

## **Candler Park Conservancy, Inc. Board of Directors Meeting**

Wednesday, February 17, 2016

7:00 pm

Rush Center Training Room

1530 Dekalb Ave NE, 30307

Present: Ken Edelstein, Amy Erwin, Stacy Funderburke, Randy Pimsler, Amy Stout, Lauren Welsh, Jack White; Ben Klehr arrived ~7:15pm

Not Present: Katharine Connell\*, Charles Hooker, and John Skach\* (with \* denoting advance notice of absence provided)

Visitors: Corey Anderson, Dan Hanlon, Scott Lenhart, Walt Weimar, Doug Wetzel

*The meeting agenda (drafted by the Chair and included below) was not officially adopted but was followed.*

1. Welcome/Introductions for Visitors (10 minutes)
2. Review/Approve Minutes from Last Meeting (5 minutes)
3. Approval of Amended and Restated Bylaws (5 minutes)
4. Committee Reports/Updates/Action Items (10 minutes each)
  - Finance Committee
  - Governance Committee
  - Fundraising and Communications Committee
  - Project Committee
5. Ad Hoc Committee Discussion (15 minutes)
  - Strategic Planning Committee
6. Candler Park Music & Food Festival Discussion (10 minutes)

### *Welcome and Introduction of Visitors:*

The following potential board members introduced themselves and briefly noted their primary area of interest with respect to the park and/or the conservancy:

Doug Wetzel – upkeep of greenspace,

Dan Hanlon – golf course,

Scott Lenhart – swimming pool and tennis court improvements, and

Corey Anderson – developing membership.

Visitor Walt Weimar, who is not being considered for board membership (?), indicated the watershed as his area of interest.

### *Review and Approval of Minutes from Previous Meeting:*

A motion to adopt the draft minutes from the January meeting as amended was unanimously approved.

### *Approval of Amended and Restated Bylaws:*

There was a brief discussion of the proposed bylaws amendments. (See Appendix A for the entire text.) The only substantive changes related to the dates of the board members' terms, the more explicit creation of staggered terms (via the designation of Class A and Class B members of the first permanent board but without any details on how the Class of a given board member would be decided), and the requirement for advance notice to the board of any member-nominated board representatives. A motion to adopt the proposed changes was unanimously approved.

### *Updates from Standing Committees:*

#### *Finance and Audit:*

In addition to sending out a Treasurer's Report via email prior to the meeting, Ben noted:

- There is currently \$11,760+ in our main operating account.

- He envisions linking the web portal to the group's savings account to capture donations.
- He asked each committee to develop a fairly detailed budget for 2016 prior to the next board meeting (and ideally some less-detailed spending plans for 2017 and even 2018), including information on potential sources of funding for the planned spending.
- He was reminded of the need to follow up on the obtaining an insurance policy for the group.

*Board Development and Governance:*

In addition to sending out a committee meeting summary prior to the meeting, Stacy noted:

- The group has completed their work on the bylaws amendments.
- They are proposing five potential new board members (Corey Anderson, Dan Hanlon, Kelly Jackson, Scott Lenhart, and Doug Wetzel) and would not agree to consider any additional possibilities.
- Other board members expressed concern about the lack of diversity of the group (current and proposed board members), and there was discussion about whether it was problematic that almost all were residents of the Candler Park neighborhood.

*Membership, Fundraising, and Communications:*

Per Lauren:

- There have been no actual committee meetings yet, as she has been primarily delegating tasks.
- The long-term goal is to acquire funding from both grants and donors, but she feels she needs assistance in this area; as fundraising is not her area of expertise, and the person with the most experience in that area has left the committee.
- Kelly Jackson, who is considering joining the board and who created the CPC website, has helped a great deal with marketing and communications.
- She would also appreciate assistance in the area of membership, since we still do not have plans for how to engage members or have goals for the number of memberships to seek.
- While the new website is live and has a page for members to join, there is not currently a mechanism in place for potential members to pay the membership fees.
- The board voted unanimously to adopt "Version A" of the current logo, and Lauren will follow up with the artist to get her to add color.

