

BYLAWS OF VISIT WILKINSON COUNTY, INC.,

ARTICLE I:

Name, Offices, Purposes and Governing Instruments

Section 1.1 Name: The name of the Corporation is **VISIT WILKINSON COUNTY, INC.**, hereinafter referred to as the “Corporation.” The official acronym of the Corporation shall be “**VWC, INC**”.

Section 1.2 Registered Office & Agent: The Initial Registered Office and Agent of the Corporation shall be **Donna Asbell, 113 HIGH HILL STREET, IRWINTON, GEORGIA 31042**. The Board of Directors consistent with the Georgia Nonprofit Corporation Code may change the location of the Registered Office and the Registered Agent from time to time.

Section 1.3 Principal Office: The initial principal office of the Corporation shall be located at **P.O. Box 413, Irwinton, Georgia 31042**. The Board of Directors consistent with the Georgia Nonprofit Code may change the location of the principal office from time to time.

Section 1.4 Purpose:

(a) The Corporation is a nonprofit corporation as described in the Georgia Nonprofit Corporation Code (the “Law”). The property of the Corporation is irrevocably dedicated to charitable and educational purposes in a manner which meets the requirements of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”), and Section 48-7-25 of the Georgia Public Revenue Code.

(b) **VISIT WILKINSON COUNTY, INC.**, is organized exclusively for educational and charitable purposes.

(c) The Corporation is organized and at all times shall be operated, exclusively for public charitable and educational uses and purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 in furtherance of such purposes the Corporation shall have such full power and authority to:

- 1) Make distributions to organizations that are exempt organizations under section 501(c)(3) of the Internal Revenue code;
- 2) Make distributions for other charitable purposes;
- 3) Receive and accept property, whether real, personal or mixed by way of gift, bequest, or devise, from any person, firm, trust or corporation, to be held, administered, and disposed of in accordance with and pursuant to the governing instruments of the corporation, as the same shall be amended from time to time, and;
- 4) 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 carry out any purposes of the Corporation as set forth in these Articles of Incorporation, including the exercise of all other powers and authority enjoyed by corporations generally by virtue of the Georgia Nonprofit Corporation Code, within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code.

(d) The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in these Bylaws and this Corporations Articles of Incorporation and as are exclusively charitable and are entitled to charitable status under section 501 (c)(3) of the Internal Revenue Code.

Section 1.5 Governing Documents: The Corporation shall be governed by these bylaws as amended from time to time and its Articles of Organization as amended from time to time. The Corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

ARTICLE II:

Board of Directors

Section 2.1 Duties and Powers of the Board:

(a) Subject to any limitations in the Corporation's Articles of Incorporation (the "Articles") or these By-Laws, the Board shall manage the activities of the Corporation and shall exercise or oversee the exercise of all corporate powers. The Board may delegate its duties and powers as it sees fit to the extent permitted by Law, provided however, that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. The Board shall have all powers permitted to or conferred on a board of directors of a nonprofit corporation by Law, except as limited by the Articles or these By-laws.

(b) The Board shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any member, director, officer, or other private person or individual.

(c) The Board is authorized to employ such person or persons, including an executive director or officer, attorneys, directors, agents, advisors and assistants, as in its judgment are necessary or desirable for the administration and management of the corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

Section 2.2 Number and Qualifications of Directors: The Board of Directors shall be comprised of six (6) elected members. The Board of Directors shall be elected by a majority vote of the Board of Directors of Visit Wilkinson County, INC.,

Section 2.3 Initial Board of Directors: The initial Board of Directors of the Corporation shall be the persons whose names and addresses are as follows:

	<u>NAME:</u>	<u>POSITION:</u>	<u>MAILING ADDRESS:</u>
1)	<u>Freda Thomas</u>	<u>President</u>	<u>1581 Asbell Road, Irwinton, GA 31042.</u>
2)	<u>Brenda Whipple</u>	<u>Vice President</u>	<u>155 Sheppard Street, Toombsboro, GA 31090</u>
3)	<u>Beverly Clark</u>	<u>Secretary</u>	<u>154 High Hill Road, Irwinton, GA 31042.</u>
4)	<u>Debra Carswell</u>	<u>CFO</u>	<u>109 Bank Street, Irwinton, GA 31042.</u>
5)	<u>Donna Asbell</u>	<u>COO</u>	<u>128 E. Main Street, Irwinton, GA 31042</u>
6)	<u>Jenn Morris</u>	<u>CMO</u>	<u>1995 Dennard Hardy Road, Gordon, GA 31031.</u>

Section 2.4 Term of Office: The term of office for Directors shall be two (2) years.

