

LUMPKIN COALITION, INC.

BYLAWS

As Amended January 13, 2009

INCORPORATION

Lumpkin Coalition, Inc. (hereafter “the organization”) is incorporated in the State of Georgia as a charitable, educational, and scientific non-profit organization and in accordance with the Georgia Nonprofit Corporation Code and section 501(c)3 of the Internal Revenue Code.

MISSION

Lumpkin Coalition, Inc. is a non-profit, non-partisan, issue-based organization formed to facilitate projects beneficial to residents of North Georgia and Lumpkin County.

KEY ARTICLES OF INCORPORATION

The Articles of Incorporation are the official statement of the establishment of the organization and the guide for operation and dissolution. Select articles are quoted below.

Purpose (Article 4): The corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Private Inurement (Article 6): No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 hereof.

Limitation on Activities (Article 6): No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Dissolution (Article 7): Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In the event of dissolution, funds, however or by whomever distributed, will be distributed for purposes consistent with the mission stated above and the exempt purposes of the organization.

CONFLICT OF INTEREST STATEMENT

The organization adopted a Conflict of Interest Statement that will be reviewed with and signed by every officer, director, staff, and committee chairperson who works with the organization. The Statement is patterned after the model proposed by the Internal Revenue Service. The Statement is hereby incorporated as part of the Bylaws and included as Attachment A. A summary of the impact of the Statement follows.

Conflict defined. A conflict of interest may exist when the interests or activities of any direction, officer, or staff member (if one) may be seen as competing with the interests or activities of the organization or when any direction, officer, or staff member has the potential to derive a financial or other material gain as a result of direct or indirect relationship.

Disclosure required. A possible conflict of interest shall be disclosed to the Board by the person concerned. When there is doubt whether a conflict exists, the matter shall be resolved by vote of the Board, excluding the person concerning whose situation the doubt has arisen.

Absence from vote. When any conflict of interest is relevant to a matter requiring action by the Board, the interested person shall call it to the attention of the Board or committee deliberating the issue, and such person shall not vote on the matter. The non-voting Board member may, however, be counted toward a quorum.

Minutes. The minutes of the meeting shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote.

MEMBERS (VOTING)

Voting membership consists of the members of the Board of Directors. An issue requiring a vote will be determined by vote of the Board members, except that Board members and officers will be elected by vote of members (voting) and members (generally non-voting) at the annual meeting.

MEMBERS (GENERALLY NON-VOTING)

The organization is expected to include core participants and a broad range of participants who will vary in number and characteristics according to interest in the

specific issue being addresses. These persons will be integral parts of the organization and will participate actively and freely in the deliberative and decision-making process but will vote officially only during the annual meeting during the election of the Board of Directors and officers.

During any meeting, maximum input will be obtained from these participants so that any vote necessary to be taken by the Board of Directors will be informed. Meetings will be public so that persons can participate actively and all deliberations are transparent (see section on Meetings). Many issues will be resolved by consensus that will include the opinions of these persons. The website will contain updated information on issues being addressed.

Anyone who indicates an interest in participating generally or in a specific issue will be placed on a list of participants. Participants do not have voting privileges, except for election of Board members and officers, but they do have opportunity to be heard by the Board of Directors at meetings through active participation in discussion.

They may participate on committees and be designated to chair committees. Persons who chair committees will report to the Board and will serve as ex-officio non-voting members of the Board. All may participate actively in implementation of activities of the Coalition.

OFFICERS AND BOARD OF DIRECTORS

Officers will be chairman, vice chairman, secretary, and treasurer. The chairman and vice chairman may also hold either of the other two positions.

The organization will have a minimum of three and a maximum of ten Board members, including the chairman and vice chairman. The initial number will be five, but may change from time to time by vote of the Board.

The chairman and vice chairman of the Board will also serve as chairman and vice chairman, respectively, of the organization.

Any Board member may also occupy the position of secretary or treasurer.

TERMS OF OFFICE AND ELECTIONS

Terms of the initial five Board members and officers will expire on May 31, 2006. Subsequent terms of office will be one year, with no limit on the number of consecutive terms an individual can serve.

