



Annual Membership Meeting

January 25, 2023, 3:00 pm

Minutes

The meeting was called to order by Community Fund President, Bill Papciak, at 3:10 pm. Bill thanked everyone for attending the annual meeting of the Cresswind Community Fund. Bill pointed out that this meeting was held in accordance with the requirements of the Community Fund Bylaws and that the information covered at this meeting would be sent out to the membership for those who were not able to attend.

Bill reviewed briefly some of the accomplishments and activities for 2022 including:

- a Hall County proclamation recognizing the Cresswind Community Fund as a donor to local seniors in need
- quarterly meetings in March, June, and December

the February Volunteer Month with a luncheon for Help Me Please and other volunteers

- the Mental Health First Aid Program
- the Virtual Dementia Program
- the Help Me Please boat excursion on Lake Lanier
- Good News Clinics Mardi Gras event
- the Help the Hungry Campaign which provided 36 tons of food for the needy in Hall County

Bill continued on to the business meeting after reminding the members that the true business of Cresswind Community Fund is to raise funds and grant funds.

Bill introduced Cresswind Community Fund Board member Russ Williams to share his thoughts about the Community Fund. Russ spoke about three topics:

- Tremendous need due to high inflation which is impacting the poor with high rents and food costs.
- Why do we volunteer? To make a contribution in some meaningful way. We volunteer because we are not ready to quit and we have something to say.
- The Community Fund has been blessed with the support of the Cresswind community.

Russ closed his remarks by saying that he felt privileged to be a part of the Cresswind Community Fund.

Bill reminded the members of the Cresswind Community Fund mission statement which is:

The mission of the Cresswind LL Community Fund is to enhance the lives of adults primarily 55 and older through charitable, educational, health-related and cultural opportunities in the greater Gainesville area and Hall County.

Bill told the members that in recent months the leadership reviewed and discussed the Mission Statement. After much discussion the Board members voted to keep the Mission Statement as is. It is a differentiating factor that makes the Cresswind Community Fund different from most charities in Hall County and others within Cresswind.

Bill introduced and thanked the 2022 Board members:



He thanked Robert Horne who has recently left Cresswind for his contributions to the Community over the years. Bill asked Robert to say a few words. Robert stated that it had been a pleasure and privilege to work with other members of the Cresswind Community Fund Board. He expressed his hope that his work with charities at Lanier Village Estates would bring him back into contact with the Community Fund.

Bill discussed the idea of having a way for people like Robert who have been active members of the Community Fund but who subsequently leave Cresswind to participate with the Community Fund in some way. He stated that the Board had discussed this idea. Bill stated that the answer for now is "No" because the bylaws expressly state that you must be a resident of Cresswind in order to be a member of the Community Fund but there may be opportunities for residents who leave to form their own organization to find ways to contribute.

Bill thanked the 2022 Board Advisors for their significant contributions to the Community Fund.



Next the Committees were recognized for their contributions.



Bill stressed that while the Committees are able to work independently through decentralized management any monetary actions are approved by the Board of Directors.

Bill discussed the growth of the Community Fund over the years with a current membership of 1,160 members. This number reflects approximately 65% of Cresswind residents.

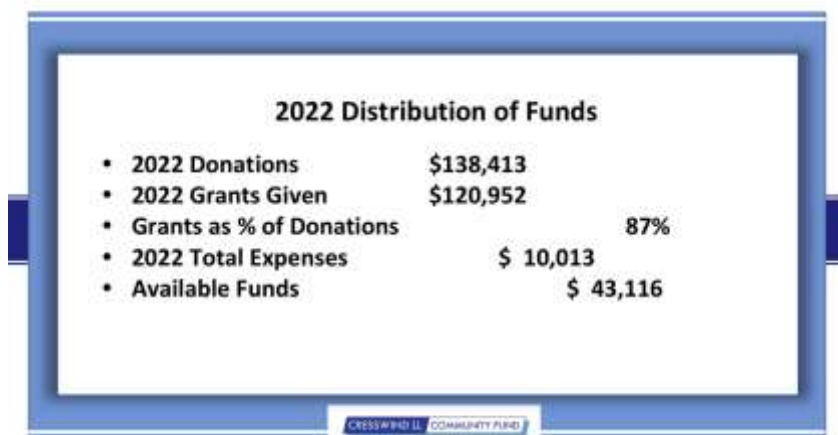
Minutes

Bill asked for a motion to approve the minutes of the January 2022 Annual Meeting and the December 2022 quarterly meeting. Please see the [Addendum](#) for these minutes. Len Greco made a motion to approve the minutes. Ron Stowe seconded the motion. The membership voted to approve the minutes.

Financial Report

Bill introduced the Financial Report by saying that the Community Fund had a terrific year in 2022. He called on Treasurer, John Ulam to present the report.

John agreed with Bill that it had been a very good year thanks to the generosity of Community Fund members and the hard work of the Community Fund Team. Following is the slide summarizing the year's finances.



• 2022 Donations	\$138,413	
• 2022 Grants Given	\$120,952	
• Grants as % of Donations		87%
• 2022 Total Expenses	\$ 10,013	
• Available Funds	\$ 43,116	

John commented that the Board had agreed that our available funds at the end of the year were a little high and that the Board would be looking for ways to increase our grants given in 2023.

John continued his review of the 2022 finances. He highlighted the amount given to eight area foodbanks totaling over \$50,000.00 – the highest ever given by the Community Fund in a single year. He also mentioned donations to various medical/health charities totaling over \$36,000.00 and over \$20,000.00 to Grandparents Raising Grandchildren. John stated that from 2016 through 2022 the Community Fund has granted over \$479,000.00. He continued with a review of expenses which he said the Board tries to keep as low as possible. Please see the [Addendum](#) for additional slides from the Financial Report.

Bill pointed out that all of this good work has been done with small donations from Community Fund Members. He asked for a motion to approve the 2022 year end financial report. Ron Stowe made a motion to approve the Financial Report. Dave Rader seconded the motion. The membership voted to approve the report.

Bill spoke briefly about the 2023 Financial Goals and Objectives:



Bill introduced Wilton Rooks who presented slides with graphics to give a visual interpretation of the membership and financial statistics. Please see the [Addendum](#) for slides with the graphic presentation of this information. Wilton described how some donations are restricted to specific needs and others are unrestricted. He pointed out that there are 16 organizations representing hundreds of individuals who are impacted by Community Fund grants.

