

**BYLAWS**  
**OF**  
**BARTOW COUNTY REPUBLICAN PARTY, INC.**

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**ARTICLE I**

**PURPOSES**

Section 1. **Intention.** The corporation is organized for the following purposes:

The objects and purposes of the corporation are to operate in a manner that would cause the corporation to be treated as a “Non-Profit Corporation” in accordance with federal and state laws and to acquire and administer funds and property which, after the payment of necessary expenses, shall be devoted exclusively to such non-profit activities.

Section 2. **Activities.** All activities of the corporation shall be directed to its accomplishment of purposes set forth above.

**ARTICLE II**

**OFFICES**

Section 1. **Registered Office.** The corporation shall maintain at all times a registered office in the State of Georgia and a registered agent at that office.

Section 2. **Other Offices.** The corporation may also have offices at such other places both within and without the State of Georgia as the business of the corporation may require.

**ARTICLE III**

**DIRECTORS**

Section 1. **Powers.** The property, affairs and business of the corporation shall be managed and directed by its board of directors, which may exercise all powers of the corporation and do all lawful acts and things which are not prohibited by law, by the articles of incorporation or by these bylaws.

Section 2. **Number, Election and Term.**

2.1. **Number of Directors.** The number of directors, which shall constitute the whole board, shall initially be seven (7). The number of directors may be increased or decreased from time to time by amendment of these bylaws or by election by the directors of a different number of directors when electing the entire board of directors.

2.2. **Qualifications.** Directors shall be natural persons who are 18 years of age or older, but need not be residents of the State of Georgia.

2.3. **Term of Office.** The terms of the directors shall expire at the annual meeting of directors following their election, or at their earlier resignation, removal from office, or death. A decrease in the number of directors by amendment of these bylaws shall not shorten an incumbent director's term. A director whose term has expired shall remain in office until his successor is elected and qualified, or until there is a decrease in the number of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. A director elected by the board of directors to fill a vacancy created by reason of an increase in the number of directors shall serve until the next election of directors by the directors and until the election and qualification of his successor.

Section 3. **Vacancies.** Except as otherwise provided in the articles of incorporation, these bylaws, or applicable law, a vacancy on the board of directors, including a vacancy resulting from an increase in the number of directors, may be filled by the majority vote of all the members of the board of directors, or the affirmative vote of a majority of all the directors remaining in office if the directors remaining in office constitute fewer than a quorum of the board.

Section 4. **Meetings and Notice.**

4.1 **Annual Meeting.** The annual meeting of the board of directors of the corporation shall be held at 10:00 a.m. on the last business day of the fifth month following the close of each fiscal year or at such other time and date prior thereto and following the close of the fiscal year as shall be determined by the board of directors for such business as may properly be brought before the meeting.

4.2. **Failure to hold Annual Meeting.** The failure to hold an annual meeting at the time stated in or fixed in accordance with these bylaws shall not affect the validity of any corporate action.

4.3 **Order of Business.** At the annual meeting of the board of directors the order of business shall be as follows:

1. Calling of meeting to order.
2. Proof of notice of meeting.
3. Reading of minutes of last previous annual meeting.
4. Reports of officers.
5. Reports of committees.

6. Election of directors.
7. Miscellaneous business.

4.4 **Place of Meetings.** The board of directors may hold annual, regular or special meetings either within or without the State of Georgia.

4.5. **Notice of Meetings.** Annual and regular meetings of the board of directors may be held without notice at such date, time, and place as shall from time to time be determined by the board. Special meetings of the board of directors may be called by the chairman of the board, if any, or the president, or by any two directors, on at least one day's oral, telegraphic, or written notice of the date, time, and place of the meeting. The notice of a meeting need not state the purpose of the meeting.

4.6. **Waiver of Notice.** Notice of a meeting of the board of directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting unless the director at the beginning of the meeting or promptly upon his arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 5. **Quorum.** Except as otherwise provided by law, the articles of incorporation, or these bylaws, a majority of directors shall constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors. If a quorum shall not be present, or shall no longer be present, at any meeting of the board, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 6. **Conference Telephone Meeting.** Unless the articles of incorporation or these bylaws provide otherwise, directors may participate in a meeting of the board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in the meeting shall constitute presence in person.

Section 7. **Action Without Meeting.** Action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if the action is evidenced by one or more written consents describing the action taken and signed by each director. Action by consent has the effect of a meeting vote and may be described as such in any document.

Section 8. **Committees.**

8.1. **Creation.** The board of directors from time to time may create one or more committees and appoint one or more directors to serve on them at the pleasure of the board.

8.2. **Authority.** To the extent specified by the board of directors, the articles of incorporation or these bylaws, each committee may exercise the authority of the board of directors, except that, unless otherwise permitted by law, a committee may not:

- (1) fill vacancies on the board of directors or on any of its committees;

- (2) amend the articles of incorporation; or
- (3) adopt, amend, or repeal these bylaws.

