

**ISLAND NEWCOMERS CLUB, INC.
BYLAWS**

**TITLE I
GENERAL PROVISIONS**

1.1. Purpose of Bylaws. These bylaws constitute the code of rules for the regulation and management of the **ISLAND NEWCOMERS CLUB, INC.**, as authorized by its articles of incorporation. As used in these bylaws, this corporation is referred to as the "Corporation," and the Georgia Nonprofit Corporation Code (or a section codified in Chapter 3 of Title 14 of the Official Code of Georgia Annotated) is referred to as the "Code." These bylaws are adopted in order to fulfill the objectives of the Corporation as stated in the articles and O.C.G.A. § 14-3-301, and to exercise the powers conferred upon the Corporation under O.C.G.A. § 14-3-302.

1.2. Registered Office and Agent. The Board of Directors will designate a registered agent and registered office for service of legal process; these designations are to be filed with the Georgia Secretary of State as required by the Code. The Board of Directors may change these designations at any time. In the event the Board of Directors fails to make a designation, or a registered agent resigns without a new designation of a registered agent and office, then the President of the Corporation, and the President's address, are to be filed with the Georgia Secretary of State as the registered agent and office of the Corporation until the Board of Directors makes some other affirmative designation.

1.3. Business Office(s) Authorized. The Board of Directors of the Corporation may establish one or more offices for the conduct of business within this state, whenever circumstances warrant.

1.4. Procedure rules at meetings. It is understood that in the transaction of its business, the meetings of the Corporation, its Board of Directors and its committees may be conducted with informality; however, this informality does not apply to procedural requirements required in the articles of incorporation, these bylaws, or the Code. When circumstances warrant, any meeting or a portion of a meeting will be conducted according to generally understood principles of parliamentary procedure as stated in the articles of incorporation, these bylaws, or a recognized procedural reference authority. The procedural reference authority for the Corporation is designated as the latest edition of *Robert's Rules of Order, Newly Revised*.

1.5. Computation of Members Eligible to Vote or Act as of "Record Date." When any matter is proposed to be acted upon by the members of the Corporation as provided in these Bylaws or under the Code, only those members who are active and in good standing as to any particular matter as of a designated date, known as the "record date" may vote or otherwise act as to that particular matter. As required by the Code, the Secretary shall prepare an alphabetical list of members qualified to participate on a particular matter as of the "record date" for that

particular matter. Each list is to be available for inspection or copying by any member, the member's agent or attorney, as provided by the Code. The "record date" for:

(1) any meeting of the membership of the Corporation, is that date that is ten days prior to the scheduled date of the particular meeting.

(2) any mail ballot, including mail ballots for the election of directors, is the date the ballots are mailed by the Corporation to the members who are active and in good standing as of that date.

(3) executed consents that document the approval of actions by the membership is that date such a consent is executed by the first member giving his or her consent, and a sufficient number of members must execute their consents approving the particular action within seventy days after the date when the first member signed.

(4) a demand of members to call a meeting of the membership, or to request a mail ballot to vote on a proposition, is that date a documented demand or request is executed by the first member that approves of the demand or request, and a sufficient number of members must execute their request or demand within seventy days after the date when the first member signed.

TITLE 2 MEMBERSHIP

2.1 Membership in the Club shall be open to all new residents of two years or less of St. Simons Island and Sea Island.

- a. Visitors are welcome and may attend one meeting prior to joining.
- b. New residents and/or returning members (who have been members for less than three (3) years) are welcome to join during general enrollment period of July 1st to March 1st.
- c. Membership is limited to three years. Members joining between July 1st and February 29th count as a full year of membership.
- d. Guest(s) of members are welcome to any Club function provided there is space available following the sign-up of all members who wish to participate. Members may not bring the same guest(s) to more than two events in a Club year.
- e. Members who move their residence out of St. Simons Island or Sea Island may continue their membership throughout the end of the fiscal year for which they have paid. No refunds, however, will be issued on Membership dues.

2.2 The Membership Address database is private and intended solely for the use of dues paying, valid and current members of the Island Newcomers Club.