Wilton asked for anyone interested in volunteering to work with the e-Team to contact him. He also mentioned Habitat for Humanity with projects to assist seniors who are “aging in place” and need home repairs or updates. He described other volunteer opportunities to assist residents in Hall County in ways that fall outside the mission of the Community Fund. He encouraged anyone interested in this type of volunteer effort to contact him for more information. He closed by describing the United Way’s Unite Us Service which will be a new initiative for the Community Fund.

Bill next introduced Mark Nestle. Mark pointed out that while Gainesville is the hub of Hall County, the Community Fund strives to reach out to all areas of the County. He asked that anyone who is aware of need in greater Hall County, including Flowery Branch, please let the Board know of these needs.

Bill announced a successful election of 2023 Board of Directors with 1,033 ballots cast. The five members elected for a new two year term on the Board of Directors were Bud Baker, Lois Ehlers, Cathy Jeffrey, Bill Papciak, and John Ulam. The 2023 board for is:



Bill took the opportunity to thank Gene Evans who is leaving the Board of Directors in 2023 for his many years of service to the Community Fund.

Bill also introduced the 2023 Board Advisors with Ron Stowe and Susie Holbrook serving as new members of this group.



The next order of business was the approval of the amended Community Fund Bylaws which were previously distributed to the membership. Please see the [Addendum](#) for the full text of this document. Bill asked for a motion to approve the amended Bylaws. John Ulam made a motion to approve the amended Bylaws and Wilton Rooks seconded the motion. The members present voted to approve and Russ Williams announced 233 proxy votes received in favor of approving the amendments to the Bylaws. The amended Bylaws were approved by the membership. Bill recognized Cathy Jeffrey, Wilton Rooks and Robert Horne for their work on the amendments to the bylaws.

Bill introduced the plans for a new strategic plan for 2023 and the next few years, including:

1. Clearly define who we are, what we do, where we are going, and be open to change our direction when warranted. When change is needed then gain agreement among the Leadership and communicate the change(s) to our members.
2. Continue to practice and promote the current bond within *The Cresswind Community Fund* membership, and all residents, that centers around giving back to 55+ seniors in need, where we live (Hall County).
3. Continue to familiarize Hall County (organizations – private, public, religious, business) with our objective (s) to help local 55+ seniors in need. Interact and partner with these organizations to gain their cooperation and help to identify, then help 55+ seniors in need.

Bill asked Ron Stowe to speak toward how the Community Fund may be able to reach out to organizations to find and assist individuals in need. Ron gave as an example his experience working with Good News Clinics and helping seniors

with eye care needs. Good News Clinics has found doctors who can provide eye exams and some treatments but have not been able to assist individuals who need cataract surgery. Ron feels that the Community Fund could work with Good News Clinics to find people with legitimate needs then the Community Fund could assist the individuals directly by helping to pay for cataract surgery.

4. Differentiate *The Cresswind LL Community Fund* and our goals, within Cresswind, and in Hall County from other charitable organizations and clubs. Use clear communication, perform professional volunteer work, align ourselves only with those who share common interests, objectives, and goals. Make a daily effort not to alienate our partners, community, neighbors, and friends.
5. Recognize that our people (volunteer/members) are the most important part of our success. Volunteer time is what we all give, that all volunteers are not the same, are not required to give a specific amount of their time, but only time that fits their own personal needs to volunteer-help -give back.
6. Measure our own performance and professionalism periodically, and communicate to each other and members our strengths, weaknesses, and needs.

Bill quickly reviewed the remaining slides mentioning people, events and activities that were important in 2022. He wrapped up the meeting by reminding the members that during the meeting we had reviewed what we have all done together in 2022 and what we intend to do in 2023. He closed by saying that he hoped we had covered enough to help the members recognize how important they are not only to the Community Fund but also to the Hall County community in which we all live.

The next annual meeting will be in January 2024.

The meeting was adjourned at 4:23 pm.

Respectfully submitted,

Cathy Jeffrey
Secretary



- Make a Difference in Someone's Life... and in Yours! -

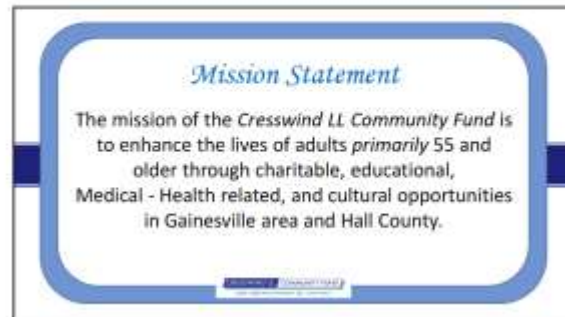
Board of Directors Monthly Meeting

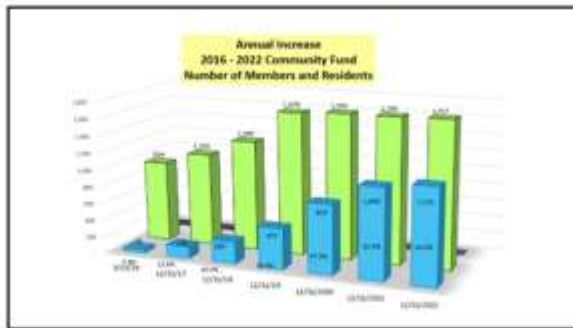
Date

Addendum

Supporting Documents

Slide Presentation at the Annual Meeting, January 25, 2023





Approval of the Meeting Minutes

- January 25, 2022 - Annual Meeting
- December 2022 - Year End Meeting

Financial Report

2022 Year End Report

John Ulam, Treasurer, Board Member

2022 Distribution of Funds

- 2022 Donations: \$138,413
- 2022 Grants Given: \$120,952
- Grants as % of Donations: 87%
- 2022 Total Expenses: \$ 10,013
- Available Funds: \$ 43,116

2022 Distribution of Funds/Grants

- Food: \$50,500
- Medical - Health: \$36,091
- Grandparents (GRG): \$20,311
- Veterans 55+: \$ 6,781
- Housing: \$ 2,500
- Total Grants Awarded (2016-2022): \$479,630

