

**BYLAWS**

**OF**

**LAKE BURTON CIVIC ASSOCIATION FOUNDATION, INC.**

Adopted March 3, 2000

Amended March 8, 2009

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

<b>ARTICLE I - NAME, OFFICES AND PURPOSES .....</b>	<b>1</b>
Section 1.    Name .....	1
Section 2.    Registered Office and Agent.....	1
Section 3.    Other Offices.....	1
Section 4.    Purposes .....	1
<b>ARTICLE II - BOARD OF DIRECTORS .....</b>	<b>1</b>
Section 1.    General Powers .....	1
Section 2.    Number, Term and Qualification.....	1
Section 3.    Election of Directors .....	2
Section 4.    Removal .....	2
Section 5.    Resignation .....	2
Section 6.    Vacancies .....	2
Section 7.    No Compensation.....	2
<b>ARTICLE III - MEETINGS OF DIRECTORS .....</b>	<b>2</b>
Section 1.    Annual Meeting .....	2
Section 2.    Regular and Special Meetings .....	2
Section 3.    Place of Meetings.....	2
Section 4.    Notice of Meetings.....	3
Section 5.    Quorum .....	3
Section 7.    Conduct of Meetings.....	3
Section 8.    Action Without Meeting .....	3
Section 9.    Meeting by Conference Telephone.....	3
Section 10.   Adjournment .....	3
<b>ARTICLE IV - COMMITTEES.....</b>	<b>4</b>
Section 1.    Executive Committee.....	4
Section 2.    Standing or Other Committees.....	4
Section 3.    Committee Authority .....	4
<b>ARTICLE V - OFFICERS.....</b>	<b>4</b>
Section 1.    Titles .....	4
Section 2.    Election and Term.....	4
Section 3.    Removal .....	4
Section 4.    Resignation .....	5
Section 5.    Vacancies .....	5
Section 6.    President.....	5
Section 7.    Vice President .....	5
Section 8.    Treasurer .....	5
Section 9.    Secretary .....	5
<b>ARTICLE VI - INDEMNIFICATION OF DIRECTORS AND OFFICERS.....</b>	<b>5</b>
Section 1.    General Policy.....	5
Section 2.    Use of Corporate Funds .....	6
<b>ARTICLE VII - GENERAL PROVISIONS .....</b>	<b>6</b>

Section 1.	Seal.....	6
Section 2.	Waiver of Notice.....	6
Section 3.	Checks.....	6
Section 4.	Bond.....	6
Section 5.	Loans.....	6
Section 6.	Fiscal Year .....	6
Section 7.	Conflict of Interest .....	6
Section 8.	Amendments .....	7

**BYLAWS**  
**OF**  
**LAKE BURTON CIVIC ASSOCIATION FOUNDATION, INC.**

**ARTICLE I - NAME, OFFICES AND PURPOSES**

Section 1.     Name.     The name of the corporation is Lake Burton Civic Association Foundation, Inc., (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.     Purposes.     The purposes for which the Corporation is organized (as stated in the Articles of Incorporation) are to operate exclusively for religious, charitable, educational, literary, and scientific purposes (“exempt purposes”) within the meaning of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws (the “Code”), for the benefit of, to perform the functions of, or to carry out the purposes of the Lake Burton Civic Association, Inc. (the “Association”) within the meaning of Section 509(a)(3) of the Code.

**ARTICLE II - BOARD OF DIRECTORS**

Section 1.     General Powers.     The property and business of the Corporation shall be managed by the Board of Directors in accordance with the provisions of applicable law, the Articles of Incorporation and these bylaws.

Section 2.     Number, Term and Qualification.     The number of Directors of the Corporation shall be not less than three, nor more than eight, and shall include officers of the Corporation. The Board of Directors of the Association (the “Association Board”) shall elect the Directors of the Corporation who shall be regular members of the Association. The number of Directors elected at an annual meeting of the Association Board plus the number of Directors continuing in office shall constitute the number of Directors of the Corporation until the next annual meeting of the Association Board unless the number is changed by action of the Association.

The Directors shall be divided into two classes of staggered terms, as nearly equal in number as may be, and elected to serve for terms of two years, and until their successors shall be elected

and shall qualify. In the event of the death, resignation, retirement, removal or disqualification of a Director during the elected term of office, the Director's successor shall be elected to serve only until the expiration of the term of the predecessor. Directors need not be residents of the State of Georgia.

Section 3. Election of Directors. Directors of the Corporation shall be elected at any annual or special meeting of the Association Board by a vote of a majority of the Association Directors at the time in office.

Section 4. Removal. Directors may be removed from office at any time with or without cause by the Association Board by the vote that would be required to elect a Director to the Board of Directors of the Corporation. If a Director is removed, a new Director may be elected to fill the vacancy at the same meeting.