Section 2.5 Term Limits: No director shall serve more than two (2) consecutive terms. A Director may serve on the Board again after a waiting period of one (1) year.

Section 2.6 Officers: The officers of the Corporation shall be, Chairman, Vice-Chairman, Secretary and Treasurer. The officers shall be elected at the annual meeting by a majority vote of the Directors then in office.

Section 2.7 Resignation, Removal, and Vacancies:

(a) A director may resign effective upon giving written notice to the Chair of the Board (the “Chair”) if any, the Secretary, or the Board, unless the notice specifies that the resignation shall be effective at a later time.

(b) The Board may remove a director who fails to fulfill his or her duties, including failing to attend meetings of the Board or failing to fulfill tasks designated by the Board; provided however, that such removal must be authorized by an affirmative vote of all directors not subject to said action then in office.

(c) Any vacancy occurring on the Board shall be filled by a majority vote of the Visit Wilkinson County, Inc., Board of Directors. Visit Wilkinson County, Inc., shall make elections to fill a vacancy no more than 60 days before a vacancy occurs and no more than 60 days after a vacancy occurs. A director elected to fill a vacancy shall hold office until the expiration of the term of the replaced director or until his or her successors has been elected and qualified.

(d) A vacancy on the Board shall be deemed to exist upon the occurrence of the death, resignation, or removal of any director, or if authorized number of directors is increased.

(e) The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or is convicted of a felony, or has been found by a final order or judgment of any court to have breached a duty to the Corporation.

Section 2.8 Place of Meetings: The Board may meet at any place designated in the notice of the meeting or, if not stated in the notice or if there is no notice, as designated by the Board or the Chairman.

Section 2.9 Annual Meetings: The Board shall hold an annual meeting to elect officers then up for election, and to conduct all other business as may properly come before the Board. The annual meeting shall take place at such time and place as determined by resolution of the Board.

Section 2.10 Regular Meetings: Regular meetings of the Board may be held from time to time between annual meetings at such times and at such places as the Board of Directors may designate by resolution, without notice of the date, time, place or purpose of any such meeting.

Section 2.11 Special Meetings: Special Meetings of the Board for any purpose may be called at any time by the Chair (if any) or any two directors.

Section 2.12 Notice:

(a) Special meetings of the Board shall be held upon notice of (48) forty-eight hours' notice given personally by telephone, electronic mail, or other equivalent means of communication. Such notice shall contain the date, time, and place of meeting and the agenda of business to be discussed at such meeting. Any such notice shall be addressed or

delivered to each director at his or her electronic address or contact number as it is shown upon the records of the Corporation.

(b) Notice shall be deemed to have been given at the time it is personally delivered to the recipient. Notice by electronic mail shall be deemed to have been given when it is actually transmitted by the person sending the notice by electronic means to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient.

Section 2.13 Waiver of Notice: Notice of a meeting need not be given to any director who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, before or at the meetings commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 2.14 Quorum and Action of the Board: Three (3) Directors shall constitute a quorum. Any action of the Board shall receive a minimum of three (3) affirmative votes.

Section 2.15 Vote Required for Action: Except as otherwise provided in these bylaws or by law, the act of a majority of the directors then in office at a meeting at which a quorum is present at the time of the vote shall be the act of the Board of Directors.

Section 2.16 Participation in Meetings by Telephone or Video Conference: Directors may participate in meetings of the Board through the use of telephone or video conference or other equivalent communications equipment, so long as directors

participating in the meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

Section 2.17 Action by Directors without a Meeting: Any action required or permitted to be taken at a meeting of the Board 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 directors then in office. Such consents 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.

