

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

Adopted by the Board May 10, 2107 and by the Membership May 21, 2017

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 Garden Club Neighborhood;
- d) to establish and maintain open lines of communication and liaison between and among the Parkwood Garden Club Neighborhood, government agencies, and other neighborhoods ; and
- e) 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 Garden Club Neighborhood” consists of the following streets located in DeKalb County, Georgia: East Parkwood Road, West Parkwood Road, Upland Road, Parkwood Lane, Wimberly Court, and addresses from 800 West Ponce de Leon Avenue through 2181 Ponce de Leon Avenue.

Section 3.2 – Membership Period. Membership in PGC runs from January 1st to December 31st of the same year (the “Membership Period”). Any 31-day period selected by the Board will be known as the “Membership Drive” for the upcoming year.

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

Section 3.4 – Voting. PGC has one class of voting membership which consists of all Members of the PGC. Whenever a vote of the Membership is required, there shall be a limit of one vote per address where the dues are currently paid and not in arrears.

Section 3.5 – Transition of Residents

The Board will develop such policies as it sees fit for the management of Memberships for new residents and those leaving the Parkwood Garden Club Neighborhood.

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) and the Committee Chairs of the standing committees (as defined in Article 6). The Board will consist of five (5) directors (each, a “Board Member”). Only property owners within the Parkwood Garden Club Neighborhood are eligible to serve on the PGC Board of Directors.

Section 4.3 – Term. Board Members shall serve for a term of two (2) years, beginning on June 1st and ending on May 31st of the second year following. There is no limit to the number of consecutive terms a Board Member may serve.

Section 4.4 Reserved.

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. The Board may delegate to the President any of its authorities. The President will submit a report of actions taken under such delegation at the meeting of the Board immediately following such action.

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) The Board will at its first meeting of the calendar year finalize and approve an Annual Budget for that year.

ARTICLE 5– OFFICERS

Section 5.1 –Officers. The officers of PGC are a President, a Secretary, and a Treasurer (collectively, the “Officers”). Only PGC Members who are property owners within the Parkwood Garden Club Neighborhood are eligible to serve as Officers. Each Officer will be elected for the term of 2 years, beginning on June 1 and ending on May 31 of the second year following.

Section 5.2 – President.

a) The President presides at all Board meetings, performs 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.

b) 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.

c) The President will be a signatory to all banking arrangements in addition to the Treasurer.

d) The President shall serve as Chair of the Civic Committee.

Section 5.3 Reserved.

Section 5.4 – Secretary.

a) The Secretary will issue notices of all Board meetings and Membership meetings and will attend and keep the minutes of the same;

b) has charge of all corporate books, records and papers;

c) will perform all such other duties as are incident to the Office or which may be assigned by the President or by the Board; and

d) the Secretary will serve as Chair of the Communications Committee.

Section 5.5 – Treasurer.

a) The Treasurer will receive and have the custody of all monies of the PGC and will 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 pursuant to the Annual Budget or as directed by the Board.

b) The Treasurer shall develop policies for the disbursement of funds.

c) The Treasurer, along with the President and with input from the committee chairs, shall develop the Annual Budget. The Treasurer will provide updates to the Board on the status of the PGC budget at each regular meeting of the Board. Expenditures of budget funds outside the approved budget shall require the majority approval of the Board.

d) 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.

e) The Treasurer is responsible for filing tax returns and corporate registrations for the PGC, if any are required.

f) The Treasurer will be a signatory to all banking arrangements.

g) The Treasurer will perform all other duties as may be assigned from time to time by the Board.

Section 5.6 Reserved.

Section 5.7 – Resignation and Removal. An Officer may be removed from office for cause by an affirmative vote of three-quarters (3/4) 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.