2022 Expenses By Category

- 2022 Expenses: \$ 10,013
- Tuition: \$1,418
- Meals/Events: 1,381
- Insurance: 1,075
- Legal/Consulting: 1,000
- Transportation: 1,172
- Bank Fees: 210
- Miscellaneous: 20
- 2020 Golf Tournament Expenses \$11,817
- Gross Income from Golf Tournament of \$28,283

December 31, 2022 Year End

General Fund

Checking Account	\$ 43,116
Restricted /Pledged	—0—
Available Funds	\$ 43,116

Approval of Financial Report

2022 Year End Report

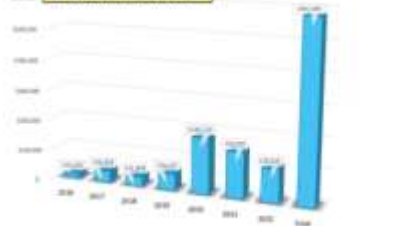
2023 Financial Goal & Objectives

Raise Funds Grant Funds

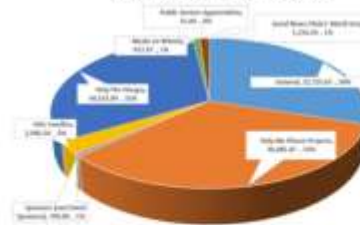
2023 Financial Goals & Objectives

1. Meet the demand and need of Local Seniors and the organizations who help them, the best we can.
2. Maintain a minimum reserve of \$15,000.00 to be able to meet grant application requests in a timely fashion.
3. Use campaigns to raise Member Donated Funds for specialized programs, raise Sponsor Funds when needed

How Much Have You Donated?
2016 - 2022 CWC Income
Before Grant Distributions

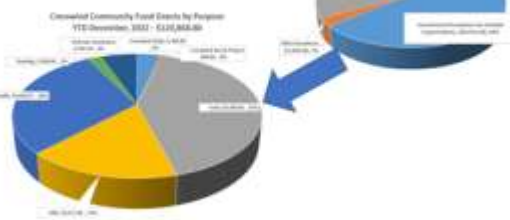


CRESSWIND COMMUNITY FUND - YTD - December, 2022
DONATED FUNDS - INCOME - \$109,319.58

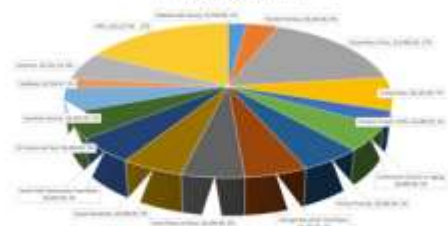


* Data not include Gulf Streamport Income - \$28,289.4

Cresswind Community Fund Grants By Purpose



Cresswind Community Fund To Outside Individuals and Organizations
Jan - Dec 2022 - \$115,589.94



Thank You
Members
for
Your Generous Support!

2023
Board of Directors

Newly Elected Board Members

The Members Voted Week of January 18 – 22
(2 Year Terms)

Bud Baker
Lois Ehlers
Cathy Jeffrey
Bill Papciak
John Ullam

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2023 Board of Directors

- Russ Williams (1)
- Carol Hamlin (1)
- Mark Nestle (1)
- Bud Baker (2)
- Lois Ehlers (2)
- Cathy Jeffrey (2)
- Bill Papciak (2)
- John Ullam (2)

2023 Board Officers are Nominated & Elected by the Board at the monthly Meeting February 6, 2023.

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2023 Board of Directors

- Wilton Rooks
- Elaine Wood
- Arnie McCleese
- Sue Garcia
- Wilson Golden
- Dave Rader
- Tim Roth
- Ron Stowe
- Susie Holtbrook

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Cresswind Community Fund

By Laws Changes

Proxies Provided

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Strategic Plan Summary: 2022

1. Continue to Support the "Basic Needs" of Gainesville-Hall Seniors, and Give Back To Where We Live
2. Expand Our Volunteer Base & Activity from Within Our Membership
3. Continue to Develop Partnership Activity with Cresswind Clubs who have Compatible Goals and Interests
4. Expand our Effort to Cultivate Existing, and Develop New Gainesville-Hall Relationships with Organizations, Businesses, and Individuals who also give back to where they operate, and live.

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CWCFF Strategy Statement and Positioning for 2023

The following statements outline how The Cresswind LL Community Fund operates day to day, and should serve as a strategic guide for plans, programs, and overall performance.

Over recent years similar statements have been created and presented to membership typically during mid-year and quarterly meetings, and the Annual Meeting.

This information will serve as the basis for 2023 strategic planning discussions within the Board and Advisor team starting with the next Board meeting February 6, 2023.

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1. Clearly define who we are, what we do, where we are going, and be open to change our direction when warranted.
When change is needed then gain agreement among the Leadership and communicate the change (s) to our members.

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2. Continue to practice and promote the current bond within The Cresswind Community Fund membership, and all residents, that centers around giving back to 55+ seniors in need, where we live (Hall County).

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3. Continue to familiarize Hall County (organizations – private, public, religious, business) with our objective (s) to help local 55+ seniors in need.
Interact and partner with these organizations to gain their cooperation and help to identify, then help 55+ seniors in need.

4. Differentiate The Grandparent LL Community Fund and our goals, within Crosswinds, and in Hall County from other charitable organizations and clubs. Use clear communication, perform professional volunteer work, align ourselves only with those who share common interests, objectives, and goals. Make a daily effort not to alienate our partners, community, neighbors, and friends.

5. Recognize that our people (volunteer/members) are the most important part of our success. Volunteer time is what we all give, that all volunteers are not the same, are not required to give a specific amount of their time, but only time that fits their own personal needs to volunteer-help, give back.

6. Measure our own performance and professionalism periodically, and communicate to each other and members our strengths, weaknesses, and needs.

