##### AMENDED AND RESTATED BYLAWS OF CANDLER PARK CONSERVANCY, INC.

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

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

**Section 1.2 Purpose.** CPC 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 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 the 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 Composition**. The Board of Directors shall consist of at least seven (7) Directors and not more than twenty (20) Directors. Within these limits, the Board may determine the number of directors serving on the Board and take appropriate measures for the purpose of staggering the terms of Directors. The Directors 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.

The Board of Directors shall be composed as follows:

Appointed Director:

* 1 Director shall be selected by the Candler Park Neighborhood Organization (CPNO).

At-Large Directors:

* 3 “At-Large” Directors who are CPC Members and City of Atlanta residents.

General Directors:

* At least 4 Directors, with at least 3/4 comprised of City of Atlanta residents and with one (1) being a City of Atlanta resident not living in the Candler Park neighborhood.

At its discretion, the Board may accept additional Non-Voting Affiliates from the following groups:

* The City Council District 2 representative or his/her designee;
* An Atlanta Parks Department representative;
* A Freedom Park Conservancy representative;
* A representative from the Olmsted Linear Park Alliance; and
* Other Honorary, Emeritus, and/or Advisory Directors as time and need dictate and approved by the Board.

**Section 2.2 Terms**. Directors of the Board shall be appointed or elected for two-year terms that begin April 1 of the year in which they are appointed or elected and end on March 31 of their second year in office. No Director shall be appointed or elected for more than three (3) consecutive terms, but may be appointed or elected again after an interval of one year.

**Section 2.3 Nomination and Election of Directors.**

1. General Directors. Any Director may nominate new candidate(s) for General Director position(s) by submitting name(s) to CPC’s Board Development and Governance Committee. The Board Development and Governance Committee shall submit nomination(s) who have received the support of at least two Directors for General Director positions to the Board for election at the next possible Board Meeting with at least 14 days prior notice. If the election for an open position is uncontested, each nominee shall be elected to the Board with an affirmative vote of a majority of the current Directors. If the election for an open position is contested, the nominee(s) receiving the most votes of the Board, even if a majority is not obtained, shall be elected to the open General Director position(s).
2. At-Large Directors. Nominations(s) for the At-Large Director position(s) may be made by any Director of the CPC Board or any CPC Member. Such nomination(s) must be received and acknowledged by the CPC Board at least thirty (30) days prior to the published date of the Annual Meeting. Nominations for At-Large positions shall be posted on CPC’s website in advance of the Annual Meeting. At-Large Director(s) shall be elected by a vote of all Members (including the CPC Board) who are present and cast ballots at the Annual Meeting. The candidate(s) receiving the most votes for the open At-Large Director position(s) shall be elected, even if a majority is not obtained.
3. Appointed Director. Any Appointed Director is not included in the process set forth in Section 2.3 but shall be subject to Terms set forth in Section 2.2.

**Section 2.4 Qualifications of Directors.** Directors shall be 21 years of age or older. For election to the Board, General Directors and At-Large Directors must be active CPC Members and maintain active CPC membership throughout his or her term. 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 2.5 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 2.6 Duties of Directors**. A Director shall perform his or her duties as a director, which shall include serving as a member of at least one committee of the Board, on which he or she shall serve, 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 2.7 Removal of Directors by Vote.** Directors of the Board may be removed by a three-fourths vote of the Board of Directors. Any Director considered for removal must be notified in writing 30 days prior to a vote by the Board. Causes may include, but are not limited to:

1. **Absenteeism**. The Director of the Board is absenting from more than four Board meetings over a twelve-month period.
2. **Failure to Fulfill Responsibilities.** The Director of the Board routinely fails to fulfill his or responsibilities to the Board and/or any subcommittees of which he or she is a member or directs.
3. **Failure to Maintain Active CPC Membership by General or At-Large Directors.** The General or At-Large Directors of the Board fails to re-establish active CPC Membership within three months of notification that their membership has lapsed.

**Section 2.8 Non-Voting Affiliates**. The Board of Directors may approve classes of non-voting Affiliates with rights, privileges, and obligations established by the Board. 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; provided, however, Affiliates who are individuals shall be considered Members if they maintain membership pursuant to Section 6.

**Section 2.9 Resignations and 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; if not specified therein, it shall take effect upon receipt and the acceptance of any such resignation. ] Any Director may nominate new candidate(s) to fill vacant General Director position(s) by submitting name(s) to CPC’s Board Development and Governance Committee, and nominees shall be elected in accordance with the election procedure set forth above for General Directors. Any vacancy for At-Large Director position(s) shall remain vacant until the next Annual Meeting and shall be nominated and elected in accordance for the election procedure set forth above for At-Large Directors. Any vacancies created by an Appointed Director will be replaced at any time during the year by the organization they represent. A Director appointed or elected to fill a vacancy shall be appointed or elected for a two-year term that begins April 1 of the year in which they are appointed or elected and ends on March 31 of his/her second year in office.

###### 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 a Projects and Environment Committee. Each committee shall have one chairperson who must be a current or past Director of the Board, and who shall be appointed by the Board of Directors; provided, however, the Treasurer shall act as chair of the Finance and Audit 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.

