

## PROPOSED REVISED BY-LAWS

Atlanta Urban Corps, Inc.

### ARTICLE I. Purpose and Functions

The Atlanta Urban Corps, Inc. shall have as its purpose the development of programs for the constructive involvement of college students in various phases and forms of public service activities within the greater Atlanta area, in association with Federal, state and local governments, the business and academic communities, and such other organizations and individuals whose interests compliment the aforesaid purpose. The Atlanta Urban Corps, Inc., shall endeavor to stimulate interest and support in such programs, shall develop appropriate sources of funding and shall, either directly or in cooperation with other agencies and organizations, administer such programs as shall be consistent with the aforementioned purpose.

### ARTICLE II. Offices

The principle office of the corporation in the State of Georgia shall be located in the City of Atlanta, County of Fulton. The corporation shall have such other offices, either within or without the State of Georgia as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Georgia a registered office and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office in the State of Georgia, and the address of the registered office may be changed from time to time by the Board of Directors.

### ARTICLE III. Advisory Council

Section 1. Powers. All powers of the Atlanta Urban Corps, Inc., and the exercise of such powers shall be vested in an Advisory Council, except as otherwise



provided in these By-laws or by the provisions of the Charter of the Atlanta Urban Corps, Inc., or the laws of the State of Georgia. It will be the sole duty of the Advisory Council to determine the community needs in regard to Atlanta Urban Corps, Inc., and to reflect same in establishing the overall policy direction of the corporation.

Section 2. Members of Advisory Council. The Advisory Council shall be composed of 32 members, each to be of either ex officio or elected status.

(a) Ex Officio Members. Those members of the advisory Council by virtue of their office shall be:

The Executive Director of the Atlanta Urban Corps, Inc. ?

The Mayor of the City of Atlanta

The Regional Directors of the Peace Corps, VISTA, and Teachers Corps

The Director, (or his designated representative) of SREB *writes out*

(b) Elected Members. (total number in each category)

Student Representative (6) - The student members of the Advisory council shall be chosen from those students who have spent a minimum of one term in the Atlanta Urban Corps, Inc. program. They shall be students of Atlanta area colleges, no more than one student shall be chosen from any one college.

Academic Representatives (5) - Five college Presidents (or their designated representatives) shall be chosen from colleges in the Atlanta area.

Governmental Representatives (5) - Five governmental representatives shall be chosen from within the framework of city government and shall be composed of one city administrator from the Mayor's Staff, two city



department heads (from departments utilizing Urban Corps interns), and two members of the Board of Aldermen.

Agency Representative (5) - Five agency representatives from the private agencies utilizing the largest<sup>5</sup> number of Urban Corps interns in the Summer Program most recently completed. No more than one representative from any one agency.

Community Representative (5) - Five members shall be chosen from the Professional and Business sectors of the Atlanta Community. No two Community Representatives shall have primary affiliation with the same organization.

Section 3. Election of Members. Members shall be elected by the Advisory Council in power at the time of the election. An affirmative vote of two-thirds of the Advisory Council shall be required for election. *Nominated by Elec. Dir.?*

Section 4. Terms.

(a) Ex Officio Members are permanent members of the Advisory Council

(b) Elected members. Student representatives and Agency representatives shall serve a term of one year. All other elected members will serve a term of two years. All elected members may be selected for successive terms.

Section 5. Termination. The Advisory Council by affirmative vote of 2/3 of all of the members of the council, may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership.

Section 6. Vacancies. Any vacancy on the Advisory Council for any reason shall be tentatively filled by appointment of the Chairman of the Advisory Council.

A representative from the area whose representation is reduced by the vacancy, shall be appointed to fill said vacancy.



The appointment shall be for the unexpired term of the vacated position and shall become final upon the majority vote of those present at a regularly constituted meeting of the Council. All members of the Council shall be advised in writing of the appointment within 30 days of said appointment.

Section 7. Meetings. The Advisory Council shall meet bi-annually once in the first week in April, and again in the first week in November, for the purpose of elections and for the transaction of such other business as may come before the meeting. These by-laws shall serve as notice of regular meetings. Only the Chairman of the Advisory Council has the power to call special meetings. In doing so, he must give 10 days prior notice in writing and must inform the Chairman of the Board of Directors and the Executive Director as to his actions in advance of the notification by 3 days. Any petition bearing the signatures of 25% of the Advisory Council shall compel the Chairman to call a meeting with the due process of notification.

Section 8. Quorum. A majority of the membership of the Advisory Council shall constitute a quorum for the transaction of business at any meeting. A majority of a quorum is sufficient to act, unless specified herein. However, a majority of those present when a quorum is not present may adjourn the meeting from time to time with due process of notification until a quorum is reached.

