

AMENDED AND RESTATED
BY-LAWS OF
PARKWOOD GARDEN CLUB, INC.

Adopted by Board 3/19/12

Amended by Board May 11, 2015 (Adopted by Membership May 28, 2015)

ARTICLE 1 – NAME

Section 1.1 – Name. The name of the organization is PARKWOOD GARDEN CLUB, INC. (“PGC”) as provided in the Articles of Incorporation, filed with the Georgia Secretary of State on December 15, 1970, as amended by the Amended and Restated Articles of Incorporation, filed on April 12, 2012 (the “Articles of Incorporation”).

ARTICLE 2 – PURPOSES

Section 2.1 – Purposes. The purposes for which PGC is formed are:

- (a) to honor the tradition of stewardship established by the founders of PGC;
- (b) for the maintenance and beautification of Parkwood Park as well as other common areas for the enjoyment of the residents;
- (c) for the sponsorship of social events to enhance the livability of the Parkwood Neighborhood;
- (d) to establish and maintain an open line of communication and liaison among the neighborhood, government agencies and other neighborhoods;
- (e) to do and perform all the activities related to said purposes, to have and enjoy all the powers granted, and to engage in any lawful activity for which nonprofit corporations may be organized under Section 14-3-301 of the Official Code of Georgia Annotated; and
- (f) for such other objectives as are approved by the Board (as defined in Section 4.1) or the Membership (as defined in Section 3.3).

ARTICLE 3 – MEMBERS

Section 3.1 – Boundaries. The “Parkwood Neighborhood” consists of the following streets located in DeKalb County, Georgia: East Parkwood Road, West Parkwood Road, Upland Road, Parkwood Lane and Wimberly Court.

Section 3.2 – Membership Period. Membership in PGC runs from January 1st to December 31st of the same year (the “Membership Period”). The month beginning on October 1st and ending October 31st will be known as the “Membership Drive.”

Section 3.3 – Membership. Membership (“The Membership”) in PGC is open to all owners of property located within the Parkwood Neighborhood and any other individuals who take an interest in the support of the Parkwood Neighborhood. All Members must pay annual dues as set by the Board in its sole discretion before the beginning of the Membership Period. There are two categories of membership in the PGC:

- i) Voting Members are Parkwood Neighborhood property owners. There shall be a limit of one Voting Member per address. Voting Members are each entitled to one vote and may be represented at meetings by any member of the household. Voting members may also serve on the PGC Board of Directors.
- ii) Associate Members either do not own property in the Parkwood Neighborhood or are a second membership in a household with a Voting Member. Associate Members are not entitled to vote and are not eligible to serve on the PGC Board of Directors.

Section 3.4 – Voting. PGC has one class of voting membership, which consists of Voting Members of PGC.

Section 3.5 – Transition of Membership. Residents who move to the Parkwood Neighborhood during a Membership Period are immediately eligible to become Members and are exempt from paying dues for the Membership Period during which they move to the Parkwood Neighborhood.

Section 3.6 – Termination of Membership. An individual’s membership shall terminate upon the satisfaction of any of the following conditions:

- (a) the Member notifies the Secretary of his or her intent to resign from PGC membership; or
- (b) the Member fails to pay annual dues by the beginning of the Membership Period.

In neither case will the individual be entitled to a refund of any portion of annual dues paid.

ARTICLE 4 – BOARD OF DIRECTORS

Section 4.1 – General Powers. The entire business and affairs of the PGC is managed by the Board of Directors (the “Board”) subject to the Articles of Incorporation, these By-Laws, and the laws of the State of Georgia. In addition to the powers and authority expressly conferred upon it by these By-Laws, the Board may exercise all such powers of a nonprofit corporation as provided in the Georgia Nonprofit Corporation Code.

Section 4.2 – Number. The Board is made up of the Officers of PGC (as defined in Article 5), the Committee Chairs (as defined in Article 6) and any At-Large Directors that may be appointed by the President (pursuant to Sections 5.2 and 7.4). The Board will consist of at least four (4) and no more than nine (9) directors (each, a “Board Member”), the exact number to be determined annually by the Board. Only Voting Members of the PGC are eligible to serve on the PGC Board of Directors.

