

MECHANICSVILLE CIVIC ASSOCIATION, INC.

BYLAWS

DECEMBER 5, 2011

TABLE OF CONTENTS

ARTICLE I: NAME AND PURPOSE	1.1	Name.....	3
	1.2	Purpose.....	3
ARTICLE II: PRINCIPAL OFFICE, REGISTERED OFFICE & AGENT, BOUNDARIES OF MECHANICSVILLE	2.1	Principal Office.....	3
	2.2	Registered Office and Agent.....	3
	2.3	Boundaries of Mechanicsville.....	3
ARTICLE III: MEMBERSHIP	3.1	Eligibility.....	4
	3.2	Application for Membership.....	4
	3.3	Good Standing and Active Status.....	4
	3.4	Termination of Membership.....	4
	3.5	Resignation from Membership.....	4
	3.6	Honorary Lifetime Membership.....	4
ARTICLE IV: MEMBERSHIP MEETINGS	4.1	Location of Meeting.....	5
	4.2	Procedural Rules at Meetings.....	5
	4.3	Date of Bi-Annual Meeting.....	5
	4.4	Date of Regular Membership Meetings.....	5
	4.5	Special Meetings.....	5
	4.6	Notice of Meetings.....	5
	4.7	Quorum at Meetings.....	6
	4.8	Computation of Members Eligible to Vote.....	6
	4.9	Membership Voting.....	6
	4.10	Written Consent Action by Members.....	6
	4.11	Right of Inspection by Members.....	6
ARTICLE V: BOARD OF DIRECTORS AND OFFICERS	5.1	Board Establishment and Function.....	6
	5.2	Board Composition and Term.....	7
	5.3	Corporation Committees.....	7
	5.4	Duties of Board of Directors.....	9
	5.5	Nomination and Election of Board of Directors.....	9
	5.6	Qualifications for Board/Committee Chairs.....	10
	5.7	Powers of the Board of Directors.....	10
	5.8	Meetings of the Board of Directors.....	10
	5.9	Voting and Quorum at Board Meetings.....	11
	5.10	Dissent or Abstention.....	11
	5.11	Removal of Directors.....	11
	5.12	Resignation of Directors.....	12
	5.13	Replacement of Directors.....	12
	5.14	Financial Regulations.....	12
	5.15	Limitation of Service.....	12
	5.16	Board Committees.....	12
ARTICLE VI: GENERAL ADMINISTRATIVE POLICY	6.1	Fiscal Year.....	13
	6.2	Corporate Seal.....	13
	6.3	Contracts.....	13
	6.4	Gifts and Gratuities.....	13
	6.5	Administrative, Financial, and Legal Staff.....	13
	6.6	Financial Management.....	14
	6.7	Reimbursement by MCA Employees.....	14
ARTICLE VII: CONFLICT OF INTEREST	7.1	Interested Directors.....	14
	7.2	Georgia Non-Profit Code Provisions.....	15
ARTICLE VIII: INDEMNIFICATION	8.1	Authority to Indemnify.....	15
	8.2	Liability Insurance.....	15
	8.3	Request for Indemnification.....	15
	8.4	Time Limitation.....	15
ARTICLE IX: DISSOLUTION	9.1	Procedure for Dissolving.....	15
	9.2	Distribution of Assets.....	16
ARTICLE X: AMENDMENTS	10.1	Articles of Incorporation.....	16
	10.2	Bylaws.....	16

**ARTICLE I
NAME AND PURPOSE**

1.1 - Name

The name of this organization shall be MECHANICSVILLE CIVIC ASSOCIATION, INC. and it shall be commonly referred to as "MCA." MCA is a nonprofit corporation and is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code (or a section codified in Chapter 3 of Title 14 of the Official Code of Georgia, Annotated), hereinafter referred to as "the Code." These Bylaws are adopted to fulfill the objectives of MCA as stated in the Articles and Code Section 301 and to exercise the power conferred upon MCA under Code Section 302. MCA shall have perpetual duration.

1.2 - Purpose

The function and purpose of MCA is to unite the people of the Mechanicsville neighborhood into an organization concerned with the common issues of the area, to provide a means for discussions and solutions of such issues and to maintain and enhance the quality of life in our community. MCA shall not participate in political activity, nor shall it endorse any political candidate or party.

**ARTICLE II
PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT, BOUNDARIES OF MECHANICSVILLE**

2.1 - Principal Office

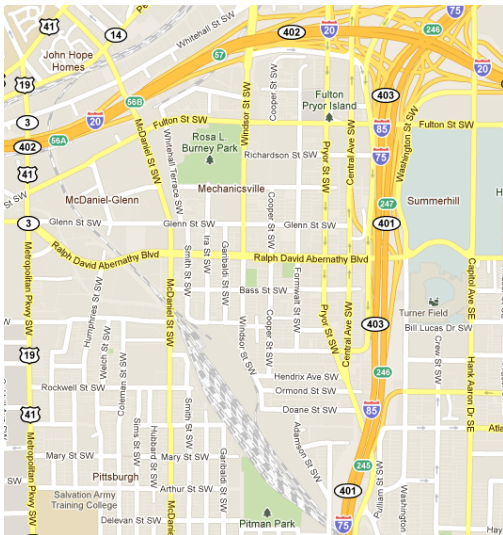
The principal office of MCA shall, at all times, be located within the geographical boundaries of the City of Atlanta, Fulton County, in the State of Georgia. MCA may have offices at such place or places as the Board of Directors (hereinafter "the Board") of may determine, or as the affairs of MCA from time to time may require.

2.2 - Registered Office and Agent

The Board will designate a registered office in the State of Georgia, within the city limits of the City of Atlanta, Fulton County, and shall not have more than one (1) registered agent whose office is identical with such registered office. These designations are to be filed with the Georgia Secretary of State as required by the Code, and may be changed at any time by the Board. In the event the Board fails to make a designation, or the registered agent resigns without a new designation of a registered agent and office, then the President of MCA and the President's address, are to be filed with the Georgia Secretary of State until the Board makes some other affirmative designation.

2.3 - Boundaries of Mechanicsville

The physical boundaries of the Mechanicsville neighborhood shall be defined as Interstate 20 to the north, and Interstates 75/85 to the east. The railroad tracks which run diagonally from northwest to southeast shall define the western and southern boundaries.



**ARTICLE III
MEMBERSHIP**

All voting power, including the power to change the Articles of Incorporation and these Bylaws, shall be vested with the Board of MCA and the MCA membership body as outlined in the Articles of Incorporation.

3.1 - Eligibility

Membership in MCA is open to any person eighteen (18) years of age and older, who:

- A. Resides within the boundaries of Mechanicsville (Resident Member); and/or
- B. Is the designee of a corporation, organization, institution or agency which has an office or storefront operating within the boundaries of Mechanicsville (Corporate Member).
 1. The owner, officer, or other proprietor of a corporation, organization, institution or agency must submit to the Membership Officer a list of no more than three (3) potential representative designees. No person shall act as a Corporate Member designee until the list of potential designees is recorded by the Membership Officer.
 2. Only one designee has the authority to act for and vote on behalf of the Corporate Member at a meeting.
 3. A person may serve in only one capacity (Resident Member or Corporate Member) at any meeting, as designated by that person on the meeting sign-in sheet.