Effective after the annual meeting and election in May 2009, Board members and officers will be elected at an annual meeting with date to be set (generally in January) by the Board members. Members and officers will serve until the end of the term for which elected or until an earlier time if resignation or death occurs. If resignation or death occurs, remaining members will elect a person to complete the term.

A nominating committee and chair will be designated by the chairman prior to the annual meeting. Nominations of Board members and officers may be made by self, Board members, or participants (members, generally non-voting). The election will be conducted by the chair of the nominating committee, and nominations may be made from the floor during the election. Majority vote of those present, including participants, will be required for election of a Board member and for election of an officer.

QUORUM AND VOTING

For any issue requiring a vote each Board member will have one vote and may vote by proxy given to another Board member. A majority of Board members constitute a quorum, and in the event of a tie vote, the chairman will be given one additional toe. Passage requires a positive vote of at least three Board members or a majority of the total number of Board members, whether by proxy or in person, if the number of Board members is greater than five. The secretary and treasurer will not vote unless otherwise also a member of the Board.

Effort will be made to engage the attention of every Board member and obtain his/her input on any issue requiring vote or that provides significant guidance to policies or activities of the organization.

Officers and members will not receive compensation but will be reimbursed for actual and reasonable expenses incurred on behalf of the organization. If any compensation were considered, the Board would follow the conflict of interest policy, including for any contractor. Compensation arrangement would be approved in advance and documented in writing with date and terms of approval.

LIABILITY

No director, officer, or other person acting with authority on behalf of the organization will be held liable for monetary damages for any action taken, or failure to take action, except liability for acts or omissions that involve intentional misconduct or a knowing violation of law or any transaction from which an improper personal benefit was derived, including violation of the conflict of interest policy.

DUTIES OF THE CHAIRMAN will include:

Ensuring that each officer, member of Board of Directors, and chairperson of a committee (1) is provided a copy of these Bylaws and briefed on the contents; (2) is provided a copy of the Conflict of Interest Statement and briefed on the contents, and (3) signs a statement of understanding the Bylaws and Conflict of Interest Statement and intent to adhere to principles of each.

Providing leadership to ensure that the activities of the organization are congruent with the articles of incorporation and these Bylaws and that all activities are conducted in an ethical and accountable manner.

Calling meetings of the Board of Directors and general membership and presiding at the meetings.

Establishing an agenda for each meeting with input as necessary from other officers and Board members.

Ensuring that a proper record is made of meetings.

Expending funds within limits set by the Board of Directors and for the purposes approved by the Board.

Conducting ordinary business of the organization and executing and delivering on behalf of the organization any contract, conveyance, or similar document not requiring approval of the Board or that has been approved.

Ensuring that financial records are kept appropriately and that required reports are made in an accurate and timely manner to local, state, and Federal governments and to any other Entity that provides funds with requirement for periodic reporting.

Representing the organization officially as appropriate.

Serving as co-signatory of bank account, with authority to make expenditure for a single transaction of up to \$300 without specific pre-approval of the Board, but with proper accounting to the Board.

DUTIES OF THE VICE CHAIRMAN will include:

Assuming all the duties as stated above in the absence of the chairman.

Sharing fully in leadership of the organization to maximize accomplishment of specific goals set by the Board of directors.

Tracking activities agreed upon by the Board of Directors and as agreed with the chairman.
Taking responsibility for accomplishment of certain activities as agreed with the chairman and providing leadership and support as necessary to others.

Expending funds within the limits set by the Board of Directors and for the purposes for which approved.

Serving as co-signatory of bank account, with authority to make expenditure for a single transaction of up to \$300 without specific pre-approval of the Board, but with proper accounting to the Board.

DUTIES OF BOARD MEMBERS will include:

Making decision that determine the policies and guide the activities of the organization.

Ensuring that activities of the organization are congruent with the articles of incorporation and these Bylaws.

Selecting appropriate issues and priority objectives for the organization.

Listening to comments of participants on issues and considering their input in decision-making.

Sharing the decision-making for determining fiscal policy and appropriate use of funds.

Considering and approving budgets and proposed expenditures. Once a budget or expenditure is approved, the authorized official(s) may proceed in accordance with the approval.