"The Strength of Any Organization, Basic, or Group
Is In Its People
Who Volunteer, Get Involved, are Motivated
with Common Goals"

Community Fund People

Recruitment
Orientation
Placement

Grant Committee
Diane McIntee (Chair in 2022)

Sue Garcia,
John Ulam,
Lois Ehlers,
Kay Schulze,
Pam Papciak

e Team

Data Management System
Website

Wilton Rooks, Chair

Annie McClassey
Elaine Wood, Linda Potter,
Gene Evans, John Ulam, Tim Roth



Margie Roon, Chair
Sue Wells
Maureen Terry, Board Member
Kay McFadden
Elaine Wood, Board Member

**Grandparents
Raising
Grandchildren™**

Grandparents Raising Grandchildren
-Help when they need it most




**Help Me Please
Service Program**

Program Manager
Bud Baker

Board Member Liaison - Russ Williams



Help Me Please
-Neighbors Helping Neighbors - Indoor/Outdoor
-Over \$40,000 raised-- 400 Projects



- Pressure Washing
- Sprinkler Systems ON/OFF in Spring
- Change alarm batteries
- Install light fixtures
- Gardening help
- Grease garage doors
- Paint mailbox
- Move furniture
- And much more!



Forty Volunteers!

The Spirit of Cresswind
4th Annual
2022 Charity Golf Tournament

24 First Responders Free Golf Day
Cresswind Patio Dinner for 200 Golfers & Guests

Rick Osterloh, Bill McBride

5th Annual October 16, 2023




**Annual Spirit of Cresswind
Golf Tournament**

-Having fun!
-EMT, Police & Fire Fighters - all winners!

HELP THE HUNGRY
8 Food Banks



Help the Hungry Donations
Tons of Food
- Hundreds of people
- Thousands of meals



2023 Campaigns & Fundraisers

Help The Hungry
Grandparents Raising Grandchildren
Medical & Health Workers Support
Mental Health First Aid Program Hall County
Help Me Please (ongoing)
Local Police, Fire, Sheriff, First Responders Support

All Benefit Local Gainesville & Hall Seniors In Need!

CRESSWIND LL COMMUNITY FUND

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2023 Meetings & Events

Valentine's Day Love Our Volunteers
Recognition Luncheon!

5th Annual Spirit of Cresswind
Golf Tournament October 18th

Quarterly Meetings

- 1st Q St Patrick's Day Spring Celebration
- 2nd Q Meeting "Summer Celebration"
- 3rd Q Meeting "Homecoming"
- 4th Q Year-End "Holiday Celebration"

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*The Spirit of Cresswind
is You!
Thank You!*

CRESSWIND LLC COMMUNITY FUND

Cresswind LLC Community Fund
Next

Annual Meeting

January, 2024

CRESSWIND LLC COMMUNITY FUND

Meeting Adjourned

Thank you for attending!

CRESSWIND LLC COMMUNITY FUND

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Amended Bylaws approved by a vote of the membership at the annual meeting on January 25, 2023.

CRESSWIND LL COMMUNITY FUND, INC.
A GEORGIA NON-PROFIT CORPORATION BY LAWS

Last Amended by vote of members January 25, 2023

CRESSWIND LL COMMUNITY FUND, INC.
A GEORGIA NON-PROFIT CORPORATION BY LAWS

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CRESSWIND LL COMMUNITY FUND, INC.

A GEORGIA NON-PROFIT CORPORATION BY LAWS.

BACKGROUND

Robert Rivers, James McCormack and Clair Langmaid (the “Initial Members”) have formed **CRESSWIND LL COMMUNITY FUND, INC.** as a Non-profit corporation under the Georgia Non-Profit Corporation Code pursuant to Articles of Incorporation filed with the Georgia Secretary of State on June 17, 2015, and desire to adopt these By-Laws to govern the operations of the Company.

The Members intend that the Company be classified as non-profit corporation for federal and state income tax purposes.

THE AGREEMENT

NOW, THEREFORE, the Members on behalf of themselves and all future Members hereby agree as follows:

1. THE COMPANY

1.1 Formation.

1.1.1 *Formation; Statutory Compliance.* The Company constitutes a Non-Profit Corporation formed pursuant to, and governed by, the Georgia Non-profit Corporation Code (the “Code”) and other applicable laws of the State of Georgia. The Officers shall, when required, file such amendments to or restatements of these By-Laws and such other documents and instruments, in such public offices in the State of Georgia or elsewhere as they deem advisable to give effect to the provisions of this By-Laws and the Articles of Incorporation, to respect the formation of and the conduct of business by, the Company, and to preserve the character of the Company as a non-profit corporation.

1.1.2 *Incorporators Release.* The Company hereby ratifies and adopts the acts and conduct of the Company’s incorporation in connection with the Company’s incorporation as acts and conduct by and on behalf of the Company. The organizational and other activities for which the incorporators were responsible have been completed. The incorporators are hereby relieved of any further duties and responsibilities in that regard,

and the Company and the Members hereby indemnify and hold harmless the incorporators for any loss, liability or expense arising from their actions or conduct in such capacity.

1.2 Name; Place of Business; Registered Office

The business of the Company is conducted under the name of "CRESSWIND LL CCOMMUNITY FUND, INC." The principal office and place of business of the Company is 3300 Cresswind Marina Drive, Gainesville, Georgia 30504. The registered office of the Company is located at 3300 Cresswind Marina Drive, Gainesville, Georgia 30504.

1.3 Purpose.

The corporation is organized exclusively for charitable, educational, and cultural purposes, including, but not limited to, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

1.4 Dissolution.

1.4.1 *Events Causing Dissolution.* The Company shall be dissolved and its affairs wound up only upon the earlier of the following to occur:

(a) The written agreement of at least 75% of all of the Members present at a meeting called for such purpose to dissolve the Company. Dissolution shall become effective at a time approved by at least 75% of all of the Members present at a meeting called for such purpose.

(b) A decree of judicial dissolution; or

(c) When required by law.

1.4.2 *Liquidation of Property and Application of Proceeds.*

Upon the dissolution of the Company, the Officers (or, if none, a liquidator appointed by the Personal Representatives of the deceased Members) will wind up the Company's affairs in accordance with the Georgia Code, and will be authorized to take any and all actions contemplated by the Georgia Code as permissible, including, without limitation::

(a) prosecuting and defending suits, whether civil, criminal, or administrative

(b) settling and closing the Company's business, causing the Accountants to prepare a final financial statement in accordance with Section 1.5.3,

(c) liquidating and reducing to cash the Property as promptly as is consistent with obtaining its fair value;

(d) discharging or making reasonable provision for the Company's liabilities; and

(e) distributing the proceeds of liquidation and any undisposed Property in accordance with Article 8 of the Company's Articles of Incorporation.