2.3 Membership withdrawal – voluntarily and involuntarily.

- a. Any member who distributes the Membership Address database to any business or individual shall be subject to having his/her membership withdrawn by written notice of the Board of Directors and at their sole discretion.
- b. Membership will be withdrawn, by written notice of the Board of Directors, should any member be found soliciting or receiving rebates or refunds or any other consideration as a result of his/her membership in or activities on behalf of the Island Newcomers Club.

- c. Any member shall have the right to voluntarily withdraw his/her membership at any time; however, there shall be no rebate of annual dues or refund of any funds related to annual dues, or registration for events or activities

2.5 Good Standing and Active Status. In order to be an active member in good standing, qualified to act in the business of the Corporation, each regular member must (1) be at least eighteen (18) years of age; and (2) have paid the Corporation's annual fee for the current year to the Treasurer. Annual fees are due at the time of registration (or such other date as established by the Board of Directors). Only active members in good standing (properly registered and having paid the annual fees) have the right to vote, each member having one (1) vote.

2.6. Suspension from Active Status; Termination.

(1) Any member who has been either suspended or terminated has no voting rights, and remains obligated to the Corporation for any charges, assessments, dues fees or amount that is outstanding as of the date the membership is suspended or terminated.

(2) Any membership maybe terminated only for stated cause other than for failure to pay the annual fee only by a procedure that is fair, reasonable and carried out in good faith. Motions to terminate membership are initiated by the Board of Directors, and must be approved by an affirmative vote of a majority of all of the Board of Directors of the Corporation. At least fifteen days prior to the Board of Directors meeting at which the Board of Directors plans to present its motion for termination, the Board of Directors shall send a notice by first class certified mail, return receipt requested, to the person whose membership it proposes to terminate, advising that member of the intended action, stating the reasons termination of membership is proposed, and providing to the member a full opportunity to respond to the statement provided by the Board of Directors, and for the right to be heard by the Board of Directors before any vote is taken. Any termination of a member approved by the Board of Directors of the Corporation shall not take effect for five days after the Board of Directors vote to approve the termination. Any member who has been terminated remains obligated to the Corporation for any charges, assessments, dues fees or amount that is outstanding as of the date the membership is terminated. During the pendency of any proceeding to remove a member, such member shall not have the right to participate in any activities of the Corporation.

2.7. Dues Assessment. The annual dues shall be established annually by the Board of Directors.

2.8. Resignation from Membership. Any member of the Corporation may resign their membership in the Corporation by the submission of a notice to any member of the Board of Directors, with no refund, rebate, or rescission of dues or fees. Any member who resigns his membership remains obligated to the Corporation for any charges, assessments, dues fees, or amount that is outstanding as of the date the member resigned.

TITLE 3
CORPORATION MEMBERSHIP MEETINGS

3.1. Location of Meetings. Any annual, regular or special meeting of the membership of the Corporation may be held at any place in the United States. The designation of a usual meeting date, time or location is reserved to the Board of Directors.

3.2. Annual Meeting; Date. The annual meeting of the Corporation is held on second Tuesday of April, unless the Board of Directors of the Corporation at a prior regular or special meeting designate a different time or date in April for a particular year. Any matter relating to the affairs of the Corporation, whether or not stated in any notice of the annual meeting, may be brought up for action by the membership, except for any matter for which prior notice is required by the articles of incorporation, these bylaws, or the Code. As required by the Code, the membership is to receive reports from the President concerning the activities of the Corporation, and from the Treasurer concerning the financial condition of the Corporation.

3.3. Regular Non-Business/Social Meetings; Date. Regular non-business (i.e., social) meetings of the Corporation are held on the second Tuesday of every month, unless the Board of Directors designates a different date in that month for a particular regular non-business, social meeting.