3.2 – Application for Membership

Any eligible person wishing to be a member shall submit a completed written application for membership to the Membership Officer. Said application form shall be created and adopted by the Board. Should the application satisfy all requirements, the Membership Officer shall add the new member's name to the membership roster no later than the next regularly scheduled meeting of MCA. If an application is denied, the reasons for denial shall be communicated to the applicant in writing. Any discrepancies concerning an application for membership shall be reviewed and resolved by the Board, subject to further review and/or direction by the MCA membership body.

3.3 – Good Standing and Active Status

A member must have attended at least three (3) regular meetings within the preceding twelve (12) months to be considered an active member in good standing. Members must be active and in good standing to be entitled to vote, hold office, participate in debate, or otherwise act in the business of MCA.

3.4 – Termination of Membership

A member may be terminated from membership only by a procedure that is fair, reasonable and carried out in good faith. Membership termination requires an affirmative vote from the majority of the Board, and a motion to terminate membership must then be brought by a Board member to the membership body. Said motion must be approved by an affirmative vote of a majority of all the members of the MCA. Any member may bring a recommendation for membership termination. Reasons for termination include but are not limited to major voting infractions or abuse, theft of MCA assets, battery of another member, or threat to inflict bodily harm to any member.

- A. At least fifteen (15) days prior to the membership meeting at which the Board plans to present its motion for termination, the Board shall send a notice by first class certified mail, return receipt requested, to the person whose membership it proposes to terminate, advising that member of the intended action, stating reasons termination of membership is proposed, and providing to the member a full opportunity to respond and to be heard by the membership before a vote is taken.
- B. To be eligible to vote on membership termination, a member must be active and in good standing as of the date of the certified letter to the member whose membership is proposed terminated.
- C. Any termination of a member approved by the members of the Corporation shall take effect immediately after the membership vote to approve the termination.
- D. Any member who has been terminated remains obligated to MCA for any charges, assessments, dues, fees or amount that is outstanding as of the date the membership is terminated.
- E. Terminated members are not permitted to attend regular monthly meetings, committee meetings, or meetings of the Board.

3.5 – Resignation from Membership

Any member of MCA may resign their membership by a written notice to the Secretary or Membership Officer. Any member who resigns his or her membership remains obligated to MCA for any charges, assessments, dues, fees or amount which are outstanding as of the date the member resigned.

3.6 – Honorary Lifetime Membership

Honorary lifetime membership may be bestowed upon any person whom the membership of MCA deems worthy of the honor and so elects. Honorary lifetime membership has all rights and privileges of membership other than the right to vote. No dues, fees, or other assessment are to be imposed upon them by MCA. A motion to elect an honorary lifetime member may be made by any active member in good standing without prior notice at any meeting of the MCA once quorum is established at that meeting.

ARTICLE IV

MEMBERSHIP MEETINGS

4.1 – Location of Meeting

Any bi-annual, regular or special meeting of the membership body of MCA may be held at any place within the United States. Although the designation of a usual meeting date, time or location is reserved to the membership of the Corporation, the Board of Directors or the membership may determine a different location for a particular meeting as circumstances warrant.

4.2 – Procedure Rules at Meetings

It is understood in the transaction of its business, the meetings of MCA, its Board of Directors and its Committees may be conducted with informality. However, this informality does not apply to procedural requirements required in the Articles of Incorporation, these Bylaws or the Code. When circumstances warrant, any meeting or portion of a meeting will be conducted according to generally understood principles of parliamentary procedure as stated in the Articles of Incorporation, these Bylaws or a recognized procedural reference authority. The procedural reference is designated as the latest edition of *Robert's Rules of Order, Newly Revised*.

4.3 – Date of Bi-Annual Meeting

The Bi-Annual Meeting of MCA shall be held on the first (1st) Monday of December, unless the membership body at a prior regular or special meeting designate a different time or date for a particular year. Any matter relating to the affairs of MCA, whether or not stated in any notice of the Bi-Annual meeting, may be brought up for action by the membership, except for incorporation, these Bylaws, or the Code. As required by the Code, the membership is to receive reports from the President concerning the activities of MCA, and from the Treasurer concerning the financial condition of MCA.

4.4 – Date of Regular Membership Meetings

Regular meetings of the MCA membership body shall be held on the first (1st) Monday of every month, unless the membership body at any prior annual, regular or special meeting, designates a different date in that month for a particular meeting. In the event of unforeseen circumstances, the Board may designate a different date in that month for a particular meeting.

- A. If the first (1st) Monday of a particular month is a legal holiday, then the meeting date for that particular month shall be on the first (1st) Wednesday following the first Monday of that month.
- B. In the event of severe or inclement weather, a meeting cannot be held on the first (1st) Monday of a particular month, then the meeting will be held on the Wednesday following the first (1st) Monday of that particular month.

4.5 – Special Meetings

- A. Special meetings of the MCA membership body may be called for any purpose whatsoever, at any time by: either the President or Vice-President, any three (3) members of the Board, or a written demand by five percent (5%) of the active MCA members in good standing filed with the Secretary.
- B. The Secretary shall give written notice to all members in good standing of the purpose, time, date, and location of a special meeting. If notice is not given within thirty (30) days after a special meeting has been called, any person who signed that demand may give written notice of the meeting to the membership in any reasonable manner, setting forth the date, time, place, and purpose of the special meeting.

4.6 – Notice of Meetings

The Secretary shall give notice of the time, date and location of each regular, annual, or special meeting of the MCA membership body not fewer than ten (10), or greater than thirty (30) days before the scheduled meeting date, via the most efficient means. Notice shall be sent to all active members in good standing as reflected in the membership roster.

- A. Any notice mailed first class shall be considered effective upon dispatch; if transmitted by any other means, when received. In emergencies where ten (10) days notice cannot be given, notice may be made by any reasonable means to all members in good standing as directed by the Board.
- B. Notice of any annual, special or regular meeting must include a description of any proposal that is required to be approved by the members under the Code, including proposals to:
 1. Approve reimbursement of litigation expenses of a current or former Director under Code Section 855;
 2. Approve a transaction where a Director has an interest conflicting with MCA, under Code Section 863;
 3. Amend the Articles of Incorporation under Code Section 1003;
 4. Amend the Bylaws under Code Section 1021, except as limited in these Bylaws;
 5. Merge MCA with another entity under Code Section 1103;
 6. Sell all or substantially all of MCA's assets in other than the usual course of business under Code

- 1202;
7. Dissolve and terminate MCA under Code 1402;
 8. Take an action that a member intends to present at a regular meeting, when the member has requested that notice be given to the membership by a writing tendered to the President or Secretary at least ten (10) days prior to the dispatch of written notice of meeting; and
 9. Remove a Director from office when required by the Bylaws.
- c. Any required notice may be waived by a member as permitted under the Code; and any member may object to the failure of sufficient notice of the meeting, or of a matter brought before a meeting, as permitted by the Code.

