



NEIGHBORS OF GRESHAM PARK BYLAWS

Adopted February 17, 2026



BYLAWS OF NEIGHBORS OF GRESHAM PARK

ARTICLE I: NAME, PURPOSE, AND OBJECTIVES

Section 1: Name

The name of this organization shall be “Neighbors of Gresham Park”, also referred to as “NGP” herein.

Section 2: Purpose

Neighbors of Gresham Park is a nonprofit, nonpartisan community organization serving all residents, property owners, businesses, and institutions located within the Gresham Park neighborhood of unincorporated DeKalb County.

The purpose of NGP is to promote, protect, and enhance the quality of life, safety, stability, and overall well-being of the Gresham Park community. The organization shall pursue this purpose through advocacy, education, collaboration, community engagement, and other activities deemed appropriate by the organization.

NGP is guided by the values of **Community FIRST** – *Fairness, Integrity, Respect, Support, and Transparency* – and seeks to foster inclusive participation, responsible growth, and long-term neighborhood sustainability.

Section 3: Objectives

The objectives of NGP are as follows. These objectives are intended to serve as guiding principles and shall not be construed as binding regulatory authority.

1. Promote the general welfare, safety, and quality of life of the Gresham Park neighborhood.
2. Provide a forum for communication, education, and collaboration among residents, businesses, institutions, and public agencies on matters affecting the neighborhood.
3. Advocate for responsible, community-informed development and land use that supports neighborhood stability and long-term sustainability.
4. Represent the collective interests of the neighborhood in matters related to zoning, public safety, transportation, infrastructure, environmental concerns, and public services.
5. Support neighborhood beautification, maintenance, and preservation efforts that enhance community pride and livability.



6. Encourage civic participation, leadership development, and inclusive engagement among residents.
7. Promote transparency, fairness, and accountability in the actions and decision-making of the organization.

ARTICLE II: INCORPORATION AND BOUNDARIES

Section 1: Articles of Incorporation

Neighbors of Gresham Park (NGP) shall be incorporated as a nonprofit organization under the laws of the State of Georgia. The organization shall operate in accordance with its Articles of Incorporation, these bylaws, and all applicable federal, state, and local laws.

The principal contact address, email address, and registered agent of NGP shall be determined by the Board of Directors and maintained in the official records of NGP.

Section 2: Neighborhood Boundaries

The Gresham Park neighborhood is located in unincorporated DeKalb County and is generally situated at approximately **33°42'12"N, 84°18'52"W (33.703357, -84.314366)**.

The boundaries of the Gresham Park neighborhood shall be defined as follows:

- **North:** Interstate 20 (I-20), across which lies the Longdale Park area of unincorporated DeKalb County
- **Northwest:** The East Atlanta neighborhood of the City of Atlanta
- **West:** Unincorporated DeKalb County, west of which lies Southeast Atlanta
- **South:** Constitution Road and Clifton Church Road, across which lie the Bouldercrest and Cedar Grove areas of unincorporated DeKalb County
- **East:** Flat Shoals Road and Clifton Church Road, across which lies the Panthersville Census Designated Place (CDP)
- **Northeast:** The intersection of Flat Shoals Road and Interstate 20, beyond which lies the Candler-McAfee Census Designated Place (CDP)



The neighborhood boundary shall generally follow the centerline of the streets, rights-of-way, and geographic features referenced above, unless otherwise determined in alignment with official DeKalb County neighborhood boundary designations.

ARTICLE III: MEMBERSHIP

Section 1: Eligibility

NGP Membership is open to (a) individuals and families residing, owning property, or operating businesses within 0.5 miles of the Gresham Park neighborhood boundaries outlined in Article II, Section 2 and (b) entities operating businesses or owning property within 0.5 miles of the Gresham Park neighborhood boundaries outlined in Article II, Section 2.

Section 2: Obligations of Members

NGP Members shall be responsible for payment of annual dues. Members shall endeavor to support the organization by participating in committees, meetings, and activities of NGP and by making a good faith effort to volunteer a reasonable amount of time each year to support the organization.