3.4. Special Meetings; How Called. Special meetings of the Corporation may be called for any purpose whatsoever, at any other time by: (1) the President, (2) the Vice President, (3) any three members of the Board of Directors, or (4) a documented demand executed by five per cent of the active members of the Corporation in good standing that is filed with the Secretary. The purpose of each special meeting must be stated in the notice. The notice of any special meeting is to be sent to all members in good standing under Section 3.5 of these bylaws. If notice is not given to the membership of the date, time, place, and purpose of the special meeting within thirty days after a sufficient number of directors or members have demanded a special meeting, any person who signed that demand may give the required prior notice of the special meeting to the membership in any reasonable manner, setting forth the date, time, place and purpose of the special meeting.

3.5. Notice of Business Meetings. The Secretary will give a documented notice of the time, date, and location of each business meeting of the membership of the Corporation not less than ten (10) or greater than sixty (60) days before the scheduled business meeting date. [Note: The notice provision herein does not apply to non-business meetings of the membership.] Normally, the notice is to be sent by mail or by electronic transmission using the contact information of each member in good standing as reflected in the Corporation's membership roster. Valid notice may be made through the official newsletter of the Corporation, at least ten days prior to the scheduled meeting date if mailed first class or if the notice is electronically transmitted, or thirty days prior to the scheduled meeting date if transmitted by any other means. Any notice-mailed first class or electronically transmitted shall be considered effective upon dispatch. Any notice transmitted by any other means shall be considered effective when it is received. In emergencies where ten days' notice cannot be given, notice may be made by any reasonable means if made to all members in good standing as directed by the Board of Directors. A notice of an annual, special, or regular meeting must include a description of any proposal that is required to be approved by the members under the Code. Any required notice may be waived by a member as permitted under the Code; and any member may object to the failure of sufficient notice of the meeting or of a matter brought before a meeting, as permitted by the Code.

3.6. Quorum at Meetings. The presence of twenty percent of the regular members in good standing and entitled to vote constitutes a quorum for the transaction of business at

meetings of the Corporation. Once a quorum is established at any meeting of the Corporation, it is presumed to exist for the balance of that meeting. As permitted by the Code, the presence of twenty percent of the regular members in good standing and entitled to vote permits the membership to consider any matter at an annual or regular meeting for which prior notice of the matter is not specifically required by the Code.

3.7. Member Proxies. Each regular member in good standing and entitled to vote may participate in any meeting of the membership of the Corporation through a proxy, dated and executed with the manual or electronic signature of the member and promptly delivered to the Secretary. A proxy may limit or direct how the vote of the member the proxy represents shall be cast or on what matters a vote is to be cast. A proxy will identify the member, the member's agent, or the member's attorney who is authorized to hold and exercise that proxy on behalf of the absent member, any instructions concerning its use, the meeting(s) at which it is to be used or that it may be used at any period during a stated period of time, and the expiration date of the proxy, to be a date no more than eleven months after the date the proxy is executed. Any proxy may be revoked in writing or in person by the designating member at any time, and only the proxy executed latest in date will be accepted by the Corporation.

3.8. Membership Voting. Unless otherwise provided in the articles of incorporation, these bylaws, the procedural reference authority or the Code, the affirmative vote of a majority of those members casting a vote on a matter, in the presence of a quorum, is necessary to the adoption of a motion. Unless otherwise provided in the articles of incorporation, these bylaws, the procedural reference authority or the Code, the affirmative vote of a plurality of members casting a vote in an election, in the presence of a quorum, is necessary to the election of a nominee for any position in the Corporation.

3.9. Mail Voting. Any matter which may be acted upon by the membership or the Board of Directors of the Corporation may be submitted to a vote of the membership by mail. A mail vote may be initiated by (1) action of the Board of Directors, (2) by the documented request of ten percent of members of the Corporation filed with the Secretary, or (3) at the direction of the membership of the Corporation approved at any annual, regular or special meeting of the Corporation. A mail ballot on the particular issue, with all pertinent information, is to be mailed first class to each member then in good standing within ten (10) days after the mail ballot is initiated, at each member's address as recorded in the membership roster of the Corporation. To be counted in the official tally of the mail ballots, the mail ballots shall be returned to the Secretary within twenty-two (22) days after the postmark date on the ballots. At the time the ballots are due, the Secretary will promptly ascertain and certify the result of the mail ballot. For the proposition to pass, or the election to be valid, a sufficient number of ballots equal to the number necessary for a quorum must be returned to the Secretary. Unless otherwise provided in the articles of incorporation, these bylaws, the procedural reference authority or the Code, the affirmative vote of a majority of those members casting a ballot on a matter, with a quorum of ballots cast, is necessary to the adoption of an action. Unless otherwise provided in the articles of incorporation, these bylaws, the procedural reference authority or the Code, the affirmative vote of a plurality of members casting a vote in an election, with a quorum of ballots cast, is necessary to the election of a nominee for any position in the Corporation. Thereafter the Secretary will announce the results both at meetings of the Board of Directors and the membership and in the official newsletter of the Corporation. The Board of Directors is authorized to adopt such procedures or rules as is reasonable and necessary to insure the integrity of the mail ballot procedure.