4.7 – Quorum at Meetings

At the commencement of any meeting of the MCA membership body, a minimum presence of ten (10) individual active members in good standing **or** ten percent (10%) of the active membership roster, whichever is greater, constitutes a quorum for the transaction of business, and said quorum is presumed to exist for the balance of that meeting. As permitted by the Code, such a quorum of active members entitled to vote permits the membership to consider any matter at an annual or regular meeting for which prior notice of the matter is not specially required by the Code. Should quorum not exist at any meeting, items requiring a vote must be postponed until the next meeting, or may be submitted to a vote of the whole membership by mail or electronic ballot.

4.8 – Computation of Members Eligible to Vote as of “Record Date”

When any matter is proposed to be acted upon by the members of the Corporation as provided in these Bylaws or under the Code, only those members who are active and in good standing as to any particular matter as of a designated date, known as the “record date” may vote or otherwise act as to that particular matter. As required by the Code, the Secretary shall prepare an alphabetical list of members qualified to participate on a particular matter as of the “record date” for that particular matter. Each list is to be available for inspection or copying by any member, the member’s agent or attorney, at such member’s expense, as provided by the Code.

4.9 – Membership Voting

At each meeting of the MCA membership body, each active member in good standing and present in person shall be entitled to cast one (1) vote on any and all matters which shall come before the meeting. Unless otherwise provided in the Articles of Incorporation, these Bylaws, the procedural reference authority, or the Code, the affirmative vote of a majority of those members casting a vote on a matter, in the presence of a quorum, is necessary to the adoption of a motion.

- A. Proxy or absentee voting shall not be allowed.
- B. Mail voting shall not be allowed.

4.10 – Written Consent Action by Members

Any action required by law, or permitted to be taken at any meeting of the MCA membership body, may be taken without a meeting if a written consent setting forth the action to be taken is signed by a majority of the members. This consent is the equivalent to a vote of the members during a meeting with a quorum, and is to be filed and recorded by the Secretary. No action taken under this Section shall be effective until ten (10) days after notice is given to those members of the Corporation who did not sign the written consent.

4.11 – Right of Inspection by Members

The provisions of Article 16 of the Code, relating to the records of the MCA and right of members to inspect, copy or review the Corporation’s records, is hereby adopted. The Board or the membership may adopt any needful rules or regulations necessary to implement these provisions.

ARTICLE V BOARD OF DIRECTORS AND OFFICERS

5.1 – Board Establishment and Function

The business and affairs of MCA shall be managed by and under the direction of a governing body known as the Board of Directors. As used in these Bylaws, a reference to “the Board” refers to the entire Board of Directors collectively or to a member of the Board of Directors generically. The Board conducts its proceedings as provided for in the Articles of Incorporation, these Bylaws, and the Georgia Nonprofit Code.

5.2 – Board Composition and Term

The Board shall have a minimum of seven (7) and no more than fourteen (14) members, and members of the Board shall be eligible for re-election. The term of office shall be two (2) year, from January of year 1 through December of year 2, until successors are elected and installed. Each Director is elected by the membership of MCA, as provided for in these Bylaws. The composition of the Board shall, at all times, consist of seven (7) voting members, known hereafter as “Directors,” and no more than seven (7) non-voting members, known hereinafter as “Committee Chairs.”

- A. The Directors' offices are: President, Vice-President, Secretary, Treasurer, Parliamentarian, Membership Officer, and Chaplain. These seven voting members comprise the Officers of the Corporation.
- B. The Committee Chair offices are: Economic Development Chair, Health and Human Services Chair, Housing Chair, Communications Chair, Public Safety/Environmental Justice Chair, Youth Development Chair, and Senior Living Chair. Committee Chairs are non-voting members of the Board.

5.3 – Corporation Committees

Action of the Board, the membership body of MCA, or both, may create standing or temporary committees.

- A. Standing Committees. The following Standing Committees are established by the Bylaws:
 - 1. Economic Development Committee
 - a. Shall actively pursue businesses and other similar enterprises to locate within the boundaries of Mechanicsville if such businesses and other enterprises are within the vision of the community as determined by the MCA membership body.
 - b. Maintain a database of all corporations, organizations, institutions, businesses, or agencies within Mechanicsville along with the addresses and contact names of the same. Said database shall available to the MCA membership body.
 - c. Shall be the MCA contact for all businesses within the boundaries of Mechanicsville, and keep those businesses informed of any MCA actions which may adversely affect said business.
 - d. Maintain the brand identity of Mechanicsville as determined by the Board and MCA membership body.
 - e. Ensure that any work of the Committee increases economic growth in the community.
 - f. Under the direction of the Board, work with other agencies or governmental entities to bring about economic prosperity of the community and its residents.
 - g. Shall perform any other duties as assigned by the Board, and shall meet as needed to perform the duties of this Committee.
 - 2. Health and Human Services Committee
 - a. Shall be created to serve the health and general welfare of the citizens of Mechanicsville.
 - b. Identify the greatest health needs and concerns of residents and work to address them through programming, communication, etc.
 - c. Provide information and resources to the citizens of Mechanicsville who seek immediate, temporary or permanent, assistance.
 - d. Work in conjunction with the Chaplain to provide comfort to Mechanicsville residents, as needed.
 - e. Shall perform any other duties as assigned by the Board, and shall meet as needed to perform the duties of this Committee.
 - 3. Housing Committee
 - a. Shall work to maintain homeownership or other residency (i.e. rental occupancy) in Mechanicsville
 - i. Provide programming to keep residents in their homes
 - ii. Work with all landlords, Community Development Corporations and the like to keep a current list of all available living options in the community.
 - b. Work with the Public Safety/Environmental Justice Committee to ensure that vacant and abandoned houses and other properties are demolished, boarded up, etc. to maintain the beauty of Mechanicsville.
 - c. Shall work to maintain or improve the visual aesthetics of Mechanicsville.
 - d. Shall organize neighborhood clean-ups at least once monthly between the months of March and November.
 - e. Shall perform any other duties as assigned by the Board, and shall meet as needed to perform the duties of this Committee.
 - 4. Communications Committee
 - a. Produce a newsletter not less than once every two months and maintain the cyber representation of MCA.
 - b. Shall handle all written or spoken media inquiries of MCA as directed by the President.
 - c. Shall be empowered to protect the brand of Mechanicsville by monitoring published images or words by any media outlet; or by other Committee chair(s) when information is communicated outside MCA to any third party.

