

GARDEN HILLS POOL AND PARK ASSOCIATION, INC.

AMENDED AND RESTATED BYLAWS

ARTICLE I

Purpose

The name of this organization shall be Garden Hills Pool and Park Association, Inc. (the “Corporation”). The Corporation is organized under the Georgia Nonprofit Corporation Code (as the same may be amended or superseded) as a nonstock, nonprofit corporation in order to provide safe, nonprofit recreation in the City of Atlanta with respect to the use and operation of the pool, pool house, and recreation center located at Garden Hills park within the City of Atlanta. In addition, the Corporation is organized to promote and encourage public interest in such facilities and to stimulate the use of same by equipping, maintaining and enhancing the facilities located thereat. The Corporation shall operate not for profit, but, shall in all respects be operated for the use and benefit of the community it serves pursuant to its Articles of Incorporation. Finally, the Corporation shall operate as an organization pursuant to Section 501(c)(7) of the Internal Revenue Code of 1954, as amended, or any successor section thereof.

ARTICLE II

Compensation of Officers, Directors and Members

The Officers, Directors and members of this Corporation shall not be entitled to receive any salary, dividend, or any part of the net earnings of the Corporation. Furthermore, no part of the net earnings or profit of the Corporation shall inure to the benefit of any officer, director or member of the Corporation. Notwithstanding the foregoing, however, the Corporation may pay compensation or expense reimbursements in a reasonable amount to its members, Directors and Officers for services rendered and may confer benefits upon them for services rendered consistent with the corporate purpose.

ARTICLE III

Members

Section 1. The initial membership of the Corporation shall consist of the following:

- (1) The initial incorporators named in the Articles of Incorporation;
- (2) The initial Board of Directors (the “Board of Directors” or the “Board”) named in the Articles of Incorporation;
- (3) The initial officers of the Corporation;
- (4) All directors elected to fill vacancies by the initial Board of Directors and all directors elected by the membership of the Corporation (each, individually, a “Director” and, collectively, the “Directors”); and

- (5) All persons who apply, qualify for membership and, in the applicable year, pay the requisite subscription fees for membership fixed by the Board of Directors from time to time for admission to the pool.

Section 2. Membership in this Corporation shall be open to all persons regardless of such person's race, creed, color, sex, age, religion or national origin.

Section 3. No person shall qualify to be a member or hold office in the Corporation unless he or she is a resident of the City of Atlanta, Georgia.

Section 4. The term "member" shall mean all persons qualifying for admission to the pool upon payment of the required subscription fee, in the applicable year, for the pool's use as same is established from time to time by the Board of Directors; provided, however, that for purposes of voting on matters and issues related to the Corporation, at meetings or otherwise, there shall be only one vote allocable to each Membership Account (each, a "Membership Account") for which an application was submitted to the Corporation and for which the requisite subscription fees were paid in the applicable year regardless of the number of authorized family members listed on such account.

ARTICLE IV

Government – Board of Directors and Officers

Section 1. The general management of the Corporation shall be vested in a Board of Directors consisting of ten (10) to fifteen (15) in number who shall be elected at the annual meeting of the corporate membership. The Directors named as the initial Board of Directors in the corporate Articles of Incorporation shall hold office until the first annual meeting of the Corporation whereat new Board members shall be elected. The Board of Directors shall in all respects possess all the power and authority to conduct the general affairs of the Corporation, including, but not limited to the passage of corporate Bylaws, amendments to Bylaws, amendments to the corporate Articles of Incorporation, and to pass corporate resolutions as well as to do any and all other things allowed by law or the Articles of Incorporation. The Board of Directors shall possess the exclusive power and authority to amend the Bylaws and Articles of Incorporation upon majority vote thereof.

Section 2. The officers of the Corporation (each, individually, an "Officer" and collectively, the "Officers") shall consist of a President, a Vice President, a Secretary and a Treasurer, each selected by a majority vote of the Board of Directors. The Secretary and Treasurer may be one person. The Board of Directors may from time to time create such other officers, in addition to the ones set out above, for the purpose of aiding the Corporation to achieve its corporate purposes. No person may be an Officer of the Corporation, however, until he or she has served on the Board of Directors for not less than one (1) year.