3.10. Corporation Committees. Standing or temporary committees of the Corporation (including the scope and duties of any such committee) may be created by action of the Board of Directors. The charge of each standing committee is reflected within this section of these bylaws. The Board of Directors is to designate the chair of each standing committee. The charge and chair of each temporary committee will be stated in the motion creating a temporary committee. The chair of each committee will appoint the remaining members of that committee, unless its full membership is designated at the time a temporary committee is created. The chair of each committee shall preside at each meeting of the committee. Each committee will report regularly to the Board of Directors and make any recommendation to the Board of Directors as it determines to be appropriate. The chair and membership of each committee serve at the pleasure of the Board of Directors. The Board of Directors shall have the authority to accept or reject any recommendation received from any such committee.

The Board of Directors may expand the charge of any committee generally or for a specific project when circumstances warrant.

3.11. Documented Consent Action by Members. Any action required by law, or permitted to be taken at any meeting of the members of the Corporation, may be taken without a meeting, if a documented consent, setting forth the action so taken, is **executed by a majority of the members** by written or electronic signature. This consent is the equivalent to a vote of the members during a meeting with a quorum, and is to be filed and recorded with the minutes of the Corporation's members. No action shall be effective under this Section until ten days after notice is given to those members of the Corporation who did not execute the documented consent.

TITLE 4 BOARD OF DIRECTORS

4.1. Establishment and Function. The Corporation is managed by a governing body known as the "Board of Directors." As used in these bylaws, a reference to the "Board of Directors" or "directors" refers to the entire Board of Directors collectively or to a member of the Board of Directors generically. The Board of Directors conducts its proceedings as provided in the articles of incorporation, these bylaws and the Code.

4.2. Composition and Term. The Board of Directors is composed of **seven (7)** persons elected for an annual term beginning each year on **June 1** and ending on **May 31** and until their respective successors are elected and installed. Each director is elected by the membership of the Corporation prior to or in connection with the annual meeting of the Corporation.

4.3. Election, Nomination and Qualifications. The annual election of directors by the membership will be conducted in accordance with the procedures outlined in this Section or elsewhere in these bylaws, and the following:

- (1) The Nominations Committee shall consist of three members appointed by the President and approved by the Board of Directors no later than the February Board of Directors' meeting.
- (2) The Nominations Committee will compile nominations for each position on the Board of Directors, and may make nominations in its own right. Nominations may be made by any person in good standing, including self-nominations, or by the Nominations Committee.
- (3) No nomination will be placed on the annual election ballot unless: (a) the nominee is an active member in good standing, (b) the nominee is eighteen years of age, as required by the Code, and (c) the nominee has affirmatively consented to the nomination.
- (4) Nominations will be accepted by the committee at any time prior to the **March General Meeting**. Further, the Nominations Committee shall have the right to accept nominations from the floor, during the March General Meeting. In any event, all nominations will be verified by the Nominations Committee prior to or during the March General Meeting and the annual election of officers and directors shall take place at the **April Annual General Business Meeting** of the members.
- (5) The election is to be conducted at and in connection with the annual April General Business Meeting and the newly elected Board of Directors shall take office effective June 1st of that year and their terms shall run until May 31st of the next year. The Board of Directors is authorized to adopt any procedures or rules reasonably necessary to insure the integrity of the election.

