

BRAELINN ELEMENTARY SCHOOL PARENT TEACHER ORGANIZATION, 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 BRAELINN ELEMENTARY SCHOOL PARENT TEACHER ORGANIZATION, 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 location of the initial registered office of the Corporation is **100 Galleria Parkway, SE, Suite 480, Atlanta, GA 30339**. Such an office shall be continuously maintained in the State of Georgia for the life of the Corporation. The Board may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the Secretary of State.

1.3. Business Offices Authorized. The principal place of business of the Corporation is in Fayette County and will be located at **975 Robinson Road, Peachtree City, GA 30269**. In addition, the Corporation may maintain other offices either within or without the State of Georgia as its business requires.

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.

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. The “record date” for:

- (1) a demand of members to call a meeting of the membership 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 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. Although the designation of a usual meeting date, time or location is reserved to the membership Board of Directors of the Corporation, the board of directors may determine a different location for a particular meeting as circumstances warrant.

3.2. Quorum at Meetings. The presence of two (2) times the number of Board members plus 1 and entitled to vote constitutes a quorum for the transaction of business at meetings of the Corporation for items contained in the noticed meeting agenda. 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.

3.3. Corporation Committees. Standing or temporary committees of the Corporation may be created by action of the board of directors, the membership of the Corporation, or both. 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. Each committee will report regularly to the board of directors and to the membership of the Corporation at meetings, or through the official newsletter of the Corporation, and make any recommendation to the board of directors and the membership as it determines to be appropriate. The chair and membership of each committee serve at the pleasure of the appointing authority. All Committee Chairs should be given Committee Chair responsibilities and Money Handling Procedures. These responsibilities should take place at or near the beginning of each calendar year and a Committee Chair Sign-Off Form should be completed. Committee Chairpersons are responsible for adhering to the budget passed by the membership at or near the beginning of that calendar year. Each standing committee is to be established by the inclusion of its name, charge and appointing authority in the following paragraphs of this section, and adopted in accordance with Section 7.2 of these bylaws:

(1) Standing Committees.

- (a) Bingo Committee
- (b) Book Fair Committee
- (c) Café Team Committee
- (d) Career Fair Committee

- (e) Commitment Programs Committee
- (f) Cultural Arts Committee
- (g) Courtyard and Landscape Committee
- (h) Fifth Grade Graduation Committee
- (i) Lead Room Parent Committee
- (j) Movie Night Committee
- (k) Coffee, Supplies and Treats Committee Tissues and treats Committee
- (l) Santa Shoppe Committee
- (m) School Directory Committee
- (n) School Supply Kits Committee
- (o) School Spirit Nights Committee
- (p) Spirit Wear Committee
- (q) Spring Fling Committee
- (r) Staff Appreciation Committee
- (s) Teacher Appreciation Week Committee
- (t) Vision Screening Committee
- (u) Work Room Committee

(2) **Nominations Committee.** This Committee will discharge the responsibilities delegated to it under Title 4 of these bylaws. The board of directors is the appointing authority of this committee, which shall consist of five (5) members. This committee is appointed annually by the board.

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

(3) **Disbanding of Committee**– Any Committee may be disbanded if, in the sole discretion of the Board of Directors, such Committee is no longer viable or fails to serve a purpose befitting the Corporation. A Committee may be disbanded by vote of a majority of the Board.

(4) **Disbanding of Committee Chair or Member** - Any Committee Chair or member may be removed if, in the sole discretion of the Board of Directors, such Committee Chair or member has willfully or negligently failed to disclose a conflict of interest with the Corporation, or has otherwise acted in any manner contrary to such Committee Chair or member’s obligations to the Corporation. A Committee Chair or Member may be

suspended or removed from office with or without cause by vote of a majority of the Board.

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 collectively or to a member of the board 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 at least three (3) persons elected for an annual term beginning each year on July 1 and ending on June 30 and until their respective successors are elected and installed. Each director is elected by the membership 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 Title or elsewhere in these bylaws, and the following:

(1) The six positions in the board of directors are designated as (a) the President, (b) the Vice President, (c) the Recording Secretary, (d) the Corresponding Secretary (e) the Treasurer, and (f) the Assistant Treasurer.

(2) The Nominations Committee will compile nominations for each position on the board 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. 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, or has elected one nomination, if proposed for more than one office. Executive board positions may be shared, thus expanding the size of the executive board.

