

**BYLAWS
OF
BRASELTON ARTS COUNCIL, INC.**
(a Georgia nonprofit corporation)

ARTICLE I
NAME, PRINCIPAL OFFICE AND PURPOSE

Section 1. *Name.* The name of this nonprofit corporation shall be “Braselton Arts Council, Inc. (the “Corporation”).

Section 2. *Registered Office and Agent.* The registered office of the Corporation shall be located at 4982 Hwy 53, Braselton, Georgia 30517 (Jackson County) and the registered agent shall be Jennifer Scott.

Section 3. *Purposes.* The purpose of the Corporation is to promote, coordinate and support the arts within the Town of Braselton and for such other charitable and recreational purposes as will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(3), including for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Code.

The Corporation shall be permitted to acquire and administer funds and property, which, after payment of necessary expenses, shall be devoted to the goals and purposes of the Corporation expressed herein.

The Corporation shall be funded substantially by support from public contributions. Upon the dissolution of the Corporation, the assets shall be distributed and dedicated for one or more exempt purposes within the meaning of section 501(c)(3) of the IRS Code, or the corresponding section of any future federal tax code, or shall be distributed to the Federal, State, or local government for a public purpose.

The Corporation shall have a separate and distinct checking account and accounting system, open for public inspection. No single individual will be the sole beneficiary of any programs or solicitation of funds.

Section 4. *Tax Exempt Status.* The Corporation shall be operated exclusively for business league purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future U.S. internal revenue law (the “Code”). In furtherance of these purposes, the Corporation shall act, and shall take such actions to ensure compliance with its tax-exempt status under the Code. The Corporation is not organized and shall not be operated for profit or organized to engage in any activity ordinarily carried on for profit. No part of the property or the net earnings of the Corporation shall inure to the benefit or be distributable to any of its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth herein. The Corporation shall be primarily

supported by membership dues and other income from activities substantially related to business league purposes under Section 501(c)(6) of the Code. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted by a corporation exempt from Federal income tax under Section 501(c)(6) of the Code.

ARTICLE II BOARD OF DIRECTORS

Section 1. *General Powers.* The property, affairs, and business of the Corporation shall be managed and directed by its Board of Directors, which shall be comprised of seven (7) members and two alternates. Each official comprising the Mayor and Town Council shall appoint one director. The remaining two “at-large” directors and alternates shall be appointed by a majority vote of a quorum of Mayor and Council upon the recommendation of the Town Manager after submittal of interest/qualifications. Terms for each of the five appointed directors (“non at-large”) shall be two (2) year terms appointed in February of even numbered years. Provided, however, a non at-large appointed member may be removed at any time by the respective elected official with or without cause. The remaining two at-large directors and two alternates shall be appointed for four (4) year terms.

A director may resign at any time or be removed, with or without cause, by a two-thirds vote of the Board of Directors then in office. The Board of Directors shall set policy, appoint officers not elected by the membership, and perform its duties as set forth herein.

Section 2. *Term, Vacancies.* In the event of the removal, resignation or other vacancy of a director, an alternate, chosen by two-thirds vote of the Board of Directors, shall serve until a successor is named and appointed.

Section 3. *Location and Conduct of Meetings and Minutes.* The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Georgia. The minutes of any meeting shall be taken by the Secretary and be available to the Membership.

Section 4. *Meetings.* Regular meetings of the Board of Directors may be held at such time and at such place as may be determined by the Board of Directors. Special meetings of the Board of Directors may be called by the President or by any two members of the Board of Directors. Notice of the time and place of all such meetings shall be given to each member of the Board of Directors by telephone, mail, fax or e-mail, in person or by other reasonable means at least two days before the meeting. Any member of the Board of Directors may execute a waiver of notice either before or after any meeting and shall be deemed to have waived notice if he or she is present at such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be stated in the notice or waiver of notice of such meeting.

Section 5. *Quorum.* At all meetings of the Board of Directors, a majority of directors in office at any time shall constitute a quorum for the transaction of business, and the act of a majority of the voting Directors present at a meeting where there is a quorum present shall be the act of the Board of Directors, except as may be otherwise specifically provided by law, by the Articles of Incorporation, or by these Bylaws. Each director shall have one equal vote.

