

**AMENDED AND RESTATED BYLAWS  
OF  
DAWSON COUNTY FAMILY CONNECTION, INC.**

**A Georgia Nonprofit Corporation**

**ARTICLE I**

**NAME, LOCATION AND OFFICES**

1.1 **Name.** The name of this corporation shall be “DAWSON COUNTY FAMILY CONNECTION, INC.” (the “Corporation”).

1.2 **Registered Office and Agent.** The Corporation shall maintain a registered office in the State of Georgia, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.

1.3 **Other Offices.** The principal office of the Corporation shall be located in Dawson County, Georgia. The Corporation may have other offices at such place or places, either within or without the State of Georgia, as the Board of Directors of the Corporation (the “Board of Directors” or the “Board”) may designate or the affairs of the Corporation may require from time to time.

**ARTICLE II**

**Goals, Purposes, Powers, and Governing Instruments**

2.1 **Nonprofit Corporation.** The Corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

2.2 **Goals and Purposes.** The Corporation is dedicated to serving the needs and interests of children and families in Dawson County, Georgia. The goals that the Corporation seeks to achieve, and the charitable purposes and powers of the Corporation, are set forth below.

(a) **Goals.** The Corporation seeks to achieve five (5) important goals for the benefit of children and families in Dawson County: (i) healthy children, (ii) priming children for school, (iii) ensuring that children succeed in school, (iv) enabling stable, self-sufficient, and productive families, and (v) promoting thriving communities.

(b) **Purposes.** The Corporation is a nonprofit organization organized, and at all times shall be operated, exclusively for public charitable uses and purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law, and all regulations issued under such sections and provisions (the “Code”); (b) to further other charitable purposes as may be determined by the Board; and (c) to conduct any lawful act or activity related to the foregoing that is consistent with Code Section 501(c)(3). Those purposes shall include, without limitation, the following:

(i) To develop, adopt, submit to the Council for approval, and from time to time amend, a comprehensive plan for public and private agencies to deal effectively with the problems of children, youth, and families in Dawson County, Georgia in order to achieve the goals and objectives described in the Articles of Incorporation of the Corporation and these bylaws;

(ii) To coordinate, evaluate, and provide services and assistance in implementing and carrying out the comprehensive plan developed by the Corporation under the preceding paragraph; and

(iii) To contract with public and private agencies for the charitable purposes described in the articles of incorporation of the Corporation and these bylaws and for such public and private agencies to provide programs and services for children, youth, and families in order to carry out the provisions of the comprehensive plan developed by the Corporation.

(c) The Corporation shall not be limited in its capacity of service to children and families in Dawson County, Georgia but shall have full power and authority to engage in charitable programs and activities on behalf and for the benefit of such children and families; however, the Corporation shall at all times serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this Article 2 and as are exclusively charitable and are entitled to charitable status under section 501(c)(3) of the Code.

2.3 **Governing Instruments.** The Corporation shall be governed by its articles of incorporation, bylaws and policies and procedures.

### ARTICLE III

#### **BOARD OF DIRECTORS**

3.1 **General Powers.** The business and affairs of the Corporation shall be managed by the Board of Directors.

3.2 **Qualifications.**

- a. The Board of Directors shall represent the broad interests of the public, and members of the Board of Directors shall reflect a broad cross-section of the views and interests of the communities that the Corporation serves. Subject to the foregoing qualifications, the Board of Directors shall include representation from various public and private entities and service providers in Dawson County, Georgia, such as local elected officials of governing bodies in Dawson County, Georgia, persons in the business community in Dawson County, Georgia, public agencies in Dawson County, Georgia, Boards of civic organizations and private social services providers in Dawson County, Georgia, and advocates for children and families in Dawson County, Georgia.
- b. Directors shall be natural persons who have attained the age of 18 years, but need not be residents of the State of Georgia.