Section 3: Privileges of Members

Members of NGP are eligible to (a) vote on matters that arise at General Membership meetings and in other meetings of NGP in accordance with the provisions set forth herein, (b) make or second a motion, (c) hold Officer, Chairperson or Board positions in accordance with the provisions set forth herein, (d) serve on committees, participate in NGP activities, and benefit from any of the special programs of the organization, and (e) have reasonable access to review the records and financial statements of NGP.



Section 4: Authority of the Membership

All Board members, Officers, committee Chairpersons, and any other representatives of NGP serve to implement the collective will of NGP Membership. Members must have prior approval of the Board before publicly speaking on behalf of or acting on behalf of the organization.

Section 5: Membership Categories

NGP shall have the following membership categories. Membership dues for each category shall be determined and updated by the Board, with approval from the NGP Membership.

Section 5.1: Resident

A Resident is anyone who resides within the Gresham Park boundaries outlined in Article II, Section 2. A Resident member is entitled one (1) vote per issue, up to two members per household. Each member is responsible for their individual dues.

Section 5.2: Non-Resident Property Owner

Non-Resident property owners are individuals, corporations, and other entities that own property within Gresham Park but do not reside within the neighborhood boundaries. Each Non-Resident Property Owner member is entitled to one vote (1) per issue to represent their collective properties and/or portfolio within Gresham Park. Non-Resident Property Owner members are not eligible to serve on the board.

Section 5.3: Business or Community Organization

Businesses or organizations operating in Gresham Park may appoint one representative to serve as a member of NGP. Business members are entitled to one (1) vote per issue.. Business members will have priority access to sponsorship opportunities for events and initiatives.

Section 5.4: Youth (Non-Voting)

Youth memberships are for members of the community ages 13–17 and are meant to encourage young residents to actively participate in service projects and committees. Youth members are not required to pay membership dues.



ARTICLE IV: BOARD OF DIRECTORS

The business and affairs of NGP shall be managed by and under the direction of a governing body known as the “Board of Directors”, herein referred to as the “Board”. The Board shall conduct its proceedings as provided for in these bylaws.

Section 1: Composition

The Board of Directors for NGP shall be composed of (a) the four (4) elected Officers (President, Vice President, Secretary, and Treasurer), (b) the Chairpersons of standing committees, and (c) two (2) at-large members.

Section 2: Eligibility

Any member in good standing that has attended at least three (3) of the immediately preceding twelve (12) general membership meetings is eligible to serve as Board member.

Section 3: Authority and Duties of the Board

The Board shall be the governing body of NGP. The Board holds primary fiduciary and operational responsibility for the organization and shall manage the affairs of NGP between General Membership meetings. The Board shall transact all business necessary to implement the collective will of NGP Membership and the mandates of these bylaws. Board members will ensure the smooth, secure, and efficient transition and continuity of leadership with the surrender of all relevant Board-related documents, supplies, and materials at the completion of their terms.

The Board shall be accountable to and seek the input of NGP Membership before adopting any recommendation on behalf of NGP. The Board is authorized to expend funds from the NGP treasury up to and including \$500. Any amount greater than \$500 must have prior approval of NGP Membership.

Each member of the Board shall (a) make a good faith effort to attend all Board and General Membership meetings in order to conduct the business of NGP; (b) abstain from voting in case of a conflict of interest as determined by the Board; (c) exercise fiduciary responsibility; (d) refrain from representing NGP without the Board’s prior approval; and (e) make a good faith effort to attend all official NGP events.



Section 4: Elections

Board elections will be held at the General Membership meeting in November every year. The Secretary will solicit nominations for Officer and Committee Chairperson positions at the September and October General Membership meetings proceeding the November election. All nominations will be recorded by the Secretary, who will also make a final call for nominations immediately preceding the slate of nominations being presented and voted upon by membership.

All elections for Board positions, including filling vacancies, shall be held by confidential, written ballot or by confidential poll (for virtual meetings). A nominee shall be elected given they receive a majority vote of the membership present. If two (2) candidates are nominated, the candidate receiving the most votes shall be elected to serve.

Those elected will begin service on January 1st of the following year and their term is subject to the length outlined in Article IV Section 5.

Section 5: Terms

Officers and at-large Board members shall serve on a rotating basis to serve for two (2) years beginning January 1st after elections and continuing through December 31st of the following year. The President, Treasurer, and one at-large Board position shall be up for election in even-numbered years. The Vice President, Secretary, and the second at-large Board position shall be up for election in odd-numbered years. Officers may serve consecutively for a maximum of two (2) terms, a total of four (4) years.

