

SPALDING COUNTY BAR ASSOCIATION, INC.

**UNANIMOUS WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS**

September 1, 2020

The undersigned, being all the members of the Board of Directors of **SPALDING COUNTY BAR ASSOCIATION, INC.** (the “**Association**”), do hereby consent to, adopt and approve the following resolutions and each and every action effected thereby with the same force and effect as if they had been adopted at a duly convened meeting of the Association.

I. Certificate of Formation & Bylaws.

RESOLVED, that the Certificate of Formation of the Association, as filed with the Secretary of State of the State of Georgia on August 31, 2020 (the “**Certificate of Formation**”), be, and hereby is, ratified, approved and confirmed, and ordered to be inserted in the minute book of the Association along with the receipt of the Secretary of State;

FURTHER RESOLVED, that the actions taken by Karl Broder the sole organizer of the Association, in the organization of the Association and all matters related thereto (including, without limitation, payment of all incorporation expenses), be, and the same hereby are, in all respects ratified, approved and confirmed; and

FURTHER RESOLVED, that the form of Bylaws attached hereto as Exhibit A are hereby approved and adopted as the Bylaws of the Association effective as of the date of this Unanimous Written Consent and ordered to be inserted in the minute book of the Association immediately following the Certificate of Formation and receipt therefor.

II. Board of Directors.

RESOLVED, that the following persons be, and each of them hereby is, elected to serve on the Board of Directors (the “**Directors**”), until their respective successors shall have been elected and shall have qualified, or as otherwise provided in the Bylaws:

**James Dutton
Josh Thacker
Alexander Hope
Cara Clark
Karl Broder
Hannah Hope**

III. Officers.

RESOLVED, that the following persons be, and each of them hereby is, elected as officers of the Association to the offices set forth opposite their respective names (the “**Officers**”), until

their respective successors shall have been elected and shall have qualified, or as otherwise provided in the Bylaws:

James Dutton	President
Josh Thacker	Vice President
Alexander Hope	Treasurer
Cara Clark	Secretary

IV. Federal and State Tax Exemptions.

RESOLVED, that any Director or Officer of the Association be, and each of them hereby is, authorized to file with the Internal Revenue Service, in the name and on behalf of the Association, an Application for Recognition of Exemption on Form 1023, for a ruling that the Association is exempt from taxation under section 501(c)(3) of the Internal Revenue Code of 1986, as amended;

FURTHER RESOLVED, that any Director or Officer of the Association be, and each of them hereby is, authorized to file, in the name and on behalf of the Association, applications for state and local tax exemptions with the appropriate governmental authorities of the State of Georgia; and

FURTHER RESOLVED, that any Director or Officer of the Association be, and each of them hereby is, authorized in the name and on behalf of the Association, to execute and deliver all such further agreements, powers of attorney and other instruments and all such certificates and other documents, and to take all such other action, as such officers may deem necessary or appropriate to carry out fully the terms of the foregoing resolutions.

V. Association Matters Generally.

RESOLVED, that the Officers of the Association are hereby, authorized in the name and on behalf of the Association, to establish and maintain bank accounts on behalf of the Association and are each hereby authorized to execute any and all documents in connection therewith;

FURTHER RESOLOVED, that any and all acts taken and any and all agreements or other instruments executed on behalf of the Association by any Director or Officer of the Association before the execution hereof in furtherance of any of the actions authorized or approved by any or all of the foregoing resolutions be, and they hereby are, ratified, confirmed, adopted and approved; and

FUTHER RESOLVED, that the Officers of the Association are hereby authorized and empowered in the name of and on behalf of the Association to take any and all actions and to execute and deliver any and all documents and instruments which any such Officer deems reasonably necessary or advisable in order to carry out and perform the purposes of foregoing resolutions.

[Signatures appear on the following page]

IN WITNESS WHEREOF, the undersigned has executed this unanimous written consent in one or more counterparts, each of which shall be deemed to be one and the same instrument, as of the date first set forth above.



