Powers Ferry Corridor Alliance

A Domestic Nonprofit Corporation in the State of Georgia

BYLAWS

These Bylaws reflect all amendments through September 1, 2026

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BACKGROUND

The Powers Ferry Corridor Alliance (PFCA) was originally founded as the Terrell Mill Community Association (TMCA) and filed its Articles of Incorporation with the Georgia Secretary of State under the Georgia Nonprofit Corporations Code O.C.G.A. § 14-3-101 on January 4, 2008. Its aim was to serve as a grassroots voice for local neighborhood interests. Within a few years, the scope of revitalization and development expanded so rapidly in and around the original footprint that the scope of the Association's mission had to expand as well. To reflect this, the organization officially changed its name on 08/18/2016 to Powers Ferry Corridor Alliance (PFCA), named after the main thoroughfare that ties the larger community together. A copy of the name change document is attached as Exhibit B.

MISSION

Working in partnership with PFCA community residents, public officials and local businesses, the mission of the Powers Ferry Corridor Alliance is as follows:

- Understand the issues and goals of community members and provide a forum for informed dialog.
- Keep the corridor a great place to live and work.
- Advocate for zoning and development that enhances the area's livability and economic vitality.
- Support quality community public education.
- Champion a thriving, local business community.

STATEMENT OF NONPARTISANSHIP

The Alliance is non-partisan, non-sectarian, and otherwise non-discriminatory in its activities. The Alliance does not endorse candidates and stays neutral in all political races. Campaign signs and campaign tables are not permitted at the Alliance's social functions or meetings, though candidates are welcome to attend and meet Members individually.

BYLAWS

ARTICLE I – NAME

The name of this organization is The Powers Ferry Corridor Alliance, Inc. (also referred to as the PFCA or the Alliance), a domestic non-profit corporation in the state of Georgia. This corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code O.C.G.A. § 14-3-202.

ARTICLE II – AREA

The community served by the Alliance (the Area) is described as the residential and business community within approximately two and one-half miles of the intersection of Terrell Mill Road and Powers Ferry Road. The boundary to the east is Interstate-75 and to the south is Akers Mill Road. This area includes parts of both Unincorporated Cobb County and the City of Marietta. This area may be extended at the discretion of the Board of Directors.

ARTICLE III – FISCAL YEAR

The Alliance's fiscal year shall be the calendar year.

ARTICLE IV – MEMBERSHIP & DUES

Section 1 – General Membership

Membership in the Alliance is open to: (1) Individuals age 18 and over who reside or work within the Area; (2) Homeowner Associations (HOA's) within the Area; (3) Businesses within the Area; and (4) Organizations. The Board may change the Membership description or establish new or different definitions of Membership at any time.

Section 2 – Member at Large

A Member at Large is a representative of an organization and/or a business leader who would benefit the Alliance and whose entity or residence may not be in the Area. An organization, HOA or business not in the Area may also join as a Member at Large.

Section 3 – Membership Privileges

Each Member of the Alliance shall be eligible to do the following:

- Vote on the election of Directors.
- Hold office.
- Attend all general membership meetings.
- Attend all Board and/or committee meetings as a non-voting observer per the guidelines published on the PFCA website.
- Request to review the financial records.

Section 4 – Voting

Each Member or Member at Large shall have one vote for any action requiring a vote of the Membership, including, but not limited to, votes taken at the Alliance's Annual Meeting. Specifically, for HOA's, organizational and business Members, only one person per HOA, organization or business will be eligible to vote.

Section 5 – Dues

Dues for each type of Membership shall be set at the start of the fiscal year by the Board of Directors. The Membership period shall be 12 months from receipt of payment, regardless of fiscal year.

ARTICLE V – BOARD OF DIRECTORS

Section 1 – The Board

The Alliance is governed by a Board of Directors, with annually elected Officers. The Board is made up of Area Members that can include Members at Large. The Board shall be composed of a minimum of five and a maximum of 11 Directors. The Board of Directors shall generally supervise the affairs of the Alliance and shall perform such other duties as are specified by the Bylaws. None of its acts shall conflict with these Bylaws.

Section 2 – Governance of the Board of Directors

The Board of Directors of the Alliance is governed by these Bylaws and by the parliamentary authority adopted by the Alliance.

