

BYLAWS

WEST END NEIGHBORHOOD DEVELOPMENT, INC.

(Re-stated and amended March 2018)

ARTICLE I Name and Location

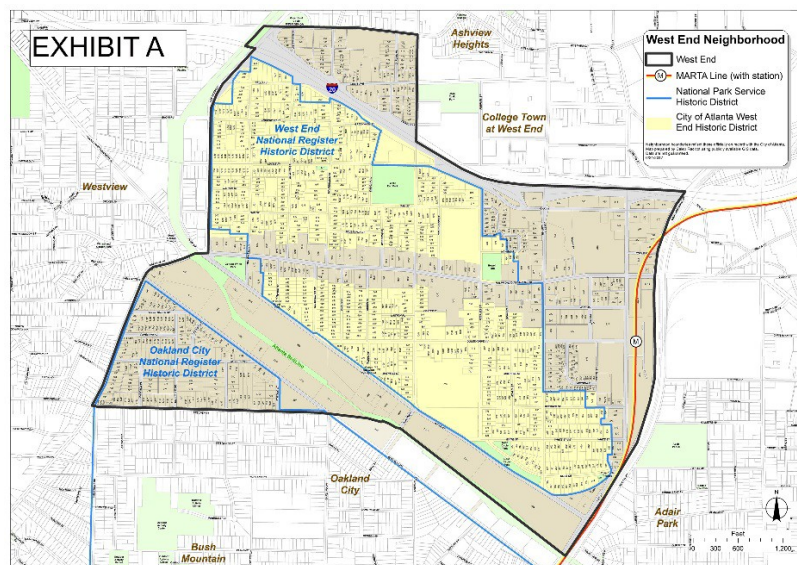
The name of the organization is the West End Neighborhood Development, Inc. (commonly called “WEND”). WEND is located in and represents the interests of the West End neighborhood of Atlanta which is depicted on the Official Map of the City of Atlanta as lying mainly within the following boundaries:

The northern boundaries are Westview Drive (between Langhorn Street and Lawton Street), Lawton Street (between Westview Drive and I-20), and Interstate 20 (between Lawton Street and West Whitehall Street). The eastern boundary follows the centerline of the Norfolk Southern rail corridor from Interstate 20 to the centerline of the Atlanta BeltLine corridor. The southern boundaries are the centerline of the Atlanta BeltLine from the Norfolk Southern rail corridor to Beecher Street (at Oakland Drive) and Beecher Street (between Oakland Drive and Cascade Road). The western boundaries are Cascade Road (between Beecher Street and White Street) and Langhorn Street (between Cascade Road and Westview Drive).

The boundaries of the West End Historic District, per the City of Atlanta are generally as follows; however, some specific parcels adjacent to these boundaries may also be included in the Historic District. Please always refer to the map and/or contact the City of Atlanta to verify the specific status of any parcel located within the greater West End neighborhood.

The northern boundaries are Sells Avenue (between Langhorn Street and Interstate 20), Interstate 20 (between Atwood Street and Dargan Place) and Lucile Avenue (between Dargan Place and Peoples Street). The eastern boundaries are J.E. Lowery Blvd (between Ralph David Abernathy and Beecher Street) and Lee Street from Beecher Street to Industrial White Street). The southern boundary is Industrial White Street from Lee Street to Hopkins Street. The western boundary is Langhorn Street (between Ralph David Abernathy Blvd and Sells Avenue.

Exhibit A: West End Neighborhood according to Official Maps of the City of Atlanta and West End Historic District Defined by the City of Atlanta and the National Park Service West End National Register of Historic Places District. (Full scale version of map available in addendum.)



ARTICLE II

Article of Organization

WEND exists for the residents and residential property owners as a neighborhood organization for its members and is incorporated as a non-profit, tax-exempt corporation under Section 501-C4 in accordance with the Internal Revenue Code. The *Articles of Incorporation* are the same as the *Bylaws*, and may be amended as described herein.

Exhibit B: Letter of Determination from the IRS.

In the event of any question regarding the *Articles of Incorporation*, the *Bylaws* shall be deemed to be the *Articles of Incorporation*.

ARTICLE III

Mission Statement, Purpose and Objectives

The Mission of WEND is to provide leadership in promoting the vitality of the West End neighborhood. WEND is a neighborhood organization whose membership is primarily comprised of residents and residential property owners of West End. WEND is organized for the purpose of preserving and enhancing the residential character and livability of the West End neighborhood as well as improving the quality of life for its residents and residential property owners.

WEND's objectives include, but are not limited to, the following:

- to promote policies and plans for appropriate land uses and compatible land development;
- to develop and pursue strategies which preserve and protect the uniqueness of the architectural character and historic fabric of residential areas in West End in accordance with the Code of Atlanta, Zoning Ordinance, Section 16, Chapter 20G, *West End Historic District*, attached herein as Exhibit C;
- to promote commercial developments compatible with its character;
- to promote and preserve the cultural and ethnic diversity in the West End community;
- to promote and enhance West End as a cultural, educational and commercial center in the City of Atlanta;
- to maintain an ongoing working relationship with the City of Atlanta and Fulton County departmental heads and officials;
- to act as a conduit for residents seeking advice regarding issues in the West End community;
- to promote and enhance public safety.

Exhibit C: [Code of Atlanta, Zoning Ordinance, Section 16, Chapter 20G, West End Historic District.](#)

ARTICLE IV

Membership and Dues

Any West End resident or property owner may become a Member of WEND. Members are classified as follows:

1. A Regular Member is any resident who lives in West End. Annual Dues are paid each calendar year. A Regular Member must pay his/her Annual Dues at the first meeting they attend of the current calendar year, and show proof of residency. A regular Membership is \$20 per person per calendar year, subject to change.

2. An Associate Member is any non-resident residential property owner who advocates for and promotes the goals and objectives of WEND. Annual Dues are \$50 per person per calendar year, subject to change.
3. A Sponsor Member is an organization or business that advocates for and promotes the goals and objectives of WEND and may or may not reside or do business in West End. Annual Dues are \$100 per calendar year, subject to change. In-kind donations of goods and/or services deemed valuable to the organization may be deemed an appropriate substitute for payment of annual dues for Sponsor Members; however, all such determinations are at the discretion of the membership committee and/or Board of Directors and must be renegotiated on an annual basis.

Annual dues amount is finalized no later than the November General Body Meeting for the next Calendar Year, with approval by a simple majority of Members in Good Standing.

A Member in Good Standing is defined as a Regular Member who has paid his/her Annual Dues for the current calendar year (as described in Article IV, *Membership and Dues*) and has attended at least two (2) of the previous four (4) meetings.