1. **Board Development and Governance Committee** shall provide oversight for Board structure and operations, be responsible for proposing persons for election of Directors at the next Annual Meeting of CPC, and shall also recommend persons for consideration as General Directors to be elected by the Board of Directors. The Board Development and Governance 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 and Governance Committee shall make recommendations to the Board. All committee members must be Directors on the Board.
2. **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 Directors on the Board 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.
3. **Projects and Environment 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.
4. **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. The CPC Treasurer shall Chair this committee. All members of this committee must be Directors on the Board. 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.
5. **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.** In-person meetings of any committee shall be held within the City of Atlanta; however, meetings may be conducted by telephone or similar communications means by which all of the participants may hear one another. 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. Members are welcomed and encouraged to participate on committees that are open to Members, and it is contemplated that committee meetings shall be conversational and consensus-driven; provided, however, only Directors may vote on actions that constitute final committee recommendations to be made to the full Board.

**SECTION 3.3 Committee Quorum**. A majority of the then-serving Board members of any committee shall constitute a quorum. A quorum is required for any action constituting a final committee recommendation to the full Board, provided that the committee chair or his/her designee is present.

###### 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 Vice Chair, a Secretary, and a Treasurer, who shall be elected by the Directors for a one-year term. Additional officer titles may be added should the Board deem it beneficial and/or necessary. No member shall serve in the same officer position for more than two consecutive terms.

**SECTION 4.2 Officer Functions.**

1. **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 Vice Chair shall have the powers and perform the duties of the Board Chair. If there is no Board Vice Chair, the senior General Director in length of service present and able to act shall perform this function.
2. **Vice Chair.** The Vice Chair position is intended to provide leadership continuity. The Vice Chair 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 be assigned other specific responsibilities.
3. **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. After the election of any Director, the Secretary shall submit to the Board an updated Official Board Roster listing all Directors with the dates of their election and the expiration of their terms. The names of the Directors shall then be posted publically.
4. **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.

**Section 5.2 Notice**. Reasonable notice to the public shall be given of meetings of the Board of Directors, with time and place noted. Reasonable notice shall include but not be limited to CPC’s website, email, and/or social media.

**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.

**Section 5.5 Meeting by Telephone or Teleconference.** Chair or Vice Chair may call a meeting of the Board by means of conference telephone or similar communications means by which all persons participating in the meeting can hear each other at the same time. The Chair or Vice Chair shall provide the Directors advance notice of the purpose of such meeting. Participation in meetings conducted by telephone or teleconference shall constitute presence in person at the meeting. No Board action shall be taken at such a meeting unless a quorum is participating and the Directors have been provided at least 48 hours advance notice of the meeting.

**Section 5.6 Action Without a Meeting by Unanimous Vote.** Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if a unanimous consent is given by the Directors in writing, setting forth the action so taken or to be taken. Such consent shall have the same force and effect as a unanimous vote of the Director and become effective when consent is delivered 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. Consent delivered to the Secretary by email or other electronic means is acceptable. Absent an emergency, Directors shall be given at least 48 hours opportunity to respond to emails prior to Board action.

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

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

**Section 5.9. Conduct of Meetings.** The normal procedure for conducting a meeting of the Board of Directors shall be conversation. Upon the request of any Director, Robert’s Rules of Order (latest edition) shall be followed for a requested vote, discussion, or until the meeting is concluded, whichever is requested, except where in conflict with these Bylaws or the laws of the State of Georgia.

**ARTICLE 6 – MEMBERS**

**Section 6.1 Membership.** In order to encourage financial support and ownership on the part of the community, CPC welcomes membership by any individual, corporation, association, or other legal entity that any required documentation and pays the required membership fee. Such membership shall become effective and in good standing 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. Individuals who are Members in good standing at the end of a calendar year shall retain the right to vote for any open At-large Director position at the subsequent Annual Meeting. 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 dates and times of the Board meetings will be posted on CPC’s public website and are open to the public. Input from the public is valued and encouraged, but 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 Directors of the Board.

**Section 6.3 Annual Meetings.** Members will be invited to an Annual Meeting of the Board to be held no later than April 1 of each year. The Board of Directors shall publicly post notice for the Annual Meeting via CPC’s website, email, and/or social media at least forty-five (45) calendar days prior to the Annual Meeting. At the Annual Meeting, the Board will report on its current status and projects and present other appropriate information, such as goals, results, and awards. Members may suggest topics for this Annual Meeting. In addition, at the Annual Meeting, Members in good standing may vote on candidate(s) nominated for any open At-Large Director position on the Board, and Directors will vote on the renewal of a consecutive term of any General Director whose Term expires on March 31 of that year and/or any new candidates nominated by the Board for General Director.

**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 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 Vice Chair 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 Vice Chair; and the seal of CPC shall be affixed thereto and attested by the Secretary, unless otherwise 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 31st day of 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 Director of the Board 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 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 Director of the Board, officer, employee, or committee member, or former Director of the Board, officer, employee, or committee 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**

Any Director may propose an amendment to these Bylaws by submitting the amendment in writing to CPC’s Board Development and Governance Committee, which shall consider the proposed amendment. If approved by the Board Development and Governance Committee, the proposed amendment(s) shall be submitted to the Directors for review for at least fourteen (14) days prior to the meeting of the Board to discuss or vote on such amendment(s). Proposed amendments receiving two-thirds vote of the Directors shall be posted on the CPC website for at least thirty (30) days prior to adoption. Upon the expiration of the 30-day period, the Directors shall consider any changes to the proposed amendment(s), for which reposting to the CPC website shall not be required, and vote for adoption, with those proposed amendment(s) receiving two-thirds vote of the Directors being adopted. Unless otherwise stipulated in the amendment, any amendment to these Bylaws shall take effective at the conclusion of the meeting at which it is adopted. 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.

***Adopted on 21 August 2019***