

**BY-LAWS OF**  
**THE DOWNTOWN NEIGHBORHOOD ASSOCIATION**  
**OF SAVANNAH, GEORGIA, INC.**

***Status: Enacted by the DNA General Membership on June 6, 2011***

**ARTICLE I**

**NAME**

The name of the association shall be The Downtown Neighborhood Association of Savannah, Georgia, Inc., and for the sake of brevity and convenience shall be referred to herein as the "D.N.A."

**ARTICLE II**

**PURPOSE**

The D.N.A. shall be a non-profit, incorporated entity, and its purpose shall be to promote in such ways and by such means as may seem appropriate to the members thereof, the general welfare of its members. The "general welfare" shall include but not be limited to all matters affecting the standards of health and safety in the Historic District of Savannah, Georgia, the maintenance of its unique architectural environment, the quality of life therein and the encouragement of the restoration movement.

**ARTICLE III**

**MEMBERSHIP**

a) Any reputable individual or family interested in the purposes of the D.N.A., as stated in Article II hereof, shall be eligible for Membership therein upon the payment of annual dues as the Board of Directors shall determine.

b) Any reputable commercial, industrial, or charitable organization may become an institutional member of the D.N.A. upon payment of annual dues as the

Board of Directors shall determine.

c) Nothing contained in sub-paragraphs (a) or (b) hereof shall impose upon the D.N.A. any limitation upon its authority to raise revenue for any purpose compatible with the purposes of the D.N.A. set forth in Article II hereof by any means deemed appropriate and proper by the Board of Directors of the D.N.A.

d) To be a member of the general membership of the D.N.A. in good standing requires the payment of the current dues and participation in the D.N.A.'s activities.

#### **ARTICLE IV**

#### **OFFICERS AND EXECUTIVE COMMITTEE**

The D.N.A. shall have as its governing and executive officers, the following:

President

Vice President

Secretary

Treasurer

The foregoing officers shall also serve as the Executive Officers of the Board of Directors of the D.N.A. Other members of the Board of Directors shall be elected by general membership at the annual meeting. Vacancies on the Board may be filled by appointment by the existing board members. Board membership shall not exceed fifteen (15) persons.

The President shall serve as the chairman of the Board of Directors.

#### **ARTICLE V**

#### **NOMINATIONS**

a) The President, with the concurrence of the Board of Directors, shall appoint a Nominating Committee in March of each year. Any member of the D.N.A. in good standing may serve on the Nominating Committee which shall consist of at least

three members, preferably including at least one person who is not currently serving on the Board in any capacity.

b) Subject to the provisions of Article VII any member of the D.N.A. in good standing is eligible for nomination to any position. The Nominating Committee shall announce a slate of officers and present this slate in writing. Nominations may be received from the floor at the annual meeting of the general membership for all officer and other positions.

## **ARTICLE VI** **ELECTIONS**

Nominees selected by the Nominating Committee and the general membership for the positions of officers and other positions on the Board of Directors in accordance with the provisions of Article V above shall be elected at the annual meeting of the general membership. The election shall be by a majority vote of the members in good standing, present and voting at such meeting. Those elected will take office after the election.

## **ARTICLE VII** **OFFICERS AND BOARD OF DIRECTORS**

a) The officers referred to in Article IV above shall hold office for one (1) year. All officers are eligible to succeed themselves for no more than five (5) subsequent one (1) year terms so that no officer may serve more than a total of six (6) consecutive years. Following a one year absence from the Board an individual is again eligible to serve on the Board for no more than six (6) consecutive years. At that point a one (1) year absence from the board is again required.

b) The President shall preside over the Board, and over all meetings of the general membership. The President shall be the chief executive officer of the D.N.A. and shall have general and active management thereof.

c) The Vice-President shall assist the President in the discharge of his/her duties and shall assume the responsibilities and duties of the President when the President is not available to perform those duties.

Unless otherwise determined by the Board of Directors, the Vice-President shall serve as chairperson of the Program Committee.

d) The Secretary shall maintain suitable minutes and other appropriate records of the meetings of the Board of Directors, and the general membership and shall assist the President in the preparation of letters, notices and such correspondence as may be necessary in the President's discretion to further the goals and purposes of the D.N.A.

e) The Treasurer shall be responsible for the day-to-day financial affairs of the D.N.A., funds and any of the property, real or personal, belonging to the D.N.A., shall maintain such bank accounts as the Board of Directors shall direct, shall maintain true and proper accounts of all receipts and disbursements of all moneys of the D.N.A., and shall be prepared to furnish an accounting thereof at least quarterly. The Treasurer shall neither make nor issue any check over \$5,000.00 without prior approval of a majority of the Board of Directors and the co-signature of the President of the Board of Directors or the Vice-President duly serving in the President's stead.

f) The annual terms of office for all officers elected at the annual meeting shall run from adjournment of the said meeting to the conclusion of the next annual

meeting. If for any reason the election of officers is not held at the annual meeting their annual terms shall expire one year from the date they were elected.

## **ARTICLE VIII**

### **COMMITTEES**

The Board of Directors may in its sole discretion appoint Standing Committee(s) or Special Committee(s) as they may deem advisable. Chairpersons for such Committees shall be selected and appointed by the Board of Directors.

## **ARTICLE IX**

### **ASSETS**

The D.N.A. shall be authorized and empowered to receive or to acquire from time to time, either real or personal property of any nature and hold title to any such property in its name. Any such properties so acquired and held (other than annual dues or cash receipts as contemplated by Article III hereof) shall not be disposed of except upon the majority vote of the general membership in good standing present and voting at a meeting of the board.

## **ARTICLE X**

### **MEETINGS**

Meetings of the general membership of the D.N.A. shall be held at least four (4) times annually. The President, with concurrence of a majority of the Board of Directors,

shall determine the date upon which such meeting shall be held, and shall advise the general membership accordingly.

Special meetings of the general membership may be called by the President whenever, in his or her judgment, it shall be in the best interests of the D.N.A. to do so or when otherwise required by other provisions of these Bylaws. Notice of special meetings shall be furnished to the general membership as promptly as circumstances allow.

The Board of Directors shall meet at the pleasure of the President but in no event less frequently than six (6) times annually.

At all meetings of the general membership as a whole, a quorum shall consist of five percent (5%) or 30 members of the general membership, whichever is less.

## **ARTICLE XI**

### **RULES OF PROCEDURE**

The D.N.A. shall rely upon Robert's Rules of Order as authoritative in all matters of Parliamentary Procedure in the conduct of its meetings and other regular business, and the President may in his discretion appoint a Parliamentarian, to render advice and counsel in such matters.

## **ARTICLE XII**

### **FISCAL YEAR**

The Fiscal and Membership year of the D.N.A. shall be from January 1 to December 31.

## **ARTICLE XIII**

### **AMENDMENTS**

These By-Laws may be amended in any regard by the affirmative vote of two-thirds (2/3) of the general membership present at any regular meeting of the membership, provided that: 1) the proposed amendments have been posted on the D.N.A. website for at least 10 days before the meeting, and 2) the members have been notified that a vote on amendments will be on the agenda.

If a membership meeting is not convenient, the proposed amendments must be posted on the D.N.A. website, and all members notified and advised how to vote by email or regular mail, at least ten days before votes are counted. An affirmative vote of two-thirds (2/3) of the members responding will be required for approval.

**Adopted: June 6, 2011**

**FOR THE DNA MEMBERSHIP:**

**Robert McAlister  
Secretary**