

BYLAWS

OF

LAKE BURTON CIVIC ASSOCIATION, INC.

(As approved by the Members in June 2020)

TABLE OF CONTENTS TO BYLAWS
LAKE BURTON CIVIC ASSOCIATION, INC.

ARTICLE I - NAME AND OFFICES	1
<u>Section 1.Name</u>	1
<u>Section 2. Registered Office and Agent</u>	1
<u>Section 3. Other Offices</u>	1
<u>Section 4. Purpose</u>	1
ARTICLE II - MEMBERS	1
<u>Section 1.Qualification and Number</u>	1
<u>Section 2.Fees and Dues</u>	2
<u>Section 3.Resignation</u>	2
<u>Section 4. Corporate Records</u>	3
ARTICLE III - MEETINGS OF MEMBERS	3
<u>Section 1. Annual Meeting</u>	3
<u>Section 2. Special Meeting</u>	3
<u>Section 3. Place of Meeting</u>	3
<u>Section 4. Notice of Meetings</u>	3
<u>Section 5. Quorum</u>	3
<u>Section 6. Voting</u>	3
<u>Section 7. Manner of Acting</u>	3
<u>Section 8. Fixing Record Date</u>	4
ARTICLE IV - BOARD OF DIRECTORS	4
<u>Section 1. General Powers</u>	4
<u>Section 2. Number, Term and Qualification</u>	5
<u>Section 3. Election of Officers and Directors</u>	6
<u>Section 4. Resignation</u>	6
<u>Section 5. Removal</u>	6
<u>Section 6. Vacancies</u>	6
ARTICLE V - MEETINGS OF DIRECTORS	6
<u>Section 1. Annual Meeting</u>	6
<u>Section 2. Special Meetings</u>	6
<u>Section 3. Place of Meeting</u>	6
<u>Section 4. Notice of Meetings</u>	7
<u>Section 5. Absence from Meeting</u>	7
<u>Section 6. Quorum</u>	7
<u>Section 7. Manner of Acting</u>	7
<u>Section 8. Action Without Meeting</u>	7
<u>Section 9. Meeting by Conference Telephone</u>	7
ARTICLE VI - COMMITTEES	7
<u>Section 1. Executive Committee</u>	7
<u>Section 2. Nominating Committee</u>	7

Section 3. <u>Standing or Other Committees</u>	8
Section 4. <u>Committee Authority</u>	8
ARTICLE VII - OFFICERS	8
Section 1. <u>Titles</u>	8
Section 2. <u>Election and Term</u>	9
Section 3. <u>Removal</u>	9
Section 4. <u>Resignation</u>	9
Section 5. <u>Vacancies</u>	9
Section 7. <u>President</u>	9
Section 8. <u>Vice Presidents</u>	10
Section 9. <u>Treasurer</u>	10
Section 10. <u>Assistant Treasurers</u>	10
Section 11. <u>Secretary</u>	10
Section 12. <u>Assistant Secretaries</u>	11
Section 13. <u>Immediate Past President</u>	11
ARTICLE VIII - INDEMNIFICATION OF DIRECTORS AND OFFICERS	11
Section 1. <u>General Policy</u>	11
Section 2. <u>Use of Corporate Funds</u>	11
ARTICLE IX - GENERAL PROVISIONS	11
Section 1. <u>Seal</u>	11
Section 2. <u>Waiver of Notice</u>	11
Section 3. <u>Checks and Contracts</u>	11
Section 4. <u>Bond</u>	12
Section 5. <u>Fiscal Year</u>	12
Section 6. <u>Conflict of Interest</u>	12
Section 7. <u>Administrative Secretary and Accountant</u>	12
Section 8. <u>Parliamentary Authority</u>	12
Section 9. <u>Inurement</u>	12
Section 10. <u>Dissolution</u>	13
Section 11. <u>Amendments</u>	13

BYLAWS
OF
LAKE BURTON CIVIC ASSOCIATION, INC

ARTICLE I - NAME AND OFFICES

Section 1. Name. The name of the corporation shall be Lake Burton Civic Association, Inc., hereinafter referred to as the “Association”.