Section 3 – Adopted Parliamentary Authority

The rules contained in *Robert's Rules of Order, Newly Revised* shall govern the Alliance, its Board of Directors, and all Committees in all cases in which they are applicable.

Section 4 – Election to the Board of Directors

Election to the Board of Directors shall take place at the Annual Meeting of the Members of the Alliance. In preparation for the Annual Meeting, the President shall appoint a Nominating Committee Chairperson and a minimum of two Nominating Committee Members. It shall be the duty of this Nominating Committee to present a slate of nominees for all open seats on the Board in accordance with the following guidelines:

- Begin the nominating process well before the date of the Annual Meeting by publishing in appropriate media an invitation and a deadline for Members to recommend candidates.

- Inform each nominee of their nomination.

- Ensure that each nominee has access to a copy of the Alliance Bylaws.

- Publish a formal slate of candidates to the Board and the Members on or before the Annual Meeting.

Section 5 – Board Terms

Directors shall serve overlapping two (2) year terms, with approximately half of the seats up for election on alternating years. A term year is defined as beginning at the first Board of Directors meeting held in the new fiscal year and ending one day before the first Board of Directors meeting in the next fiscal year. Specifically, the Board of Directors currently in place at the time of the Annual Meeting shall serve until the newly formed Board of Directors meets at the start of the subsequent fiscal year.

Section 6 – Incumbent Rollover Option

Prior to the start of the annual nominating process described in Section 4 of Article 5 of these Bylaws, a Board member whose term is expiring may submit a written request to serve a consecutive term. Upon receiving the request, the Board of Directors may, by a majority vote, approve that Director to serve another two (2) year term.

Section 7 – Director Resignation

A Director may resign at any time upon giving the Board of Directors written notice of resignation. The resignation shall be effective on the date the Board received the notice or on a date specified within the notice.

Section 8 – Vacancy and New Board Positions

In the event of a vacancy of a Board position, the Board may fill the position by majority vote. Each person so elected shall serve the unexpired term of the position.

Section 9 – Removal for Cause

A Director, including one holding an Officer position, may be removed from office for cause by a simple majority vote of the Board of Directors not including the Director in question. Removal for cause may include, but is not limited to, the failure of a Director to participate in three consecutive officially scheduled Board of Directors meetings.

ARTICLE VI – OFFICERS & THEIR DUTIES

Section 1 – Officers

The Officers of the Alliance shall be a President, Vice President, Secretary, and Treasurer.

Section 2 – Determination of Officers

The Board of Directors will elect the Officers. Each Officer will serve a one-year term running from the first Board of Directors meeting of the fiscal year until the election of new officers at the first Board of Directors meeting of the following fiscal year. Members may hold only one officer position at a time.

Section 3 – President

The President shall:

- Preside at the Annual Meeting, General Membership Meetings, and Board of Directors Meetings.

- Assure that the Alliance's Registration is filed in a timely manner according to the deadlines and guidelines published by the Georgia Secretary of State.

- Appoint the Chairpersons of all Committees unless otherwise specified in these Bylaws.

- Act as or appoint a spokesperson to represent the Alliance.

- Supervise the Alliance's administrative affairs.

- Present a proposed annual budget to the Board of Directors.

- Sign off on all expenditures and commitments as authorized by the Board of Directors.

- Ensure that proper notice is provided for meetings to the Board of Directors and to the Membership.

Section 4 – Vice President

The Vice President shall preside in the absence of the President and perform such other duties as may be specified by the Board of Directors.

Section 5 – Secretary

The Secretary shall prepare minutes of the meetings of the Alliance and of the Board of Directors. The Secretary shall present these minutes to the President who will conduct a vote of the Board of Directors to approve the minutes. Minutes may be published on the Alliance's website.

Section 6 – Treasurer

The Treasurer shall have charge of all funds of the organization and shall deposit the funds in the name of the Alliance in an FDIC insured banking institution approved by the Board of Directors. The Treasurer shall pay bills in a timely manner as authorized by the Board of Directors and shall keep the financial records of the Alliance. The Treasurer shall make a financial report at each scheduled Board of Directors meeting and the Annual Meeting. The Treasurer is responsible for providing information to an independent auditor as needed.

ARTICLE VII – MEETINGS

Section 1 – Board of Directors Meetings

The Board of Directors shall hold regular meetings according to a schedule provided to the Membership. The schedule will be published on the Alliance's website. These meetings are open to all Members subject to guidelines for attendance published on the website.