8.3. **Meetings, Notice, Quorum and Voting.** Sections 4 through 7 of this Article shall also apply to committees and their members, unless otherwise provided by the articles of incorporation, these bylaws, or applicable law.

Section 9. **Removal of Directors.**

9.1. **Removal Right.** The board of directors, by the majority vote of its members, may remove any director, with or without cause.

9.2. **Meeting Required.** A director may be removed only at a meeting called for the purpose of removing him and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.

9.3. **Replacement.** A vacancy resulting from the removal of a director may be filled by majority vote of the directors at the same meeting at which the director was removed or any subsequent meeting of the directors.

## ARTICLE IV

### **OFFICERS**

Section 1. **Number.** The officers of the corporation shall be chosen by the board of directors and shall be a president, a secretary and a treasurer (the "principal officers"). The board of directors may also choose a chairman of the board and may choose one or more vice-presidents (any of whom may have such distinguishing designations or titles as the board may determine), assistant secretaries and assistant treasurers, and such other officers as the board shall from time to time deem necessary. Any number of offices may be held by the same person.

Section 2. **Compensation.** The salaries of all officers and agents of the corporation shall be fixed by the board of directors or by a committee or officer appointed by the board or by the president.

Section 3. **Term of Office.** Unless otherwise provided by the board of directors, the principal officers shall be chosen annually by the board at its annual meeting, or as soon thereafter as is conveniently possible. Other officers may be chosen from time to time. Each officer shall serve until his successor shall have been chosen and qualified, or until his death, resignation or removal, and any failure to choose officers of the corporation annually shall not affect the validity of any action taken by or the authority of an officer previously duly chosen and qualified and not theretofore resigned or removed by the board of directors.

Section 4. **Removal.** Any officer may be removed from office at any time, with or without cause, by the board of directors whenever in its judgment the best interest of the corporation will be served thereby.

Section 5. **Vacancies**. Any vacancy in an office resulting from any cause may be filled by the board of directors.

Section 6. **Powers and Duties**. Except as hereinafter provided and subject to the control of the board of directors, the officers of the corporation shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the board of directors.

(1) **President**. The president shall be the chief executive officer of the corporation, shall preside at all meetings of the board of directors (unless the board shall have created an office of chairman of the board), shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board of directors are carried into effect. He may execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation.

(2) **Vice-President**. In the absence of the president or in the event of his inability or refusal to act, the vice-president (or in the event there is more than one vice-president, the vice-presidents in the ranking established by the board of directors, or in the absence of any ranking, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice-presidents shall perform such other duties and have such other powers as the board of directors or the president may from time to time prescribe.

(3) **Secretary**. The secretary shall attend all meetings of the board of directors, shall have responsibility for the preparation of minutes of all meetings of the board of directors and shall keep, or cause to be kept, as permanent records of the corporation, in a book or books for that purpose, all minutes of such meetings, all executed consents evidencing corporate actions taken without a meeting, records of all actions taken by a committee of the board of directors in place of the board, and waivers of notice of all meetings of the board and its committees. He shall have responsibility for authenticating records of the corporation. He shall give, or cause to be given, notice of all annual and regular meetings of the board of directors, if necessary, and special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall have charge of the corporate seal of the corporation and shall be authorized to use the seal of the corporation on all documents which are authorized to be executed on behalf of the corporation under its seal.

(4) **Assistant Secretary**. The assistant secretary or if there is more than one, any assistant secretary, shall, in the absence of the secretary or in the event of his inability or refusal to act, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the board of directors, the president, or the secretary may from time to time prescribe.

(5) **Treasurer.** The treasurer shall have the legal custody of the corporate funds and securities and shall keep or cause to be kept full and accurate accounts of receipts and disbursements and other appropriate accounting records in books belonging to the corporation and shall deposit all funds 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. He shall render to the president and the board of directors, at its regular meetings, or when the president or board of directors so requires, an account of all his transactions as treasurer and of the financial condition of the corporation. If required by the board of directors, he shall give the corporation a bond in such sum, or such conditions, and with such surety or sureties as shall be satisfactory to the board of directors for the faithful performance of the duties of his office.

(6) **Assistant Treasurer.** The assistant treasurer, or if there is more than one, any assistant treasurer, shall, in the absence of the treasurer or in the event of his inability or refusal to act, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the board of directors, the president, or the treasurer may from time to time prescribe.

Section 7. **Securities of Corporation.** Any security issued by any other corporation or entity and owned or controlled by the corporation may be voted, and all rights and powers incident to the ownership of such securities may be exercised on behalf of the corporation by the president, who may in his discretion delegate any of the foregoing powers, by executing proxies or otherwise. The board of directors may from time to time confer like powers on any person or persons.

