

**LAKE RABUN ASSOCIATION, INC.
AMENDED BYLAWS**

**ARTICLE I
NAME**

The name of this non-profit corporation shall be Lake Rabun Association, Inc. (hereafter referred to as the "Association").

**ARTICLE II
PURPOSE**

The Association has been organized exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, specifically including the conservation and preservation of Lake Rabun and the surrounding community as an aesthetic, recreational and educational resource for the general public residing in the Lake Rabun community or otherwise making use of Lake Rabun.

**ARTICLE III
LOCATION**

The principal office shall be in Rabun County, Georgia at such address as determined from time to time by the Executive Committee. The current principal office is P. O. Box 490, Lakemont, Georgia 30552.

**ARTICLE IV
TRUSTEES**

SECTION 1: The management of the property, business and affairs of the Association shall be under the supervision of a Board of Trustees (which is the preferred term for the Board of Directors, which is hereafter referred to as the "Board", and the members of which are hereafter referred to as "Trustees"). There shall be fifteen (15) Trustees. Five (5) Trustees shall be elected by a majority vote of the Association Members present at each Labor Day Weekend Annual Membership Meeting or, if such Annual Meeting is unable to be held, at a Special or Electronic Meeting at which a quorum is present or as provided in Article IX, Section 3 in lieu of a meeting. Each member of the Board of Trustees shall serve for a three (3) year term. No Trustee shall serve more than one term consecutively but may be reelected to the Board of Trustees at least one (1) year following completion of the Trustee's preceding three (3) year term.

SECTION 2: Notwithstanding the above provision for fifteen (15) Trustees, there shall be a transition period following adoption of these amended Bylaws in order to reduce the total number of Trustees from twenty-one (21) to fifteen (15). For the first fiscal year following adoption of these amended Bylaws, five (5) new Trustees shall be elected to serve with the fourteen (14) continuing Trustees for a total of nineteen (19) Trustees serving during the first fiscal year following adoption of these amended Bylaws. Similarly, for the second fiscal year following adoption of these amended Bylaws, five (5)

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new Trustees shall be elected to serve with twelve (12) continuing Trustees for a total of seventeen (17) Trustees. Thereafter, five (5) Trustees shall be elected annually for a total of fifteen (15) Trustees in subsequent years.

SECTION 3: The Chair of the Board shall be elected for a one (1) year term by a majority vote of the Association Membership present at the Labor Day Weekend Annual Membership Meeting or, if such Annual Meeting is unable to be held, at a Special Meeting or an Electronic Meeting at which a quorum is present or as provided in Article IX, Section 3 in lieu of a meeting. A Board Chair may not serve more than one term consecutively.

SECTION 4: Trustees of the Association shall receive no compensation for their services as Trustees.

SECTION 5: The Board shall hold meetings at such place or places as it may from time to time determine. Unless otherwise determined by the Board, it shall meet at least twice per year, prior to the Memorial Day Weekend Annual Membership Meeting and the Labor Day Weekend Annual Membership Meeting. Special or Electronic Meetings of the Board may be called by the Chair or President of the Association or by written request of at least one third of the Trustees then serving to the Secretary of the Association. Notice of a Special or Electronic Meeting of the Trustees shall be given by the Secretary of the Association to each Trustee at least seventy-two (72) hours prior to the Special or Electronic Meeting. The Chair or, in his or her absence, the President, shall preside at each Board meeting.

SECTION 6: At each meeting of the Board, the presence of a majority of the full number of Trustees then serving shall constitute a quorum sufficient for the transaction of business. Any action of a majority of the Trustees present at the meeting at which a quorum is present shall be the official act of the Board, except as may be specifically provided by these Bylaws, as from time to time amended.

SECTION 7: The members of the Executive Committee of the Association shall be invited to be present at meetings of the Board, and each member of the Executive Committee shall have the same voting rights as a Trustee, whether or not such member then serves as a Trustee.

SECTION 8: The Secretary of the Association, or a designated person, shall take minutes at each meeting of the Board and, after initial approval of the Chair or President, shall forward copies within three (3) weeks of the meeting to each Trustee then serving and to all members of the Executive Committee who are not Trustees, if any. A permanent record of the minutes of the meetings shall be maintained by the Secretary of the Association or by the Chief Financial Officer.

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SECTION 9: A vacancy of the Board shall exist as of the date of a letter of resignation, the date of death, or the removal of a Trustee. Vacancies shall not be filled until the next Annual Meeting of the Association Membership following the vacancy or, if such Annual Meeting is unable to be held, at a Special or Electronic Meeting or as provided in Article IX, Section 3 in lieu of a meeting, with the term being the remaining time left for the vacated seat.