*Environment, Projects, and Programming:*

In addition to sending out a committee meeting summary prior to the meeting, Randy noted:

- The group has begun to identify projects and priced them. (Detailed cost proposals for plantings to counteract erosion and runoff issues at three different sites in the park were shared.)
- The committee has immediate plans to do plantings in the riparian corridor of the restored Candler Park Brook.
- The proposal by POND for hydrologic/hydraulic analysis was deemed too expensive (also shared with the group), but we will follow up with them to see if a less extensive water study is feasible.
- John Skach has set up a meeting with Jenny Hefner of American Rivers to walk the park.
- Amy E. is getting City approval for the lights at the park entrance.
- Amy E. will try to set up a meeting with a potential donor who does not want to be identified at this time.
- The committee feels it has enough resources to develop a master plan for the park and is holding off on getting proposals from any outside providers to develop such. John Skach will update the existing park schematic as the next step.
- The board was reminded of the importance of using our Dropbox folder for archiving of all relevant documents.

- The committee wants to have a meeting with Parks Design and Parks Maintenance staff regarding proposed plans and goals, and Randy will reach out to Dan Calvert to set this up.
- John Skach is to coordinate with Mark Clement regarding an upcoming mulching project.
- Going forward, the committee will meet on the second Tuesday of the month at 6 pm.
- Amy S. indicated that a shipment of live stakes had been ordered and will arrive no later than Saturday, and a<sub>scvx</sub> motion to spend up to \$275 for stakes was unanimously approved.

*Updates from Ad Hoc Committees:*

*Strategic Planning:*

Per Lauren:

- This new group (currently comprised of Amy E., Randy, Lauren, and Jack) met to consider the best way to develop a plan that could guide the board.
- They considered multiple potential goals, but the committee concluded that it would be almost impossible to generate a list of four goals to present to the board that could satisfy all and would not be subject to a great deal of scrutiny.
- The committee would like to hire a consultant to lead the board in a half-day workshop.
- This suggestion was well-received, so Lauren will move forward to get estimates for such a session.
- It was suggested that it would be good to conduct this workshop after the new board members join, potentially in May.

*Golf Course:*

Per Stacy:

- He noted that he had talked with Amy Phuong today and that she indicated that she would like to do a park walk-through along with Doug Voss.
- Stacy committed to scheduling this, and he will set up the date with Ms. Phuong's assistant.
- The board discussed what materials should be prepared in advance to provide to these Parks Dept. officials.

*Discussion Regarding the Candler Park Music & Food Festival:*

Lauren noted that she has discussed some of the logistics of this event with the organizer Josh Antenucci. This will be a gated and ticketed event (rather than an outdoor festival) and will therefore be managed by the Parks Dept. rather than by the Mayor's Office of Special Events. Josh may give tickets to CPNO for members, and he may want to fund a specific project within Candler Park by way of a donation to the Conservancy. It was agreed that a subset of interested board members will meet separately to discuss relevant concerns in additional detail.

*In Conclusion:*

The Secretary Amy S. quickly recapped the list of action items she had collected from the meeting and incorporated a few additional ones that were suggested by other board members. (See Appendix B.)

## BYLAWS OF CANDLER PARK CONSERVANCY

### ARTICLE 1 – NAME, PURPOSE, AND POWERS

**Section 1.1 Name.** The name of this Corporation is Candler Park Conservancy (“CPC”). CPC is a nonprofit corporation organized and existing under the laws of the State of Georgia.

**Section 1.2 Purpose.** Candler Park Conservancy is organized, and shall be operated, exclusively for educational, scientific, and charitable purposes, such that it qualifies for tax-exempt status under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). The purpose/mission of CPC is to serve as an accountable organization responsible for engaging stakeholders and for formulating, prioritizing, and implementing a collective vision for Candler Park in partnership with the City of Atlanta. These Bylaws are intended to reflect three core values: open, democratic decision-making; enhancement of the park’s wildlife, natural areas and environmental sustainability; and access to the park for a variety of activities to be enjoyed by Atlantans in all their diversity.

