

BYLAWS

OF

LAKE BURTON CIVIC ASSOCIATION, INC.

As approved by the Members on June 19, 2010

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OF
LAKE BURTON CIVIC ASSOCIATION, INC.**

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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 “corporation.”

Section 2. Registered Office and Agent. The corporation 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 corporation 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 corporation 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 corporation shall be to promote and maintain the interest and concern of Lake Burton residents in identifying and resolving mutual problems regarding safety, security, county services, and water quality, including providing support for the local volunteer fire departments and liaison with Georgia Power Company, so long as the corporation does 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 corporation 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.

A. Regular Membership. Regular membership shall consist of those homeowners who own, lease or reside at:

- a) Waterfront property on Lake Burton;
- b) Property in an off-lake developed 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 members shall be eligible to vote, hold office and serve on the Board of Directors or on Committees of the corporation. A regular membership includes two persons in the same family each with a vote who shall each be referred to herein as a "Regular Member."

B. Associate Membership. Associate membership shall consist of any person or corporation that does not qualify as a Regular Member. Associate Members shall not be eligible to vote, hold office or serve on the Board of Directors or on Standing Committees of the corporation.

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 on dates set by the Board of Directors, and are delinquent January 31. Members failing to pay dues by April 1 shall be dropped.

Section 3. Resignation. A Member may resign from membership in the corporation 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 corporation to the maximum extent required by Section 14-3-1602 of the Code of Georgia, upon making a written request five business days before the date of inspection.

ARTICLE III - MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of Members shall be held in the Spring of each year for the purpose of electing Officers and Directors of the corporation 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 corporation. Officers and chairpersons of standing and ad hoc 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 five or more Directors, 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 corporation, 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 corporation. 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 majority of the Regular Members registered as in attendance at a duly called meeting shall constitute a quorum.

Section 6. Voting. Each Regular Member 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 at the meeting. 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. An alphabetical list of the names and addresses of the Members entitled to notice shall be prepared and made available for inspection by any Member.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation 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, of the policies approved by the corporation. All new business and policy of the corporation shall be considered and shaped first by the Board for presentation to the Members at a regular or special meeting of the Members of the corporation.

B. It shall authorize all expenditures and shall not create any indebtedness beyond the current income of the corporation, nor authorize disbursement of corporation funds for purposes inconsistent with the business and policy authorized by the Regular Members. It shall also establish an annual contingency budget item not to exceed \$2,000, to be administered by the majority consent of the Executive Committee for the purposes consistent with the business and policies of the corporation. A report will be made to the membership on the expenditures from this account.

C. It shall have the books, accounts and operations of the corporation 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 corporation by any officer, committee or Member of the corporation.

D. It shall have power to modify, override or rescind the action of any officer of the corporation.

E. It shall appoint a bank or banks for the deposit of the funds of the corporation.

F. It shall appoint the surety for the bonding of any officer of the corporation.

G. It shall submit matters of new business and policy to the respective standing or special committees for study and recommendation to the Board.

Section 2. Number, Term and Qualification. The number of Directors of the corporation shall be not less than twelve (12) nor more than twenty-five (25). The Members at any annual meeting may by resolution fix the number of Directors to be elected at the meeting; but in the absence of such resolution, the number of Directors elected at the meeting plus the number of Directors continuing in office shall constitute the number of Directors of the corporation until the next annual meeting of Members unless the number is changed by action of the Members or Directors. The Directors shall include the current officers of the corporation, all Past Presidents of the corporation who are Regular Members, and nine elected Directors

representing the North, Central and South geographical areas of Lake Burton (the “Elected Directors”). The nominating committee will be instructed to be sensitive to the needs of the membership. No elected Director shall succeed himself (or herself) unless filling an unexpired term, is elected as an officer, or has been off of the Board for at least one year.

The Elected Directors shall be divided into three classes, ending in staggered years, elected to serve for terms of three years and 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 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 a Director during the Director’s elected term of office, the Director’s successor shall be elected to serve only until the expiration of the term of the Director’s predecessor. Directors need not be residents of the State of Georgia.

The Past Presidents shall have a total of three votes at a meeting of the Board, regardless of the number of Past Presidents present at the meeting.

Section 3. Election of Directors. Elected Directors may 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 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.

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. If a Director is removed, a new Director may be elected to fill the vacancy at the same meeting.

Section 6. Vacancies. A vacancy occurring in the Board, except Past Presidents, shall be filled by a majority of the remaining Directors (but not less than two) at any regular meeting or special meeting of the Board or may be filled by the Members. The President shall nominate an interested Regular Member for the position.

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 five or more Directors.

