

BROOKWOOD HILLS COMMUNITY CLUB, INC.

Amended and Restated Bylaws

Effective as of January 1, 2019

ARTICLE I:

Name and Purpose

Brookwood Hills Community Club, Inc. (the "Club") operates as a non-profit social club under Georgia Law for pleasure, recreation, and other similar non-profitable purposes. The Directors shall operate the Club for the benefit of the Community Club Members and their guests.

ARTICLE II:

Membership

Section 1. Eligibility. Resident Home Owners in Brookwood Hills are eligible for Class A, B, and S memberships. Resident Rental Tenants in Brookwood Hills and Non-residents are eligible for C memberships. Resident Home Owners aged sixty (60) years or older are eligible for S memberships. An S member who becomes a non-resident may retain his membership. Memberships are available only by invitation.

Section 2. Member's Privileges. A members' privileges extend to the member's immediate family who reside with him. S members' privileges extend also to reasonable use by grandchildren and the grandchildren's accompanying parents who do not reside with the member. Members other than B members have the use of all facilities. B members have only social and park privileges.

Section 3. Voting. Only A, B, and S members may vote.

Section 4. Transfers of Memberships between Classes. A members and C members may transfer to B or S membership, if eligible, without the payment of any fee or receipt of any refund. B members may transfer to A or C or S membership by paying the full initiation fees and dues current at the time of transfer.

Section 5. Transfer on Death or Divorce. Upon the death of a member, membership shall be transferred to the surviving spouse or partner. Upon the divorce of (i) an A, B, or S member, the membership shall be transferred to, or remain with, the Brookwood Hills homeowner, or in the event of divorce of (ii) a C member, the membership shall be retained by the spouse having primary custody of the children. The parties may agree otherwise.

Section 6. Limitations on Membership. In each year, the Directors shall decide the number of memberships available for each class of members. Applicants for resident membership shall have priority.

Section 7. Member Removal. Voting members may remove a Member with cause. A majority of Directors then in office may remove a Member for violating rules of safety, conduct, or other actions deemed unworthy of Membership.

ARTICLE III:

Financial Matters

Section 1. Dues and Assessments. The Directors shall establish annually, dues and initiation fees for each member class. By a vote of a majority of the Directors then in office, the Directors may levy special assessments on A and C members.

Section 2. Replacement Reserve. The Directors may establish a replacement reserve. The resolution establishing that reserve shall state its amount, use, and how it should be invested.

ARTICLE IV:

Members' Meetings

Section 1. Annual Meetings. The Club shall hold an annual meeting of voting members within the first 90 days of each calendar year. The President shall set the date, time, and place of the meeting. The President and Treasurer shall present written reports of the prior year's activities. Members shall elect Directors.

Section 2. Special Meetings. The Club shall hold special meetings of the voting members on the call of the President, one-third of the Directors then in office, or five percent or more of the voting members.

Section 3. Notice of Meetings. The Secretary shall give written notice to voting members at least ten but no more than sixty days before a meeting. The notice shall state the date, time, place, and purpose of the meeting. Notice of special meetings shall include a description of each matter for which the meeting is called. The notice shall be effective upon receipt or as otherwise provided by Georgia Law. The notice may contain a proxy in the form established by the Directors. It may be given by email, hand delivery, or regular mail. Notice may be waived by attendance at the meeting or in writing before or after the meeting.

Section 4. Quorum and Action Requirements. Five percent of the voting members, present in person or by proxy, shall constitute a quorum for the transaction of business at any meeting. Unless otherwise required by law, voting members may act by a majority vote of those present. If a quorum is absent, then those present may adjourn the meeting without further notice by announcing, before adjournment, the date, time, and place at which the meeting will be reconvened.

Section 5. Record Date. The record date for determining members eligible to vote shall be the

meeting date.

ARTICLE V:

The Board of Directors

Section 1. Authority. The Board of Directors shall oversee the management of the business of the Club.

Section 2. Number and Eligibility. The Board of Directors shall consist of not less than nine (9) and not more than twenty-two (22) Directors as the Directors may determine, from time to time, by a vote of a majority of Directors then in office. Only Brookwood Hills home owners whom are current A or S members of the Club are eligible to serve. No Director serving two or more years of his term shall succeed himself. A Director is eligible for reelection three years after the end of his or her term.

Section 3. Term. Directors shall serve staggered three-year terms. To the extent possible each class of directors shall be approximately equal in number to the other classes. A Director shall serve until his or her successor is elected. If voting members consent, then a Director's term may be extended for one year if he or she is to serve as President in that year.

Section 4. Vacancies. A majority of the Directors then in office shall fill any vacancy on the Board and may fill any office position that is vacant.