Section 2. Registered Office and Agent. The Association shall have and continuously maintain a registered office and registered agent in accordance with the provisions of Section 14-3-501 of the Georgia Nonprofit Corporation Code (the “Georgia Code”).

Section 3. Other Offices. The Association may have offices at such other places, either within or without the State of Georgia, as the Board of Directors may from time to time determine.

Section 4. Purpose. The Association is organized as a nonprofit organization for the mutual benefit of the members to operate exclusively for public welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws (the “Code”). The purpose of the Association shall be to 1) promote and maintain the interest and concern of Lake Burton area residents in identifying and resolving mutual problems regarding safety, security, county services, and water quality, 2) provide financial and other support for the Volunteer Fire Departments, Emergency Service Providers and other Volunteer Organizations serving the Lake Burton area, 3) support Rabun County Charities and 4) maintain liaison with Georgia Power Company. The Association shall not engage in any activity or activities not in furtherance of one or more tax exempt purposes as contemplated in section 501(c)(4) of the Code.

ARTICLE II - MEMBERS

Section 1. Qualification and Number. The Members of the Association shall consist of such individuals as may from time to time register for membership and pay dues. The number of members shall be unlimited. Membership shall not be assignable or transferable. The classes of membership are as follows:

A. Regular Membership. Regular memberships shall consist of those persons who own, lease, share, or are members or trustees of a qualified legal entity that otherwise controls:

- a) Waterfront property on Lake Burton;
- b) Property in an off-lake area within the following boundaries: Bridge Creek Road at Burton Dam Road to Charlie Mountain Road, Charlie Mountain Road to Highway 76 West, Highway 76 West to Highway 197, Highway 197 South to Burton Dam Road and Burton Dam Road to Bridge Creek Road; or
- c) Residential property fronting on, or in subdivisions fronting on, the above boundary roads.

Regular memberships include two persons sharing the same property within the boundary area described above. Both of these persons shall be Regular Members. Co-Owners and other persons sharing the same property within the boundary area described above can also join as Regular Members. Each Regular Member shall have a vote. Regular Members are eligible to hold office and serve on the Board of Directors and Committees of the Association.

B. Extended Family Membership. Extended Family memberships can be added to a Regular membership. Each Extended Family membership shall include one adult (over the age of 21) child of a Regular Member, and a spouse, sharing the same property with the Regular Member. Each Extended Family Member registered with the Association shall have a vote and the same rights and privileges as a Regular Member. Extended Family Members are referred to as Regular Members elsewhere in these bylaws.

C. Associate Membership. Associate memberships shall consist of any person or entity that does not qualify for a Regular or Extended Family membership. Associate Members shall not be eligible to vote, hold office, serve on the Board of Directors or serve on Standing Committees of the Association. Persons who are Associate Members may serve on Other Committees of the Association.

Section 2. Fees and Dues. All classes of membership shall pay annual membership dues to be determined by the Board of Directors. Annual dues are payable, and become delinquent, on dates set by the Board of Directors. Members failing to pay dues by the delinquent date shall be dropped.

Section 3. Resignation. A Member may resign from membership in the Association at any time by giving notice of the resignation in writing addressed to the President or the Secretary, or by presenting a written resignation in person at an annual or special meeting of Members.

Section 4. Corporate Records. A Member is entitled to inspect and copy the records of the Association to the maximum extent required by Section 14-3-1602 of the Code of Georgia, upon making a written request ten business days before the date of inspection.

ARTICLE III - MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of Members shall be held between Memorial Day and Labor Day of each year for the purpose of electing Officers and Directors of the Association and for the transaction of such other business as may be properly brought before the meeting. The annual meeting may be held in connection with other events of the Association. Officers and Chairpersons of Standing and Other Committees shall present reports to the membership as necessary. If the annual meeting shall not be held as designated by these bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 4 of this Article III. A meeting so called shall be designated and treated for all purposes as the annual meeting.

Section 2. Regular and Special Meetings. Regular and special meetings of the Members may be called at any time by the President, or by a majority of the Directors then in office, and shall be called by the Secretary upon the written request of persons representing at least 10 percent of the votes of the Members entitled to be cast on any issue to be considered at the meeting.

Section 3. Place of Meeting. All meetings of Members shall be held at the principal office of the Association, or at such other place as shall be designated in the notice of the meeting or agreed upon by a majority of the Directors at the time in office.

