



BYLAWS OF CENTRAL GARDENS ASSOCIATION, INC.

ARTICLE I

Name

The name of this corporation shall be Central Gardens Association, Inc.

ARTICLE II

Principal Office

The principal office of this corporation shall be P.O. Box 41382, Memphis, Tennessee 38174-1382.

ARTICLE III

Type of Corporation

This corporation shall be a corporation not for profit.

ARTICLE IV

Membership

Membership in the Central Gardens Association, Inc. (hereinafter the “Association”) shall be restricted to persons residing in the city of Memphis, Tennessee, in the following area:

LEGAL DESCRIPTION OF THE HISTORIC DISTRICT

The boundaries of the Central Gardens Historic Conservation District are as follows:

Starting at the northeast corner of Cleveland Street and Peabody Avenue and proceeding north to the northeast corner of Cleveland and Eastmoreland Avenue; but excluding parcel 018-019-00-1, known as 244 S. Cleveland, the Sanabel Apartments, and parcel 016-014-000-1, known as 290-316 S. Cleveland, the Broadmoor Apartments, and then running north and east, including the property at

the northeast corner of Eastmoreland and Cleveland known as The Sarsal Square Apartments, and then proceeding east along the south side of Eastmoreland to the east corner of Kimbrough Place; and then running north on the east side of Kimbrough Place so as to include the property known as the Kimbrough Towers Apartment; and then running south to the north side of Eastmoreland Avenue; and then running east on Eastmoreland Avenue to Avalon so as to include the residential properties along the north side of Eastmoreland Avenue; and then north on Avalon to include a single residential property on the west side of Avalon; and then across to the east side of Avalon Street so as to include a single residential property on the east side of Avalon; and then south on Avalon to the north side of Eastmoreland Avenue; and then east on Eastmoreland Avenue to Rozelle Street so as to include the residential properties along the north side of Eastmoreland Avenue; and then continuing east on a line extending from the north side of Eastmoreland Avenue to the east side of Idlewild Street, along the rear lot lines of properties which front on Union Avenue excluding rear parking lots of such properties, and then running south on the east side of Idlewild Street so as to include the four residential properties on the east side of Idlewild Street; and then running east to the west side of McLean Boulevard; and then running north on the west side of McLean Boulevard so as to include three residential properties fronting on the west side of McLean Boulevard; and then running east to the northeast corner of Barksdale Street and Linden Avenue; and then running east on the north side of Linden Avenue to Rembert Street so as to include all residential property on the north side of Linden Avenue (and excluding properties fronting on Union Avenue) and so as to include the property belonging to the City of Memphis known as Idlewild Elementary School; and then running north on the west side of Rembert Street so as to include the six residential properties on the west side of Rembert Street excluding property fronting on Union Avenue; and then running south on the west side of Rembert to the northwest corner of Rembert Street and Central Avenue; and then running south across Central Avenue to the southwest corner of Central Avenue and Velma Place; and then running west on the south side of Central Avenue to the southeast corner of Central Avenue and Barksdale Street so as to include all residential properties on the south side of Central Avenue; and then south on the east side of Barksdale Street to the northern property line of the Nashville, Chattanooga and St. Louis Railroad so as to include the seven residential properties on the east side of Barksdale Street; and then west on the west side of Barksdale Street; and then north to the southwest corner of Barksdale Street and York Avenue and then running west on the south side of York Avenue crossing McLean Boulevard to the west side of Rozelle Street so as to include the residential properties on the south side of York Avenue; and then west to the south side of York Avenue to the southeast corner of York Avenue and Roland Street so as to include the residential property on the south side of York Avenue; and then south on the east side of Roland Street to the northern property line of the Nashville, Chattanooga and St. Louis Railroad so as to include the four properties on the east side of Roland Street; and then running west to the west side