Section 2 – Annual Meeting

An Annual Meeting of the Membership will be held in October or as soon thereafter as reasonably possible. The primary purposes of the Annual Meeting are to elect Directors to open Board positions and to present the financial status of the Alliance.

Section 3 – Membership Meeting Notices

All meetings requiring a vote of the Membership must be announced ten (10) days in advance. A published meeting schedule on the Alliance's website meets this requirement. In the event a special meeting is called, the Board may agree to waive the notice requirement.

Section 4 – Quorum

For meetings of the Board of Directors and Committees, a quorum shall be a simple majority of the particular body. A quorum is not required at Membership-wide meetings.

Section 5 – Community Meetings and Events

The Board of Directors shall set and communicate community meeting dates and community event dates. These meetings are open to any interested parties.

Section 6 – Voting at Meetings

As per Article IV, Section 4 of these Bylaws, each Member or Member at Large shall have one vote for any action requiring a vote of the Membership, including, but not limited to, votes taken at the Alliance's Annual Meeting.

Section 7 – Proxies

The Alliance does not allow proxies for any meeting.

Section 8 – Conflicts of Interest

If a Member has a conflict of interest or a perception of a conflict of interest on an issue, the Member shall recuse him or herself from voting on the issue; however, the Member will be allowed to speak on the topic before deliberation begins for no more than five (5) minutes. Once deliberation begins, the Member will be required to leave that portion of the meeting. This applies to Member meetings as well as Board of Director Meetings.

ARTICLE VIII – COMMITTEES

The President shall appoint Committees as the Board of Directors deem necessary to carry out the work of the Alliance. These may include, but are not limited to, a Nominating Committee, Membership Committee, Special Event Committee, and an Audit Committee. Committee chairs and members are not limited to the Board of Directors.

ARTICLE IX – EXPENSE REPORTS

Section 1 – Approval of Expenses

Pre-approval by a majority vote of the Board of Directors is required for all expenses before incurred.

Section 2 – Timeliness

Expenses are to be submitted within 30 days of their occurrence on a PFCA Expense Report Form.

ARTICLE X – LIABILITY

As per Article VIII of the Alliance's Articles of Incorporation, liability of all Directors of the Corporation to the Corporation or its Members for monetary damages for any action taken, or any failure to take any action as a Director, is hereby eliminated to the fullest extent allowed by O.C.G.A. § 14-3-202(b)(4) of the Georgia nonprofit Corporation Code or any successor statute or provision.

ARTICLE XI – AMENDMENTS TO THE ARTICLES OF INCORPORATION & BYLAWS

No amendment of the Corporation's Articles shall be valid unless it is set forth in writing as a resolution of the Board of Directors and approved by an affirmative vote of two-thirds or more of Directors. Amendments to the Bylaws may be approved by a majority vote of the Directors and may be made without the consent of the Members.

ARTICLE XII – DISTRIBUTION OF CORPORATE ASSESTS UPON DISSOLUTION

In the event of the dissolution of the Corporation (Alliance), to the extent allowed under applicable law, after all lawful debts and liabilities of the Corporation have been paid, all the assets of the Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to another organization organized and operating for the same purposes for which the Corporation is organized and operating, or to one or more corporations, funds or foundations which shall be selected by the Board of Directors, provided however, that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of Section 501(a) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent law.

EXHIBIT A

Control No. **08001037**

STATE OF GEORGIA

Secretary of State

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

TERRELL MILL COMMUNITY ASSOCIATION CORPORATION
a Domestic Non-Profit Corporation

has been duly incorporated under the laws of the State of Georgia on **01/04/2008** by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on January 4, 2008

Karen C Handel

Karen C Handel
Secretary of State

Control No: 08001037
Date Filed: 01/04/2008 12:00 AM
Karen C Handel
Secretary of State

ARTICLES OF INCORPORATION OF TERRELL MILL COMMUNITY ASSOCIATION CORPORATION

ARTICLE I

Name. The Name of the Corporation is "Terrell Mill Community Association Corporation" (the "Corporation")

ARTICLE II

Authority. The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code (the "Code") *O.C.G.A. §14-3-202.*

ARTICLE III

Members. The Corporation will have members as provided in its Bylaws.