**Section 1.3 Powers.** All corporate powers of CPC shall be exercised by or under the authority of the Board of Directors, and affairs of CPC shall be managed under the direction of the Board, except as otherwise required by law.

### ARTICLE 2 – BOARD OF DIRECTORS

**Section 2.1 Founding Board.** A Founding Board will be established during the initial formation of CPC in order to complete critical tasks needed prior to the election of a permanent Board of Directors. This Founding Board will be self-nominated, and the term for each member will expire one year after the date of incorporation. The principle duties of this Board may include (1) undertaking the formal tasks necessary to establish the organization as a 501(c)(3), (2) developing a strategic plan and executing basic start-up functions such as process development, marketing, and fundraising, (3) establishing a permanent Board of Directors, and (4) initiating a community visioning process for the Conservancy.

**Section 2.2 Composition.** The permanent Board of Directors shall consist of at least eleven members, including the Chair of the Board and the Officers. Within these limits, the Board may increase the number of directors serving on the Board, including for the purpose of staggering the terms of directors. The members of the Board shall be chosen, insofar as possible, to represent the varied interests and areas of expertise and competency that are of concern to CPC.

Specifically, the Board of Directors will be composed of the following:

Appointed General Directors:

- 1 Director selected by Candler Park Neighborhood Organization (CPNO).
- 1 Director appointed by NPU-N who is not a CP resident but is a City of Atlanta resident.

• At Large Directors:

- 2 “At Large” Directors who are CPC members and City of Atlanta residents.

- General Directors:
- At least 7 Directors, with at least 5/4 comprised of whom are City of Atlanta residents.
- Seek to include the City Council District 2 representative or his/her designee, an Atlanta Parks Department representative, a Freedom Park Conservancy representative, and a representative from the Olmsted Linear Park Alliance. These representatives will be non-voting affiliates (see Section 2.10).
- Other Honorary, Emeritus, and/or Advisory Directors as time and need dictate.

**Section 2.3 Terms.** A term as a member of the Board of Directors shall be considered to begin ~~April 1~~ January 1 of the first year in office and end on ~~March~~ December 31 of the second year in office. Members of the Board shall be elected for terms not to exceed two years. No member shall serve in the same executive position for more than two consecutive two-year terms.

~~At the initial election of the permanent Board of Directors, the General Directors shall be divided into two Classes - one-half (1/2) of the members of the Board of Directors shall be elected for one-year terms (Class A), and one-half (1/2) for two-year terms (Class B). At each annual election thereafter Directors shall be elected for a two-year term. The Board of Directors will ensure that each class contains an equal or near equal amount of directors, including taking into account any expansion or reduction in the total number of the Board of Directors. Class A and Class B shall each have one At Large Director. The NPU-Appointed Director shall serve a one-year term. The CPNO appointed Director shall serve a two-year term. The Directors will fall into one of two groups that will have staggered terms. Four directors will serve for two years and three will serve for one year in order to establish the initial staggering. Specifically, the Board of Directors will be composed of the following:~~

General Directors:

- ~~1 Director selected by Candler Park Neighborhood Organization (CPNO).~~
- ~~1 Director appointed by NPU-N who is not a CP resident but is a City of Atlanta resident.~~
- ~~2 "At Large" Directors who are CPC members and City of Atlanta residents.~~
- ~~7 Directors, at least 5 of whom are City of Atlanta residents.~~
- ~~Seek to include the City Council District 2 representative or his/her designee, an Atlanta Parks Department representative, a Freedom Park Conservancy representative, and a representative from the Olmsted Linear Park Alliance. These representatives will be non-voting affiliates (see Section 2.10).~~
- ~~Other Honorary, Emeritus, and/or Advisory Directors as time and need dictate.~~