Only Members in Good Standing shall be eligible to vote on the official business of WEND, become a member of the WEND Board of Directors or serve as the Chairperson of any WEND committee.

ARTICLE V Board of Directors

Section A. Purpose

West End Neighborhood Development, Inc., (*WEND*) shall be managed under the direction of the Board of Directors (hereinafter known as the "Board"). The WEND Board shall direct and oversee the business and property of the Corporation and determine questions of policy. The powers are defined as outlined in these Bylaws.

Section B. Composition

The Board shall consist of six (6) elected members (hereinafter known as "Officers") plus one WEND past president, for a total of seven (7) Members of the Board of Directors (hereinafter known as "Directors"). The Officers will be elected by secret ballot at the October Meeting, and serve, after the initial election period, for two (2) consecutive years. Each Director must be a member in good standing, according to Article IV of these Bylaws.

The Board of Directors consists of the following Directors:

- President
- First Vice-President
- Second Vice-President
- Corresponding Secretary
- Recording Secretary
- Treasurer
- Past WEND President

A Parliamentarian shall be appointed to the Board by the President, and approved by the Board by majority vote. The Parliamentarian is appointed in an advisory capacity and shall have no vote at Board meetings.

The Past-President position shall be appointed by the President and approved by the Members in Good Standing at the November General Body Meeting.

All appointees, including, but not limited to, Parliamentarian and Past-President, must be Members in Good Standing.

Section C. Term of Office

Officers shall be elected by Members in Good Standing to serve a two-year term.

Elections shall be held in odd-numbered years for the positions of President, Second Vice President and Recording Secretary.

Elections shall be held in even-numbered years for the positions of First Vice President, Corresponding Secretary and Treasurer.

Any Member in Good Standing appointed to or elected to fill a vacancy as outlined in Article VI, *Officers & Directors of WEND*, Section H: Vacancies of Officer Positions, shall serve for the remainder of the vacated term.

Section D. Board of Directors Meetings

The Board shall hold its meetings monthly at a time and place (within the West End) to be determined by the Board.

Specifics surrounding the location, date and time of Board monthly meetings will be provided to the WEND General Body at the beginning of each year and any changes will be announced at the preceding regularly scheduled WEND General Body meeting.

A simple majority of the Board of Directors, constitutes a quorum. Voting on any matter may only occur when there is a quorum of the board present.

Special Meetings:

The reason for Special Meetings is to deal with matters that may arise between regular meetings and that require action by the Board before the next regularly scheduled meeting, or to dedicate an entire session to one or more particular matters.

Special Meetings may be held when either four (4) Directors or the President call for such a meeting. The Corresponding Secretary shall give notice by phone, text, or email to each Director and the Parliamentarian, at least three (3) days in advance of the Special Meeting. The notice shall provide time, place and reason. Whether a Special Meeting is open to the public and/or WEND members is at the discretion of the Board.

Transitional Board Meetings:

A Transitional Board Meeting will occur each year before the December General Body Meeting. The purpose of the Transitional Board Meeting is to familiarize new Directors with the ongoing operations of WEND and to pass on specific information and documents associated with any transitioning roles. All current, incoming and outgoing Directors are expected to be present at this meeting.

The current or outgoing President shall preside over this meeting and will:

- review and distribute a current copy of the bylaws;
- outline expectations for Directors;
- ensure proper transfer of all organizational records, including, but not limited to: current copies of

bylaws, meeting minutes, bank statements and treasurer reports;

- review procedures for expense reimbursements and requesting payments for approved WEND expenditures
- schedule a time to update banking signature cards

Section E: Board of Directors' Duties

The Board of Directors shall:

1. Uphold WEND's Mission Statement, Purpose and Objectives, as stated in Article III of these Bylaws;
2. Know his/her duties as a director, be familiar with these Bylaws and Parliamentary Procedure;
3. Call Special Meetings as necessary;
4. Meet monthly to manage and oversee the affairs of WEND, to include all properties, funds and dues;
5. Review and approve all requests to present before the WEND General Body
6. Meet with Committee Chairpersons to develop position statements and cultivate strategies to address issues confronting the neighborhood;
7. Report all Board recommendations and decisions, including, but not limited to, those requiring a vote of approval by Members in Good Standing, to the General Body at the monthly WEND meeting;
8. Propose the budget of WEND based on requests and recommendations from Board Members and Committee Chairs. The Budget must be approved by two-thirds (2/3) of the Board of Directors before it is presented to the General Body for approval.
9. Prepare and distribute an Agenda for General Body meetings
10. Control the disbursement of WEND's property and funds, in the event of Dissolution, as described in Article XII.
11. Authorize Chairpersons of a committee to enter into contracts or execute and deliver instruments in the name of or on behalf of WEND by a vote of 2/3 of the Directors. All signatures on new contracts or extensions of existing contracts must be approved by the Board.

ARTICLE VI Officers & Directors of WEND

Section A: Purpose

Officers and Directors shall uphold and promote the Mission, Purpose and Objectives of the organization as outlined in Article III of these Bylaws. The Board of Directors is the governing body of WEND, according to Article V, *Board of Directors*.

Section B: Order of Succession

1. President
2. First Vice-President
3. Second Vice-President
4. Corresponding Secretary
5. Recording Secretary
6. Treasurer
7. Past-President

A Parliamentarian will be appointed by the President to serve in an advisory capacity. He/She will have no vote on the Board, but may vote by secret ballot at the General Body Meetings.

Section C: Term in Office

Each office shall be filled for a term of two (2) years, after the initial election, according to Article V, Section C.

Section D: Election

The annual election shall be held at the regularly scheduled October General Body Meeting, and shall be for the purpose of electing Officers, in accordance with Article V.

Only Members in Good Standing may vote. Any Member in Good Standing unable to attend the October General Body Meeting may vote by proxy provided that he/she has requested, in writing to the Nominating Committee, an authorized voter's proxy ballot at least two (2) weeks in advance of the scheduled election. The proxy must be submitted to an approved Nominating Committee member at least 24 hours prior to the election.

Section E: Qualifications

1. Each Director must be a Member in Good Standing, as defined in Article IV, at all times during his/her tenure in office.
2. Any candidate for office shall have served on at least one Committee, prior to the current nominating period, as verified by the Committee Chair.
3. Each Candidate must present a plan of action for the desired office.

Section F: Selection of Candidates

Formation of the Nominating Committee shall occur in August with a request for volunteer members at the August General Body Meeting.

The Nominating Committee shall be comprised of no less than three (3) and no more than five (5) Members in Good Standing, to include the Recording Secretary and the Parliamentarian. The President shall call for volunteers and these shall be considered, vetted and appointed by a majority of the Board of Directors.

