

Bylaws of the Georgia Wilderness Society, Inc.

Article I. Name and Offices

Section 1.01 The name of the corporation shall be the Georgia Wilderness Society, Inc.

Section 1.02 The registered and principal office of the corporation, until changed, shall be Georgia Wilderness Society, Museum of Arts and Sciences, 4182 Forsyth Road, Macon, Georgia, 31210.

Section 1.03 The corporation may have such offices at such place or places within or without the State of Georgia as the Board of Directors may from time to time appoint.

Section 1.04 The registered office of the corporation may be, but need not be, identical with the principal office.

Article II. Powers

Section 2.01 The corporation shall have all the powers permitted by law under the provisions of the Georgia Non-Profit Corporation Code as the same law now exists and may hereafter exist, together with such powers as may lawfully be specified in the Articles of Incorporation as they may from time to time exist.

Article III. Membership, Dues, and Meetings

Section 3.01 The corporation shall issue no shares.

Section 3.02 From and after the effective date of these bylaws, the corporation shall have members as follows:

- (a) An active member is one who has paid dues for the current year. Members shall be at least 14 years old to vote and 21 years old to serve as a member of the Board of Directors.
- (b) An active member may enroll as one of the following:
 - (i) Individual
 - (ii) Family- all those dwelling in the same household
 - (iii) Student- currently enrolled in a post secondary institution
- (c) A membership may be revoked by a majority vote of the active members.
- (d) Membership shall not, in part or whole, make political statements representing the corporation.

Section 3.03 Dues

- (a) Dues shall be paid annually.
- (b) Amount of dues is as follows:
 - (i) Individual Membership- \$20.00
 - (ii) Family Membership- \$30.00
 - (iii) Student Membership- \$10.00

Section 3.04 Meetings

- (a) Regular meetings of the Georgia Wilderness Society, Inc. shall be held each February, April, June, August, October, and December. The day of the meeting shall be the third Tuesday of the month and the time shall be 7:30 P.M. unless otherwise determined by the Board of Directors. Meetings may include guest speakers, news of upcoming and past trips and events and other Board or Committee business.
- (b) The annual Membership meeting for the presentation of the State of the Corporation shall be held in December.
- (c) The annual Banquet Meeting for the awards and recognition of Officers, Directors, Society members, and members of the broader community shall be held in December.
- (d) Included in the awards may be the Gene Espy Award for outstanding achievement and the Earl Pearce Award for outstanding community service.

Article IV. Governing Body

Section 4.01 Officers

- (a) There shall be a President, a Past President, a Vice President, a Secretary, a Treasurer and such other officers as the membership may from time to time elect. The officers shall have such duties and powers as are prescribed from time to time by the Articles of Incorporation and these bylaws. One person may not hold more than one office at any given time.
- (b) The officers of the corporation shall be elected annually by the membership at the December meeting of the corporation. New offices may be created and filled at any meeting of the Board of Directors. The officers shall be elected to serve until December 31 of the following year unless sooner removed.
- (c) Any officer may be removed by the Board whenever, in its best judgment, the interest of the corporation would be served thereby; but such removal shall be with the approval of a majority of active members present at a regular meeting.

Section 4.02 Duties:

(a) The President

- (i) He or she shall be President of the corporation, Chair of the Board of Directors, ex-officio member of all committees, preside over regular meetings and shall perform all other duties associated with the office of President.
- (ii) He or she may sign, with the Secretary or other officer designated by the Board, all deeds, mortgages, bonds, contracts and other instruments which the Board has authorized to be executed and in general, shall perform the duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- (iii) The President shall also be the Chair of the Program Committee.

(b) The Vice-President

- (i) The Vice President shall, in absence of the President, or in the event of his or her inability or refusal to act, perform the duties of the President and when so acting shall have all the powers, duties and responsibilities and shall be subject to the restrictions placed upon the office of the President.
- (ii) The Vice President shall assume the office of President in case of death, resignation, or removal of the President.
- (iii) The Vice President shall also serve as the Chair of the Trip Committee.

(c) The Past President

- (i) The Past President shall serve as a member of the Board of Directors and shall assist the new President in a transitional role.
- (ii) The Past President shall serve in the role of Chair of the Nominating Committee.
- (iii) Should the Past President be elected to another office, this shall nullify the previously stated roles of Past President. In such case, the membership shall elect one additional person to serve on the Board of Directors, and the President shall appoint the Chair of the Nominations Committee.