- d. Shall perform any other duties as assigned by the Board, and shall meet as needed to perform the duties of this Committee.
- 5. Public Safety/Environmental Justice Committee
 - a. The Public Safety/Environmental Justice Committee shall work to address the needs of Mechanicsville which concern the safety of its citizens, visitors, and guests, be it personal safety or dangerous or hazardous conditions of the land.
 - b. Is charged with actively identifying and addressing concerns that pose potential personal safety or health issues for all persons within the boundaries of Mechanicsville.
 - c. Address the issue of homelessness in the community if such issue causes potential safety concerns for the residents of Mechanicsville.
 - d. Shall perform any other duties as assigned by the Board, and shall meet as needed to perform the duties of this Committee.
- 6. Youth Development Committee
 - a. Shall actively seek to address the needs and issues of the demographic of Mechanicsville between the ages of 4 and 21.
 - b. Work to maintain any programming that is or will be created for the benefit of the target demographic, as long as that program is determined needed by the Board.
 - c. Shall perform any other duties as assigned by the Board, and shall meet as needed to perform the duties of this Committee.
- 7. Senior Living Committee
 - a. Shall actively seek to address the concerns and issues that are of importance to residents of Mechanicsville that are 62 years of age or older.
 - b. Shall perform any other duties as assigned by the Board, and shall meet as needed to perform the duties of this Committee.
- 8. Membership Committee
 - a. Shall be headed by the Membership Officer. This committee will be formed at the meeting immediately following the Bi-Annual Meeting for the upcoming year. There shall be five (5) members of the Membership Committee. If there fail to be five (5) volunteer members of the Membership Committee or if a member fails to perform his/her duties, the Vice-President and the Secretary shall serve as ex-officio members of the Committee and shall have voting capabilities. Membership Officer shall serve the tie-breaker in all votes of the Membership Committee.
 - b. Duties include assisting the Membership Officer with member sign-in at all MCA meetings, assisting in verifying residency of all members.
 - i.) Unanimous decisions on residency by the Membership Committee are final. Split decisions may be appealed to the Board whose decision is final.
 - ii.) The quorum for meetings deciding questions of residency shall be all five (5) members of the Membership Committee.
 - c. Shall perform any other duties as assigned by the Board, and shall meet as needed to perform the duties of this Committee.
- B. Temporary Committees. A Temporary Committee may be established and created by the President or by a motion and majority vote of the membership to that effect, at any regular meeting. The charge and chair of each temporary committee shall be stated in the motion creating the temporary committee.
- C. Nominations Committee. This committee will discharge the responsibilities delegated to it under Section 5.4 of these Bylaws. The Board is the appointing authority of this committee, which shall consist of no fewer than five (5) members. This committee is appointed annually not later than the regularly scheduled July meeting of MCA. This committee is charged with verifying that candidates for office or committee chairmanship meet the qualifications set for in these Bylaws. The duration of this Committee runs from the appointment of members until the certification of the election, including any special election.
- D. Membership in all committees is open to any active member in good standing, except where specifically stated otherwise in these Bylaws. Each committee shall report monthly to the Board and to the MCA membership body at the regularly scheduled monthly meeting, and through the official medium of the MCA. The Committee may make any recommendation to the President. The membership of each committee, standing or temporary, serves at the pleasure of the Board, subject to Section 4.11. The

Board may expand the charge of any standing committee or temporary committee, generally or for a specific project, when circumstances warrant.

5.4 – Duties of Board of Directors

Each Director who is elected to the Board as an Officer of the Corporation, in addition to any other duty imposed on that office by the Articles of Incorporation, these Bylaws, the Code, or by vote of the membership of the Board, exercises the following responsibilities pertaining to their office.

- A. The President shall preside over all meetings of the Board and the MCA membership body, and shall act as the authorized Agent on behalf of MCA, as needed. Shall have duties consistent with the Bylaws and perform other duties that may be assigned by the Board.
- B. The Vice-President shall assist the President in performance of the President's duties, preside over meetings in the absence or at the behest of the President, assist committee chairs in performance of their duties, ensure that the Nominations Committee is formed timely, and assume duties of the President if for any reason the position is vacated. Shall have duties consistent with the Bylaws and perform other duties that may be assigned by the Board.
- C. The Secretary shall keep and distribute the minutes of all meetings of the Board and the MCA membership body, and shall maintain and preserve up-to-date records of all MCA activities. Shall work with the Membership Officer to maintain a record of the membership and meeting attendance, and ensure membership roster and voting eligibility integrity. Shall have duties consistent with the Bylaws and perform other duties that may be assigned by the Board.
- D. The Treasurer shall keep accurate records of all financial transactions and provide written reports, which may include balances and expenditures, during all meetings of the Board and the MCA membership body and when requested by the Board or the President. The Treasurer will make all financial records available to the Board or the membership upon being given ten (10) days notice to do so. The Treasurer shall prepare an operating budget and for the upcoming fiscal year, which shall be submitted to the Board at the last general meeting of the current year.
- E. The Parliamentarian shall maintain order during all meetings of the Board and the MCA membership body, practice conflict resolution, advise the President in matters of parliamentary procedure and shall be familiar with the Articles of Incorporation and Bylaws of the Mechanicsville Civic Association, Inc. Have an up-to-date copy of the most recent edition of Robert's Rules of Order.
- F. The Membership Officer shall take attendance at all membership meetings and maintain the integrity the membership sign-in sheets. The Membership Officer shall provide voting cards or ballots, if determined needed by the Board, to ensure voting integrity. Shall maintain the most up-to-date roster of members and accurate attendance records. Work closely with the Secretary to ensure all membership records are kept in a safe place. One (1) month before the Bi-Annual Meeting, shall make available at the monthly meeting of the MCA membership body the names of all members eligible to vote in the elections at the Bi-Annual meeting. Preside over the Membership Committee.
- G. The Chaplain shall give invocations and benedictions all meetings of the Board and the MCA membership body and at all special events, whenever possible. Provide emotional comfort when needed at all MCA meetings.

5.5 - Nomination and Election of Board of Directors

The bi-annual election of Directors by the membership will be conducted in accordance with the procedures outlined in the Title or elsewhere in these Bylaws.

- A. Each member of the Board shall be elected at the Bi-Annual Meeting of the membership. Election of all positions is by plurality.
- B. The Nominations Committee will compile nominations for each position on the Board, and may make nominations in its own right. Nominations may be made by any active member in good standing, including self-nominations, or by the Nominations Committee. No nomination will be placed on the bi-annual election ballot unless: (1) the nominee is an active member in good standing; (2) the nominee meets the qualifications for the proposed position at the time of nomination, or is deemed eligible no later than the November meeting; (3) the nominee is eighteen (18) years of age as required by Code; and (4) the nominee has affirmatively consented to the nomination or has, if proposed for more than one office, elected one nomination.
- C. Nominations will be accepted by the Nominations Committee between August 1 and September 30 of each year. All proposed candidates will be certified no later than October 15. The final list of nominees will be submitted to the Secretary at the Bi-Annual Meeting.

- D. The election is to be conducted in accordance with the provision of Sections 4.6 and 4.7, except as modified by this Section. A Teller's Committee, consisting of at least three (3) members of the Nominating Committee who are not candidates named on the ballot, shall distribute, receive and tabulate the completed ballots, if ballots are determined needed by the Board. A ballot shall be given to each member attending the Bi-Annual Meeting, then in good standing, according to the Membership Roster maintained by the Secretary and presented by the Membership Officer at the monthly meeting immediately preceding the Annual Meeting.
- E. At the Bi-Annual Meeting, active members who have attended at least three (3) meetings within the twelve (12) months prior to the bi-annual meeting, excluding Bi-Annual Meeting itself, shall be entitled to vote for the election of the Board of Directors. Each marked ballot, if used, is to be promptly returned to the Teller's Committee at the time designated for elections. The Teller's Committee shall certify and announce the results.
- F. The Board of Directors is authorized to adopt any procedures or rules reasonably necessary to ensure the integrity of the election.

