

BY-LAWS  
OF  
ST. MARYS TOURISM COUNCIL, INC.

ARTICLE I

Section 1. Registered office and other offices. The registered office of the corporation shall be located at 418 Osborne Street, St. Marys, Georgia 31558. The corporation may establish and maintain offices within the City of St. Marys as the Board of Directors may determine, or as the affairs of the corporation may require from time to time.

ARTICLE II

Section 1. Seal. The corporation shall have a corporate seal which shall be circular in form and upon which shall be inscribed:

The Board of Directors may alter and change said seal.

ARTICLE III

Board of Directors

Section 1. Power of Directors. The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, quorum and tenure of directors. The number of directors of the corporation shall not be more than fifteen (15); provided, however, that the number of directors may be changed from time to time to any number by amendment of the By-Laws of the corporation. A quorum at any meeting of the Board of Directors shall consist of a majority of the directors present

Outdated, before  
the Authority was  
part of the City.

Possible date of bylaws  
is 1998-1999.

in person or by proxy. If by proxy, it shall be in writing under the hand of the appointer, and shall be attested by at least one (1) witness, and no person shall be appointed a proxy who is not a member of the Board of Directors. Each director shall hold office until his successor shall have been elected.

Section 3. Election of directors. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Board of Directors. A majority of the remaining directors, though less than a quorum, may fill such vacancies. The directors shall be elected at the annual meeting of the Board of Directors and each director shall be elected for one (1) year or until his successor is elected. To the extent feasible, one third (1/3) of the directors shall be elected annually.

Section 4. Qualifications of directors. Before a person shall be considered as a member of the Board of Directors, he shall first be determined to derive the main source of his income from tourist business or tourist related activities. In addition, one member of the St. Marys City Council shall always be a member of the Board of Directors. A person who is a member of the Board of Directors and his qualifications cease to exist shall be replaced on the Board of Directors at the earliest possible time.

Section 5. Termination of directorships. A directorship in the corporation shall terminate upon the death of a director and may be terminated by resignation or by resolution of the Board of Directors, acting in such capacity or pursuant to Sections 2 or 3

of this Article III. Directorships may not be transferred.

Section 6. Distribution of assets. No director shall possess any property right in or to the property of the corporation. In the event the corporation owns or holds any property upon its dissolution and winding up, after paying or adequately providing for its debts and obligations, the Board of Directors shall transfer all right, title and interest into said property to the general fund of the City of St. Marys.

Section 7. Regular meetings of Board of Directors. The Board of Directors shall hold an annual meeting for the election of officers of the corporation and the transaction of other business at such time and place, either within the City of St. Marys, or elsewhere within the confines of Camden County, Georgia, as the Board of Directors may determine. The Board of Directors may provide by resolution for the holding of additional regular meetings of the Board of Directors. The Secretary shall serve written notice of regular meetings by mailing it to the usual address of each director at least ten (10 ) days prior to such meeting. With each such notice of meeting the Secretary shall send a copy of the minutes of each meeting of the Executive Committee held since the last preceding meeting of the Board of Directors.

Section 8. Special meetings of Board of Directors. Special meetings of the Board of Directors shall be called by the President or by the Secretary upon request of the Executive Committee, or upon written request of at least three (3) directors, addressed to either of such officers. Any such

written request shall state the purpose of purposes of the proposed meeting. Upon receiving such request the President or Secretary shall serve written notice personally upon, or by mailing it to the usual address of, each director at least ten (10) days prior to the meeting. Such special meeting may be held at any place, either within the City of St. Marys or within Camden County, Georgia, as may be designated in the notice of such meeting, or by written consent of the directors, as provided in Section 10 of this Article.

Section 9. Notice. Written notice of any meeting of the Board of Directors shall be given to each director, delivered or sent to the address given by him to the corporation. Said notice shall be given at least ten (10) days prior to the meeting. If a director has given no address to the corporation, notice shall be delivered or sent to him at the registered office of the corporation. If notice be given by telegram, it shall be deemed delivered when the telegram is delivered to the telegraph company, and if mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope, with postage thereon prepaid.

Section 10. Waiver of notice, consent to meeting or approval of minutes. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at the meeting duly held upon notice, if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of

the minutes thereof. All such waivers, consents and approvals shall be filed with the minutes of the proceedings of the Board of Directors.

Section 11. Action by written consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as though voted upon by a majority of the directors at a regular or special meeting of the Board of Directors. This section shall not authorize any committee of the Board of Directors to take action by written consent without a meeting.

#### ARTICLE IV

##### Committees

Section 1. Executive Committee. The Board of Directors may appoint from its members an Executive Committee consisting of all officers of the corporation including all vice presidents, all living past presidents, and such other persons as may be designated by the Board of Directors. The Executive Committee, when the Board of Directors is not in session, shall have and shall exercise all powers of the Board of Directors within established policy. The quorum at any meeting of the Executive Committee shall consist of any five (5) members thereof, provided one (1) of them shall be the Chairman of the Board or the President. The Executive Committee shall keep regular minutes of

its proceedings and make prompt reports thereof to the Board of Directors.