Section 4.3 – Term. Board Members shall serve for a term of one (1) year, beginning on June 1st and ending on May 31st of the following year. There is no limit to the number of consecutive

terms a Board Member may serve, although a Board Member's service in a particular position may be limited by Section 7.7.

Section 4.4 – Removal and Vacancies. When an Officer or Committee Chair resigns or is removed, he or she will also be removed from his or her position as a Board Member. A new Officer or Committee Chair filling a vacancy pursuant to Section 5.8 will also be appointed to the Board for the unexpired portion of the term.

Section 4.5 – Compensation. Board Members shall receive no compensation for their service as Board Members.

Section 4.6 – Specific Powers and Duties of the Board.

(a) The Board Members will manage the day-to-day affairs of PGC and have the duty to always act in the best interest of PGC.

(b) The Board has the sole authority and power to establish and collect dues from the Membership for the purpose of paying the expenses of PGC. The Board also has the sole authority to appeal to the Membership for special funds when such funds would be necessary to address concerns or issues such as, but not limited to, neighborhood improvement or security.

(c) Each year, prior to the beginning of the Membership Drive, the Board will prepare an "Annual Budget" detailing the estimated revenues and costs of operating PGC during the coming fiscal year, beginning January 1st and ending on December 31st of the same year (the "Fiscal Year"). At the time the Annual Budget is prepared and distributed to the Membership, the Board will also announce the annual dues, in a method reasonably expected to reach substantially all of the Members of PGC and all Parkwood Neighborhood property owners, for the coming Membership Period. When the actual revenues are known at the end of the Membership Drive, the Board will have until the January Board meeting to adjust the proposed budget to accommodate for any differences between the estimated and actual revenues, and such adjusted budget will be finalized and approved by a majority vote of the Board.

(d) The Board, in conjunction with the Parkwood Park Committee, will prepare an annual work plan of priority issues and projects regarding the maintenance of Parkwood Park. Additionally, in conjunction with the Membership Committee, the Board will address development of PGC's outreach to Members and non-Member residents.

(e) The Board will provide regular reports to the Membership regarding the business of PGC. Such reports may be given at the Annual Membership Meeting, at other Membership meetings, or through other channels of communications including the PGC website.

ARTICLE 5– OFFICERS

Section 5.1 –Officers. The officers of PGC are a President, a Vice-President, a Secretary and a Treasurer (collectively, the "Officers"). Only PGC Voting Members (members who are Parkwood Neighborhood property owners) are eligible to serve as Officers. Each Officer will be elected for the term of one (1) year, beginning on June 1 and ending on May 31 of the following year.

Section 5.2 – President. The President presides at all Board meetings; he or she has general supervision over the affairs of PGC and over the other Officers; he or she will serve as an ex-officio member of all Committees; and, in general, he or she will perform all duties incident to the office of a President of a corporation, and such other duties, as from time to time, may be assigned by the Board or the Membership. The President has the sole authority (although this authority may be delegated with the consent of a majority of the Board) to speak on behalf of PGC or to sign and execute in the name of PGC all duly authorized deeds, contracts or other instruments. In an emergency situation (defined as a potential or real injury to a person or property), the President should use all reasonable diligence to contact all Board members. However, a strict quorum is not required for emergency expenditures and the President may authorize an emergency expenditure with the approval of a majority of the Board Members available at the time. The expenditures shall be ratified by the Board at the next regularly scheduled meeting.

A President-elect may also appoint one additional Board Members (“At-Large Director”) (as long as the total number of Board Members does not exceed the limit established in Section 4.2) and give him or her such responsibilities as the President sees fit. Only PGC Voting Members, are eligible to serve as At-Large Director. Such nominee must be approved through the nomination process as described in Article 7. *[revised May 11, 2015]*

Section 5.3 – Vice-President. The Vice-President, in the absence of the President, performs the duties and exercises the functions of the President, and when so acting, has the powers of the President. The Vice-President will have such other powers and perform such other duties as may be assigned by the Board or the President. The Vice-President will also assist the President in the performance of his or her duties at the request of the President.