4.4. Powers.

(1) The Board of Directors may exercise all powers granted to it as they determine to be expedient and necessary for the interests of the Corporation, subject to the articles of incorporation, these bylaws, or the Code, and the review and direction of the membership of the Corporation.

(2) If some catastrophic event occurs that precludes the Corporation or the Board of Directors from assembling, then those directors who are capable of assembling, either in person or through a communications system permitting all of the participants to hear each other, shall convene as required and take any necessary action to preserve the Corporation until the emergency ceases. Quorum shall consist of one-half of the directors who participate in the initial emergency session. Each emergency session shall be convened by any manner of notice reasonable, prudent or practicable in the circumstances. The available directors shall designate as many members of the Corporation as necessary to serve as acting directors so that there are **seven (7)** persons acting as directors for the Corporation until the emergency conditions cease. The acting Board of Directors may exercise any and all emergency powers authorized under the Code, in the name of the Corporation, without regard to requirements of membership approval, if the action taken is reasonably necessary during the presence of emergency conditions.

4.5. Meetings. The Board of Directors will hold **at least six (6) regular meetings**. Following their election, but prior to June 1st on which their terms begin, the newly-elected Board of Directors will meet in joint session with the outgoing Board of Directors for an organizational session, at which they will review all pending matters before the outgoing Board of Directors, permit the new Board of Directors to organize its affairs, and establish a fixed meeting schedule

as to the regular Board of Directors meetings held prior to the scheduled regular meetings of the membership of the Corporation. Any matter relating to the affairs of the Corporation may be brought before the Board of Directors, unless notice of the matter is required to be included in the notice of the Board of Directors meeting. Notice of each special meeting is to be sent to each director by any reasonable method utilizing the contact information of record in the membership roster, at least two (2) days prior to a special meeting. Where circumstances require a meeting in less than two days, such notification may be made to each member of the Board of Directors by any reasonable method. At Board of Directors meetings, quorum consists of a majority of the Board of Directors. No proxy votes may be used.

4.6. Use of Contemporaneous Communications Systems for Board of Directors Meetings.

The Board of Directors, or any Corporation committee, may utilize a contemporaneous communications system in which all participants in the meeting can hear each other; and participation in a meeting by this system constitutes the presence of the participant at the meeting.

4.7. Voting; Quorum. The director has one vote on the Board of Directors. Once quorum is established, all matters put to a vote before the Board of Directors will require the affirmative vote of a majority of directors voting on the matter, in the presence of a quorum, unless a greater majority is required by these bylaws, the articles of incorporation or the Code. The participation of a majority of the directors, whether present in person or through a contemporaneous communications system, constitutes a quorum of the Board of Directors in order to conduct business. In the event that fewer than a majority, but at least one-third of the directors are participating, then the Board of Directors is authorized to consider and make recommendations on any matter acted upon which is viewed as appropriate in the circumstances for action by the membership either at a meeting, by mail ballot or by a documented consent, or to call a special meeting of the membership as provided in Section 3.4.

4.8. Removal of Director.

(1) One or more directors, or the entire Board of Directors, may be removed by the affirmative vote of a majority of the membership of the Corporation present and voting on removal at a regular or special meeting of the Corporation membership, and where notice of a member's intention to present a motion for removal has been given to the membership pursuant to Section 3.5 of these bylaws. A separate vote on removal must be made as to each director proposed for removal; and the motion may be voted upon by mail ballot under Section 3.9 of these bylaws.

(2) Any director who was elected to complete an unexpired term of a director on the Board of Directors through election by the directors may be removed by an affirmative vote of two-thirds of the remaining directors for a stated cause.

(3) Any director who has not participated in any meeting of the Board of Directors during a period of no less than four months (121 days) may be removed by an affirmative vote of two-thirds of the remaining directors due to such absence.

(4) In the event of removal, the provisions of Section 4.3 and 4.9 will apply; however, if the removal of directors results in a total of four or more vacancies on the Board of Directors, the Nominations Committee shall organize and expedite the election of new directors by convening a special meeting of the membership, on some later date at least ten but within fifteen days after the date of the meeting at which directors were removed, with all members

voting either in person or by proxy, and without utilizing mail voting, for the purpose of filling these vacancies.

