

**LOWER ALTAMAHA HISTORICAL SOCIETY, INC.
BY-LAWS**

(Amended, April 16, 1981, April 24, 2005 and April 17, 2014)

ARTICLE I - MEMBERSHIP

Section 1: All adult members of The Lower Altamaha Historical Society shall, by virtue of their membership, be entitled to and shall be members of this Corporation. Upon termination of such membership for any reason, he shall automatically cease to be a member of this Corporation.

Section 2: The Board of Directors shall have authority to determine classifications of membership and the requirements for admission to the various classifications.

Section 3: The Secretary of the Corporation shall keep an up to date roster of the members of the Corporation which shall be available for inspection by any member at all reasonable times.

ARTICLE II - MEETINGS

Section 1: The annual meeting of the Corporation shall be held in McIntosh County, Georgia at such time and place therein as may be designated by the Board of Directors. The Board of Directors shall be elected at such annual meeting as hereinafter provided.

Section 2: Eight (8) adult members shall constitute a quorum at all meetings of members for the transaction of business, except as otherwise provided by law. If less than a quorum be present at any proposed meeting, those members present shall have the authority to adjourn the meeting from time to time without notice other than announcement at such proposed meeting, until a quorum of members shall be present.

Section 3: Regular notice shall be mailed by the Secretary to every member of record at such address as is indicated upon the records of the corporation not less than 5 days prior to said meeting.

Section 4: Special or called meetings may be held upon call of the President or any three (3) Directors or Officers, or any 7 adult members. They shall be held in McIntosh County, Georgia after at least 5 days written notice to each member. Such notice shall state the purpose of this meeting. Business transactions at all such meetings shall be limited to the objects stated in the call unless such requirement is waived by the unanimous vote of a quorum present.

Section 5: Each adult member of the corporation shall be entitled to one (1) vote upon all questions and motions arising ~at any special or regular meeting.

ARTICLE III - DIRECTORS

Section 1: The Board of Directors of the Corporation shall consist of not more than nine (9) nor less than seven (7) members as shall be from time to time decided by the members; except that the elected officers herein after referred to shall serve ex officio as directors in addition to the number herein specified. The Board of Directors of the Corporation shall consist of nine(9) members elected as follows:

A. Eight eligible members shall be elected by Secret Ballot. Said board members shall be elected on a staggered annual basis with a term of two (2) years.

B. The ninth (9th) Member of the Board shall be the Emeritus Member and shall have a lifetime tenure. The first Emeritus Member of the Board shall be one of the Corporations founders.

Directors may be elected to succeed themselves. In addition to any nominations which may be made by Committee, nominations may also be made from the floor. All elections shall be by written Secret Ballot.

Section 2: The Board of Directors shall direct and supervise the management and operation of the Corporation. It shall regulate and attend to all internal affairs of the Corporation, shall make such arrangements for carrying on the business as it shall deem appropriate and shall further exercise all powers authorized now or hereafter by law to directors and not required to be exercised by members.

Section 3: Regular meetings of the Board of Directors shall be held at least quarterly at such time and place as shall from time to time be determined by the Board. Special or called meetings may be called by the President or Secretary or any Three (3) Directors by giving reasonable notice to each Director either personally or by telephone or by mail.

ARTICLE IV - OFFICERS

Section 1: The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such officers as the membership may deem advisable.

Section 2: The officers shall be elected by the membership at the annual meeting from the list of members in good standing. The term of each officer shall be for two (2) years and until a successor is designated. The terms shall be staggered, with a President and a Vice-President being elected in the even numbered years and a Secretary and a Treasurer being elected in the odd numbered years. Each of said officers shall serve as and have all powers, privileges and emoluments of a director during their respective terms of office by virtue of their said office. In the event of a vacancy occurring, the Board of Directors by majority vote shall fill the vacancy for the unexpired term.

Section 3: The president of the corporation shall be the chief executive officer. He shall preside at all meetings of members and directors and shall be responsible for all orders and resolutions adopted by the membership and the Board of Directors. He shall appoint such committees as he deems advisable for such purposes as will best serve the interests of the corporation.

Section 4: The Vice President shall act in all absences or incapacity of the President. He shall serve on such committees and perform such duties as shall be directed by the President and the Board of Directors.

Section 5: The Secretary shall keep accurate written minutes of all proceedings; shall keep and maintain an accurate list of all current members of the Corporation; shall issue all required notices to the membership; shall be custodian of the corporate seal and shall attest the official signature of the corporation whenever the same is necessary or required.

Section 6: The Treasurer shall perform the normal duties of a treasurer. Fiscal year and membership year shall be Jan 1 to Jan 1.

ARTICLE V - NET EARNINGS

Section 1: No member of this corporation shall be entitled to any portion of the net earnings of the company. Said net earnings shall not inure to the benefit of any private person and shall be held and used only for the stated objectives of the Corporation; however, the company may pay a member for Services rendered to it.

ARTICLE VI - CONTRACTS

Section 1: All contracts shall be approved by the Board of Directors and no loans or advances shall be made by or to said Corporation without authority of the Board of Directors, and no legal document whatsoever shall be executed upon behalf of the corporation except upon the authority of the Board of Directors.

ARTICLE VII - AMENDMENTS

Section 1: These By-Laws may be altered or amended and additional By-Laws adopted by a majority vote at any annual meeting of members or at any special meeting of members in the notice of which meeting the proposed amendment or new By-Laws shall be set forth verbatim.