Section 8. **Checks and Drafts.** All checks, drafts, and similar items drawn on the corporation's bank account shall be signed by such officer or officers or agent or agents as the board of directors shall from time to time determine.

## ARTICLE V

### **GENERAL PROVISIONS**

Section 1. **Fiscal Year.** The fiscal year of the corporation shall be fixed by the board of directors.

Section 2. **Seal.** The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal" and "Georgia". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. In the event it is inconvenient to use such a seal at any time, the signature or name of the corporation followed by or used in conjunction with the word "Seal" or the words "Corporate Seal" or words of similar import shall be deemed the seal of the corporation.

Section 3. **Annual Statements.**

3.1. **Required Statements.** Not later than four months after the close of each fiscal year, and in any case prior to the next annual meeting of the board of directors, the corporation shall prepare the following financial statements:

- (1) a balance sheet showing in reasonable detail the financial condition of the corporation as of the close of its fiscal year; and
- (2) a statement of operations during its fiscal year.

3.2. **Principles used; other Information.** If financial statements are prepared by the corporation on the basis of generally accepted accounting principles, the annual financial statements must also be prepared, and must disclose that they are so prepared, on that basis. If otherwise prepared, they must so disclose and must be prepared on the same basis as other reports or statements prepared by the corporation for the use of others. If the statements are reported upon by a public accountant, his report must accompany them. If not, the statements shall be accompanied by a statement of the president or the person responsible for the corporation's accounting records:

- (1) stating his reasonable belief whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of preparation; and
- (2) describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

3.3. **Requests for Financial Statements.** Upon written request, the corporation promptly shall mail to any director a copy of the most recent annual balance sheet and statement of operations.

**ARTICLE VI**

**INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES  
AND AGENTS**

Section 1. **Authority to Indemnify.** Every person who is or was an officer, director, employee or agent of this corporation may in accordance with Section 3 hereof be indemnified for any liability and expense that may be incurred by him in connection with or resulting from any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, or in connection with any appeal relating thereto, in which he may have become involved, as a party, prospective party or otherwise, by reason of his being an officer, director, employee or agent of this corporation, if he acted in a manner he believed in good faith to be in or not opposed to the best interest of the corporation and, in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful. As used in this Article, the terms "expense" and "liability" shall include attorneys fees and reasonable expenses incurred with respect to a proceeding and the obligation to pay a judgment, settlement, penalty, and



fine including an excise tax assessed with respect to an employee benefit plan.

Notwithstanding the foregoing, the corporation shall not indemnify an officer, director, employee or agent in connection with a proceeding by or in the right of the corporation in which the officer, director, employee, or agent was adjudged liable to the corporation or in connection with any other proceeding in which he was adjudged liable on the basis that personal benefit was improperly received by him. In addition, indemnification permitted pursuant to this section in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

Section 2. **Mandatory Indemnification**. Every officer, director, employee or agent, to the extent that he has been successful, on the merits or otherwise, in defense of any proceeding to which he was a party, or in defense of any claim, issue or matter therein, because he is or was an officer, director, employee or agent, of this corporation, shall be indemnified by the corporation against reasonable expenses incurred by him in connection therewith.

Section 3. **Determination and Authorization of Indemnification**. Except as provided in Section 2 above, any indemnification under Section 1 above shall not be made unless a determination has been made in the specific case that indemnification of the officer, director, employee, or agent is permissible under the circumstances because he has met the standard of conduct set forth in Section 1 above. The determination shall be made: (a) by the board of directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding; (b) if such a quorum cannot be obtained, then by majority vote of a committee duly designated by the board of directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; or (c) by special legal counsel (i) selected by the board of directors or its committee in the manner prescribed above or (ii) if a quorum of the board of directors cannot be obtained and a committee cannot be designated, then selected by majority vote of the full board of directors (in which selection directors who are parties may participate).

Once it has been determined that indemnification of the officer, director, employee, or agent is permissible, an authorization of indemnification or an obligation to indemnify and an evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be determined in the manner prescribed in item (c) above.

Section 4. **Advance for Expenses**. Expenses incurred with respect to any claim, action, suit or proceeding of the character described in Section 1 to this Article VI may be advanced by the corporation prior to the time of the disposition thereof upon the receipt of written affirmation from the director of his good faith belief that he has met the standard of conduct set forth in Section 1 above and the officer, director, employee or agent furnishes the corporation a written undertaking executed personally or on his behalf to repay any advances if it is ultimately determined that he is not entitled to indemnification under Section 1 of this Article.

**ARTICLE VII**

**RULES**

These bylaws may be supplemented by certain Rules that the board of directors may adopt and amend from time to time.

**ARTICLE VIII**

**AMENDMENTS**

The board of directors may amend or repeal the corporation's bylaws or adopt new bylaws.