4.9. Vacancies.

(1) When a vacancy occurs, or will occur, on the Board of Directors or of any office prior to the end of a director's or officer's term (other than a vacancy that is the result of a removal under section 4.8, in which case the vacancy is filled pursuant to section 4.8(4)), then that vacancy is filled by the majority vote of the Board of Directors at the next regular or special meeting of the Board of Directors. Upon selection of the new Board member, the new Board member shall be appointed and serve for the remainder of the term.

(2) If any director-elect declines election, or fails to assume the responsibilities of director, that position is considered vacant and the Board of Directors should resume to fill the vacancy with another candidate.

4.10. Documented Consent Action by Board of Directors. Any action required by law, or permitted to be taken at any meeting of the Board of Directors, may be taken without a meeting, if a documented consent, setting forth the action so taken, is executed by a majority of the directors by written or electronic signature. This consent is the equivalent to a vote of the Board of Directors during a meeting with a quorum, and is to be filed and recorded with the minutes of the Corporation's Board of Directors. The directors who did not sign the consent action shall be given notice of the action as soon as practicable, but no later than the next membership meeting after the documented consent action is executed by a sufficient number of directors.

4.11. Duties of Corporation Officers. Only members of the Board of Directors shall be authorized also to hold the position of officer of the Corporation. Each director of the Corporation who is elected as an officer of the Corporation, exercises the following responsibilities pertaining to their office, in addition to any other duty imposed on that office by the articles of incorporation, these bylaws, the Code or by vote of the membership or the Board of Directors of the Corporation, as follows:

1. The President presides at all meetings of the Board of Directors and the membership of the Corporation; reports on the activities of the Corporation to the membership at each annual meeting of the Corporation; oversees the activities of the Corporation, and reports on those matters determined appropriate to the Board of Directors and the membership of the Corporation; and oversees the operations of the Corporation committees and reports on these matters to the Board of Directors and, as appropriate, to the membership.
2. The Vice President plans and executes the monthly membership meetings and presides at all meetings of the Board of Directors or the membership of the Corporation in the absence of the President, and in the case of a vacancy in the office of President, act as President until a new President is elected under Section 4.9 of these bylaws.
3. The Secretary maintains and provides access to the records of the Corporation as required by O.C.G.A. § 14-3-1601 and O.C.G.A. § 14-3-1602; records the minutes of all proceedings of the Board of Directors and of the membership of the Corporation; maintains a current roster of the membership of the Corporation; maintains the eligible member list for each record date as required under the Code and Section 1.6

of these Bylaws, and reports on these matters to the Board of Directors and the membership of the Corporation.

4. The Treasurer maintains the financial records of the Corporation; prepares the annual accounting and financial statement of the Corporation for the annual meeting of the membership of the Corporation (which may be prepared by a certified public accountant when authorized by the Board of Directors); coordinates with the Corporation's accountant on all tax and accounting matters; and reports on these matters to the Board of Directors and the membership of the Corporation. The Treasurer will assist the Secretary in the counting of ballots in any election for the Board of Directors of the Corporation.

4.12. Financial Regulations. This section outlines certain policies and practices as to the financial procedures of the Corporation:

- (1) No expenditure may be made unless approved by the Board of Directors.
- (2) Expenditures from a special account, based upon revenues into that account for a designated project or activity are subject to review only by the supervising committee, but the status of that account will be regularly reported to the Board of Directors.
- (3) The signatory on any bank account and the depository institution for that account is established by the Board of Directors by an appropriate resolution.
- (4) Any director, committee chairman, committee member, or member of the Corporation may be reimbursed for their actual and necessary expenses when reasonably incurred on behalf of the Corporation. No director, committee chairman, committee member, or member of the Corporation may receive any salary, fees, compensation, commission or other payment for rendering specific services to the Corporation, unless approved by a majority of Disinterested Directors.
- (5) The Corporation's fiscal year is June 1st through May 31st.