5.6 – Qualifications for Board of Directors and Committee Chairs

- A. All Officers of the Corporation including the President, Vice-President, Secretary, Treasurer, Parliamentarian, Membership Officer and Chaplain must have been a resident of Mechanicsville for at least the most recent two (2) years preceding date of Bi-Annual Meeting. All Officers of the Corporation must have attended no fewer than six (6) monthly meetings of the MCA membership body during the year of nomination.
- B. All standing committee chairs, excluding the Membership committee, but including the Economic Development Chair, Housing Chair, Youth Development Chair, Senior Living Chair, Public Safety/Environmental Justice Chair, Health and Human Services Chair and the Communications Committee Chair must have attended no fewer than six (6) monthly meetings of the MCA membership body during the year of nomination.

5.7 – Powers of the Board of Directors

The Board of Directors may exercise all powers granted to it as they determine to be expedient and necessary for the interest of MCA, subject to the Articles of Incorporation, these Bylaws or the Code, and the review and direction of the MCA membership body.

- A. The Board shall determine the fiscal and general operating policies, procedures and budget needed to meet the purposes stated in the Articles of Incorporation and these Bylaws, subject to conformance with these Bylaws, the Code, and any applicable federal and state laws and regulations.
- B. The Board shall determine the number, qualifications, duties and compensation of any staff contracted to carry out the daily operation of MCA and/or the execution of Board policies.
- C. Except as otherwise required by the Code, and without limitation upon the foregoing, the Board may, by resolution, authorize any Director to negotiate and execute contracts to sell, lease, exchange or otherwise dispose of any and all of the real or personal property of MCA, to negotiate and enter into loans to be secured by notes, pledges, deeds to secure debt, mortgages and/or other instruments encumbering the property of MCA, or to transfer any and all of the property of MCA.
- D. If some catastrophic event occurs that precludes the Board from normal assembly, then those Directors who are capable of assembling, either in person or through a communication system that permits all of the participants to hear each other, shall convene as required and take any necessary action to preserve as a corporate entity until the emergency ceases. The Directors capable of assembling may exercise any and all emergency powers, in the name of MCA, authorized under the Code if the action taken is reasonably necessary during the presence of emergency conditions. In the event of such catastrophic event, the emergency session shall be convened by any manner of reasonable, prudent and practical notice under the circumstances. For each emergency session so convened, the simple majority of those Directors capable of assembling shall constitute a quorum.

5.8 – Meetings of the Board of Directors

The Board of Directors shall hold at least twelve (12) monthly meetings during the calendar year, each prior to the date of the monthly meeting of the MCA membership body. Any matter relation to the affairs of MCA may be brought before the Board, unless notice of the matter is required to be included in the notice of the Board of Directors' meeting.

- A. Following their election, but prior to the date when their terms begin, the newly elected Board of Directors will meet in joint session with the outgoing Board of Directors for an organizational session at which they will review all pending matters before the outgoing Board, permit the incoming Board to organize its affairs, and establish a fixed meeting schedule as to the regular Board meetings.
- B. The Board may hold special meetings of the Board at the call of (A) the President; (B) the Vice- President; or (C) any two Directors. Notice of each special meeting of the Board is to be sent to each Director by the most efficient means, addressed to the address of record in the membership roster, at least two (2) days prior to a

special meeting. Where circumstances require a meeting with less than two (2) days written notice, such notification to each member of the Board of Directors may be made by any other reasonable method.

- C. At Board meetings, a quorum consists of at least five (5) voting members of the Board. If, at any meeting, less than a majority of the Directors are present to constitute a quorum, a majority vote of the Directors present may adjourn the meeting without further notice.
- D. The Board or any Committee may utilize a contemporary communications system in which all participants in the meeting can hear each other, and which provides for at least two-way communication. Participation in a meeting by this system constitutes the presence of the participant at the meeting.
- E. It is understood in the transaction of business, the meetings of the Board may be conducted with informality. However, this informality does not apply to procedural requirement limitations contained in MCA's Articles of Incorporation, these Bylaws, or the Code. Without limitation upon the foregoing, and at the discretion of a presiding Director, meetings of MCA shall be conducted according to generally understood principles of parliamentary procedure as stated in MCA's Articles of Incorporation, these Bylaws or a recognized procedural reference authority. The procedural reference authority for is designated as the latest edition of *Robert's Rule of Order - Newly Revised*.

5.9 – Voting and Quorum at Board Meetings

Each Officer of the Corporation has one vote on the Board; the President votes only in the instance of a tie. Once a quorum of five (5) voting Directors is established, all matters put to a vote before the Board will require the affirmative vote of the majority of Directors voting on the matter, in the presence of a quorum, unless a greater majority is required by these Bylaws, the Articles of Incorporation or the Code.

- A. All action required or permitted by the Board, under the provisions of the Code, MCA's Articles of Incorporation and these Bylaws shall only be taken at either a Regular Meeting or at a Special Meeting of the Board at which a quorum is present.
- B. The participation of a majority of the Directors, whether present in person or through a contemporary communications system, constitutes a quorum of the Board in order to conduct business.
- C. At any meeting of the Board, except as otherwise provided by the Code or these Bylaws, the affirmative vote of a majority of the Directors casting a vote on a matter, in the presence of a quorum, shall be the act of the Board of Directors.
- D. If, at any meeting, less than a majority of the Directors are present to constitute a quorum, and the Directors present decline to adjourn the meeting, the meeting will be conducted in accordance with Section 5.6 above. However, the minutes of said meeting, in addition to a summation of the discussion, shall clearly state a) that a quorum was not present; b) the names of the Directors in attendance; and c) that any conclusions reached at the meeting are not to be considered as the act of the Board of Directors, only of those individual Directors in attendance.

5.10 – Dissent or Abstention

Any Director present at a meeting of the Board of Directors when an action is taken by the Board is deemed to have assented to the action taken unless (1) he/she, during the course of the meeting, objects to the manner of transaction of business during the meeting, or to the continuation of the meeting, and delivers written notice of her/his dissent to (a) the presiding officer of the meeting before its adjournment or (b) to the Secretary immediately upon the adjournment of the meeting, and her/his dissent or abstention for the meeting or the action(s) taken at the meeting is (are) entered into the official minutes of said meeting.

5.11 – Removal of Directors

One or more Directors may be removed by the majority affirmative vote of the MCA membership body at a regular or special meeting of the MCA membership, and where notice of a member's intention to present a motion for removal has been given to the membership pursuant to Section 4.5 of these Bylaws. A separate vote on removal must be made as to each Director proposed for removal. Cause for removal shall include, but not be limited to: malfeasance, nonperformance of duties, misappropriation or misuse of funds, behavior or activities that constitute or could be construed as a conflict of interest as defined elsewhere in these Bylaws, or activities or conduct that subjects MCA, its Board and Officers to liability.

