

**SNELLVILLE TOURISM AND TRADE ASSOCIATION, 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 **SNELLVILLE TOURISM AND TRADE ASSOCIATION, INC.** (hereinafter referred to as "STAT"), 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" (or "Code section"). These bylaws are adopted in order to fulfill the objectives of the Corporation as stated in the articles and Code section 301, and to exercise the powers conferred upon the Corporation under Code section 302.

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

**1.3. Business Office(s) Authorized.** Either the board of directors or the membership of the Corporation may establish one or more offices for the conduct of business within this state, whenever circumstances warrant.

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

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

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

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

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

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

## **TITLE 2 MEMBERSHIP**

**2.1. Eligibility for Membership.** Membership in the Corporation is open to any natural person or entity who pays dues.

**2.2. Application and election to Membership.** Any natural person or entity interested in election to membership in the Corporation will submit a completed written application for membership on a form adopted by the board of directors and tender payment of the initial dues as specified in Section 2.5 of these bylaws, to the Corporation. Should the application and fee satisfy the requirements for election to membership in the Corporation, the Corporation will promptly certify the application for election to the Executive Director who will notify the Secretary of the Corporation for entry on the membership roster. Whenever an issue concerning the application for election to membership of any person arises, that application and any other pertinent information is referred to the board of directors for action, subject to further review or direction by the membership of the Corporation.

**2.3. Qualifications to vote in the business of the Corporation.** In order to be qualified to act in the business of the Corporation, each member must (1) be at least eighteen (18) years of age; and (2) have paid the Corporation's annual dues at the level prescribed by the board of directors to be a voting member as specified in section 2.6(3).

**2.4. Good Standing and Active Status.** In order to be an active member in good standing, qualified to act in the business of the Corporation, each regular member, must (1) be at least eighteen (18) years of age; and (2) have paid the Corporation's annual fee to the Corporation. Annual fees are due on the one-year anniversary of the certification of application to membership of the member (Renewal Date) Payment of annual fees are considered timely if made within 30 days of the Renewal Date. Only active members at the membership level prescribed in Section 2.5 in good standing 30 days prior to any membership vote have the right to vote, each member having one (1) vote.

## **2.5. Suspension from Active Status; Termination.**

(1) Any membership whose annual dues payment is not received to the Corporation 30 days after the Renewal Date is to be considered suspended from active status without further notice and not in good standing until the annual fees in arrears are paid to the Corporation. If payment is not made by 90 days after the renewal date, that particular membership will be automatically terminated by the Secretary, and the member(s) stricken from the membership roster without further notice. Any member who has been either suspended or terminated has no voting rights, and remains obligated to the Corporation for any charges, assessments, dues fees or amount that is outstanding as of the date the membership is suspended or terminated.

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

## **2.6. Dues Assessment and Membership Voting.**

(1) The initial dues paid with the application for election to membership are to be determined by the Board of Directors on an annual basis.

(2) The annual dues paid by each membership after the year that membership is elected is to be determined by the Board of Directors on an annual basis.

(3) The membership level required to be a membership qualified to vote as specified in section 2.3 is to be determined by the Board of Directors on an annual basis.

**2.7. Resignation from Membership.** Any member of the Corporation may resign their membership in the Corporation by a written notice to the Secretary, with no refund, rebate, or rescission of dues or fees.

Any member who resigns his membership remains obligated to the Corporation for any charges, assessments, dues fees or amount that is outstanding as of the date the member resigned.

**2.8. Honorary Lifetime Membership.** The membership of the Corporation may elect any person, who in their collective judgment is worthy of the honor, to honorary lifetime membership in the Corporation. Honorary lifetime members have all rights and privileges of membership other than the

right to vote, and no dues, fees or other assessment is to be imposed on them by the Corporation. A motion to elect an honorary lifetime member may be made by any active member in good standing without prior notice at any meeting of the Corporation once quorum is established at that meeting.

### **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 of the Corporation, the board of directors or the membership may determine a different location for a particular meeting as circumstances warrant.

**3.2. Annual Meeting; Date.** The annual meeting of the Corporation shall be held on the date and at the time and place established by the board of directors. Any matter relating to the affairs of the Corporation, whether or not stated in any notice of the annual meeting, may be brought up for action by the membership, except for any matter for which prior notice is required by the articles of incorporation, these bylaws, or the Code. As required by the Code, the membership is to receive reports from the President concerning the activities of the Corporation, and from the Treasurer concerning the financial condition of the Corporation.

**3.3. Regular Meetings; Date.** Regular meetings of the Corporation are held two times a year, in conjunction with regularly scheduled meeting of the Snellville Commerce Club. Sufficient prior written or electronic notice under Section 3.5 of these Bylaws, will be provided to all members in good standing of the ~~changed~~ meeting dates. Any matter relating to the affairs of the Corporation, whether or not stated in any notice of the regular meeting, may be brought up for action by the membership, except for any matter for which prior notice is required by the articles of incorporation, these bylaws, or the Code.