**Section 2.4 Selection of Directors.**

- The Founding Board will be self-nominated for a term of one year, and will be identified in the Articles of Incorporation. See Section 2.1.
- Within the first year of incorporation, the Founding Board will seek the appointment of two additional Directors by external organizations as noted in Section 2.3~~2~~. One Director will be appointed to a two-year term by the Candler Park Neighborhood Organization, and that Director must be a resident of Candler Park. Another Director will be appointed to a one-year term by the NPU-N Board, and that Director must be a resident of the City of Atlanta but not of Candler Park.
- On or before one year from the filing of the Articles of Incorporation, the Founding Board shall meet pursuant to notice duly given in accordance with these Bylaws for the sole and limited purpose of electing at least nine (9) members of the permanent Board of Directors. ~~Seven of these nine positions will be placed in one of two groups in order to establish staggered terms with four positions serving for two years and three positions for one. These seven positions will be confirmed in the future by Members from a slate nominated by the Board of Directors. Two of these nine positions~~

~~are At Large positions (Section 2.3), one holding a one-year term, and the other holding a two-year term. In the future, these At Large Directors will be nominated and elected by CPC Members.~~

- d. At each subsequent annual meeting of the ~~M~~members, the ~~M~~members shall elect from the slate of nominees proposed by the Board Development and Nominating/Governance Committee and approved by the Board of Directors the Directors and Officers whose term shall expire at that annual meeting. Appointed Director positions are not included in this process. CPC members may bring forward recommended candidates for the two (2) At Large positions at this time if those positions have expired. Any CPC Member nominations for these positions must be received by the CPC Board at least 3 weeks prior to annual meeting. ~~V~~voting and approval will follow.

**Section 2.5 Qualifications of Directors.** Directors shall be 21 years of age or older. No Directors shall be appointed or elected for more than two (2) consecutive terms, but may be appointed or elected again after an interval of one year. The Board will seek to find and encourage City of Atlanta residents who embrace CPC's purpose and who have talents and interests that will help serve the overall vision.

**Section 2.6 Compensation.** The Directors of CPC shall not be compensated for services rendered to CPC either as directors or as members of any committee of directors, except that a director shall be entitled to reimbursement for reasonable expenses incurred on behalf of CPC.

**Section 2.7 Duties of Directors.** A director shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board on which he or she serves, in good faith, in a manner reasonably believed to be in the best interests of CPC, and with such care as an ordinary prudent person in a similar position would use under similar circumstances.

**Section 2.8 Removal of Directors.** Members of the Board of Directors may be removed by a two-thirds vote of the Board of Directors. Members may not be removed merely by a vote of a quorum of the Board; rather, the full Board of Directors must vote. Said member must be notified in writing 30 days prior to a vote by the Board. Causes may include, but are not limited to:

- a. **Absenteeism.** The member of the Board is absent from more than four Board meetings over a twelve-month period.
- b. **Failure to Fulfill Responsibilities.** The member of the Board routinely fails to fulfill his or her responsibilities to the Board and/or any subcommittees of which he or she is a member or directs.

**Section 2.9 Leaves of Absence.** A member of the Board of Directors may, at the direction of the Board of Directors, take a leave of absence of up to one year, said leave not to be charged against the member's term of office, as long as his or her position is successfully filled during the absence.

**Section 2.10 Non-Voting Affiliates.** The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. See Section 2.3. Affiliates may be individuals, businesses, or other organizations that support the mission of CPC. The Board shall have the authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, other events, or on any website operated by or on behalf of CPC. Affiliates have no voting rights and are not members of CPC.

**Section 2.11 Vacancies.** Any Director may resign at any time by giving written notice to the Board Chair or Secretary of CPC. Such resignation shall take effect at the time specified therein, and if not specified therein, it shall take effect upon receipt and the acceptance of any such resignation. Any vacancy occurring in the

Board of Directors for any reason may be filled by the affirmative vote of a majority of the remaining Directors even if less than a quorum. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor and until his or her successor is elected and qualified, or until his or her death, resignation or removal. Any vacancies created by Directors selected or appointed from outside organizations will be replaced by members of those organizations. The Governance Committee shall make nominations to fill all vacancies on the Board of Directors.

