

# **SOUTHERN ORDER OF STORYTELLERS**

**Mission Statement:**

The Southern Order of Storytellers is a regional group of storytellers and story listeners, based in Atlanta, with a commitment to promoting the timeless values and universal bond of story. We share stories, teach the oral art of storytelling, produce story events, and provide information, resources, and support to our membership, other storytelling organizations, and the extended community.

Adopted by the SOS Board, February 1998

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**BYLAWS**  
**OF**  
**SOUTHERN ORDER OF STORYTELLERS, INC.**

A non-profit organization incorporated under  
the laws of the State of Georgia

**ARTICLE ONE**

**Name, Location and Offices**

- 1.1 Name. The name of this corporation shall be "SOUTHERN ORDER OF STORYTELLERS, INC."
- 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 Non-Profit Corporation Code.
- 1.3 Other Offices. The principal office of the corporation shall be located in metro Atlanta, State of Georgia. The corporation may have other offices at such place or places, within or without the State of Georgia, as the Board of Directors may determine from time to time or as the affairs of the corporation may require or make desirable.

**ARTICLE TWO**

**Purposes and Governing Instruments**

- 2.1 Non-Profit Corporation. The corporation shall be organized and operated as a non-profit corporation under the provisions of the Georgia Non-Profit Corporation Code.
- 2.2 Charitable, Educational, and Cultural Purposes. The corporation is a voluntary association of individuals the purposes of which, as set forth in the articles of incorporation, are exclusively artistic, educational, charitable, and cultural within the meaning of Section 501(c)(3) of the Internal Revenue Code. The purposes of the corporation shall include, but shall not be limited to, the following:
- (a) To promote the art of storytelling; to encourage development of storytelling ability; to share with the community the wonder and delight of stories well told; to develop in all who participate a sense of the heritage we hold in trust through "Story";
  - (b) To promote the development and advancement of storytelling and storytelling culture in the metropolitan area of Atlanta and in other areas;

(c) To encourage a wider interest in and patronage of storytelling and to foster understanding and appreciation of storytelling art and culture;

(d) To promote the study, improvement and advancement of storytelling; and

(e) To 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 and these bylaws, including the exercise of all other powers and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Non-Profit Corporation Code (subject to and within the limitations of Section 501(c)(3) of the Internal Revenue Code).

2.3 Governing instruments. The corporation shall be governed by its articles of incorporation and its bylaws.

## **ARTICLE THREE**

### **Board of Directors**

3.1 Authority and Responsibility. The governing body of the corporation shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the management, affairs and property of the corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall the fundamental and basic purposes of the corporation, as expressed in the articles of incorporation, be amended or changed; and the Board of Directors shall not permit any part of the net earning or capital to inure to the benefit of any member, director, officer, or other private person or individual.

3.2 Initial and Regular Boards of Directors. The initial directors of the corporation shall be the three (3) persons named in the articles of incorporation of the corporation filed with the Secretary of State of Georgia on September 26, 1983. At the first meeting of the initial Board of Directors, the directors shall elect a regular Board of Directors, to consist of the chief bard (president), the troubadour (vice-president), the moneychanger (treasurer), and the scribe (recording secretary), town crier (publicity/corresponding secretary) of the corporation, together with such other directors as may be elected by the affirmative vote of the majority of the initial directors.

3.3 Manner of Election and Term of Office. The immediate past chief bard shall serve as a member of the Board for one (1) year after leaving office. The directors shall be elected at the annual meeting of the members by a vote of two-thirds (2/3) of the members attending a members meeting at which a quorum is present, and each director shall continue in office for a term of one (1) year, or until his or her successor shall have been elected and shall have qualified, or until his or her earlier death, resignation, or removal. There shall be a minimum of three (3) directors, and the Board of Directors is authorized to fix by resolution the exact number of directors from time to time. The number of directors shall always be an odd number.

3.4 Removal. Any director may be removed either for or without cause at any special, regular, or annual meeting of the members, by the affirmative vote of two-thirds (2/3) of the members. A removed director's successor may be elected at the same meeting by the affirmative vote of a majority of the members voting to serve the unexpired term.

3.5 Vacancies. Any vacancy in the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any meeting of the Board of Directors by a majority of the directors then in office. Each director so elected shall hold office until the election at the annual meeting of the Board of Directors and the qualification of his or her successor.