(d) The Secretary

- (i) The Secretary shall be responsible for keeping the minutes of the meetings of the corporation and the Board of Directors, give notice of meetings of the Board as provided in the Articles of Incorporation or bylaws, have custody of corporation records and the seal of the corporation and affix the seal to documents in all proper cases; and generally to do and perform all of the duties incident to the office of Secretary and such other duties as may from time to time be assigned by the President or the Board of Directors.
- (ii) The Secretary shall keep a correct list of all members of the corporation and their addresses, phone numbers, and e-mail addresses, shall mail all notices of meetings to members as needed, and shall be a standing member of the membership committee.
- (iii) It is the duty of the Secretary to publish a newsletter to be mailed at least five (5) days before each regular meeting to each member, and to prepare any other publications helpful to the on-going programs of the corporation.
- (iv) The Secretary shall also serve as the Chair of the Membership Committee.

(e) The Treasurer

- (i) The Treasurer shall collect all dues and receive all monies belonging to the corporation.

- (ii) The Treasurer shall also have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source; deposit all such monies in the name of the corporation at such banks or other depositories as may be determined by the Board of Directors; disburse such funds in accordance with the rules and regulations as may be established by the Board of Directors; and to give such accounting as may from time to time be required.
- (iii) The Treasurer shall in general perform all of the duties incident to the office together with such other duties as may be assigned by the President or by the Board of Directors. If required by either, the Treasurer shall give bond for the faithful performance of duties with such surety or sureties as may be specified.
- (iv) The Treasurer shall prepare and deliver to the membership at each regular membership meeting a report of all receipts and disbursements and beginning balance of funds on hand and an ending balance for the period. The reporting period shall be from the end of the previous reporting period to the end of the calendar month preceding the meeting.
- (v) Each check written by the corporation must be signed by any (2) two of the Officers. Any expenditure of 10% or less of the amount of the current checking account balance may be made without further approval of the Board of Directors.

Section 4.03 The Board of Directors

(a) Description

- (i) The Board of Directors shall consist of nine (9) members. They shall be the President, Past-President, Vice-President, Treasurer, Secretary and four (4) active members.
- (ii) The Board of Directors shall make decisions in all manners of the operation of the corporation. It shall act in strict accordance with the Articles of Incorporation and the bylaws.

(b) Powers

- (i) The Board of Directors shall have the power to employ and discharge agents; to fix compensation of officers, agents and employees; and to make contracts and expend the money of the corporation for its lawful purposes.
- (ii) The Board of Directors shall have the power to make such rules and regulations for the conduct of the affairs of the corporation as they may deem proper and necessary.
- (iii) The Board of Directors shall have the power to delegate to a committee of members, agents or employees of the corporation specific functions of the Board.
- (iv) The Board of Directors shall have the authority to adopt a corporate seal and to alter the same from time to time.
- (v) The Board of Directors shall have the power to approve any and all political statements representing the views of the corporation.
- (vi) The Board of Directors may require an annual audit to be made of the books, accounts and records of the corporation and of officers, employees or committees thereof and to publish such audit as they shall from time to time direct.

(c) Order of Business

- (i) The Directors may adopt their own rules of order and order of business.
- (ii) 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 a greater number is required by law or these bylaws.
- (iii) Each Director shall have one vote. Voting may be by mailed ballot on all matters of which special notice has been sent to the Directors but no Director may by proxy delegate the right to vote to another Director.
- (iv) A majority of the Board of Directors in office from time to time shall constitute a quorum for the transaction of business and the acts of a majority of the Board of Directors present at the meeting at which a quorum is present shall be the acts of the Board of Directors. In case there be no quorum present, no action may be taken by the Board of Directors.
- (v) The Board of Directors shall meet as many times as needed to conduct the business of the corporation in accordance with the Articles of Incorporation and these bylaws. They shall have an annual meeting which will be prior to the December Annual Membership Meeting.
- (vi) Meetings of the Board of Directors may be called at the request of the Chair or upon request of any two Directors. The person or persons calling the meeting shall fix the time and place thereof.
- (vii) Notice of every meeting of the Board of Directors shall be given at least five days prior to the day set for the meeting and shall include a general statement of the purposes of the meeting.
- (viii) At the Annual Meeting of the Board of Directors, which shall be held prior to the annual Membership Meeting in December, the officers, agents and employees and committees thereof shall make a report to the Board of Directors of their acting's and doings on behalf of the corporation for the preceding year. A report of this meeting will be presented at the annual Membership Meeting.

- (ix) Any acts by law to be taken at a meeting of the Board of Directors or any action which may be taken at such a meeting may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors then in office either before or after the date of such action.