Section 3. Place of Meetings. Meetings of the Board may be held at the principal office of the corporation 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 person or persons calling a meeting for which notice is required shall give 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 shall indicate disinterest and automatically create a vacancy in that position. Absences must be approved by the Secretary or President. Past Presidents do not have attendance requirements. 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 Officers of the corporation 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 corporation during intervals between

meetings. The Executive Committee shall report to the Board of Directors on action taken by the Committee.

Section 2. Nominating Committee. The Nominating Committee shall be chaired by the President and consist of four other members to be selected by the Board. The Nominating Committee shall seek input from Officers, Directors, and Members, regarding qualified nominees, by May of each year. The Committee's final selection should be presented to the Board for their approval, and presented to the membership for their approval 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. Standing or Other Committees. Standing Committees having two or more members may be designated by a resolution adopted by a majority vote of the Directors 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.

Other committees may be appointed by the President annually for stated purposes and terms of one year or less.

Section 4. Committee Authority. No Committee or Officer of the corporation (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 corporation's assets;
- (C) Elect, appoint or remove directors, or fill vacancies on the Board of Directors or on any of its committees, or
- (D) Adopt, amend, or repeal the Articles of Incorporation or bylaws.
- (E) Engage Attorneys, file lawsuits or undertake other legal action on behalf of the corporation, or instruct the attorneys there under, without a two-thirds (2/3) majority advance approval of the Board of Directors of the corporation; however, a simple majority of the Board of Directors of the corporation may take action to stop any legal action undertaken by the corporation.

ARTICLE VII - OFFICERS

Section 1. Titles. The Officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer and the Immediate Past President. The Members may also elect one or more additional Vice Presidents, Assistant Secretaries and/or Assistant Treasurers, and such other officers 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. 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 corporation 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 offices has been duly given. Each Officer shall hold office until a successor is elected and qualifies. Officers of the Corporation shall be elected and take office biennially, in even numbered years, with the exception of the Secretary and the Treasurer who shall be elected biennially in odd numbered years. 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. Voting by proxy for Officers shall not be allowed at any time. The candidate receiving the highest number of votes shall be elected.

The term of the President may be extended by the Board for a period of no more than one year if the Board deems it appropriate due to ongoing litigation or other significant matters on behalf of the Corporation.

Section 3. Removal. 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 corporation 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 corporation. 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 immediately and new offices may be created and filled by the Board.

Section 6. President. The President shall be the chief executive officer of the corporation and, subject to the control of the Board, shall supervise and control the management of the corporation 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 corporation, 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 Presidents. The Vice Presidents 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 Presidents shall have such other powers and perform such other duties as may be assigned by 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. Pay out moneys in payment of obligations of the corporation pursuant to authority given by the Board. All checks and vouchers shall be signed by the Treasurer or President and counter-signed by one other officer, as determined by the Board.

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

D. Keep a minimum balance of \$1,000 in the corporation's bank account at all times.

E. 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.

F. Give bond for the faithful discharge of this office in such sum and with such surety as determined by the Board. The corporation 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 corporation, 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 corporate 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. The Immediate Past President, and all other past presidents, shall officially greet Members at general meetings.

ARTICLE VIII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. General Policy. It shall be the policy of the corporation 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 corporation, 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 to the corporation.

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

ARTICLE IX - GENERAL PROVISIONS

Section 1. Seal. The seal of the corporation shall bear the name of the corporation 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 signed by the President or Treasurer and countersigned by another officer or other individuals that the Board may from time to time designate.

The Association may maintain a single signature imprest checking account in an amount up to \$2,000 for postage and other petty cash purposes to be reimbursed upon the presentation of receipts for disbursements made there from.

Section 4. Bond. The Board may by resolution require any or all officers, agents or employees of the corporation to give bond to the corporation, 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 corporation shall be the period ending on September 30.

Section 6. Conflict of Interest. A Director shall inform the Board of any direct or indirect conflict of interest which the Director has with regard to any transaction contemplated by 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 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 Director may play no part, directly or indirectly, in the deliberations or vote of the Board. When a 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. Provision may be made for employing an Administrative Secretary who shall be appointed by the Officers and need not be from the general membership. The duties of this position 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 corporation 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 corporation

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 corporation in any manner or for any reason whatsoever, the Directors shall, after paying or making provision for payment of all liabilities of the corporation, distribute all of the remaining assets of the corporation as such Directors may determine among one or more organizations which are then organized and operated for exempt purposes and qualified as exempt organizations under Sections 501(c)(3) or 501(c)(4) of the Code or to Federal, state and local governments to be used exclusively for public purposes. The Directors may make other plans for distribution of the remaining assets provided that such distributions are permitted for organizations recognized as exempt under Section 501(c)(4) of the Code.

Section 11. Amendments. These bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the entire Board at any meeting of the Board; and by a majority of the Regular Members present at any 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 at the Association's Annual Meeting on June 19, 2010.

/S/ Becky Callahan
Secretary