3.6 Committees of the Board of Directors. By resolution adopted by a majority of the full Board of Directors, the Board of Directors may designate from among its members one or more executive committees, each consisting of two (2) or more directors, which number shall always include the president or the vice president of the corporation. By resolution adopted by a majority of directors present at a meeting at which a quorum is present, the Board of Directors may designate from among its members one or more other committees, each consisting of two (2) or more directors. Except as prohibited by law, each committee shall have the authority set forth in the resolution establishing said committee. See also Article Eight ("Board of Advisors").

3.7 Compensation. No director of the corporation shall receive, directly or indirectly, any salary, compensation or emolument therefrom as such director, unless authorized by the concurring vote of two-thirds (2/3) of all the directors or (notwithstanding any quorum requirement of these bylaws) by the concurring vote of all the disinterested directors.

3.8 Conflict of Interest. Any director, officer, or employee of the corporation who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his/her interest to the Board or committee prior to acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine by a vote of seventy-five percent (75%) of the board members or committee entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict of interest is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information, or respond to questions) in the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board or committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether a quorum was present.

## ARTICLE FOUR

### Meetings of the Board of Directors

- 4.1 Annual Meeting; Notice. The annual meeting of the Board of Directors shall be held at the principal office of the corporation or at such other place as the Board of Directors shall determine on such day and at such time as the Board of Directors shall designate. Unless waived as contemplated in Section 4.4, notice of the time and place of such annual meeting shall be given by the president or secretary either personally or by telephone or by mail or by telegram or by electronic transmission or any other method allowed by Georgia law, not fewer than seven (7) nor more than thirty (30) days before such meeting.
- 4.2 Regular Meetings; Notice. Regular meetings of the Board of Directors shall be held from time to time between annual meeting at such times and at such places as the Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given by the president or secretary either personally or by telephone or by mail or by telegram or by electronic transmission or any other method allowed by Georgia law, not fewer than seven (7) nor more than thirty (30) days before such regular meeting.
- 4.3 Special Meetings; Notice. Special meetings of the Board of Directors may be called by or at the request of the president or by any two of the directors in office at that time. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given by the president or secretary either personally or by telephone or by mail or by telegram or by electronic transmission or any other method allowed by Georgia law, at least twenty-four (24) hours before such meeting.
- 4.4 Waiver. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Seven("Notice and Waiver").
- 4.5 Quorum. At meetings of the Board of Directors, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. In no case, however, shall fewer than three (3) directors constitute a quorum.
- 4.6 Vote Required for Action. Except as otherwise provided in these bylaws or by law, the act of majority of the directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. Adoption, amendment and repeal of a bylaw is provided for in Article Fourteen of these bylaws. Vacancies in the Board of Directors may be filled as provided in Section 3.5 of these bylaws.
- 4.7 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the Board of Directors or as otherwise as allowed by Georgia law. Such consent shall have the same force and effect as a unanimous vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.
- 4.8 Telephone and Similar Meetings. Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person

at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that a meeting is not lawfully called or convened.

4.9 Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. Notice of the date, time and place of the reconvened meeting shall be provided to all members of the Board of Directors. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

## **ARTICLE FIVE**

### **Members**

5.1 Eligibility. Anyone interested in storytelling, either as a listener or teller, is eligible to become a member, upon completion of a membership application and payment of dues, in such amount and time as determined by the Board of Directors.

5.2 Voting. Each member shall be entitled for one (1) vote. Voting may be effected by any method authorized by Georgia law.

5.3 Dues. All members will be assessed dues annually. The Board of Directors shall determine the dates for payment of dues and suspension of membership for failure to pay.

5.4 Charter Members. All charter members shall be entitled to a permanent twenty-five percent (25%) reduction in dues so long as such membership is maintained continuously. Suspension of membership will eliminate charter membership status. A charter member means an individual who became a member of the corporation or its predecessor association before September 30, 1983.

## **ARTICLE SIX**

### **Meetings of the Members**

6.1 Regular Meetings. There shall be one membership meeting per calendar year (the annual meeting) to occur at a time and place that the Board shall approve. The Board of Directors may postpone or cancel a meeting if the Board deems such necessary. Members may participate in a regular or special meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that a meeting is not lawfully called or convened. Those participating in the meeting by electronic or telephonic means qualify as present for the calculation of a quorum.

6.2 Special Meetings. Special meetings of the members may be called by the chief bard, by the Board of Directors, or upon written request to the Board of Directors by five (5) members, with notice given by the scribe at least three (3) days in advance of such meeting.

6.3 Quorum. One-third (1/3) of the members shall constitute a quorum. In no case, however, shall fewer than seven (7) members constitute a quorum.

