

Bylaws

-- Adopted: July 27, 2009
Amended January 24, 2017
Amended January 28, 2019

AMENDED AND RESTATED BYLAWS OF GEORGIA FORESTWATCH, INC.

ARTICLE I ORGANIZATION

- 1.1 *Name.* The name of the Corporation is Georgia ForestWatch, Inc. (the “Corporation”).
- 1.2 *Organization.* The Corporation is organized and its principal office is located in the State of Georgia.

ARTICLE II PURPOSE

- 2.1 *Purpose.* The Corporation is organized exclusively for charitable, scientific and educational purposes, including:
- to protect and restore the native ecosystems of Georgia's Mountain and Piedmont public lands, and to inform the citizens of Georgia about the values of these landscapes;
 - to promote and support the protection of the Chattahoochee and Oconee National Forests, and to add to the land base of these two forests from willing sellers;
 - to promote and support the protection of other public forests within north and central Georgia, and to add to the land base of these forests from willing sellers;
 - to educate the public through teaching, scientific understanding, and citizen participation of the values of Georgia's public forests;
 - to advocate and promote the protection and increase of wilderness areas and other areas of biological, scenic and recreational significance in north and central Georgia;
 - to monitor compliance with all laws, rules, regulations, standards, and guidelines relating to the publicly owned land of north and central Georgia; and
 - to promote and support activities within the publicly owned land of north and central Georgia that allow native forest functions to remain unimpeded.
- 2.2 *Related Activities.* The Corporation may engage in education, advocacy, administrative appeals and all other legal means, including without limitation litigation to further the mission of the Corporation. The Corporation may engage in such activities that occur or have an impact outside of the geographical scope of Georgia and/or Georgia’s forests if such activities will in the opinion of the Corporation’s Board of Directors (the “Board of Directors” or the “Board”) further the mission of the Corporation.

ARTICLE III MEMBERSHIP

- 3.1 *Eligibility, dues.* Membership is open to any individual or entity that pays the membership dues, as set by the Board of Directors from time to time. The Board of Directors may set different membership due schedules for different levels of membership.
- 3.2 *Rights to participate.* Members may serve as volunteers of the Corporation, may vote to elect the At-Large Directors (as defined in Section 4.2 below) at the Annual Meeting as described in Section 4.2 herein and, subject to the relevant provisions herein, shall be eligible to serve on the Board of Directors. Each member in good standing shall have one (1) vote on the election of the At-Large Directors and on any other matters submitted to the members for a vote by the Board.
- 3.3 *Records.* The Corporation shall maintain a written record of the membership of the Corporation, setting forth the name and contact information for each member.
- 3.4 *Termination.* A member's membership may be terminated by the Board for failing to pay the prescribed membership dues by the due date, plus a nine-month grace period, or for violating any other policies adopted by the Board of Directors. The Board shall make the determination to terminate any member in good faith and (i) upon no less than 15 days prior written notice to the member of such proposed termination and the reasons therefor, and only after the member has been given an opportunity to be heard, orally or in writing, by the Board, not less than five days before the effective date of the termination, or (ii) pursuant to such other procedures as shall be fair and reasonable, taking into consideration all of the relevant facts and circumstances.
- 3.5 *Annual Meetings.* An annual meeting of the members (the "Annual Meeting") shall be held at a time and place determined by the Board of Directors.
- 3.6 *Special Meetings.* Special meetings of the members (a "Special Meeting") may be called by (a) the President, (b) a majority of the Board of Directors, or (c) at least 10 % of the members in good standing delivering a written petition to the Board stating the purposes for which such Special Meeting is to be called.
- 3.7 *Notice of Member Meetings.* The Corporation shall give notice of its Annual Meeting or any Special Meeting to all members, stating the place, day, and time of this meeting not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President, the Executive Director, or the Secretary. Notice shall be given to each member personally, by mail to such member's last known address or by email, facsimile or other form of electronic transmission. The purpose or purposes for which the meeting is called shall be stated in the notice.
- 3.8 *Quorum for the Annual Meeting.* Ten (10) members present in person shall constitute a quorum; provided that the election of any At-Large Director pursuant to Section 4.2 herein shall require a quorum of only five (5) members. Unless prohibited by law or by the Company's Articles of Incorporation (the "Articles"), members of the Corporation who are also serving on

the Board of Directors (each such individual, a “Director”) may be counted toward said quorum and may vote to elect any At-Large Director, except that no such member may vote to elect himself or herself as an At-Large Director. Any meeting may be adjourned to a later date, time or place, without further notice of such date, time and place, by the affirmative vote of a majority of the members present and voting, whether or not a quorum is present.