James Dutton

Joshua Thacker

Alexander Hope

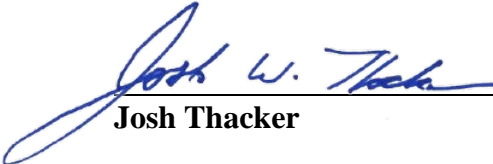
Cara Clark

Karl Broder

Hannah Hope

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Josh Thacker

Alexander Hope

Cara Clark



Karl Broder

Hannah Hope

EXHIBIT A

BYLAWS

[See Attached]

BYLAWS

OF

SPALDING COUNTY BAR ASSOCIATION, INC.

Adopted on September 1, 2020

**BYLAWS
OF
SPALDING COUNTY BAR ASSOCIATION, INC.**

ARTICLE I

NAME, PURPOSE & PLACE OF BUSINESS

Section 1.01 Name. The name of this corporation is Spalding County Bar Association, Inc. (the “**Association**”).

Section 1.02 Purpose. The Association is organized for the following purposes: to uphold and defend the Constitution of the United States and of Georgia and maintain representative government; to advance the science of jurisprudence; to promote the administration of justice; to uphold the honor of the profession of law; to apply its knowledge and experience in the field of the law to the promotion of the public good; to correlate and promote such activities of the bar organizations in Spalding County, Georgia as are within these objectives in the interest of the legal profession and of the public; and to engage in any lawful activities related thereto.

Section 1.03 Place of Business. The principal office for the transaction of business of the Association shall be at PO Box 1803, Griffin, Georgia 30224-0042 or at such other address in the County of Spalding, State of Georgia, as may be fixed from time to time by the Board of Directors (defined below). The registered agent shall be the President of the Association. The registered office may but need not be identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors. The Association may also have offices and places of business at such other places within or without Spalding County, Georgia, as the Board of Directors may from time to time determine.

Section 1.04 Fiscal Year. The fiscal year of the Association shall commence on the first (1st) day of January of each year (except for the Association’s first fiscal year which shall commence on the date of incorporation) and shall terminate in each case on the thirty-first (31st) day of December.

Section 1.05. Tax-Exempt Status. The Association is organized and is to operate as a non-profit organization, and it is intended that the Association will qualify at all times as an organization exempt from Federal income tax under Section 501(a) of the Internal Revenue Code of 1986, as amended (the “**Code**”), by qualification as an organization described in Section 501(c)(6) of the Code.

ARTICLE II

MEMBERS

Section 2.01 Admission. Regular membership of the Association shall be limited to members in good standing of the State Bar of Georgia (the “**Georgia Bar**”) or any non-lawyer serving as an elected or appointed Magistrate, Probate or Municipal Court judge. Any qualified

person desiring to become a member of the Association shall submit a written application on a form as shall be from time to time prescribed by the Board of Directors together with the payment of the appropriate dues. Upon receipt of the application and dues, the Board of Directors shall conduct whatever investigation it deems necessary to establish that the candidate for membership is eligible and is a person of good moral character. The Board of Directors shall, by a majority vote, admit or reject the candidate.

Section 2.02 Membership Classifications.

(a) There shall be the following classifications of memberships in the Association: (i) Regular Members, (ii) Associate Members, (iii) Life Members, (iv) Law Student Members and (v) Inactive Members.

(b) Regular Members. The charter members and those who have been elected to such membership and whose memberships are still in good standing. No person shall be eligible for regular membership unless (i) he or she is a member of the Georgia Bar in good standing and (ii) is actively engaged in the practice of law, including as a mediator, arbitrator and/or neutral in Spalding County, Georgia as a primary occupation; indicated by their designated Georgia Bar address. Judges of the various courts and law professors shall, at their option, be eligible for such membership, provided they are members of the Georgia Bar or are a non-lawyer serving as an elected or appointed Magistrate, Probate or Municipal Court judge.

(c) Association Members. Any person who is:

(i) A member of the Georgia Bar or are a non-lawyer serving as an elected or appointed Magistrate, Probate or Municipal Court judge, who is not actively engaged in the practice of law in Spalding County, Georgia or

(ii) Not a member of the Georgia Bar but is admitted to practice before the highest court of any other state or the District of Columbia or a United States Territory, or foreign country or jurisdiction.