of Roland Street; and then north on Roland Street to the southwest corner of Roland Street and York Avenue so as to include the four residential properties on the west side of Roland Street; and then west on the south side of York Avenue to the corner of York Avenue and Willett Street so as to include the residential properties on the south side of York Avenue; and then running south on the east side of Willett Street so as to include the four residential properties on the east side of Willett Street; and then running north on the east side of Willett Street to the southeast corner of Willett Street and Central Avenue; and then proceeding west on the south side of Central Avenue to the southeast corner of Central Avenue and Melrose Street so as to include all residential properties on the south side of Central Avenue; and then south on the east side of Melrose Street so as to include a single residential property on the east side of Melrose Street; and then running north on the east side of Melrose Street to the northeast corner of Melrose Street and Central Avenue; and then running west on the north side of Central Avenue to the northwest corner of Central Avenue and Mansfield Street; and then running north on the west side of Mansfield Street to the northwest corner of Mansfield Street and Goodbar Avenue so as to include the residential properties on the west side of Mansfield Street but to exclude the property on the west side of Mansfield Street known as the Red Cross Building; and then running west on the south side of Goodbar Avenue to Cleveland Street so as to include all residential property on the south side of Goodbar Avenue; and then running north on the east side of Cleveland Avenue to the southeast corner of Cleveland Street and Eastmoreland Street.

The above description shall be constructed to include all properties in the list of addressees for The Central Gardens Historic Conservation District application approved by the Memphis City Council in its public hearing and signed by the Mayor on May 14, 1993.

Provided, however, any person living in a contiguous area may, upon application to the Board of Directors, be accepted for membership as defined in Article X.

ARTICLE V

Officers and Board of Directors

A. Officers.

The officers of the Association shall be President, Vice President, Secretary and Treasurer (each may be referenced herein as an "Officer" or collectively as the "Officers"). (Amended by action of the Board on April 3, 1973.)

B. Board of Directors.

The Board of Directors (hereinafter the “Board” collectively or individually as a “Director”) shall consist of the Officers, six (6) members at large, two (2) *ex-officio* Directors, and eighteen (18) members as follows:

DISTRICT ONE: Six (6) members residing north of the center line of Peabody Avenue.

DISTRICT TWO: Six (6) members residing south of the center line of Peabody Avenue and north of the center line of Harbert Avenue.

DISTRICT THREE: Six (6) members residing south of the center line of Harbert Avenue.

The previous two Presidents of the Association shall serve as the *ex-officio* Directors of the Board for the two-year period following their respective terms as President and shall have all the same authority and obligations as other Directors during that time.

C. Elections.

1. The Officers, except President, shall be elected at the annual meeting of the Association and shall serve for a term of one (1) year or until their successors are elected and qualified. The Vice President shall automatically advance to the office of President at the annual meeting. (Amended at annual meeting on May 17, 1976.)

2. The Board, other than Officers and the *ex-officio* Directors, shall be elected at the annual meeting of the Association and shall serve for a term of two (2) years, or until their successors are elected and qualified. Directors shall be eligible to serve for three (3) consecutive terms, or a total of six (6) years if nominated and elected. Directors will become re-eligible for Board membership after a hiatus of at least 1 year, after which they are eligible to serve 3 consecutive terms. If a Director accepts an Officer’s position, term limits no longer apply. At the end of an Officer’s term, he/she shall be re-eligible to serve as a Director if so nominated and elected, as if he/she had not served any prior terms as a Director.

3. Nominees for all positions must receive a majority of the votes cast in the election at the annual meeting to be elected. In the event no nominee receives a majority of the votes cast, a runoff shall be held between the two nominees receiving the highest number of votes.

4. All elected Officers and Directors must be and remain members in good standing (as defined in Article X) at the time that he/she is elected and throughout his/her term(s).

D. Duties of Officers.

1. The President shall preside at all meetings of the Association, the Board, and the Executive Committee (see Article XI), and he/she shall be the chief executive officer and have general control and management over the affairs of the Association. He/she shall be an *ex-officio* member of all committees of the Association and perform all other duties as may be assigned to him/her by the Board. The President may organize such other committees as he/she so designates.

2. The Vice President shall, in the absence of the President, perform the duties and exercise the powers of the President, and shall perform such other duties and have such other powers as may be assigned to him/her by the Board.

3. The Secretary shall attend all meetings of the Board and of the full membership of the Association and shall record and document all votes (at meetings and electronically) and keep the minutes of all proceedings in a book or electronic file maintained by the Association for that purpose. He/she shall give, or cause to be given, all notices necessary or proper, and shall perform all other duties as may be prescribed by the Board or the President. He/she shall maintain a calendar of all events related to the Association. The President will assign the duties of the Secretary to a Board member in the event that the Secretary is absent from a meeting.

