

BYLAWS OF PEACHTREE PARK CIVIC ASSOCIATION, INC.

ARTICLE I

NAME, LOCATION AND PURPOSE

Section 1. Name. The name of the association is "Peachtree Park Civic Association, Inc." hereinafter referred to as the "Association."

Section 2. Location/Boundaries. The Association shall include the following streets: Arc Way, Park Circle, Martina Drive, Highland Drive, East Paces Ferry Road, Peachtree Drive, Greenview Avenue, Dale Drive, Timm Valley Road, Burke Road, Elliott Circle, Darlington Circle and Darlington Road.

Section 3. Purpose. The purpose of the Association shall be to promote social welfare and the upkeep and maintenance of the neighborhood through the promotion, organization, and preservation of Peachtree Park as a residential neighborhood for the mutual enjoyment and benefit of all the residents of and visitors to Peachtree Park.

ARTICLE II

MEMBERSHIP AND VOTING RIGHTS

Section 1. Membership. Any household comprising at least one (1) person eighteen (18) years of age or older occupying or owning a residence within the boundaries as defined in Article I Section 2 shall be eligible for membership in the Association. For an eligible household to become a "Member", they must pay the annual dues. A residence is defined as a single family dwelling or a single unit of a duplex provided such duplex consists of two separate family units and conforms to local and state laws, ordinances, regulations, and procedures. For purposes of these Bylaws, no more than one (1) Member is allowed per single family dwelling or duplex unit, regardless of the number of persons actually occupying such unit.

Section 2. Voting Rights. Every Member shall be entitled to one (1) vote at any regular or special meeting of Members. Members may designate a proxy. Proxy must be designated by Member in writing, as reasonably instructed by the President.

ARTICLE III

DUES

Section 1. Annual Dues. The annual dues of Members shall be a reasonable amount as established by the Board of Directors. Annual dues shall be intended for the necessary and usual operating expenses of the Association.

Section 2. Special Purpose Assessments. The Board of Directors shall have the power to request that Members contribute reasonable amounts at any time and from time to time as may be necessary to carry out any special purpose of the Association.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the Members shall be held in the month of October of each year.

Section 2. Special Meetings. A special meeting of the Members shall be called by the President upon: written request of either ten percent (10%) of the Members delivered to the President; or by an affirmative vote of a majority of the Board of Directors.

Section 3. Notice. At least ten (10) days before the date of any annual or special meeting of the Members, the Secretary shall provide notice of the meeting and, in the case of special meeting, specify and provide notice indicating the purpose and agenda of the said meeting. At any special meeting, there shall only be considered such business as is specified.

Section 4. Quorum. At any annual or special meeting, those Members present shall constitute a quorum.

Section 5. Voting. At an annual meeting, the Members may act on any question by a majority vote of those present in person or by written proxy filed with the secretary. At a special meeting the Members may act on such business as is specified on the meeting notice by a majority vote of those present in person or by written proxy filed with the secretary.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Purpose and Eligibility. The affairs of the Association shall be managed by a Board of Directors. Each Director must be a natural person from a Member household and be duly elected by Members of the Association.

Section 2. Term. The term for Directors shall be one (1) year commencing January 1st unless he or she shall sooner resign, forfeit, be removed, or cease to be a resident of Peachtree Park.

Section 3. Vacancies. In the event a Director is removed or unable to or unwilling to complete his or her term, a successor may be selected by action of the Board of Directors and shall serve for the unexpired term.

Section 4 Election of Board of Directors. The Board of Directors shall be elected by ballots cast by the Members prior to or at the annual meeting of Members. Ballots cast prior to the annual meeting of Members shall be delivered to the Parliamentarian prior to the commencement of the annual meeting. The Members may, but shall not be obligated to, elect up to fifteen (15) Directors. Each Member shall be entitled to vote for up to fifteen (15) candidates on the ballot. The fifteen (15) candidates receiving the greatest number of the votes shall be elected to the Board.

Section 5. Removal. Any Director may be removed from the Board of Directors, with cause, by a majority vote of the Members of the Association present or represented at a special meeting.