6.4 Voting. A vote of two-thirds (2/3) of the members participating in a meeting at which a quorum is present shall be sufficient to effect a resolution of the members. Members may vote by written proxy, satisfactory to the scribe, but only with respect to election of officers.

Members may vote at a meeting by means of electronic transmission, conference telephone or similar communications equipment if votes are transmitted to the secretary in a manner that they can be recorded, counted and verified.

6.5 Regular Meetings, Notice. Regular meetings of the members must be preceded by notice to all members stating the date, time and place of such meeting, and setting forth the agenda of such meeting. Such notice must be provided at least seven (7) days before the scheduled date of such meeting.

6.6 Waiver. Attendance by a member at a meeting shall constitute waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

## **ARTICLE SEVEN**

### **Notice and Waiver**

7.1 Procedure. Whenever these bylaws require notice to be given to any director or member, the notice shall be given as prescribed herein. Notice shall be delivered by any method allowed by Georgia law. All notice shall be sent to the member or director at the address on file in the membership roster as of the date the notice is published to the member or director. Whenever notice is given to a director or member by mail, the notice shall be sent first-class mail by depositing the same in a post office or letter box, in a postage prepaid sealed envelope and such notice shall be deemed to have been given at the time the same is deposited in the United States mail. Notice shall be deemed to have been given by electronic transmission, telegram or cablegram at the time notice is filed with the transmitting agency.

7.2 Waiver. Whenever any notice is required to be given to any director or member by law, by the articles of incorporation, or by these bylaws, a waiver thereof in writing signed by the director or member entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

## **ARTICLE EIGHT**

### **Board of Advisors**

8.1 Appointment. The Board of Directors may appoint such persons as it reasonably deems necessary or desirable to act as the Board of Advisors of the corporation. To the extent possible, the Board of Advisors should consist of representatives of the business community, the educational community, and the theatrical or arts community. The number of persons appointed to constitute the Board of Advisors shall be determined at the sole discretion of the Board of Directors.

8.2 Purpose. It shall be the function and purpose of the Board of Advisors to advise the Board of Directors on matters relating to the business and affairs of the corporation, and to suggest or be available for consultation with regard to projects or activities which the corporation may undertake, consistent with its exempt purposes, in furtherance of its goals and objectives.

## **ARTICLE NINE**

### **Officers**

9.1 Number and Qualifications. The officers of the corporation shall consist of a president (chief bard), a vice president (troubadour), a recording secretary (scribe), a publicity corresponding secretary (town crier) and a treasurer (money changer). The Board of Directors shall from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the corporation, but the corporation shall not be required to have at any time any officers other than a president (chief bard), a secretary (scribe) and a treasurer (money changer). Any two (2) or more offices may be held by the same person, except the offices of the president (chief bard) and the secretary (scribe).

9.2 Election and Term of Office. The officers of the corporation shall be elected by the members at the annual meeting of the membership and shall serve for terms of one (1) year and until their successors have been elected and qualified, or until their earlier death, resignation, removal, replacement, retirement, or disqualification. The Board shall select a nominating committee of three (3) members in October of the preceding year to present a nominating slate at the next annual membership meeting. Additional nominations shall be permitted from the floor at the annual membership meeting or other special called meeting. Officers may serve one or more consecutive terms.

9.3 Other Agents. The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

9.4 Removal. Any officer or agent elected by the membership or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the corporation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.



9.5 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any duly called meeting of the Board of Directors.

9.6 President (Chief Bard). The president shall be the principal executive officer of the corporation and shall preside at all meetings of the Board of Directors and of the membership. He/she shall be one of two signatories authorized to sign checks, drafts, and other orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation, and statements and reports required to be filed with state or federal officials or agencies; and he/she shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the secretary, any instrument or other writing; and he/she shall see that all orders and resolutions of the Board of Directors are carried into effect. He/she shall appoint chairpersons and members of committees. He/she 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, and the other officers and employees of the corporation shall be under his/her supervision and control during such interim. He/she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

9.7 Vice President (Troubadour). The vice president shall, in the absence or disability of the president, perform the duties and have the authority and exercise the powers of the president. He/she shall serve as program chairperson for meeting and shall handle the arrangements for meeting places. He/she 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 president may from time to time delegate.

9.8 Secretary (Scribe).

(a) The secretary shall attend all meeting of the Board of Directors and record after each meeting all votes, actions and the minutes of all proceedings as required by Georgia law and shall perform like duties for the executive and other committees when required.

(b) He/she shall give, or cause to be given, notice of all meetings of the Board of Directors.