(iii) Associate members shall not be eligible to vote or hold office in the Association. Notwithstanding the provisions of this section, any such person, if otherwise eligible may elect to become a Regular member of the Association.

(d) Life Members. Any person who has been a member of the Association for a period of twenty-five (25) years (in any class of membership, including any combination of such classes) and has either reached the age of seventy (70) or has honorably retired from the Georgia Bar, shall become a Life Member and shall no longer be required to pay annual dues. Life Members shall be entitled to hold office in the Association, *provided* that they meet all Regular Members classifications set forth above.

(e) Law Student Members. Any person who is enrolled as a student at an ABA-accredited law school, or a law school for which ABA accreditation is pending and subject to proof thereof, but who is not yet a member of the Georgia Bar or the bar of some other state and not yet actively engaged in the practice of law in Spalding County, Georgia is eligible to become a Law Student member of the Association. Law Student members shall not be eligible to vote or hold

office in the Association. The membership dues of Law Student members shall be fixed by the Board of Directors as provided in these Bylaws. The rights and privileges available to Law Student members shall be determined by the Board of Directors from time to time as needed. Upon graduation from law school and admission to the Georgia Bar, Law Student members must submit an application to become members of the Association as provided in these Bylaws and shall enjoy a waiver of dues for new admittees as provided in these Bylaws.

(f) Inactive Member. Any person who has been a member of the Association for a total of at least thirty (30) years (in any class of membership, including any combination of such classes) and who certifies that he or she has retired or temporarily withdrawn from the active practice of law and who has not attained the age of seventy (70) years.

Section 2.03 Suspension or Termination of Membership.

(a) If a member of the Association is suspended or disbarred from membership in the Georgia Bar, membership in the Association shall be automatically terminated, without necessity of further action by the Board of Directors. Such person may not be readmitted to membership except by filing a new membership application together with proof of reinstatement as a member in good standing of the Georgia Bar. Upon the filing of the new application, the provisions of Section 2.01 hereof shall apply.

(b) The Board of Directors may, by a majority vote, suspend or terminate the membership of any member who is found to have engaged in conduct which tends to bring the legal profession into disrepute. Prior to any such vote, the member shall be notified, and afforded the opportunity to be heard by the Board of Directors at its next regular or special meeting. At such hearing, the member may appear in person, with or without counsel.

(c) Any member may resign at any time. No reimbursement of dues for the remainder of any fiscal year shall be made upon such resignation. Such resigned members may achieve reinstatement of their memberships pursuant to Article II hereof.

ARTICLE III

MEMBERSHIP DUES

Section 3.01 Establishment of Dues.

(a) The annual dues for the Association Regular Members, Associate Members, Law Student Members shall be fixed by the Board of Directors, by a majority vote, at least ninety (90) days prior to the beginning of each fiscal year. The Board of Directors is empowered to fix and prorate such dues on the basis of such categories of membership, types of practice of law, and periods of practice of law as it deems appropriate. All dues shall be due and payable in accordance with the policies of the Association as in effect from time to time. The Board of Directors shall have the power to levy additional assessments deemed necessary to the maintenance of the Association, but no such assessment shall be made except by a two-thirds vote of the entire Board of Directors.

(b) The Board of Directors may not vote to increase the dues of any membership class more than ten percent (10%) in any single year, unless the proposed increase is ratified by the General Membership in the manner prescribed for amendment to these Bylaws.

Section 3.02. Payment and Waiver of Dues.

(a) Dues shall be due and payable on January 1st of each calendar year.

(b) Persons admitted to membership after the first six (6) months of the fiscal year shall only be required to pay dues for that fiscal year on a pro-rated basis.

(c) Recent graduates of law school who have not been admitted to the practice of law in any other state in a previous year, on being admitted to the Georgia Bar, shall enjoy a waiver of dues for the first year of their membership, if elected to membership during the calendar year within which they were admitted to the Georgia Bar. Such graduates who enter military service upon graduation shall be entitled to such exception, provided they are admitted to the Georgia Bar within one (1) year from their separation from active duty.

(d) Members who serve on active duty with the Armed Forces of the United States shall continue as members without the payment of dues during the periods of such duty and the balance of the fiscal year of their separation from active duty.