- c. **Classes of Directors.** The Board of Directors shall consist of two (2) classes of members: (a) “ex officio” directors and (b) “term” directors.
- i. **Ex Officio Directors.** Each organization listed under the “Ex Officio” heading on Exhibit A of these Bylaws shall be responsible for nominating a representative from that organization who holds the position listed on Exhibit A to serve on the Board of Directors. Any member of the Board of Directors who is a representative of an organization that is listed under the “Ex Officio” heading on Exhibit A of these Bylaws shall be an “Ex Officio Director”. Any organization or position may be removed from Exhibit A and replaced by another organization or position for any reason whatsoever upon the affirmative vote of two-thirds (2/3) of the remaining directors.
- ii. **Term Directors.** Any director who is not specifically designated as an Ex Officio Director will be a “Term Director”.

3.3 **Number and Tenure of Directors.** The Board of Directors shall consist of a minimum of nine (9) and a maximum of twenty-three (23) persons. Each nominee to the Board of Directors shall be subject to election by the Board of Directors in the manner set forth in this Section 3.3 and Section 3.4. Each Term Director shall serve for a three (3)-year term, or until such earlier time that his or her successor has been elected and qualified. Each Ex Officio Director will serve on the Board of Directors until the earlier of (a) the date on which his or her proposed temporary replacement is nominated and elected to the Board of Directors for the following twelve (12)-month period; (b) such person’s transfer, retirement, or separation from the organization that he or she represents; and (c) such person’s disqualification or death. If an Ex Officio Director is removed from the Board of Directors pursuant to clause (a) above, such removal shall only be valid for a period of twelve (12) months, and the director who replaces such Ex Officio Director shall only serve for a period of twelve (12) months. At the end of such twelve (12)-month period, the prior Ex Officio Director shall, upon re-election to the Board of Directors in accordance with Section 3.4, again become an Ex Officio Director. The number of directors may be changed at any time by a majority vote of the Board of Directors; provided, however, that no such change shall have the effect of shortening the term of a then incumbent director. Except as otherwise provided in this Article III, each director’s term shall begin on the first calendar day following the meeting of the Board of Directors at which he or she was elected. A director shall be eligible for reelection to succeed himself or herself.

3.4 **Election of Directors.** Directors shall be elected by a majority of the directors present at a meeting duly called for such purpose at which a quorum is present.

3.5 **Regular Meetings.** The Board of Directors generally holds regular meetings approximately every two (2) months; however, the Board of Directors shall hold regular meetings no less frequently than quarterly, at such time and place as the directors may agree. Notice of each regular meeting shall be given in the manner described in Section 3.7. Notwithstanding the foregoing, the Board of Directors may provide, by resolution, the time and place, either within or without the State of Georgia, for the holding of regular meetings without other notice than such resolution.

3.6 **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chair of the Board of Directors or by one-third (1/3) of the directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Georgia, as the place for holding any special meeting of the Board.

3.7 **Notice.** Notice of regular meetings may be provided as determined by the Board. Notice of any special meetings shall be given by written notice at least two (2) days in advance of such meeting and delivered in person, by facsimile, by electronic transmission or by leaving such notice at the place of business or residence of each director, or by written notice at least seven (7) days in advance of such special meeting by depositing such notice in the United States mail, postage prepaid, addressed to the director at his or her address as it appears on the records of the Corporation. Except as otherwise provided in these bylaws, neither the business to be transacted at nor the purpose of any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. However, notice of special meetings must specify the date, time, and place of the meetings.

3.8 **Quorum.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. If a quorum is present when the meeting is convened, the directors present may continue to do business, taking action by a vote of a majority of a quorum as fixed above, until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum or the refusal of any director present to vote.

3.9 **Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, the Articles of Incorporation of the Corporation or these bylaws.

