

ORGANIZED NEIGHBORS OF EDGEWOOD (ONE) BYLAWS

REVISED ON: 15 SEPTEMBER 2026

These Bylaws set out ONE's core structure and member rights. Day-to-day procedures are in the companion Governance Manual. Where they conflict, these Bylaws control.

ARTICLE I. NAME AND OFFICE

The **Organized Neighbors of Edgewood (hereinafter referred to as “ONE”)** is a Georgia nonprofit corporation organized exclusively for charitable, educational, and civic purposes under Section 501(c)(3) of the Internal Revenue Code (the federally recognized name is ‘Organized Neighbors of Edgewood Incorporated’). The principal office of ONE shall be located in DeKalb County, Georgia, City of Atlanta.

ARTICLE II. MISSION STATEMENT

ONE’s mission is to build a thriving, inclusive, and resilient Edgewood by improving the quality of life for everyone who lives, works, learns, or invests in the neighborhood. ONE’s work focuses on advancing the [Edgewood Neighborhood Plan](#) as adopted by Atlanta City Council on 15 June 2026 as part of the City of Atlanta’s Comprehensive Development Plan. ONE organizes this work around the Plan’s five priority areas:

- Housing Stability and Affordability
- Safe and Connected Mobility
- Greenspace, Tree Canopy, and Watershed Protection
- Historic and Cultural Preservation
- Community Life, Local Economy, and Resilience

In pursuit of these priorities, ONE:

- Promotes civic participation and neighborhood leadership;
- Fosters collaboration among residents, businesses, nonprofits, schools, and public agencies;
- Educates the community on issues affecting Edgewood; and
- Creates spaces where neighbors build solutions together.

ARTICLE III. GUIDING PRINCIPLES

ONE conducts its work with inclusion and belonging, respect, transparency, accountability, collaboration, accessibility, equity, evidence- and community-informed decision making, fiscal stewardship, nonpartisanship, and non-discrimination.

ARTICLE IV. JURISDICTION

The Edgewood neighborhood's geographic boundaries (and ONE's geographic service area) within DeKalb County and the City of Atlanta are established as follows: extending on the northern border to the East-West MARTA tracks (excluding areas within the Candler Park Neighborhood); on the western border to Moreland Avenue, including residences, property, and businesses on the east side of that street; on the southern border to Interstate 20 (I-20); and on the eastern border to the Kirkwood Neighborhood boundary, running along Montgomery Street SE from I-20 to Hosea L. Williams Dr NE, then Hosea L. Williams Dr NE to Woodbine Ave SE, northeasterly to Roger Street NE, and north to DeKalb Avenue. Persons living on a designated eastern-border street may join either ONE or the Kirkwood Neighborhood Organization, or both. The Board may maintain a detailed boundary map as an official organizational record.

ARTICLE V. MEMBERSHIP

Eligibility and Voting. Membership is open to individuals aged 18 or older who live, own property, operate a business, work, volunteer, or otherwise have a meaningful connection to Edgewood and who meet the published membership eligibility requirements and whose membership has not been suspended under the procedures outlined in the Code of Conduct.

Each Individual Member has one (1) vote per voting matter. For a Business Member, that vote is cast by the business's designated representative. Eligibility criteria and verification procedures are established by Board policy and administered by the Secretary. The Board shall provide a process for review of any disputed membership eligibility determination.

Membership Status. Membership continues until a member no longer meets the eligibility requirements, does not complete required renewal procedures, or is suspended or revoked in accordance with these Bylaws and Board policy. A member may also voluntarily end their membership by notifying ONE. Membership may be suspended or revoked for cause pursuant to procedures established by Board policy.

Liability Release. As a condition of membership, each Member releases and holds harmless ONE and its Board Directors, Officers, Committee Leaders, employees, volunteers, contractors, and agents from claims arising out of participation in ONE-sanctioned activities, except for claims arising from gross negligence or willful misconduct.