The Nominating Committee shall be responsible for soliciting a slate of candidates from the General Body who meet the qualifications as outlined in Article VI, Section E. A final call for nominations shall be made at the September General Body Meeting. After verifying the qualifications of each candidate, the Nominating Committee shall submit the slate of candidates for office to the Board at the September Board of Directors Meeting and the

slate of candidates will be communicated to the membership in advance of the October General Body Meeting. At the October General Body Meeting and prior to voting, each candidate shall present his/her Plan of Action.

Section G: Conduct of Elections

Elections shall be conducted using secret written ballots.

The Nominating Committee shall prepare the ballots such that each candidate is listed with an option to vote “yes” or “no”. Even for those candidates running unopposed, voting members must indicate a “yes” or “no” vote on their ballot. The “yes” vote is a vote of support. The “no” vote is considered a vote of no confidence.

The votes will be tallied by the Corresponding Secretary and a member of the Nominating Committee, and shall be performed in public view at the time and place of the election. In the event that a candidate receives a majority vote of no confidence and has no opponent, the position will be treated as a vacancy, as per Article VI, Section H.

Section H: Vacancies of Director Positions

Director vacancies shall be filled by appointment made by the Board of Directors. Appointees must be Members in Good Standing and will be vetted by the Board of Directors.

The appointment will be temporary pending confirmation by a simple majority of the Members in Good Standing at the next General Body Meeting. After confirmation, appointees are expected to fulfill the remainder of the unexpired term.

Section I: Removal from Office

In the event an Officer fails to maintain the qualifications or prescribed duties of his/her office, a narrative statement identifying the deficiencies and a petition containing signatures of 33% of Members in Good Standing shall be presented by a Member in Good Standing at a scheduled Board of Directors meeting.

The Board shall review the document(s), make notification, hear the rebuttal (if the Officer-in-question so requests) and submit a recommendation to the membership at the next General Body Meeting. The Officer-in-question shall be allowed a public rebuttal immediately following the Board of Directors’ recommendation at the General Body Meeting.

A vote of 2/3 (66%) +1 of Members in Good Standing in attendance is required for the removal of an Officer. The vote for removal from office will take place by secret ballot vote immediately following the Officer-in-question’s rebuttal.

ARTICLE VII Duties of the Directors

In addition to fulfilling the Purpose (as defined in Article V, Section A), the following sections comprise the list of Director positions and their respective duties.

Section A. The President

- Shall be defined as the CEO of the corporation;
- Shall be the secondary signatory for checks, contracts;
- Should be chosen principally for the ability to preside and should be thoroughly familiar with the Bylaws

and well-versed in parliamentary law – even if he or she is to have the assistance of a Parliamentarian;

- Shall remain impartial at all meetings;
- Provides general direction and leadership to the membership;
- Acts as official spokesperson for the organization;
- Shall preside at all Board of Director Meetings, Special Meetings, Transitional Meetings and WEND General Body Meetings;
- Opens meetings at the appointed time by calling the meeting to order;
- Calls to approve meeting Agenda and meeting Minutes;
- Announces in proper sequence the business before the assembly according to the Agenda;
- Recognizes members who are entitled to the floor;
- States and puts to vote all questions that legitimately come before the assembly as motions, and to announce the result of each vote;
- Rules out motions not in order;
- Enforces the rules relating to debate and those relating to order and decorum;
- Expedites business in every way compatible with the rights of members as outlined in *Robert's Rules of Order*;
- Responds to inquiries of members relating to parliamentary procedure, or factual information;
- Serves as an ex-officio member of all committees except the Nominating Committee;
- Shall appoint a Parliamentarian, to be approved by the Board;
- Shall appoint a Past President, to be approved by Members in Good Standing at the November General Body Meeting;
- Declares a meeting adjourned when the assembly so votes or at the time prescribed;
- Presents a Plan of Action for the forthcoming year at the January General Body Meeting and a “State of WEND” address at the July General Body Meeting.

Voting: The presiding officer may always vote in elections conducted by secret ballot, to include annual Officer Elections and any vote to remove a Board member from office. In all other cases, the President shall only vote whenever his/her vote will impact the outcome – that is to say he or she may vote either to break or to cause a tie; or, in a case where a two-thirds vote is required, he or she can vote either to cause or to block the attainment of the necessary two-thirds.

The presiding officer may vote as any other officer at the Board of Directors Meetings.

Section B: The First Vice-President

- Shall assist the President in his/her duties;
- Presides over meetings at which the President is not in attendance;
- Encourages membership and activity in WEND by developing and implementing programs which increase membership;
- Identifies opportunities for and encourages WEND's involvement in current community-related issues and concerns;
- Shall serve as the official WEND representative at the Neighborhood Planning Unit (NPU) Executive and General Body Meetings and, therefore, must maintain NPU vote-eligible status throughout the year.
- Ensures efficient and effective communication between WEND and NPU.

Section C: The Second Vice-President

- Shall assume the duties of the First Vice President in his or her absence;
- Assumes the duties of the presiding officer when both the President and the First Vice President are unable to perform their duties or if their positions are vacant;
- Serves as a liaison between all Committee Chairs and the Board of Directors;
- Shall facilitate Committee initiatives, and proactively recruit members for committee participation;
- Attends committee meetings at his/her discretion;
- Provides committee updates to the Board of Directors.

Section D: Corresponding Secretary

- Assumes the duties of the presiding officer in the absence of the President, First Vice President and Second Vice President
- Records, distributes, secures and maintains a historical and chronological record of all Board of Directors Meetings, WEND General Body Meetings, Special Meetings and Transitional Meetings;
- Sends applicable minutes and agendas to PR Committee for posting to website;
- Prepares correspondences as required by the Officers;
- Provides NPU Executive Committee, through WEND's official representative (First Vice President), the documents necessary to remain a recognized neighborhood organization by the City of Atlanta;
- Provides members with advance notice of Special Meetings or of any changes to the time, date or location of the Regular Meeting or the Board of Directors Meeting;
- Provides the minutes, to include all items brought to a vote, from all meetings and makes the information available for distribution to Members;

- Maintains all correspondence, meeting minute records and agendas for archival purposes;
- Shall have custody of Corporate Seal and affix to all official, legally-binding documents approved by the Board of Directors;
- Picks up the mail and distributes to the appropriate person.