Section 9. Voting Rights and Proxy. Each member shall be entitled to one vote on each matter submitted to a vote of the members. In case of a tie, the issue shall be defeated. Any member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized designate. All proxies will be valid until the next duly constituted meeting.

Section 10. Compensation. Each member of the Advisory Council will serve without compensation except for reimbursement for authorized expenses incurred



within the scope of the business of the corporation.

ARTICLE IV. Board of Directors

Section 1. Powers of Board of Directors. The Board of Directors shall during times as the Advisory Council is not convened, exercise all the legal powers of said Council with the exception of amending the Charter or By-laws of Atlanta Urban Corps, Inc., disposing of the property of Atlanta Urban Corps, Inc. except in the regular course of business, or dissolving the Atlanta Urban Corps, Inc. Specifically, the Board of Directors shall appoint the Executive Director of the Atlanta Urban Corps, Inc., confirm his staff appointments, confirm the budget proposal of the Executive Director and organize and conduct fund raising efforts. It shall also delegate to the duly appointed Executive Director the operational control of the Atlanta Urban Corps, Inc. The Executive Director shall be appointed for a term of one year with the right to succession.

Section 2. Membership. The Board of Directors shall be composed of members of the Advisory Council in the following fashion:

Two members from Student Representatives

One each from the representatives of Government, Agencies, Community and Higher Education.

One member from the Ex Officio members of the Advisory Council

The Executive Director of Atlanta Urban Corps, Inc., (who shall not also be the Ex Officio representative)

The Treasurer of the corporation who shall be the Atlanta Urban Corps, Inc., Director of Finance, who shall not be a member of the Advisory Council and who shall be a non-voting member of the Board of Directors.

Section 3. Election. The Board of Directors shall be elected by a majority of a quorum in a duly constituted meeting of the Advisory Council. (The Executive



Director and Treasurer are ex officio members and are not voted upon.)

Section 4. Terms. Members of the Board of Directors shall serve a term which coincides with their term on the Advisory Council. Each member has the right to successive terms.

Section 5. Termination. The Board of Directors by affirmative vote of 2/3 of all the members of the <sup>Board</sup> ~~council~~, may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership.

Section 6. Vacancies. Any vacancy on the Board of Directors for any reason shall be tentatively filled by appointment of the Chairman of the Board of Directors of a representative from the area whose representative is reduced by the vacancy. The appointment shall be for the unexpired term of the vacated position and shall become final upon the majority vote of those present at a regularly constituted meeting of the Board. All members of the Board shall be advised in writing of the appointment within 30 days of said appointment.

Section 7. Meetings. The Board of Directors shall meet quarterly at the following times:

1st week of March

1st Week of June

4th Week of September

1st Week of December

These meetings will be to re-evaluate the financial situation of the Atlanta Urban Corps, Inc., conduct elections, and transact any such business that may come before the meeting. Only the Chairman of the Board may call a special meeting. In doing so, he is required to give one week (7 days) prior notice in writing to all the members



of the Board of Directors. Prior to this notification (by three days) he must inform the Executive Director of the called special meeting. Any petition bearing the names of one-third of the members of the Board of Directors will compel the Chairman to call a special meeting with due process of notification.

Section 8. Quorum. A quorum shall consist of two-thirds (2/3) of the membership of the Board with a majority of quorum being sufficient to act unless otherwise specified herein. However, a majority of those present when a quorum is not present may adjourn the meeting from time to time, with due process of notification, until a quorum is reached.

Section 9. Voting and Proxy. Each member shall be entitled to one vote on each matter presented to the Board, with the exception of the Treasurer, who shall be a non-voting member. Any Board Member entitled to vote may vote by proxy executed in writing by the member ~~of~~<sup>or</sup> by his duly authorized designate. Proxies shall be valid until the time of the next duly constituted meeting.

Section 10. Compensation. Each member of the Board of Directors will serve without compensation except for reimbursement for authorized expenses incurred within the scope of the business of the corporation.

#### ARTICLE V. Officers and Committees

Section 1. Chairman of Advisory Council. The chairman of the Advisory Council shall be official head of said Council and shall be elected by a majority of a quorum of Council. He shall serve a term corresponding to his term on said Council.

Section 2. Chairman of the Board of Directors. The Chairman of The Board of Directors shall be official head of said Board and shall be elected by a majority of quorum of the Board. He shall be a member of the Board and shall serve



a term corresponding to his term on said Board.

Section 3. Executive Director. The Executive Director shall serve in the capacity of the President of the corporation and shall be invested with the authority to execute the operational control of the corporation. He shall be chosen and elected by a two-thirds vote of the Board of Directors. He need not be a member of either the Advisory Council or the Board of Directors, but shall fill the ex officio position on both bodies upon election. He shall have a term of one year and have the right of succession.

