

Green Acres-Crestwood Pool Corporation Bylaws

Article I Name

1.1 The name of the corporation is "Green Acres-Crestwood Pool Corp." as provided in the Articles of Incorporation. Its registered office is located at 635 Brookwood Dr., Athens, Clarke County, Georgia 30605.

1.2 Fiscal year shall be the calendar year, January 1 through December 31.

Article II Membership

2.1 Membership in the corporation shall consist of family units, including all regular members of the household.

2.2 Because of the size and nature of the recreational facilities to be operated by the corporation, the Board of Directors shall have full discretion to limit how many members are to be accepted by the corporation.

2.3 The Board of Directors shall establish annual dues which shall be owed and payable to the corporation by members of the corporation. The amount of these annual dues shall be adjusted from time to time at the discretion of the Board of Directors.

2.4 Voting membership in the corporation shall be limited to one adult member of each member family unit. Current paid membership shall entitle an adult member to cast one vote per household in person or by proxy, in electing the Board of Directors of the corporation, and to vote on all other matters related to the corporation as these bylaws shall direct.

2.5 All members of the corporation shall be accorded the use of the facilities of the corporation subject to the pool rules and regulations which shall be posted at all times on the pool bulletin board.

2.6 The Board of Directors shall fix the terms and conditions upon which guests may use the facilities of the corporation.

2.7 The Board of Directors and Officers of the Corporation have the power to suspend pool privileges for the violation of corporation rules and regulations provided such suspension does not exceed seven (7) days. A written report of such suspension, containing reasons therefore, shall be submitted to the President within twenty-four (24) hours.

2.8 Any member may, for just cause and after having been given an opportunity for a hearing, be suspended for a period not to exceed three months by a two-thirds (2/3) vote of the

members of the Board of Directors present at any meeting thereof; or be expelled by a three-fourth (3/4) vote of the entire membership of the Board.

2.9 Failure to pay annual dues at the time stipulated by the Board of Directors shall cause the membership in the corporation to be declared void.

2.10 Membership may not be transferred.

2.11 Any property of the corporation, broken or damaged by a member or his guest shall be promptly paid for by such members, with reasonable wear and tear excluded. No person shall take any article belonging to the corporation.

2.12 The corporation assumes no responsibility and members or their guests can have no claim against the corporation for the property of members or any guest which may be brought into or left in the corporation buildings or on the grounds.

2.13 The corporation assumes no responsibility and members or their guests can have no claim against the corporation for any accident or injury to any person or their property.

2.14 No dues or any part thereof shall be refunded in the event that pool operations are required to be suspended for any period or due to relocation of a member.

2.15 The membership term will be defined as June 1 through May 31 the following year.

Article III Membership Meetings

3.1 The annual meeting of the membership of the corporation shall be at such a date, place, and time as determined by the Board of Directors. Notice of this meeting shall be given to the members at least 5 days prior thereto.

3.2 Special meetings of the corporation may be called by the Board of Directors, or upon written request of five (5) members to the Secretary, stating the purpose therefore, a special meeting shall be called by the Secretary within fifteen (15) days.

3.3 At all meetings of the membership, a quorum shall consist of all those members present, and no resolution or business shall be transacted without the favorable vote of the majority of the membership represented at the meeting and entitled to vote.

Article IV Directors

4.1 Subject to these bylaws, the full and entire management of the affairs and business of the corporation shall be vested in the Board of Directors which shall have and may exercise all the powers that may be exercised or performed by the corporation.

4.2 The Board of Directors shall consist of a minimum of 4 members who shall be approved by the members of the Board of Directors. All resolutions adopted and all business transacted by the Board of Directors shall require their affirmative vote of the majority of the directors.

4.3 The Directors may fill the place of any Director which may become vacant prior to the expiration of his term of office, such appointment by the Directors to continue until the expiration of the term of the director whose place has become vacant.

4.4 The Board of Directors shall meet at least once a month during the months of March, April, May, June, July, August and September, and at such other times and intervals as they may deem necessary.

4.5 Only adult members of the corporation who are in good standing shall be eligible for appointment to the Board of Directors.

4.6 A fifteen (15) minute executive session will follow the regular board meeting. The executive members of the board will consist of the officers of the Board of Directors. All other attendees will be excused for the executive session.

4.7 Board Meetings will be conducted according to the latest edition of Robert's Rules of Order.

4.8 The Board of Directors shall designate the financial institutions in which the funds of the corporation shall be deposited and determine the manner in which payments of the corporation are executed.

4.9 The Board of Directors shall cause the books of the corporation to be audited when the board deems necessary by auditors selected by the directors, who shall neither be directors nor officers of the corporation and the report of the auditors shall be available to the membership at all times.

4.10 Nothing in these bylaws shall be construed to permit the Board of Directors to borrow or pledge the credit of the corporation without the specific approval of a simple majority of the membership at a duly held meeting.

4.11 Any member of the Board of Directors may be removed from office by a majority vote of the membership present in person or represented by proxy at either an annual meeting or a special meeting called in accordance with these bylaws.

4.12 The Board of Directors shall determine any question as to the meaning for proper interpretation of any of the provisions of these bylaws.

4.13 The bylaws of the corporation may be amended by a $\frac{2}{3}$ vote of the membership provided at least 5 days notice.

4.14 All rules and bylaws pertaining to the operation of the corporation will conform to all safety health and miscellaneous requirements of the county, state, and federal governments.