Section 6. Compensation. No compensation shall be paid to Directors for their service to the Association. No payment shall be made to a Director for services performed for the Association in any other capacity, unless a resolution authorizing such payment shall have been adopted by the Board of Directors before the services are undertaken (with the Director being paid abstaining from voting).

ARTICLE VI

OFFICERS AND THEIR DUTIES

Section 1. Officers. The Officers of the Association shall be President, Vice President, Secretary, Treasurer, and Parliamentarian.

Section 2. Election of Officers. The Board of Directors shall elect the Officers from among their number. A Director must have a minimum of one (1) year prior service on the Board in order to be eligible to be elected as President of the Association. The meeting of the Board of Directors to elect Officers shall be held no later than one month following the annual meeting of Members.

Section 3. Term. Each Officer of the Association shall hold office for one (1) year unless he or she shall sooner resign, be removed, or cease to be a resident of Peachtree Park. The President shall not serve more than six (6) years consecutively.

Section 4. Special Appointments. The Board may elect such other Officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any Officer may be removed from office with cause by a majority vote of the members of the Board. Any Officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by the Board of Directors. The Officer elected to such vacancy shall serve for the remainder of the term.

Section 7. Multiple Offices. The Board has the authority and flexibility to allow a natural person to simultaneously hold more than one of any of the offices, in addition to the case of special Officers created pursuant to Section 4 of this Article VI.

Section 8. Duties. The duties of the Officers are as follows:

President

(a) The President shall preside at all meetings of the Board of Directors and all meetings of the Members; shall see that orders and resolutions of the Board and Membership are executed; and may sign all checks of the Association.

Vice President

(b) The Vice President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act; shall annually review the Association books at the completion of each fiscal year; and shall exercise and discharge such other duties as may be required by the Board.

Secretary

(c) The Secretary shall keep the minutes of all meetings of the Association and proceedings of the Board; keep appropriate current records; maintain the permanent records and archives of the Association; and shall perform such other duties as may be required by the Board, including managing the logistics associated with the annual meeting of the Members.

Treasurer

(d) The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and disburse such funds as directed by resolution of the Board of Directors; keep proper books of account; keep the Board apprised of the books at monthly board meetings; cause an annual review of the books of account by the Vice President of the Association to be made at the completion of each fiscal year; and prepare an annual budget for approval of the Board and a statement of income and expenditures to be presented to the Association at its regular annual meetings. The Treasurer shall also approve payment vouchers and be required to file Form 990 on behalf of the Association and shall work with a third-party accounting company on Peachtree Park Civic Association, Inc tax matters as needed to maintain the Association's Non-Profit status. The Treasurer may sign all checks of the Association.

Parliamentarian

(e) The Parliamentarian shall be responsible for all elections and votes, serve as the Chair of the Nominating Committee for the nomination of Directors, and be responsible for adherence to these Bylaws.

ARTICLE VII

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Commencing with the month following that in which the annual meeting of Members takes place, regular meetings of the Board of Directors shall be held monthly at a fixed day, time and hour chosen by the President and approved by Board of Directors. All meetings of the Board of Directors shall be open to Members. Meetings may be held in person, or virtually at the discretion of the Board.

Section 2. Special Meetings. Special Meetings of the Board of Directors shall be held when called by the President of the Association, or by any two Directors, after not less than three (3) days' notice to each director.

Section 3. Quorum. A majority of the Members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 4. Board Voting. Every act or decision approved by a majority of the Directors present, including those represented by proxy, at a duly held meeting shall be regarded as the act of the Board and shall be recorded in the minutes, which shall be available for review by any Member upon request.

Section 5. Action or Actions Taken Without a Meeting. The Board of Directors shall have the authority to take any action in the absence of a regular meeting with expressed approval of all the Directors and such action would be recorded in the minutes.

Section 6. Attendance. Directors are expected to attend all regular and special meetings of the Board. If a Director is unable to attend a Board meeting, that Director may assign their proxy vote to another Director that is in attendance. Any Director absent without excuse from three or more meetings shall be subject to dismissal from the Board pursuant to Article V Section 5. Directors should notify the Board, President or Secretary prior to the expected absence.