Committee Chairpersons are elected annually to serve for one (1) year beginning January 1st after elections and ending December 31st of that year. Committee Chairpersons may serve up to four (4) consecutive one-year terms, a period of four (4) years. Members may not serve as Chairperson for more than one committee concurrently.

Section 6: Resignation

Any Board member may resign from their position at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at a later time as specified in the resignation. The acceptance of such resignation shall not be necessary to make it effective.



Section 7: Removal

Any Board member may be removed and replaced by a majority vote of the members present at a General Membership meeting. The Board shall provide the Board member with advance written notice of the upcoming motion for removal, including reason for removal motion, along with the date, time and location of the meeting at which the motion will be raised. Removal does not require cause.

Additionally, a member of the Board shall automatically be removed if that member is absent for three (3) consecutive Board meetings or is absent from more than one-half (1/2) of the General Membership meetings during a calendar year, barring extenuating circumstances deemed acceptable to the Board. If these criteria are met, a vote is not required for removal and the Board shall provide written notification of the removal to the Board Member.

Section 8: Vacancies

Should a vacancy occur for a Committee Chairperson during their term, the Board shall nominate and elect an NGP member at the next Board meeting to serve the remainder of the vacant term. A majority vote of the Board present at the meeting shall be required for election.

Should a vacancy occur for an at-large Board member position during their term, NGP membership shall elect an NGP member to serve the remainder of the vacant term at the next General Membership meeting. The Secretary shall solicit nominations from membership for replacement, and make a final call for nominations immediately preceding the slate of nominations being presented and voted upon by membership.

Elections shall be held by confidential, written ballot or by confidential poll (for virtual meetings). A nominee shall be elected given they receive a majority vote of the membership present. If two (2) candidates are nominated, the candidate receiving the most votes shall be elected to fill the vacancy.

Section 9: Compensation

NGP Board members serve in a volunteer capacity and do not receive compensation for time spent or services rendered to the organization. Board members may be reimbursed for documented out-of-pocket organizational expenses submitted to the Treasurer.



ARTICLE V: OFFICERS

The Officers of NGP shall be President, Vice-President, Secretary, and Treasurer (each, an “Officer” and collectively, the “Officers”). Any one person may not hold two (2) or more offices.

Section 1: Duties of the Officers

Section 1.1: President

The President is charged with effectively leading the organization and representing NGP and the Gresham Park neighborhood in all matters. The President shall call and preside over all meetings where they are present, shall act for and on behalf of the NGP Membership, and shall act as official spokesperson for the organization.

The President shall have the following duties:

1. Direct and coordinate the initiatives, programs, and activities of the organization.
2. Set the agenda for all NGP General Membership and Board meetings and ensure proper order is kept during all meetings.
3. Serve as Meeting Chair at all General Membership and Board meetings, or appoint the Vice-President, or if the Vice-President is unavailable, a Board member, to preside as Meeting Chair on their behalf.
4. Call special meetings when necessary, or when requested in writing to do so by five (5) members of the Board.
5. With the Treasurer, monitor the Board’s expenditures of funds.
6. Ensure that the organization adheres to the bylaws, including *Robert’s Rules of Order* for meetings and voting.
7. Represent the organization as the principal spokesperson and liaison on behalf of NGP.
8. Perform such other duties as deemed necessary by the Board.
9. Make a good faith effort to attend all official NGP events.

Section 1.2: Vice President

The Vice President is charged with assisting the President in providing effective leadership to the organization. The Vice President shall, in the absence of the President, assume the duties of that office and shall assist the President per request and need.



The Vice-President shall have the following duties:

1. Serve as the liaison between the Committee Chairpersons and the Board, ensuring that Chairpersons provide timely reports of their activities to the Board and NGP Membership.
2. In the absence of the President, preside as Meeting Chair at General Membership Meetings and Board meetings, or appoint a Board Member to do so in the event of their absence.
3. Perform such other duties as deemed necessary by the Board.
4. Make a good faith effort to attend all official NGP events.