Section 5.4 – Secretary. The Secretary will issue notices of all Board meetings and Membership meetings and will attend and keep the minutes of the same; has charge of all corporate books, records and papers; will assist the President with correspondence; will coordinate and oversee management of the website in conjunction with the webmaster; will coordinate with all Officers regarding the updating and preserving of the manuals (as further described in Section 5.6); and will perform all such other duties as are incident to the Office or which may be assigned by the President or by the Board.

Section 5.5 – Treasurer. The Treasurer will receive and have the custody of all monies of PGC and do and perform all such duties as usually fall upon such Officer. He or she will deposit funds to the credit of PGC in such banks or financial institutions as the Board may direct and will disburse the same under the direction of the Board and pursuant to the Annual Budget. Requests for disbursement of funds shall be made in writing to the Treasurer and will include supporting documentation (e.g., receipts, invoices).

The Treasurer, along with the President and with input (or proposals) from the committee chairs, shall develop the Annual Budget. Once the Annual Budget has been finalized, the Treasurer will provide quarterly updates to the Board on the status of the PGC budget throughout the Fiscal Year. The Treasurer will also ensure that each Committee and/or Officer receives sufficient funding to carry out his/her duties pursuant to the Annual Budget. Expenditures outside the approved budget shall require the majority approval of the Board. Emergency expenditures will be approved and disbursed in accordance with the President’s emergency expenditure authority as described in Section 5.2.

The Treasurer will keep regular books and full accounts, showing all receipts and disbursements, making all available at all times to the inspection of the Board. The Treasurer will insure that the Board approves one additional officer to have signature authority on all accounts. At the end of each Fiscal Year, the Treasurer will submit to the Board a detailed statement of the receipts and disbursements.

The Treasurer is also responsible for filing tax returns for PGC if any are required. Finally, the Treasurer will perform all other duties as may be assigned from time to time by the Board.

Section 5.6 – Officer Manual. Each Officer will create and/or update the “manual” for his or her office, outlining the specific duties, procedures, contacts and other important information relevant to his or her respective office. The purpose of the manuals is to assist the Officer’s successor in obtaining all information relevant to his or her position in the most efficient and organized way possible. The Secretary will assist with the coordination, compilation and archiving of the manuals.

Section 5.7 – Resignation and Removal. An Officer may resign at any time by providing notice to the Board. An Officer is deemed to have resigned upon moving outside of the Parkwood Neighborhood. An Officer may be removed from office for cause by an affirmative three-quarters (3/4) vote of the other Board Members then holding office. “Cause” includes, but is not limited to, repeated non-attendance of Board meetings or other conduct detrimental to PGC.

Section 5.8 – Vacancies. A vacancy occurring in an Office, whether by reason of resignation or removal, may be filled for the unexpired term by a nominee of the President and the affirmative vote of a majority of the current Board Members.

ARTICLE 6 – COMMITTEES

Section 6.1 – Committees Generally. There shall be four (4) standing committees, the Parkwood Park Committee, the Civic Committee, the Membership Committee and the Communications Committee. *[revised May 11, 2015]*

Section 6.2 – Committee Chairs. The Parkwood Park Committee Chair, the Civic Committee Chair, the Membership Committee Chair and the Communications Committee Chair (collectively, the “Committee Chairs”) each head his/her respective Committees and preside at all Committee meetings. Each Committee Chair is also responsible for assembling their respective Committees, for developing a proposed budget, for leading Committee meetings and for reporting the activities of the Committees to the Board. The Committee Chairs will serve on the Board and may also serve as an Officer. Only PGC Voting Members are eligible to serve as Committee Chairs. Sections 5.6, 5.7, 5.8 and Article 7 will also apply to the Committee Chairs. *[revised May 11, 2015]*

Section 6.3 – Parkwood Park Committee. The Parkwood Park Committee is responsible for the improvement and upkeep of Parkwood Park and any other common areas within the Parkwood Neighborhood.

Section 6.4 – Civic Committee. The Civic Committee is responsible for outreach to organizations and government bodies in the areas surrounding the Parkwood Neighborhood,

including but not limited to, the City of Decatur, Druid Hills Civic Association, other local neighborhoods and local police forces for purposes of supporting the PGC Neighborhood Watch Program.