Section 2.18 Adjournment: A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 2.19 Fees and Compensation: No director of the Corporation shall receive, directly or indirectly, any salary, compensation, or emolument therefrom as such director or in any other capacity, unless authorized by an affirmative vote of all disinterested directors. However, nothing contained herein shall be construed to prevent any director from serving the Corporation in any other capacity and receiving reasonable compensation for services rendered in furtherance of the purposes and functions of the corporation.

ARTICLE III:

Board and Advisors

3.1 Appointment: The Board of Directors may appoint such persons, as it reasonably deems necessary or desirable to act as the Board of Advisors of the corporation. To the extent possible, the Board of Advisors should consist of individuals whose integrity, capability, experience, knowledge of the communities and institutions served by the Corporation and community standing will help the Board of Directors carry out its functions. The number of persons appointed to constitute the Board of Advisors shall be determined in the sole discretion of the Board of Directors.

3.2 Purpose: It shall be the function and purpose of the Board of Advisors to advise the Board of Directors on matters relating to the business and affairs of the corporation, and to suggest or be available for consultation with regard to projects or activities which the Corporation may undertake, consistent with its exempt purposes, in furtherance of its goals and objectives.

ARTICLE IV:

Officers

4.1 Number and Qualifications: The officers of the Corporation shall consist of a chairman, one or more vice chairmen, as determined by the Board of Directors, a secretary, and a treasurer. The Board of Directors may from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the corporation, but the Corporation shall not be required to

have at any time any officers other than a chairman, a secretary and a treasurer. Any two (2) or more offices may be held by the same person.

4.2 Election and Term of Office: The officers of the Corporation shall be elected by the Board of Directors and shall serve for terms of two (2) year and until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

4.3 Other Agents: The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

4.4 Removal: Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agents so removed.

4.5 Vacancies: A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

4.6 Chairman: The chairman shall be the chief executive officer of the Corporation and, as such, shall exercise general supervision of all operations and personnel of the corporation, subject to the control of the Board of Directors. The chairman shall also serve as a member, with right to vote, of the executive committee of the Board of Directors and as a voting member, ex officio, of any and all other committees of directors. He or she shall be authorized to sign checks, drafts, and other

orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, and statements and reports required to be filed with government officials or agencies; and he or she shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the secretary, any instrument or other writing; and he or she shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall have the right to supervise and direct the management and operation of the Corporation and to make all decisions as to policy and otherwise which may arise between meetings of the Board of Directors, and the other officers and employees of the Corporation shall be under his or her supervision and control during such interim. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

4.7 Vice Chairman: The vice chairmen, in order of their seniority, unless otherwise determined by the chairman or by the Board of Directors, shall, in the absence or disability of the chairman, perform the duties and have the authority and exercise the powers of the chairman. They shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the chairman may from time to time delegate.

4.8 Secretary-Treasurer:

(a) The secretary-treasurer shall attend all meetings of the Board of Directors and record all votes, actions, and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the executive and other committees when required.

(b) The secretary-treasurer shall give, or cause to be given, notice of all meetings of the Board of Directors.

(c) The secretary-treasurer shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors or the chairman affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature.

(d) The secretary-treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuables in the name and to the credit of the Corporation into depositories designated by the Board of Directors.

(e) The secretary-treasurer shall disburse the funds of the Corporation as ordered by the Board of Directors, and prepare financial statements each month or at such other intervals as the Board of Directors shall direct.

(f) If required by the Board of Directors, the secretary-treasurer shall give the Corporation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the board) for the faithful performance of the duties of his or her office and for the restoration to the corporation, in case of his or her death, resignation, retirement, or removal from office of all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under his or her control belonging to the corporation.

(g) The secretary-treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the chairman may from time to time delegate.