4.13. Limitation on Service. No person may simultaneously hold more than one major position in the Corporation. For the purpose of this limitation, a "major position" only includes the offices of President, Vice President, Secretary, Treasurer, or the chair of any committee that is established by the Board of Directors pursuant to Section 3.10 of these Bylaws.

4.14. Board of Directors Committees. The Board of Directors may establish such committees composed of at least two members of the Board of Directors as it determines to be necessary and proper from time to time. The membership of such committees shall be composed solely of directors; but if the committee's charge and function does not involve the management responsibility for the affairs of the Corporation, then persons who are not currently directors may also be designated to serve on a Board of Directors committee as advisors. Board of Directors committees may not exercise the authority of the Board of Directors when prohibited by the Code.

TITLE 5 INDEMNIFICATION

5.1. Indemnification. Except as otherwise provided in this section, the Corporation may indemnify an individual who is a party to a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal) because he or she is or was a director against liability to pay a judgment, settlement, penalty, fine (including the obligation to pay an excise tax assessed with respect to an employee benefit plan), or reasonable expenses, including counsel fees, incurred with respect to the proceeding if: (1) Such individual conducted himself or herself in good faith; and (2) Such individual reasonably believed: (A) In the case of conduct in his or her official capacity as director of the Corporation, that such conduct was in the best interests of the Corporation; (B) In all other cases, that such conduct was at least not opposed to the best interests of the Corporation; and (C) In the case of any criminal proceeding, that the individual had no reasonable cause to believe such conduct was unlawful.

Mandatory Indemnification. The Corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal) to which the director was a party because he or she was a director of the Corporation against the reasonable expenses, including counsel fees, incurred by the director in connection with the proceeding.

Advance for Expenses. Before the final deposition of a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal), the Corporation may advance funds to pay for or reimburse the reasonable expenses, including counsel fees, incurred by a director who is a party to that proceeding because he or she is a director if he or she delivers to the Corporation: (1) A written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct (and in O.C.G.A. § 14-3-851), or that the proceeding involves conduct for which liability has been eliminated under a provision of the articles of incorporation (as authorized by O.C.G.A. § 14-3-202(b)(4)); and (2) His or her written understanding to repay any funds advanced if it is ultimately determined that the director is not entitled to indemnification under the provisions of Part 5 of Article 8 of the Georgia Business Corporation Code or under these bylaws. This understanding must be an unlimited general obligation of the director but need not be secured and may be accepted by the Corporation without reference to the financial ability of the director to make repayment.

Authorizations under this section shall be made by the Board of Directors: (a) where there are two or more disinterested directors, by a majority vote of all of the disinterested directors (a majority of whom shall for such purpose constitute a quorum) or by a majority of the members of a committee of two or more disinterested directors appointed by such a vote; or (b) when there are fewer than two disinterested directors, then by the affirmative vote of a majority of directors present, in the presence of a quorum, unless the vote of a greater number of directors is required for action by the Board of Directors (in accordance with O.C.G.A. § 14-3-824(c)) and in which authorization directors who do not qualify as disinterested directors may participate.

Insurance. The Corporation may purchase and maintain insurance on behalf of each individual who is a director, officer, employee, or agent of the Corporation, or who, while a director, officer, employee, or agent of the Corporation, serves at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity against liability asserted

against or incurred by him or her in that capacity or arising from his or her status as a director, officer, employee, or agent, whether or not the Corporation would have power to indemnify or advance expenses to him or her against the same liability under this Article.

Prior Obligation to Indemnify or Advance Expenses. Pursuant to the provisions of O.C.G.A. § 14-3-858, the Corporation is authorized to obligate itself in advance of the act or omission giving rise to a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal), to provide indemnification or advance funds to pay for or reimburse expenses of a director, officer, employee or agent to the fullest extent permitted by the laws of Georgia. The Corporation has power to pay or reimburse a director or officer in connection with his or her appearance as a witness in a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal), at a time when he or she is not a party. This Section does not otherwise limit the Corporation's power to indemnify, advance expenses to, or provide or maintain insurance on behalf of an employee or agent.