Section 2. Finance Committee. The Board of Directors may appoint a Finance Committee consisting of the Treasurer, and such number of directors as may be appointed by the Board of Directors. Such committee shall be subject to the direction of the Board of Directors and shall have control of the funds of the corporation under regulations promulgated by the Board of Directors, the investment and reinvestment of the funds, and such other powers and duties as may be delegated to it by the Board of Directors.

Section 3. Other Committees. The Board of Directors may appoint such other committees and delegates to them or each of them such powers as it may deem necessary or appropriate in furtherance of the objects of the corporation.

## ARTICLE V

### Officers

Section 1. Officers. The officers of the corporation shall be a President, Vice-President, Chairman of the Board of Directors, Chairman of the Executive Committee, the Executive Vice-President, a Secretary, a Treasurer, and such other officers as may be designated by the Board of Directors from time to time. The President and Vice-President, other than the Executive Vice-President, shall be elected from the members of the Board of Directors.

In the event of a vacancy in any office, the Board of Directors, or the Executive Committee, shall elect a successor to

fill the vacancy; provided, however, that in the absence or disability or refusal to act of the President, the Chairman of the Board of Directors, or in the event of the latter's unavailability or refusal to act, then the Chairman of the Executive Committee shall assume the duties of, and act as President.

Section 2. Election and tenure of officers. The officers shall be elected or appointed by the Board of Directors and shall hold office at the pleasure of the Board of Directors but not beyond the time when their respective successors shall be elected and shall qualify. Any officer or officers may be removed from office by two-thirds (2/3) vote of the Board of Directors at any time, with or without cause.

Section 3. Duties of the President. The President shall be the chief executive officer of the corporation and shall perform the duties customarily exercised by such corporate officer and such further duties as may be imposed upon him by the Board of Directors.

Section 4. Duties of the Chairman of the Board of Directors. The Chairman of the Board of Directors shall preside at meetings of the Board of Directors. In his absence, the President shall preside, and in the absence of both such officers, then the Chairman of the Executive Committee shall preside at such meetings.

Section 5. Duties of the Chairman of the Executive Committee. The Chairman of the Executive Committee shall preside at meetings of the Executive Committee. In his absence, the

Chairman of the Board of Directors shall preside, and in the absence of both such officers, then the President shall preside at such meetings.

Section 6. Duties of the Executive Vice-President. The Executive Vice-President shall assist the President and shall perform such further duties as may be imposed upon him from time to time by the Board of Directors, the Executive Committee or the By-Laws of the corporation.

Section 7. Duties of the Vice-President. The Vice-President shall perform such duties as may be imposed upon him by the Board of Directors.

Section 8. Duties of the Secretary. The Secretary shall have the custody of the corporate seal and may certify any and all documents issued by the corporation. He shall give notice of all meetings of the Board of Directors and shall keep the minutes thereof and shall otherwise perform such duties as may properly belong to his office, or as shall be prescribed from time to time by the Board of Directors.

Section 9. Duties of the Treasurer. The Treasurer shall have general charge of the finances of the corporation, and under rules and regulations approved by the Finance Committee, shall have custody of the corporate funds and securities, keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors, disburse the funds of the corporation as may be

directed by the Board of Directors; provided, however, that no funds of the corporation shall be disbursed except as directed by the Board of Directors or in accordance with a budget approved by the Board of Directors taking proper vouchers for such disbursements, render to the Board of Directors, Executive Committee, and/or members whenever ordered or requested by the Board of Directors an account of all financial transactions, as well as the financial condition of the corporation.

#### ARTICLE VI

##### Bond

Section 1. Bond. Such officers and/or employees of the corporation as the Board of Directors shall designate shall furnish a bond in such form and amount, and with one or more sureties, satisfactory to the Board of Directors for the faithful performance of the duties of their respective offices.

#### ARTICLE VII

##### Auditing of Books

Section 1. Auditing of Books. The books and accounts of the corporation shall be audited at least once every year. The Board of Directors shall cause such audit to be made by a skilled accountant or firm of accountants who shall submit to the Executive Committee a full statement of the finances of the corporation.

#### ARTICLE VIII

##### Amendments

Section 1. By-Laws. New By-Laws may be adopted or these By-Laws may be supplemented, amended or repealed by the two-third

(2/3) vote of the Board of Directors at any meeting of the Board of Directors, if notice of proposed new by-laws, supplements, amendments or repeal or a summary thereof is contained in the notice of the meeting. New by-laws may be adopted or these By-Laws may be supplemented, amended or repealed by vote by mail as provided in Section 11 of Article III, if the new by-laws, supplements, amendments or repeal is submitted in writing by mail to each director and proof of such mailing, under oath, shall be filed with the minutes of the corporation. Such votes shall be registered within thirty (30) days from the date of mailing provided each of the directors has returned his vote at that time, or the voting shall be considered closed any time prior thereto if and when all the directors have returned their votes.