(3) The Vice-President shall appoint a Chairman of the Nominating Committee. The Chairman shall appoint an additional 4 members from the Corporation’s general membership (non Board members). The nominating committee must be composed of one representative from Kindergarten, 1st, 2nd, 3rd, and 4th grade parent. Nominations for Board positions shall be solicited no later than the March General Meeting. Nominations may be made by any Corporation member and shall be submitted utilizing an online platform administered through the Corporation’s website or by submitting a completed nomination form. Once a name has been submitted for nomination the members of the nominating committee must reach out to the nominee, inform them of the nomination, direct them to the bylaws and confirm they are willing and able to fulfill the required duties. The Chairman of the nominating committee shall prepare a ballot of candidates which shall

be posted to the Corporation website not later than one week prior to the April General Meeting. It is preferred but not required that the list of candidates be included in the weekly school announcements.

(4) The election shall be held during the April General Meeting.

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 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 during each calendar year, during the calendar month before the month of the normally scheduled date of the regular and annual meetings of the Corporation under Section 3.3, and may call other regular meetings of the board of directors, or special meetings of the board of directors, at the call of (a) the President, (b) the Vice President, or (c) any two directors. Following their election, but prior to the July 1 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, permit the new board to organize its affairs, and establish a fixed meeting schedule as to the regular board 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, 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 on 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 three (3) members. No proxy votes may be used.

4.6. Use of Contemporaneous Communications Systems for Board 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, constitute a quorum of the board 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 is authorized to consider and make recommendations on any matter action 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.

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 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, 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) Whenever a vacancy occurs, or will occur, on the board of directors then that vacancy is to be filled by vote of the board of directors, unless three or fewer directors remain, in which case, the expedited procedure in Section 4.8 will be implemented by the Nominations Committee.

(2) If any director-elect declines election, or fails to assume the responsibilities of director, that position is considered vacant as of the July 1 of the year the term begins and is filled under paragraph (1) of this Section.

4.10. Documented Consent Action by Board. 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. Each director of the Corporation who is elected to the board of directors 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.

(2) The Vice President 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. In addition, the Vice President oversees the operations of the Corporation committees and reports on those matters determined to be appropriate to the board of directors and the membership of the Corporation.

(3) The Secretary shall maintain and provide 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; record the minutes of all proceedings of the board of directors and of the membership of the Corporation; maintain a current roster of the membership of the Corporation; maintain the eligible member list for each record date as required under the Code and Section 1.6 of these Bylaws, and report 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 (inclusive of appropriate tax forms and Profit and Loss Statements) and financial statement of the Corporation for the annual meeting of the membership of the Corporation (which must be prepared by a certified public accountant); 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) Any expenditure, totaling less than three thousand dollars (\$3,000.00) of Corporation funds, shall only be approved by the board of the Corporation.

(2) Any expenditure, totaling three thousand dollars (\$3,000.00) or more of the Corporation funds, may not be made unless approved by the membership of the Corporation, or unless the expenditure is part of an ongoing project approved by the membership of the Corporation.

(3) No other expenditure may be made unless approved by the board of directors or the membership.

(4) The signatory on any bank account and the depository institution for that account is established by the board of directors by an appropriate resolution. Any check over \$1,000.00 must have a minimum of two (2) co-signors.

(5) 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.

(6) The Corporation's fiscal year is July 1 through June 30. All appropriate tax filings must be made by applicable deadlines

4.13. Limitation on Service. No person may simultaneously hold more than one major position in the Corporation other than Board members may also be committee chairs.

4.14. Board 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, but who have served as directors within the past two years may also be designated to serve on a board committee. Board committees may not exercise the authority of the board of directors when prohibited by the Code.

TITLE 5

CODE PROVISIONS INCORPORATED

5.1. Indemnification.

A. Authority to Indemnify. 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.

The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of *nolo contendere* or its equivalent is not, of itself, determinative that the director did not meet the

standard of conduct described in this section. The corporation may not indemnify a director under this section in connection with a proceeding by or in the right of the corporation, except for reasonable expenses, including counsel fees, incurred in connection with the proceeding if it is determined that the director has met the relevant standard of conduct under this section, or in connection with any other proceeding with respect to conduct for which the director was adjudged liable on the basis that a personal benefit was improperly received by him or her, whether or not involving action in his or her official capacity as a director of the corporation.

B. 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.

C. 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 described in paragraph A of this Section 5.1 (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 (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.

