

BYLAWS OF
KEEP CHEROKEE BEAUTIFUL
A Georgia Nonprofit Corporation

ARTICLE 1
PURPOSES AND POWERS

1.1 Purpose. Keep Cherokee Beautiful, a nonprofit corporation of perpetual existence, referred to herein as the Corporation, shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation.

1.2 Powers. The Corporation shall have such powers as are now or may hereafter be granted by the laws of the State of Georgia and its Articles of Incorporation.

ARTICLE 2
OFFICES

2.1 Registered Office: Registered Agent: Other Offices. The Corporation shall have and continuously maintain in the State of Georgia a registered office and a registered agent having an office identical with such registered office.

ARTICLE 3
CONTRIBUTORS

3.1 Management. The Corporation may have only non-voting members except for the Board of Directors who shall be the only voting members of the Corporation. Individuals and organizations contributing real and personal property to the Corporation shall take no part in the management of the Corporation and shall have no liability for its operations.

Article 4
BOARD OF DIRECTORS

4.1 General Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the the laws of the State of Georgia, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Corporation shall be controlled by the Board of Directors.

4.2 Qualifications.

- (a) Nomination/Appointment. Directors of the Corporation shall, from time to time, be appointed to the Board or removed from the Board by a quorum majority of the members of the board.
- (b) Membership. All members of the Board of Directors shall be members of Keep Cherokee Beautiful.

4.3 Honorary Directors. The Board, by resolution or affirmative vote of a quorum of Directors, may designate ex-officio or honorary Directors of the Corporation. Ex-officio and honorary Directors shall not have the right to vote.

4.4 Vacancies. Any Board vacancy may be filled for the remainder of the unexpired term by the procedure for appointment to the Board, described in these Bylaws.

4.5 Number and Tenure. The number of Directors shall be the number of Directors appointed from time to time in accordance with these Bylaws, but shall never be less than five (5) nor more than seven (7). The number of Directors may be increased or decreased from time to time, and the total number of Directors established by resolution of the Board of Directors, in accordance with these Bylaws. A Director shall be appointed for a two (2) year term. Directors whose terms have expired may be reappointed. No Director may serve more than three (3) consecutive terms, or six (6) years, without a sabbatical of one (1) year. When a Director is appointed to complete a vacant, yet unexpired term, the length of the term shall be the remainder of the unexpired term, and the six (6) year limitation shall begin to be counted when he or she is appointed to fill the vacancy. Each Director whose term expires shall continue until their successor has been appointed.

4.6 Standing, Resignation, and Removal. Board members are expected and required to attend all Board meetings. If any Director of the Corporation misses two (2) consecutive meetings without cause shown by letter or telephone call to any Officer of the Corporation, any current Director may request that the Board recommend that Director's removal from the Corporation. Any Director who knows he or she must be absent from a meeting of the Board shall inform the CEO or an Officer of the Corporation of the absence before the meeting or as soon after the meeting as may be practicable. Such report shall constitute cause for the absence, unless rejected by a majority of the Board. Any Director may voluntarily terminate his or her membership at any time by giving written notice thereof to the CEO of the Corporation. Such resignation shall take effect at the time the Board meets to accept the resignation. The Board, upon a quorum vote of the entire Board of Directors, may terminate the membership of any Director of the Corporation.

4.7 Conflicts of Interest. Any Director or member of the Director's family who has a direct or indirect financial interest in any contract or other transaction with the Corporation must disclose to the Board, in advance, such interest. The Board member concerned may participate in discussions relating to the subject of their interest, but may not vote.

4.8 Rights and Privileges. Directors may receive reasonable compensation for expenses incurred in travel for Corporation activities, if money is available for such purposes.

Article 5 **MEETINGS**

5.1 Annual Meeting. The Board of Directors shall hold an annual meeting in December of each year. The annual meeting shall be for the purpose of the election of officers and the transaction of such other business as may come before the meeting.

5.2 Regular Meetings. Regular meetings of the Board of Directors shall be held four (4) times each year, with the last meeting being the annual meeting. The time and place of such meetings, shall be determined from time to time by the CEO, or in his or her absence, by the CFO.

5.3 Special Meetings. Special meetings of the Board of Directors may be called by the CEO, Executive Committee, or any five (5) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix a reasonable time and place for holding them.

5.4 Telephone/Webinar Meetings. Directors may participate in meetings of the Board of Directors and committee meetings by means of a conference telephone, webinar or similar communications equipment

by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.

5.5 Action Without Meeting. Any action of the Board of Directors shall be taken without a meeting if a consent, in writing, setting for the action so taken, and signed by all of the Directors is filed in the minutes of the Board of Directors. Such consent shall have the same effect as a unanimous vote.

5.6 Notice and Waiver. Notice of any regular meetings shall be given to each Director at least ten (10) days prior thereto by written notice delivered personally, by mail, fax or email or by telephone to each Director. Notice of any special meeting of the Board of Directors shall be given by mail, fax, or email or by telephone to each Director at least two (2) days prior to the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. Any Director may waive notice of any meeting, either before, at, or after such meeting by signing a written waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when the Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

5.7 Quorum and Voting. A majority of currently appointed voting Directors shall constitute a quorum for the transaction of business. Ex-officio members of the Board of Directors shall not be counted in determining a quorum. The vote of a majority of Directors present and voting at a meeting at which a quorum is present shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting from time to time without notice until a quorum is present. If a Director is attending a meeting via conference telephone, webinar or similar communications equipment, such Director shall be eligible to cast a vote as if he/she were physically present at said meeting.