3.9 *Proxies at the Annual Meeting.* Proxy voting by members is not permitted.

3.10 *Member Action by Written Consent.* Member action by written consent is not permitted.

ARTICLE IV BOARD OF DIRECTORS

4.1 *Role, size.* The full authority and responsibility for management of the property, affairs and business of the Corporation are exclusively vested in the Board of Directors, which shall have and may exercise any of the powers that may be exercised by the Corporation; provided, however, that the Board may delegate responsibility for day-to-day operations to the Executive Director of the Corporation. The Board shall have up to 15 but not fewer than 7 voting Directors (including the two At-Large Directors, but excluding the Executive Director, if any). In addition, the Executive Director (if any) shall be a nonvoting Director and shall be entitled to attend all meetings of the Board, but shall not be considered for purposes of determining whether a quorum exists or otherwise under these Bylaws. Each Director is expected to actively participate in helping the Corporation achieve its purposes, not only through attendance at meetings of the Board, but also through Officer or committee service, district leadership, issue research, membership development, hikes and special events, fundraising, director recruitment, newsletter contributions, or other similar contributions.

4.2 *Election of At-Large Directors.* The members of the Corporation shall elect two Directors (the “At-Large Directors”). Each At-Large Director shall be elected by the vote of a majority of the members present at the Annual Meeting. Thereafter such At-Large Director may be re-elected by the members present at an Annual Meeting upon the expiration of such Director’s term as provided in Section 4.5. The two initial At-Large Directors shall be elected at the first Annual Meeting following the “Adopted Date” set forth above. Vacancies of At-Large Directors may be filled by the Board until the next Annual Meeting of the members. All votes by the members for the election or re-election of At-Large Directors shall be tabulated and recorded by the Secretary, provided that the President shall tabulate and record any votes with respect to the Secretary.

4.3 *Election of Additional Directors.* Election of all new Directors and re-election of all existing Directors who are not At-Large Directors (the “Additional Directors”) shall be by the vote of a majority of all Directors. Vacancies and newly created directorships resulting from any increase in the authorized number of Additional Directors may be filled by the Board at any time. All votes by the Board for the election or re-election of Additional Directors shall be tabulated and recorded by the Secretary, provided that the President shall tabulate and record any votes with respect to the Secretary.

4.4 *Eligibility, Nomination.* Any member in good standing is eligible to serve as a Director. New Additional Directors must be nominated for election by any current Director. New At-Large Directors, other than those appointed to fill vacancies pursuant to Section 4.2 above, must be nominated by the Board of Directors prior to an election vote on said Director at the next Annual Meeting. The Secretary shall include any such nominations for At-Large Directors with the Annual Meeting announcement to all members.

4.5 *Term.* Unless otherwise specified by the Board, each new Director's term shall begin upon election and continue until the earlier of two (2) years from such date or the Director's death, resignation, or removal. Terms will be limited to three (3). After two years of absence from service as a Director on the Board, an individual can be voted back onto the Board as a Director for a new service period, not to exceed three two-year terms.

4.6 *Resignation, termination.* Resignation from the Board must be in writing and is effective upon receipt by the Secretary, the President, or the Board. The Board of Directors may remove a Director whenever the Board determines that the best interest of the Corporation would be served thereby. Such removal shall require a two-thirds vote of the full Board of Directors then in office. Cause for removal includes, but is not limited to, poor attendance at meetings of the Board. The Board position of any Director who misses three consecutive called meetings may be subject to review by the Board. In the event any Director is removed or resigns, a new Director or Directors may be nominated and elected by the Board in the same meeting to replace the removed Director or any resigned Director. Unless otherwise restricted by the Articles or these Bylaws, any At-Large Director may also be removed, with or without cause, by the vote of members at a Special Meeting or Annual Meeting having not less than the minimum number of votes that would be necessary to elect such At-Large Director at a meeting at which all of the members entitled to vote thereon were present and voted.

4.7 *Regular/ Annual Meetings.* Regular meetings of the Board of Directors shall be held not less frequently than quarterly. The date, time, and place of such meetings shall be as set by the Board of Directors. Such meetings may be held either within or without the State of Georgia.