Section 3. The President shall be an ex officio member of all committees of the Corporation.

ARTICLE V

Duties of Officers

Section 1. President: The President (or in his or her absence, the Vice President) shall preside over all meetings of the membership of the Corporation. He or she shall be vested with the power, personally, through designees or through committees for such purposes established by the Board of Directors, to sign all corporate contracts; to hire and discharge any and all employees; to establish procedures for the day to day operations of the Corporation and to generally do all those things necessary to attain the corporate purposes set out above and as set out in the Articles of Incorporation. Notwithstanding the foregoing, contracts calling for the expenditure of corporate funds in excess of \$1,000.00 Dollars shall be first approved by a majority vote of the Board of Directors before same shall bind the Corporation. Furthermore, the power to set salaries for all employees and to pass a corporate budget shall be vested in the Board of Directors or applicable committees established for such purposes and not in the President.

Section 2. Vice President: In the absence of the President, or at the direction of the President or the Board of Directors, the Vice President shall perform the duties and exercise the powers of the President, including, without limitation, presiding over meetings of the members or the Board of Directors in the absence of the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time assign.

Section 3. Secretary: The Secretary shall be responsible for keeping the minutes of all meetings of the membership and Board of Directors of the Corporation, which minutes shall, if requested, be read at the close of each meeting to insure the accuracy thereof. In addition, the Secretary shall perform those other duties which shall be assigned to this position from time to time by the President, Board of Directors and by these By-Laws.

Section 4. Treasurer: The Treasurer shall have charge of all receipts and money of the Corporation and shall be responsible for keeping an accurate account of the books and financial records of the Corporation, including but not limited to, the corporate checking account, savings account or any other account established and authorized by the Board of Directors. The Treasurer shall disburse funds of the Corporation consistent with the terms of these By-Laws upon direction of the President and Board of Directors. The Treasurer shall maintain all corporate ledgers showing both income and expenses of the Corporation and shall annually prior to the conclusion of his term of office, or upon direction of the President or Board of Directors, prepare the corporate budget, corporate tax returns, profit and loss statement, balance sheet, and generally do those tasks assigned to him by the President or Board of Directors relative to the financial affairs of the Corporation. The Treasurer (or such other person(s) as shall be expressly designated by the Treasurer or by resolution of the Board of Directors) shall sign all corporate checks and withdrawal slips relative to all of the Corporation's bank accounts, savings accounts and any other account authorized by the Board of Directors and same may be honored upon his or her signature alone; provided, however, that all expenditures in excess of \$5,000.00 shall be signed by two officers, one of whom may be the Treasurer.

Section 5. Execution of Instruments: Except as otherwise permitted in these Bylaws or by resolution of the Board of Directors, all leases, contracts and other instruments to be binding upon the Corporation shall be in writing signed by a duly appointed Officer of the Corporation.

ARTICLE VI

Duties and Powers of the Board of Directors

Section 1. Management of the Corporation: The Board of Directors of the Corporation shall have charge of the general management of the Corporation. The Board shall have the full power and authority to carry out the powers granted to the Corporation in its Articles of Incorporation; to carry out the purposes of the Corporation; to adopt rules and regulations for the operation of the Corporation, the pool, recreation center and any and all other facilities owned or operated by the Corporation. Notwithstanding any other provision of these Bylaws to the contrary, the Board of Directors is vested with the sole and exclusive authority to authorize expenditures of corporate funds in excess of \$1,000.00 Dollars. In addition, the Board and/or designees or committees established for the purposes thereof shall have the power and authority to vote for the expenditures of corporate funds; to adopt a corporate budget; to make purchases in the name of the Corporation; to acquire and dispose of any corporate property or asset upon such terms and conditions as it shall deem appropriate in its sole discretion; to elect all corporate officers who must be members of the Board of Directors; to establish the number and title of each employee position and the salary to be paid to each employee hired to fill said position; and to do all those things permitted by law for the accomplishment of the corporate purpose. Upon dissolution, however, or other termination of existence of the Corporation, the Board of Directors shall dispose of all of the assets of the Corporation as it may deem appropriate provided the assets of the Corporation upon dissolution are paid or distributed to another organization or organizations organized and operated for the same purpose for which this Corporation is organized or to a Corporation, fund or foundation which then qualifies as a tax exempt organization under Section 501(c)(7) of the 1954 Internal Revenue Code, as amended, or any successor section thereof. Any assets not so disposed of shall be disposed of by the Superior Court of Fulton County, Georgia, to a membership organization or organizations as the Court shall determine is organized or is to be organized and operated exclusively pursuant to Section 501(c)(7) referenced above.