D. Court-Ordered Indemnification or Advance for Expenses. A director 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 a director may apply for indemnification or advance for expenses (including counsel fees) to the court conducting the proceeding or to another court of competent jurisdiction. After receipt of the application and after giving any notice it considers necessary, the court shall order indemnification or advance for expenses if it determines:

- (1) that the director is entitled to indemnification under this Section 5.1, or
- (2) in view of all of the relevant circumstances, that it is fair and reasonable to indemnify or advance expenses to the director, even if the director has not met the relevant standard of conduct in paragraph A of this Section 5.1, or failed to comply with the procedure in paragraph C of this Section 5.1, or was adjudged liable in a proceeding by or in the right of the corporation, except for reasonable expenses; including counsel fees, incurred in connection with the proceeding if it is determined that the director has met the relevant standard of conduct under this section, or in connection with any other proceeding with respect to conduct for which the director was adjudged liable on the basis that a personal benefit was improperly received by him or her, whether or not involving action in his or her official capacity as a director of the corporation.

If the court determines that the director is entitled to indemnification or advance for expenses, it may also order the corporation to pay the director's reasonable expenses, including counsel fees, to obtain court ordered indemnification or advance for expenses.

E. Procedure for Determination. The corporation may not indemnify a director under Paragraph A of this Section 5.1 unless authorized under the terms of Paragraph A of this Section 5.1, and a determination has been made for a specific proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal), that indemnification of the director is permissible in the circumstances because the director has met the relevant standard of conduct set forth in Paragraph A of this Section 5.1. The determination shall be made:

- (1) If there were two or more disinterested directors, by the board of 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);
- (2) By special legal counsel selected in the manner described in paragraph (1) of this subparagraph or, if there are fewer than two disinterested directors selected by the board of directors (in which selection directors who do not qualify as disinterested directors may participate); or
- (3) By the members, but a director who at the time does not qualify as a disinterested director may not vote on the determination.

Authorization of indemnification or of an obligation to indemnify and the evaluation as to the reasonableness of expenses, including counsel fees, shall be made in the same manner as the determination that indemnification is permissible, except that if there are fewer than two disinterested directors or if the determination is made by special legal counsel, the authorization of indemnification and the evaluation as to the reasonableness of expenses shall be made by those directors who could select special legal counsel (when there are fewer than two disinterested directors) under subparagraph (2) of this section.

F. Authorization of Indemnification Exceeding Statutory Levels. This section authorizes the corporation to indemnify or obligate itself to indemnify a director made 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), including a proceeding brought by or in the right of the corporation, without regard to the limitations contained

in Part 5 of Article 8 of the Georgia Nonprofit Corporation Code, or of other provisions of this Section 5.1, but the shares owned or voted under the control of a director who at the time does not qualify as a disinterested director with respect to any existing or threatened proceeding that would be covered by the authorization may not be voted with respect to the authorization. The corporation shall not indemnify a director under this section for any liability incurred in a proceeding in which the director is adjudged liable to the corporation or is subjected to injunctive relief in favor of the corporation for:

- (1) any appropriation, in violation of the director's duties, of any business opportunity of the corporation,
- (2) acts or omissions which involve intentional misconduct or a knowing violation of law,
- (3) the types of liability respecting improper corporate distributions under O.C.G.A. § 14-3-831, or
- (4) any transaction from which the director received an improper personal benefit.

Before the corporation may advance or reimburse expenses of a director prior to the final disposition of a proceeding, as approved or authorized under this section, the director is to furnish to the corporation a written affirmation of his or her good faith belief that his or her conduct does not constitute behavior described in the preceding sentence of this section and furnishes to the corporation a written undertaking, executed personally or on his or her behalf, to repay any funds advanced if it is ultimately determined that the director is not entitled to indemnification under this section.

G. Indemnification or Advance of Expenses for Officer of Corporation; Indemnification or Advance of Expenses for Employees and Agents.

- (1) The corporation may indemnify and advance expenses under this Section 5.1 to an officer of the corporation who is a party to a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitral, or investigative, and whether formal or informal), because he or she is an officer of the corporation to the same extent as a director, as provided in this Article. If an officer of the corporation is not a director, or although the officer is also a director, because the sole basis on which he or she is made a party to the proceeding is an act or omission solely as an officer, the corporation may indemnify or advance expenses to such further extent permitted by the laws of Georgia, except for liability arising out of conduct that constitutes:
 - (a) appropriation, in violation of his or her duties as an officer, of any business opportunity of the corporation,
 - (b) acts or omissions which involve intentional misconduct or a knowing violation of law,
 - (c) the types of liability for improper corporate distributions (as specified in O.C.G.A. § 14-3-831), or
 - (d) the receipt of an improper personal benefit.