4. The Treasurer shall have custody of the Association funds and shall keep full and accurate accounts. He/she shall deposit all receipts in the name of and to the credit of the Association, in such depositories as may be designated by the Board. He/she shall disburse the funds of the Association as authorized by the Board, the Executive Committee, these Bylaws, and the fiscal policy adopted by the Board; and he/she shall render to the President and the Board, whenever required, an account of all his/her transactions as Treasurer, and of the financial condition of the Association. He/she shall be responsible for all filing of Federal and State tax returns. He/she shall, with the assistance of the Finance Committee, exercise primary responsibility for preparing the annual budget and shall render an annual report for the membership of the financial condition of the Association. The Treasurer shall be guided by the budget and/or fiscal policy adopted by the Board, as may be amended from time-to-time.

E. Authority to Act.

The Board shall have general management and control of the Association and shall exercise all powers given to it by the Association and the Bylaws. The Board may delegate any of its powers and authority to the Executive Committee, except as stated herein.

1. In case of the absence of any Officer, the Board may delegate the powers or duties of such Officer to any other Officer or any Director, except where otherwise provided by the Bylaws.

2. The Board shall not have the power to act on any matter not directly affecting the Central Gardens Historic Conservation District.

3. At all meetings of the Board, a majority of current Directors shall be necessary and sufficient to constitute a quorum, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board.

4. The Board may, at the request of the President, conduct any business through electronic means that it would be entitled to take at a meeting, including casting votes by electronic mail, provided that a majority of the Board votes on the matter such that a quorum is achieved, and further provided that a majority of votes so cast are in favor of the action to be taken. Notwithstanding the foregoing, an electronic vote shall be suspended and not counted if three (3) Directors object to the electronic vote by requesting that the matter be considered at the next regular or special meeting of the Board. (Amended June 19, 2018)

F. Absences.

1. A Director's absence from a regularly scheduled Board meeting may be excused if the Director contacts and informs the President or Secretary in advance of the meeting that the Director will be absent for reasons beyond the Director's control.

2. A Director may be absent for a maximum of three regular meetings of the Board in a 12-month rolling period, only two of which may be unexcused. If a Director has reached this maximum number of absences within a 12-month rolling period, the Secretary shall give such Director written notice of the provisions of this Section and notice of the next regular meeting, as set out in the following Subsection. If the Director is absent from any remaining regular or special meetings of the Board within the 12-month rolling period following the Director's first absence, then the Director's seat shall be automatically declared vacant by the presiding Officer at the conclusion of the meeting. For purposes of this Section, the annual meeting is considered a regular Board meeting. (Amended June 19, 2018)

3. The written notice referenced to in the previous Subsection shall be in a form consistent with the following:

Pursuant to Article V, Section F, Subsection 2 of the Bylaws of the Central Gardens Association, it is my duty to give you written notice that if you are absent from the next regular meeting of the Board of Directors, or any other regular meeting within 12 months after your first absence on _____, your position will be declared vacant by the presiding Officer. It is further my duty to give you this written notice that the next regular meeting of the Board of Directors will be held at _____ p.m. at _____, Memphis, Tennessee.

Respectfully submitted,

Secretary

G. Vacancies.

1. If the office of any Director becomes vacant, by reason of death, resignation, disqualification, declaration of vacancy, or otherwise, the remaining Directors, though not less than a quorum, shall choose a successor who shall hold office for the balance of the unexpired term of the vacated office. The successor holding the office can then be placed on the ballot at the next annual meeting of the Association and elected to the Board as set out in Article V, Section C, Subsection 2, and if elected at the annual meeting, shall begin his/her first two-year term. (Revised April, 2013, at Board meeting)

2. Any seat belonging to a Director who is no longer qualified to serve on the Board due to a change in residency shall be declared vacant and shall be promptly filled pursuant to this Section.