Section E: Recording Secretary

- Maintains a roster of general meeting attendance and of Board of Directors meeting attendance;
- Checks IDs or other proof of residency documents, as required, to verify membership and records the information in the WEND Official Membership Roster;
- Verifies voting eligibility, and assures paddles and/or ballots are distributed accordingly;
- Prepares quorum number in advance of meetings;
- Is a member of the Nominating Committee and provides documentation to determine eligibility of candidates nominated for an office of WEND;
- Determines the number of ballots needed and prepares a list of eligible voters before the October elections in conjunction with the Nominating Committee;
- Works with the Corresponding Secretary to ensure that all necessary records are filed with NPU;
- Maintains accurate membership records and Official WEND Member database;
- Shall work with membership chair to ensure membership records are consistently up-to-date;
- Shall be primary signatory for checks, contracts.

Section F: The Treasurer

- Is entrusted with the funds of WEND;
- Shall keep full and accurate account of receipts and disbursements in the official books of the organization;
- Deposits all monies in the name and to the credit of WEND in such depository as designated by the Board of Directors and the General Body;
- Has the authority to disburse the funds of WEND as ordered by the Board of Directors and approved by the General Body, in accordance with the annual budget;
- Is responsible for monitoring budgetary limits on disbursements, and for reporting and maintaining all receipts for committee disbursements.
- Is authorized to disburse requested funds on behalf of a committee chair or an Officer in excess of the approved budget, not to exceed \$300, with prior Board approval;
- Must receive Board and General Body approval for any requested disbursements greater than \$300, in excess of the approved budget;

- Is responsible for the annual filing of any and all necessary forms with the U.S. Internal Revenue Service, and the Georgia Department of Revenue, as well as with the Georgia Secretary of State;
- Prepares annual report for review and approval by Finance Committee prior to submission to IRS;
- Ensures that adequate and proper insurance is obtained and in force to protect the Corporation and its officers from any claim of malfeasance, negligence or other misdeed;
- Prepares checks for signature by the Recording Secretary and President (or the appropriate officer who is fulfilling their duties at the given time);
- Transacts business with the financial institution(s) and instrument(s) approved by the membership;
- Is authorized to accept contributions, donations or grant monies on behalf of the organization.
- Shall relinquish all books, papers, passwords, vouchers, monies and other properties of whatever kind in his/her possession or under his/her control, which are the properties of WEND, to the Recording Secretary in the event of resignation, retirement, death or removal from office;
- Reports the financial status of WEND at all WEND General Body meetings. These monthly reports are to include a summary of collection and disbursement amounts. More detailed quarterly reports will be made by the Finance Committee (or the Treasurer, in the absence of an active Finance Committee);
- Coordinates with the Finance Committee to submit all financial documents necessary to prepare the quarterly report;
- Assumes the duties of the presiding officer in the absence of the President, First Vice President, Second Vice President and Corresponding Secretary.

Section G: The Past President

- Shall serve in an advisory capacity;
- Provides leadership in supporting processes and procedures;
- Shares his/her experiences related to tenure as President to help in resolving issues and identifying potential problems.

Section H: The Parliamentarian

- Shall be appointed by the President to serve in an advisory capacity;
- Is a consultant who advises the President and other Officers, Committees and Members on matters of parliamentary procedure, and should be familiar with parliamentary procedure, protocol and current bylaws;
- Has no vote on the Board, but may vote by secret ballot at the General Body Meetings.

Parliamentary Procedures shall be governed by the latest authorized edition of *Robert's Rules of Order*.

ARTICLE VIII General Body Meetings

Section A. Regular Meetings

The Regular Meeting (also known as the General Body Meeting) of WEND will be held on the first Tuesday of each month (unless a different date is published on an annual calendar) and must be held in a location within the West End neighborhood. Regular Meetings will start at 7:00 p.m. Eastern Time, and every effort will be made to limit meetings to a maximum of ninety minutes, unless an extension is authorized at such meeting by a simple majority vote. Any change in the date of a published Regular Meeting shall require the approval of the Board and the General Body.

All presentations proposed for the regular meeting shall first be heard by the Board of Directors before being placed on the agenda and presented to the General Body. No presentation shall be made to the body without first being heard by the Board of Directors. The Board of Directors may or may not choose to express their opinion/recommendations including support or opposition of the merits of the presentation.

Section B. Special General Body Meetings

Special General Body Meetings may be called for any reason deemed necessary with at least two days' notice to the membership by any of the following affiliates of WEND:

1. President of the Board of Directors
2. A majority, four (4) or more members, of the Board of Directors
3. A minimum of 25% of Members in Good Standing of WEND

Section C. Quorum

The presence of thirty five percent (35%) of the Members in Good Standing at a Regular Meeting or Special Meeting shall constitute a quorum of the organization.

Section D. Meeting Procedure

The latest edition of *Robert's Rules of Order* shall govern the way meetings are conducted in all cases in which the rules apply and do not conflict with these Bylaws.

Section E. Order of Business

1. Call to Order (may include a brief moment of reflection/meditation at the Presiding Officer's discretion).
2. Approval of minutes from last meeting.
3. Adoption of Agenda
 - The Agenda shall be adopted by a simple majority (50%+1) of Members in Good Standing present.

- Guest speakers included and adopted as Agenda items shall be given no more than five (5) minutes for presentation and five (5) minutes for question and answers (Q&A).
4. Verification of Quorum
 5. Recognition of Public Officials
 6. Treasurer's Report
 - A summary of collection and disbursement amounts for the previous month to be presented at each monthly meeting.
 - A copy of the most recent statement from financial institution(s) shall be made available to members each month.
 7. Old Business
 8. New Business (to include approved Guest Presentations and President's Report, as needed)
 9. Committee Reports
 10. Announcements
 11. Adjournment

Agenda and/or order of business are subject to change with simple majority approval by Members in Good Standing present.

ARTICLE IX Committees

Section A. Standing Committees

The following standing committees shall exist to facilitate the business of WEND:

1. Membership & Community Relations
2. Events
3. Public Relations & Marketing
4. Preservation & Urban Design
5. Zoning, Land Use & Code Enforcement
6. Beautification & Environmental Health
7. Education
8. Public Safety
9. Finance

Such other special and sub-committees may be established by the Board of Directors as required by the future need of the organization, to promote and meet the Purpose, Objectives and Mission of WEND as defined in Article III of these Bylaws. Sub-committees may, as required, be established under existing Standing Committees.

Section B. Committee Chairpersons

The Chairperson of each Committee must be a Member in Good Standing at all times while holding the position. No Chairperson may serve simultaneously in that capacity on more than one Committee. If at least 10 Members in Good Standing or more than 25% of Members in Good Standing express, by petition to the Board of Directors, their dissatisfaction with the performance of any Chairperson, the Board of Directors shall be required to make a

recommendation of action at the next Regular Meeting.