An officer of the corporation who is not a director is entitled to mandatory indemnification under paragraph B of this Section 5.1, may apply to a court for indemnification or advances for expenses

under paragraph (D) of this Section 5.1 to the same extent to which a director may be entitled to indemnification for advances for expenses.

(2) The corporation shall indemnify and advance expenses to an employee or agent of the corporation who is not a director to the fullest possible extent, consistent with public policy and to the fullest extent permitted by the laws of Georgia. The procedures for such indemnification or advance shall be consistent with those for directors or officers of the corporation.

H. Insurance. The corporation must 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.

I. 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. Further, except to the extent limited in Paragraph G of this Section 5.1, this Section 5.1 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.

J. 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 a 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 paragraph (G) of 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 or the membership may adopt any needful rules or regulation necessary to implement these provisions.

TITLE 6

AMENDMENTS

6.1. Amendments to Articles of Incorporation. Any change in the articles of incorporation of the Corporation is not adopted unless the following has occurred:

(1) Each proposal is submitted to the board of directors for a recommendation to the membership of the Corporation as to whether the proposal should be adopted, be adopted with amendments, or be rejected, and the board's reasons for their recommendation. If due to a conflict of interest of a member of the board, or some other special circumstance, there is no recommendation, the board shall transmit the proposal to the membership with no

recommendation and state the reason no recommendation is made. The board may condition its recommendation with any reasonable stipulations it deems appropriate.

(2) Proposals may be initiated by a vote of the board of directors, or by any two members of the Corporation.

(3) The recommendation of the board concerning the proposal will be sent, along with the text of their proposal, to the membership of the Corporation either with the notice of the meeting at which the proposal is to be presented, as appropriate under these bylaws.

(4) When the proposal is presented for consideration at a meeting of the membership of the Corporation, it is open to any amendments or other action as the membership approves, without limitation.

(5) No proposal to change the articles of incorporation is adopted unless either (a) two-thirds of the members affirmatively voting, with a quorum present at a meeting, or (b) in the alternative, a majority of the total number of eligible members affirmatively voting, whichever is less, approve the proposal.

(6) Once adopted, no change is effective until it is filed with the Georgia Secretary of State as required by the Code.

6.2. Amendments to Bylaws. Any change in these bylaws is not adopted unless the following has occurred:

(1) Each proposal is submitted to the board of directors for a recommendation to the membership of the Corporation as to whether the proposal should be adopted, be adopted with amendments, or be rejected, and the board's reasons for their recommendation. If due to a conflict of interest of a member of the board, or some other special circumstance, there is no recommendation, the board shall transmit the proposal to the membership with no recommendation and state the reason no recommendation is made. The board may condition its recommendation with any reasonable stipulations it deems appropriate. However, the membership may waive this provision when a proposal is offered concerning Section 4.12 of these bylaws.

(2) Proposals may be initiated by a vote of the board of directors, or by any two members of the Corporation.

(3) The recommendation of the board concerning the proposal will be sent, along with the text of their proposal, to the membership of the Corporation either with the notice of the meeting at which the proposal, is to be presented, or with the-mail ballot concerning the proposal, as appropriate under these bylaws. However, the membership may waive this provision when a proposal is offered concerning Sections 4.12 of these bylaws.

(4) When the proposal is presented for consideration at a meeting of the membership of the Corporation, it is open to such amendments or action as the membership approves.

(5) No proposal to change these bylaws is adopted unless a majority of the members voting, vote affirmatively to approve the proposal either with a quorum present at a meeting, or with a quorum of ballots when voted upon by mail. No proposal to change these bylaws is adopted unless a two-thirds majority approve the proposal.

(6) Once adopted, any change to these bylaws is immediately effective, unless some later date is designated in the proposal.

ADOPTION OF BYLAWS

Adopted by the Executive Board by resolution and vote of 3 to 0.

Board Members Approving:

Cameron Schwieger, Board Member Dated _____, 2019

Andree Shedd, Board Member Dated _____, 2019

Rachel Hossenlopp, Board Member Dated _____, 2019