In plain terms: by joining, you agree not to sue ONE or its volunteers over ordinary risks of participating in ONE activities — unless someone acted recklessly or intentionally caused harm.

ARTICLE VI. MEETINGS

- Regular membership meetings are held monthly, in person, virtually, or hybrid; remote participants count for quorum and voting.
- A special membership meeting may be called by the Board or by written petition of at least ten percent (10%) of ONE's total membership as most recently recorded. The petition states the purpose of the meeting, and only that business may be conducted. The Board provides at least forty-eight (48) hours' notice of a special meeting through ONE's official communication channels, stating the meeting's purpose. Quorum and voting eligibility for a special meeting are the same as for a regular membership meeting.
- The Board provides at least seven (7) days' notice through ONE's official communication channels.
- A quorum for membership meetings shall consist of the lesser of fifteen (15) members who meet the published membership eligibility requirements and whose membership has not been suspended under the procedures outlined in the Code of Conduct, or ten percent (10%) of ONE's total membership as most recently recorded.
- The Board adopts meeting procedures that encourage respectful, efficient participation.
- Members may act without a meeting if the action is approved in writing (including e-mail) by at least two-thirds of members of record; the Secretary records and communicates any action taken this way.

ARTICLE VII. VOTING

Voting Standard. Unless these Bylaws say otherwise, a majority of votes cast decides each voting matter.

Voter Eligibility. To be eligible to vote, a Member must have attended (in person or online) at least one (1) ONE meeting within the past twelve (12) months prior to the date the matter is put up for vote.

Electronic Voting. Secure electronic voting may be used for:

- Director elections
- Bylaw amendments
- Neighborhood Plan project changes and additions
- Resolutions
- Other Board-approved matters

Electronic voting may remain open for up to two (2) days or 48 hours following a meeting and shall ensure one vote per eligible member and ballot integrity.

No Proxy Voting. Proxy voting is not permitted; each Member must cast their own vote through an authorized in-person or electronic method.

ARTICLE VIII. BOARD OF DIRECTORS

The Board of Directors governs ONE and is responsible for strategic leadership, fiduciary oversight, and mission implementation.

Composition. The Board consists of seven (7) to nine (9) Directors, which include the President, Vice President, Secretary, Treasurer, and up to five (5) At-Large Directors.

Board Duties. The Board:

- Establishes organizational policy;
- Adopts the annual budget;
- Oversees finances and legal compliance;
- Supports implementation of the Edgewood Neighborhood Plan;
- Creates committees;
- Manages organizational communications; and
- Ensures ONE operates consistently with its mission and nonprofit obligations.

Director Terms and Elections. ONE Members elect Directors. Directors shall serve two-year terms and may serve no more than three (3) consecutive terms. After completing three (3) consecutive terms, a Director must be off the Board for at least one (1) year before being eligible for election to another term. Service on the Board prior to the adoption of these Bylaws shall not count toward these term limits.

On or before the October regular meeting, the President shall announce the Director positions to be filled at the annual election and invite eligible Members to seek

nomination. Additional nominations may be made from the floor at the November regular meeting before nominations are closed.

The annual election of Directors shall be held at the regular November meeting. Each candidate shall be provided an equal opportunity to address the membership prior to voting. Each voting Member may vote for up to the number of Director positions being filled.

Majority Required. A candidate must receive more than one-half of the votes cast by eligible voting Members to be elected.

If fewer candidates receive a majority than there are Director positions to be filled, or if any Director positions otherwise remain vacant following the November election, an election for the remaining positions shall be held at the next regular monthly meeting. Candidates not elected in the prior ballot may remain candidates, and additional nominations may be made before voting.

Initial Staggered Terms. At the first election of Directors following adoption of these Bylaws, the newly elected Directors shall divide so that approximately half serve an initial one-year term and half serve an initial two-year term, as determined by lot or by agreement among the newly elected Directors. Thereafter, each Director elected shall serve a full two-year term as provided above, so that no more than half of the Board's seats are subject to election in any single year.