Section 4. Notice of Meetings. Written notice, stating the time and place of the meeting and briefly describing the purpose or purposes thereof, shall be mailed or emailed no fewer than ten days and not more than sixty days before the date of the meeting to each Member addressed to the Member's address as it appears on the records of the Association. It shall be the primary responsibility of the Secretary to give such notice, but it may be given by or at the direction of the President or other persons calling the meeting. Attendance by a Member at a meeting shall constitute a waiver of notice, except where a Member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called. The notice shall include a description of the matters for which the meeting is called as specified in Section 14-3-705(i) of the Code of Georgia.

Section 5. Quorum. A minimum of 75 Members eligible to vote and registered as in attendance at a duly called meeting shall constitute a quorum.

Section 6. Voting. Each Regular Member in good standing shall be entitled to one vote. Proxy ballots will not be acceptable.

Section 7. Manner of Acting. Except as otherwise provided by law or in the bylaws, the act of the majority of the Members present at a meeting at which a quorum is present shall be the act of the Members.

Section 8. Fixing Record Date. For the purpose of determining the Members entitled to notice of or to vote at any meeting of Members or in order to make a determination of Members for any other purpose, the Board of Directors may fix in advance a date as the record date for the determination of Members. The record date shall be not more than 70 days before the meeting or action requiring a determination of Members. A determination of Members entitled to notice of or to vote at a Members' meeting shall be effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting. If no record date is fixed, Members at the close of business on the business date preceding the day on which notice is given shall be entitled to notice of the meeting and Members on the date of the meeting who are otherwise eligible to vote shall be entitled to vote. If no record date is fixed for an action requiring a determination of Members, Members at the close of business on the day on which the Board adopts the resolution relating to such action, or the sixtieth day prior to the date of such action, whichever is later, are entitled to such rights. If no record date is fixed for action without a meeting, the record date for determining Members entitled to take action without a meeting shall be the date the first Member signs a consent to the action taken.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Association shall be managed by the Board of Directors (the "Board") in accordance with the provisions of applicable law, the Articles of Incorporation and these bylaws. In addition to those duties and powers, express and implied, set forth elsewhere in these bylaws, the Board shall have the following duties and powers:

A. It shall be responsible for the execution, through the Officers and Executive Committee, of the policies of the Association. All new business and policies of the Association adopted by the Executive Committee and the Board shall be presented to the Members of the Association electronically or at a regular or special meeting of the Members.

B. It shall authorize all expenditures and shall not create any indebtedness beyond the current income of the Association, nor authorize disbursement of Association funds for purposes inconsistent with the business and policy authorized by the Regular Members and these bylaws. It shall also approve an annual financial budget for the Association and the Lake Burton Civic Association Foundation, Inc. (the "Foundation") to be administered by the Officers and Executive Committee for the purposes consistent with the business and policies of the Association. A report will be made annually to the membership on the revenues and expenditures of the Association and the Foundation.

C. It shall have the books, accounts and operations of the Association and the Foundation reviewed annually or, in its discretion, more frequently and may require an accounting, or have an audit made, of the handling of any funds of the Association and the Foundation by any Officer, Committee or Member of the Association or the Foundation.

D. It shall have power to modify, override or rescind the action of any Officer or Committee of the Association and the Foundation.

E. It shall appoint a bank or banks for the deposit of the funds of the Association and the Foundation.

F. It shall appoint the surety for the bonding of any Officer of the Association and the Foundation.

G. It shall submit matters of new business and policy to the respective Standing or Other Committees for study and recommendation to the Board.

Section 2. Number, Term and Qualification. The categories of Directors on the Board shall include 1) the current Officers of the Association, 2) Elected Directors serving three-year terms from various geographical areas of the Regular membership, and 3) Past Presidents of the Association who are Regular Members and who wish to remain active on the Board. The total number of Officers and Elected Directors of the Association shall be not less than fourteen (14) nor more than twenty-five (25). Directors need not be residents of the State of Georgia.