1.5 Books, Records and Tax and Accounting Matters.

1.5.1 *Availability.* At all times during the existence of the Company, the Officers must keep or cause to be kept complete and accurate books and records appropriate and adequate for the Company's business. Such books and records, whether financial, operational or otherwise and including a copy of this Agreement, any amendments to it, and a record of the active Members, must at all times be maintained at the principal place of business of the Company. Any Member or such Member's duly authorized representative, subject to reasonable standards established by the Officers governing what information and documents are to be furnished at what time and location and at whose expense, has the right at any time, for any purpose reasonably related to such Member's Membership, to inspect and copy from such books and documents during normal business hours.

1.5.2 *Tax and Accounting Decisions.* All decisions as to tax and accounting matters, except as this Agreement specifically provides to the contrary, are made by the Board of Directors

1.5.3 *Reports. Audits.* Within sixty (60) days after the end of each fiscal year, or such other times as determined by the Board of Directors, the Board of Directors shall cause to be delivered to all Members a statement of receipts and distributions, and a balance sheet as of the end of, such year or other period and the related notes, if any, together with any report thereon prepared and delivered by the Accountants. The Company's financial statements and condition shall be audited at least on a bi-annual basis.

1.5.4 *Tax Returns.* The Board of Directors shall prepare, or cause the Accountants to prepare, all federal, state, municipal and other tax returns that the Company is

required to file, and file with the appropriate taxing authorities all returns required to be filed by the Company in a manner required for the Company to be in compliance with any law governing the timely filing of such returns.

1.5.5 *Taxable and Fiscal Year.* The Company's taxable and fiscal years are a calendar year. The initial taxable and fiscal year shall be less than a calendar year.

1.5.6 *Depositories.* The Board of Directors shall maintain or cause to be maintained one or more accounts for the Company in such depositories as the Board of Directors shall select. All receipts of the Company from whatever source received shall be deposited to such accounts, all expenses of the Company shall be paid from such accounts, and no funds not belonging to the Company shall be deposited to such accounts. All amounts so deposited shall be received, held and disbursed by one or more Officers designated by the Board of Directors only for the purposes authorized by this Agreement. All checks shall be signed by either the President or the Treasurer unless check amount exceeds \$500. Then two (2) signatures are required.

1.6 Amendment of Articles of Incorporation

The Articles of Incorporation may be amended only by a vote to amend by at least 75% of all of the Members present at a meeting announced for such purpose.

2. MEMBERS

2.1 Rights and Obligations of Members.

2.1.1 *Limitation on Members' Liabilities.* Each Member's liability shall be limited as set forth in this Agreement and the Georgia Code and other applicable law. Notwithstanding the provisions of this Agreement, failure by the Members to follow the formalities relating to the conduct of the Company's affairs set forth herein shall not be a ground for imposing personal liability on a Member of the Company.

2.1.2 *Contributions.* No Member shall have the right to demand or receive the return of any contribution to the Company or have priority over any other Member, as to the return of any Contribution.

2.1.3 *Membership:* Members must be a resident of Cresswind at Lake Lanier and a member of the Company in good standing and willing to commit the time and energy necessary to ensure the success of the Company. To be in "good standing", a Member should:

- * Make at least one monetary contribution of any amount.
- *Commit to attending meetings.
- *Commit the time and effort to be a productive Member
- *Have a good understanding of the Company, what it does and how it works.
- *Agree to support the majority decision of the Members and the Board of Directors.

2.1.4 *Expulsion of a Member.* A Member may be removed or expelled from membership in the Company by a vote of a Majority of Members at a meeting called for such purpose. The expulsion shall become effective immediately upon the conclusion of the vote.

2.1.5. *Admission of New Members.* A person will be admitted as a Member of the Company, upon making an initial monetary contribution of any amount.

2.2 Meetings: Regular, Special, Quorum, Virtual.

(a) Regular meetings of the Company shall be held Quarterly, or as designated by the President.

(b) In the month of January, the annual meeting shall be held in conjunction with the regular business meeting at which time Board members will be elected or confirmed and a full and complete annual accounting of the financial condition of the Company shall be made to the Members.

(c) Special meetings may be called at any time by the President. Also, 10% of the Members may request a special meeting through the President, in writing submitted to the Board. In all cases, special meetings shall be limited to the stated purpose which must be communicated in advance to all Members.

(d) A quorum shall be at least 10% of all Members present in person or by proxy at any regular or special meeting in order for Company business to be conducted. A Majority vote of the Members present at a meeting is needed to approve any Company business not otherwise specified herein.

(e) At least 10% of the Members must be present in person or by proxy at any regular, special, or annual meeting before the election of directors, or amendments to the By-Laws can commence. A vote of the Majority of the Members present at a meeting is needed to approve amendments to the By-Laws, or to elect Directors.

(f) Each Member shall have one vote in all matters.

(g) The conduct of all meetings shall be governed by Robert's Rules of Order.

(h) Regular or Special meetings may be held using virtual resources as determined necessary by the Board of Directors.

2.2.1 Electronic Voting by Members. Any action required or permitted to be taken at a meeting of Members may be accomplished by an electronic vote. Electronic voting by the means approved by the Board of Directors may be used in lieu of a meeting to elect directors or amend the By-Laws. At least 10% of the Members must participate in an electronic vote for the election of directors, or amendments to the By-Laws to be valid. A majority of the Members voting electronically is needed to approve amendments to the By-Laws or to elect Directors.

2.2.2 Notice. Members must be provided with at least five (5) days' notice of a meeting of the Members. The notice must contain the date, time and place of such meeting. Unless otherwise provided herein or required by the Georgia Code, the notice need not state the purpose or purposes of the meeting. Information as to how a Member can participate by proxy shall be provided by the Directors promptly upon request.