Members in Good Standing will be asked to vote one of the following with regards to the Chairperson-in-question:

1. Vote of Confidence on Performance of Duties (dispose of petition);
2. Vote of No Confidence on Performance of Duties (give time to improve performance);
3. Vote of No Confidence on Performance of Duties (removal from position).

Any replacement Chairperson shall be nominated & selected by the existing committee and must be ratified by a simple majority (50%+1) of committee members.

Section C. Duties of Standing Committees

1. Membership Concerns & Community Relations

- Develop and implement activities that stimulate and retain resident involvement.
- Conduct membership drives.
- Develop and distribute new member packets/information.
- Provide new member information to Recording Secretary for inclusion in WEND member database.
- Establish relationships with other communities on behalf of WEND.

2. Events

- Plan and execute all WEND events throughout the year.
- Work with Public Relations & Marketing committee on event promotion.
- Promote member engagement through events and sponsorship activations.

3. Public Relations & Marketing

- Publish WEND newsletter.
- Maintain the organization website and hosting.
- Draft and submit press releases, as needed, to promote the interests of WEND.
- Establish and nurture relationships with local media outlets.
- Develop and deploy public relations and marketing strategies.
- Maintain information on neighborhood development and related subjects.
- Maintain official WEND social media accounts (Facebook, Instagram, Twitter, etc.).

4. Preservation & Urban Design

- Inform and educate residents, businesses, property owners, and others of the architectural and design heritage of the neighborhood.
- Disseminate the Atlanta Zoning Ordinance, Section 16, Chapter 20G, *West End Historic District* regulations and the *Residential Design Guidelines* of the West End Historic District.

- Review Certificate of Appropriateness (CoA) applications submitted to the Atlanta Urban Design Commission (AUDC) for conformance with West End Historic District regulations and prepare official WEND comments and/or position regarding CoA applications.
- Represents official position of WEND at City of Atlanta meetings (AUDC, NPU, Office of Design, etc.).
- Influence enforcement of Atlanta Zoning Ordinance, Section 16, Chapter 20G *West End Historic District* regulations.
- Maintain positive working relationship with local and municipal agencies to promote active monitoring and enforcement of ongoing construction activity.
- Work with the WEND Zoning Committee, when appropriate, on issues impacting neighborhood preservation and design.

5. Zoning, Land Use & Code Enforcement

- Maintain current information on zoning laws in West End and inform the organization of all zoning violations and petitions for variances and changes.
- Influence the enforcement of the zoning laws and design standards of the West End Historic District.
- Maintain positive working relationship with zoning and planning authorities, to include the below and other such authorities and applicants:
 - Zoning Review Board (ZRB)
 - Bureau of Buildings
 - Board of Zoning Adjustments (BZA)
 - License Review Board (LRB)
- Represents the will of the committee and/or general body at official meetings (NPU, Office of Zoning & Development).

6. Beautification & Environmental Health

- Conduct activities that maximize the aesthetic elements and minimize health hazards to residents of the West End.
- Organize and execute clean-up campaigns.
- Collaborate with appropriate city & state officials and inform them of needed actions.
- Ensure all streets within the Historic District have “Historic West End” street toppers.

7. Education

- Work to promote quality education in local elementary and secondary schools.
- Collaborate with local education and cultural institutions.
- Participates in parent-teacher associations and meets regularly with local education officials.
- Engages West End community to support local education initiatives.

8. Public Safety

- Partner with local law enforcement agencies to plan and implement activities that promote public safety in the West End.
- Receive monthly crime reports from Zone 4 and attend APD Zone 4 quarterly meetings.
- Attend monthly NPU meetings, as needed.
- Work with approved local Neighborhood Watch organization(s).

9. Finance

- Performs quarterly review of Treasurer's reports and presents to General Body. (See table below)

Quarter	Treasurer to submit financial documentation to Finance Committee by:	Month for Review	Finance Committee to report on review at the General Body meeting in the following months:
Q1 (January – March)	April 15	April	May
Q2 (April – June)	July 15	July	August
Q3 (July – September)	October 15	October	November
Q4 (October – December)	January 15	January	February

All Committees shall prepare and submit monthly reports to WEND at each Regular Meeting, unless otherwise specified by the Board of Directors.

Section D. Committee Members

All committee members shall be dues paid members of WEND. Each Committee should strive to have at least two members in addition to the Chairperson (or Co-Chairpersons). The Chairperson (or Co-Chairpersons) shall guide and direct all functions and activities of the Committee. However, a majority vote by the members of the respective Committee shall override the opinion of a Chairperson (or Co-Chairperson).

ARTICLE X Amendments

Section A. Proposed Changes to Bylaws

Proposed amendments and/or revisions to these Bylaws must be presented in writing to the Board of Directors. If the Board of Directors determines that such amendments and/or revisions warrant consideration, they must appoint a Bylaws Committee. The Bylaws Committee must then develop the language of the proposed changes and submit these recommendations to the Board of Directors. Upon simple majority approval by Board of Directors, this recommendation must go before the General Body for a vote of approval.

Section B. Adopting Proposed Changes to Bylaws

A vote of two-thirds of Members in Good Standing present at the appointed Regular Meeting is required for adoption of all amendments/revisions to the Bylaws provided the amendments/revisions were proposed in accordance with Article X, Section A. Any Member in Good Standing unable to attend the appointed Regular Meeting may vote by proxy provided that he/she has obtained an authorized voter's proxy from an authorized member of the Bylaws Committee and submits said proxy to such committee member at least 24 hours prior to the designated meeting.

ARTICLE XI Limitations

Section A. Member Limitations

Members are limited by the Bylaws, and in certain aspects, by the body of WEND, in their capacity to speak or act on behalf of WEND. The name of the organization, any of its funds or property or the name of any Member in the official capacities shall not be used to any purpose not appropriately related to the promotion of the Mission Statement, Purpose and Objectives of WEND (as outlined in Article III).

Section B Financial Limitations

WEND is not and shall not be for the purpose of gain to any Member. No part of the property of WEND and no part of its net earnings shall go to the benefit of any such Member, except that WEND shall be authorized and empowered to pay reasonable compensation for services rendered by a Member and to make payments and distributions in furtherance of the Mission Statement, Purpose and Objectives set forth in Article III.

Section C Deposits of Record and Fiduciary Obligations

The WEND Treasurer shall maintain checks and financial records of the organization. These records must be presented for viewing on the written request of the Board of Directors or the President. Failure to provide the requested records within 14 days of the request shall constitute ground for immediate removal. Such removal for cause shall be presented to the general body at a special meeting called by the Board of Directors.

