

GOLDEN ISLES PARKWAY ASSOCIATION

BY-LAWS

ARTICLE I - NAME

The organization shall be called the Golden Isles Parkway Association, Inc (GIPA).

ARTICLE II - ORGANIZATION

The Association shall be a corporation not-for-profit, and shall abide by all local, state, and federal laws, which apply to such organizations.

ARTICLE III - DURATION

The Association shall have perpetual duration unless dissolved by the affirmative vote of two-thirds of its membership.

ARTICLE IV - PURPOSE

The GIPA, Inc. has been formed for the following purposes:

- a) To support the expansion of the Golden Isles Parkway located in the State of Georgia, which will enhance the economic development of the State of Georgia.
- b) To initiate, plan, direct, and coordinate programs for providing support in conjunction with in cooperation with citizens, Government, business and industries for building, sustaining, and maintaining of the Golden Isles Parkway located in the State of Georgia.
- c) To perform all other acts necessary or incidental to the above or to do whatever is deemed necessary, useful, advisable or conducive, directly, or indirectly, to carry out any of the purposes of the Cooperation, as set forth in these Articles of Incorporation.
- d) To receive and maintain a fund or funds of real or personal property.

ARTICLE V - MEMBERSHIP

The business and affairs of the Association shall be managed by its membership, through a duly elected Board of Directors comprised of up to two voting members from each county one of which must be the official Peaches to the Beaches community site coordinator.

Any reputable person with a substantial interest in the completion of the Golden Isles Parkway shall be eligible for membership by paying annual membership dues set forth by the board. The members from each county shall appoint one board member to represent the interests of the county and to cast votes on the business of the Association.

Privileges & Duties of Membership:

Each member is expected to take an active role in the governance and business of the Association. All members in good standing shall receive publication, notices and minutes of Board Committee meetings; shall be eligible to hold appointed or elective office; and may attend all general meetings of the Board of Directors.

Meetings:

Biennial meetings shall be held, for the purpose of electing officers. The voting membership attending any given meeting of the Board shall constitute a quorum, and the act of the majority of voting members present at such a meeting shall be an act of the Board. The Board will meet on the second Wednesday of each month at 11am.

ARTICLE VI - OFFICERS & DUTIES

Board of Directors: Shall be comprised of two voting members from each participating county. Each county delegate, plus each officer except the President, may cast one vote on any issue before the Association. The President may vote only as a tiebreaker.

No county delegate may cast more than one vote; however, a proxy vote will be permissible by written notification, as each county should have full representation at each Board of Directors Meeting.

The General Membership shall at its biennial meeting elect a President, Vice-President, Secretary, and Treasurer for the upcoming year. The term of office for each officer shall be one year, and they may succeed themselves for one additional year.

The duties of each office shall be those generally pertaining to the office. The President shall preside at all meetings; create and dissolve committees as needed; appoint all committee chairpersons; serve as ex-officio member of all committees. The President, and other officers as designated by the Board of Directors shall sign all contracts, agreements and commitments involving the Association.

The Vice-President shall be an ex-officio member of all standing committees, and shall act as President in the absence or disability of the President, and shall assume the office of President at the end of the Vice-President's term of office or should the office of President become vacant.

The Secretary shall record and issue minutes or causes to be recorded or issued of each meeting of the Board to the membership within a timely manner prior to each meeting. Minutes shall be kept of all meetings and maintained.

The Treasurer shall be the financial officer and shall keep a record of the financial affairs of the association. The Treasurer and President shall be authorized to sign checks.

The nominating committee shall consist of three members as appointed by the President. The nominating committee shall create a slate of nomination for each office; and shall cause the slate to be an election ballot with only one nomination for each elective office; and shall cause the ballot to be sent to the General Membership at least 10 days prior to the Biennial Meeting.

At the Biennial Meeting, the slate of nominated officers shall be read to those in attendance. Additional nominations, with the approval of the nominee, may be made from the floor. Election to the office shall be by the majority of those present at the Biennial Meeting by secret ballot, except that a voice vote may be made on a motion to accept that slate presented by acclamation.

ARTICLE VII - COMMITTEES

There can be four standing committees with duties as follows:

- 1) Public Relations/Advertising: All activities related to public relations/advertising required to promote and sell the Golden Isles Parkway and Association. All releases for all forms of media (TV, news, radio, trade, travel journals, billboards, brochures, etc.)
- 2) Membership: Activities related to recruiting new members, membership activity roles, collecting membership dues, member participation, notice of meetings.
- 3) Economic Development: To work with all area Chambers and Tourism Groups and Georgia GDEcD representatives to promote industry and tourism along Golden Isles Parkway. Schedule and make visits to Governor, Lieutenant Governor, and State Senators and Representatives; Department of Transportation Board Members and Department of Commissioners, etc. To lobby for speed-up of completion of project and follow-up with lobby for needed improvement and projects. Write letters to officials after visits and make all necessary telephone contacts.
- 4) Environmental and Rights-of-way: To assist Department of Transportation with right-of-way and environmental problems related to the expansion of the Golden Isles Parkway.
- 5) Peaches to the Beaches Yard Sale: To work with all Chamber and tourism groups and the GDEcD representatives to promote this annual event organized by the GIPA along the Golden Isles Parkway and US Hwy 341. Schedule and make visits to participating or prospective communities to promote, train, or collaborate on growth for the event.

The President shall appoint the Chairpersons of each committee. Each committee shall schedule its own meetings and report to the Board at the monthly meeting.

ARTICLE VIII - SIGNATORY POWERS AND AMENDMENTS

Any official documents pertaining to GIPA business shall be signed by the President and one other officer. Checks, drafts, etc., shall be signed by the President and Treasurer, with the Vice-President and Secretary also authorized to sign when needed. All checks, drafts and legal documents shall have at least two officers signatures, including the President.

The Board of Directors shall have power to amend or appeal these by-laws or adopt new by-laws by majority vote of all the members authorized to cast ballots. Prior notification of any proposed changes must be given in writing to the Board of Directors before any such meeting to vote on change is held. Proposed amendments shall be introduced at one monthly meeting and voted on at the next. The General Membership shall be informed of any such proposed amendments through copies of Board of Directors meeting minutes before monthly meetings.

ARTICLE IX - DISSOLUTION

In the event of the dissolution of this Association, all of the assets of the Association shall be distributed to another organization, organized and operating for the same general purposes for which the Association is formed which shall be selected by the Board of Directors. If for any reason upon dissolution of the Board of Directors, the membership shall fail to act in the manner herein provided within a reasonable time, the Senior Judge of the Superior Court of Houston County, Georgia shall make such distribution as herein provided.

ARTICLE X - RULES OF ORDER

Roberts Rules of Order shall be used as parliamentary authority at all meetings.

*Bylaws reflect approved amendments from December 2011 meeting.