Section 6.2 – Committee Chairs. Each committee will be chaired by a “Committee Chair” who may also be an Officer of the PGC. Only PGC Members who are property owners within the Parkwood Garden Club Neighborhood are eligible to serve as Committee Chairs. Each Committee Chair is responsible for assembling their respective Committees from the general Membership, for developing a proposed budget, for leading Committee meetings and for reporting the activities of the Committees to the Board. Committee Chairs who are not Officers will be members of the Board of Directors of the PGC. Sections 5.7, 5.8 and Article 7 will also apply to the Committee Chairs.

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 Garden Club Neighborhood.

Section 6.4 – Civic Committee. The Civic Committee shall be chaired by the President and is responsible for outreach to organizations and government bodies in the areas surrounding the

Parkwood Garden Club 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.

Section 6.5 – Membership Committee. The Membership Committee is responsible for leading the Membership Drive, publishing the PGC Directory, neighbor care and organizing social functions.

Section 6.6 – Communications Committee. The Communications Committee shall be chaired by the Secretary and 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 updating the PGC website and Facebook pages.

Section 6.8 – Special Committees. The Board will have the power to appoint and/or recognize 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.

ARTICLE 7 – ELECTION AND APPROVAL

Section 7.1 – Eligibility. Only PGC Members who are property owners within the Parkwood Garden Club Neighborhood are eligible to serve as Officers or Committee Chairs.

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 may serve on the Nominating Committee. 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 nomination period has begun. During this period, the Nominating Committee will accept nominations from any Member, with the consent of the nominee(s), for the positions of the Officers and Committee Chairs. The Nominating Committee will use the nominations received and its own best judgment to form a recommended slate of candidates for all offices and Committee Chairs at least two weeks before the Annual Membership Meeting.

Section 7.4 Reserved.

Section 7.5 – Board Approval. Before the Annual Membership Meeting, the Nominating Committee’s proposed slate of Officers and Committee Chairs will be presented to the current Board for approval. 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.

Section 7.6 – Membership Approval. The Nominating Committee’s approved slate will be presented to the Membership at the Annual Membership Meeting. A majority vote of the Members present will be required to approve the recommended slate of Officers and Committee Chairs for the next year.

ARTICLE 8 – MEETINGS OF THE BOARD

Section 8.1 – Regular Meetings. The Board will schedule meetings to occur at quarterly intervals throughout the year.

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

Section 8.3 Reserved.

Section 8.4 – Notice of Meetings. The Secretary 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 any method of communication reasonably certain to reach the Board Members.

Section 8.5 – Quorum and Vote Required for Action. At meetings of the Board, the presence of 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 specifically 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 Written Consent. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if written consent is received from more than one-half (1/2) of the Board Members then in office.

Section 8.7 - Absentee Votes by Board Members

Any Board Member who cannot attend a Board Meeting may inform the President in writing prior to the meeting of how he or she would vote on a specific item to be brought before the Board. Such written authorization is limited to one specific item to be brought before the Board at a specific meeting. Generalized proxies authorizing the President to vote for a Member on any matter before the Board are not permitted.

ARTICLE 9 – MEETINGS OF THE MEMBERSHIP

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), receiving a Financial Report from the Treasurer, and any other business that requires the attention of the full Membership.

Section 9.2 – Special Meetings. Special meetings may be called 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 any 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 will be included with all meeting notices. Any Member may submit an item to be added to the agenda by communicating such item to the President any time before the notice is sent. Inclusion of such Member-submitted agenda items is subject to the sole discretion of the President. Members may also move to add items to the agenda at the meeting but such items will only be discussed if time permits.

Section 9.4 – Quorum and Voting.

a) The presence of Members representing ten percent (10%) of the total number of 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 Members requires the affirmative vote of a majority of the 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 Members is not present, a majority of the Members who are present at such meeting may adjourn the meeting to a later date. At such reconvened 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 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. The Park Committee will establish polices for Park usage.

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 motions presented, the result of any votes 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.

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 Membership present at the meeting during which such amendment is presented, provided that a quorum of the Membership is present.

Section 11.4 – Gifts. The President 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.

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.

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.