- A. One or more MCA members in good standing shall, in a written statement to the Board, notify the Secretary of their causal reason(s) for the proposed removal. In the event the Secretary is the subject of the removal request, then the written statement shall be delivered to the President of the Board.
- B. The President, or Secretary if applicable, shall:
 - 1. Convene a Special Meeting of the MCA membership body to determine the merit of the request for removal. Said meeting shall be a meeting held within thirty (30) days of the date the Secretary received the written request for removal;
 - 2. Notify, in writing (by certified mail, return receipt requested), the Director so charged of the request for her/his removal and the date and time of the Special Meeting being convened to determine the validity of said request for removal;
 - 3. Send copies of said notification, in a like manner, to the remaining members of the Board of Directors

4. Give notice to the MCA membership of the date and time of the Special Meeting, and the proposed action to be taken at said meeting.
- C. At the Special Meeting of the MCA membership body convened to determine the validity of the request for removal, the member(s) initiating the call for removal shall present their case for removal and that the removal is justified. The Director subject of the removal action shall be permitted to refute the charges against her/him.
- D. Written notification or action taken on the request for removal, whether affirmative or negative, shall be sent (by certified mail, return receipt requested) to the Director so charged within five (5) business days of the Special Meeting.
- E. Any unexpired term created by the removal action described in this section shall be filled as provided in Section 5.11 of these Bylaws.

5.12 – Resignation of Directors

An individual may resign her/his position on the Board of Directors of MCA by providing the Secretary with a copy of her/his resignation letter addressed to the President of the Board. Any unexpired term created by the resignation shall be filled as provided in Section 5.11 of these Bylaws.

5.13 – Replacement of Directors

- A. Any Director who has not executed the duties of the Office/Committee Chair to which he/she was elected during a period of no less than ninety (90) days may be removed due to absence by an affirmative vote of two-thirds (2/3) of the remaining Directors.
- B. In the event of removal by election of one or more Directors, the provisions of Sections 4.5 and 4.6 shall apply. The Nominations Committee shall be organized and expedite the election of new Directors to the vacancies on the Board by convening a special meeting of the membership at least within fifteen (15) days after the date of the meeting at which Directors were removed, with all members voting in person, for the purpose of filling these vacancies.
- C. If any Director-elect declines election or fails to assume the responsibilities of Director, that position is considered vacant as of February 1 of the year the term begins and is filled in accordance with paragraph D of this Section.
- D. When a vacancy occurs on the Board other than the President, that vacancy may be filled by appointment of the President, until the vacancy is filled by the vote of the membership at the next regular or special meeting of the membership body. The Nominations Committee will reconvene to accept, propose, verify and certify nominees for the special election within a two (2) week period after the vacancy is created. Otherwise, a special election will be conducted at the first membership meeting after the vacancy has occurred.

5.14 – Financial Regulations

The Directors serve on a voluntary basis and, as such, shall not receive any compensation from the Board; however, the Board may see fit to reimburse individual Directors for any reasonable and necessary expense incurred if such expense was pre-approved by all Board or the membership body. Otherwise, reimbursement shall occur only if the membership, at a regularly scheduled monthly meeting with a quorum present, votes affirmatively to make the reimbursement. No Director, Committee Chair, Committee member or MCA member may receive any salary, fees, compensation, commission or other payment for rendering specific services for MCA.

5.15 – Limitation of Service

No person may simultaneously hold more than one Office or Committee Chair position in MCA, which includes the offices of President, Vice- President, Secretary, Treasurer, Parliamentarian, Chaplain, Membership Officer, or the Chair of any committee listed in Section 5.3 of these Bylaws.

5.16 – Board Committees

The Board of Directors may establish such temporary committees composed of at least two (2) members of the Board as determined to be necessary and proper for time to time. The membership of such committees shall be composed solely of Directors; but if the committee charge and function does not involve the management responsibility of the affairs of MCA, then active MCA members in good standing who are not currently Directors may be appointed.

ARTICLE VI GENERAL ADMINISTRATIVE POLICY

6.1 - Fiscal Year

The fiscal year shall begin on the first day of January and shall end on the last day of December in the same year.

6.2 - Corporate Seal

The Board shall cause to be created an official seal of the corporation which shall consist of an impression bearing the full name of MCA around the perimeter and the word "seal" and such other information in the center thereof as the Board deems appropriate. No substitute manner of seal shall be permitted to be used or deemed to be the Corporate Seal of MCA, except that until such time as the official seal is physically available, - may temporarily use an impression or writing bearing the words "Corporate Seal" enclosed in parentheses or scroll. The Secretary shall ensure that the Corporate Seal of MCA is affixed to all documents, the execution of which on behalf of MCA under its seal is duly authorized in accordance with the provisions of these Bylaws.

6.3 - Contracts

The Board may authorize, by written resolution, any member, agent or agents of MCA in addition to the Board members so authorized by these By-Laws, to enter into any contract, to execute and any instrument in the name of and on behalf of MCA, and such authority may be general or confined to specific instances, provided that said resolution shall be signed by the President and attested to by the Secretary of MCA.

- A. The President's signature shall be required, along with the that of the Secretary, on any deed, mortgage, bond, contract or other instrument which the Board has authorized to be executed, except in such case where the signing and execution thereof shall be expressly delegated by the Board, or by these Bylaws, or by statute, to some other agent of MCA.
- B. Except as provided for elsewhere in these Bylaws, the attestation by the Secretary shall be necessary to make any contract, conveyance or other instrument, which has been executed by and on behalf of MCA in the manner provided for in these Bylaws, valid and legally binding.
- C. In the event of the President's inability or refusal to act, then the signature of the Vice-President shall be required, however, if the office of Vice-President is vacant, then the required signature shall be that of the Secretary and the attestation shall be made by the Treasurer.

6.4 - Gifts and Gratuities

The Board of Directors may accept on behalf of MCA any contribution, gift, bequest or devise which is contributed, given, bequeathed or devised for the sole purpose of furthering the stated purposes of MCA, provided that the acceptance of same does not constitute a conflict of interest as defined elsewhere in these Bylaws. Without limitation on the foregoing, individual members of the Board, employees or agents of MCA are prohibited from accepting gifts, monies or gratuities from:

- A. any person(s), corporation or agency receiving benefits or services under any program financed by local, state or federal funds; or
- B. any person(s), corporation or agency performing services under contract to or for MCA; or
- C. any person(s), corporation or agency that is otherwise in a position to benefit from the actions of MCA's Board.

6.5 - Administrative, Financial and Legal Staff

- A. The Board of Directors may, if it deems appropriate and necessary for the conduct of business, contract an Executive Director to manage the daily operations of MCA, and to execute the policies of the Board. The Board shall determine the qualifications, duties and compensation for the Executive Director. The Executive Director shall be the Chief Administrative Officer of MCA and shall serve at the pleasure of the Board of Directors and will be responsible for implementing the policies and programs of MCA. The Executive Director may appoint and contract other staff, subject to the limitations of Article IV.4 of these Bylaws.
- B. The Board may, if it deems appropriate and necessary for the conduct of business, contract any of the following independent consultants, subject to the usual and customary rules governing competitive bidding. The Board may combine the duties of two or more positions if it deems such a combination is in the best administrative interests of MCA.
 1. No more than one (1) Administrative Assistant to record and transcribe the minutes of all meetings and to assist the Secretary in the preparation of any resolutions, correspondence or other clerical duties as may be needed. Said individual shall have verifiable credentials and references, and shall be contracted for on an annual basis.
 2. No more than one (1) Attorney, to advise the Board on all legal matters affecting MCA, its Directors, Officers and staff. Said Attorney shall be certified to practice law in the State of Georgia, have verifiable credentials and references and shall be contracted for on an annual basis.
 3. No more than one (1) Certified Public Accountant ("CPA") to prepare MCA's annual tax returns, conduct audits of the Fund's financial records and to advise the Board on all accounting procedures and matters. Said CPA shall have verifiable credentials and references and shall be contracted for on an annual basis.
 4. No more than one (1) Insurance Consultant to advise the Board on and furnish all insurance policies the Board deems necessary, and/or as required by these Bylaws or the Code, provided that such policies written are with a company or companies having a Best AAA or better rating. Said individual shall be licensed to sell insurance in the State of Georgia, have verifiable credentials and references and shall be contracted for on an annual basis.
 5. No more than one (1) Investment Counselor to make recommendations to the Board on the investment of funds

under the Board's jurisdiction. Said individual shall be licensed to sell securities in the State of Georgia, have verifiable credentials and references and shall be contracted for on an annual basis.