3.10 **Action Without a Meeting.** Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a majority of the directors and included in the minutes filed with the corporate records reflecting the action taken. Such action shall be effective when the last director signs the consent, unless the consent specifies a different effective date. A vote in an action without a meeting may also be taken by email, fax or other electronic means. This provision shall be broadly construed to include whatever electronic means technology provides for and shall not be limited solely to email or similar communication. Any director may request that the vote occur by meeting by conference call instead of email or other electronic voting means. All electronic votes shall be sent to the Coordinator, and any committee electronic votes shall be sent to the committee Chair. The results of any electronic voting shall be reported promptly to the Board of Directors or applicable committee. An email or similar transmission by a director or committee member or a photographic, photostatic, facsimile or similar reproduction of a writing signed by a director or committee member shall be regarded as signed by the director or committee member for purposes of this Section 3.10.

3.11 **Voting by Email and Other Electronic Means.** If a director is unable to attend a meeting at which a vote will be taken, that director may submit his or her vote with respect to the matters to be addressed by email, fax or other electronic means within five (5) business days

after the applicable meeting. Any such vote by email, fax or other electronic means shall be addressed to the Coordinator or to his or her designee and shall specify which matters on which the director is voting, in addition to the manner in which such director is voting with respect to each matter.

3.12 **Vacancies.** Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors. If the number of directors at any time is increased by action of the Board of Directors, the additional directors may be elected by a majority of the directors in office at the time of the increase. Any director elected to fill a vacancy shall begin serving his or her full term upon election and shall not be limited to serving the remainder of the vacant term.

3.13 **Chair and Vice-Chair of the Board.**

(a) The Chair and Vice Chair(s) of the Board of Directors, if any, shall be elected by a majority of the directors at the annual meeting of the Board of Directors. If the election of these positions is not held at such meeting, such election shall be held as soon thereafter as may be convenient. Each Chair and Vice-Chair shall hold office until his or her successor has been duly elected and qualified or until his or her death, resignation or removal in the manner provided below. If the Board of Directors fails to fill either of these positions at the annual meeting, any vacancy may be filled at any regular or special meeting of the Board of Directors.

(b) **Chair.** The Chair of the Board shall (i) be a member of the Board of Directors, (ii) preside at all meetings of the Board of Directors, and (iii) ensure that the direction given by the Corporation and the actions of the Board of Directors are carried into effect by the Coordinator and staff. The Chair shall also serve as the chairperson of the Executive Committee and as a voting member of any other committees of directors. The Chair shall have such other duties and responsibilities as the Board of Directors may from time to time prescribe or delegate. The same person may hold the position of Chair for no more than two (2) one-year terms in any three (3)-year period.

(c) **Vice Chair.** Any Vice Chairs, if any, in the order of their seniority, unless otherwise determined by the Chair or by the Board of Directors, shall, in the absence or disability of the Chair, perform the duties and have the authority and exercise the powers of the Chair. The Vice Chair(s) shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the Chair may from time to time delegate. After the Chair completes his or her term, it is intended that the most senior Vice Chair, if any, shall, if approved by the Board of Directors, succeed to the position of Chair.

3.14 **Compensation.** Directors shall not receive any stated compensation for their services. Nothing in this Section 3.13 shall be construed to preclude a director from serving the Corporation in any other capacity and receiving compensation therefor.

3.15 **Presumption of Assent.** A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he or she objects at the beginning of the meeting (or promptly upon arrival) to having the meeting or transacting business at the meeting, his or her

dissent is entered in the minutes of the meeting, or unless he or she files a written dissent to such action with the person acting as the presiding officer of the meeting before the adjournment thereof or forwards such dissent by registered or certified mail or personal delivery to the presiding officer of the meeting immediately before adjournment or to the Corporation immediately after the adjournment of the meeting. This right to dissent shall not apply to a director who voted in favor of such action.

3.16 **Resignation.** Any director of the Corporation may resign at any time by giving written notice to the Secretary of the Corporation. Any such resignation shall take effect upon delivery of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

3.17 **Removal of Directors.** Any director may be removed from office for any reason whatsoever upon the affirmative vote of two-thirds (2/3) of the remaining directors.

3.18 **Participation in Meetings by Conference Telephone.** Members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.