Providing leadership and coordination of activities as agreed with other Board members.

Chairing committees as requested by the chairman and/or as approved by the Board.

Approving statements to be released to the public and news media.

Electing new Board members during the year if additional members are added or if replacement is needed.

DUTIES OF THE SECRETARY will include:

Recording meeting, decisions, actions to be taken, and persons responsible.

Tracking accomplishment of actions.

Preparing correspondence as necessary and as requested by the chairman or vice chairman.

Keeping official non-financial files of the organizations.

DUTIES OF THE TREASURER will include:

Depositing funds to the organization's bank account and keeping track of deposits and expenditures.

Keeping official financial records and materials of the organization, including the checkbook.

Ensuring that county, state, and Federal tax reports are prepared in an accurate and timely manner.

Ensuring that annual reports and other submissions as required by government entities are prepared comprehensively and in a timely manner.

Preparing financial status reports as requested by the Board.

Preparing annual financial report for the Board.

Ensuring audit of financial records as required.

Servicing as co-signatory of bank account. Co-signs check with either the chairman or vice-chairman.

BANK ACCOUNT

The bank account will have three approved signatories, with the signatures of any two being valid for check processing. The signatories are treasurer, chairman, and vice-

chairman. Routine practice will be for checks to bear the signature of the treasurer and chairman. In the absence of the chairman, the co-signature of the vice chairman will be valid. In the absence of the treasurer, the co-signatures of the chairman and vice chairman will be valid.

REGULAR OR SPECIAL MEETINGS

Meetings will be held at least quarterly or more often as needed and as called by the chairman.

Meetings will be open to members, voting and generally non-voting, and announced so that interested persons may participate. Announcement will be made by electronic mail to Board members and persons on the list of participants.

Anyone attending a meeting has a right to express an opinion and participate actively in the deliberations. The chairman will seek maximum input from all those present so that Board members can benefit from the broad range of opinions that may be expressed.

Board members will vote on issues that require a vote for resolution and direction.

All discussion and voting will be transparent.

Special meeting will be called by the chairman as needed or at the request of two or more Board members.

ANNUAL MEETING

Effective after the annual meeting in May 2009, an annual meeting will be held in January each year unless Board members vote to hold the meeting in another month, on a date and at a time and place to be determined by the Board.

The meeting will be open to members, voting and generally non-voting (participants), and announced so that interested persons may participate. Announcement will be made at least two weeks in advance of the meeting in the local newspaper and by electronic mail to Board members and persons on the list of participants.

Board members and officers will be elected by a simple majority of members (voting and generally non-voting) present. No minimum number is required except the normal requirement for at least a majority of Board members to transact business.

The annual financial report will be presented and reviewed.

Affective after the annual meeting in May 2009, if the meeting is held later than January, current Board members and officers will continue in their respective positions until the meeting is held.

RECORD DATE

The record date for determining list of participants will be no later than three weeks before the annual meeting date. The list will include those who have voluntarily participated in previous meetings, supported or participated in the implementation of any activity of the organization, or otherwise have shown interest in being part of the organization and have provided an electronic or residential address. To ensure that all eligible participants are notified of the date and time of the annual meeting, the Chairman will post a notice in the Dahlonga Nugget and send an e-mail notice to those who have provided an electronic address.

COMMITTEES

The chairman may create committees and designate committee chairs as needed, after consultation with Board members.

FISCAL YEAR

The fiscal year of the organization will be January 1 – December 31, inclusive.

CONTRIBUTIONS AND DESIGNATED CONTRIBUTIONS

The organization may accept general and designated contributions, grants, and bequests for purposes consistent with its tax exempt purposes as set forth in the articles of incorporation. The organization will retain sufficient control over all designated contributions to ensure that the funds are used consistent with the provisions of the donating document and in accord with the organization's tax exempt purposes.

LOANS AND ADVANCES

No loans will be made by the organization to any Board member or officer. Advances will be made only for Board-approved expenditures on behalf of the organization.

AMENDMENT OF BYLAWS

These Bylaws may be amended at any time by two-thirds vote of all Board members. Proposed amendments with rationale for the proposal will be provided in writing to each Board member for consideration at least one day in advance of voting. Proposals may be made by members of the Board, officers, or participants.