No Treasurer shall make changes to accounts, create new accounts, or modify the requirements set forth herein. No Treasurer shall be a signatory on financial instruments. Authorized signatories are the President, First Vice President, Second Vice President and Recording Secretary.

All expenditures via check by the organization shall commence with a written request to the Treasurer to issue a check for signatures by appropriate parties. Such checks shall be made available to requestor within five (5) business days of said request. All checks shall bear the signatures of two official signatories (the President and Recording Secretary, where possible).

There shall be no direct debit instruments, credit instruments, bank drafts or any other instrument including "online" banking for the disbursement of WEND funds. All WEND funds must be maintained in a single Checking account at the institution of record, and no other. In order to effectively do business, the Treasurer is authorized to procure a prepaid debit card (which must be manually reloaded and is not directly tied to the checking account), which shall be used for all incidental expenditures (less than or equal to \$300) and for any budgeted transactions on behalf of the organization that require payment via credit card. Use of Board members' personal checks and credit cards for reimbursable WEND expenses should be avoided whenever possible.

Change of the bank shall require Board of Directors recommendation and ratification by a two-thirds (2/3) majority of the membership. Any changes to these limitations /requirements also requires Board of Directors recommendation and ratification by a two-thirds (2/3) majority of the membership.

ARTICLE XII Dissolution

Upon the dissolution of the corporation and after the payment or the provision for payment of all the liabilities of WEND, the Board of Directors will dispose of all assets of WEND exclusively for the purposes of Section 501-C(4) of the Internal Revenue Code. A court of jurisdiction in Fulton County, Georgia will dispose of any asset(s) not disposed of by the Board of Directors.

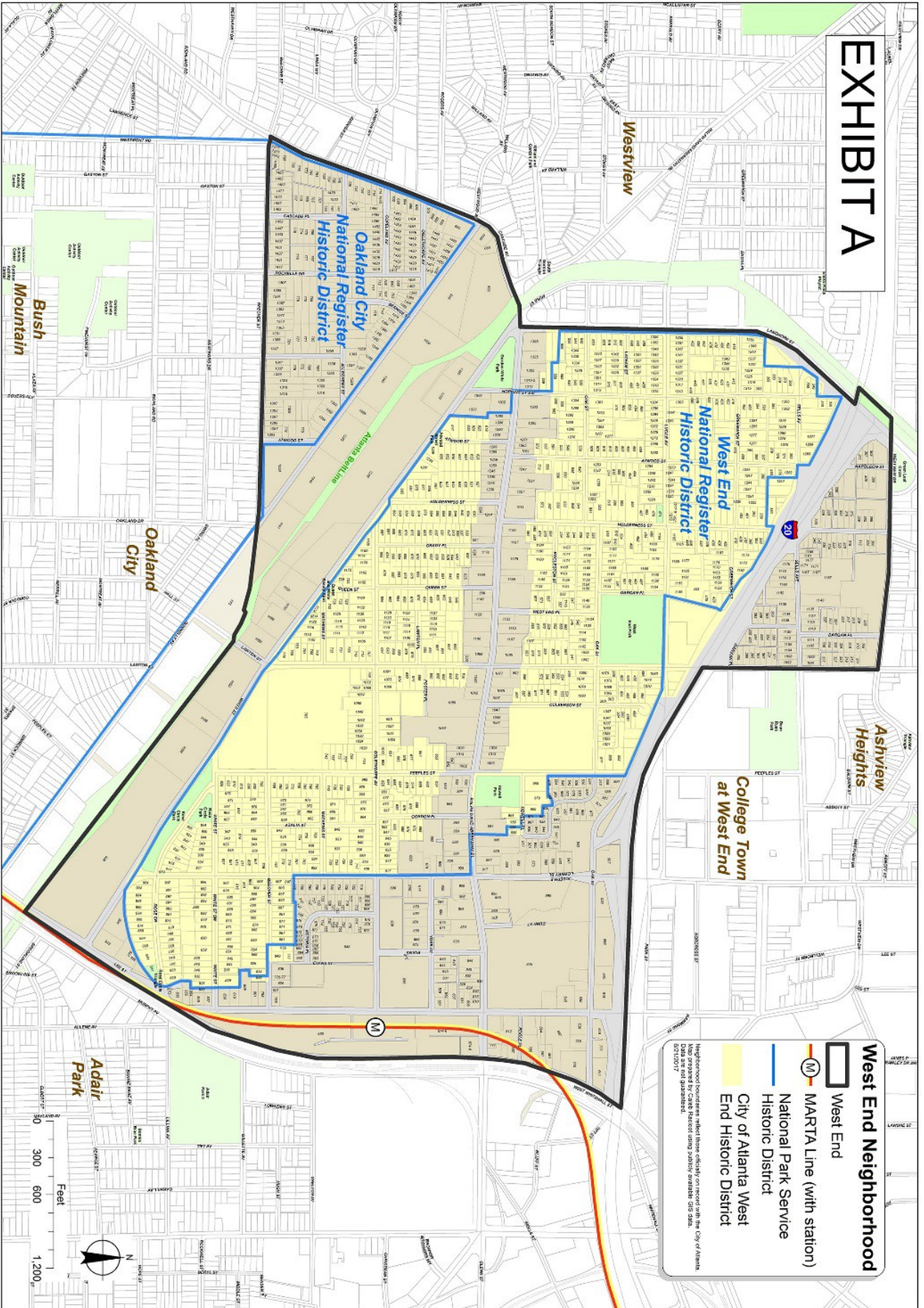
ADDENDA

Exhibit A: West End Neighborhood according to Official Maps of the City of Atlanta and West End Historic District Defined by the City of Atlanta and the National Park Service West End National Register of Historic Places District.

Exhibit B: Letter of Determination from the IRS.

Exhibit C: Code of Atlanta, Zoning Ordinance, Section 16, Chapter 20G, *West End Historic District*.

EXHIBIT A



P.O. Box 2508
Cincinnati OH 45201

In reply refer to: 0248667578
Jan. 28, 2010 LTR 4168C EO
58-1318658 000000 00

00013959
BODC: TE

WEST END NEIGHBORHOOD DEVELOPMENT
INC

PO BOX 10946
ATLANTA GA 30310-0946

f.t

006003

Employer Identification Number: 58-1318658
Person to Contact: Brian Bailey
Toll Free Telephone Number: 1-877-829-5500

Dear Taxpayer:

This is in response to your Jan. 19, 2010, request for information regarding your tax-exempt status.

Our records indicate that your organization was recognized as exempt under section 501(c)(4) of the Internal Revenue Code in a determination letter issued in June 197 .