4.15 In the case of dissolution of the Green Acres Crestwood Pool Corp. the assets of the corporation shall become the property of Green Acres Crestwood Community Association.

Article V Officers

5.1 The officers of the corporation shall consist of a President, a Vice President, a Secretary and a Treasurer. The officers shall be appointed by the Board of Directors and shall serve at the pleasure of the Board of Directors. The offices may be combined in one person or shared by two at the discretion of the Board of Directors. Committee Chairpersons shall be established by the Board of Directors, as needed. Liaison positions may also be established by the Board of Directors as needed.

5.2 Annual fees of the officers shall be fixed by the Board of Directors and may be waived in compensation for service.

5.3 Each officer of the corporation shall hold office for 3 years or until the officer's earlier resignation, death or removal or the termination of office. Any officer may be removed by the Board of Directors whenever the Board of Directors judges the best interest of the corporation will be served thereby.

President

5.4 The President shall be the chief executive officer of the corporation and shall have general and active management of the operation of the corporation. The President shall be responsible for the administration of the corporation, general and active management of the financial affairs of the corporation, and shall execute bonds, mortgages or other contracts under the seal of the corporation. President shall only borrow money on behalf of the corporation pursuant to specific authority from the Board of Directors. The President shall have the authority to institute or defend legal proceedings when directors are deadlocked.

Vice President

5.5 The Vice President shall perform such duties as are generally performed by Vice Presidents. The Vice Presidents shall perform such other duties and exercise such other powers as the Board of Directors shall request or delegate and serve as the President when the President is unavailable.

Secretary

5.6 The Secretary shall attend all sessions of the Board of Directors and all meetings of the members and record all votes and the minutes of all proceedings and books to be kept for that purpose. The Secretary shall give, or cause to be given any notice required to be given of any

meetings of the membership and of the Board of Directors, and shall perform such other duties and have such other powers as may from time to time be delegated to the Secretary by the President or the Board of Directors, under whose supervision the Secretary shall be.

Treasurer

5.7 The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the corporation and shall deposit or cause to be deposited, in the name of the corporation all monies or other valuable effects, in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors; Treasurer shall render to the President and to the Board of Directors, whenever requested, an account of the financial condition of the corporation, and in general, the Treasurer shall perform all of the duties incident to the office of a Treasurer of a corporation, and such other duties as may be assigned by the Board of Directors or the President.

5.8 In case of the absence of any officer of the corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate, for the time being, any or all of the powers or duties of such officer to any officer or to any Director.

Article VI Indemnification

6.1 (a) Under the circumstances prescribed in paragraphs (c) and (d) of this section, the corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in a manner he reasonably believed to be in the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in a manner which he reasonably believed to be in the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) Under the circumstances prescribed in paragraphs (c) and (d) of this section, the corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and

reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in the best interest of the corporation; except that no indemnification shall be made in respect of any claim issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

(c) To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) and (b) of this section, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Except as provided in paragraph (c) of this section and except as may be ordered by a court, any indemnification under paragraph (a) and (b) of this section shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs (a) and (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by the firm of independent legal counsel then employed by the corporation in a written opinion.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.

(f) The indemnification provided by this section shall not be deemed exclusive of any other right to which the persons indemnified hereunder shall be entitled and shall inure to the benefit of the heirs, executors or administrators of such persons.

(g) The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.

(h) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or by an insurance carrier pursuant to insurance maintained by the corporation, the corporation shall, not later than the next annual meeting to the shareholders, unless such meeting is held within three months from the date of such payment, and in any event within fifteen months from the date of such payment, send by first class mail to its shareholders of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

Article VII Operation

7.1 The operation of the physical plant and properties of the corporation shall be the responsibility of the Board of Directors who shall establish and enforce the appropriate rules and regulations.

Article VIII Swim Team

8.1 The corporation shall encourage the youth of member families to participate in the East Athens Sea Turtles Swim Team (EAST). By providing available pool facilities for practice and community meets. The EAST will share financial responsibility with the GAC pool for:

- Liability coverage
- Lifeguard coverage at meets

8.2 Any non-member of GAC pool who participates in EAST will incur an additional usage fee administered through the EAST booster club.

8.3 EAST Booster Club will be entirely responsible for the hiring and compensation of the coach of EAST.

8.4 If an EAST coach is also employed by the cooperation, the coach shall not participate in any swim team activity during their regular working schedule for the cooperation; this is to avoid conflict of/ or overlapping of responsibilities.

8.5 The EAST swim team will appoint a liaison to attend GAC pool board meetings. This individual shall have no other pool board responsibilities.

8.6 The cooperation shall not be responsible for EAST expenses such as coaching, transportation, prizes and special equipment.

Ratified by the membership at the annual meeting May 27, 1969

Revised and ratified by the membership at the annual meeting March 4, 1974

Revised and ratified by the membership at the annual meeting March 6, 1978

Revised and ratified by the membership at the annual meeting March 1, 1982

Revised and ratified by the membership at the annual meeting March 6, 1985

Revised and ratified by the membership at a special meeting, April 12, 1993
Revised and ratified by the membership at the annual meeting April 24, 1993
Revised and ratified by the membership at the annual meeting April 2, 2002
Revised and ratified by the membership at the annual meeting April 12, 2005
Revised and ratified by the membership at a special called meeting September 13, 2006
Revised and ratified by the membership at the annual meeting April 12, 2014
Revised and ratified by the membership July 29, 2019