(e) The Board of Directors may, by a majority vote, remit or waive the dues of any member, in whole or in part.

Section 3.03 Non-Payment of Dues.

(a) In the event a member shall fail to pay his or her dues on or before March 1st of the year in which they are payable, such member shall be automatically suspended from membership in the Association. In the event such member shall not then pay his or her dues on or before March 31st, such persons membership shall automatically be terminated.

(b) A former member who shall have ceased to be a member by reason of non-payment of dues, if otherwise approved by the Board of Directors, shall be fully reinstated as a member upon payment of dues for the year in which reinstatement is sought.

ARTICLE IV

GENERAL MEMBERSHIP MEETINGS

Section 4.01 Annual Meeting. The Association shall hold an annual meeting of the members in Spalding County, Georgia, in the month of September each year on a date to be fixed by the Board of Directors. Notice of the Annual Meeting of the Association shall be given at least fifteen (15) days prior thereto. The annual meeting of the Association and any other meeting called from time to time may be held in person, by telephone, by live streaming over the internet, or any other method of convening the members whereby the members are able to hear the officers or other conveners of and presenters at the meeting.

Section 4.02 Regular Meetings. Regular meetings of the Association shall be held at times to be determined by the Board of Directors, and when so fixed and made known to the membership, and no special notice of the purpose of such meetings shall be required.

Section 4.03 Special Meetings. Special meetings may be called by the President or the Board of Directors after notice of not less than five (5) days. Upon written request of at least fifty-one percent (51%) of the voting members of the Association, the President shall call a special meeting. Each notice of a special meeting shall state the purpose of such meeting.

Section 4.04 Notice. All notices required herein shall be given by mailing notice, sent electronically or via telephone to each member at the address, email address or telephone number, respectively, of such member as shown on the records of the Association.

Section 4.05 Quorum and Voting.

(a) Ten percent (10%) of voting members of the Association shall constitute a quorum for the transaction of business at any annual, regular or special meeting of the Association, *provided* that at least fifty-one percent (51%) of the voting members must be present at any meeting called to disapprove any action of the Board of Directors pursuant to the provisions of Article VI, Section 6.07.

(b) The voting members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

(c) At all meetings of the Association, the order of business shall be prescribed by the presiding officer.

(d) At all meetings of the Association, the term, “majority vote”, shall mean the vote of a majority of the voting members present and voting at the meeting during which business is transacted.

ARTICLE V

OFFICERS

Section 5.01 Officers Generally. All Officers must be Regular members in good standing who are actively engaged in the practice of law as their principal occupation and they must maintain their memberships throughout their terms of office. The Officers shall assume office effective January 1st of following the year of their election.

Section 5.02. Elective Officers. The Association shall have a President, Vice President/President-Elect, Secretary, Treasurer and Immediate Past President (collectively, the “**Officers**”), who shall be elected for a one (1) year term by the voting members of the Association (or until his or her earlier death, resignation, or removal) and shall not succeed themselves in the same position, except as set forth in Section 5.08 below. Each year, upon the end of the term of the President, the President-Elect/Vice President shall succeed to the office of President without

further vote of the membership. The Immediate Past President shall be the person who held the office of President during the immediately preceding calendar year.

Section 5.03. President. The President shall be the chief executive officer of the Association subject to the oversight of the Board of Directors, shall preside at all meetings of the Association and the Board of Directors, shall appoint all the chair, vice-chair and members of all committees, which shall be selected by the Board of Directors, and shall perform all the duties as are usually possessed or exercised by chief executive officers or which may from time to time be prescribed in or limited by these Bylaws or by the Board of Directors. The President shall vote at meetings only in case of a tie vote and shall not succeed himself or herself as President of the Association. The President may appoint a parliamentarian for consultation at any meeting of the association.

Section 5.04. Vice President/President-Elect. The Vice President/President-Elect shall perform such duties as are delegated to them by the President or the Board of Directors. In the absence of the President, the Vice President/President-Elect shall perform the duties of the President. The Vice President/President-Elect automatically become President of the Association at the expiration of his or her term as Vice President/President-Elect.