Section 6. *Committees.* The Board of Directors, by resolution adopted by the majority of the directors, may designate from among the Board of Directors, the alternates and the members of the Corporation one or more committees, each of which shall consist of at least one director. Any such committee, to the extent provided in the resolution, shall provide recommendations for action to be voted upon by the Board of Directors and, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors. The President of the Corporation shall appoint the members and chairperson of such committee with approval of the Board of Directors. Any member thereof may be removed by the President whenever in the President's judgment, the best interest of the Corporation shall be served by such removal. The designation and appointment of any such committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or officer, or any individual director, of any responsibility imposed by law. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided for in the case of original appointments. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the members of the committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. *Consent of Directors.* Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a majority of the Board or committee, as the case may be, consent thereto in writing, setting forth the action so taken, and the writing or writings are filed with the minutes of the proceedings of the Board or committee. Such consent shall have the same force and effect as an affirmative vote of the Board of Directors.

Section 8. *Compensation of Directors.* Directors shall not be entitled to any compensation for their services as Directors or members of any committee of the Board of Directors, except that by resolution of the Board of Directors, a director shall be allowed reimbursement for any reasonable expenses incurred on behalf of the Corporation.

ARTICLE IV OFFICERS

Section 1. *Number and Qualifications of Officers.* The officers of the Corporation shall include a President, a Vice President, a Secretary/Treasurer, and such other positions as created from time to time by the Board of Directors. All officers must be members of the Board of Directors.

Section 2. *Election and Term of Office.* The initial officers and directors to serve until the next annual election of officers shall be designated by the Board of Directors. Thereafter, officers shall be elected by a majority of the Board of Directors present or by proxy at the meeting designated by the Board of Directors for officer elections (the "Election Meeting"). Directors who do not attend the Election Meeting or provide a vote by proxy shall waive their right to vote for officers at the Election Meeting. Each officer shall serve for a term of one year or until their successors are elected.

Section 3. *Duties.* The duties of the officers shall include the following:

(a) *The President* shall be the senior executive officer of the Corporation, who shall have general and active management of the Corporation, see that all orders and resolutions of the Board of Directors are carried into effect. The President and officers designated by the President shall have the power and authority to execute all contracts requiring a seal, under the seal of the Corporation, except where the execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

(b) *The Vice-President* shall assist the President in his/her duties and perform any other duties as needed to carry out the purposes of the Corporation. In the absence of the President, the Vice-President shall exercise the powers of the President

(c) *The Secretary/Treasurer* shall record the minutes of the meetings of the members and of the Board of Directors, see that all notices are duly given in accordance with the provisions of these By-laws, be custodian of the Corporation records, and perform such duties as from time to time may be assigned to him/her by the President or the Board of Directors. They shall keep full and accurate accounts of receipts and disbursements of the Corporation; collect all funds due the Corporation and disburse funds as required to meet the obligations of the Corporation; keep the funds of the Corporation in a separate account to the credit of the Corporation, unless the Board of Directors provides otherwise; and render to the President and the Board of Directors, as requested by them but not less than once a year, regular reports of all transactions and of the financial condition of the Corporation and perform any other duties prescribed under the law. The Treasurer shall perform such duties as from time to time may be assigned to him/her by the President or the Board of Directors.

Section 4. *Compensation of Officers.* Officers shall not be entitled to any compensation for their services as Officers, except that by resolution of the Board of Directors, an officer shall be allowed reimbursement for any reasonable expenses incurred on behalf of the Corporation.

ARTICLE V ELECTIONS

Nominations. The Board of Directors shall accept nominations and elect officers at their first business meeting of the year.

ARTICLE VI VACANCIES

Section 1. *Resignations.* Any director or officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some other time may be fixed in the resignation, and then from that date. If an officer resigns, said officer will be deemed to resign its position on the Board of Directors. The

acceptance of the resignation by the Board of Directors shall not be required to make it effective.

Section 2. *Removal for Cause.* One or more or all officers or directors may be removed for cause by the affirmative vote of the majority of the votes cast by the members entitled to vote for the elections of officers. By a majority vote by the Board of Directors, the duties of one or more officers may be suspended pending a final determination that cause exist for removal.

ARTICLE VII MEETINGS AND NOTICE

Section 1. *Place of Meetings.* Meetings may be held at such place within or without Georgia as the President may from time to time determine, or as may be designated in the notice of the meeting.