Because you are not an organization described in section 170(c) of the Code, donors may not deduct contributions made to you. You should advise your contributors to that effect.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely yours,

'711

Michele M. Sullivan, Oper. Mgr.
Accounts Management Operations I

CHAPTER 20G. WEST END HISTORIC DISTRICT

Sec. 16-20G.001. Statement of intent.

The intent of the regulations for the West End Historic District is as follows:

- (1) To preserve the integrity of the neighborhood, which includes residential and educational buildings, constructed during the late 19th century and early 20th century;
- (2) To preserve the environment, character and physical appearance of the area;
- (3) To ensure harmony and compatibility of visual qualities and spatial relationships throughout the district;
- (4) To encourage and ensure development compatible with the existing character of the district;
- (5) To ensure that new development which utilizes contemporary design and materials is compatible with and sensitive to the character of the district;
- (6) To preserve and encourage the residential character of the district;
- (7) To encourage containment of existing commercial areas and discourage encroachment of the commercial areas into the residential areas;
- (8) To ensure that existing design characteristics in the residential area, serve as a base line description against which plans for rehabilitation and new construction will be judged for harmony, compatibility and appropriateness;
- (9) To preserve the residential character of all streets and thoroughfares in the district;
- (10) To encourage economic development, neighborhood revitalization, and prevention of displacement of residents; and
- (11) To preserve and enhance the important aesthetic appearance of the district so as to substantially promote the public health, safety and welfare.

Sec. 16-20G.002. Scope of regulations.

- (1) The existing zoning map and regulations governing all properties within the West End historic District shall remain in full force and effect. The following zoning regulations shall be overlaid upon, and shall be imposed in addition to, said existing zoning regulations. Whenever the following overlay regulations are at variance with said existing zoning regulations, the following regulations (chapter 20G) shall apply. All other statutes, rules, regulations, ordinances, or other governmentally adopted regulations pertaining to properties within this district shall continue to apply; and any variance between said other regulations and these overlay district regulations (chapter 20G) shall be governed by the interpretation provision set forth in section 16-20.011(c) of the Code of Ordinances.
- (2) Except when otherwise explicitly provided, the provisions of chapter 20 of this part shall apply to this district.

Sec. 16-20G.003. Boundaries.

The boundaries for the West End Historic District constitute an overlay Historic District (HD) zoning district, which district shall be reflected in the official zoning maps of the City of Atlanta. For convenience in referencing, the district is denoted into two (2) subareas, Subarea I, lying to the north of Ralph David Abernathy, Jr. Boulevard, and Subarea II, lying to the south of said street. All of the regulations contained in this chapter shall apply to both subareas.

Sec. 16-20G.004. Organization.

The overlay zoning regulations for the West End Historic District are composed of two (2) parts. The first part consists of general regulations. The second part consists of specific regulations. Both parts shall apply to all property located within this district.

Sec. 16-20G.005. General regulations.

The following general regulations shall apply to the West End Historic District.

- (1) *Certificates of Appropriateness*: Certificates of appropriateness within this district shall be required as follows:
 - (a) *When required*:
 - (i) To change the exterior appearance of any portion of a structure within the district, when said change can be seen from the public right-of-way;
 - (ii) To erect a new structure or to make an addition to any structure within the district, when said addition can be seen from public right-of-way; and
 - (iii) To demolish or move any contributing structure, in whole or in part, within the district.
 - (b) *Type required*:
 - (i) Type I certificates of appropriateness for ordinary repairs and maintenance are not required in this district. This exemption in no way obviates the requirements for certificates of appropriateness for all minor alterations (type II), major alterations (type III) and demolitions (type IV, except partial demolitions) as set forth in chapter 20 of this part 16.
 - (ii) When a certificate of appropriateness is required under the provisions of subsection (a) above, the procedures for determining the appropriate type of certificate shall be those specified in section 16-20.008 of the Zoning Code. Provided, however, that a partial demolition shall require a type IV certificate of appropriateness only when said partial demolition will result in the loss of significant architectural features which destroys the structure's historic interpretability or importance.
- (2) *The Compatibility Rule*: The compatibility rule is a method of requiring that alterations and new construction are sensitive and sympathetic to existing elements of design, scale and general character of the district with particular attention to the immediate environment constituting a particular block. In accordance with this purpose, the compatibility rule is as follows: "To the maximum extent possible, the element in question, such as roof form or architectural trim, shall substantially match that which predominates on that block. When elements are quantifiable, such as building height or floor height, they shall equal the statistical average of all like elements of all structures of like use in that block." Those elements to which the compatibility rule applies are specified in these regulations by reference to "compatibility rule."
- (3) *Variances*: The urban design commission shall have the power to hear, grant and deny variances from the provisions of this chapter (20G) when, due to special conditions, a literal enforcement of its provisions in a particular case will result in unnecessary hardship. The procedures, standards, criteria, and appeal provisions for decisions regarding such variances shall be the same as those specified in chapter 26 of this part 16, which provisions are hereby incorporated herein.
- (4) *Financial Hardship Exemptions*:

- (a) These regulations set forth a minimum standard of architectural compatibility with the rest of the district. However, in order to balance with other equally important objectives in the district, including economic development, neighborhood revitalization, and prevention of displacement of residents, the urban design commission may allow reasonable exemptions from these regulations on the ground of economic hardship to the property owner.
- (b) In order to qualify for an economic hardship exemption, the applicant(s) must first make a showing that the alteration(s) requested is necessary in order to continue utilizing the structure for its intended purposes.
- (c) If the urban design commission finds that the requirement of subsection (ii) herein is satisfied, they may grant an exemption, in whole or in part, only in accordance with the following factors, standards and criteria;
 - (i) The burden of proof that the regulations and guidelines pose such a hardship shall be on the property owner.
 - (ii) The urban design commission shall consider the following factors in determining whether an economic hardship exemption in whole or in part will be granted:
 - a. The present and future income of the property owner(s) and those occupying the property;
 - b. The availability, at present or in the future, or other sources of income of revenue, including loans, grants, and tax abatements;
 - c. The costs associated with adherence to the district regulations;
 - d. The degree of existing architectural importance and integrity of the structure; and
 - e. The purpose and intent of this chapter.
 - (iii) The urban design commission shall balance these factors as applied to the applicant for said exemption and shall grant said exemption, in whole or in part, as appropriate to the case upon a finding that the economic hardship to the applicant is significant and substantially outweighs the need for strict adherence to these regulations.
- (5) *Lot size*: In addition to the requirements of the subdivision and zoning ordinances, the compatibility rule specified in this chapter 20G shall apply to all subdivisions and aggregations of lots with regard to lot size, dimensions and configurations.

