

By-Laws
Of
Thomas Square Streetcar Historic District Association Inc.

Article I
NAME AND PURPOSE

Thomas Square Streetcar Historic District Association shall be comprised of the people that live and work in the Historic District. Its purpose is to preserve, protect and promote the common good of those who live in the district and to preserve the historic integrity and resources of the area.

Thomas Square Streetcar Historic District Association shall follow the boundaries as outlined in the records of the National Register of Historic Places. The boundaries are as follows: the northern boundary is Anderson Street Lane, the southern boundary is the northern side of Victory Dr. from Martin Luther King Blvd. to Habersham, at the point the boundary become 42nd St. the eastern boundary is East Broad St, the western boundary will be the east side of Martin Luther King Blvd. These boundaries were listed on the National Register in 1997 and have since been adopted by the City of Savannah as the boundary of said historic district.

Thomas Square Streetcar Historic District Association will bring together residents and businesses in Metropolitan Neighborhood, Thomas Square Neighborhood, Baldwin Park and Midtown Neighborhood for the common good of preserving the historic integrity and resources of the area. Striving to create a safe environment and promote growth and sustainability for everyone.

The name of the corporation shall be Thomas Square Streetcar Historic District Association. and it is sometimes referred to in these by-laws as the “Corporation”.

Article II
BOARD OF DIRECTORS

The affairs of the Corporation shall be controlled and administered by a Board of directors (“the directors”) which shall be composed of between nine (9) and thirteen (13) members Each Director will serve for 3 years, but may resign his or her appointment at any time and may be removed, with or without cause, by a two-thirds vote of the entire Board of Directors. Upon the death, removal or resignation or incapacity of any member of the Board of Directors, a majority of the then remaining Directors shall elect his or her successor. In order to be eligible to serve as a member of the Board of Directors, the individual must be a member in good standing of the Corporation. A Director shall be considered incapacitated if for any reason he or she shall be unable to carry out the duties of his or her office and the remaining Directors shall have declared him or her incapable or service by two-thirds vote of the directors voting. Once the Board has been elected the President of the Board shall assign to one third (1/3) of the Board members

terms of 1 years, terms of 2 years to one-third (1/3) of the Board, and to the remaining one third terms of three years

Article III MEETINGS

The Directors shall meet not less than six (6) times a Year at a place and time which shall be fixed by the President. The Directors shall meet during the association meeting which shall be held every other month a place and time and date set by the President. All Directors shall attend at least four (4) of the monthly meeting s during each calendar year and two-thirds of the called meetings of the board. Failure to do so may result in the director's removal from the Board.

Article IV OFFICERS OF THE CORPORATION

The officers of the Corporation shall consist of a President, A Vice-President, A Treasurer, A Secretary, and such other officers as may be elected in accordance with the provisions of this article.

Officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors, If the election of officers not be can not be held at such meeting, such election shall be held as soon thereafter as convenient. Vacancies may be filled or new offices created and filled at any meeting f the Board of Directors. Each officer shall hold office until his successor shall have been duly elected.

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of directors when ever, in its, judgment, the best interest of the corporation will be served thereby.

The President shall preside at all meetings of the directors and shall be the Chief Executive Officer of the Corporation. In the absence of the President, the Vice President shall perform the duties of the President. The Secretary shall be the custodian of the minute books of the Corporation and shall accurately keep minutes of meetings of the directors, see to their distribution, and keep an up-to date roster of board members and officers as well as the membership. The treasurer shall have the authority and responsibility for the safekeeping of the funds and securities of the Corporation

Article V EXECUTIVE COMMITTEE

There shall be an Executive committee which shall be the governing body of the corporation when the Board of Directors is not in session and shall manage and exercise the corporate

authority over the day to day affairs of the corporation, except those duties and rights expressly conferred upon the Board of Directors. The Executive committee of the Board of directors shall be comprised of the President, the vice-President, the Secretary and the Treasurer and shall meet at a place, date and time which shall be fixed by the President when the Board of directors is not in session, when the Board of directors is not in session, the authority of the Board of directors in the management of the corporation subject to the approval of the Board of Directors.

Article VI OTHER COMMITTEES

The Board of directors, by resolution adopted by the majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more of Directors. Which committees, to the extent proved in said resolution, shall have management of the Corporation, but the designation of such committees and the delegation there to of authority shall not operate to relieve the Board of Directors or and individual director, of any responsibility imposed upon him by law.

Article VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

The president of the Corporation may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by laws, to enter into any contract or execute and deliver any instruments in the name or on behalf of the corporation and such authority may be general or confined to specific instances.

Article VIII DEPOSITORY

One or more depositories for the keeping of the corporation's funds shall be designated and approved by a baking resolution of the Board of Directors All checks, drafts or other order for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by two of the following officers of the corporation: The President, the Treasurer and or the Assistant Treasurer in the manner as shall from time to time be determined by resolution of the Board of Directors.

Article IX TREASURER

The treasurer shall at all time maintain records evidencing the property owned by the corporation and its disbursements and present them to the annual meeting of the Directors, provided however, that the record shall always be open for inspection by any Director.

Article X

QUORUM

The quorum for the transaction of any business of the Board of Directors and /or the Executive committee shall be a majority of the respective members there of then in office.

Article XI DIRECTORS

The Directors shall serve without compensation.

Article XII CONFLICTS OF INTERESTS AND NEPOTISM

At no time shall any Director vote on any matter in which he or she as a financial, familial or the interest which may adversely affect the Director's vote.

Article XIII MEMBERSHIP REQUIREMENTS

Membership in the Corporation is open to persons living or conducting daily business with the boundaries of the Corporation. In order to become a member and remain a member in good standing, the applicant must pay to the Treasurer the sum of twenty dollars per year and attend at least half the meetings. To remain a member in good standing the member must pay the sum of twenty dollars each year as annual dues, The total amount may be paid quarterly, semi-annually or annually as agreed too . If an individual is unable to pay the initial membership fee or the annual dues, he or she may request that the Board of Directors waive the required payment the Board may do so. In do so he or she becomes or remains a member in good standing for the current year