Section 2. Fees: The Board of Directors may fix fees and charges to members and others for use of the facilities it owns or operates. Any such fee schedule adopted by the Board shall conform with any current agreement existing between the City of Atlanta and the Corporation relative use of any of the corporate facilities by the public.

Section 3. Committees:

(a) The Board of Directors may appoint an Executive Committee consisting of no less than 3 corporate directors which shall have the power and authority to act for the full Board of Directors on any matter which the full Board could act upon.

(b) The Board of Directors may create one or more other committees of the Board of Directors to exercise or delegate any of the powers granted to it herein and the Board may appoint current Directors to serve on such committees as voting members. In addition, may appoint such other committees as it shall deem necessary, in its sole discretion.

Section 4. No Authority to Impose Liability: The Board of Directors shall not have the power or authority to impose liability or levy assessments upon the corporate membership to pay or defray any corporate debt. Nothing stated herein shall be construed to limit the Board's power and authority to establish user or subscription fees for the use of facilities owned or operated by the Corporation.

Section 5. Meetings: All meetings of the Board of Directors and Executive Committee of the Corporation shall be conducted within the City of Atlanta in accordance with Article IX hereof. Directors shall use their best efforts to regularly attend meetings of the Board of Directors. In the event that any Director misses 3 or more consecutive regularly scheduled meetings of the Board of Directors, such Director shall be subject to removal for cause by the vote of seventy-five percent (75%) or more of the Directors present at a meeting of the Board of Directors.

ARTICLE VII

Term of Office and Vacancies in Office: Directors/Officers/Committees

Section 1. Initial Board of Directors: The term of office of the initial Board of Directors as identified in the corporate Articles of Incorporation shall continue until the first annual meeting of the corporate membership at which a new Board of Directors shall be elected. Vacancies on the initial Board of Directors shall be filled by a majority vote of the remaining members of the initial Board of Directors and the person elected to the initial Board to fill any vacancy shall serve until a successor is elected by the corporate membership at the first annual meeting thereof.

Section 2. Officers/Directors/Executive Committee Members and others: The term of office of Directors elected at the first annual meeting of the corporate membership and thereafter and the term of office of all corporate Officers, along with the members of the Executive Committee, or any other committee shall be for one year, beginning October 1 of the year of election. Should any Director's term of office expire before an annual meeting of the corporate membership, his or her term of office shall automatically continue until his or her successor is elected and qualifies to hold office. It shall be the Secretary's duty to maintain an accurate record of the name, address, zip code and telephone number of each Officer, Director and committee member referenced above and the date of said person's election or appointment.

Section 3. Vacancies: Vacancies in any unexpired term of any Officer, Director or committee member shall be filled by a majority vote of the Board of Directors and the person so elected shall serve the balance of the applicable unexpired term until a successor is elected, appointed and is otherwise qualified to hold office.

Section 4. Removal: Unless otherwise restricted by the certification of incorporation or by law, any Director or Directors may be removed, with or without cause, by a vote of seventy-five percent (75%) or more of the Directors present at a meeting of the Board of Directors.

ARTICLE VIII

Annual Meeting of Membership; Election of Directors

Section 1. Annual Meeting of Members:

(a) The annual meeting of members of the Corporation shall be called by the Board of Directors and shall be held on a date determined by the Board of Directors each year. Notice of the annual meeting either shall be published in the annual subscription form, posted on the internet website of the Corporation, posted in a prominent location at the Pool at least 21 days prior thereto and/or sent at least 21 days prior thereto by first class mail or electronic transmission to each Membership Account to the last known mailing or email address, as applicable, as reflected in the business records of the Corporation. Notice thereof shall be deemed received upon mailing or transmitting the notice, as applicable. Each annual meeting of the corporate membership shall be held at Garden Hills Pool or at such other location selected by the Board of Directors, which location shall be included in the notices referenced herein.

