

**BYLAWS
OF
OCONEE VETERANS MEMORIAL FOUNDATION, INC.**

ARTICLE ONE

Name, Location, and Offices

1.1 Name. The name of this corporation shall be "OCONEE VETERANS MEMORIAL FOUNDATION, 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 Nonprofit Corporation Code.

1.3 Other Offices. The principal office of the corporation shall be located in Oconee County, Georgia. The corporation may have other offices at such place or places, within or outside Oconee County, Georgia, as the Board of Directors may determine from time to time or the affairs of the corporation may require or make desirable.

ARTICLE TWO

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 shall be organized, and at all times thereafter operated, exclusively for public charitable, literary and educational uses and purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Those purposes shall include, without limitation, the education of individual property owners and citizens of the needs, practices and applications of the construction, upkeep and preservation of a memorial honoring armed forces veterans of Oconee County, Georgia who served during wartime, and the benefits thereby accruing to the community. As part of this process, the corporation shall conduct meetings and seminars covering, among other topics, the construction, upkeep and preservation of a memorial honoring armed forces veterans of Oconee County, Georgia who served during wartime, and the benefits thereby accruing to the community; the cultural and economic benefits to the community of such a memorial and the importance of maintenance and continued care for local heritage.

2.3 Powers. In furtherance of its charitable goals and purposes, the corporation shall have full power and authority:

- (1) To have a corporate seal and alter the same at its pleasure;
- (2) To acquire, hold, and dispose of in its own name by purchase, gift, lease, or exchange, on such terms and conditions and in such manner and by such instrument as it may deem proper, real and personal property of every kind, character, and description, but the corporation shall not have

the power to acquire any real or personal property by condemnation or eminent domain;

- (3) To procure insurance against any loss in connection with its property and other assets of the corporation;
- (4) To make contracts and to execute all instruments necessary or convenient in connection therewith;
- (5) To adopt, alter, or repeal its own articles of incorporation and by laws, rules, and regulations governing the manner in which its business may be transacted and in which the power granted to it may be enjoyed, as the corporation may deem necessary or expedient in facilitating its business;
- (6) To receive, accept, and utilize gifts, grants, donations, or contributions of money, property facilities, or services, with or without consideration, from any person, firm, corporation, foundation, or other entity or the State of Georgia or an, agency, instrumentality, or political subdivision thereof or from the United States or any agency or instrumentality thereof;
- (7) To select, appoint, and employ professional, administrative clerical, or other personnel and to contract for professional or other services and to allow suitable compensation for such personnel and services;
- (8) To make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code;
- (9) To make distributions for other charitable purposes;
- (10) To distribute property exclusively for charitable purposes in accordance

with the terms of gifts, bequests, or devises to the corporation, not inconsistent with its purposes, as set forth in the articles of incorporation of the corporation and these bylaws, or in accordance with determinations made by the Board of Directors pursuant to the articles of incorporation and bylaws of the corporation;

- (11) 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, as determined by the Board of Directors, to achieve the goals of the corporation and to carry out any of its purposes, as set forth in the articles of incorporation 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 (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

2.4 Limitation of Power.

- (a) The corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the net earnings or capital of the corporation shall inure to the benefit of or be distributed to any officer, director, or other private person or individual.
- (b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the corporation

shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

- (c) The corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this Article and as are exclusively charitable and are entitled to charitable status under section 501(c)(3) of the Internal Revenue Code.

2.5 Governing Instruments. The corporation shall be governed by its articles of incorporation and these bylaws.

ARTICLE THREE

Membership

3.1 Membership. The corporation shall not have members.

ARTICLE FOUR

Board of Directors

4.1 Authority and Responsibility of the Board of Directors. The supreme authority of the corporation and the government and management of the affairs of the corporation shall be vested in the Board of Directors; and all the powers, duties, and functions of the corporation conferred by the articles of incorporation, these bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Directors.

4.2 Size. The size of the Board of Directors shall be 5 members. The number of directors may be fixed or changed from time to time by the Board of Directors.