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

**3.5. Notice of Meetings.** The Secretary will give notice of the time, date, and location of each meeting of the membership of the Corporation not less than three (3) or greater than sixty (60) days before the scheduled meeting date. Normally, the notice is to be sent by electronic mail or U.S. Mail to

the email or mailing address of each member in good standing as reflected in the Corporation's membership roster. Valid notice may be made through the official newsletter of the Corporation, at least three days prior to the scheduled meeting date if sent electronically, at least ten days prior to the scheduled meeting date if mailed first class, or thirty days prior to the scheduled meeting date if

transmitted by any other means. Any notice sent by electronic mail or mailed first class shall be considered effective upon dispatch. Any notice transmitted by any other means shall be considered effective when it is received. In emergencies where the stated days' notice cannot be given, notice may be made by any reasonable means if made to all members in good standing as directed by the board of directors. A notice of an annual, special, or regular meeting must include a description of any proposal that is required to be approved by the members under the Code, including proposals to: (a) determine that the reimbursement of the judgment and expenses of litigation of a current or former director is appropriate under O.C.G.A. section 14-3-855; (b) approve a transaction where a director has an interest conflicting with the Corporation under O.C.G.A. section 14-3-863; (c) amend the articles of incorporation under O.C.G.A. section 14-3-1003; (d) amend the bylaws under O.C.G.A. section 14-3-1021, except as limited in these bylaws; (e) merge the Corporation with another entity under O.C.G.A. section 14-3-1103; (f) sell all or substantially all of the assets of the Corporation in other than the usual course of business under O.C.G.A. section 14-3-1202; (g) dissolve and terminate the Corporation under O.C.G.A. section 14-3-1402; (h) take an action that a member intends to present at a membership meeting, when that member has requested that notice be given to the membership in the notice of meeting by a writing tendered to the President or Secretary at least ten days prior to the dispatch of the written notice of meeting; and (i) remove a director from office when required by these bylaws. Any required notice may be waived by a member as permitted under the Code; and any member may object to the failure of sufficient notice of the meeting or of a matter brought before a meeting, as permitted by the Code.

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

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

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

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

**3.10. 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. The chair of each committee will appoint the remaining members of that committee, unless its full membership is designated at the time a temporary committee is created. Each committee will report regularly to the board of directors and to the membership of the Corporation at meetings, or through the official newsletter or website 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. 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 4.10 of these bylaws:

**(1) 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 at least 60 days prior to a board election.

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

**3.11. Written Consent Action by Members.** Any action required by law, or permitted to be taken at any meeting of the members of the corporation, may be taken without a meeting, if a written consent, setting forth the action so taken, is signed by a majority of the members. This consent is the

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equivalent to a vote of the members during a meeting with a quorum, and is to be filed and recorded with the minutes of the Corporation's members. No action shall be effective under this Section until ten days after notice is given to those members of the Corporation who did not sign the written consent.

#### **TITLE 4 BOARD OF DIRECTORS**

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

**4.2. Election, Nomination and Qualifications.** Nominations for the position of Director shall be initiated by the recommendation of the Nominations Committee established by article 3.10(1) of these bylaws. The list of recommended Directors shall be submitted to the Mayor and Council and the Downtown Development Authority at least 30 days before the Board elections.

**Three (3) members of the Board of Directors shall be appointed by the Mayor and Council from the list of individuals nominated by the Nominations Committee, two (2) members of the Board of Directors shall be appointed by the Downtown Development Authority of the City of Snellville from the list of individuals nominated by the Nominations Committee. Four members of the Board of Directors shall be elected by the members of the corporation after consideration of the individuals nominated by the Nominations Committee. The terms of the Board of Directors shall be for a period of two (2) years staggered for re-appointment as follows:**

### Board Seat Terms and Appointing Group

<b>Post Number</b>	<b>Appointing Group</b>	<b>Current Term</b>	<b>Regular Term</b>
1	DDA	To expire December 31 <sup>st</sup> of even numbered years	Two years beginning beginning January 1st of odd numbered years
2	DDA	To expire December 31 <sup>st</sup> of odd numbered years	Two years beginning beginning January 1st of even numbered years
3	Mayor & Council	To expire December 31 <sup>st</sup> of odd numbered years	Two years beginning beginning January 1st of even numbered years
4	Mayor & Council	To expire December 31 <sup>st</sup> of even numbered years	Two years beginning beginning January 1st of odd numbered years
5	Mayor & Council	To expire December 31 <sup>st</sup> of odd numbered years	Two years beginning beginning January 1st of even numbered years
6	The Voting Membership	To expire December 31 <sup>st</sup> of odd numbered years	Two years beginning beginning January 1st of even numbered years
7	The Voting Membership	To expire December 31 <sup>st</sup> of even numbered years	Two years beginning beginning January 1st of odd numbered years
8	The Voting Membership	To expire	Two years beginning



	December 31 <sup>st</sup> of odd numbered years	beginning January 1st of even numbered years
9 The Voting Membership	To expire December 31 <sup>st</sup> of even numbered years	Two years beginning beginning January 1st of odd numbered years

**4.3. Qualifications.**

Nominations to the Board of Directors are open to any natural person or entity:

- (1) who pays dues; AND
- (2) who owns property in the city limits of Snellville, Georgia; or owns a business, or is a designated employee of a business, in the city limits of Snellville, Georgia; or is a resident in the city limits of Snellville, Georgia; AND
- (3) is a member considered to be an active member in good standing and may exercise voting rights in the Corporation, as defined in this title 2 of the bylaws.