Section 1.3: Secretary

The Secretary is the custodian of the organization's records, except those specifically assigned to others, such as financial and treasury records. The Secretary shall maintain records of all legal documents and transactions, meeting minutes, committee reports, the NGP Membership roll, and the organization's bylaws. The Secretary shall ensure voting eligibility of members, certify all voting results, and manage the Board elections process.

The Secretary shall have the following duties:

1. The Secretary shall ensure all meeting details are made available to the public.
2. Record and preserve the minutes of all General Membership and Board meetings.
3. Maintain and preserve the NGP bylaws and advise the Board when revisions or updates may be pertinent.
4. Assist in correspondence of the organization as directed.
5. Be responsible for preserving the archival records of the organization.
6. Perform such other duties as deemed necessary by the Board.
7. Make a good faith effort to attend all official NGP events.

Section 1.4: Treasurer

The Treasurer is charged with keeping a permanent record of all financial business of the organization, establishing and following sound financial management policies and procedures, and ensuring compliance with all local, state, and federal applicable requirements. An up-to-date financial report shall be submitted at each Board meeting and quarterly at the General Membership meeting beginning in March of each calendar year. The treasurer shall have the authority to sign financial documents on behalf of NGP as directed by the Board or Membership.



The Treasurer shall have the following duties:

1. Collect all funds in the method most advantageous to the organization.
2. Deposit all collected funds in Board-approved, federally insured banking institutions.
3. Maintain and preserve the financial records of NGP.
4. Disburse all funds as directed by the Board and/or NGP Membership.
5. Submit monthly financial statements at Board meetings.
6. Ensure that NGP adheres to all rules and filing requirements of all local, state, and federal taxing authorities.
7. Perform such other duties as deemed necessary by the Board.
8. Make a good faith effort to attend all official NGP events.

Section 2: Elections

Elections for Officers shall run in accordance with the rules set forth for Board members set forth in Article IV, Section 4.

Section 3: Terms

Officers shall be elected to serve for two (2) years beginning January 1st after elections and continue serving through December 31st of the following year. Officers shall be elected on rotating terms, with elections for the President and Treasurer held in even-numbered years and elections for the Vice President and Secretary held in odd-numbered years.

Officers may serve up to two (2) consecutive terms in the same office, a total period of four (4) years, after which they must wait at least two (2) years before election to additional terms as an Officer. Officers may hold Committee Chairperson or at-large Board member positions following their tenures without a waiting period.

Section 4: Resignation

Any Officer may resign from their position at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of the receipt of such notice or at a later time specified in the resignation. The acceptance of such resignation shall not be necessary to make it effective.



Section 5: Removal

Any Officer may be removed at a Board meeting by a majority vote of those Board members present. Officers are also subject to removal by a majority of NGP Membership at any General Membership meeting. The Board shall provide the Officer with advance written notice of the motion, including the reason for removal and the date and location of the meeting at which the motion will be raised. Removal does not require cause.

Additionally, an Officer shall automatically be removed if that Officer is absent for three (3) consecutive Board meetings, or is absent from more than one-half (1/2) of the General Membership meetings during a calendar year, barring extenuating circumstances deemed acceptable to the Board. A vote is not required for removal and the Board shall provide written notification of the removal to the Officer.

Section 6: Vacancies

Should a vacancy occur during an Officer's term, the Secretary (or President, should the vacancy be the Secretary) shall solicit nominations from the Board within (7) days of the vacancy for current Board members to fill the vacancy for the remainder of the term. A majority vote of the Board members present at the meeting shall be required to elect the new Officer.

If another Officer is elected to fill the vacancy, then that officer's previous Officer position shall be deemed vacated and another Board member shall be nominated to fill the resulting Officer vacancy, so forth and so on, until such a point that the remaining vacancy is a non-Officer position. The remaining Board member vacancy shall be filled as outlined in Article IV, Section 8.

ARTICLE VI: MEETINGS

Section 1: General Membership Meetings

Section 1.1: Purpose

The purpose of General Membership meetings shall be to promote the dissemination of information, communication between members, and the conducting of votes, as needed, by NGP Membership. The subject matter of all issues addressed in General Membership Meetings shall be of general interest to the organization and the community as a whole.



Section 1.2: Frequency

General Membership meetings shall be held monthly on the third Tuesday of every month at 6:30 PM. The Board may call additional General Membership meetings as necessary.