Article V. Elections

Section 5.01 Members of the Board of Directors and all Officers shall be elected by the active members as provided and set out in the Articles of Incorporation and these bylaws.

- (a) There shall be written notice of any election or amendments to all members. Publication in the newsletter will constitute proper notification.
- (b) The Nominating Committee shall present a slate of willing candidates to fill the positions of Officers and Directors, which shall be published in the corporation's newsletter no later than November 30. Any member in good standing who would like to run for any position of Officer or Director may indicate their interest to the Nominating Committee. Additional nominations from the floor will be accepted at the election meeting. Election of Officers and Directors shall be by majority vote of active members present at the regular December meeting. Newly elected Officers and Directors shall be announced at this meeting and shall begin serving their term at the end of the election meeting.
- (c) The President shall notify all active members, in the October newsletter, of the upcoming election of Officers and Directors and the procedures and deadlines regarding the election of Officers and Directors.

Section 5.02 Vacancies in the Board of Directors

- (a) In the event a Director or Directors is unable or unwilling to complete his or her term of office, the Board of Directors shall appoint a new Director or Directors to complete his or her remaining term of office.
- (b) The Board of Directors shall appoint persons who are members in good standing, willing to serve, and are not otherwise Directors or Officers.

Article VI. Committees

Section 6.01 The Board of Directors may from time to time designate and provide for the creation of one or more committees, having such number of directors and members thereof as the Board of Directors shall provide. Such committees shall have such power and authority of the Board of Directors as said Board shall from time to time determine; provided, however, that no such committee shall have the authority to amend, alter or repeal bylaws; elect, appoint or remove any member of any such committee or any Director or officer of the corporation, amend the articles of incorporation, adopt a plan of merger or a plan of consolidation with another corporation or foundation, authorize the sale, lease, exchange, or mortgage of all or substantially all the property and assets of the corporation; authorize the voluntary dissolution of the corporation or revoke proceedings therefor; adopt a plan for the distribution of the assets of the corporation; amend, alter or appeal any resolution of the Board of Directors or do any acts which by law or by these bylaws are reserved to the Board of Directors as a whole. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of responsibility imposed upon it or him by law.

Section 6.02 Standing committees:

- (a) **Membership Committee.** The Secretary shall serve as Membership Chair. It shall be the duty of this committee to obtain a list of names, addresses and phone numbers of each member. It shall also be the duty of this committee to conduct membership campaigns and to obtain the renewal of membership of those who have been delinquent in the payment of their dues.

- (b) Program Committee. The President shall serve as Program Chair. It shall be the duty of this committee to make all plans and arrangements for the regular meetings of the corporation and to provide for a program at each meeting.
- (c) Conservation Committee. The President shall appoint a Conservation Chair. It shall be the duty of this committee to keep informed on local, state, and national governmental policies and actions affecting the environment and conservation of natural resources, to advise the Board of Directors and to make recommendations to the corporation.
- (d) The Trip Committee. The Vice President shall serve as Trip Chair. It shall be the duty of this committee to plan, organize and arrange for the proper conduct of trips. Only active members, whose dues are currently paid, may participate in trips organized by the corporation. Visitors, however, may participate in as many as three trips before active membership is required.
- (e) Publicity Committee. The President shall nominate a Publicity Chair. It shall be the duty of this committee to publicize, through newspaper, radio, TV and other publicity media, the purpose and programs of the corporation.
- (f) Nominating Committee. The Past President shall serve as Nominating Chair. The duties of the Nominating Committee are described in Article V, Section 5.01 (b).
- (g) Archivist. The president shall appoint an archivist. Said person will be responsible for the collection, organization and the making available of information pertaining to the organization of previous or potential trips, speakers and activities.

Article VII. Waiver of Notice

Section 7.01 Whenever notice is required to be given under the provision of law, the Articles of Incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article VIII. Amendments to Bylaws

Section 8.01 These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Board of Directors present at any regular meeting or at any special meeting, if at least fifteen (15) days written notice is given of intention to alter, amend or repeal these bylaws or to adopt new bylaws at such meeting; provided, however, that no such change shall be effective until the same shall be ratified and approved by a majority of the membership present at a regular meeting, if at least fifteen (15) days written notice is given of intention to alter, amend or repeal these bylaws or to adopt new bylaws at such meeting.

Article IX. Effective Date

Section 9.01 These revised bylaws, approved at the June 2005 meeting of the corporation, shall become effective on the first day of July 2005.