(b) Except for vacancies filled pursuant to Section 3 of Article VII above, the Directors of the Corporation shall be elected at the annual meeting of the membership of the Corporation. In the discretion of the Board of Directors, the members also shall consider and act upon such other matters as may be raised consistent with applicable notice requirements.

Section 2. Vote and Quorum:

(a) Five percent (5%) of the Membership Accounts “present and voting” (or deemed “present and voting” pursuant to this Article VIII) shall constitute a quorum for the conduct of business at the annual membership meeting. In the event a quorum is not present, the presiding Officer may adjourn the meeting to a day and hour fixed by such presiding Officer and no additional notices of any such future meeting shall be required. Except as expressly provided in Subsection 4(b) of this Article VIII, the affirmative vote of a majority of those Membership Accounts present and voting shall be required for the passage or adoption of any matter. For the purposes of these Bylaws, Directors shall be considered "members" and entitled to cast their votes for Directors on behalf of the applicable Membership Account. Also for the purposes of these Bylaws any members who have submitted, on behalf of the applicable Membership Account, an early ballot as authorized by the Board of Directors shall be considered “present and voting”.

(b) Each Membership Account in good standing shall be entitled to one vote and shall be entitled to cast same by written ballot at any annual meeting of the corporate membership (or by early ballot in advance of such meeting as authorized by the Board of

Directors in its discretion); provided that any such vote shall be cast only by an authorized family member who is listed on such Membership Account and who is at least 21 years old.

Section 3. Nominations for Board of Directors:

(a) The President shall appoint a Nominating Committee prior to the annual meeting of the Corporation and shall direct such Nominating Committee to propose candidates for election to the Board of Directors. In selecting nominees, the Nominating Committee shall give consideration to (i) the requirements of these Bylaws; and (ii) any specialized knowledge or skills needed on the Board of Directors. The Nominating Committee will submit a list of proposed candidates to the Board of Directors not less than 21 days prior to the annual meeting of the Corporation.

(b) Not less than 21 days prior to the annual meeting of the Corporation, the names of the nominees proposed by the Nominating Committee shall be submitted to the membership along with the notice relative to the date, time and place of the annual membership meeting in the manner described in Subsection 1(a) of this Article VIII.

(c) After receipt of the names of the nominees proposed by the Nominating Committee, each Membership Account may submit one additional nomination for an open Director position by written notice to the Secretary of the Corporation submitted no later than the 14th day immediately preceding the date of the applicable annual membership meeting. No Membership Account may be represented on the Board of Directors by more than one Director. Accordingly, if multiple family members from the same Membership Account are nominated, the Nominating Committee shall select one potential nominee to represent such Membership Account on the ballot.

Section 4. Elections:

(a) After the nominating process has concluded, the representatives of each Membership Account shall elect Directors, in person at the annual meeting or by early ballot in advance of such meeting as authorized by the Board of Directors in its discretion, in accordance with Subsection 2(b) of this Article VIII, in order to fill positions of those Directors whose terms are expiring.

(b) In the event there are more nominees than the number of Board positions available for election, the nominees receiving the largest number of votes shall be elected up to the point at which the number of available positions have been filled. In the event that such election process results in a tie for the last available position(s), the existing Board of Directors still in office, by majority vote thereof, shall elect the Director(s) to fill such last available position(s) from among the tied nominees.

ARTICLE IX

Meetings of the Board of Directors

Section 1. Regular Meetings of the Board of Directors: All regular meetings of the Board of Directors of the Corporation must be called either by the President or by a majority of the members of the Board of Directors. Notice of meetings called by a majority of the Board of Directors must be in writing (by first class mail or electronic transmission) and signed by a majority of the Board of Directors. Meetings may be called and be conducted in the following manner:

(a) The President shall establish a regular schedule for meetings of the Board of Directors and any Officer shall send written notice (by first class mail or electronic transmission) to all Directors at the last known mailing or email address, as applicable, as reflected in the corporate records.