## ARTICLE 3 – COMMITTEES

**SECTION 3.1 Standing Committees.** The standing committees of CPC shall be the committees as established by these Bylaws. There shall be four (4) standing committees: a Board Development and Governance Committee, a Finance and Audit Committee, a Membership, Fundraising, and Communications Committee, and an Environment, Projects, and Programming Committee. Each committee shall have one chairperson who must be a current or past member of the Board, and who shall be appointed by the Board of Directors. It is contemplated that the Chair of the Board, although not obligated to do so, will appoint the Treasurer to serve as the chair of the Finance Committee. The responsibilities of each standing committee shall be set forth in a committee charter which shall be reviewed from time to time by the Board and revised, as appropriate.

- a. **Board Development and Governance Committee** shall provide oversight for Board structure and operations, be responsible for proposing persons for election as Directors at the next Annual Meeting of CPC, or in the event of Director vacancies between Annual Meetings of the members of CPC, may propose replacement Directors for election by the Board of Directors and shall also recommend persons for consideration as officers to be elected at the next Annual Meeting of the Board of Directors. The Board Development Committee should annually, or more frequently, if necessary, review the composition of the Board with respect to such factors as gender, ethnicity, age, industry representation, geographic dispersion, the number, function and expertise needs of committees, and the needs of the Board and CPC. Based upon that review, the Board Development Committee shall make recommendations to the Board. All committee members must be Board members.
- b. **Membership, Fundraising, and Communications Committee** shall focus on building and renewing individual and corporate memberships and sponsorships to CPC with the goal of meeting budgeted revenue targets established by the Board. Committee members will recruit and retain dues-paying members and will identify the best ways to serve them, which may include various giving levels and associated member “benefits.” The committee will also seek opportunities to secure financial support from other sources, such as corporations and foundations. They will encourage all board members to be involved in these efforts. In addition, this committee shall organize and oversee the execution of the fundraising efforts and events undertaken by CPC, including recommending the fundraising opportunities, projects, and events and facilitating those activities. Finally, this group shall oversee CPC’s communications to the Candler Park Neighborhood Organization, neighborhood residents, and the broader community. The Communications Committee’s purview shall include written communications, promotions of CPC events, the maintenance of any website operated by or on behalf of CPC, and other such public-facing communications.
- c. **Environment, Projects, and Programming Committee** shall oversee CPC’s projects, initiatives, and activities, including selecting Candler Park projects and activities in which to invest CPC’s resources or otherwise support. The Committee shall work to ensure that CPC’s priorities are achieved using ecologically- and community-friendly methods. It shall also develop and implement initiatives that serve to preserve the unique natural and environmental aspects of the park, and develop programs to educate the community about the history of the park. Further, the Committee will endeavor to

ensure that CPC's resources are invested in ways that have enduring value to the community are considered and that minimize reputational, legal, and financial risks.

**d. Finance and Audit Committee** shall have general charge of the real estate, moneys, and securities of CPC with authority to invest and reinvest the same. The Finance Committee may authorize the purchase, sale, transfer, exchange, or redemption of stocks, bonds, or other securities owned by CPC, may contract with banks or trust companies or other qualified investment advisors to advise, assist, and carry out any investment policies and programs authorized by the Finance Committee in accordance with the procedures and restrictions established from time to time by the Finance Committee and approved by the Board of Directors or the Executive Committee. The Finance Committee may delegate to the Chairman of the Finance Committee or the Treasurer authority to act for the Finance Committee in carrying out such investment policies and programs with such bank, trust company, or investment advisor. All members of this committee must be Board members.

Additional responsibilities follow:

1. **Annual Operating Budget.** The Finance Committee shall review CPC's annual operating budget and review subsequent appropriations and modifications thereto. The Finance Committee shall keep the Board informed of the status of the operating budget and shall seek approval from the Board for long-term commitments affecting CPC finances. The Finance Committee shall also have the responsibility for reviewing CPC's capital construction program and related contracts and for establishing policies in regard to accounting, membership fees, and fundraising. The budget will be available for members to view upon request.
2. **Recommend Independent Auditor.** The Finance Committee shall recommend the firm to be employed as the organization's independent auditor, and review and approve the discharge of any such firm. The committee shall also review and approve the independent auditor's compensation and the term of its engagement and the independence of such auditor.
3. **Review Financial Statements.** The Finance Committee shall prepare and review the organization's monthly financial statements.
4. **Evaluate Internal Accounting Controls.** The Finance Committee shall, in consultation with an independent auditor, review the adequacy of the organization's internal accounting controls.