Section 5. Resignation. A Director may resign at any time by communicating such resignation to the Association Board or to the President or Secretary of the Association. The resignation is effective when communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.

Section 6. Vacancies. A vacancy occurring in the Board of Directors may be filled by vote of the Association Board at any regular meeting or special meeting of the Association Board.

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

### **ARTICLE III - MEETINGS OF DIRECTORS**

Section 1. Annual Meeting. The annual meeting of the Board of Directors shall be held each year on a date to be set by the Board of Directors, for the transaction of such business as may be properly brought before the meeting. If the annual meeting is not held as 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. Regular and Special Meetings. Regular meetings of the Board of Directors, if deemed necessary, may be held on a schedule to be established by the Board of Directors. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors.

Section 3. Place of Meetings. Meetings of the Board of Directors 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 by mail at least five days before the meeting, or by telephone, telefax, electronic mail or in person at least two days before the meeting. Unless otherwise indicated in the notice, any and all business may be transacted at a meeting of the Board of Directors and the notice need not specify the purpose of the meeting. 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. Quorum. At all meetings of the Board of Directors, the presence of one-third of the number of Directors in office immediately before the meeting begin, but in any event not less than two Directors, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present at any meeting may adjourn the meeting from time to time until a quorum is obtained.

Section 6. Voting. 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 of Directors.

Section 7. Conduct of Meetings. The President, or in the President's absence the Vice President, shall preside at meetings of the Board of Directors. The Secretary of the Corporation, or in the Secretary's absence any person appointed by the presiding officer, shall act as Secretary for meetings of the Board of Directors.

Section 8. Action Without Meeting. Action taken by a majority of the Directors or members of a committee without a meeting is nevertheless Board or committee action if written or email consent to the action in question is agreed by a majority of the Directors or members of the committee as the case may be, and filed with the minutes of the proceedings of the Board or committee, whether done before or after the action is taken.

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 the meeting and consequently shall be counted toward the regular quorum and in any vote.

Section 10. Adjournment. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors, with at least five days' notice by first class mail, or at least two days' notice by telephone, telefax, electronic mail or personal delivery.

## ARTICLE IV - COMMITTEES

Section 1. Executive Committee. The officers of the corporation shall be the members of the 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 keep minutes of its proceedings and shall report to the Board of Directors on action taken.

Section 2. Standing or Other Committees. Standing or other committees having one or more Directors may be designated by a resolution adopted by a majority of the number of Directors then in office. 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.

Section 3. Committee Authority. No committees of the Board (including the Executive Committee) shall be authorized to take the following actions-pursuant to Section 14-3-825(e) of the Georgia Code:

- (A) Authorize distributions to or for the benefit of the Directors or officers;
- (B) 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.

## ARTICLE V - OFFICERS

Section 1. Titles. The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer and any additional officers as may be elected by the Association Board. Except as otherwise provided in these bylaws, the officers shall have the authority and perform the duties as from time to time may be prescribed by the Board of Directors. 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. Officers of the corporation shall be elected for a term of two years (from members of the Association Board) by the Association Board and shall hold office until a successor is elected and qualifies. Officers may serve successive terms.

Section 3. Removal. Any officer or agent elected or appointed by the Board may be removed at any time by the Association Board with or without cause.

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 may be filled by the Association Board..

Section 6. President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall supervise and control the management of the corporation in accordance with these bylaws. The President shall preside at meetings of the Board of Directors. The President shall 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 of Directors 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 of Directors from time to time.

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

Section 8. Treasurer. The Treasurer shall have custody of all funds and securities belonging to the Corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors; 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 of Directors.

Section 9. Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors and 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 of Directors.

## **ARTICLE VI - 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 1 of this Article shall be deemed a proper expense of the corporation.

## **ARTICLE VII - 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. All checks, drafts or orders for the payment of money shall be signed by two officers or other individuals that the Board of Directors may from time to time designate.

Section 4.     Bond. The Association 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.     Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6.     Fiscal Year. The fiscal year of the Corporation shall be the twelve month period ending September 30 of each year.

Section 7.     Conflict of Interest. A Director shall inform the Board of Directors of any direct or indirect conflict of interest which the Director has with regard to any transaction contemplated by the Board of Directors (a “conflicting interest”). A conflicting interest shall

exist in Board actions including, but not 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 of Directors. When a Director does not vote because of a conflicting interest, the quorum of the Board shall be majority of the qualified Directors (but not less than two). "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 8. 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 of Directors at any meeting of the Board, and by the affirmative vote of a majority of the Association Board 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. Such notice may be waived as provided in these bylaws.

THIS IS TO CERTIFY that the above bylaws of Lake Burton Civic Association Foundation, Inc. were duly adopted by the Board of Directors of the Corporation and Board of Directors of the Association effective as of March 8, 2009.

This is the 8 th day of March, 2009.

/S/ Becky Callahan  
Secretary