3.19 **No Private Benefit.** The Board of Directors shall not permit any part of the net earnings or capital of the Corporation to inure the benefit of any member, trustee, officer, director, or other private person or individual.

3.20 **Board Observers.** The Board of Directors may, from time to time, permit certain persons who are not directors ("Board Observers"), and whose advice, assistance and support the Board of Directors may deem helpful in determining policies and formulating programs for the Corporation, to observe such meetings of the Board of Director as the Board of Directors may determine. Board Observers will serve in an advisory capacity only and may not participate in any vote of the Board of Directors or exercise any of the powers or authority of the Board of Directors in the management of the business or affairs of the Corporation.

3.21 **Past Chair.** Unless a majority of the Board of Directors agrees otherwise, the Chair shall continue to serve on the Board of Directors and as a member of the Executive Committee for a minimum of one (1) year immediately following the end of his or her term as Chair.

3.22 **Officers.** The Board of Directors is authorized to employ such person or persons, including a coordinator or executive director or officer, attorneys, directors, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the Corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

## ARTICLE IV

### BOARD COMMITTEES

#### 4.1 **Standing Committees of the Board of Directors.**

- a. The Board of Directors has established an Executive Committee. The charter, responsibilities and activities of the Executive Committee are set forth in Section 4.1(b). By resolution adopted by a majority of the full Board of Directors, the Board of Directors may designate from among the directors one or more additional standing committees, each consisting of three (3) or more directors. The directors to sit on each standing committee shall be appointed by the Chair, unless otherwise specifically designated in these bylaws or unless the Chair delegates that responsibility to the chairperson of the specific committee. Only standing committees specifically identified in these bylaws shall have and exercise the authority of the Board of Directors in the management of the affairs of the Corporation. However, the designation of such standing committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by law.
- b. Executive Committee. By resolution adopted by a majority of the directors, the Board of Directors may designate from among its members an Executive Committee consisting of three (3) or more directors, including the chair and immediate past chair of the Corporation, which Executive Committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the affairs of the Corporation. However, the designation of an executive committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by law. The Executive Committee shall keep the Board of Directors fully informed both of its activities and of the affairs of the Corporation, and all actions of the Executive Committee shall be reported to the Board of Directors not later than at the meeting of the Board of Directors next following such action. At its next meeting following actions taken by the Executive Committee with regard to personnel and financial issues, the Board of Directors must approve such actions of the Executive Committee.

4.2 **Advisory and Ad-Hoc Committees**. The Board of Directors may provide for such other committees, including committees, advisory groups, etc., consisting in whole or in part of persons who are not directors of the Corporation, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Directors, and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the articles of incorporation of the Corporation or these bylaws, as may be prescribed for it by the Board of Directors. Appointments to and the filling of vacancies on any such advisory or ad-hoc committees shall be made by the Chair, unless the Board of Directors otherwise provides. Any action by each such committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby. Advisory and ad-hoc committees may only provide advice and make recommendations to the Board of Directors and shall not act on behalf of the Board of Directors or the Corporation.

4.3 **Term of Appointment.** Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall sooner resign or be removed from such committee, or unless such member shall sooner cease to qualify as a member thereof.

4.4 **Chairperson.** One member of each committee shall be appointed chairperson thereof by the Chair, unless the Board of Directors otherwise provides.

4.5 **Removal.** Any committee member may be removed from serving on a committee by the Board of Directors at any time that, in its judgment, the best interests of the Corporation will be served thereby.

4.6 **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

4.7 **Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

4.8 **Rules.** Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules or policies and procedures adopted by the Board of Directors.

## ARTICLE V

### **OFFICERS**

5.1 **Principal and Other Officers.** The principal officers of the Corporation shall be elected by the Board of Directors and shall include a Coordinator, a Secretary, and a Treasurer, and may include such other officers (including, but not limited to, a Chief Executive Officer) as the Board of Directors, in its discretion, deems necessary from time to time. Any number of offices may be held by the same person.