**e. Other Committees, Sub-Committees, and Advisory Councils.** The Board may establish by a majority vote such other committees, sub-committees, and advisory councils as it deems appropriate. The Board must create a committee charter for each newly created committee so as to clearly define its mission and scope of responsibilities. Committees that are not standing committees may be comprised of members who are not on the Board.

**SECTION 3.2 Committee Meetings.** Meetings of any committee may be held within the City of Atlanta and may be held by means of telephone conference in which all of the participants may hear one another. A majority of any such committee may fix the time and place of its meeting. Each committee shall have an agenda, shall keep minutes of its meetings and other appropriate records of its actions, and shall submit those minutes and other records to the Board of Directors.

**SECTION 3.3 Committee Quorum.** A majority of the then-serving members of any committee shall constitute a quorum. Any action of the majority of those present at a meeting at which a quorum is present shall be the act of the committee; provided, however, when a committee has only one member, any action taken by such member shall be deemed the act of the committee.

## **ARTICLE 4 – OFFICERS**

**SECTION 4.1 Titles and Terms of Elective Officers.** The elective officers of CPC shall be a Chair of the Board, a Chair-Elect, a Secretary, and a Treasurer, who shall be elected for terms not to exceed two years. Additional officer titles may be added should the Board deem it beneficial and/or necessary.

**SECTION 4.2 Officer Functions.**

- a. **Chair of the Board.** The Board Chair shall preside at all regular and special meetings of the Board of Directors of CPC; shall present at the Annual Meeting of the Board of Directors a report on the activities of CPC during the preceding year, and shall generally perform all other duties incident to the office, required by the Bylaws or from time to time assigned to him or her by the Board of Directors. He or she shall be, Ex Officio, a member of all committees of the Board. In the event of the death, absence, inability to act or disability of the Board Chair, or at his or her request or when specifically authorized by the Board of Directors, the Board Chair-Elect shall have the powers and perform the duties of the Board Chair. If there is no Board Chair-Elect, the senior General Director in length of service present and able to act shall perform this function.
- b. **Chair-Elect.** The Chair-Elect position is intended to provide leadership continuity. The Chair-Elect of the Board shall exercise the functions of the Chair in his or her absence. This position should be preparing to serve as Chair for the following term. This position may also have specific responsibilities, such as leading strategic planning.
- c. **Secretary.** The Secretary shall be responsible for the keeping of minutes of all meetings of the Board of Directors and Executive Committee, and for the performance of all duties normally pertaining to the Office of Secretary. By affixing his/her signature, the Secretary shall attest formally to the legitimacy of Board documents. The Secretary is also responsible to the Board for reporting on and noting any inconsistencies of Board action.
- d. **Treasurer.** The Board of Directors shall elect a Treasurer to perform duties in connection with the finances of CPC as may be required by the Board. The Treasurer is the chair of the Finance and Audit Committee and as such coordinates the review of the annual operating budget and monthly statements.

**ARTICLE 5 – MEETINGS OF DIRECTORS AND OFFICERS**

**Section 5.1 Frequency.** The Board shall hold no fewer than four (4) in-person meetings annually, including any annual meeting with members. Other meetings of the Board of Directors may be held, in person or telephonically, at the call of the Chair of the Board. Board meeting logistics (date, time, location) shall be posted on CPC's website.

**Section 5.2 Notice.** Reasonable notice shall be given of meetings of the Board of Directors, with time and place noted. Members are allowed to attend any Board meeting but may not have any voting rights or right to comment on business under discussion. An exception to this rule is when a member has been asked to be on the agenda for a specific business purpose and the Board has approved the request for such attendance in advance.