ARTICLE V
OFFICERS

SECTION 1: The Officers of the Association other than the Chief Financial Officer shall be elected by the majority vote of the Association Membership present at the Labor Day Weekend Annual Membership Meeting each year or, if such Annual Meeting is unable to be held, at a Special Meeting or an Electronic Meeting at which a quorum is present or as provided in Article IX, Section 3 in lieu of a meeting and shall serve for one (1) year terms. The Officers of the Association shall be a President, a Vice President, and a Secretary who shall be elected from among the current or former members of the Board of Trustees. In addition, a Chief Financial Officer shall be appointed by a majority of the remaining members of the Executive Committee and may be appointed to and/or serve for more than a one year term.

SECTION 2: The Officers of the Association other than the Chief Financial Officer shall receive no compensation for their services as Officers. The Chief Financial Officer may be compensated by the Association at the discretion of a majority of the remaining members of the Executive Committee.

SECTION 3: The President shall be the chief executive officer of the Association and shall preside at meetings of the Executive Committee and meetings of the Membership of the Association; shall be empowered to sign checks in the absence of the Chief Financial Officer; shall appoint all committees; shall be responsible for the day-to-day operations of the Association; and shall perform further duties which usually pertain to the office.

SECTION 4: The Vice President shall act in the absence of the President; shall perform such duties as may be delegated by the President; and shall perform other duties which usually pertain to the office.

SECTION 5: The Secretary shall keep minutes of all meetings of the Executive Committee, Board, and Membership and shall provide oversight of the Association's financial affairs, including periodic review of financial records and cash transactions and approval of all payments to the Chief Financial Officer, including reimbursements of expenses incurred by the Chief Financial Officer on behalf of the Association.

SECTION 6: The Chief Financial Officer shall have custody of the funds and other assets of the Association; shall have signature authority for all of the Association's bank or other financial accounts; shall have charge of the financial records of the Association; shall submit written financial records at least twice a year to the Executive Committee, Board, and the Membership; shall submit fundraising event information, as required, to North Georgia Community Foundation

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or to any successor charitable organization overseeing fundraising; and shall be responsible for timely filing of the Association's income, sales and, if applicable, payroll tax returns as well as Forms 1099.

SECTION 7: A vacancy of an office shall exist on the date of letter of resignation, date of death, or date of removal of an officer by Board action. Vacancies shall be filled by a majority vote of the Trustees present at a Special or Electronic Meeting of the Board at which a quorum is present or as provided in Article IX, Section 3 in lieu of a meeting to fill the vacancy, with the term being the remaining time of the office seat.

ARTICLE VI EXECUTIVE COMMITTEE

SECTION 1: The policies set by the Board and the promotion of the social welfare of the Membership of the Association shall be implemented and managed by the Executive Committee of the Association, which shall consist of the Chair, President, Vice President, Secretary, and Chief Financial Officer. The acts of the Executive Committee shall be deemed to be the acts of the Board until and unless vetoed by the Board at a Regular Meeting, a Special Meeting or an Electronic Meeting of the Board at which a quorum is present or as provided in Article IX, Section 3 in lieu of a meeting.

SECTION 2: The Executive Committee shall hold meetings at such place or places or electronically as it may from time to time determine.

SECTION 3: At each meeting of the Executive Committee, the presence of three members then serving shall constitute a quorum sufficient for the transaction of business.

SECTION 4: The Secretary of the Association, or a designated person, shall take minutes at each meeting of the Executive Committee and, after initial approval of the President or Vice President, shall forward copies within three (3) weeks of the meeting date to each member of the Executive Committee. A permanent record of the minutes of the Executive Committee shall be maintained by the Secretary or the Chief Financial Officer of the Association.

ARTICLE VII COMMITTEES

The President may appoint additional standing or ad hoc committees to perform such functions as may be determined to be needed for a period not to exceed the current term of the President making the appointment.

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**ARTICLE VIII
MEMBERSHIP**

SECTION 1: Membership in the Lake Rabun Association, Inc. shall be available to all individuals and families interested in the social welfare of the Lake Rabun community and who have demonstrated that interest by payment of the annual dues.

SECTION 2: Each current individual member and one representative of each family that is a member present at an Annual, a Special, or an Electronic Membership Meeting is entitled to one vote on any matter of business. Similarly, each current individual member and one representative of each family is entitled to one vote for electronic voting as provided in Article IX, Section 3. Voting may be without written ballot unless a request for written ballot is made by twenty (20) or more active members present at any meeting where a vote is taken. A quorum will require the presence of a minimum of ten percent (10%) of the current eligible voting Membership.

SECTION 3: Annual Membership Meetings shall be held on Memorial Day Weekend for business and information and on Labor Day Weekend for business, annual elections of Officers and Trustees and information. If such an Annual Meeting is unable to be held, business, information, and elections of Officers and Trustees may be conducted at a Special or Electronic Meeting at which a quorum is present or as provided in Article IX, Section 3 in lieu of a meeting.

SECTION 4: Special and Electronic Meetings may be called by the President or Chair of the Board. Notice of a Special or Electronic Meeting of the Membership shall be given by the Secretary of the Association to each member at least seventy-two (72) hours prior to the meeting.