BASIS OF OPERATION

The organization will select and pursue only goals and activities that are consistent with the purposes for which it is deemed tax exempt.

The organization will not participate in any activities that are illegal at any level of government or that violate fundamental public policy.

The organization will not operate for the benefit of private interests of any leader, member, contributor, or any family member or friend of a leader, member, or contributor.

Bylaws of the Coalition are intended to be consistent with codes established by the State of Georgia and guidelines/requirements of the Federal government. Where there is any conflict, the codes of the State of Georgia and the guidelines/requirements of the Federal government prevail. Any aspect of operation not covered by the Bylaws is automatically assumed to be covered by the state and Federal laws and regulations for aspects that they cover.

Under no circumstances will the organization or anyone acting on behalf of the organization participate or intervene in the political campaign of or take a position for or against a candidate for local, state, or federal office.

Basic policy of the organization is not to conduct lobbying activities, that is, not to try to influence local, state, or national legislation and not to try to influence public opinion in a pro or con direction on a legislative matter or referendum. Any activities that border on lobbying will be restricted to an insubstantial part of the total activities and will clearly meeting the requirements of an organization exempt from taxation under 501(c)3.

Any voter education activities or public forums will be conducted in a strictly non-partisan manner.

Funds will be raised in a variety of ways, depending on the issues, with a broad base of public support.

The organization will not operate a trade or business that is unrelated to the exempt purposes.

On a year-to-year basis, the organization will receive the bulk of its support (at least one third, but expected to be a much higher percentage) from a broad and diverse public base, including contributions and gross receipts from activities related to the purposes for which it was deemed exempt from taxation. Consistent with IRS requirements, no more than one third (anticipated to be much lower) of support will come from gross investment income.

The organization does not start out as a dues-paying organization, but the Board of Directors has the authority periodically to assess the desirability and to establish and implement a dues-paying structure if deemed desirable.

The organization will provide a written acknowledgment to a donor for any single contribution of \$250 or more and a written disclosure to a donor who makes a payment in excess of \$75 partly as contribution and partly for goods or services provided by the organization.

No earnings or contributions will inure to the benefit of any individual involved in the leadership or administration of the organization.

The organization will make all reports required by the local, state, and Federal governments in the format and by the time required.

The organization will keep financial records as required for analysis of base of support.

The organization will file, as required, an annual 990 or 990-EZ and any other returns or information required.

The organization will make available to the public, upon request and without charge, its application (1023) and recent annual returns (990).

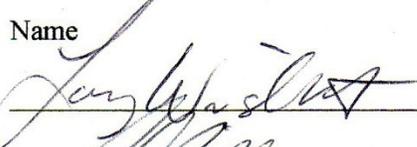
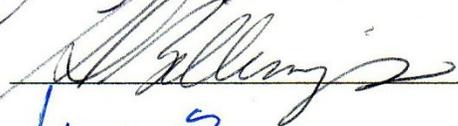
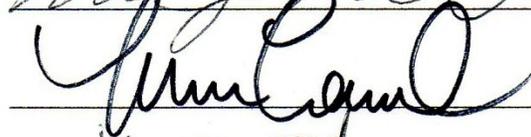
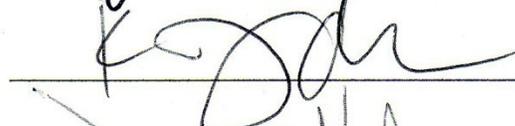
NONDISCRIMINATION

No one will be denied membership on the Board of Directors, election as an officer, or participation in meetings, the decision-making process, or implementation of activities due to race, color, sex, age, religion, religious creed, national or ethnic origin, ancestry, political

affiliation, sexual orientation, veteran status, disability, or handicap. No one will be discriminated against in any way or denied the benefits of activities of the organization due to any of these factors.

CERTIFICATION

These Bylaws were approved at a meeting of the Board of Directors on January 13, 2009.

Name	Date
	1-13-09
	1-13-09
Kelly Bonner	1-13-09
Basel Bonner	13 JAN 09
Donna Shearer	1-13-09
	1-13-09
	1-13-09
	1-13-09
	1-13-09
	1-25-09