4.8 *Special Meetings.* Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. Such meetings may be held either within or without the State of Georgia.

4.9 *Telephone and Similar Meetings.* Directors may participate in meetings by conference call or other means by which the persons participating in the meeting can simultaneously hear each other.

4.10 *Notice of Meetings, Waiver:* The Secretary shall give at least two days notice to each Director of the time, place, and date of any special meeting. The Secretary shall endeavor to remind each Director of any regularly scheduled meetings of the Board. Attendance at or participation in any meeting shall constitute waiver of notice of such meeting, unless the Director objects to holding the meeting or transacting business at the meeting at the beginning of the meeting on the grounds that the meeting was not properly called or convened and such Director does not thereafter vote for or assent to action taken at the meeting. A Director may waive

notice in any writing, signed by the Director entitled to notice and delivered to the Corporation for including in the minutes of the corporate records.

4.11 *Quorum, Meeting Rules.* Fifty percent of the voting Directors in office immediately prior to the meeting plus one shall constitute a quorum. While the Board will endeavor to operate informally, Robert's Rules of Order will govern in the event formal rules are needed. The President shall have sole final authority to interpret and apply procedural matters under such Rules of Order.

4.12 *Voting.* Except as otherwise provided by law, the Articles or these Bylaws, all resolutions adopted and all business transacted by the Board of Directors shall require the affirmative vote of a majority of the voting Directors present at the meeting. The Board shall have no authority to authorize the Corporation to take any of the following actions unless such action is approved by two-thirds (2/3) of the Directors then in office:

- (a) Amending, repealing or otherwise modifying the Articles of Incorporation of the Corporation or these Bylaws;
- (b) Approving the merger or consolidation of the Corporation with another entity;
- (c) Approving the dissolution of the Corporation; or
- (d) Approving the sale, lease or exchange of substantially all of the Corporation's assets.

4.13 *Board Action by Written Consent.* Except where prohibited by law or the Articles, any action taken by Directors without a meeting is nevertheless Board action if written consent describing such action in question is signed by all of the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action is taken. Consent of Directors by electronic mail, facsimile or other electronic transmission shall qualify as written consent.

ARTICLE V OFFICERS

5.1 *Eligibility, Election, Term.* Each voting Director is eligible for service as an officer of the Corporation (an "Officer"). Each Officer shall be elected by the Board of Directors and such Officer's term shall run from such date of election until the earlier of one year from such date or such Officer's death, resignation or removal. Any office for which there are two or more nominees shall be decided by secret ballot. Any two or more offices may be held by the same person. All Officers shall be elected for new terms in July. Officers may be elected in a month other than July for purposes of filling a vacancy. When the vacant term ends in July, the Officer must be re-elected to a new and full term in order to continue serving as an Officer.

5.2 *President.* The President shall be the Chairman of the Board of Directors and the Chief Executive Officer of the Corporation. The President shall be responsible for the administration of the Corporation, including general supervision of the policies of the Corporation and shall execute, or direct the Executive Director to execute, any contracts, leases and other agreements in the name and on behalf of the Corporation. The President shall convene and preside (or arrange for another member of the Executive Committee to preside) at meetings of the Board and Executive Committee.

5.3 *President Elect and Past President.* The President-Elect shall serve a one-year term followed by a one-year term as President, which is followed by a one-year term as Past President. Both the President Elect and the Past President shall be responsible for supporting and assisting the President, including being able to execute all duties of the President at the President's request.

5.4 *Secretary.* The Secretary shall be maintain records of Board actions, including overseeing the taking of minutes at all Board and Executive Committee meetings and all member meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, authenticating records of the Corporation, and assuring that corporate records are maintained.

5.5 *Treasurer.* The Treasurer shall review the monthly profit/loss statements and balance sheets prepared by staff of the Corporation, make a report of income and expenditures at each Board meeting, perform duties with respect to the budget as described herein, and ensure that financial records of the Corporation are available for review by any Board member upon request.

5.6 *Other Officers.* Vice-Presidents, Assistant Secretaries and Assistant Treasurers may be elected by the Board of Directors and shall perform such duties and have such powers as shall be delegated by the Board of Directors.

