

Bylaws of the Georgia Wilderness Society, Inc.
October 2023

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, with the address being that of the residence of the organization's Treasurer.

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.
- (e) Members may not attend Corporation events if the member's dues are in arrears. A person two years in arrears will be deleted from the membership list and will cease to receive electronic communications from the Corporation.

Section 3.03 Dues

- (a) Dues shall be paid annually in January.
- (b) Amount of dues is as follows:
 - (i) Individual Membership \$20.00
 - (ii) Family Membership \$30.00
 - (iii) Student Membership \$10.00
- (c) New members who join in the last quarter of the calendar year will be deemed to have paid their dues in full for the next calendar year.

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 7:00 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; the Earl Pearce Award for outstanding community service; and the Anne Hoyt Award for service and dedication to the Georgia Wilderness Society.

Article IV. Governing Body

Section 4.01 Officers

(a) There shall be a President, a Past President, a Vice President, a Secretary, a Treasurer, a Membership Chair 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.

(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 the December meeting 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 better 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 all deeds, mortgages, bonds, contracts and other instruments which the Board has authorized to be executed and in general, shall perform 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.

(iv) The President shall send a notice to the Corporation prior to each regular meeting and prepare any other publication helpful to the on-going programs of the corporation.

(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.

(iv) The Vice President shall update the Georgia Wilderness Society trip calendar on the Georgia Wilderness Society website with all trip information.

(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

The Secretary shall be responsible for keeping the minutes of the meetings of the Corporation and the Board of Directors, shall notify local newspapers and like-minded organizations of upcoming meetings and speakers of interest and generally 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.

(e) The Treasurer

(i) The Treasurer shall collect all dues and receive all monies belonging to the corporation. Dues for membership are to be collected in January.

(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 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 provide to the Board a monthly report of all receipts, disbursements and ending balance of funds on hand for the month.

(v) 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. Notice of an impending disbursement and approval of such disbursement may be accomplished verbally or by electronic means.

(vi) The Treasurer shall submit the Annual Registration to the Georgia Secretary of State at the beginning of each calendar year.

(f) Membership Chair

(i) The Membership Chair shall keep a current list of all members of the Corporation and their addresses, phone numbers, and e-mail addresses.

(ii) The Membership Chair will send out email notices to the members of the Corporation one month prior to the date that the membership dues are to be collected by the treasurer in January.

(iii) The Membership Chair will record the number of trips that a trip leader has led, for the current year, and issue a free membership if he or she has led three or more trips for the current year (January thru December).

(iv) The Membership Chair shall, on January 1 of the current year, expel from membership any person two years delinquent in paying membership dues. Expulsion shall include deletion of the expelled member's contact information from the Corporation's Email contact list.

(v) The Membership Chair shall perform all the duties incident to the office of Membership and such other duties as may from time to time be assigned by the President or the Board of Directors.

Section 4.03 The Board of Directors

(a) Description

(i) The Board of Directors shall consist of no more than eleven (11) members. They shall be the President, Past-President, Vice-President, Treasurer, Secretary, Membership Chair and five (5) active members.

(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 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 in office 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. Directors may cast their vote by email or other electronic means. A proposed act of the board becomes an act of the board when a majority of Directors vote in favor 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 notice of any election or amendments to all members.

(b) The Nominating Committee shall present a slate of willing candidates to fill the positions of Officers and Directors during the December meeting of the Corporation. 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 December 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.

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) 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.

(b) 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. Members' dues must be current in order to participate in trips organized by the corporation. Visitors may participate in as many as

three trips. To continue participating after three trips, a visitor must become a member and pay membership dues.

(c) Nominating Committee. The Past President shall serve as Nominating Chair. The duties of the Nominating Committee are described in Article V, Section 5.01.

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; 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.

Article IX. Effective Date

Section 9.01 These revised bylaws, approved at the October 2023 meeting of the corporation, shall become effective on the first day of November 2023.

10/7/23