5.8 Proxies. A Director may vote in person or by proxy executed, in writing, by the Director, or the Director's duly-authorized attorney-in-fact. No proxy shall be valid after three (3) months from the date of its execution, unless otherwise provided in the proxy.

5.9 Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which an action on any corporate matter is taken shall be presumed to have assented to the action taken unless he or she votes against such action or abstains from voting because of an asserted conflict of interest.

Article 6

OFFICERS

6.1 Officers. The Officers of this Corporation shall be a CEO, CFO, Secretary, and two (2) At-Large Board Members, each of who shall be elected by and from the Board of Directors. The CEO shall be the Chief Executive Officer of the Board of Directors. Such other officers and assistant officers as may be deemed necessary by the Board of Directors may be elected by and from the Board of Directors from time to time. Any two (2) offices may be held by the same person, except the offices of CEO and CFO, and the offices of CEO and Secretary. A failure to elect any Officer shall not affect the existence of the Corporation. All Officers must be Directors of the Corporation.

6.2 Election and Term of Office. The Officers of the Corporation shall be elected annually by a majority vote of the Directors present at the annual meeting of the Board of Directors. Each Officer shall hold

office from the first day of the January following the annual meeting, and until his or her successor is elected and assumes office, or until his or her earlier resignation, removal from office, or death.

6.3 Removal and Vacancies. Any Officer may be removed from office at any time with cause on the affirmative vote of a majority of the Board of Directors constituting a quorum at a meeting, whenever, in the Board's judgment, the best interests of the Corporation will be served thereby. Vacancies in offices, however, occasioned, shall be filled by election by a majority vote of the Board of Directors, at a special meeting, or at the next regular meeting of the Board of Directors, for the unexpired portion of the term.

6.4 CEO. The CEO shall be the chief executive officer of the Board of Directors. The CEO shall preside at all meetings of the Board. The CEO may sign, with the Secretary or with any other officer of the Corporation authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, unless the signing and execution has been expressly delegated by the Board, or by the Bylaws, or by statute to some other officer or agent; and in general, the CEO shall perform all duties incident to the office of CEO, and such other duties as may be prescribed by the Board of Directors from time to time.

6.5 CFO. In the absence of the CEO or in the event of the CEO's inability or refusal to act, the CFO shall perform the duties of the CEO, and when so acting, shall have all the powers of and be subjected to all the restrictions upon the CEO. In addition, the CFO shall perform all duties incident to the office of the CFO, and such other duties as from time to time may be assigned by the CEO or by the Board of Directors.

6.6 Secretary. The Secretary shall record and certify the accuracy of the minutes of all meetings of the Board of Directors and shall perform all duties usually incident to the office of the Secretary, and such other duties as may be delegated to him or her.

6.7 At-Large Directors. The At-Large Directors shall perform all duties assigned by the CEO, including arranging for an audit of the books and financial records of the Corporation at such times as the Board of Directors deems necessary and shall perform such other duties as may be delegated to him or her.

Article 7

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

7.1 Contracts. The Board of Directors may authorize any Director, Officer or agent of the Corporation, to enter into a contract for services and such authority may be general or confined to specific instances.

7.2 Borrowing. No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued on its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

7.3 Checks. Drafts. All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by the CEO or the CFO.

7.4 Deposits. All funds of the Corporation shall be deposited from time to time in such banks, trust companies, or other depositories as the Board of Directors may direct.

Article 8
MISCELLANEOUS

8.1 Indemnification of Directors, Officers, Employers, and Agents. The Corporation shall indemnify to the extent allowed by the laws of the State of Georgia any Director, Officer, employee, or agent for the expenses and costs (including attorney fees) actually and necessarily incurred by them in connection with any claim asserted against them, by action in court or otherwise, by reason of them being or having been such Director, Officer, employee, or agent.

8.2 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep records of the actions of the Corporation and minutes of the proceedings of the Board of Directors. Copies of such minutes of the Board of Directors shall be regularly distributed to each Director. The books and records of account, the minutes, and all Corporate records, shall be open to inspection by the Directors at any reasonable time.

8.3 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end of the last day of December in each year, unless otherwise determined by resolution of the board of Directors.

8.4 Seal. The Board of Directors may prepare an official corporate seal which shall be affixed to all appropriate documents.

8.5 Loans to Officers and Directors Prohibited. No loans shall be made by the Corporation to its Directors or Officers. The Directors of the Corporation who vote for or assent to the making of a loan to a Director or Officer of the Corporation, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof.

8.6 Policies and Rules. The Board of Directors may adopt, amend or repeal policies and rules not inconsistent with these Bylaws for the management of the internal affairs of the Corporation and the governance of its Officers, agents, committees, and employees.

8.7 Parliamentary Procedure. The current edition of Robert's Rules of Order and any future amended versions shall apply to the conduct of all meetings of the Board and its committees, to the extent that such rules are consistent with these Bylaws and with the policies and rules of the Board of Directors.

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Article 9
AMENDMENTS

9.1 Amendments to the Bylaws. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board of Directors from time to time.

Witness the hand of the undersigned and the seal of the said Corporation effective this 9th of October, 2020.



MARK PREETORIOUS, CEO
Keep Cherokee Beautiful



VIC KNIGHT, CFO
Keep Cherokee Beautiful



ANDREW RICHARD, Secretary
Keep Cherokee Beautiful