ARTICLE VI COMMITTEES

6.1 *Executive Committee.* The Officers shall serve as the members of the Executive Committee of the Board. In addition, the Executive Director (if any) shall be a nonvoting member of the Executive Committee and shall be entitled to attend all meetings of the Executive Committee, but shall not be considered for purposes of determining whether a quorum exists or otherwise under these Bylaws. The Executive Committee shall meet at least monthly (excluding the months in which Board meetings are held), by conference call or in person, as agreed upon by its members. The Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, except as otherwise provided by law, the Articles or these Bylaws, and subject to the direction and control of the Board of Directors. Meetings and actions of the Executive Committee shall be governed by and held in accordance with the provisions of these Bylaws related to meetings and actions of the Board.

6.2 *Working Groups.* The Board may create committees as needed, such as fundraising, personnel, membership, and events, and may appoint any member of the Corporation to serve on such committees. Any such committee shall act in an advisory capacity, without power to bind the Board or the Corporation.

ARTICLE VII BUDGET

7.1 *Budget Process.* The Treasurer, with the assistance of the Executive Director and other staff, shall submit a proposed budget not less than one week prior to the fourth quarterly meeting of the Board, taking into consideration the income and expenses of prior years and any anticipated variation for the coming year. The Board shall make reasonable efforts to approve the final budget prior to the close of the fiscal year. The Executive Committee may not approve the budget or any changes in the budget in lieu of approval by the Board, except as provided in Section 7.2 below.

7.2 *Variations from Budget.* The Corporation is authorized to expend funds in accordance with the approved budget. The Executive Committee is authorized to approve cumulative excess expenditures of \$5,000 or less, with notice to the Board. Expenditures more than an aggregate of \$5,000 over budget in a fiscal year require prior approval of the Board of Directors.

ARTICLE VIII COMPENSATION

8.1 *Staff.* The Board of Directors may elect an Executive Director, and may authorize the Executive Director or Executive Committee to hire other staff, as it considers necessary or appropriate to the purposes of the Corporation. The Board shall from time to time fix the compensation, including any benefits, for such employees.

8.2 *Officers, Directors, Committee Members.* Members of the Board of Directors and any committees, and Officers of the Corporation shall serve as such without compensation, except for reimbursement of reasonable expenses approved by the Board.

8.3 *Others.* The Board may engage, or authorize the Executive Director to engage, such persons, including attorneys, accountants and consultants, as in its judgment are necessary or desirable for the administration and management of the Corporation, and to pay reasonable compensation and expense reimbursement for such services.

ARTICLE IX LITIGATION APPROVAL

The Corporation may engage in litigation if approved by a majority vote of the Board of Directors. Litigation that has already commenced as of the effective date of this provision may be ratified by a majority vote of the Board of Directors, which will have the effect of providing approval as of the date of commencement of such litigation.

ARTICLE X CONTRACTS, LOANS, CHECKS, AND DEPOSITS

10.1 *Contracts.* The Board of Directors may authorize any Officer or Officers or the Executive Director to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined in specific instances.

10.2 *Loans.* No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

10.3 *Checks and Drafts.* All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such person(s) and in such manner as shall from time to time be determined by resolution by the Board of Directors.

10.4 *Deposits.* All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors shall direct.

ARTICLE XI SELF DEALING

The Corporation shall not enter into any contract or transaction with a Director or a family member of any Director, or an entity in which any such Director or family member has an interest, unless the contract or transaction is approved by a majority of disinterested Directors (but not less than two directors) following disclosure of all material facts, including the interest of the member of the Board. In considering approval of such a contract or transaction, the disinterested Directors shall consider, among other relevant factors, whether the terms offered are as favorable to the Corporation as would be available from another party.

ARTICLE XII INDEMNIFICATION

The Corporation shall indemnify and save harmless the Directors, Officers, and employees of the Corporation to the fullest extent permissible under Georgia law.

ARTICLE XIII POLICIES AND PROCEDURES

The Board may from time to time adopt policies, procedures, and other guidance to direct the actions of the Corporation and its officials. These documents will supplement, but shall not contravene, these Bylaws, and will be binding to the extent set forth therein. To the extent of any conflict, these Bylaws shall control.

ARTICLE XIV MISCELLANEOUS

14.1 *Fiscal Year.* The fiscal year of the Corporation shall be January 1 to December 31.