Section 6.5 – Membership Committee. The Membership Committee is responsible for leading the Membership Drive, neighbor care and organizing social functions. *[revised May 11, 2015]*

Section 6.6 – Communications Committee. The Communications Committee is responsible for providing mechanisms for the Officers and Committees to communicate with the members using traditional, electronic and social media; assisting the Officers and Committees in drafting and/or reviewing materials; and for publishing the membership directory. *[adopted May 11, 2015]*

Section 6.7. Recognition of Neighborhood Groups. The Board shall have the authority, at its sole discretion, to recognize *ad hoc* neighborhood groups and grant them access to resources normally reserved for use by the standing committees authorized in this Article. However, these groups shall not be entitled to monetary support or access to PGC funds. Recognition would follow receipt of a written request by a representative of the group and would require a simple majority vote of the Board. Recognition would last for no more than one year and would be renewable for one additional year. If a need for recognition continues, the Board should consider modifying these By-Laws with the addition of a new standing committee. *[adopted May 11, 2015]*

Section 6.8 – Special Committees. The Board will have the power to appoint special committees to perform necessary functions and represent PGC on specified topics, provided however those special committees do not create redundancies with or usurp the responsibilities of the standing committees. Each special committee’s purposes, powers and duration may be defined and limited as the Board sees fit. *[revised May 11, 2015]*

ARTICLE 7 – ELECTION AND APPROVAL

Section 7.1 – Eligibility. Only PGC Voting Members are eligible to serve as Officers or Committee Chairs. A pair of Members who wishes to serve in a single Office or as a Committee Chair as a pair may do so, but will be treated as a single person for purposes of Board membership.

Section 7.2 – The Nominating Committee. The “Nominating Committee” is a temporary committee appointed by the President and made up of three members of the Board. The President need not be a member of the Nominating Committee but *may* serve on the Nominating Committee with unanimous approval by the Board. The Nominating Committee will be appointed prior to the March meeting of the Board. The Nominating Committee will disband after the completion of the election process at the Annual Membership Meeting.

Section 7.3 – Nomination. As soon after formation as practicable, the Nominating Committee will notify the Membership that the two-week nomination period has begun. During this period, the Nominating Committee will accept nominations, with the consent of the nominee(s), for the positions of the Officers and Committee Chairs from the Membership of PGC. The Nominating Committee will use the nominations received and its own best judgment to form a recommended slate of candidates for office at least two weeks before the Annual Membership Meeting.

Section 7.4 – At-Large Directors. Once the Nominating Committee has formed a recommended slate of Officers and Committee Chairs, the new President recommended by the Nominating Committee (the “President-elect”) will have the opportunity to nominate the At-Large Director (pursuant to Sections 5.2 and 4.2) to be added to the Nominating Committee’s slate. *[revised May 11, 2015]*

Section 7.5 – Board Approval. Before the Annual Membership Meeting, the Nominating Committee’s proposed slate of Officers and Committee Chairs (including the At-Large Director) will be presented to the current Board for approval. The presented slate will list all recommended candidates and the offices for which they are recommended. A majority of the Board Members must vote to approve the slate for it to be presented to the Membership for election and approval at the Annual Membership Meeting. If the current Board does not approve the recommended slate, the Nominating Committee will revisit its proposal and create a new recommendation. *[revised May 11, 2015]*

Section 7.6 – Membership Approval. The Nominating Committee’s recommended slate (once approved by the Board) will be presented to the Membership at the Annual Membership Meeting. Such presentation will contain the same information as that slate approved by the Board. A majority vote of the Voting Membership present will be required to approve the recommended slate of Officers, Committee Chairs and At-Large Director for the next year. *[revised May 11, 2015]*

Section 7.7 – Term Limits. Each Officer and Committee Chair is limited to no more than two (2) consecutive terms in the same office but may thereafter hold other offices and/or remain a Board Member. The two-term limit may be waived by a two-thirds (2/3) vote of the Board.

ARTICLE 8 – MEETINGS OF THE BOARD

Section 8.1 – Regular Meetings. The annual meeting of the Board will be held on the second Tuesday of January each year, unless the Board designates some other date, for the finalization of the Annual Budget (as set forth in Section 4.6(c)) and the transaction of such other business as may then properly come before said meeting. In addition, the Board will schedule other meetings to occur at monthly intervals throughout the year. Any monthly meeting may be waived by a vote of a majority of the Board Members, but in no circumstance may more than five (5) monthly meetings be waived.