**Section 5.3 Presumption of Assent.** A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she enters his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment of the meeting or, if dissent is not noted when the minutes are circulated or approved, the dissenting Director(s) may direct its inclusion. Such right to dissent shall not apply to a Director who voted in favor of such action.

**Section 5.4 Quorum and Voting.** A majority of the elected General Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Each General Director shall be entitled to one (1) vote and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number is specifically required by these Bylaws, by CPC's Articles of Incorporation or by state law. If less than a quorum is present at a meeting, a majority of the General Directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting until a quorum shall be present. A General Director may not vote or act by proxy at any meeting of Directors.

**Section 5.5 Meeting by Telephone or Teleconference.** Members of the Board of Directors or any committee may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

**Section 5.6 Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Directors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken or to be taken, is signed by all of the Directors or committee members entitled to vote upon such action at a meeting. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the Director or committee members and become effective when consent is signed by the last Director. Such action should then be delivered to the Secretary of CPC for inclusion in the minutes and for filing with the corporate records. Email is an acceptable vehicle for consent documentation.

**Section 5.7 Proxies.** Action shall be by a majority of those present, and not by proxy, at a meeting at which a quorum is present.

**Section 5.8 Meeting Minutes.** Board meeting minutes will be posted on CPC's website for viewing by Directors and Members.

## **ARTICLE 6 – MEMBERS**

**Section 6.1 Membership.** In order to encourage financial support and ownership on the part of the community, the organization shall encourage membership by any individual, corporation, association, or other legal entity by executing any required documentation and paying a membership fee as required. Such membership shall become effective immediately upon receipt by CPC of the above documents and fees and shall continue until the end of the year for which the fees are paid. A membership may be renewed each year in the same manner as set forth above. Members shall have no rights or obligations except those offered as incentives as determined by level of membership. Members may not incur any expenses, or expend any funds on behalf of CPC.

**Section 6.2 Meetings.** The public is permitted to attend Board meetings, the dates and times of which will be posted on CPC's public website. Neither the public nor members have rights to vote or comment at regular Board meetings unless the member is on the agenda for a specific business purpose previously approved by the Board. The Board may vote to go into executive session and close the meeting to individuals who are not members of the Board. Members will be invited to an annual meeting of the Board and all members, at which time the Board will present whatever information it deems appropriate, such as goals, results, awards, etc. Members may suggest topics for this annual meeting. In addition, Members will participate in the election of Directors and Officers from a slate proposed by the Board at the annual meeting. Notice for the annual meeting must be posted in a reasonable timeframe.

## ARTICLE 7 – FINANCE AND CORPORATE ACTS

**Section 7.1 Corporate Funds.** All funds of CPC shall be managed by the Board of Directors and shall not be co-mingled with funds of the City of Atlanta or any other person, organization, or unit of government.

**Section 7.2 Corporate Budget.** Not later than ~~February~~ November 1 of each year, the Board Chair, in consultation with the Treasurer and the Finance Committee, shall prepare, or cause to have prepared, a budget showing estimated income and expenses of CPC for the ensuing fiscal year, and shall submit the same to the Board of Directors at the November meeting for consideration. Any budget adopted by the Board shall without further action authorize the Treasurer to pay out the amounts included in such budget from time to time on request or pursuant to a fixed schedule. The budget as adopted by the Board may be amended or modified from time to time in accordance with such procedures and subject to such limitations as the Board may prescribe.

**Section 7.3 Signing of Checks.** The Board Chair ~~and~~ Chair-elect, ~~and Treasurer~~ may sign, make, and evidence in the name of CPC all checks, vouchers, drafts, warrants, orders for payment of money, or receipts, subject to direction of the Board of Directors.

**Section 7.4 Executive Instruments.** Contracts, deeds, documents and instruments shall, unless otherwise directed by the Board of Directors, be signed in the name and on behalf of CPC by the Board Chair, or in his or her absence or disability, by the Chair-Elect; and the seal of CPC shall be affixed thereto and attested by the Secretary unless provided by corporate resolution.