14.2 *Seal.* The seal of the Corporation shall be in such form as the Board may determine from time to time, which shall be in the custody of and affixed by the Secretary as appropriate. In the event it is inconvenient to use such seal, the signature of an authorized signatory for the Corporation, following by the word "SEAL" shall be deemed the seal of the Corporation.

14.3 *Severability.* If any part of these Bylaws shall be found to be invalid or unenforceable, the remaining provisions shall not be affected.

14.4 *Amendments.* These Bylaws may be amended by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

14.5 *Non-discrimination.* The Corporation shall not discriminate in membership, employment, service on the Board of Directors, volunteer or any other capacity on the basis of race, color, gender, disability, sexual orientation, age, national origin or religion, or any other prohibited basis.

<END>

Conflict of Interest Policy

CONFLICT OF INTEREST POLICY AND AGREEMENT GFW BOARD OF DIRECTORS

ARTICLE I: Purpose

This conflict of interest policy is designed to foster public confidence in the integrity of Georgia ForestWatch and to protect the Organization's interest when it is contemplating entering a transaction that might benefit the private interest of a director, officer, committee member and/or staff member.

The Directors of Georgia ForestWatch are appointed by the Board to serve Georgia ForestWatch's mission, members and multiple constituents. The men and women who accept this position and responsibility are expected to carry out their duties in a manner that inspires and assures the confidence of Georgia ForestWatch and the broader community.

Directors have a duty to exercise reasonable care and good faith in all transactions pertaining to their duties to the Organization and its property. Directors also have a duty of loyalty to the Organization. Directors shall not use information gained through the Director's position for personal gain and must always act in the best interest of the organization.

ARTICLE 2: Conflicts

A conflict of interest is defined as an actual or perceived interest by a Director, Officer, staff member or committee member in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain. Officers and members are obligated to always act in the best interest of the organization. This obligation requires that any director, officer staff member or committee member, in the performance of organizational duties, seek only the furtherance of the organizational mission. At all times, Directors, Officers, staff and committee members are prohibited from using their job title or the organization's name or property, for private profit or benefit.

A conflict of interest arises when a director, officer, committee member or staff member, or an immediate family member of any director, officer, committee member or staff member, or an entity in which any director, officer, committee member, staff member or family member has an interest, is involved in an activity that could adversely influence his or her judgment with respect to the mission and/or business of Georgia ForestWatch.

ARTICLE 3: Obligations

Duty to Disclose. Any possible conflict of interest shall be disclosed by the person or persons concerned. Any Director who has a concern about a potential conflict by another Director should promptly disclose this concern to the President of the Board or to another Director.

Whenever a director, officer, committee member or staff members has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying and voting on the matter, except from such discussion as may be necessary for the Board of Directors to understand and assess the nature of conflict or potential conflict.

ARTICLE 4: Board Action

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Organization to do so. When there is a doubt as to whether a conflict of interest exists, the matter shall be resolved by vote of the majority of the disinterested directors.

ARTICLE 5: Record of Conflict

The official minutes of the Board shall reflect that the conflict of interest was disclosed and the interested person(s) did not participate in the final discussion or vote and did not vote on the matter. The official minutes of the Board shall reflect any decision or vote of the disinterested directors, including the rationale for the decision.

ARTICLE 6: Annual Statement

Each director, office, committee member and staff member shall annually sign a statement which affirms such person:

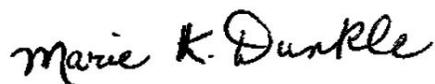
- (a) Has received a copy of the conflicts of interest policy;
- (b) Has read and understands the policy;
- (c) Has agreed to comply with the policy.

ARTICLE 7: Annual Reviews

To ensure that Georgia ForestWatch operates in a manner consistent with its charitable purposes, the Board shall authorize and oversee an annual review of the administration of this conflict of interest policy. The review may be written or oral. The review shall consider the level of compliance with the policy, the continuing suitability of the policy, and whether the policy should be modified and improved.

**CERTIFICATE OF ADOPTION OF CONFLICT OF INTEREST
POLICY AND AGREEMENT**

I do hereby certify that the above state Conflict of Interest Policy and Agreement for Georgia ForestWatch was approved and adopted by the Board of Directors on 7/27/2015, and constitutes a complete copy of the Conflict of Interest Policy of the organization.

A handwritten signature in black ink that reads "Marie K. Dunkle". The signature is written in a cursive, flowing style.

Marie Dunkle, Board President

February 7, 2020