Section 8.2 – Special Meetings. Special meetings of the Board may be called at any time by the President or the Vice-President to present and resolve other such business as may require disposition by the Board.

Section 8.3 – Place of Meetings. The Board may hold its meetings at any place in or around DeKalb County, Georgia as the Board may from time to time establish for regular meetings or as is set forth in the notice of special meetings. Meetings may be held by electronic means as long as the usual quorum rules (see Section 8.5) apply.

Section 8.4 – Notice of Meetings. The President or Secretary of PGC or any Board Member thereof will give notice to each Board Member of each regular or special meeting stating the time, place and purpose(s) of the meeting. Such notice of the meeting will be given by mail, by

telephone, by electronic communication or by any other method of communication reasonably certain to reach the Board Members. Such notice will be given at least seven (7) days before the date of the meeting. In the case of an emergency meeting, twenty four (24) hours shall serve as advance notice.

Section 8.5 – Quorum and Vote Required for Action. At meetings of the Board, more than one-half (1/2) of the Board Members then in office is necessary to constitute a quorum for the transaction of business. Except as otherwise provided in these By-Laws or by law, the act of a majority of the Board Members present at a meeting at which a quorum is present at the time is the act of the Board.

Section 8.6 – Board Action by Unanimous Written Consent. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent thereto will be signed by all the Board Members and such written consent is filed with the minutes of the proceedings of the Board. Such consent has the same force and effect as a unanimous vote of the Board. For the purposes of this Section, “written consent” includes consent by electronic communications (e.g., e-mail).

ARTICLE 9 – MEETINGS

Section 9.1 – Annual Membership Meeting.

(a) The annual meeting of the Membership shall be held on the last Thursday of May each year, unless the Board designates some other date, at such place and time as the Board may determine.

(b) The annual meeting of the Membership shall be for the purpose of electing new Board Members (pursuant to Section 7.6), considering and voting on any amendments to these By-Laws (as provided in Section 11.3), and any other business that requires the attention of the full Membership. This meeting shall include a Financial Report by the Treasurer.

Section 9.2 – Special Meetings. Special meetings may be by the President or by a majority vote of the Board to address issues requiring the attention of the Membership as a whole.

Section 9.3 – Notice and Agenda.

(a) Notice of meetings (annual or special) of the Membership shall be given by mail, telephone calls, electronic communication or any other method of communication reasonably certain to reach the Members. Such notice shall be provided to the Members at least seven (7) days prior to the meeting.

(b) An agenda prepared by the President will be included with all meeting notices. Any Voting Member may submit an item to be added to the agenda by communicating such item in writing to the President any time before the notice is sent. Inclusion of such Member-submitted agenda items are subject to the sole discretion of the President. Voting Members may also move to add items to the agenda at meetings pursuant to **Robert’s Rules of Order Newly Revised**, but such items will only be discussed if time permits.

Section 9.4 – Quorum and Voting.

(a) The presence of Voting Members representing ten percent (10%) of the total number of Voting Members shall constitute a quorum at all meetings.

(b) Except as otherwise specifically provided in these By-Laws or the Articles of Incorporation, any resolution or business to be transacted by the Voting Members requires the affirmative vote of a majority of the Voting Members represented at a meeting at which a quorum is present.

Section 9.5 – Postponement. If any meetings of the Membership cannot be held because a quorum of the Voting Members is not present, a majority of the Voting Members who are present at such meeting may adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the time the original meeting was called. At such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

Section 9.6 – Non-Member Participation. Meetings are open to the public, however, only the Voting Members will be eligible to vote.

ARTICLE 10 – PROPERTY

Section 10.1 – Property. The property of PGC shall consist of the property described in that certain Quitclaim Deed filed and recorded on March 11, 1971 at Deed Book 2620, page 364, DeKalb County, Georgia records (the “Quitclaim Deed”) and also described on Exhibit A attached hereto and made a part hereof (“Parkwood Park”) and any other property which is, from time to time, conveyed to PGC and accepted by the Board (collectively with Parkwood Park, the “Property”).