2.2.3 Waiver of Notice. A Member may waive any notice required by the Georgia Code, the Articles or this Agreement before or after the date and time of the meeting or event for which notice is required or before or after the date and time stated in the notice. The waiver must be in writing, be signed by the Member entitled to the notice and be delivered to the Company for inclusion in its records. A Member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

2.3 Members Contributions.

2.3.1 Contribution. In order to become a Member of the Company, such person shall first make an initial monetary contribution of any amount.

2.3.2 *Other Matters.*

(a) Except as otherwise provided in this Agreement, no Member may demand or receive a return of Contributions. No Member has the right to receive property other than cash except as specifically provided in this Agreement. No Member is entitled to interest on any Contribution.

3. **MANAGEMENT**

3.1 **The Board of Directors.**

3.1.1 *Management and Authority.* The business and affairs of the Company shall be managed by one or more of its Officers duly elected by the Board of Directors. Except with respect to matters where the approval of the Members is expressly required pursuant to this Agreement, or by non-waivable provisions of applicable law, the Board of Directors have, to the full extent permitted by the Georgia Act, sole, exclusive, full and complete authority, power and discretion to manage and control the business, affairs and properties of the Company, to make all decisions regarding those matters and to perform any and all other acts or activities customary or incident to the management of the Company's business, including, without limitation, the right and power to appoint individuals to serve as officers of the Company and to delegate authority to such officers.

3.1.2 *Number, Tenure and Qualifications.* The Company shall have up to eight (8) Directors. All Directors shall be elected by the Members to serve a two-year term or until his or her successor is elected and qualified. There is no limit to the number of terms a Director may be elected to serve. Each Director must be elected pursuant to Section. 2.2 or 2.2.1 of these By-laws. All voting to expel Members or relieve officers of duties shall be conducted by secret ballot. For any other voting, a secret ballot may be called for by a Majority of Members.

3.1.3 *Appointment of Officers.* The Board of Directors shall appoint the following officers of the Company which will have the following duties and responsibilities at the first Board meeting following the Annual meeting.

1. *President.* The President's duty is to preside over meetings, set meeting dates and locations, appoint committees and see that resolutions passed by the Board of Directors are carried out. The President shall also supervise the day to day operations of the Company.

2. *Vice-President.* The Vice-President takes the place of the President when the President is absent or incapacitated. The Vice President shall also perform such other duties assigned by the President.
3. *Secretary.* The Secretary's duty is to keep a record of the actions authorized by the Board of Directors and Members and notify Directors and Members of meetings and other activities.
4. *Treasurer.* The Treasurer's duty is to keep a record of the Company's receipts and disbursements. The Treasurer will also prepare an Annual Report to the Members and promptly see that the needed tax information is compiled, organized and timely filed with the appropriate taxing authorities.

The number of Directors may be increased or decreased by a vote of a Majority of Members present. A Director shall hold office for a term of **two** years from the date of his or her election or sooner if the Director resigns, dies, becomes permanently disabled, or is no longer a Member. Directors are elected or appointed and may be removed by a vote of a Majority of the Members present.

3.1.4 Quorum and Voting of Directors. Meetings of the Directors will be held at least once each calendar quarter at such times and places as the Directors determine. Meetings may be held in person or by telephonic or electronic means where all persons participating in the meeting can hear each other or can confirm that the other participants are participating. Notice of the time and place of the meeting must be given at least two days prior to the meeting. Each Director shall have one vote. Fifty percent (50%) of the Directors shall constitute a quorum. A Majority of the Directors present at or participating in a meeting is necessary to decide any matter arising in connection with the business and affairs of the Company.

3.1.5 Waiver of Notice. A Director may waive any notice required by the Georgia Act, the Articles or this Agreement before or after the date and time of the meeting or event for which notice is required or before or after the date and time stated in the notice. The waiver must be in writing, be signed by the Director entitled to the notice and be delivered to the Company for inclusion in its records. A Director's attendance at or participation in a meeting waives objection to lack of notice or defective notice of the meeting, unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

3.1.6 Action by Directors without a Meeting. Action required or permitted to be taken at a meeting of Directors may be taken without a meeting if the action is taken by persons who would be entitled to vote and represent not less than the minimum number of

votes that would be necessary to authorize or take the action. The action must be evidenced by one or more written consents describing the action taken, signed by the Directors entitled to take such action and delivered to the Company for inclusion in its records. Action taken under this Section 3.1.5 is effective when the Directors required to approve such action have signed the consent, unless the consent specifies a different effective date. The record date for determining Directors entitled to take action without a meeting is the date the first Director signs a written consent.

3.1.7 Duties and Obligations of Directors.

3.1.7.1 The Directors must take all actions necessary or appropriate

(i) for the continuation of the Company's valid existence as a nonprofit corporation under the laws of the State of Georgia and of each other jurisdiction in which such existence is necessary to enable the Company to conduct the business in which it is engaged and

(ii) for the accomplishment of the Company's purposes.

3.1.7.2 The Directors must devote to the Company such time as may be necessary for the proper performance of all of their duties under this Agreement, but the Directors are not required to devote full time to the performance of such duties. The Directors will not incur any liability to the Company or to any Member as a result of engaging in any other business or venture.

3.1.8 Restrictions on Authority of Directors.

(a) Without the consent of all of the Members, the Directors have no authority to:

(i) do any act in contravention of this Agreement;

(ii) do any act which would make it impossible to carry on the ordinary business of the Company, except as otherwise provided in this Agreement;

(iii) possess Property, or assign rights in specific Property, for other than a Company purpose; or

(iv) knowingly perform any act that would subject any Member to liability for the obligations of the Company in any jurisdiction.

(b) Without the consent of a Majority of Members, the Directors have no authority to:

(i) file a voluntary petition or otherwise initiate proceedings (x) to have the Company adjudicated insolvent or, (y) seeking an order for relief of the Company as debtor under the United States Bankruptcy Code (11 U.S.C. §§ 101 *et seq.*); file any petition seeking any composition, reorganization, readjustment, liquidation, dissolution or similar relief under the present or any future federal bankruptcy laws or any other present or future applicable federal, state or other statute or law relative to bankruptcy, insolvency, or other relief for debtors with respect to the Company; or seek the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Company or of all or any substantial part of the Property, or make any general assignment for the benefit of creditors of the Company, or admit in writing the inability of the Company to pay its debts generally as they become due, or declare or effect a moratorium on the Company's debt or take any action in furtherance of any proscribed action;

(ii) require additional Contributions;

(iii) admit new Members or cause the withdrawal of a Member;

(iv) remove or replace a Director

(v) transfer all or substantially all of the Property;

(vii) do any other matters expressly set forth in this Agreement as requiring the consent, vote or approval of a Majority of the Members.

