and receiving grant awards or by soliciting, receiving and accepting donations, in money or in property, either without restriction or restricted to such purposes as the donor may provide, provided such purpose is within the purpose of this corporation, and any such restricted donations shall be used for the purposes to which restricted

Section 4. Conservation League Boundaries. The Boundaries of the Virginia – Highland Conservation League shall be the same as its parent corporation, the Virginia – Highland Civic Association, namely: that area bounded on the north by Amsterdam Avenue and its extension to Briarcliff Road, on the south by Ponce de Leon Avenue, on the east by Briarcliff Road, and on the west by the Atlanta BeltLine (formerly the Southern Railroad Line) which is within the city limits of Atlanta.

Section 5. Membership. The VHCA Board of Directors shall be the only voting member of the Virginia – Highland Conservation League, Inc.

ARTICLE II DEFINITIONS

Section 1. Annual Meeting. Annual Conservation League Meeting shall be defined as a meeting of the members of the League as specified by Article III, section 2 of these Bylaws.

Section 2. General Meetings. General Association Meeting shall be defined as a meeting of the members of the Association as specified by Article III, section 1 of these Bylaws and at which the monthly business of the Association is transacted by the Board of Directors.

Section 3. Special Meetings. Special Association Meeting shall be defined as a meeting of the members of the Association as specified by Article III, section 3 of these Bylaws.

Section 4. Regular Board Meetings. Regular Board Meeting shall be defined as a meeting of the elected Board of Directors and as specified by Article IV, section 8 of these Bylaws.

Section 5. Special Board Meetings. Special Board Meeting shall be defined as a meeting of the elected Board of Directors and held pursuant to Article IV, section 9 of these Bylaws.

Section 6. Committee Meetings. Committee Meeting shall be defined as a meeting of the members of the committees identified in Article VI of these Bylaws and held for the purpose of carrying out the goals and objectives of the Association.

Section 7. Goals and Objectives. Goals and Objectives shall be defined as a set of guidelines utilized by the Board of Directors in carrying out the business of the Conservation League. Goals and Objectives shall be developed and adopted to guide the Board of Directors in furthering the purpose of the League.

ARTICLE III ASSOCIATION; MEETINGS, QUORUM, AND VOTING

Section 1. Annual Association Meetings. . The annual meeting of the League shall be held the same day and immediately after the first general meeting of VHCA following the election of the Board of Directors of VHCA each year or on such other day following

the VHCA election of its Board of Directors as the directors shall determine for the purpose of electing officers and for the transaction of any other such business as may come before the meeting.

Section 2. Place of General Association Meetings. General meetings of the Association shall be held at the Ponce de Leon branch of the Fulton County Library system or at another place within Virginia-Highland convenient to the members as determined by the Board of Directors.

Section 3. Special Meetings. The President may call special meetings. In addition, it shall be the duty of the President to call a special meeting of the League if so directed by resolution of a majority of the Board of Directors or upon a petition signed by at least fifty of the members. The notice of any special meeting shall state the date, time, and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting, except as stated in the notice.

Section 4. Notice of Meetings. It shall be the duty of the Secretary to cause to be delivered to members a notice of each annual or special meeting of the Association stating the purpose, time and place of the meeting. Notice shall be delivered through publication in the VHCA newsletter and prominently displayed on any Association bulletin board designated by the Board of Directors. Notice of special meetings may be announced at the annual meeting and shall serve as sufficient notice of the special meeting. Notice shall be delivered not less than ten (10) nor more than sixty (60) days before a meeting.

Section 5. Waiver of Notice. Any member may, in writing, waive the requirement of notice of any meeting of the members, either before or after such meeting. Waiver of notice of a meeting of the members shall be deemed the equivalent of proper notice. Attendance at a meeting by a member shall be deemed waiver by the member of notice of the meeting, unless the member specifically objects to lack of proper notice at the time the meeting is called to order.