(c) He/she shall keep in safe custody the seal of the corporation and, when authorized by the Board of Directors or the president, affix it to any instrument requiring it. When so affixed, it shall be attested by his/her signature or by the signature of the treasurer or an assistant secretary.

(d) He/she shall be under the supervision of the president. He/she 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 president may from time to time delegate.

9.9 Assistant Secretary. The assistant secretaries in the order of their seniority, unless otherwise determined by the president or by the Board of Directors, shall, in the absence or disability of the secretary, perform the duties and have the authority and exercise the powers of the secretary. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate. There may be two assistant secretaries if so approved by the Board of Directors:

(a) Publicity/Recording Secretary - (Town Crier). The town crier shall coordinate press releases for special events, shall send out new membership notifications, and shall send information on the corporation to anyone who requests it. He/she shall also oversee the publication of a newsletter.

(b) Historian (Chronicler). The chronicler shall keep a history of the corporation through written records of events such as newspaper articles, programs, and personal reminiscences of members. The chronicler shall also procure and maintain photographs of the membership and activities.

9.10 Treasurer (Money Changer).

(a) The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation and shall deposit all monies and other valuables in the name and to the credit of the corporation, into depositories designated by the Board of Directors.

(b) He/she shall disburse the funds of the corporation as ordered by the Board of Directors, and prepare financial statements each month or at such other intervals as the Board of Directors shall direct.

(c) If required by the Board of Directors, he/she shall give the corporation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the board) for the faithful performance of the duties of his/her office and for the restoration to the corporation, in case of his/her death, resignation, retirement, or removal from office of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the corporation.

(d) He/she shall be one of two signatories on the organization's checking account and will 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 president may from time to time delegate.

## **ARTICLE TEN**

### **Committees of Directors**

10.1 Executive Committees. By resolution adopted by a majority of the directors in office, and approved by the chief bard, the Board of Directors may designate from among its members one or more executive committees, each of which shall consist of two (2) or more directors, including the president or the vice president of the corporation, which executive committees, 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: but the designation of such executive 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 him/her by law.

10.2 Other Committees of Directors. Other committees, each consisting of two (2) or more directors, not having and exercising the authority of the Board of Directors in the management of the corporation,

may be designated by a resolution adopted by a majority of directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be appointed by the president of the corporation. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

10.3 Advisory and Other Committees. The Board of Directors may provide for such other committees, including committees, advisory groups, boards of governors, 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 other committees shall be made by the president of the corporation, 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. See Article Eight (“Board of Advisors”).

10.4 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/her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

10.5 Chairperson. One member of each committee shall be appointed chairperson thereof.

10.6 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.

10.7 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 quorum is present shall be the act of the committee.

10.8 Rules. Each committee may adopt rules for its own governance, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## **ARTICLE ELEVEN**

### **Contracts, Checks, Deposits and Funds**

11.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officer 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.

11.2 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 such officer or

officers, agent or agents, of the corporation and in such other manner as may from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer and countersigned by the president or the vice president of the corporation.

11.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

11.4 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for general purposes or for any special purpose of the corporation.

## **ARTICLE TWELVE**

### **Indemnification and Insurance**

12.1 Indemnification. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the corporation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the corporation, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him/her in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, trustee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the corporation shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

12.2 Indemnification Not Exclusive Of Other Rights. The indemnification provided in Section 12.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or bylaws, or any agreement, vote of members or disinterested directors, or otherwise, both as to action in his/her 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, officer, employee, trustee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

12.3 Insurance. To the extent permitted by Georgia law, the corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, trustee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, trustee or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise.

## **ARTICLE THIRTEEN**

### **Miscellaneous**

13.1 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

13.2 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.

13.3 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the corporation and to change the same from time to time as it deems appropriate.

13.4 Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1954, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

13.5 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these bylaws shall be considered valid and operative.
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

13.6 Table of Contents; Heading. The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.

13.7 Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the articles of incorporation.

## **ARTICLE FOURTEEN**

### **Amendments**

14.1 Power to Amend Bylaws. Only the members shall have the power to alter, amend or repeal these bylaws or adopt new bylaws. Any such alteration, amendment or repeal must be introduced and discussed at a meeting of the members, and passed by a vote of two-thirds (2/3) of the members at the next duly called and held meeting.

14.2 Conditions. Action by the Board of Directors with respect to bylaws shall be taken by the affirmative vote of a majority of the directors present at a meeting at which a quorum is present as provided in Section 4.5 of these bylaws.