The number of Elected Directors shall be recommended by the Board and set by resolution of the Regular Members at a duly called meeting at which a quorum is present, but the number of Elected Directors shall be not less than nine (9). Elected Directors may serve up to two consecutive full terms, plus any uncompleted part term, to which they are elected. Elected Directors can be elected for additional terms if they have been off of the Board for at least one year.

The Elected Directors shall be divided into classes, ending in staggered years and elected to serve until their successors shall be elected and shall qualify. In the event of any increase or decrease in the number of Directors, the additional or eliminated directorships shall be so classified or chosen that all classes of Elected Directors shall remain or become equal in number, as nearly as may be.

In the event of the death, resignation, retirement, removal or disqualification of an Officer or Elected Director during the elected term of office, the Officer or Director's successor shall be elected to serve only until the expiration of the term of the predecessor.

The Past President Directors not serving in another category on the Board shall have a total of no more than three (3) votes at a meeting of the Board, regardless of the number of Past President Directors present at the meeting. The Past President Directors shall determine how to allocate their votes.

Past Presidents who are Regular Members are eligible to serve as Officers or Elected Directors, if elected, but shall not serve in an elected position and as a Past President Director at the same time.

Section 3. Election of Directors. Elected Directors may be elected at any meeting of the Members of which notice of the purpose to elect one or more Directors has been duly given. The election of Directors shall be a part of the order of business of each annual meeting of the Members. Proxy ballots will not be acceptable.

Section 4. Resignation. A Director may resign at any time by giving notice of the Director's resignation in writing addressed to the President or the Secretary, or by presenting a written resignation in person at an annual or special meeting of Directors.

Section 5. Removal. Directors may be removed from office at any time with or without cause by the Members by the vote that would be required to elect the Director to the Board.

Section 6. Vacancies. A vacancy occurring on the Board shall be filled for the remaining unexpired term by a majority of the remaining Directors (but not less than two) within 60 days. The President in consultation with the Executive Committee shall nominate an interested Regular Member for the position after proper screening.

Section 7. No Compensation. The Directors shall serve without compensation.

Section 8. Board Orientation. The Executive Committee and others appointed by them shall conduct a Board Organization and Orientation Meeting within 60 days after the Annual Members Meeting.

ARTICLE V - MEETINGS OF DIRECTORS

Section 1. Annual Meeting. The annual meeting of the Board shall be held each year at such time and place designated by the President by five days written or email notice to the Directors, for the transaction of such business as may be properly brought before the meeting. If the annual meeting is not held on the day designated by these bylaws, a substitute annual meeting may be called by or at the request of the Board of Directors, and such meeting shall be designated and treated for all purposes as the annual meeting.

Section 2. Special Meetings. Special meetings of the Board may be called by or at the request of the President, or by a majority of the Directors then in office.

Section 3. Place of Meetings. Meetings of the Board may be held at the principal office of the Association or at such other place, either within or without the State of Georgia, as shall either (i) be designated in the notice of the meeting or (ii) be agreed upon at or before the meeting by a majority of the Directors then in office.

Section 4. Notice of Meetings. The Secretary or other persons calling a meeting for which notice is required shall give written or email notice at least five days before the meeting. Unless otherwise indicated in the notice, any and all business may be transacted at a meeting of the Board. Attendance by a Director at a meeting shall constitute a waiver of notice, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 5. Absence from Meeting. Two unexcused or three consecutive absences from Board meetings by a Director shall indicate disinterest and automatically create a vacancy in that position. Absences must be approved by the Secretary or President. A vacancy shall be filled as provided in Article IV, Section 6.

Section 6. Quorum. A majority of the Directors (with all Past Presidents counted as 3) in office immediately before a meeting begins shall constitute a quorum for the transaction of business at a meeting of the Board.

Section 7. Manner of Acting. Except as otherwise provided by law or in the bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. Proxy ballots will not be acceptable.

Section 8. Action Without Meeting. Action taken by the Directors or members of a committee without a meeting is nevertheless Board or Committee action if written or email notice of the proposed action is given to all Directors or members of the committee, and written or email consent to the proposed action is agreed by a majority of the Directors or the members of the committee, as the case may be, and filed with the minutes of the proceedings of the Board or Committee.