Section 6. Voting. At annual and special meetings, every member entitled to vote shall have one (1) vote to be cast in person or by absentee ballot. Such absentee ballot shall be in a form adopted by the Board of Directors. Absentee ballots need not be delivered in person by the member and may be mailed to the Association's then current address. Only those absentee ballots actually received by the Association prior to the annual or special meeting shall be considered. At general meetings, all members, when requested by the Board of Directors, may participate in a nonbinding vote prior to the Board of Directors taking final action.

Section 7. Quorum. The presence a simple majority of the members of the VHCL Board of Directors shall constitute a quorum at all annual and special meeting of the Association. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members during the meeting to leave less than a quorum.

Section 8. Adjournment of Meetings. If any meetings of the VHCL cannot be held because of a quorum is not present, a majority of the members who are present at such meeting may adjourn the meeting to a time not less than five (5) nor more than thirty-one (31) days from the time the original meeting was called. At such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

ARTICLE IV
BOARD OF DIRECTORS; NUMBER, POWERS, MEETINGS
COMPOSITION AND SELECTION

Section 1. Governing Body and Composition. The affairs of the League shall be governed by a Board of Directors. Each director must be a resident of Virginia-Highland. No more than one (1) member of a household may serve on the Board of Directors at the same time.

Section 2. Number of Directors. The Board of Directors shall be comprised of seven (7) members. As the sole voting member of the VHCL, The VHCA Board of Directors shall elect the League Board of Directors and its officers at the League Annual meeting.

Section 3. Nomination of Directors. Any member of the Board of Directors of the Virginia – Highland Civic Association may nominate candidates for the League Board, subject to the requirements of Article IV, Section 1. The VHCA Board shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but in no event less than the number of positions to be filled. Any eligible member of the VHCA may also self-nominate. Only those candidates whose nominations are received by the President or other representative of the VHCA Board of Directors more than fifteen (15) days prior to the Annual Meeting will be included on the ballot. All candidates shall have a reasonable opportunity at the annual meeting to communicate their qualifications to the members and to solicit votes, and where possible, provide such information on the website in advance of the annual meeting.

Section 4. Election and Term of Office. Each director of the League shall serve a term of one (2) year or until their successors are qualified for and assume office.

At each annual meeting of the members, directors shall be elected to succeed those directors whose terms are expiring. Each VHCA Board member shall be entitled to cast one vote with respect to each vacancy to be filled. Directors shall assume office immediately following election. Any alternate director shall be entitled to attend all meetings of the Board of Directors and to participate in the discussions thereof, but shall not be entitled to vote as a director unless a quorum of directors would not otherwise be present.

Any director may resign from the Board of Directors at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and

unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal of Directors. At any regular or special meeting of the Board of Directors duly called, any one or more of the members of the Board of Directors may be removed, for good cause, by a majority plus one (1) of the entire Board of Directors. A director whose removal has been proposed shall be given at least ten (10) days notice of the calling of the meeting and its purpose and shall be given an opportunity to be heard at the meeting.

Section 6. Vacancies. In the event of the death, disability, removal, or resignation of a director or if a director moves from Virginia-Highland, a vacancy shall be declared by the League Board of Directors, and the VHCA Board of Directors shall elect the director as the successor. Except as provided in this section, additional vacancies in the Board of Directors caused by any reason shall be filled by appointment of the President and confirmed by a majority vote of the Board of Directors. The Board of Directors may also have an election for the position(s) at a Special Association Meeting. Each director so selected shall serve the unexpired portion of the term of his predecessor. However, if a vacancy occurs in the position appointed by the Atkins Park Neighborhood Association, the appropriate association shall appoint a replacement. Each director so appointed shall serve the unexpired portion of the term of his predecessor.

BOARD MEETINGS

Section 7. Organizational Board Meetings. The first meeting of the Board of Directors following each annual meeting of the members shall be held within fifteen (15) days at the time and place determined by the outgoing President. The Board of Directors shall review and familiarize themselves with the current Association Goals and Objectives. The outgoing President shall address this meeting regarding issues of current concern to the Association.

Section 8. Regular Board Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by the President, but at least one (1) meeting each quarter shall be held during each year. Notice of the regular schedule of meetings of the board of Directors shall constitute sufficient notice of those meetings. Members of the Association may attend regular Board Meetings and shall be allowed to submit written comments to members of the Board as part of the written record of the meeting.