(c) Directors shall have no authority to dissolve the Company. Dissolution can only be accomplished in accordance with Section 1.4.1 above.

3.1.9 Liability of Members and Directors. A Member or Director of the Company is not liable to the Company or to any Member or Director for any action taken, or any failure to take any action, as a Member or Director, except for liability with respect to (a) intentional misconduct or a knowing violation of law, or (b) any transaction for which such Member or Director received a personal benefit in violation or breach of any provision of this Agreement. If the Georgia Code is hereafter amended to authorize the further elimination or limitation of the liability of members or Directors, then the liability of a Member or Director of the Company, in addition to the limitation on liability provided herein, shall be limited to the fullest extent permitted by the amended Georgia Code. In the event that any of the provisions of this Section 3.1.9 (including any provision within a single sentence) is held by a court

of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

3.1.10 Compensation. None of the Directors or Officers will be entitled to any compensation from the Company, but may be entitled to reimbursement of normal and reasonable expenses incurred in the performance of his or her duties.

3.1.11 Resignation. A Director may resign at any time by giving written notice to Members. The resignation of a Director takes effect upon receipt of such notice or at such later time as is specified in such notice, and, unless otherwise specified in such notice, the acceptance of such resignation is not necessary to make it effective. Unless set forth otherwise in this Agreement, the resignation of a Director does not affect the Director's rights as a Member and does not constitute a withdrawal of a Member.

3.1.12 Vacancies. Any vacancy of the Directors occurring for any reason will be filled by the affirmative vote of a Majority of the Members. The Director elected to fill a vacancy shall hold office until his or her predecessor's term would have expired.

3.1.13 Removal of Directors. Members may remove one or more Directors by a vote of a Majority of Members at a meeting where notice has been given of such proposed action.

4. DISTRIBUTIONS

4.1 Distributions.

The Directors may, from time to time, by resolution duly adopted, determine the procedure to be followed in selecting Persons or third party entities to whom distributions are to be made and amount and the amount thereof in furtherance of the Company's purpose as stated in Section 1.3 of these By-laws.

4.2.1 Distribution to Members. There shall be no distribution made to any Member

4.2.2 In Kind Distributions. In the case of dissolution, any assets of the Company other than cash to be distributed must first be approved by all Members. Assets will be distributed in accordance with Article 8 of the Company's Articles of Incorporation.

5. TRANSFERS AND REDEMPTION RIGHTS

5.1 Transfer of Interests.

5.1.1 Restriction on Transfers. Membership in the Company is not transferable.

5.1.2 Prohibited Transfers. No Member shall be permitted to transfer membership in the Company to a creditor. Any attempt to transfer a Membership shall result in the immediate termination of rights of membership.

5.2 Withdrawal.

5.2.1 Death of a Member. Membership in the Company shall automatically terminate upon the death of a Member.

6. DEFINITIONS AND MISCELLANEOUS

6.1 Definitions.

As used in this Agreement, the following terms shall have the following meanings:

"**Accountants**" means any accounting firm or accountant engaged for the Company.

"**Agreement**" means these By-Laws of the Company, as amended from time to time.

"**Articles**" means the Articles of Incorporation of the Company, duly filed with the Secretary of State of the State of Georgia, as amended.

"**Code**" means the United States Internal Revenue Code of 1986, as amended.

"**Company**" means Cresswind LL Community Fund, Inc., a non-profit corporation organized under the laws of the State of Georgia.

"**Cresswind at Lake Lanier**" means the Cresswind at Lake Lanier Community Association and/or its duly appointed Advisory Board

"Georgia Code or "Act" means the Georgia Nonprofit Corporation Act, as amended.

"Majority " means more than fifty percent (50%) of the Members

"Directors" means the Persons described in Section 3.1.2 of this Agreement.

"Member" in each fiscal year, means an individual who makes a contribution to the Company.

"Officer" means a Director who has been duly elected or appointed an officer of the Company.

"Operating Expenses" means, with respect to the Company for any period, all costs and expenses paid or incurred during such period by the Company in the ordinary course of its business.

"Person" means any individual, partnership, corporation, trust, unincorporated association, joint venture, limited liability company or other entity or any government, governmental agency or political subdivision.

"Personal Representative" means the Person acting in a representative capacity as the executor or administrator of a Member's estate or the duly appointed guardian of the property of a Member.

"Property" means all assets owned by the Company and forming a part of or in any way related to or used in connection with the ownership, operation and management of the business of the Company, including, without limitation, all real and personal property.

6.2 Miscellaneous.

6.2.1 Notices. All notices, demands, requests, consents or other communications required or permitted to be given or made under this Agreement must be in writing and signed by the party giving the same and are deemed given or made (a) two (2) days after being mailed by certified or registered mail, postage prepaid, (b) when transmitted via facsimile, email, PDF, graphic scanning or other telegraphic communication or electronic transmission, or (c) when hand delivered,

6.2.2 Severability. In the event there is a final determination that a provision of this Agreement is invalid, such provision is deemed stricken from this Agreement, and will continue in full force and effect as if the offending provision were never a part of this Agreement.

6.2.2 *Captions.* Captions contained in this Agreement are inserted only as a matter of convenience and for reference and in no way define, limit, extend or prescribe the scope of this Agreement or the intent of any provision.

6.2.3 *Person and Gender.* The masculine gender includes the feminine and neuter genders and the singular includes the plural.

6.2.4 *Applicable Law.* Notwithstanding the place where this Agreement may be executed by any of the parties, the parties expressly agree that all the terms and provisions of this Agreement are construed under and governed by the laws of the State of Georgia.

6.2.5 *Entire Agreement.* This Agreement, together with its Exhibits, constitute the entire agreement of the parties with respect to matters set forth in this Agreement and supersedes any prior understanding or agreement, oral or written, with respect to such matters.

6.2.6 *Agreement in Counterparts.* This Agreement may be executed in several counterparts and all so executed constitute one Agreement, binding on all the parties, notwithstanding that all the parties are not signatories to the original or the same counterpart.