Section 9. Meeting by Conference Telephone. Any one or more Directors or members of a Committee may participate in a meeting of the Board or Committee by means of a conference telephone or similar communications device which allows all Directors participating in the meeting to simultaneously hear each other during the meeting, and such participation in a meeting shall be deemed presence in person at such meeting.

ARTICLE VI - COMMITTEES

Section 1. Executive Committee. The President, Vice President, Secretary, Treasurer and Immediate Past President of the Association shall constitute an Executive Committee, which shall have and may exercise the authority of the Board in the management of the business and affairs of the Association during intervals between Board meetings. The Executive Committee shall report to the Board of Directors on action taken by the Committee. The Executive Committee shall adopt an annual financial budget for the Association and the Foundation, Inc. to be presented to the Board for approval.

Section 2. Nominating Committee. The Nominating Committee shall be elected by the Board in the Fall Board meeting from the Directors and include a Chair, the President and three (3) other Directors. If possible, one Committee Member should be an

Elected Director rotating off of the Board. The Nominating Committee shall seek input regarding qualified nominees from Officers, Past Presidents, Directors and Members, and present its report by May of each year. In recommending a slate of Elected Directors, the Nominating Committee should be sensitive to the demographic differences and needs of the Regular membership, and should consider the recent history of activities supporting the Association, promptness in payment of dues, etc. of the nominees. The deliberations and vote of the Nominating Committee should remain confidential unless all Nominating Committee members agree to disclose them to the Board. The Committee's recommended slate shall be presented to the Board. The slate approved by the Board shall be presented to the membership for election at the annual meeting of Members or a special meeting of Members prior to the end of the fiscal year. Prior to the meeting at which the election is to occur, the membership should be notified in writing as to the slate approved by the Board.

Section 3. Other Committees. Other Committees having two or more members may be appointed annually from the Directors or other Members of the Association by the President in consultation with the Executive Committee for stated purposes and terms, or designated by a resolution adopted by a majority vote of the Board stating the Committees' purposes and terms. Vacancies in the membership of such committees shall be filled by appointment made in the same manner as provided in the case of the original appointment. Committee Chairs may be appointed from any Committee member.

A majority of the committee members shall constitute a quorum.

Section 4. Committee Authority. No Committee or Officer of the Association (including the Executive Committee) shall be authorized to take the following actions:

- A. Authorize distributions to or for the benefit of the Members, Directors or Officers;
- B. Recommend to Members or approve dissolution, merger, or the sale, pledge or transfer of all or substantially all of the Association's assets;
- C. Elect, appoint, or remove Directors, or fill vacancies on the Board,
- D. Adopt, amend, or repeal the Articles of Incorporation or bylaws; or
- E. Engage attorneys, file lawsuits or undertake other legal action on behalf of the Association, or instruct the attorneys there under, without a two-thirds (2/3) majority advance approval of the Board of the Association; however, a simple majority of the Board of the Association may take action to stop any legal action undertaken by the Association.

ARTICLE VII - OFFICERS

Section 1. Titles. The Officers of the Association shall be the President, the Vice President, the Secretary, the Treasurer and the Immediate Past President. The Members

may also elect such other additional Officers, Assistant Secretaries and/or Assistant Treasurers, as they shall deem necessary. Except as otherwise provided in these bylaws, the additional Officers shall have the authority and perform the duties as from time to time may be prescribed by the Board, except serving on the Executive Committee. Any two or more offices may be held by the same individual, but no Officer may act in more than one capacity where action of two or more Officers is required.

Section 2. Election and Term. The Officers of the Association shall be elected at any annual meeting of the Members or at a special meeting of the Members, of which notice of the purpose to elect one or more Officers has been duly given. Each Officer shall hold office until a successor is elected and qualifies. Officers of the Association shall be elected and take office biennially. The President and Vice President shall serve two-year terms ending in even numbered years. The Secretary and Treasurer shall serve two-year terms ending in odd numbered years. The President and Vice President may not serve more than one term in the same office unless serving an unexpired term and has been reelected; or has been out of office at least one term. The Secretary and Treasurer may serve up to three consecutive terms in the same office, if reelected. Officers may be elected for other offices, but there is no right of progression from one office to another. All elections shall be by ballot when two or more names for an office are presented for voting. When there is only one candidate for an office, election may be by voice vote. The candidate receiving the highest number of votes shall be elected. Proxy ballots will not be acceptable.