Section 9. Special Board Meetings. Special meetings of the Board of Directors shall be held when requested by the President, Vice President or by any three (3) directors, or by the President of the VHCA with a majority vote of the Association Board of Directors. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. The notice shall be given to each director by one of the following methods: (a) by personal delivery; (b) written notice by first class mail, postage prepaid; (c) by telephone communication, either directly to the director or to a

person at the director's home or office who would reasonably be expected to communicate such notice promptly to the director; (d) by facsimile transmission.; or (e) by electronic mail. All notices shall be given or sent to the director's address or telephone number as shown on the records of the Association. Notices sent by first class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, email or facsimile transmission shall be given at least forty-eight (48) hours before the time set for this meeting.

Section 10. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed to have been given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 11. Quorum of Board of Directors. At all meetings of the Board of Directors, a majority of the directors shall constitute a quorum for the transaction of business. A majority vote of the Board of Directors, but in no case less than three (3), shall constitute the decision of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by a majority as set forth above. If any meeting cannot be held because a quorum is not present, a majority of the directors who are present at such meeting may adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the time that the original meeting was called. At such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

Section 12. Compensation. No director shall receive any compensation from the Association for acting as a director unless approved by a majority of the members at an annual or special meeting.

Section 13. Action without a Formal Board Meeting. Any action to be taken at a meeting of the directors or any action that may be taken at a meeting of the directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors.

Section 14. Telephone Participation. One or more directors may participate in and vote during any regular or special meeting of the Board of Directors by telephone conference call or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time, and those directors participating by telephone shall be deemed to be present at such meeting for quorum

and other purposes. Any such meeting at which a quorum participates shall constitute a regular meeting of the Board of Directors.

POWERS AND DUTIES

Section 15. Powers. The Board of Directors shall be responsible for the affairs of the League and shall have all of the powers and authority necessary to conduct the League's business, as guided by the Goals and Objectives of the Association, and, as provided by law, may do all acts and things as are not by the Articles of Incorporation or these Bylaws directed to be done and exercised exclusively by the members.

Section 16. Actions by the Board. Actions taken by the Board are to be carried out in accordance with the vote unless said vote is properly amended.

Section 17. Conflicts of Interest. Any director who has an interest, financial or otherwise, as determined by a majority of the directors other than the director with the potential conflict, in the outcome of a vote of the VHCL, shall abstain from voting on that issue.

ARTICLE V **OFFICERS**

Section 1. Officers. The officers of the Association shall be a President, Vice President, Secretary, Treasurer, and any other officers as determined necessary by the Board of Directors. Any two (2) or more offices may be held by the same person, excepting the offices of President, Secretary and Treasurer. The officers shall be elected by the membership of the League at the annual meeting.

Section 2. Election, Term of Office, and Vacancies. Except as provided herein, the officers of the League shall be elected annually for a term of one year by membership at annual meeting of the members. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 3. Removal. Any officer may be removed from office by the Board of Directors whenever, in its judgment, the removal will serve the best interests of the Association, but said removal shall not constitute removal from the Board.

Section 4. President. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and of the Board of Directors. The President shall have all the general powers and duties which are incident to the office of the President of a corporation organized under the Georgia Nonprofit Corporation Code.

Section 5. Vice President. The Vice President shall act in the President's absence and shall have all powers, duties, and responsibilities provided for the President when so

acting. Additionally, the Vice President shall perform such other duties as from time to time may be assigned by the President or Board of Directors.

Section 6. Secretary. The Secretary shall keep the minutes of all meetings of the Association and of the Board of Directors, shall have charge of such books and papers as the Board of Directors may direct and shall, in general, perform all duties incident to the office of the secretary of an association organized in accordance with Georgia law or that, from time to time, may be assigned by the President or Board of Directors.

Section 7. Treasurer. The Treasurer shall have the responsibility of safekeeping the Association's funds and securities, and for keeping full and accurate financial records and books of account showing all receipts and disbursements, for preparing or causing to be prepared all required financial statements and tax returns, for the deposit of all monies and other valuable effects in the name of the Association in such depositories as may from time to time be designated by the Board of Directors, and for preparing an annual report to be presented at the Annual Association Meeting.