**ARTICLE IX
ELECTRONIC MEETINGS, VOTING & SIGNATURES**

SECTION 1: Electronic Meetings of Members, Trustees, or Committees, including all Annual and Special Meetings, may be held electronically by means of a conference telephone call or conference live calls (including teleconference, audio conference, video conference or other process) so long as (a) the meetings or other process provide that all participating Persons can speak and hear each other or otherwise have access to meeting materials and (b) the number of Persons participating in the meeting or other process is sufficient to constitute a quorum. Participation in such a meeting shall constitute presence of the Person at the meeting.

SECTION 2: Notice of Electronic Meetings must include an adequate description of how to participate in the meeting. The meeting chair shall announce procedures for obtaining the floor, submission of a motion, and other procedural matters. Votes shall be taken by use of an anonymous voting feature of the electronic meeting service or as determined by the presiding officer or committee member. The meeting chair shall announce the voting result, including the number of members voting on each side of the question and the number who explicitly respond to acknowledge their presence without casting a vote. Business may also be conducted by majority consent, provided a quorum exists.

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SECTION 3: Voting by Members, Trustees or Committees may be conducted electronically at or in lieu of an Annual, Special, or other in-person meeting in the event the Executive Committee approves such method including, but not limited to, use of electronic survey tools, other internet based platforms or applications, or other electronic methods.

SECTION 4: Electronic Signatures have the same force and effect as handwritten signatures unless manual signatures are mandatory under state or federal law.

ARTICLE X

DUES

The dues for Membership in the Association for the forthcoming fiscal year shall be set annually by the Board of the Association at the meeting of the Board held just prior to the Labor Day Weekend Annual Membership Meeting and shall be announced to the Membership at such Annual Membership Meeting. Dues shall be billed annually between October and December for the upcoming fiscal year of the Association and shall not be prorated for a partial year membership. If either of the Annual Meetings referenced herein is unable to be held, the provisions of this Article may be implemented at a Special or Electronic Meeting or as provided in Article IX, Section 3.

ARTICLE XI

FISCAL YEAR

The fiscal year of the Association shall commence on January 1 and end on December 31 of the same year. The terms of office of the Trustees, Officers, and Committees shall coincide with the fiscal year of the Association.

ARTICLE XII

ELECTIONS

The Chair of the Board of Trustees shall chair a Nominating Committee which shall be the members of the Executive Committee. In June of each year, the Committee will seek nominations from the general Membership along with nominees from the Committee members for a slate of new Trustees. This slate shall be presented to the Board for information at the Annual Meeting of the Board preceding the Labor Day Weekend Annual Membership Meeting and to the membership for a vote as provided in Article IV, Section 1. If such Board Annual Meeting is unable to be held, the slate may be presented to the Board in an electronic format as approved by the Executive Committee. The presiding officer of the Labor Day Weekend Annual Membership Meeting, a Special Meeting or an Electronic Meeting if such Annual Membership meeting is unable to be held shall accept additional nominations for Officers and Trustees from the floor by any member prior to a vote.

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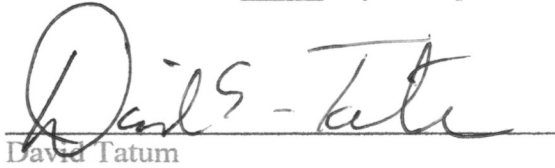
**ARTICLE XIII
INDEMNIFICATION**

The Association wishes to protect its Officers, Executive Committee members and Trustees from liability created by their acts on behalf of the Association. The Association will therefore indemnify each Officer, Executive Committee member and Trustee to the full extent permitted under Sections 14-3-851 and 14-3-856 of the Georgia Nonprofit Corporation Code or any successor provisions of the laws of the State of Georgia.

**ARTICLE XIV
AMENDMENTS**

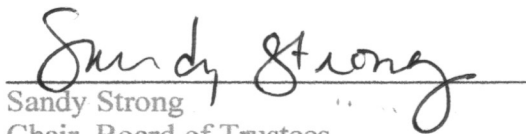
These Bylaws may be amended, altered, or repealed, in whole or in part, at any Annual Meeting, Special Meeting or Electronic Meeting of the Membership upon a vote of a majority of the Membership present, so long as a minimum of ten percent (10%) of the current eligible voting Membership are present at such meeting and notice of the amendment or amendments to be voted upon was included in the notice to the Membership calling such meeting. Alternatively, such vote may be conducted as provided in Article IX, Section 3 in lieu of a meeting if such Annual Member Meeting is unable to be held and notice of the amendment or amendments to be voted upon was provided at least seventy-two (72) hours prior to beginning of the electronic voting process.

APPROVED this 14 day of September 2020



David Tatum

President, Lake Rabun Association, Inc.



Sandy Strong

Chair, Board of Trustees

Lake Rabun Association, Inc.