Section 5. Director Removal. Voting members may remove a Director with or without cause. A majority of Directors then in office may remove a Director for missing three or more consecutive meetings during his or her term or one-half of the meetings in any twelve-month period. Before a removal vote can occur, notice of that vote and an opportunity to be heard must be given to the Director.

Section 6. Admission of New Members. The Directors shall review and approve all applicants proposed for membership. A negative vote by three or more Directors shall prevent an applicant from becoming a member.

ARTICLE VI:

Meetings of Directors

Section 1. Regular Meetings. At the beginning of each calendar year, the Directors shall establish a schedule of regular meetings. Directors shall meet at least quarterly. Subject to the quarterly meeting requirement, the President may cancel any regular meeting if the Directors' action on any proposal is not required or may be delayed without harm.

Section 2. Special Meetings. The President or any two directors may call special meetings of the Directors. The Secretary or the conveners shall give at least two business days notice of the date, time, and place of special meetings.

Section 3. Notice. No notice need be given for regular meetings. For special meetings, notice may be given orally if reasonable under the circumstances. If written notice is given, then it shall be effective on receipt or as otherwise provided by Georgia Law. Notice may be given by email, hand delivery, regular mail, texting, or other electronic means. Notice may be waived by attendance at the meeting or in writing before or after the meeting.

Section 4. Quorum and Action. A majority of Directors then in office shall constitute a quorum. If a quorum is present, then the Directors may act by majority vote of those present.

Section 5. Conflicts of Interest. Each Director shall promptly notify the others of any conflict of interest, direct or indirect, that he or she may have in any action proposed by the Directors. That Director shall not discuss or vote on any such matter.

ARTICLE VII:

Indemnity of Officers and Directors

Section 1. Indemnity. The Club may indemnify, in whole or in part, any individual made a party to a proceeding because such individual is or was an officer or Director of the Club. This indemnity shall be against liability incurred in the proceeding, if such individual acted in a manner such individual believed in good faith to be in or not opposed to the best interests of the Club and, in the case of any criminal proceeding, such individual had no reasonable cause to believe such individual's conduct was unlawful.

Section 2. Expense Reimbursement. The Club may pay or reimburse part or all of the reasonable expenses incurred by an officer or Director who is a party to a proceeding, in advance of final disposition of the proceeding, if: (a) the individual furnishes the Club a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth above, and (b) the individual furnishes the Club a written undertaking, executed personally, or on the individual's behalf, to repay any advances if it is ultimately determined that the individual is not entitled to indemnification. The written undertaking required by subparagraph (b) above must be an unlimited general obligation of the individual or his or her surety and shall be secured, or not, in such manner as the disinterested Directors may decide.

Section 3. Authorization of Expenditures. A majority vote of disinterested Directors then in office shall be required to take any action permitted by this Article VII. If there are fewer than two disinterested Directors, then action under this Article VII shall be in accordance with Georgia Law.

Section 4. Definitions. For purposes of this Article , the terms ‘disinterested,’ ‘party,’ ‘proceeding’, and ‘liability’ shall have the meanings given to them in the provisions of Georgia Law which govern the indemnification of directors, and ‘Director’ and ‘officer’ shall have the meaning given in that Law.

Section 5. Insurance. The Directors may provide insurance to cover all or part of any indemnity obligations of the Club.

ARTICLE VIII:

Officers

Section 1. Officers. The Directors shall nominate and the members shall elect the officers. The officers shall consist of a President, one or more Vice Presidents, a Secretary, and a Treasurer. The President may not serve in the same office for more than two years. The Directors may also designate an officer as “President Elect.” The President and any Vice President must be Directors during their term of office.

Section 2. President’s Duties. The President shall be the chief executive officer of the corporation and shall preside at all meetings. The President shall have general supervision of the affairs of the corporation and such other duties and powers as are incident to the office or delegated by the Directors. Upon the successful completion of his term of office, the Board may provide compensation to the President, not to exceed the value of one year’s "A" member dues.

Section 3. Vice President’s Duties. The Vice President shall exercise all of the functions and perform all the duties of the President in his or her absence. The Vice President shall perform such other duties as the President may delegate.

Section 4. Secretary’s Duties. The Secretary shall keep the minutes of all meetings, have custody of the Club’s records, and perform such duties as are delegated by the President. The Secretary shall routinely post meeting minutes via media approved by the Board, accessible to the Membership, which may include committee reports, officer’s reports, and other proceedings.

Section 5. Treasurer’s Duties. The Treasurer shall have the custody of the Club’s moneys and securities. The Treasurer shall cause books of account to be kept and perform such other duties as are properly required by the President. The Treasurer shall secure a fidelity bond in an amount determined by the Directors as a condition of holding office. The Club shall pay the cost of the bond.