Section 4. Assistant Director. The Assistant Director shall serve in the capacity of Secretary to the corporation and shall be invested with such powers and duties as deemed necessary by the Executive Director. He shall be appointed by the Executive Director and approved by a majority of a quorum of the Board of Directors. He need not be a member of either the Advisory Council <sup>or</sup> of the Board of Directors. He shall serve a term of one year with the right of succession.

Section 5. Director of Finance. The Director of Finance shall serve as the treasurer of the corporation and shall be invested with such powers and duties as deemed necessary by the Executive Director. He shall be appointed by the Executive Director and approved by the Board of Directors. He shall be a non-voting member of the Board of Directors but need not be a member of the Advisory Council. He shall serve a term of one year and has the right of succession.

Section 6. Removal. Any officer may be removed by the authority empowered to appoint or elect him whenever such authority in its judgement feels the best interests of the corporation would be served thereby.

Section 7. Compensation. The Advisory Council and the Board of Directors shall serve without compensation except for reimbursements specified herein. The Executive Director, Assistant Director, and Finance Director (the President, Sec-



retary, and Treasurer, respectively) shall be compensated as specified in the annual budget as approved by the Board of Directors.

Section 8. Committees. Both the Advisory Council and <sup>+</sup>the Board of Directors shall have the right to appoint any committee deemed necessary to conduct the business of the body in question. The necessity, members, and chairmen of any and all committees shall be determined by a majority of a quorum of the body forming the committee. The removal of any committee, in whole or in part, shall follow the removal procedure of its parent body.

ARTICLE VI. Powers of the Corporation.

Section 1. Grants or Gifts. The corporation shall be empowered to receive grants and gifts, by will or in any other manner, in any form of property, in trust or otherwise, wherever situated, to carry out any of its purposes. All such gifts and grants shall be administered by the Treasurer as <sup>APPROVED</sup> appointed by the Board of Directors in any fashion deemed necessary (unless prior agreement with benefactor is in conflict) to carry out specific purposes of Atlanta Urban Corps, Inc.}

Section 2. Use of Assets. All property and income of the corporation shall be used exclusively for the purposes set out in the Charter, and no part thereof shall be used for the benefit of any person whomsoever except in a manner consistent with such purposes.

Section 3. General Powers. The corporation shall have the power to retain all grants and gifts in the original form in which they were received unless otherwise required by the terms thereof; to buy, sell, exchange or otherwise deal in stocks, bonds, securities, real estate and any other form of property at public or private sale; to invest and reinvest any of its funds or property belonging to it at any time in such securities and other property, real or personal, regardless of whether such investments are legal investments for trust funds under the laws of Georgia or any



other state and to borrow money and secure the payment thereof by mortgage, pledge, deed or other instrument or lien upon all or any part of the property of the corporation. All of the foregoing powers may be exercised without order of court or other authority and are invested in the Executive Director (President) with the approval of the Board of Directors.

Section 4. Statutory Powers. The corporation shall be vested with all of the rights, powers, and privileges which may be necessary or proper to achieve the purposes in the charter subject to the provision hereof; and the corporation shall have all of the powers and privileges enumerated in #22-1827 and #22-1828 of the Georgia Code, as amended, together with such other powers and privileges as may now or hereafter be given to corporations by law.

ARTICLE VII. ~~Am~~endments to By-laws

Section 1. Power to Amend. Only the Advisory Council shall have the power to amend by-laws. Amendments shall require a vote of a majority of the members of the Advisory Council.

ARTICLE VIII. Liquidation or Dissolution

Section 1. Power to Liquidate or Dissolve. Only the Advisory Council may liquidate or dissolve the Atlanta Urban Corps, Inc., and may do so only on a 2/3 vote of those present at a properly constituted and quorumed meeting.

Section 2. Distribution of Assets. The Advisory Council shall decide, by way of a 2/3 vote of those present at the same meeting when dissolution is decided, upon the distribution of assets. Said distribution will be only to a non-profit organization(s) which has as its purpose service and/or education. The specific recipient(s) will be those deemed most worthy by the Advisory Council at the time of liquidation.



Known all men that these present that we, the undersigned, being all members of the Advisory Council of the Atlanta Urban Corps, Inc., hereby assent to the foregoing By-laws and adopt them as the By-laws of said corporation.

In witness whereof, we have hereunto subscribed our names this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

SIGNATURES OF ADVISORY COUNCIL

Know all men by these presents, that the undersigned Secretary of the Corporation known as the Atlanta Urban Corps, Inc., does hereby certify that the above and foregoing By-laws were duly adopted by the members of said Advisory Council of said corporation, as the By-laws of said corporation, on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, and that they do now constitute the by-laws of said corporation.

ATTEST: \_\_\_\_\_  
Secretary  
Atlanta Urban Corps, Inc.