ARTICLE IV

Board of Directors. The affairs of the Corporation shall be managed by a board of directors. The method of electing the board of directors shall be determined by the bylaws of the Corporation.

ARTICLE V

Initial Principal Office. The mailing address of the initial principal office the Corporation is 3480 Rivers Call Blvd., Atlanta, GA 30339.

ARTICLE VI

Registered Office and Registered Agent. The initial registered office of the Corporation is 4807 S. Main Street, Acworth, Georgia, in the County of Cobb. The initial registered agent of the Corporation is Anthony E. Cheatham.

ARTICLE VII

Incorporator. The name and address of the incorporator is Anthony E. Cheatham, 4807 S. Main Street, Acworth, Georgia 30101.

State of Georgia
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ARTICLE VIII

Liability. Liability of all directors of the Corporation to the Corporation or its members for monetary damages for any action taken, or any failure to take any action as a director, is hereby eliminated to the fullest extent allowed by O.C.G.A. § 14-3-202(b)(4) of the Georgia Nonprofit Corporation Code or any successor statute or provision.

ARTICLE IX

Members. There shall be one class of members. Designation of members and voting rights granted to each member shall be as provided in the bylaws of the Corporation. Admission and removal of members shall be in accordance with the bylaws of the Corporation.

ARTICLE X

Definitions, limitation and regulations of Corporate Powers. The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of or be distributed to any director, member or other private individual. However, the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions to further the "corporate purpose" set forth herein. The Corporation shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit or in any other activity except in furtherance of the purposes stated above for which the Corporation is organized.

This corporation is organized within the meaning of Section 501(c) of the Internal Revenue Code, as amended. However, this corporation shall not engage in any activities not permitted to be engaged in:

(a) by an organization exempt for Federal Income Tax under Section 501(c) of the Internal Revenue Code, as amended; or

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended.

The corporation shall not engage in any activity such as propaganda or attempting to influence legislation or intervene in any political campaign, including publishing and/or distribution of statements on behalf of or in opposition to any candidate for public office.

ARTICLE XI

Distribution of Corporate Assets upon dissolution. In the event of the dissolution of the Corporation, to the extent allowed under applicable law, after all lawful debts and liabilities of the Corporation have been paid, all the assets of the Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same purposes for which the Corporation is organized and operating, or to one or more corporations, funds or foundations which shall be selected by the Board of Directors, provided however, that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of Section 501(a) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent law.

ARTICLE XIII

Purpose. The objects and purposes of the Corporation are to facilitate communication among property owners within a certain geographic area in Cobb County; to monitor and disseminate information regarding activities, policies and pending actions that may be of concern to the property owners; to engage in such other activities not prohibited by law, as the Association and its Board of Directors may from time to time authorize; and any other purpose authorized by the Georgia Nonprofit Corporation Code.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of January, 2008.

Anthony E. Cheatham, Incorporator

KAREN HANDEL
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817
Registered agent, officer, entity status information via the Internet
http://www.georgiacorporations.org

TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

IMPORTANT
Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: aecatty@aim.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1. 2007069031
Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

Terrell Mill Community Association Corporation
Corporate Name (List *exactly* as it appears in articles)

2. Anthony E. Cheatham — 770-529-8940
Name of person filing articles (certificate will be mailed to this person, at address below) — Telephone Number

4807 S Main St
Address

Acworth — GA — 30101
City — State — Zip Code

3.
Mail or deliver the following items to the Secretary of State, at the above address:

1) This transmittal form
2) Original and one copy of the Articles of Incorporation
3) Filing fee of $100.00 payable to Secretary of State. Filing fees are NON-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of $40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (List of legal organs is posted at web site; or, the Clerk of Superior Court can advise you of the official organ in a particular county.)

A E Cheatham — 1-2-2008
Authorized signature of person filing documents — Date

Request certificates and obtain entity information via the Internet: http://www.georgiacorporations.org

EXHIBIT B

Control Number : 08001037

STATE OF GEORGIA

Secretary of State

Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF AMENDMENT

NAME CHANGE

I, Brian P. Kemp, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

TERRELL MILL COMMUNITY ASSOCIATION CORPORATION
a **Domestic Nonprofit Corporation**

has filed articles/certificate of amendment in the Office of the Secretary of State on 08/18/2016 changing its name to

THE POWERS FERRY CORRIDOR ALLIANCE, INC.
a **Domestic Nonprofit Corporation**

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles/ certificate of amendment.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on 09/06/2016

Brian P. Kemp
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
2 Martin Luther King Jr. Dr.
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.georgia.gov/corporations

Brian P. Kemp
Secretary of State

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Articles of Amendment of Articles of Incorporation

Article One

The name of the nonprofit corporation ("corporation") is:

Terrell Mill Community Association Corporation.