4.3 Election and Term of Office. The initial members of the Board of Directors shall be those named by the incorporator in the initial organizational meeting. Each director shall be appointed for life, but may resign at any time and may be removed, with or without cause, by a two-third (2/3) vote of the entire Board of Directors. Upon the death, resignation, removal or incapacity of any member of the Board of Directors, the majority of the then remaining directors shall elect a successor, even though the remaining do not constitute a quorum of the Board of Directors. A director shall be considered incapacitated if for any reason he or she shall be unable to carry on the duties of his/her office and the remaining directors shall have declared such director incapable of service by two-thirds (2/3) vote of the directors voting.

4.4 Compensation. Directors shall not be compensated for service as directors.

ARTICLE FIVE

Meetings of the Board of Directors

5.1 Meetings. An annual meeting of the Board of Directors shall be held during the month of January at a time, place, and date that shall be fixed by the Chairman. The directors shall hold such other meetings as may be deemed necessary from time to

time upon call of the Chairman, who shall specify the time, place, and date of the meeting.

5.2 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.

5.3 Vote Required for Action. Except as otherwise provided in these bylaws or by law, the act of a majority of directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors.

5.4 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 not less than a majority of the members of the Board of Directors. Such consent shall have the same force and effect as a majority vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

5.5 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 purposes of

objecting to the transaction of any business on the ground that the meeting is not legally called or convened.

ARTICLE SIX

Officers

6.1 Number and Qualifications. The officers of the corporation shall consist of a Chairman, a Vice Chairman, a Secretary, and a Treasurer, and such other officers and assistant officers as may be elected by the Board of Directors from time to time. Only directors shall serve as officers of the corporation. Any two or more offices may be held by the same person.

6.2 Election and Term of Office. The initial officers of the corporation shall be elected by the initial directors of the corporation. Thereafter, the executive officers of the corporation shall be elected annually by the Board of Directors of the corporation.

6.3 Chairman. The Chairman shall be the chief staff officer of the corporation, subject to the control of the Board of Directors. As such, the Chairman shall supervise and have general charge of the operations of the corporation and shall assist the officers in carrying out the policies, programs, orders, and resolutions of the Board of Directors.

6.4 Vice Chairman. The Vice Chairman shall perform the duties of the Chairman in the Chairman's absence, and when so acting shall have all the powers of and be

subject to all the restrictions upon the Chairman. The Vice Chairman shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

6.5 Secretary. The Secretary shall be the custodian of the minute books of the corporation and shall keep accurate minutes of all meetings of the Board of Directors.

6.6 Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts and receipts and disbursements of the property of the corporation. The treasurers shall present a report on the same at each annual meeting of the Board of Directors.

ARTICLE SEVEN

Gifts and Contributors

7.1 Gifts. 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 EIGHT

Contracts, Checks, Deposits, and Funds

8.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents 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.

8.2 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 of the corporation.

8.3 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.

ARTICLE NINE

Indemnification and Insurance

9.1 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 attorney fees,

judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, director, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, director, or agent of another corporation, domestic or foreign, nonprofit 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.

9.2 Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 9.1 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 or 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, director, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

9.3 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, director, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, director, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

ARTICLE TEN

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 its members, Board of Directors, and committees having any of the authority of the Board of Directors. 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 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.

10.3 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.

10.4 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 1986, 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.

10.5 Georgia Code. All references in these bylaws to sections of the Georgia Code shall be considered references to the Official Code of Georgia Annotated (O.C.G.A.), as from time to time amended.

10.6 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. The remainder of these bylaws shall be considered valid and operative, and effect shall be given to the intent manifested by the portion held invalid or inoperative.

ARTICLE ELEVEN

Amendments

11.1 Power to Amend Bylaws. The Board of Directors shall have the power to alter, amend, or repeal these bylaws or adopt new bylaws, provided that the bylaws shall at no time contain a provision inconsistent with the Georgia Nonprofit Code or the Articles of Incorporation.