Sec. 16-20G.006. Specific regulations.

In addition to the general regulations set forth in section 16-20G.005, and any other applicable regulations, the following regulations shall apply to all rehabilitations, new construction, alterations, and other changes:

- (1) *Generally*: The following building elements and architectural features shall be considered when applying section 16-20.009 of this chapter to the West End Historic District: doors, windows, foundations, roofs, roof features, gutters, downspouts, cornices, siding, porches, steps, terraces, dormers, shutters, awnings, gateways, archways, louvres, walls, fences, and gates.
- (2) *Building Facades*:

- (a) All new construction shall conform to the existing building orientation by having sidewalks, front yards, porches and front doors facing and parallel to the street, and if located on a corner, the main facade shall face the principal street whenever possible.
 - (b) At a minimum, the front of all new construction, including any portion thereof, shall be placed at the distance from the street determined by the compatibility rule. This requirement shall also apply to those sides of corner lots which also face a street.
 - (c) All building materials, which upon completion are visible from the public right-of-way, shall be compatible with those which predominate in the district.
 - (d) Siding repair or replacement shall match the original materials in scale and direction, wood clapboard, if original, is preferred; however, aluminum, masonite, vinyl or other horizontal siding is permitted if window trim, cornerboards and fascia/bargeboards are left in place or replaced with new material match the original.
 - (e) Contemporary design of new construction, compatible with adjacent and surrounding structures, is permitted.
 - (f) No structure shall exceed that height established by the compatibility rule, with a permitted differential of 10%.
- (3) *Windows and Doors:*
- (a) Architecturally significant windows and doors, including details, trimwork, and framing, shall be retained.
 - (b) Original window and door openings shall not be blocked or enclosed, in whole or in part.
 - (c) Replacement windows and doors shall be permitted only when originals cannot be rehabilitated. Replacement windows and doors shall match the original in style, materials, shape and size with no more than a one-inch width or height difference from the original size.
 - (d) Flat "snap-in" muntins and muntins sandwiched between layers of glass are prohibited.
 - (e) Dropped ceilings, when located below the head of a window, shall be sufficiently recessed from the window opening to maintain the original exterior appearance.
 - (f) New doors and windows, when permitted, shall be compatible in scale, size, proportion, placement, and style to existing windows and doors.
 - (g) The ratio of openings to solid for all new construction (for example, windows to wall) shall be established by the compatibility rule, with a permitted differential of 10%.
 - (h) The scale, size and proportion of all openings in new construction shall be established by the compatibility rule with a permitted differential of 10%.
 - (i) New windows or doors added to existing structures shall be located on sides or to the rear of buildings, rather than on the front.
- (4) *Storm Doors, Storm Windows, Shutters and Awnings:*
- (a) Shutters shall not be added to the building if they were not a part of the original structures.
 - (b) Shutters shall be operable or appear operable, and shall fit the size of the window.

- (c) Replacement shutters shall match the original shutters in design, materials and configuration.
 - (d) Storm doors, screen doors or storm windows shall be of compatible design and shall not cover, obscure or dominate significant architectural details.
 - (e) Fabric and metal awnings are permitted. All other types of canopies and awnings are prohibited.
- (5) *Foundations:*
- (a) Foundation materials, including infill materials, shall replicate the original materials in size, shape, color, texture and mortar, and shall be installed using construction techniques similar to the original.
 - (b) New foundations shall be of masonry or concrete construction. Other foundation materials are permitted provided they are appropriate to the building on which they are located and in scale, materials and style with adjacent and surrounding buildings.
 - (c) Slab on grade is not permitted.
 - (d) Lattice, painted concrete block, brick or stucco shall be used as infill between foundation masonry piers when infill is otherwise required.
- (6) *Chimneys:*
- (a) Chimneys shall match original materials, mortar, color and pattern whenever possible.
 - (b) New chimneys shall be faced with brick or stucco.
 - (c) Siding on chimneys is prohibited.
- (7) *Roofs:*
- (a) Roofing materials shall be of the same size, texture and material as existing, exposed roofing materials when the existing, exposed roofing materials constitute a significant architectural feature of the structure.
 - (b) Cold-rolled roofing is permitted only on flat roofs. Corrugated metal and corrugated fiberglass roofs are not permitted.
 - (c) The shape and pitch of roofs for new construction shall be subject to the compatibility rule.
 - (d) Decks, skylights, solar panels and communication equipment, when otherwise allowed by these or other regulations, are permitted on roofs of buildings provided they are not visible from any public right-of-way.
- (8) *Porches:*
- (a) Architecturally significant porches, steps and stoops shall be retained.
 - (b) Replacement porches, steps and stoops shall match the original in size, style and materials.
 - (c) Porches may be enclosed with screenwire or glass if the main characteristics of a front porch are maintained.
 - (d) Porches shall contain balustrades, columns and other features consistent with porches in that block.

- (9) *Accessory Structures:* Accessory structures, such as carriage houses, smoke houses, greenhouses, tenant and alley houses, private garages, carports, air conditioners and heating units, shall be located to the side or rear of the main structure within the buildable area of the lot and shall not project beyond the front of the main structures. In addition, said structures shall be located in the least visible location within permissible areas. Screening with appropriate plant or fence materials is required if said structure is visible from the public right-of-way.
- (10) *Landscaping:* The Tree Ordinance of the City of Atlanta shall apply to the West End Historic District.
- (11) *Paved Surfaces:*
- (a) The original layout, patterns and paving materials of sidewalks, curbs and streets shall be retained.
 - (b) Resurfacing or new installation of paved areas, other than those specified in subsection (a) above, including driveways, walkways, and patios, or portions thereof, shall match the color and material of the original surface whenever possible.
- (12) *Off-Street Parking Requirements:*
- (a) Off-street parking shall not be permitted in the front yard.
 - (b) Carports and garages shall be behind the rear of the main structure. If the main structure is located on a corner lot, the front yard setback for that side street shall apply to the construction of a carport or garage.
- (13) *Fences:* Fences shall be fabricated of brick, cast iron, wrought iron, stone and wood pickets. Fence lines shall follow the property line. Fences shall not obscure the front facade of the building.
- (14) *Walls:* Concrete block may be used in retaining walls, but stone or brick facing material is required.
- (15) *Ornaments:*
- (a) Architecturally significant ornaments, such as corner boards, cornices, brackets, downspouts, railings, columns, steps, doors and window moldings, shall be retained.
 - (b) Replacement ornaments shall be permitted only when originals cannot be rehabilitated.
 - (c) Installation of new ornaments, where none previously existed, shall be permitted only when it is in accordance with the architectural style of the original structure.