Section 5.05. Secretary. The Secretary shall keep an accurate written record of all meetings of the Association and of the Board of Directors, be responsible for maintaining the permanent files of the Association, be responsible to oversee the giving of notice for all Board of Directors and membership meetings, and shall keep a record of the names and addresses of all the members of the Association.

Section 5.06. Treasurer. The Treasurer shall be the custodian of all funds of the Association, shall supervise the financial records maintained and the financial actions taken by the Officers, shall periodically review the financial condition of the Association and make reports to the Board of Directors and the membership at such intervals as the Board of Directors shall direct, shall supervise the preparation of an annual budget, shall obtain an audit of the Association's financial statements as may be prescribed by the Board of Directors or according to generally accepted accounting principles, but in no event shall the time between audits exceed three (3) fiscal years, and shall perform such other duties as may from time to time be prescribed by the Board of Directors.

Section 5.07. Removal of Officers. Any Officer of the Association may be removed for cause by the affirmative vote of two-thirds (2/3) of the entire Board of Directors. The absence of an Officer from three (3) meetings of the Board during any annual term of office without written excuse acceptable to the Board shall result in an automatic removal from office and such office shall become vacant at the conclusion of the next scheduled meeting of the Board.

Section 5.08. Vacancies in Offices. A vacancy in the office of President shall automatically be filled by the Vice President/President-Elect for the remainder of the term in which such vacancy occurs. The fact that such vacancy is filled by the Vice President/President-Elect shall not affect such person's succession to the office of President at the expiration of the term for which he or she was elected to serve as Vice President/President-Elect. In the event a vacancy occurs in the office of Vice President/President-Elect, a special election of members to fill such post shall be conducted pursuant to Article VII hereof. A vacancy in the office of Secretary or Treasurer shall be

filled by action of the Board of Directors and the person so elected shall serve for the remainder of the term in which such vacancy occurs.

Section 5.09 Compensation. Officers of the Association shall not receive any compensation for their services, but they shall be entitled to the reimbursement of reasonable expenses, if any, incurred by them as officers, upon the approval of the Board of Directors; *provided* that nothing herein contained shall be construed to prevent any such Officer from serving the Association in any other capacity and receiving compensation therefore. The compensation of other employees of the Association or contractors shall be fixed by the budget approved by the Board of Directors.

ARTICLE VI

BOARD OF DIRECTORS

Section 6.01 Directors Generally. All Directors must be Regular or Life members in good standing as defined in Article II above. The full and entire management of the affairs and business of the Association shall be vested in the Board of Directors, which shall have and may exercise all of the powers that may be exercised or performed by the Association.

Section 6.02 Composition of Board and Quorum.

(a) The Board of Directors which shall consist of the Officers of the Association and two (2) members-at-large elected as Directors by the voting members of the Association.

(b) Two-thirds of the members of the Board of Directors shall constitute a quorum, but a smaller number may adjourn a meeting not attended by a quorum to a later specific date, with notice thereof to all members of the Board of Directors. A resume of the business conducted at such meeting of the Board of Directors shall be given at the next meeting of the Association at the request of any member of the Association.

Section 6.03 Terms of Office. The terms of office of those elected as Directors shall be one (1) year. Those elected as Directors shall take office as of January 1st following the year of their election.

Section 6.04 Removal of Directors.

(a) The absence of a Director from three (3) meetings of the Board of Directors during any annual term of office without written excuse acceptable to the Board of Directors, shall result in an automatic removal from office and such office shall become vacant at the conclusion of the next scheduled meeting of the Board of Directors.

(b) Any Director may be removed for cause by the affirmative vote of two-thirds (2/3) of the entire Board of Directors.

(c) Any member of the Board of Directors may resign at any time.

Section 6.05 Vacancies on Board of Directors.

(a) If a vacancy occurs among the members-at-large of the Board of Directors, the Board of Directors shall choose a person to fill such vacancy for the remainder of his or her term.

Section 6.06 Meetings.

(a) Meetings of the Board of Directors shall be held regularly at such times and places as the Board of Directors may fix.

(b) Special meetings of the Board of Directors may be called by the President and shall be called by the President at the written request of three (3) Directors. At least one (1) days' notice shall be given to each Director of all Special meetings in accordance with the Georgia Non-Profit Corporation Code or any successor provision of the laws of the State of Georgia (collectively, the "GNCC").