3. Any Director may resign at any time, and the vacated seat shall be filled pursuant to this Section.

4. A duly elected, qualified Director may not be removed except by a vote of at least three-fourths of the Directors or of the members of the Association at a special meeting called for the specific purpose of considering the removal. The Director proposed to be removed shall not be counted for purposes of establishing a quorum and shall not be entitled to vote on the question of removal but shall be entitled to make a brief presentation to the Board or members prior to a vote on the question, unless the Director knowingly waives that right or, after receiving notice of the meeting and the purpose thereof, fails to attend the meeting at which the question of removal is considered. (Amended June 19, 2019)

H. Conflicts of Interest (Amended June 19, 2018)

1. Directors shall conduct business in the best interests of the Association, in accordance with its aims and objectives, and in a manner that is free of conflicts of interest, or the appearance of a conflict of interest that could adversely influence their judgment or objectivity to the Association. A conflict of interest exists when a Director has a special or significant financial interest in a proposed action or inaction involving the Association that may interfere with the Director's ability to make an informed and independent decision based solely on the best interest of the Association, rather than the personal interest of the Director. A personal financial interest includes a financial interest held by the Director, his or her immediate family member, and/or an entity controlled by or benefitting the Director or his other immediate family (such as a trust or limited liability company).

2. Directors shall immediately disclose any existing or potential conflict of interest to the Board and recuse him or herself from discussing or voting on any matter where such a conflict exists.

3. If a Director has reason to believe that another Director may have a conflict of interest, the Director shall inform the President of the potential conflict and the President may request additional information from the Director with the potential conflict. The Director with

the potential conflict shall provide such non-confidential information as is reasonably necessary for the Board to determine whether a conflict exists, or the Director may recuse him or herself from discussing or voting on the matter in question. If the Director does not recuse him or herself, he/she shall leave the room after providing the information to the Board, who shall then vote by a simple majority of the Directors in attendance to determine whether a conflict of interest exists that requires recusal.

4. It shall not be a violation of this conflict of interest policy for the Association to purchase goods or services, or to enter into any other transaction, with a member, Director, or any entity in which the member or Director has an interest if (i) the member or Director's interest is fully disclosed at the time the decision is made, and (ii) the member or Director's proposal relating to the transaction or decision in question is, in the opinion of a majority of the disinterested Directors of the Board, the best or most responsive of at least one other bid or proposal obtained by the Board. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of the Directors who have no direct or indirect interest in the transaction.

5. If the President is informed or has reasonable cause to believe a Director has failed to disclose a conflict of interest, he/she shall inform the Director of the basis for such belief and afford the Director an opportunity to explain the alleged failure to disclose. If, after hearing the Director's response, the President continues to have reasonable cause to believe the Director has failed to disclose an actual conflict of interest, the President shall inform the Board, which may take appropriate corrective action consistent with these Bylaws, including but not limited to removal pursuant to the procedures of Article V, Section G, Subsection 4.

I. Term Limits.

1. Until re-eligible as defined below, no person who has already served six (6) consecutive years in a district or at-large position on the Board shall be elected either as a district or at-large Director. Officers and *ex-officio* Directors shall begin serving their six (6) year term limits upon leaving office.

2. A person shall again be eligible to be elected as a district or at-large Director after a one (1) year absence from the Board.

3. These limitations shall be effective as of May 1, 1997 and shall apply to both current and future members of the Board.

ARTICLE VI

Executive Committee
(Amended June 19, 2018)

A. Composition.

The Executive Committee of the Board of Directors shall consist of the current Officers of the Board, any Pillar Leaders appointed by the Board (see Article XII), and the two (2) previous Association presidents then serving as *ex-officio* Directors.

B. Authority to Act

The Executive Committee shall be authorized to take any action that the entire Board would be entitled to take, subject the following limitations. The Executive Committee may not, without Board approval,

1. Authorize or cause any expenditure in excess of \$2,500.
2. Change the structure of the Board, amend these Bylaws, or take any action inconsistent with these Bylaws.
3. Bind the Association to any agreement or contract that would result in any action otherwise prohibited by this subsection.

C. Procedures applicable to Executive Committee.

Unless the context clearly requires otherwise, all procedures and requirements that apply to the Board shall apply equally to the Executive Committee.

ARTICLE VII

Meetings

A. Membership Meetings.

1. Annual Meeting.

The annual meeting of the Association's members shall be held on the third Monday in May, or at a time selected by the Board and as to which notice is given in accordance with the procedures set out in Article VII.