Article Two

The corporation hereby adopts the following amendment to change the name of the corporation. The new name of the corporation is:

The Powers Ferry Corridor Alliance, Inc.

Article Three

The amendment was duly adopted by the following method (choose one statement only):

- ☐ The amendment was adopted by the incorporators pursuant to O.C.G.A. § 14-3-1002.
- ☐ The amendment was adopted by a sufficient vote of the members of the Corporation.
- ☑ The amendment was adopted by the board of directors (choose one additional box below)
  - ☐ with member approval.
  - ☑ without member approval as member approval was not required.

Article Four

The date of the adoption of the amendment was: APRIL 13, 2016.

Article Five

The undersigned does hereby certify that a request for publication of a notice of the filing of articles of amendment to change the corporation's name along with the publication fee of $40.00 has been forwarded to the legal organ of the county of the registered office as required by O.C.G.A. §14-3-1005.1.

Article Six

(*Check, and if applicable complete, one of the following*)

- ☑ The articles of amendment shall be effective upon the filing with the Secretary of State.
- ☐ The articles of amendment shall be effective on: ________ (Date) at ________ (Time).

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on

8/17/16
(Date)

[signature]
Signature

Bruce Levitt
Print Name

Capacity (choose one option only): ☐ Chairperson ☑ Officer ☐ Court-Appointed Fiduciary ☐ Attorney In Fact

Email Address: Levitt1@Yahoo.com

Form CD 110
(Rev. 4/2015)

EXHIBIT C

RESOLUTION OF THE BOARD OF DIRECTORS OF THE POWERS FERRY CORRIDOR ALLIANCE, INC.

WHEREAS, the board of directors (the "**Directors**") of The Powers Ferry Corridor Alliance, Inc. (the "**Corporation**") have determined that it is in the best interests of the Corporation to amend the Articles of Incorporation (the "**Articles**") to provide for any further amendments of the Bylaws to be made by the Board of Directors without member consent (the "**Amendment**");

NOW THEREFORE LET IT BE:

RESOLVED, that the Articles are hereby amended to add Article XII to read in full as follows:

ARTICLE XII

Bylaws. No amendment of the Corporation's Articles shall be valid unless it is set forth in a writing by a duly authorized resolution of the Board of Directors, approved by an affirmative vote of the Directors holding two-thirds or more of Director votes of the Board. Any such amendments to the Bylaws may be made without the consent of the members.

RESOLVED, that the Amendment be submitted for approval at the Annual Meeting of the members of the Corporation;

RESOLVED, that the Board hereby recommends that the members approve and adopt the Amendment;

RESOLVED, that the President, Vice President, Treasurer, Secretary and any other officer of the Corporation (each such person, an "**Authorized Officer**") be, and each of them hereby is, authorized and empowered to prepare and mail a proper notice of the Annual Meeting and the Amendment to all members of record in accordance with Section 14-3-1003(5) of the Code.

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to take all such further action and to execute, deliver and file all such further agreements, certificates, instruments and documents, in the name and on behalf of the Corporation, and if requested or required, under its corporate seal duly attested by the Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to carry out the full intent and purposes of the foregoing resolutions; and

RESOLVED, that in connection with the transactions contemplated in the preceding resolutions, the Vice President of the Corporation be, and hereby is, authorized in the name and on behalf of the Corporation, to file, upon receipt of member approval, the Amendment to the Articles to the Georgia Secretary of State, to certify any more formal or detailed resolutions as such officer may deem necessary, desirable, advisable or appropriate to carry out the full intent and purposes of the foregoing resolutions; and that thereupon, such resolutions shall be deemed adopted as and for the resolutions of the Board as if set forth at length herein.

IN WITNESS WHEREOF, the undersigned has executed this Resolution on this 15th day of October, 2018.

Patricia Rice

The Powers Ferry Corridor Alliance, Inc.
By: Patricia Rice
Its: President

This Resolution was approved unanimously by all members present at the PFCA's Annual Meeting on November 14, 2018