6.5 - Financial Management

The named depository institution and the signatory on any financial account(s) established in the name of MCA shall be initiated by appropriate resolution of the Board of Directors. All MCA bank accounts will require three names and two signatures on all withdrawals.

- A. The signature of the Vice-President shall be a mandatory signature on all financial documents, with the second signature being that of the Treasurer, except that in the absence or disability of the Treasurer, the signature of the Secretary shall be the second signature. One of the authorized signatures should be of another board member other than the President.
- B. The Treasurer shall deposit any and all monetary amounts received into MCA's bank account within seventy-two (72) hours of their receipt by her/him.
- C. No checks, drafts or order for the payment of money, notes or other evidences of indebtedness shall be issued in the name of MCA unless said issuance has been approved by written resolution of the Board of Directors, except when the expenditure is part of an ongoing contract or project previously approved by Board resolution.
- D. An amount equal to a minimum of seven percent (7%) of all monies received shall be set aside for long term investment at the best rate available at the time of investment. Said investment is solely to ensure that MCA shall have future funds available to it.
- E. The provision of Article 12 of the Code, relating to the sale of all, or substantially all, of the assets of the Corporation outside the regular course of business is adopted by the Corporation by this reference as a Bylaw of the Corporation.
- F. The Treasurer shall prepare an operating budget and for the upcoming fiscal year, which shall be submitted to the Board at the last general meeting of the current year. The Board shall, at the same meeting, approve said budget, with or without modification.
 1. Any expenditure not provided for in the budget, totaling five hundred dollars (\$500) or more of MCA's funds, may not be made unless approved by the MCA membership body.
 2. No expenditure not provided for in the budget, greater than one thousand dollars (\$1,000) may be made unless approved by the Board and the membership body.

6.6 – Reimbursement by MCA Employees

- A. Any payments made to an employee or independent contractor of the corporation in the form of reimbursement, a salary, or bonus payment, that is disallowed in whole or in part as a deductible expense to the Corporation for Federal or State income tax purposes by the Internal Revenue Service or the Revenue Department of any State, shall be reimbursed by such employee to the Corporation to the full extent of such disallowance within six (6) months after the date on which the Corporation is assessed a deficiency with respect to such allowance. It shall be the duty of the Board of Directors of the Corporation to enforce payment to the Corporation by any such employee for the amount disallowed.
- B. MCA shall not be required to legally defend any proposed disallowance by the Internal Revenue Service or by the Revenue Department of any state, and the amount, as finally determined by agreement or otherwise which is actually allowed as a deduction. In lieu of payment to the Corporation by such employee, the Board of Directors may, at the discretion of the Board, withhold reasonable amounts from such employee's future compensation payments until the amount owed to the Corporation has been fully recovered.

ARTICLE VII CONFLICT OF INTEREST

7.1 - Interested Directors

No contract or other transaction of MCA shall, in the absence of fraud, be affected, influenced or validated by the fact that any Director, Committee Chair, Employee or Agent of MCA, or any corporation, firm or association which he/she may be a Director, Officer, stockholder or member, may be a party to or may have an interest, pecuniary or otherwise, in such contract or other transaction provided that the nature and extent of her/his interest was disclosed to, or known by, the entire Board of Directors before acting on such contract or other transaction. In the case of a contract or other transaction between MCA and any other corporation controlling, controlled by, or under common control, with a Director, Officer, stockholder or member of any corporation, firm or association with which MCA proposes to contract or transact any business or other transaction, such Director may not be counted in determining the presence of a quorum at any meeting of the Board which shall authorize any such contract or such transaction, and such Director shall not participate in the vote to authorize any such contract or transaction.

7.2 - Georgia Nonprofit Code Provisions

Without limitation on the foregoing the provisions of Article 8, Part 6 of the Code relating to rules governing the procedures to be

applied where an Director has a conflicting interest in a transaction involving MCA is hereby adopted by this reference as a Bylaw of MCA, subject to any non-conflicting limitations set forth elsewhere in these Bylaws.

ARTICLE VIII INDEMNIFICATION

8.1 - Authority to Indemnify

- A. MCA shall, to the fullest extent permitted by the Code, indemnify and hold harmless each member of the Board and former members of the Board, and may indemnify all employees or agents of MCA, against and from all liabilities, loss, cost, and reasonable expenses (including amounts paid in satisfaction of a judgment, in compromise, or as fines and penalties, and counsel fees) hereafter incurred by her/him in the defense, payment, or settlement of any civil or criminal claim, action or proceeding (including appeals) brought or threatened against her/him while in office, except with respect to any matter as to which he/she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that her/his action was in the best interest of MCA; provided, however, that, as to any matter disposed of by a compromise, payment by such Director, Committee Chair, employee or agent, pursuant to a consent degree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall have been approved as being in the best interest of MCA, after notice that it involves such indemnification, by one hundred percent (100%) of the disinterested Directors extent then in office.
1. As used in this Article of these Bylaws, the terms "interested" Director, Committee Chair or agent is defined as one against whom, in such capacity, the proceedings in question or another proceeding on the same or similar grounds is then pending. As used in this Article of these Bylaws, the terms "Director," "Committee Chair," "Board Member," and "agent" include their respective heirs, executors and administrators.
 2. The right of indemnification hereby provided should not be exclusive of or affect any other rights to which any Director, Officer or agent may be entitled.
 3. The rights of indemnification and exoneration accruing under this Article and Section shall apply whether or not such person continues to be an Director or Officer or other or agent at the time any such loss, cost or expense is suffered or incurred.
- B. Without limitation on the foregoing, the provisions of Article 8, Part 5 of the Code relating to indemnification by the Board of Directors of any person who has served as a Board Member of MCA or who has brought an action in the right of MCA, is adopted hereby by this reference as a Bylaw of MCA.
- C. No advance payment by MCA for any expense or liability permitted under this Article of these Bylaws or the code is authorized unless paid through an insurance policy maintained by MCA for this purpose.

8.2 - Liability Insurance

The Fund shall purchase and maintain insurance on behalf of all persons who are, or were, Directors, Committee Chairs, employees, or agents of MCA, or who are, or were, serving at the request of MCA as Director, Officer, employee or agent of another corporation, joint venture, trust or other enterprise, against any liability asserted against her/him in any such capacity, or arising out of her/his status as such, as provided by Code Section 14-3-857, whether or not MCA would have the power to indemnify her/him against such liability under the provisions of this Article or the laws of the State of Georgia.