2. Special Meetings.

Special meetings of the Association shall be held at such time and place as the Officers and Board may select. A special meeting may also be called by twenty-five (25) members in good standing. No business shall be transacted at any special meeting unless notice of such business was included in the notice to members.

B. Board of Directors Meetings.

1. Regular Meetings.

Regular meetings of the Board of Directors shall be held on third Tuesday of the months June, August, October, January, and March, or at such other times as the President may designate, provided that notice of such re-scheduled regular meeting(s) shall be provided to all Directors not less than five (5) days prior to the date of the rescheduled meeting as required by Article V, Section E, Subsection 3. The Annual meeting shall be considered a regular meeting of the Board.

2. Special Meetings.

Special meetings of the Board may be called by the President on two (2) days notice to each Director, either delivered personally, by overnight mail, or by electronic mail. Upon the written request of at least ten (10) Directors, the President or Secretary shall call a special meeting in like manner and by providing the same advance notice. No business shall be transacted at any special meeting unless notice of such business was included in the notice to Directors. (Amended June 19, 2018)

C. Executive Committee Meetings.

Regular and special meetings of the Executive Committee shall proceed on the same schedule and in like manner as those of the board described in this Section, except that the Executive Committee's regular meetings shall be held on the third Tuesdays of the months July, September, November, February and April, unless designated otherwise in the manner provided in the prior Subsection. (Amended June 19, 2018)

ARTICLE VIII

Notice of Meeting of Members

Written, printed or emailed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called and the person or persons calling the meeting, shall be published in the Association's newsletter and/or electronic newsletter, posted to the Association's social media account(s), and/or emailed to the address on file, if any, for all members in good standing, or announced at any previous annual meeting of the Association. Said notice shall be published not less than five (5) nor more than sixty (60) days before said meeting. (Revised May, 2013)

ARTICLE IX

Quorum of Members

A quorum at any meeting of the Association shall consist of one-third of the members in good standing. Proxies shall not be included in determining a quorum.

ARTICLE X

Voting

Adult members of each current dues paying household shall be considered members in good standing for all purposes under these Bylaws and shall each be entitled to a vote. Members may vote by proxy by designating in writing the person to so vote for them.

ARTICLE XI

Financial Provisions

A. Budget.

The fiscal year for the Association shall run from May 1 through April 30 unless designated otherwise by the Board. The Treasurer, along with the Finance Committee, if any, shall exercise primary responsibility for preparing and presenting an annual budget for the upcoming fiscal year to the Board not later than April 1 of each year. The Board shall make every reasonable effort to approve the budget prior to the start of the fiscal year, but the failure to approve such a budget shall not affect the ongoing operations, budget, or other obligations of the Association.

B. Dues.

The annual dues of the Association shall be established by resolution of the Board and may be amended from time to time.

ARTICLE XII

Committees

(Amended June 19, 2018)

The President will appoint Pillar Leaders from the Board of Directors to direct the major foci (pillars) of the Association as determined by the Association's Strategic Plan. These pillars may include, but are not limited to Greenspaces and Infrastructure, Midtown relationships, and Community Relationships. Each pillar will consist of several committees.

The Board, in addition to the Executive Committee, may establish or dissolve any of the following committees, or such other committees as may be approved by the Board in the future,

to consist of members of the Association, Directors, or other persons appointed by the President, with or without the approval of the Board.

1. Landmarks, Zoning and Compliance
2. Safety
3. Finance
4. Arboretum
5. Community Spirit
6. Home Tour. Whether or not this Committee is active, all Directors are required to participate in the planning of or volunteer the day of the Home Tour.
7. Membership
8. Communications
9. Legal
10. Annual Meeting
11. Ad-Hoc/Special Projects

ARTICLE XIII

Amendments

The Bylaws may be amended at any annual meeting or special meeting of the Association by a majority vote of the members in good standing present at that meeting, provided there is a quorum present.

The Bylaws may also be amended by a two-thirds vote of the Board, provided that the Board shall not pass a proposed amendment to the Bylaws which has the effect of substantially changing, repealing, or disregarding an action taken by the membership at an annual or special meeting during the preceding twelve months.

(Revised June 19, 2018)