Section 1.3: Quorum and Voting

A quorum for any General Membership meeting of NGP shall be the number of members in attendance. Unless otherwise specified in these bylaws, decisions of the organization shall be made by a majority vote of those members present at any meeting.

Section 1.4: Procedure

Robert's Rules of Order shall govern all NGP General Membership meetings in all cases to which they apply and do not conflict with the specific provisions of these bylaws or any special rules that the organization may adopt. Upon request of any member present, any issue up for vote, other than an election, shall be addressed pursuant to *Robert's Rules of Order* so long as such rules are not inconsistent with these bylaws.

Section 1.5: Agenda

Every General Membership meeting shall be conducted pursuant to an agenda. The President shall present the proposed meeting agenda to the Board of Directors for approval at the Board meeting preceding the General Membership meeting each month.

The President, or the otherwise appointed Meeting Chair, shall arrange the agenda so that issues determined to be of higher general significance and interest are handled first and those of lesser general significance are handled last. Issues that are likely to require a vote shall generally take precedence over those that do not and issues added to the agenda at the request of NGP Members shall generally take precedence over those that were not.

The agenda shall include a presentation by the Vice President to NGP Membership of a summary of all activity of the Committees as reported. Immediately following this consolidated summary, any Committee Chairperson may provide additional information and NGP Membership may address any issues or put forth any desired motions related to the presentation.



Members of NGP shall attempt to inform the President of any issue that they would like to have addressed at any General Membership meeting as early as possible so that the President may place it on the agenda. However, any member of NGP may be heard on any issue, even if it is not on the agenda, by indicating their desire to do so to the President or Meeting Chair at the beginning of a General Membership meeting. For any issue not on the agenda, it shall generally be heard at the end of the meeting and as allowed for by time constraints.

Section 2: Board Meetings

Section 2.1: Frequency

The Board shall meet monthly on the first Thursday of each month, unless the President, with approval from a majority of the Board, reschedules or deems a meeting unnecessary.

The President may call a special Board meeting at any time and shall call one when requested in writing by five (5) members of the Board. A minimum of five days notice of special Board meetings shall be provided to all Board members.

Section 2.2: Quorum and Voting

Meetings of the Board of Directors require attendance of at least fifty-one (51) percent of the Board members and a majority vote of that quorum is required for any decisions to be made.

Section 2.3: Procedure

Robert's Rules of Order shall govern all Board meetings in all cases to which they apply and do not conflict with the specific provisions of these bylaws or any special rules that the organization may adopt. Upon request of any present member, any issue up for vote, other than an election, shall be addressed pursuant *Robert's Rules of Order* so long as such rules are not inconsistent with these bylaws.

Section 2.4: Action without Meeting

Members of the Board shall have the ability to make a motion to hold a vote on a matter by e-mail. If the motion is seconded and approved by e-mail, then a vote and any discussion may be held over a period of three (3) business days from when the voting motion passes. A majority among the number of all standing Board members is required to approve any matter via e-mail.



Section 2.5: Agenda

Every Board meeting shall be conducted pursuant to an agenda. The President, or the otherwise designated Meeting Chair, shall arrange the agenda so that issues determined to be of higher general significance and interest are handled first and those of lesser general significance are handled last. Issues that are likely to require a vote shall generally take precedence over those that do not and issues added to the agenda at the request of Board members shall generally take precedence over those that were not.

ARTICLE VII: COMMITTEES

Section 1: Composition and Administration of Committees

All committees shall be composed of one Chairperson and strive for a minimum of one (1) additional member. The Board shall have the power to add or remove committees as necessary through a majority vote at any Board meeting. Upon formation of a new committee, the Board shall nominate a candidate for Chairperson and solicit nominations from NGP Membership prior to the next General Membership meeting to be elected in the same manner as outlined in Article IV, Section 4.

Section 2: Committee Chairpersons

Election of Committee Chairpersons is outlined in Article IV, Section 4. Committee Chairpersons shall be responsible for developing and executing plans and activities within the scope of their committee in support of overarching NGP goals and objectives. Committee Chairpersons are expected to coordinate meetings for their committee and submit monthly committee reports to the Vice President for review at Board meetings. All committee Chairpersons will be a member of the NGP Board and are expected to attend monthly Board meetings and make a good-faith effort to attend all General Membership meetings and NGP community events.

