



## **Bylaws of HouseATL**

### **ARTICLE I: NAME**

The name of the Organization shall be HouseATL.

### **ARTICLE II: PURPOSE AND MISSION**

HouseATL will work to build the political and community will for a comprehensive and coordinated housing affordability action plan for the Atlanta region. The Organization shall be operated exclusively for charitable, research and educational purposes, as provided in Section 501C(3) of the Internal Revenue Code of 1986, (hereinafter, the “Code”). The Organization is fiscally sponsored through written agreement by the Community Foundation for Greater Atlanta.

### **ARTICLE III: MEMBERSHIP**

**Section 1. Qualifications.** HouseATL is open to organizations and individuals who apply and commit to the mission and values of HouseATL. HouseATL’s membership may include, but will not be limited to, the following: affordable housing developers, affordable housing service providers, public agencies, banks and funding institutions, advocacy organizations, technical assistance providers, residents and volunteers.

**Section 2. Fee.** There is no membership fee at this time, but the Advisory Board may set a fee structure in the future.

**Section 3. Maintenance of Membership Records.** Membership records shall be maintained by the Executive Director.

**Section 4. Rights of Members.** Members may attend the annual business meeting, working group meetings, and committee meetings. The membership will have continuing access to important records such as the Bylaws, list of Advisory Board directors, minutes from membership meetings and working group meetings, etc. Members will have the right to vote on certain matters, as described below.

### **ARTICLE IV: MEETINGS OF MEMBERS**

**Section 1. Number and Frequency.** The Members of HouseATL shall meet at least once a year at a time and place determined by the Advisory Board. A key purpose of this annual business meeting shall be to generate and incorporate member input into HouseATL activities and ensure organizational development of HouseATL.

**Section 2. Special Meetings.** Special business meetings of the Members of HouseATL may be called by the Chair or Co-Chairs or by a majority of the Advisory Board.

**Section 3. Notice.** Notice of the annual business meeting shall be given to all Members by electronic means not less than twenty-one (21) days prior to such meetings. Notice of special meetings shall be given as soon as possible after such meetings are called but in no event less than fourteen (14) days prior to such meetings.

**Section 4. Quorum.** Ten percent (10%) of the HouseATL members must be present to constitute a quorum. Once a quorum has been established, the meeting is official until it is adjourned by a majority of those present and voting.

**Section 5. Voting.** Voting by Members shall be conducted in accordance with written procedures adopted by the Advisory Board.

**Section 6. Proxy and Absentee Voting.** The Advisory Board has the authority to create a process for absentee and/or proxy voting.

**Section 7. Percentage of Votes Required for Official Action.** All actions, except amendments of these bylaws, shall be passed by majority vote of those present and voting plus those voting by absentee ballot or proxy if the Advisory Board authorizes absentee and proxy voting at a lawful meeting.

**Section 8. Rules of Order.** Roberts Rule of Order shall guide the operations of the meetings.

## **ARTICLE V: ADVISORY BOARD**

**Section 1. General Powers.** The Advisory Board shall be responsible for the business and affairs of the Organization, under the oversight of the Community Foundation for Greater Atlanta's Board of Directors for such as time as the Community Foundation is acting as HouseATL's fiscal sponsor.

**Section 2. Qualifications.** To be eligible for election to the Advisory Board, an individual must be a current member of HouseATL in good standing as defined in HouseATL membership policies, must live or work in the geographic service area, and must have demonstrated an interest in, and knowledge of, affordable housing.

**Section 3. Number and Composition.** The Advisory Board shall consist of no less than fifteen (15) and no more than twenty-five (25) directors who reflect the diversity of the membership in terms of areas of expertise, geography, gender, race and ethnicity. The Advisory Board also has the authority to appoint additional ex-officio members.

**Section 4. Election and Appointment.** The original 2021 Advisory Board is derived from the prior volunteer Executive Committee. Subsequently, new Advisory Board directors shall be elected by the membership at its annual business meeting, with the exception that the

Community Foundation for Greater Atlanta or its successor has authority to appoint up to two Advisory Board directors as long as it serves as fiscal sponsor.

**Section 5. Tenure.** Advisory Board directors shall serve one term of three (3) years. Any Advisory Board director may be elected to a second term of three years for a total of two (2) consecutive terms. An Advisory Board director who has served two (2) full consecutive terms is not eligible for reelection for one (1) year. Advisory Board directors may also be appointed to fill the unexpired term of a director who has resigned. A director so appointed may be elected by the membership to two (2) full consecutive terms.

**Section 6. Election Process.** Election shall be by secret ballot. The HouseATL membership policies shall guide the distribution of ballots.

**Section 7. Vacancies.** The Advisory Board must declare a vacancy, at a regularly scheduled Advisory Board meeting. Once a vacancy is declared, the Advisory Board shall be authorized to fill the vacancy with an appointed Advisory Board director to complete the term of the departing director.

**Section 8. Compensation.** Advisory Board directors shall not be compensated for their HouseATL roles.

## ARTICLE VI: MEETINGS OF THE ADVISORY BOARD

**Section 1. Meetings.** The Advisory Board shall meet at least four (4) times a year, at a time and place determined by the Chair or Co-Chairs. Failure of a director to attend may provide grounds for removal from the Advisory Board.