ARTICLE V:

Indemnification and Insurance

Section 5.1 Indemnification: The Corporation shall, to the maximum extent permitted by the Law, indemnify each of its directors, officers, employees, and agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of fact that any such person is or was a director, officer, employee, or agent of the Corporation, and shall advance to such person expenses incurred in defending any such proceeding to the maximum extent permitted by the Law. The Board may, in its discretion, provide by resolution for indemnification of, or advance of expenses to, other agents of the Corporation and likewise may refuse to provide for such indemnification of, or advance of expenses except to the extent such indemnification is mandatory under the Law. Notwithstanding the forgoing provisions of this section, the Corporation shall have no obligation to provide indemnification to the extent the provision of indemnification would be prohibited under the Law or the Internal Revenue Code.

5.2 Insurance: The Corporation shall have the power to purchase and maintain insurance on behalf of any director, officer, employee, or agent of the Corporation against any liability asserted against or incurred by such person in such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against the provisions under this Article.

ARTICLE VI

Miscellaneous

6.1 Books and Records: The Corporation shall keep correct and complete books and records of accounts and shall also keep the minutes of the proceedings of its 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.

6.2 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.

6.3 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.

6.4 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.

6.5 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, as far as is reasonable and possible:

- (a) The remainder of these bylaws shall be considered valid and operative;
- and

(b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

6.6 Table of Contents and Headings: The table of contents and headings are for organization, convenience, and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.

6.7 Relation to Articles of Incorporation: These bylaws are subject to, and governed by, the Articles of Incorporation.

ARTICLE VII

Amendments

7.1 Power to Amend Bylaws: The Board of Directors shall have the power to alter, amend, or repeal these bylaws or adopt new bylaws.

7.2 Conditions: Actions by the Board of Directors with respect to bylaws shall be taken by the affirmative vote of a majority of all directors then holding office.

ARTICLE VIII

Tax-Exempt Status

8.1 Tax-Exempt Status: The affairs of the Corporation at all times shall be conducted in such a manner as to assure the corporation's status as an organization qualifying for exemption from taxation pursuant to section 501 (c) (3) of the Internal Revenue Code.

ARTICLE IX

Conflict of Interest

9.1 Prohibited Conflicts: (a) No Officer or Director shall use or attempt to use his or her official position to secure privileges, advantages, employment or anything of

value or financial gain, direct or indirect, for himself or herself, any related person(s) (as that term is defined in O.C.G.A. § 14-3-860(3)), or any business organization with which he or she is associated.

(b) No Officer or Director shall act in his or her official capacity in any matter in which he or she, any related person(s) (as that term is defined in O.C.G.A. § 14-3-860 (3)), or any business organization in which he or she is associated has a material financial interest, if such interest would reasonably be expected to impair his or her objectivity or independence of judgment.

(c) No Officer or Director shall solicit or accept or knowingly allow any related person(s) (as that term is defined in O.C.G.A. § 14-3-860 (3)) or any business organization in which he or she is associated to solicit or accept any gift, favor, loan, service, promise of future employment, or other thing of value based upon an understanding that the gift, favor, loan, contribution, service, promise, or other thing of value was given or offered for the purpose of influencing that officer or director in the discharge of his or her official duties.

(d) No Officer or Director shall use, or knowingly allow to be used, his or her official position or any information not generally available to the members of the public which he or she receives or acquires in the course of and by reason of his or her official position for the purpose of securing financial gain for himself or herself, any related person(s) (as that term is defined in O.C.G.A. § 14-3-860 (3)), or any business organization with which he or she is associated.

(e) Each Director or Officer of the Corporation shall at all times conduct their actions in accordance with the policies set forth herein and with O.C.G.A. § 14-3-860 et. seq. as such code may be amended from time to time.

Visit Wilkinson County, Inc., was organized under the laws of the State of Georgia on May 8th, 2024. These bylaws were adopted by resolution of the initial Board of Directors of the Corporation and became effective on July 29, 2024.

APPROVED:

Visit Wilkinson County, Inc.,
A Georgia Nonprofit Corporation



July 29, 2024

By: Dorothy Arlene Bache (Seal)
Freda Thomas, Chairman
Attest: Dorothy Arlene Bache (Seal)
Beverly Clark, Secretary