8.3 - Request for Indemnification

The Secretary of MCA shall, promptly upon receipt of a request for indemnification advise the Board of Directors in writing of such request for indemnification and shall ensure determination of such entitlement to indemnification is made within a reasonable time a receipt of such written request by the Board of Directors in a manner consistent with these Bylaws.

8.4 - Time Limitation

The indemnification and payment of expenses provided by or granted pursuant to these Bylaws shall, unless otherwise provided when authorized or ratified, continue to a person who has ceased to be a Director, Committee Chair, employee or agent and shall inure benefit of the heirs, executors and administrators of such a person.

ARTICLE IX DISSOLUTION

9.1 - Procedure for Dissolving

If one or more Directors believe it is desirable or necessary to dissolve MCA, said Director or Directors shall make such recommendation to the Board of Directors to dissolve, giving the reasons why they believe dissolution is desirable and/or necessary. The Board shall instruct the Secretary to call a Special Meeting of the Board, in accordance with Section 4.5 of these Bylaws, and with the stipulations below, to consider the disillusionment question.

- A. The notice of the special meeting to consider dissolution shall state that attendance is required at the meeting and shall be sent by Certified Mail, Return Receipt Requested. The Secretary, in advance of the special meeting to consider dissolution, shall prepare a Resolution stating the reasons for dissolution. The Resolution shall also include a signature line for each Director, including space for indicating their affirmative or negative position on the dissolution question.

- B. The Director or Directors recommending the dissolution shall defend their position before the full Board of Directors at the special meeting. The Directors shall vote on the dissolution question by signing the Dissolution Resolution indicating their affirmative or negative position of the question.
- C. If two-thirds (2/3) of the members of the Board of Directors, at the special call meeting, vote to support the recommendation to dissolve, then the members of the Board of Directors, along with the Secretary and the Treasurer, shall be instructed to prepare a Plan of Dissolution, within a time certain but not greater than sixty (60) days of the date of the specially call meeting on disillusionment, for the Board to adopt.
- D. The Plan of Dissolution and all other documents and actions related to dissolution shall conform within the Georgia Nonprofit Code Sections 14-3- 1402, 14-3-1403 and 14-3-1404 and any related sections of the Code.
- E. After the Board of Directors obtains its prerequisite majority then it is required to take this matter back to the general membership body and obtain a two-thirds (2/3) of the attendants of the general board meeting.

9.2 - Distribution of Assets

- A. The All liabilities and obligations of MCA shall be paid, satisfied, and discharged, or adequate provision shall be made thereof.
- B. Any assets held by MCA under conditions requiring their return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
- C. After satisfaction of the foregoing, subject to any limitations imposed by the Code or the Articles of Incorporation, all remaining assets of the MCA shall be distributed to one or more established organizations that, at the time the distribution is made, has a current 501(c)(3) tax exempt status from the Internal Revenue Service.

**ARTICLE X
AMENDMENTS**

10.1 - Articles of Incorporation

Any amendment, alteration or repeal of the Articles of Incorporation of the MCA, or any portion of said Articles of Incorporation, shall not be adopted unless the following has occurred.

- A. Any member of the Board of Directors of may submit, in writing, to the Secretary a proposal to alter, amend, or repeal a portion or all of the Articles of Incorporation which shall be considered by the full Board at its next regularly scheduled meeting. The proposal shall contain the Article or Articles as currently written, the Article or Articles as proposed, with changes noted in bold italic type, and the rationale for the change.
- B. The Board shall review the proposal and shall vote to adopt or reject the proposal change. Approval of a proposal to alter, amend or repeal the Articles of Incorporation, or a portion thereof, shall require the unanimous, affirmative vote of all Directors then holding office, provided that a quorum, as defined in Section 5.7 herein, is present at the time said vote is taken.
- C. The Secretary shall prepare an original Board Resolution with a copy of the submitted proposal, stating the recommendation of the Board concerning the proposed change, which shall be signed all the Directors indicating their affirmative or negative position on the proposed change.
- D. All alterations, amendments or revocations made to the Articles of Incorporation shall become effective on the date the amended Articles of Incorporation are filed with the Georgia Secretary of State as required by the Code.

10.2 - Bylaws

- A. The Board of Directors of MCA shall have all power legally allowed it under the Code to alter, amend or repeal these bylaws or to adopt new bylaws, except that:
 - (1) The provisions of Article VI or any other provisions affecting the determination of a quorum, the manner of acting for the conduct of business shall not be altered, amended or repealed; and
 - (2) The provisions of Article X or any other provisions affecting the manner of acting as related to conflict of interest shall not be altered or repealed and may only be amended to correct any language in conflict with the Code; and
 - (3) The provisions of Article IX or any other provisions affecting the manner of acting related to contracts, gifts and gratuities, or financial management, or the attestation or signatory requirements shall not be altered, amended or repealed; and
 - (4) The provisions of Article IV or any other provisions affecting the number, composition and manner of selection of the the Board of Directors of MCA shall not be altered, amended or repealed; and
 - (5) The provisions of Article XI or any other provisions affecting the indemnification policies and procedures shall not be altered or repealed, and may only be amended to correct any language in conflict with the Code and/or the IRS; and
 - (6) The provisions of Article XII or any other provisions affecting the dissolution of the Fund shall not be altered or repealed, and may only be amended to correct any language in conflict with the Code and/or the IRS.
- B. All alterations, amendments or revocations made to the Articles of Incorporation shall become effective on the date the

- amended Articles of Incorporation are filed with the Georgia Secretary of State as required by the Code.
- C. The Board shall review the proposal and shall vote to adopt or reject the proposal change. Approval of a proposal to alter, amend or repeal the Articles of Incorporation, or a portion thereof, shall require the unanimous, affirmative vote of all Directors then holding office, provided that a quorum, as defined in Section 5.7 herein, is present at the time said vote is taken.
 - D. Any action by the Board of Directors with respect to the altering, amending or repealing of any portion of these Bylaws shall be made by Resolution and taken by an affirmative vote of a two-thirds (2/3) majority of all Directors then holding office, provided that a quorum, as defined in Section 5.7 herein, is present at the time said vote is taken.
 - E. Once adopted, any change to these Bylaws is immediately effective, unless some later date is designated in the Resolution for the change so adopted.
 - F. These Bylaws shall be reviewed at least once every five (5) years by the full Board of Directors.

CERTIFICATION

I hereby certify that these Amended Bylaws were adopted by the Board of Directors at their meeting held this the 5th day of December, 2011.

Elizabeth Berkes, Secretary

AMENDMENT(S)

I hereby certify that these Bylaws were amended by the body of the Mechanicsville at the Annual meeting held Monday, the 5th day of November 2018.

AMENDMENTS MADE: (1) The term length of the Board of Directors was changed from one year to two years. This changed the Annual meeting that was written originally in these Bylaws to a Bi-Annual meeting. (2) The date of the Bi-Annual meeting was moved from the first Monday in November to the first Monday in December.

Ocie Fulford, Parliamentarian