(c) Except as otherwise provided by these Bylaws, the meetings of the Association shall be conducted in accordance with Roberts Rules of Order, latest revision. The President shall have the discretion to suspend the rules when necessary during meetings; except those rules governing what constitutes a majority for passage of any item(s).

(d) One (1) or more Directors who participate in a Board of Directors meeting by telephone, or other remote means, shall be deemed present and in attendance for all purposes at such meeting, if all persons participating in such meeting can hear each other. Directors may not participate in Board meetings by proxy.

Section 6.07. Disapproval of Board Action by General Membership. Four (4) Directors by vote in any Board of Directors meeting or by petition filed with the Secretary within seven (7) days after any action taken, may require any such action to be referred to the Association for approval or disapproval at any meeting at which fifty one percent (51%) of the Regular members of the Association are present.

Section 6.08. Endorsements by Board. The Association shall not endorse any candidate for elective office. Nor shall the Board on behalf of the Association comment and/or issue any statements approving or condemning the acts, policies or positions of public officials, public figures, or candidates for public office except where such action is necessary to defend the Association.

Section 6.09 Consent. Any action required or permitted to be taken at a Board of Directors meeting may be taken without a meeting if the action is evidenced by one (1) or more written consents, including consent via electronic-mail, signed by no fewer than a majority of the Board of Directors and delivered to the Association n for inclusion in the minutes of the proceedings of the Board of Directors.

Section 6.10 Compensation. Members of the Board of Directors shall not receive any compensation for their services, but they shall be entitled to reimbursement of reasonable expenses, if any, incurred by them as members of the Board of Directors, upon the approval of the Board of Directors; *provided* that nothing herein contained shall be construed to prevent any such person from serving the Association in any other capacity and receiving compensation therefor.

ARTICLE VII

NOMINATIONS AND ELECTIONS

Section 7.01. Procedure for Nominations.

(a) On or before September 1st of each year, the Secretary shall prepare and have communicated to each member of the Association by email a list of the members who are in good standing, as shown by the Treasurer's records, and shall also email a list of all Officer and Director vacancies to be filled (the "**Election Notice**"). Provided that the member meets the eligibility requirements set forth in these Bylaws, a member interested in running for the Officer or Director vacancies to be filled shall deliver written notice thereof to the Secretary not less than seven (7) days from the date the Election Notice is emailed by the Secretary.

(b) A member cannot run for more than one office, including that of a Director.

Section 7.02 Procedure for Elections.

(a) On or before October 1st, the Secretary shall cause to be emailed or otherwise conveyed electronically, or mailed upon request, to each Regular and Life Member in good standing a ballot containing the names of the candidates in alphabetical order for the respective positions, indicating the number of persons to be elected and designating the time and date by which the ballots are to be counted or by which a delegated vendor of online voting will report the vote. Regular and Life Members in good standing shall have until October 31st to vote on such ballot. The Board of Directors may schedule in-person voting. In-person voting may be offered in addition to, but not replace, online voting. All ballots shall be counted at the designated time under the supervision of the Secretary.

(b) Election shall be by the highest number of votes cast. The nominee for office, or nominees, when more than one vacancy is to be filled in any Directors' group, receiving the largest number of votes shall be elected.

(c) Tie votes shall be determined by the Secretary by random drawing conducted in the presence of the Board of Directors.

(d) The Secretary shall conduct and supervise all elections hereunder and shall determine the results thereof and any controversies arising in connection therewith, subject to an appeal to the Board of Directors within ten (10) days. Secretary may delegate clerical duties required to be performed.

ARTICLE VIII

COMMITTEES

Section 8.01 Generally. The Board of Directors may, by a majority vote, establish such committees and sections as it deems necessary and appropriate to effectuate the purposes and goals of the Association. The President shall be an ex-officio member of every committee and may call a meeting of any committee.

Section 8.02 Standing Committees. A Standing Committee is a committee of the Association that has been deemed vital to the Association and, absent materially changed circumstances, shall exist from year-to-year and not be disbanded. The duties and responsibilities of standing committees shall be as forth in these Bylaws, the operating policies and procedures of a Committee pursuant to Section 8.08, and in any amendments thereto.