Section 3. Removal. Officers may be removed from office at any time with or without cause by the Members by the vote that would be required to elect the Officer. Any Officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Association will be served, but removal shall be without prejudice to any contract rights of the individual removed.

Section 4. Resignation. An Officer or agent may resign at any time by communicating such resignation to the Association. A resignation is effective when it is communicated unless it specifies in writing a later effective date.

Section 5. Vacancies. Vacancies among the Officers shall be filled from other Directors by the Board for the remainder of the unexpired term.

Section 6. President. The President shall be the chief executive officer of the Association and, subject to the control of the Board, and in consultation with the Executive Committee, shall supervise and control the management of the Association in accordance with these bylaws. The President shall preside at all meetings of the Board and of the Members. The President shall co-sign, with any other proper Officer, instruments which may be lawfully executed on behalf of the Association, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution shall be delegated by the Board to some other Officer or agent. In general, the President shall perform all duties incident to the office of President and such other duties as may be assigned by the Board from time to time.

Section 7. Vice President. The Vice President shall exercise the powers of the President during that officer's absence or inability to act. Any action taken by a Vice President in the performance of the duties of the President shall be presumptive evidence of the absence or inability to act of the President at the time the action was taken. The Vice President shall have such other powers and perform such other duties as may be assigned from time to time by the President or the Board.

Section 8. Treasurer. The Treasurer shall have custody of all funds and securities belonging to the corporation and shall supervise the receipt, deposit or disbursement of the same under the direction of the Board; provided, that the Board may appoint a custodian or depository for any such funds or securities, and the Board may designate those persons upon whose signature or authority such funds may be disbursed or transferred. The Treasurer shall in general perform the duties incident to the office and such other duties as may be assigned from time to time by the President or the Board including the following:

A. Supervise the issuance of annual statements to each Member for dues and the deposit of the dues in a bank or banks approved by the Board.

B. Supervise the payment of obligations of the Association pursuant to authority given by the Board. All checks and vouchers shall be signed by the Treasurer or President and counter-signed by another Officer, or other individual that the Board may from time to time designate.

C. Prepare and submit reports to the membership at the general membership meetings and to the Directors at meetings of the Board.

D. Submit an annual financial statement to the membership. If requested by the Board, have accounts examined after the end of the fiscal year and make this report available to the membership at the first general meeting thereafter. Posting the financial statements on the Association website shall satisfy this requirement.

E. Give bond for the faithful discharge of this office in such sum and with such surety as determined by the Board. The Association shall pay for any bonding fee.

Section 9. Assistant Treasurers. Each Assistant Treasurer shall have such powers and perform such duties as may be assigned by the Board, and the Assistant Treasurers shall exercise the powers of the Treasurer during that officer's absence or inability to act.

Section 10. Secretary. The Secretary shall have custody of and keep and maintain records of the Association, including the minutes of the meetings of the Members and of meetings of the Board; committee appointments; elections; addresses and telephone numbers of Members. The Secretary shall give all notices required by law and these bylaws. The Secretary shall have general charge of the Association books and records and of the corporate seal and shall affix the corporate seal to any lawfully executed instrument requiring it. The Secretary shall sign such instruments as may require the signature of the Secretary and in general

shall perform all the duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or by the Board.

Section 11. Assistant Secretaries. Each Assistant Secretary shall have such powers and perform such duties as may be assigned by the Board, and the Assistant Secretaries shall exercise the powers of the Secretary during that officer's absence or inability to act.

Section 12. Immediate Past President. The Immediate Past President shall serve on the Executive Committee and shall assist and advise the President in any way needed.

ARTICLE VIII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. General Policy. It shall be the policy of the Association to indemnify to the maximum extent permitted by Sections 14-3-850 through 14-3-858 of the Georgia Code, any one or more of the Directors or Officers of the Association, against judgments, penalties, settlements and other liabilities incurred by them in connection with any pending, threatened or completed action, suit or proceeding, whether civil, criminal, investigative or administrative (a "proceeding") and against reasonable costs and expenses (including attorneys' fees) in connection with any proceeding, where such liabilities and litigation expenses were incurred incident to the good faith performance of their duties for the Association.