Section 3: Standing Committees

Section 3.1: Communications and Marketing

The Communications and Marketing Committee develops and executes methods by which NGP promotes its initiatives, positions, objectives, and accomplishments to the community served by NGP and to the broader public. This committee is also responsible for NGP branding and merchandising.



Section 3.2: Social and Fundraising

The Social and Fundraising Committee will be responsible for planning and executing activities and events that foster a sense of community and provide opportunities for interaction and involvement among neighbors and NGP members.

This committee will also engage in activities and opportunities that raise funds for the advancement of NGP goals and objectives. This committee will manage fundraising, grant writing, and philanthropic activities throughout the year and pursue available opportunities within local, county, and state governments and with other community-based organizations.

Section 3.3: Arts and Education

The Arts and Education Committee will coordinate and/or develop initiatives, programs, or activities that enhance the beauty of the neighborhood. Initiatives may include, but are not limited to, community clean-up days, community gardens or plantings, and public art. This committee will pursue available opportunities within local, county, and state governments and with other community-based organizations.

This committee will also engage and serve the youth of the Gresham Park by advancing the interests of neighborhood public schools and collaborating with like-minded educational groups, the Gresham Park Rec Center, the McNair Cluster schools, other area schools, and the community.

Section 3.4: Parks and Recreation

The Parks and Recreation Committee is responsible for working with the Dekalb County Department of Parks and Recreation, any other governmental organizations, and relevant community-based organizations to plan improvements and identify and obtain resources for the betterment of Gresham Park's parks and recreational facilities.

Section 3.5: Planning, Development, Land Use, and Zoning

The Planning, Development, Land Use, and Zoning committee is responsible for overseeing and coordinating all neighborhood planning and development related initiatives within the community. This committee is also responsible for receiving, reviewing, and presenting to the Board and NGP Membership all zoning petitions, variances, permits and applications, and other exception requests submitted for review and consideration by the community.



Section 3.6: Public Safety and Transportation

The Public Safety Committee will promote and advocate for the safety of the residents of the Gresham Park and keep NGP Membership informed of public safety, transportation, and code enforcement concerns in the community. This committee will serve as liaison between NGP and public safety agencies (e.g. Dekalb County Police, Fire, and Code Enforcement) and transportation departments (e.g. Dekalb County; GDOT; MARTA) within the county and state.

This committee will oversee code enforcement, including identifying code violations and working with the community Code Enforcement Officer to ensure proper adherence to codes and regulations. This committee will be responsible for identifying transportation related issues in the neighborhood to help improve safety for all modes of transportation, including walking, driving, biking, and mass transportation.

The Public Safety and Transportation committee will also work to engage vulnerable members of the community such as legacy property owners, those experiencing houselessness, and individuals needing additional services.

Section 4: Ad Hoc Committees

The Board may create one or more ad hoc committees to serve a special purpose until that purpose is accomplished, the majority of the Board vote to dissolve it, or it is determined to become a standing committee as outlined in Article VII, Section 2.

ARTICLE VIII: ADOPTION AND AMENDMENT

Section 1. Adoption of Bylaws

Adoption of these bylaws shall require a majority vote of the members present at the General Meeting in which the motion for adoption is raised.

Section 2: Amendment of the Bylaws

Amendments to the bylaws can be made at any General Membership meeting. NGP members shall be notified in writing of all proposed amendments, updates, and changes to the bylaws at least seven (7) days prior to their introduction for ratification. Adoption of changes to the bylaws shall require a majority vote of the members present at the meeting.



ARTICLE IX. CONFLICT OF INTEREST

Whenever a Board member has a financial or personal interest in any matter coming before the Board or NGP Membership, the affected person shall (a) fully disclose the nature of the interest, and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board members determine that it is in the best interest of NGP to do so. No loans or financial gifts shall be made by NGP to any officer, director, or member.

ARTICLE X. INDEMNIFICATION

NGP shall, to the extent legally permissible and to the extent of organizational resources, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the organization against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Board who are not at that time parties to the proceeding.

ARTICLE XI. DISSOLUTION

Dissolution of NGP shall be affected upon two-thirds (2/3) majority vote of members present at a General Membership meeting. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.