Section 8.03 Ad Hoc Committees. Ad Hoc or special committees may be created from time to time by the Board of Directors to address particular issues relating to the interests, purposes, and objectives of the Association.

Section 8.04 Committee Members. Unless otherwise specified in these Bylaws, the number of members of a committee may vary depending on the need and circumstances of the Association at any given time and shall be appointed by the President. Any person appointed to a committee shall be a member in good standing except for members of the judiciary or specially invited and approved persons, and shall continue as a member until his/her term has ended, the committee has been discharged or terminated, or a successor member has been appointed.

Section 8.05 Meetings. Each committee shall meet at least once a year and at such other times as its Chair or the President may direct. A committee may provide for electronic meetings through the use of technology that permits committee members and other invited individuals to have simultaneous aural communication as if they were physically present in the room.

Section 8.06 Expenses. No committee shall incur any expense or pay any indebtedness in excess of the amount authorized in the annual budget for the committee, unless it receives prior approval from the Board of Directors.

Section 8.07 Actions and Recommendations. No Committee, nor any member thereof, shall be authorized to make any public statements, to sponsor or to express approval or disapproval of any legislation, or to take other action in the name of the Association without prior approval of the Board of Directors. A Committee shall make a report to the Board at least semi-annually.

Section 8.08 Termination. The Board of Directors may, at any time, terminate any committee, merge a committee with another committee or limit the committee's sphere of activities.

Section 8.09 Operating Policies and Procedures. A committee shall adopt operating policies and procedures. The operating policies and procedures must be reviewed and approved by the Board of Directors before being implemented by a committee. Amendments to operating policies and procedures must be reviewed and approved by the Board of Directors before being implemented by the Committee.

ARTICLE IX

SECTIONS

Section 9.01 Generally. The Board of Directors may, by a majority vote, establish such sections as it deems necessary and appropriate to effectuate the purposes and goals of the Association.

Section 9.02 Organization. Members of the Association may be organized into sections upon approval of the Board of Directors upon consideration of a written application submitted to the Board of Directors and signed by any combination of at least five (5) members of the Association who have agreed to become members of any such Section as hereinafter provided.

Section 9.03 Approval of Sections The Board of Directors shall have complete discretion as to whether an application for the creation of a section shall be approved; *provided, however*, that the Board of Directors may approve the creation of a section only upon a two-thirds vote of the entire Board of Directors.

Section 9.04 Powers and Duties of Sections. Each section shall have such powers and duties, not inconsistent with the Articles of Incorporation and Bylaws of the Association, as may be appropriate to the accomplishment of its purposes. No section, nor any member thereof, shall be authorized to make any public statements, to sponsor or to express approval or disapproval of any legislation, or to take other action in the name of the Association without prior approval of the Board of Directors.

Section 9.05 Financial Matters of Sections. Each section must submit its dues proposal for the next fiscal year to the Board of Directors at such time as the Board of Directors shall determine. The Board of Directors shall have the authority to approve or disapprove dues proposals of each section. Upon obtaining approval from the Board of Directors, each section shall thereafter set its dues for the next fiscal year. Each section shall be authorized to collect dues from its members and otherwise collect and disburse monies, subject to such terms and conditions as the Board of Directors shall determine from time to time.

Section 9.06 Review of Section Activities. Each section must submit to the Board of Directors, at such time as the Board of Directors shall determine, a report of the activities of the section for the preceding fiscal year and its projected goals for the next fiscal year. The Board of Directors shall periodically review the activities of each section with particular reference to the programs of the section and the number of persons participating. The Board of Directors may, in its discretion, terminate the existence of a section upon the basis of such review if it deems that the continuance of such section is not in the best interests of the Association; *provided, however*, that the Board of Directors may terminate the existence of a section only upon a two-thirds vote of the entire Board of Directors.