5.2 **Election of Officers; Term of Office.** The officers of the Corporation shall be elected by the Board of Directors at the last meeting of the Board of Directors in each calendar year, and any changes to officer positions shall be effective as of January 1 of the following calendar year. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his or her successor has been duly elected and qualified or until his or her death, resignation or removal in the manner provided below. If the Board of Directors fails to fill any office at the annual meeting, any vacancy in any office occurs or any office is newly created, such office may be filled at any regular or special meeting of the Board of Directors.

5.3 **Delegation of Duties of Officers.** The Board of Directors may delegate the duties and powers of any officer of the Corporation to any other officer or to any director for a specified period of time for any reason that the Board of Directors may deem sufficient.



5.4 **Removal of Officers or Agents.** Any officer or agent of the Corporation may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of any officer or agent shall not of itself create contract rights.

5.5 **Resignation.** Any officer may resign at any time by giving written notice of resignation to the Board of Directors, the Chair or the Coordinator of the Corporation. Any such resignation shall take effect upon the sending of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of a resignation shall not be necessary to make the resignation effective.

5.6 **Vacancies.** A vacancy in any office, whether due to death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors or any committee or officer to whom authority has been delegated by these bylaws or by resolution of the Board of Directors.

5.7 **Coordinator.**

(a) The Coordinator shall be the Chief Executive Officer of the Corporation and, as such, shall exercise general supervision over the business, affairs and personnel for the Corporation, subject to the supervision and control of the Chair of the Board of Directors. The Coordinator shall have all powers and duties usually incident to the office of Chief Executive Officer, except as specifically limited by resolution of the Board of Directors or as otherwise set forth in these bylaws. The Coordinator shall have the right to supervise and direct the management and operation of the Corporation and to make all decisions as to policy and otherwise which may arise between meetings of the Board of Directors (unless otherwise specified in these bylaws), and the other officers and employees of the Corporation shall be under his or her supervision and control. The Coordinator shall supervise and have general charge of the operations of the Corporation and shall assist the other officers in carrying out the policies, programs, orders and resolutions of the Board of Directors.

(b) The Coordinator shall have general supervision over the care and custody of the funds and the receipts and disbursements of the Corporation, shall keep full an accurate accounts of such receipts and disbursements (or cause such accounts to be maintained), shall cause the funds of the Corporation to be deposited in the name of the Corporation in such banks or other depositories as the Board of Directors may designate, and shall have supervision over the care and safekeeping of the securities of the Corporation.

(c) The Coordinator shall disburse the funds of the Corporation, or cause such funds to be disbursed, as ordered by the Board of Directors, and prepare financial statements, or cause financial statements to be prepared, each month or at such other intervals as the Board of Directors shall direct.

(d) The books and financial records of the Corporation shall be kept under the supervision of the Coordinator. All monies due and payable to the Corporation from any source whatsoever shall be received by him or her and deposited by him or her to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may

designate. He or she shall keep or cause to be kept proper account of all such monies received and all monies disbursed on behalf of the Corporation and of all records in connection therewith.

(e) The Coordinator or fiscal agent representative (subject to the fiscal agent representative's policies and procedures) shall be authorized to sign grant requests, statements, and reports required to be filed with state and federal officials or agencies as outlined in the relevant grant documents. When specifically directed by the Board of Directors, he or she shall be authorized to execute in the corporate name, along with the Chair or Secretary, contracts and agreements.

(f) The Coordinator shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall keep the Board of Directors and all officers and committees of the Corporation fully informed as to the business and affairs of the Corporation and shall consult freely with them concerning the business and affairs of the Corporation.

(g) The Coordinator shall supervise employees of the Corporation, and shall have general charge of all operating functions and activities of the Corporation.