Section 2. *Notice.* Written notice shall be given to any member entitled to vote either (a) personally; (b) by sending him a copy thereof through first class mail, electronic mail, telephone, or facsimile transmission, postage prepaid, to the address appearing on the books of the Corporation or supplied to the Corporation for the purpose of notice by such member. A notice shall be deemed to have been given to the member entitled thereto when deposited in the mail, sent by electronic mail, contacted by telephone, or sent by facsimile transmission. Such notice shall specify the place, day and hour of the meeting and in the case of a special meeting or where otherwise required, the general nature of the business to be transacted. Notice must be given within the period described in Article II.

Section 3. *Waiver of Notice.* Any required notice may be waived by the written consent of the member entitled to such notice either before or after the time for giving of notice, and attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE VIII
LIABILITY AND INDEMNIFICATION

Section 1. The members of the Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation.

Section 2. *Actions Against Directors.* The Corporation shall indemnify, to the fullest extent permitted by the Georgia Nonprofit Corporation Code, and if applicable, Section 4941 of the United States Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a director, against liability incurred in the proceeding, if such individual acted in a manner such individual believed in good faith to be or not opposed to the best interests of the Corporation and, in the case of any criminal proceeding, such individual had no reasonable cause to believe such individual's conduct was unlawful. For purposes of this Article, the terms "party", "proceeding", "director" and "liability" shall have the meanings given to them in the provisions of the Georgia Nonprofit Corporation Code which govern the indemnification of directors.

Section 3. *Advance for Expenses of Directors.* The Corporation shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding, in advance of final disposition of the proceeding, if:

(a) The director furnishes the Corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct set forth in Section 2 above; and

(b) The director furnishes the Corporation a written undertaking, executed personally or on the director's behalf, to repay any advances if it is ultimately determined that the director is not entitled to indemnification.

The written undertaking required by paragraph (2) above must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment.

ARTICLE IX
CONFLICT OF INTEREST

1. No director shall engage in any transaction, vote, or activity deemed a conflict of interest and shall immediately disqualify his/herself from any vote or action upon learning of such conflict and disclosing same in writing. For purposes herein, the following shall be deemed to create and be conflicts of interest:
 - a. Outside Interests.
 - i. An Agreement or Transaction between the Corporation and a Director or his/her family member.
 - ii. An Agreement or Transaction between the Corporation and an entity in which a Director or family member has a material financial interest or of which such person is a director, officer, agent, partner, associate, trustee, personal

representative, receiver, guardian, custodian, conservator, or other legal representative.

b. Outside Activities.

- i. A Director competing with the Corporation in the rendering of services or in any other Agreement or Transaction with a third party.
- ii. A Director having a Material Financial Interest in; or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative of, or consultant to; an entity or individual that competes with the Corporation in the provision of services or in any other Agreement or Transaction with a third party.

c. Gifts, Gratuities and Entertainment. A Director accepting gifts, entertainment, or other favors from any individual or entity that:

- i. does or is seeking to do business with, or is a competitor of the Corporation; or
- ii. has received, is receiving, or is seeking to receive a loan or grant, or to secure other financial commitments from the Corporation;
- iii. is a charitable organization;
- iv. under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Director in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value that are not related to any particular transaction or activity of the Corporation.

ARTICLE X.
MISCELLANEOUS

Section 1. *Execution of Instruments.* All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors or President may from time to time designate.

Section 2. *Fiscal Year.* The Fiscal Year of the Corporation shall begin on July 1 and end June 30 of each year, with the initial fiscal year to commence on the date of incorporation.

ARTICLE X
AMENDMENT OF BYLAWS

The Bylaws may be amended, repealed, or altered in whole or in part, and new Bylaws may be adopted, by a majority of the directors entitled to vote at any meeting of the Board of Directors, duly called and at which a quorum is present.

The foregoing Bylaws were duly adopted by the following directors of the Corporation on _____, 2022.

Kalisa Morton-Pierce, Director

Dana Tyus, Director

Stephanie Joedecke, Director

Caryn McGarity, Director

Len Rooks, Director

Chris Crissman, Director

Ralph Brooks, Jr., Director

Sarah Qualls, Alternate

Christopher Finnicum, Alternate