(b) If the President or any Officer desires (i) to call an additional meeting of the Board of Directors beyond what is set out in the regular schedule or (ii) to change the time and/or place of a regularly scheduled meeting, he or she may call such additional or rescheduled meeting either in writing (by first class mail or electronic transmission) or orally before the end of the immediately preceding meeting. If called orally before the end of the immediately preceding meeting, no additional notice shall be required, but the time and place of such additional rescheduled meeting shall be reflected in the minutes of such immediately preceding meeting. If the President or any Officer calls the additional or rescheduled meeting using a written notice, said notice shall be sent by first class mail or electronic transmission to the last known mailing or email address, as applicable, as reflected in the corporate records and shall be mailed or transmitted at least twenty-four (24) hours in advance of the date, time and place of the meeting.

(c) Board of Directors meetings may be conducted over the telephone or without a formal meeting provided: (i) any action taken by the Board of Directors is thereafter recorded and reduced to writing setting forth the action proposed and the vote taken in connection with same; and (ii) the writing must be signed by the entire Board of Directors and shall state that each member was notified of the telephonic or informal meeting and that the action of the Board of Directors reflected in the written acknowledgment accurately reflects the vote of the Board of Directors and the action taken.

(d) When the meeting is called by a majority of the Board of Directors, five (5) days prior written notice of the meeting shall be given. The notice must be signed by a majority of the Board of Directors and mailed by first class mail or sent by electronic transmission to each Director to the last known mailing or email address, as applicable, as reflected in the corporate records.

(e) In lieu of any notice, each Director may sign a waiver of the requirement of the same in which event notice of the meeting and all actions taken thereat are thereby

waived and said Director shall be considered as having participated in the actions of the Board of Directors occurring at any such meeting and ratifying the results of any vote of the Board of Directors at such meeting.

Section 2: Special Meetings of the Board of Directors: Special Meetings of the Board of Directors of the Corporation may be called by a majority of the Board of Directors or by the President. Notice of any such Special Meeting shall be in writing signed by the President or majority of the Board of Directors and shall be sent by first class mail or electronic transmission to the Board of Directors at least three (3) days in advance thereof. Said notice shall state the purpose of the Special Meeting. No other matters may be considered at any Special Meeting of the Board of Directors except those matters set out in the notice of same. The Board of Directors may execute waivers in lieu of a notice of a Special Meeting in which event notice of said meeting is thereby waived.

Section 3: Vote and Quorum for Regular and Special Meetings of the Board of Directors: The presence of fifty percent (50%) or more of the Board of Directors at any regular or special meeting shall constitute a quorum for the conduct of business. If a quorum is not present, the presiding Officer may adjourn the meeting to a day and hour fixed by him or her without any additional notice required. An affirmative vote of a majority of those Directors present shall be required for the passage or adoption of any issue.

Section 4: Order of Business: At all regular, or special meetings of the Board of Directors, the order of business shall be as follows:

- (a) A review of the minutes of the meeting immediately preceding for information and approval;
- (b) Reports of Officers, if any;
- (c) Reports of Committees, if any;
- (d) Unfinished business;
- (e) New business;
- (f) Review and approval of minutes of meeting just held, if requested. Upon motion duly made and adopted, any one of the foregoing may be dispensed with or the order thereof may be rearranged.

Section 5. Motions: At all regular or special meetings of the Board of Directors and at each annual meeting of the corporate membership, the Secretary of the Corporation, or in lieu thereof, the recording secretary appointed by the presiding officer, shall record the name of the person making any motion; the name of the person seconding the motion; the subject matter of the motion; and, for those motions for which individual votes are to be recorded, the number voting for and against the motion. Motions shall be limited to one subject matter where practical to insure clarity relative to adoption or rejection.

ARTICLE X

Amendments

These Bylaws may be amended by a majority vote of the Board of Directors only at any regular meetings of the Board of Directors or at a special meeting called for such purpose provided that for a special meeting, a written copy of the proposed amendment is made a part of the notice or call of any such Special Meeting.

ARTICLE XI

Fiscal Year

The fiscal year of the Corporation shall begin on the 1st day of January and end on the last day of December of each year.

ARTICLE XII

Original Bylaws adopted September 26, 1983.

Bylaws amended by Board of Directors May 9, 1992; January 11, 2009; May 2, 2010; and August 21, 2011.