(h) The Coordinator shall act as a spokesman for the Corporation and represent and conduct public relations contacts. He or she shall promote the development of effective private philanthropy on behalf of the Corporation and develop and conduct relations which will broaden interest in the Corporation. He or she shall be responsible for searching out and obtaining charitable gifts and bequests on behalf of the Corporation; and under the guidance of the Board of Directors, the (Coordinator) shall develop and implement plans to attract funds to add to the Corporation's endowment and with which to make distributions in furtherance of the charitable purposes of the Corporation.

(i) The Coordinator shall perform such other duties and shall have such other authority and powers as the Board of Directors may from time to time prescribe.

5.8 **Secretary.** The Secretary shall act as secretary of all meetings of the Board of Directors at which he or she is present, shall record all the proceedings of all such meetings in a book to be kept for that purpose and shall have supervision over the care and custody of the records and seal of the Corporation. When authorized by the Board of Directors or the Chair, the Secretary shall affix the seal of the Corporation to any instrument requiring it. When so affixed, it shall be attested by his or her signature or by the signature of the Coordinator. The Secretary shall have all powers and duties usually incident to the office of secretary, except as specifically limited by a resolution of the Board of Directors, and shall have such other powers and perform such other duties as may be assigned from time to time by the Board of Directors or the Chair. The Coordinator shall be responsible for the supervision of the Secretary. In general, the Secretary shall be responsible for giving, or causing to be given, notice of all meetings of the Board of Directors.

5.9 **Treasurer.**

(a) The Treasurer shall report to the Board of Directors at each regular meeting thereof. The Treasurer shall have all powers and duties usually incident to the office of treasurer, except as specifically limited by a resolution of the Board, including without limitation preparation

of the budget, development of fundraising plans, and dissemination of financial information to the Board of Directors. The Treasurer shall have such other powers and perform such other duties as may be assigned from time to time by the Board of Directors or the Chair.

(b) The Treasurer shall be a member of the Board of Directors and the Executive Committee.

## ARTICLE VI

### **CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

6.1 **Authorization.** The Board of Directors may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

6.2 **Checks, Drafts, Notes, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the fiscal agent of the Corporation and in such other manner as determined from time to time by resolution of the Board of Directors.

6.3 **Funds.** All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select, or as may be designated by any officer or agent of the Corporation to whom such power may be delegated by the Board of Directors, in each case subject to the requirements of the Corporation's fiscal agent.

6.4 **Gifts.** The Board of Directors, or any officer or agent of the Corporation to whom such authority may be delegated by the Board of Directors, may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

## ARTICLE VII

### **LIABILITY AND INDEMNIFICATION OF DIRECTORS; INSURANCE**

7.1 **Limited Liability of Directors.** The liability of the directors and officers of the Corporation shall be limited in accordance with the provisions of Sections 14-3-830 and 14-3-842 of the Georgia Nonprofit Corporation Code, O.C.G.A. Section 51-1-20, any other applicable provisions of federal and state law, the Articles of Incorporation of the Corporation and these bylaws.

7.2 **Indemnification.** To the fullest extent permitted by applicable law and the Articles of Incorporation of the Corporation, the Corporation shall indemnify any person (and the heirs, executors and administrators of such person) who, by reason of the fact that he or she is or was a director of the Corporation, or is or was serving at the request of the Corporation as a director,

officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, was or is a party or is threatened to be made a party to:

- a. Any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Corporation), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such claim, action, suit or proceeding; or
- b. Any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such claim, action or suit.

7.3 **Success on Merits or Otherwise.** To the extent that a person who is or was a director or officer of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise with which he or she is or was serving in such capacity at the request of the Corporation, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article 7 or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) reasonably incurred by such person in connection therewith.

7.4 **Applicable Standard.** Any indemnification under this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he or she has met the applicable standard of conduct. Such determination shall be made: (a) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (b) if such a quorum is not obtainable, or even if obtainable but a quorum of disinterested directors so directs, by independent legal counsel in a written opinion. Any such determination shall be without prejudice to the rights of the director or officer to seek to enforce the Corporation's obligations created by this Article and applicable law in a court of competent jurisdiction.