6.2.7 *Further Assurances.* Each Member agrees to execute and deliver all such further instruments and do all such further acts as the Directors deem advisable to effectuate this Agreement.

By signature of the Secretary of the Company, these are declared to be the Bylaws of the Company as approved by a vote of the Members present at a meeting called for such purpose on this date of January 25, 2023.

Cathy Jeffrey

Secretary

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- Make a Difference in Someone's Life... and Yours! -

Cresswind Community Fund Fourth Quarter Meeting

December 19, 2022, 3:00 PM

Minutes

The Cresswind Community Fund Fourth Quarter Meeting was called to order at 3:10 PM by President, Bill Papciak.

Bill extended holiday greetings to all and spoke of the common bond between the Fund's 1,200 + Member Donors and those living outside Cresswind through the spirit of giving. He emphasized that this was not a budget-driven activity, but one crafted to meet the needs of Hall County seniors. He welcomed the Cresswind Chorale and Lisa Phifer and introduced special guests, Liz Coates, Executive Director, and Daphaney Teaver, Director of Development, from Good News Clinics, Stephanie Hood, Manager-Supervisor, from Meals on Wheels/CCOA, and Lindsey McCamy, Executive Director, from Family Promise

Bill reviewed the meeting agenda, Board of Directors, and Advisory Board membership. He noted that, after serving in a variety of capacities, Board member Robert Horne has moved from Cresswind, and Bill thanked him for his service.

Recapping the Fund's mission to serve those age 55 and older in Hall County, Bill shared that the opportunity to give back to our community has led over time to true bonds with other local organizations. He repeated that the Fund's purpose is to raise money and grant money toward that mission.

Bill asked for any corrections or additions to the September Third Quarter Meeting Minutes, and none were given. Motions were made and seconded by John Ulam and Carol Hanlon to approve the minutes and they were approved by a voice vote of Members present.

John Ulam presented the Fund's financial reports as follows:

FINANCIAL REPORT – (12/15/2022)

Total Donations \$128,487

Grants Given \$120,868

Grants as percentage of Revenue - 94%

Expenses \$ 8,548*

Available Funds \$ 32,886

* On Going Expense to Income ratio = 7.3 % of Income

(Insurance & technology approximately half of above expense)

2022 Distribution of Funds/Grants

• **2022 Grants Awarded to Date \$120,869***

Notable Grants by Purpose:

Food \$50,500

Medical-Health \$36,090

Grandparents \$20,228

Veterans 55+ \$6,781

Housing \$2,500

John shared that giving to the Grandparents Raising Grandchildren increased more than 50% over 2021. He also said that grants to Veterans age 55+, in conjunction with the Cresswind Veterans Club, and housing grants, were new for 2022.

2022 Grants to Hall County Organizations

Help The Hungry Food Recipients \$50,500

Thanksgiving \$36,000 / 36 Tons of Food

- Meals on Wheels (Community Council On Aging - CCOA)
- South Hall County Food Pantry
- Family Promise
- Good News at Noon
- Good Samaritan Food Ministry
- St Vincent DePaul
- Sunshine Seniors
- Georgia Mountain Food Bank

A Member Donor asked about the source of income and John and Bill responded that 90% of income comes from Members through direct donations, the Help Me Please Program (\$38,000 in 2022), and the Spirit of Cresswind Golf Tournament. Bill said that other major donors, like Jeffrey Sulka, make up the rest of the funds.

Diane Rooks and Gene Evans made and seconded a motion to approve the financial report and it was passed with a voice vote of Members present.

Each of the special guests shared comments with the Members as follows:

Good News Clinics – Liz Coates thanked the Fund members for their support and stated they were honored to be recipients of the Funds grants. She shared that their mission is to provide medical care to the uninsured and said they reached a record of 1,200 visits in the month of November. “When we work together, we get the job done” she said. She shared the story of a woman who screened positive for cancer in the Fund supported mammogram screenings and has now undergone successful treatment who still sends “thank you” notes to her surgeon. Liz told Members “You saved a life.”

Meals on Wheels/CCOA – Stephanie Hood shared that “it’s more than a meal, it’s a community” while displaying a sample decorated brown paper bag that will be going out to community seniors this week. She thanked Members for their contributions to purchasing warm blankets and cozy socks for the seniors and shared that the bag decorations were the work of her kids and their friends. She thanked and recognized the Fund saying, “you are your own force”.

Family Promise – Lindsey McCamy stated that their mission at Family Promise is to support homeless children and their families. She thanked the Fund for its support, especially of the food market, serving 150 families each month. The market lets families choose their food to meet their needs in a grocery store-like environment. She shared words she recently heard from a retired teacher who has hit hard times, who finds her experience with Family Promise treats her well, both physically and emotionally. Lindsey also thanked the Fund for support of the adult diaper bank, which also includes bed pads and wipes. She closed by saying “we appreciate all that you do – both the Fund and Cresswind volunteers!”

Bill introduced the Cresswind Chorale and thanked Director Chuck Bridwell for their performance and Chuck’s personal support in developing a mailing list a few years ago.

Following the Chorale performance, raffles were drawn before returning to the business meeting.

Bill asked Board Member Carol Hanlon to introduce the vote on a proposed Bylaw change formalizing electronic voting. She shared that the Bylaw change would facilitate Board and Fund business. She asked if there were any more proxies or any questions about the proposed change and received a negative response to both. Carol stated that 259 proxies had been received and that with her vote, it constituted 23% of Members. Bill then explained that electronic voting will be used to vote for new Board members and on several Bylaw updates in January. A motion was made by Wilton Rooks and seconded by Rich Ehlers to approve the Bylaw change on electronic voting as proposed. It was approved by a voice vote of Members present.

Bill told the Members that new programs will be introduced in 2023. He shared that the United Way Mental Health First Aid program, supported by the Fund, has trained more than 500 persons in Hall County. The program has now entered an expansion (Phase II).

At 4:18 electric power went out through the Club House (and neighborhood). Members socialized and got refreshments during the blackout. With the power remaining yet unrestored, the meeting was adjourned at 4:30 PM.

Respectfully submitted by Carol Hanlon

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