Section 8. Resignation. Any officer may resign from the office at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VI COMMITTEES

Section 1. Purpose of Committees. The Board of Directors is authorized to establish committees to perform those tasks and to serve for those periods that it designates. Each committee shall be composed and shall operate in accordance with the terms of the resolution of the board of Directors designating the committee or with rules adopted by the Board of Directors.

Section 7. Appointment of Committee Members. All committees shall be composed of at least three (3) members appointed by the Board of Directors, including, but not limited to one member of the Board of Directors. Additional members of the League or of the Association may volunteer to serve on any of the committees of the League. The Board of Directors may, at any time, appoint additional members to any committee or remove any member from any committee. All committees shall report their actions, findings and recommendations to the Board of Directors.

Committee members shall serve a term as determined by the Board of Directors.

ARTICLE VII
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall begin January 1.

Section 2. Parliamentary Rules. Roberts Rules of Order (current edition), when invoked by a majority of the Board, shall govern the conduct of all Association proceedings, when not in conflict with Georgia law, the Articles of Incorporation, or these Bylaws.

Section 3. Conflicts. If there are conflicts or inconsistencies between the provisions of Georgia law, the Articles of Incorporation, and these Bylaws, the provisions of Georgia law, the Articles of Incorporation and the Bylaws (in that order) shall prevail.

Section 4. Amendment. These By-laws may be amended, repealed, or altered, in whole or in part, at the Annual League Meeting or Special League Meeting by an affirmative vote of at least two thirds of all votes cast by members at a meeting at which a quorum of members of the League is present.

Section 5. Contracts. The Board of Directors may authorize any officer or agent of the League in addition to the officers authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the League, and such authority may be general or confined to specific instances.

Section 6. Checks and Other Drafts. All checks, drafts, or orders for payment of money, notes or other evidence of indebtedness issued in the name of the League shall be signed by such officers or other person, as shall from time to time be determined by resolution of the Board of Directors. Any check over \$1,000.00 must be signed by two (2) officers or other persons, as shall from time to time be determined by resolution of the Board of Directors.

Section 7. Books and Records. The League shall keep correct and complete books and records of accounts, minutes of the proceedings of its members, the Board of Directors and committees having any of the authority of Board of Directors, and shall keep a register giving the name and addresses of its members. All books and records of the League may be inspected by any League member for any proper purpose at any reasonable time. The Board may establish reasonable rules with respect to the amount of notice to be given to the custodian of the records, the hours and days of the week when such an inspection may be made, and payment of the cost of reproducing copies of documents. All books and records of the Association shall be kept at the address of the Secretary or Treasurer of the Board of Directors or at storage facilities designated by the Board of Directors.

ARTICLE VIII
INDEMNIFICATION

Each person who is or was a director or officer of the League, and each person who is or was a director or officer of the League who, at the request of the League, is serving or has served as an officer, director, partner, joint venturer or trustee of another association, partnership, joint venture, trust or other enterprise, shall be indemnified by the League, and entitled to advancement of expenses of litigation, to the fullest extent permitted under the Georgia Nonprofit Corporation Code against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid, reimbursed or advanced by the League under the Georgia Nonprofit Corporation Code and which are actually and reasonably incurred in connection with any action, suit or proceedings, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this League or of such other enterprise. Such indemnification shall be made only in accordance with the Georgia Nonprofit Corporation Code and subject to the conditions thereof.

As a condition to any such right of indemnification, the League may require that it be permitted to participate in the defense of any such action or proceedings through legal counsel designated by the League and at the expense of the League.

The League may purchase and maintain insurance on behalf of any such persons whether or not the League would have the power to indemnify such officers and directors against any liability under the Georgia Nonprofit Corporation Code. If any expenses or other amounts are paid by way of indemnification other than by court order or by an insurance carrier, the League shall provide notice of such payment to the members in accordance with these by-laws.

Paul Burks, President

Virginia-Highland Conservation League, Inc.