7.5 **Procedure.** A director or officer shall give the Corporation notice, as promptly as reasonably practicable, of any claim as to which he or she desires to be indemnified or desires defense costs to be advanced; however, the failure to do so shall not preclude his or her rights under this Article unless and only to the extent that the Corporation's own rights have been materially prejudiced. The Corporation shall not be obligated to pay for any settlement to which it has not consented, such consent not to be unreasonably withheld.

7.6 **Non-Exclusivity of Article.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a director or officer seeking indemnification may be entitled under the Articles of Incorporation, these Bylaws, any statute, agreement, vote of members or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person

who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

7.7 **Insurance.** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under applicable law.

7.8 **Intent.** The intent of this Article 7 is to permit indemnification of directors of the Corporation to the fullest extent permitted by the Georgia Nonprofit Corporation Code. If the Georgia Nonprofit Corporation Code or, if applicable, the Georgia Business Corporation Code, is amended to authorize additional or greater measures of indemnification of nonprofit corporation directors, then the obligations of the Corporation and the rights of the Corporation's directors and officers shall, without further action by the Corporation or the Board, be increased to the further extent permitted by the amended Georgia Nonprofit Corporation Code or the amended Georgia Business Corporation Code, as the case may be. The terms and conditions of this Article shall be interpreted to include definitions and meanings contained in Code Section 14-3-580.

7.9 **Severability.** The invalidity or unenforceability of any provision in this Article 7 shall not affect the validity or enforceability of the remaining provisions of this Article 7.

## ARTICLE VIII

### **DISSOLUTION**

Upon dissolution of the Corporation, the Board shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing those assets exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under Code Section 501(c)(3), as the Board shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as the court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE IX

### **AMENDMENT**

These bylaws may be amended or repealed, and new bylaws may be adopted, by the vote of a majority of the entire Board of Directors at any regular or special meeting; provided, however that no amendment or new Bylaw may be adopted that would cause the Corporation no longer to be qualified as an exempt organization described in Code Section 501(c)(3).

## ARTICLE X

### MISCELLANEOUS

10.1 **Books and Records.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and any committees thereof. The Corporation shall keep at its registered or principal office a record giving the names and addresses of the directors and any other information required under Georgia law.

10.2 **Financial Reporting.** The financial records of the Corporation are public information and shall be made available to directors upon request.

10.3 **Corporate Seal.** The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

10.4 **Fiscal Year.** The fiscal year shall end on the last day of December in each year, or such other date as the Board of Directors may designate by resolution.

## ARTICLE XI

### TAX-EXEMPT STATUS

5.1 **Tax-Exempt Status.** The affairs of the Corporation at all times shall be conducted in such a manner as to assure the Corporation's status as a "publicly supported" organization as defined in Section 509(a)(1), Section 509(a)(2) or Section 509(a)(3) of the Code and otherwise as an organization qualifying for exemption from taxation pursuant to Code Section 501(c)(3). The Corporation at all times shall be operated exclusively for charitable purposes, including the making of distributions to organizations that qualify as exempt organizations under IRC Section 501(c)(3). All funds, whether income or principal and whether acquired by gift or contribution or otherwise, shall be devoted to the purposes identified in these bylaws. The Corporation shall perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in the Articles of Incorporation of the Corporation and these bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (subject to and within the limitations of Code Section 501(c)(3).)

**EXHIBIT A**

**Ex Officio Board Positions:**

1. City of Dawsonville–Councilman
2. Dawson County Board of Commissioners–Chairman
3. Dawson County Chamber of Commerce – President
4. Dawson County Parks and Rec-Director
5. Dawson County Schools–Superintendent
6. Dawson County Senior Center-Director
7. Dawson County Sheriff–Sheriff
8. Department of Family & Children Services–Director
9. Fiscal Agent Representative

**Term Board Positions:**

1. Business Representative
2. Community Advocate
3. Faith Representative
4. Family Representative
5. Medical Health Representative
6. Mental Health Representative
7. Non-Profit Representative
8. Youth Representative