Officers. The Officers of ONE (i.e., the President, Vice President, Secretary, and Treasurer) shall be elected by the Board from among the Directors. Officers can serve multiple one (1) year terms as long as they remain eligible to serve as a Director.

- The President provides leadership to the Board, presides over Board and membership meetings, and serves as the primary representative of ONE.
- The Vice President supports the President and performs the duties of the President when the President is unavailable.
- The Secretary maintains official records, including meeting minutes and Board decisions.
- The Treasurer oversees the organization's financial records, reporting, and budget.

Removal. A Director or Officer may be removed by a two-thirds (2/3rds) vote of the Board for cause, including failure to perform the duties of the position, repeated unexcused absences, misuse of organizational funds or assets, violation of these bylaws or Board policies, unethical conduct, or actions that materially harm the organization. The individual must receive advance written notice of the proposed removal and have an opportunity to respond before the vote.

Members may remove a Director or Officer for the same reasons by a two-thirds (2/3rds) vote of members present and voting at a meeting, provided the individual receives advance notice of the proposed removal and an opportunity to respond before the vote.

Vacancies. If an Officer position becomes vacant before the end of a term, the Board will appoint someone to serve for the rest of that term. If the President's position becomes vacant, the Vice President will serve as Acting President until the Board appoints a new President.

Board Quorum and Action Without a Meeting. A quorum for Board business shall consist of a majority of the Directors then serving. The Board may take official action without holding a meeting if at least two-thirds of the Directors then serving approve the action in writing, including by email. The Secretary shall maintain a record of the approvals.

ARTICLE IX. COMMITTEES, LIAISONS, AND REPRESENTATIVES

The Board may establish standing or ad hoc committees, and may appoint Liaisons and Representatives, as necessary to conduct ONE's business in furtherance of its mission. Committee and Liaison/Representative structure, roles, terms, and responsibilities are set by Board policy (Governance Manual, Section 4) and reviewed annually, so these roles can adapt to changing needs without requiring a bylaws amendment.

ARTICLE X. ETHICS AND CONDUCT

ONE maintains a welcoming, respectful, discrimination-free environment. The Board adopts and maintains policies on meeting conduct, conflicts of interest, anti-harassment, financial controls, records retention, whistleblower protections, and volunteer expectations. Organizational meetings and communication platforms exist to further ONE's mission and may not be used for purposes inconsistent with its charitable purpose. ONE's Code of Conduct is set out in Board policy (Governance Manual, Appendix A).

ARTICLE XI. FINANCIAL MANAGEMENT

- The fiscal year runs January 1 through December 31.
- The Board adopts an annual budget and maintains appropriate financial controls.
- An annual financial report is made available to the membership.

- No part of ONE's net funds shall benefit any private individual except as reasonable compensation for services rendered.
- A contract binds ONE only if two (2) Board-designated Officers review and approve it in writing before signing. If required approval cannot be obtained, the matter shall be referred to the Board.

ARTICLE XII. INDEMNIFICATION

ONE indemnifies its Directors, Officers, and former Directors and Officers to the fullest extent permitted by the Georgia Nonprofit Corporation Code, as amended. ONE may purchase directors' and officers' liability insurance on behalf of any Director, Officer, employee, volunteer, or agent acting on ONE's behalf.

In plain terms: if a Director or Officer is sued for actions taken on ONE's behalf, ONE will cover their legal costs to the extent state law allows.

ARTICLE XIII. DISSOLUTION

Upon dissolution, all assets remaining after payment of liabilities shall be distributed exclusively to one or more organizations recognized as tax-exempt under Section 501(c)(3) whose purposes are substantially similar to ONE's. No assets shall inure to the benefit of any director, officer, or member.

ARTICLE XIV. AMENDMENTS

These bylaws may be amended by a two-thirds (2/3rds) vote of members participating in a membership meeting or authorized electronic ballot. Proposed amendments shall be distributed to members at least ten (10) days before voting begins.