Section 10.2 – Quitclaim Deed Restrictions. Pursuant to restrictions set forth in the Quitclaim Deed (and attached hereto as Exhibit B), Parkwood Park may only be used for non-commercial purposes, and the Board will not authorize its use for any other purpose.

Section 10.3 – Acquiring Additional Property. PGC may accept title to additional property free and clear of all liens and encumbrances or subject to any such liens and encumbrances which the Board may determine by a majority vote to be acceptable exceptions to the title.

Section 10.4 – Use of Property. PGC assumes no responsibility for, and neither Members nor their guests shall have any claim against PGC for, any accident or injury to any person or damage to their property, except for such injury or damage which is caused solely by the gross negligence or willful misconduct of PGC.

ARTICLE 11 – MISCELLANEOUS

Section 11.1 – Books and Records. PGC will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Board. Along with the minutes of each meeting (both of the Board and of the Membership), such records shall include a record of

attendance, all motion(s) presented, the result of any vote(s) and a summary of dissenting views. PGC will also keep a record giving the names and addresses of the Board Members. Non-financial records shall be kept on file with the Secretary. The financial records of the PGC will be maintained by the Treasurer, and will be subject to an annual audit according to policies and procedures developed by Board. *[revised May 11, 2015]*

Section 11.2 – Indemnification. Each Board Member, Committee Chair or Officer of PGC will be indemnified by PGC against those expenses which are allowed by the laws of the State of Georgia and which are reasonably incurred in connection with any action, suit or proceeding, completed, pending or threatened, in which such person may be involved by reason of his or her being or having been a Board Member, Committee Chair or Officer of PGC. Such indemnification will be made only in accordance with the laws of the State of Georgia and subject to the conditions prescribed therein. PGC may purchase and maintain insurance on behalf of any such Officers, Committee Chairs and Board Members against any liabilities asserted against such persons whether or not the corporation would have the power to indemnify such Officers, Committee Chairs and Board Members against such liability under the laws of the State of Georgia.

Section 11.3 – Amendments. These By-Laws may be amended by written amendment and require the affirmative vote of two-thirds (2/3) of the Board and the affirmative vote of two-thirds (2/3) of the Voting Membership present at the meeting during which such amendment is presented, provided that a quorum of the Voting Membership is present.

Section 11.4 – Gifts. The Board may accept on behalf of PGC any contribution, gift, bequest or devise for the general purposes or any special purpose of PGC. The Board may establish relationships with other civic or charitable organizations to facilitate and/or increase the number and amount of gifts and donations to the activities of the PGC or its committees. The Board may actively solicit donations, gifts and grants from other civic or charitable organizations in order to further the goals and objectives of the PGC or its committees. *[revised May 11, 2015]*

Section 11.5 – Nondiscrimination. PGC will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income or political affiliation in any of its policies, recommendations or actions.

Section 11.6 – Parliamentary Procedure. **Robert’s Rules of Order Newly Revised** shall govern all questions of parliamentary procedure that are not otherwise addressed by these By-laws. The Board shall designate one Board Member to serve as Parliamentarian each year, although another Board Member may take the place of the Parliamentarian if the designee is absent. For the avoidance of doubt: if there are any conflicts between these By-laws and **Robert’s Rules of Order Newly Revised**, these By-laws shall govern.

EXHIBIT A

Land Lots 237 and 244 of the 15th District of DeKalb County, Georgia, bounded by Ponce de Leon Avenue, West Parkwood Road, East Parkwood Road and By-pass, and shown as shaded area in Revised Map of Parkwood Section of Druid Hills made by L. H. Fitzpatrick, C.E., in August, 1948, and recorded at Plat Book 16, page 26, DeKalb County Records.

EXHIBIT B

This property [Parkwood Park] is being deeded to the Grantee [PGC] herein for the purpose of being used for non-commercial park purposes as a means of preserving and beautifying the area in which it is located. In the event the property should cease to be used for such purpose, the title thereto shall revert to the Grantor [Emory University] in fee simple. However, should a portion of the property be condemned under eminent domain, the proceeds of such condemnation shall go to the Grantee herein and the Grantor need not be made a party to such condemnation proceedings; with the further provision that should the property be condemned in its entirety, or should such a portion be condemned as to render the remainder unusable for park purposes, then the proceeds of such condemnation shall be paid to the Grantor.