**Section 7.5 Interested Directors and Officers.** The effect and validity of “conflicting interest” transactions or contracts within the meaning of O.C.G.A. Section 14-3-860, shall be governed by O.C.G.A. Section 14-3-864 through 14-3-865, all of the relevant provisions of which are incorporated herein by this express reference.

**Section 7.6 Gifts.** The Board may accept on behalf of CPC any contribution, gift, bequest, or device for the general purposes or for any special purpose of CPC.

**Section 7.7 Restrictions on Contributions.** CPC shall retain complete control and discretion over the use of all contributions it receives. Contributions received by CPC from solicitations for specific grants shall be regarded as for the use of CPC and not for a particular organization or individual mentioned in the solicitation.

**Section 7.8 Grants.** The Board shall have exclusive control over grants, contributions, and other financial assistance given by CPC. The Board shall review all requests for funds and shall require that such requests specify the use to which the funds will be put. If the Board approves a request for funds, the Board shall authorize payment of such funds to the approved grantee. The Board shall require that all grantees furnish a periodic accounting to show that the funds granted by CPC were expended for the purposes that were approved by the Board.

**Section 7.9 Refusal, Withdrawal.** The Board shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in CPC’s Articles of Incorporation.

**Section 7.10 Fiscal Year.** CPC shall have a fiscal year ending on the 31<sup>st</sup> day of ~~March~~December.

**Section 7.11 Annual Statements.** Not later than three months after the close of the fiscal year, and in any case prior to the next Annual Meeting of the Directors, CPC shall prepare a balance sheet showing in reasonable detail the financial condition of CPC as of the close of the fiscal year, and a profit and loss statement showing results of its operations during its fiscal year, and a statement showing changes in all funds for the fiscal year.

## **ARTICLE 8 – INDEMNIFICATION**

Any Board member or other person who performs services for CPC at the request of CPC and who does not receive compensation other than reimbursement of expenses shall be immune from civil liability to the full extent provided by applicable law.

Each director, governor, or officer of CPC shall discharge his or her respective duties in compliance with the standards of the law of Georgia and the United States, including, without limitation: (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner such director, governor, or officer reasonably believes to be in the best interests of CPC, as determined by CPC.

CPC must, to the fullest extent now or hereafter permitted by law, indemnify and hold harmless any member of the Board of Directors, officer, employee, or subcommittee member, or former member of the Board of Directors, officer, employee, or subcommittee member, or any person who may have served at CPC's express request as a director, officer, employee, or agent. This indemnification shall include paying legal defense costs, the amount of any judgments, fines, amounts paid in settlement, attorneys' fees, and related expenses, provided the person to be indemnified acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of CPC. CPC shall have the right to select attorneys and to approve any settlements or legal expenses incurred in connection with any suit, action or proceeding to which this indemnification applies.

## **ARTICLE 9 – AMENDMENTS**

These bylaws may be amended by two-thirds vote of the members of the Board of Directors in office, upon written notice at least ten days prior to any meeting of the Board of Directors. However, no amendment shall be made to these Bylaws that would cause CPC to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

*Appendix B.*

**Action Items from February, 2016 CPC Board of Directors Mtg**

All Committee Chairs – Provide group with notice of next committee meeting

All Committee Chairs – Provide written report in advance of next board meeting (which is Wed, Mar 16)

All Committees – Develop budget(s)

Stacy – Upload amended bylaws to CPC dropbox

Stacy – Establish appointment with Amy Phuong

Ben – Follow up on board insurance policy

Lauren – Get color for logo

Lauren – Get price estimates for consultants to do strategic planning session

Lauren – Get membership form connected to donations

Lauren – Set up discussion of CPC and CPNO parties to discuss festivals in the park

Randy – Follow up with POND on smaller scope/lower price work

Randy – Schedule appointment with Dan Calvert

John Skach – Revise the park schematic

John Skach – Coordinate with Mark Clement regarding mulch day

Amy E – Set up meeting with mystery potential donor

Randy & Ken & Jack – Develop one-pager for Parks Dept officials