Definitions for Section.

As used in this Section 5.1, unless the context clearly requires a different meaning, the term:

(1) "Corporation" includes any domestic or foreign predecessor entity of a corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

(2) "Director" or "officer" means an individual who is or who was a director or officer, respectively, of the Corporation, or who, while a director or officer of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity. Further, unless the context otherwise requires, "director" or "officer" includes the estate or personal representative of a director or officer.

(3) "Disinterested Director" means a director who at the time of a vote or other action by the Board of Directors of the Corporation is not a party to the proceeding; or is an individual who is a party to a proceeding having a familial, financial, professional, or employment relationship with the director whose indemnification or advance for expenses is the subject of the decision being made with respect to the proceeding, which relationship would, in the circumstances, reasonably be expected to exert an influence on the director's judgment when voting on the decision being made.

(4) "Expenses" includes counsel fees.

(5) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

(6) "Official capacity" means when used with respect to a director, the office of director in the Corporation, and when used with respect to an officer, as contemplated in this Section 5.1, the office in the Corporation held by the officer. "Official capacity" does not include service for

any other domestic or foreign corporation or any partnership, joint venture, trust, employee benefit plan, or other entity.

(7) "Party" means an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

(8) "Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitative, or investigative, and whether formal or informal.

5.2. Procedures Where Director has Conflicting Interest in Transaction. The provisions of Part 6 of Article 8 of the Code, relating to rules governing the procedures to be applied where a director has a conflicting interest in a transaction involving the Corporation, is adopted by the Corporation by this reference as a bylaw of the Corporation.

5.3. Sales of Assets Outside Regular Course of Business. The provisions of Article 12 of the Code, relating to the sale of all, or substantially all of the assets of the Corporation outside the regular course of business, is adopted by the Corporation by this reference, as a bylaw of the Corporation.

5.4. Records to be Kept; Right of Inspection by Members. The provisions of Article 16 of the Code, relating to the records of the Corporation, and the right of members to inspect, copy or review the Corporation's records, is adopted by the Corporation by this reference, as a bylaw of the Corporation. The Board of Directors may adopt any needful rules or regulation necessary to implement these provisions.

TITLE 6

REIMBURSEMENT BY CORPORATION

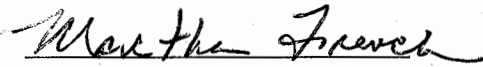
DIRECTORS, OFFICERS OR EMPLOYEES

6.1. Procedures. Any payments made to a director, officer or employee of the Corporation in the form of reimbursement, a salary, or bonus payment, that is disallowed, in whole or in part, as a deductible expense to the Corporation for Federal or State income tax purposes by the Internal Revenue Service, or by the revenue department of any State, shall be reimbursed by such director, officer or employee to the Corporation to the full extent of such disallowance within six (6) months after the date on which the Corporation is assessed a deficiency with respect to such allowance. It shall be the duty of the Board of Directors of the Corporation to enforce payment to the Corporation by any such director, officer or employee for the amount disallowed. The Corporation shall not be required to legally defend any proposed disallowance by the Internal Revenue Service or by the revenue department of any State, and the amount required to be reimbursed by such director, officer or employee shall be the amount, as finally determined by agreement or otherwise, which is actually disallowed as a deduction. In lieu of payment to the Corporation by any such employee, the Board of Directors may, in the discretion of the Board of Directors, withhold amounts from such employee's future compensation payments until the amount owed to the Corporation has been fully recovered.

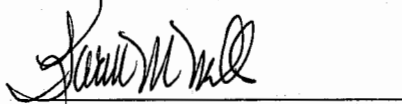
TITLE 7
AMENDMENTS

7.1. Amendments to Bylaws. The Board of Directors shall have the power and authority to amend, alter, or repeal these bylaws or any provision thereof, or adopt additional bylaws, by majority vote of the Board of Directors. Once adopted, any change to these bylaws is immediately effective, unless some later date is designated in the proposal.

Adopted this 20th day of April, 2017



Martha French, President



Karin Mills, Secretary