Section 9.07 Selection of Section Officers and Directors. Notwithstanding anything to the contrary herein, each section shall elect its officers and directors at least every two years. The commencement and conclusion of such elections shall be scheduled to coincide with the election of officers and directors of the Association. If a section is dormant for any period of time and/or does not have an operating board, the Board of Directors may upon a two-thirds vote take action it deems necessary to allow the section to reactivate after its period of dormancy, including but not limited to appointing one (1) or more section board members. Once approved, those appointed section board members may amend the last known section bylaws to create an operating board and to appoint additional officers and maintain the section's newly active status.

ARTICLE X

EXPRESSION OF ASSOCIATION POLICY

Section 10.01. Statements by President. The President or his or her designee shall express the policy of the Association as determined by the Board of Directors. No other members or employee of the Association may represent the Association or a committee unless specifically authorized by the Board of Directors.

Section 10.02. Statements by Others. Any member who, when making a public utterance, permits himself or herself to be identified as having an official connection with the Association or one (1) of its committees, shall, if the policy of the Association on the subject matter of the utterance has been determined by the Board of Directors, fairly state that policy and, if he or she expresses views at variance with it, clearly identify the variances as his or her personal views only. If there has not been or if he or she has no knowledge of any such policy determination, he or she shall nevertheless identify his or her utterance as his or her personal view.

ARTICLE XI

AMENDMENT OF BY-LAWS

Section 11.01 Generally. These Bylaws may be amended or repealed by the affirmative vote of two-thirds of the entire Board of Directors or by majority vote of the members present at a meeting of the members of the Association.

ARTICLE XII

INDEMNIFICATION AND INSURANCE

Section 12.01 Indemnification. The Association shall indemnify each person who is or was a director, officer or employee of the Association (including the heirs, executors, administrators, or estate of such person) or who is or was serving at the request of the Association as a director, officer, partner, trustee or employee of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan or other enterprise to the full extent permitted under the GNCC. If any such indemnification is requested pursuant to Section 14-3851 (a) of the GNCC, the Board of Directors shall cause a determination to be made (unless a court has ordered the indemnification) in one of the manners prescribed in Section 14-3-855 of the GNCC as to whether indemnification of the party requesting indemnification is permissible in the circumstances because he or she has met the applicable standard of conduct set forth in Section 14-3-851(a) of the GNCC. Upon any such determination that such indemnification is permissible, the Association shall make indemnification payments of liability, cost, payment or expense asserted against, or paid or incurred by, such person in his or her capacity as such a director, officer or employee to the maximum extent permitted by said Sections of the GNCC. The indemnification obligation of the Association set forth herein shall not be deemed exclusive of any other rights, in respect of indemnification or otherwise, to which any party may be entitled.

Section 12.02 Insurance. The Association may purchase and maintain insurance at its expense, to protect itself and any person described in Section 10.1 against any such liability, cost, payment or expense, whether or not the Association would have the power to indemnify such person against such liability.

ARTICLE XIII

MISCELLANEOUS

Section 13.01. Governing Law and Severability. The language of these Bylaws, to the extent possible, shall be read consistently with the statutory and common laws of Georgia regarding non-profit corporations, including those contained in O.C.G.A. §§ 14-3-101, et seq. To the extent any part, provision, representation or warranty set forth in these Bylaws is determined to be in conflict with such laws, prohibited, or held to be void or unenforceable, such language of these Bylaws shall be stricken and severed from the Bylaws, and the remaining provisions of these Bylaws shall continue to be effective and valid.

Section 13.02 Execution of Instruments. Except as otherwise required by law or the Association's Articles of Incorporation, the Board or any officer of the Association authorized by the Board of Directors may authorize any other officer or agent of the Association to enter into any contract or to execute and deliver any instrument in the name and on behalf of the Association. Any such authorization must be in writing or by electronic transmission and may be general or limited to specific contracts or instruments.

Section 13.03 Books and Records; Inspection. Except to the extent otherwise required by law, the books and records of the Association shall be kept at such place or places within or without the State of Georgia as may be determined from time to time by the Board.

Section 13.04 Electronic Transmission. "Electronic transmission", as used in these Bylaws, means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

Section 13.05 Construction. In the event of any conflict between the provisions of these Bylaws as in effect from time to time and the provisions of the Association's Articles of Incorporation as in effect from time to time, the provisions of such Articles of Incorporation shall be controlling.