Section 2. Use of Association Funds. The Association may advance expenses in connection with any proceeding to any such person in accordance with applicable law. The use of funds of the Association for indemnification or for purchase and maintenance of insurance for the benefit of the persons designated in Section 1 of this Article shall be deemed a proper expense of the Association.

ARTICLE IX - GENERAL PROVISIONS

Section 1. Seal. The seal of the Association shall bear the corporate name and indicate that Georgia is the state of incorporation.

Section 2. Waiver of Notice. A Director or other person entitled to receive a notice required to be given under the provisions of these bylaws, the Articles of Incorporation or by applicable law, may waive such notice by signing a written waiver, whether before or after the date and time stated in the notice. The waiver shall be filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to that Director of the meeting unless the Director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 3. Checks and Contracts. All checks, drafts or orders for the payment or transfer of money, and contracts shall be approved by the President or Treasurer and another Officer or other individual that the Board may from time to time designate. Such payments or transfers may be made using an on-line banking system or by internally generated checks signed

by two authorized individuals. An electronic copy of all invoices, requests for payment and approvals must be forwarded to the Association Treasurer.

Section 4. Bond. The Board may by resolution require any or all Officers, agents or employees of the Association to give bond to the Association, with sufficient sureties, conditioned upon the faithful performance of the duties of their offices or positions, and to comply with such other conditions as may from time to time be required by the Board.

Section 5. Fiscal Year. The fiscal year of the Association shall be the twelve-month period ending on September 30 of each year.

Section 6. Conflict of Interest. An Officer or Director shall inform the Board of any direct, indirect or potential conflict of interest which the Officer or Director has with regard to any transaction contemplated by the Board or by virtue of the Officer's or Director's position on the Board (a "conflicting interest"). A conflicting interest shall exist in Board actions including, but not be limited to, actions concerning a transaction in which the Officer or Director or a related person:

- (i) is a party to the transaction or
- (ii) has a beneficial financial interest in or is closely linked to the transaction.

Pursuant to the provisions of Section 14-3-802 of the Georgia Code, the Officer or Director may play no part, directly or indirectly, in the deliberations or vote of the Board. When an Officer or Director does not vote because of a conflicting interest, the quorum of the Board shall be a majority of the qualified Directors. "Qualified Director" means, with respect to a Director's participation in a conflicting interest transaction, any Director who does not have either (1) a conflicting interest with respect to the transaction or (2) a familial, financial, professional, or employment relationship with a second Director who does have a conflicting interest respecting the transaction, which relationship would, in the circumstances, reasonably be expected to exert an influence on the first Director's judgment when voting on the transaction.

Section 7. Administrative Secretary and Accountant. Provision may be made for employing an Administrative Secretary and an Accountant who shall be appointed by the Officers and need not be from the general membership. The duties of these positions and the compensation, if any, shall be approved by the Board.

Section 8. Parliamentary Authority. **ROBERT'S RULES OF ORDER NEWLY REVISED** shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

Section 9. Inurement. No part of the net earnings of the Association shall be distributable to or inure to the benefit of its Officers or Directors or any private person, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. The Association

shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Code.

Section 10. Dissolution. In the event of termination, dissolution or winding up of the affairs of the Association in any manner or for any reason whatsoever, the Board shall, after paying or making provision for payment of all liabilities of the corporation, direct the distribution of all of the remaining assets of the Association to the Volunteer Fire Departments and/or other Volunteer Organizations serving the Lake Burton area, or to one or more organizations which are then organized and operated in Rabun County, Georgia for exempt purposes and qualified as exempt organizations under IRC Section 501(c)3.

Section 11. Amendments. These bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a two-thirds majority of the Board (with Past Presidents counted as 3) at any meeting of the Board; and by the affirmative vote of a majority of the Members eligible to vote and registered as in attendance at any duly called meeting at which a quorum is present, provided that notice of the meeting shall have been given which states that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the bylaws and includes a copy or summary of the proposed amendment or states the general nature of the amendment. Such notice may be waived as provided in these bylaws.

THIS IS TO CERTIFY that the above bylaws were duly adopted by the Association Members by electronic ballot in June 2020.

/S/ Lin Goen
Secretary