Section 7. Minutes of the Meeting. Minutes of all meetings of the Board of Directors shall be available upon request.

ARTICLE VIII

NOMINATION OF DIRECTORS

Nomination. Nominations for election of the Board of Directors shall be made by a Nominating Committee, chaired by Parliamentarian. The Nominating Committee shall consist of no fewer than three (3) Members of the Association, and shall be appointed by the Board of Directors not less than thirty (30) days prior to each annual meeting of the Members. The Nominating Committee shall serve until the close of such annual meeting and shall make as many nominations for election to the Board of Directors as it shall receive from among the Members of the Association.

All names submitted to the Nominating Committee shall be presented on a ballot to every Member not less than fifteen (15) days prior to the annual meeting.

In the event that less than fifteen (15) Directors have been elected prior to the commencement of the annual meeting, nominations may be solicited from the floor at the annual meeting by the Board, provided that the person(s) being nominated have consented to the same to fill the vacant position(s).

ARTICLE IX

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall be empowered to:

(a) exercise for the Association all powers, duties and authority vested in or delegated to the Association not reserved to an Officer or the Membership by other provisions of these Bylaws;

(b) enter into agreements with third parties in order to carry out the purposes of the Association. The terms of said agreements shall be as determined by the Board of Directors to be in the best interests of the Association;

(c) require that certain checks of the Association, exceeding an amount to be set by the Board of Directors in its discretion, shall be granted specific approval by the board prior to being committed for expenditure.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) cause to be kept a complete record of all acts and business affairs in the form of Board Meeting Minutes. Minutes shall be available to Members upon request in a timely fashion. A presentation of activity shall be shared with Members at the annual meeting.

(b) approve an operating budget, the same to be available by request to the Members not more than ninety (90) days after the annual meeting.

(c) supervise all Officers, agents and employees of the Association, and to see that their duties are properly performed;

(d) cause all Officers having fiscal responsibilities to be bonded, or take other similar action as it may deem appropriate;

(e) respond in writing to all written complaints, suggestions or requests received from Members (pursuant to Section 2 of Article X) in a timely fashion.

Section 3. No Authority to Impose Liability. The Board of Directors shall not impose any liability upon the Members.

Section 4. Security. The Board of Directors may, but shall not be obligated to, maintain or support certain activities within Peachtree Park intended to make the neighborhood safer than they otherwise might be. The Board of Directors, the Association, and its Members shall in no way be considered insurers or guarantors of security within Peachtree Park, however, and the Board, the Association, or its Members shall not be held liable for any loss or damage by reason or failure to provide adequate security or ineffectiveness of security measures undertaken.

Section 5. Indemnification. To the maximum extent allowed by law, Peachtree Park Civic Association, Inc shall indemnify and hold harmless its Directors, Officers, Committee members and duly appointed agents and representatives providing they are acting within the scope of their service to the Association.

ARTICLE X

COMMITTEES

Section 1. Appointment. The Board of Directors shall appoint Committees as deemed appropriate in carrying out the purposes of the Association.

Section 2. Action on Complaints. It shall be the duty of each Committee that receives written complaints from Members on any matter involving Association functions, duties and activities within its field of responsibility, to present said written complaints to the Board of Directors.

ARTICLE XI

AMENDMENTS AND PROCEDURE

Section 1. Amendments. These Bylaws may be amended only by a majority vote of the Members present at a regular or special meeting of the Association provided the proposed amendment has been distributed in writing at least ten (10) days prior to said meeting and has been stated in the notice for the meeting.

Section 2. Procedure. Roberts Rules of order, Revised, shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

ARTICLE XII

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year.

ARTICLE XIII

CONSTRUCTION

Section 1. Severability. Should any of the covenants herein be void or become unenforceable at law or in equity, the remaining provisions of this instrument shall, nevertheless, be and remain in full force and effect.

APPROVED AND DECLARED AS THE BYLAWS OF PEACHTREE PARK CIVIC ASSOCIATION, INC.

As Amended on This 20th day of October, 2022.

Certified.