**Section 2. Special Meetings.** Special Meetings of the Advisory Board may be called by the Chair or Co-Chairs or one third (1/3) of the Advisory Board directors, with the time and place determined by whoever calls the meeting.

**Section 3. Notice.** Notice of all meetings shall be given to all Advisory Board directors by electronic means not less than ten (10) days prior to such meetings.

**Section 4. Quorum.** One-half (1/2) of the Advisory Board directors, then in office, shall constitute a quorum. Once a quorum has been established, the meeting is official until it is adjourned by a majority of those present and voting.

**Section 5. Voting.** Each Advisory Board director shall be entitled to one (1) vote on any motion coming before the meeting. All actions of the Advisory Board shall be passed by the majority of those present and voting.

**Section 6. Proxy.** There will be no voting by proxy.

**Section 7. Rules of Order.** Roberts Rule of Order shall guide the operations of the meetings of the Advisory Board.

## ARTICLE VII: OFFICERS OF THE ORGANIZATION

**Section 1. Officers.** The Officers of the Organization shall be a Chair, or alternatively two Co-Chairs, and a Treasurer.

**Section 2. Duties of the Chair or Co-Chairs.** The duties shall be: 1) to conduct meetings according to the prescribed manner; 2) to prepare, publish and distribute an agenda prior to all meetings of the Advisory Board; 3) to serve as ex officio member on all regular and special committees; 4) to call special meetings as necessary; 5) to assure that notices of meeting are given, as required by these Bylaws; 6) to represent the organization officially; and 7) to fill temporary vacancies among officers.

**Section 3. Duties of the Treasurer.** The duties of the Treasurer shall be: 1) to maintain records and reports of the financial status of the organization; and 2) to present financial reports to the Advisory Board at each meeting of the Advisory Board.

**Section 4. Term of Office.** Officers shall be elected for one (1) term of two (2) years. In the event that an officer's board directorship term expires during the term of office, board directorship may be extended to complete a single term of office.

**Section 5. Election.** Officers of the Organization shall be elected by the Advisory Board by a vote of 66% or more of the Advisory Board directors.

**Section 6. Other Positions.** The Advisory Board shall create other positions as it may from time to time deem necessary.

**Section 7. Delegation of Duties.** The Advisory Board officers may choose to delegate duties to staff.

## ARTICLE VIII: GOVERNANCE COMMITTEE

**Section 1. Governance Committee.** The Chair or Co-Chairs of the Advisory Board shall appoint a Governance Committee Chair (GCC) from the Advisory Board. The GCC shall select committee members who are representative of the membership. This committee shall include at least one (1) additional director from the Advisory Board. The Governance Committee's duties shall include but are not limited to Advisory Board Nominations and Elections, By-laws updates, and maintaining other governance procedures and documents as assigned.

**Section 2. Advisory Board Nominations.** The Governance Committee shall solicit nominees for the Advisory Board from among the Members of HouseATL for presentation at the Annual Business Meeting.

## ARTICLE IX: COMMITTEES

**Section 1. Executive Committee.** The Executive Committee shall consist of the Officers of the Organization and any other Advisory Board directors appointed by the Advisory Board. The Executive Committee shall act on behalf of the full Advisory Board subject to its ratification or consent. At no time shall the Executive Committee consist of a number of directors sufficient to constitute a quorum of the Advisory Board. The Executive Committee is responsible for evaluating the HouseATL Executive Director.

**Section 2. Standing and Special Committees.** The Advisory Board may establish such additional Standing and Special Committees as deemed necessary and specify their duties.

## **ARTICLE X: FINANCES, CONTRACTS AND RECORDS**

**Section 1. Fiscal Year.** The fiscal year of the Organization shall be the calendar year.

**Section 2. Budget.** The Advisory Board shall review, refine and approve an annual operating budget, as presented by the Executive Director.

**Section 3. Authorizing Contracts and Loans.** Authority for authorizing contracts, loans, and legal documents currently lies with the fiscal agent, the Community Foundation for Greater Atlanta or its successor. The Advisory Board shall review, advise and approve documents as needed prior to their submission to the Community Foundation for Greater Atlanta or its successor for authorization.

**Section 4. Handling of Funds.** All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the organization shall be signed by such officer or officers, agent or agents of the organization in such manner as shall from time to time be determined by resolution of the Advisory Board in accordance with an approved budget and any approved budget amendments. All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such federally insured banks, trust companies, or other depositories as the Advisory Board may select.

## **ARTICLE XI: CORPORATE SEAL**

The Organization shall have no seal.

## **ARTICLE XII: WAIVER OF NOTICE**

Whenever any notice is required to be given, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XIII: AMENDMENTS TO BYLAWS**

**Section 1. Amendments.** These Bylaws may be altered, amended, or repealed and changes in Bylaws may be adopted at the Annual Business Meeting, provided the proposed amendments are presented in writing to all Members at least thirty (30) days in advance of the Annual Business

Meeting. Approval of changes in the Bylaws must be by a two-thirds (2/3) vote of the Members, present and voting plus those voting by absentee ballot, if authorized by the Advisory Board.