ARTICLE IX:

Committees

Section 1. Standing Committees. The Club may have the standing committees listed below. The President shall appoint and may remove committee chairs. He shall be an ex-officio voting member of all committees. Each committee shall have one or more Directors as members. Only Directors or former Directors shall be voting members of a committee. Any member may serve on a committee. Committee members shall serve at the pleasure of the Directors.

Section 2. Pool and Courts. This committee shall oversee the operation and maintenance of the swimming pool, tennis and basketball courts, and pool pavilion, including the hiring and supervision of the necessary personnel, and the operation of the concession stand.

Section 3. Dale Way Park. This committee shall oversee the operation and maintenance of all of the Club's facilities in Dale Way Park and adjacent Club property except those assigned to the Pool Committee.

Section 4. Zoning and NPU. This committee shall oversee zoning and NPU matters that may affect the Club.

Section 5. Membership. This committee shall recommend to the Directors and the Directors shall determine the number, class, and identity of members to be admitted in each year. The Committee shall recommend applicants for membership based upon letters of recommendation from resident members and other sources.

Section 6. Government Relations. With the exception of those matters handled by the Zoning and NPU committee, this committee shall manage the Club's relationships with governmental entities and non-governmental organizations whose actions may affect the Club.

Section 7. Security. This committee shall oversee efforts to provide for the security of Club property and the safety and security of members, their guests, and their property.

Section 8. Social. This committee shall plan and manage the Club's social events.

Section 9. James Alexander "Alex" Summers Nature Preserve (a.k.a. Clear Creek). This committee shall plan and manage the property in and around the conservation easement owned by the Club known as the "Forest" or "Clear Creek" property.

Section 10. Executive. This committee shall be composed of the Club's officers who are Directors. The President may appoint an at-large member and need not appoint the same member for all meetings. This committee shall have the authority to act for the Directors on matters requiring a simple majority vote of the Directors. It shall act only on matters where action is required before a regular meeting. The Executive Committee shall not have the authority to incur non-budgeted

expenditures aggregating more than one percent of the Club's budgeted revenue. The Executive Committee shall report its actions to the Directors at their next meeting.

Section 11. Committees' Authority. All committees shall report to the Directors. Other than the Executive Committee, no committee shall have the authority to bind the Club unless the Directors expressly delegate that authority by resolution.

Section 12. Rules of Procedure. Committees shall be governed by the quorum, notice, voting, and other procedures that apply to the Directors.

Section 13. Other Responsibilities. The President may assign to individuals the responsibilities for other activities without the appointment of a Director to a committee, e.g., reservations of facilities, beautification projects, and website management.

ARTICLE X:

Amendments, Miscellaneous

Section 1. Bylaw Amendments. The Directors may amend these bylaws by two-thirds vote of the Directors then in office.

Section 2. Action by Written Consent. Directors, committees, and voting members may act without a meeting if such action is evidenced by written consent describing the action, signed by the required number of participants, and delivered to the Secretary for inclusion in the Club's records. Such action is effective when the signed consents are delivered to the Secretary, unless the consent specifies a different time. Consents given under this Section shall be treated as if the action was approved at a duly called meeting and may be so described.

Section 3. Meeting by Electronic Means. Directors, committees, and voting members may meet by electronic means after notice if all participants can communicate with one another with the use of such means.

Section 4. Interest in Club Property. All members of the Club, other than B members, shall have a beneficial interest in the Club's property. This interest shall terminate at the time a member's membership terminates.

Section 5. Policies; Interpretation. The Directors may make such further policies as they deem necessary to implement these bylaws. These policies may include but are not limited to the following categories: membership, pool regulations, tennis regulations, basketball court regulations, parking, and pool/park pavilion rules/usage fees. All such policies shall be made available to members in the same manner as these bylaws are made available. The Directors shall interpret these bylaws, regulations for the use of the Club facilities, and the Club's policies. References in these bylaws to Georgia Law shall mean the Georgia Non-Profit Corporation Code as it may be amended from time to time.

Section 6. Compensation. Other than the limited compensation of the President, as set out above, no officer or Director shall receive compensation from the Club for acting in any capacity.

Section 7. Stockholders. All of the former stockholders of the Club have abandoned to the Club any interest that they may have had in the Club by virtue of owning stock.

FINAL

AMENDMENTS:

Amendments, Miscellaneous

Amendment # 1. Article V, Section 2 *Number and Eligibility* is amended as follows: “The Board of Directors shall consist of not less than nine and not more than twenty-two (22) Directors as the Directors may determine, from time to time, by a vote of a majority of Directors then in office.”

Passed by vote of the Board of Directors on January 8, 2013.

Amendment #2. Article II. Section 7. *Member Removal* is added.

Passed by vote of the Board of Directors on December 28, 2018.

FINAL