**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 four (4) 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 Sections 3.2 and 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 three directors. Following their election, but prior to the January 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 electronic mail, at least two (2) days prior to a special meeting. Where circumstances require a meeting on less than two

days notice, such notification to each member of the board of directors may also be made by any other reasonable method. At board of director's meetings, quorum consists of four (4) members. No proxy votes may be used.

**4.6. Voting; Quorum.** The director has one vote on the board of directors. Once quorum is established, all matters put to a vote before the board of directors will require the affirmative vote of a majority of directors voting on the matter, in the presence of a quorum, unless a greater majority is required by these bylaws, the articles of incorporation or the Code. The participation of a majority of the directors, whether present in person or through a contemporaneous communications system, constitutes a quorum of the board 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 or email ballot or by written consent, or to call a special meeting of the membership as provided in Section 3.4.

#### **4.7. 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 or email ballot under Section 3.9 of these bylaws.

A director may also be removed by the board of directors after the following conditions are met:

- a) The Secretary of the board notifies the board member in writing of the pending action and the date and time of such action, including the reason for the removal.
- b) The board member in question is invited to such meeting and encouraged to address the reasons for removal before any vote for removal shall be taken.

- c) After the board member has had an opportunity to address the board, a vote of two-thirds of the board members is required for the removal of a director.

(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

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which directors were removed, with all members voting either in person or by proxy, and without utilizing mail or email voting, for the purpose of filling these vacancies.

#### **4.8. Vacancies.**

(1) When a vacancy occurs, or will occur, on the board of directors prior to July 15 in the year the term of office expires, then that vacancy is filled by the vote of the membership at the next regular or special meeting of the membership. The Nominations Committee will reconvene to accept, propose, verify and certify nominees for the special election within a two-week period after the vacancy is created. Mail or email balloting may be utilized only if the period for returning ballots can be

completed prior to the next membership meeting, with a fifteen-day response period after the ballots are mailed or email for the return of ballots to the Secretary. Otherwise, a special election will be conducted at the first membership meeting after the vacancy is noticed or has occurred.

(2) Whenever a vacancy occurs, or will occur, on the board of directors after July 15 in a year when the term of office expires, 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.

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

**4.9. Written 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 written consent, setting forth the action so taken, is signed by a majority of the directors. 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 written consent action is signed by a sufficient number of directors.

**4.10. 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. 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.

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(3) The Secretary shall maintain and provide access to the records of the Corporation as required by O.C.G.A. section 14-3-1601 and section 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 1.5 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 and financial statement of the Corporation for the annual meeting of the membership of the Corporation (which may be prepared by a certified public accountant when authorized by the board of directors); 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.

**4.11. 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.

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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:

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(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, arbitrate, 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, arbitrative, 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

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(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 may purchase and maintain insurance on behalf of each individual who is a director, officer, employee, or agent of the corporation, or who, while a director, officer, employee, or agent of the corporation, serves at the corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director, officer, employee, or agent, whether or not the corporation would have power to indemnify or advance expenses to him or her against the same liability under this Article.

**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. A director or officer is considered to be serving an employee benefit plan at the corporation's request if his or her duties to the corporation also impose duties on, or otherwise involve services by the director or

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officer to the plan or to participants in or beneficiaries of the plan. 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, arbitrative, or investigative, and whether formal or informal.

## **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.

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(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 or email ballot concerning the proposal, as appropriate under Section 3.5 or 3.9 of 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 with a quorum of ballots when voted upon by mail or email, 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 Sections 3.10 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 or email ballot concerning the proposal, as appropriate under Section 3.5 or 3.9 of these bylaws. However, the membership may waive this provision when a proposal is offered concerning Sections 3.10 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 the number of Directors established in Section 4.1 of these bylaws or the method of election and appointment of Directors pursuant to Section 4.2 of these bylaws is adopted unless two-thirds majority of the members 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 or email and approved by a majority vote of the members of the Downtown Development Authority of the City of

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Snellville Georgia. No other proposal to change these bylaws is adopted unless, except for Section 2.6, 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 of the members voting, vote affirmatively to approve the proposal if it concerns Section 2.6 of these bylaws, either with a quorum present at a meeting, or with a quorum of ballots when voted upon by mail or email.

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

These Bylaws were adopted by a vote of the STAT Membership on November 12<sup>th</sup>, 2019.

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