

BYLAWS
OF
GLYNN VISUAL ARTS, INC.
(A Georgia Nonprofit Corporation)

These are the Bylaws of Glynn Visual Arts, Inc., amended and restated effective as of the _____ day of April, 2024 _____ pursuant to two-thirds majority of the membership in attendance at the 2024 Annual Meeting on April 17, 2024 and Certified and Confirmed as a True Copy Thereof.

, President

BYLAWS OF

GLYNN VISUAL ARTS, INC.

Amended and Restated as of April 17, 2024

1.

Organization

1. Name. The Name of the corporation is: Glynn Visual Arts, Inc. (the “Corporation.”)

2. Office. The Corporation shall maintain a registered office as required by statute, at which it shall maintain a registered agent. The initial registered office is 106 Island Drive, St. Simons Island, Georgia 31522. The registered office may be changed from time to time by the Board of Directors. The Corporation may also have offices and places of business at such other places within or without the County of Glynn, Georgia, as the Board of Directors may from time to time determine.

3. Fiscal Year. The fiscal year of the Corporation shall be from January 1 through December 31.

4. Effective. These Amended and Restated Bylaws are effective as of March 10, 2021.

2.

Purpose

1. General Charitable Purpose. Pursuant to the Georgia Nonprofit Corporation Code, the Corporation is organized, and will be operated, exclusively for charitable, educational, cultural and scientific purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax code (the “Code”), as more fully set forth in the Articles of Incorporation and, including for such purposes, the specific purposes set forth in Section 2. below.

2. Specific. Subject to the provisions of the “General” paragraph above, our purpose is to enrich our community by stimulating interest and participation in the visual arts. The Corporation shall liberate, inspire, educate, nourish and entertain through the arts.. These efforts include:

- (a) Operating a center for instruction in the visual arts and providing instructors of the highest quality;
- (b) Stimulating the efforts of local artists by bringing in exhibits of meaningful and inspiring works from other areas several times each year;
- (c) Showcasing the work of local artists on a year round schedule, spotlighting ones of special merit during the year;

- (d) Sponsoring one or more art festivals each year;
- (e) Supporting a continuing education function for the public in the visual arts; and
- (f) Exercising all power necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

3. Exemption. The Corporation is organized and is to operate as a nonprofit corporation, and it is intended that the corporation will qualify at all times as an organization exempt from federal income tax under Section 501(c)(3) of the Code, and that it will qualify at all times as an organization to which deductible contributions may be made pursuant to sections 170, 642, 2055 and 2522 of the Code. The Corporation shall never directly or indirectly participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, and the Corporation shall not engage in any activities which would subject it to tax under Section 4955 of the Code. No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the prescriptive provisions of the Code, except as otherwise provided in Section 501(h) of the Code, and its expenditures to influence legislation shall not exceed the permissible limits of Sections 501(h) and 4911 of the Code, to the extent applicable, and shall not be of the type or magnitude which would subject the corporation to tax under Section 4911 of the Code.

3.

Membership

1. Definition. The membership of the Corporation shall consist of those persons who are interested in the objectives, purposes, and activities of the Corporation, and who may, upon payment of the annual dues, become a member. The payment of annual dues shall be deemed a sufficient indication of the bona fide interest and good intention of such person. Different classes of membership may be established by the Board of Directors from time to time as deemed advisable by the Board.

2. Voting Rights. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

3. Termination of Membership. Any member of the Corporation may resign at any time by delivering a written resignation to the Secretary of the Corporation. Such resignation shall be effective upon its receipt by the Corporation. Any member of the Corporation shall be deemed to have resigned by failing to pay annual dues.

4.

Corporation Meetings

1. Procedures. Meetings of the members shall be held within or without the State of Georgia and shall be chaired by the President of the Corporation, or, if he or she is not available, the Vice-President of the Corporation or another person as may be designated by the Board of Directors.

2. Annual Meeting. The annual meeting of the members shall be held at such location as may be designated by the Board of Directors during the first four months of each calendar year for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors is not held during the time period designated for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter is convenient.

3. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights. Unless another location is designated (including virtual), the place of meeting shall be the principal office of the Corporation in the State of Georgia.

4. Notice. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally or by mail or email to each member entitled to vote at such meetings, not less than five nor more than sixty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent, in writing signed by a majority (one more than half) of the membership, setting forth the action taken with respect to the subject matter thereof is duly recorded with the Secretary of the Corporation, and shall be effective upon the recording of said written consent with the Secretary.

6. Quorum. Twenty-five (25) members shall constitute a quorum at any regular or special meeting of the membership.

7. Vote. All regular matters shall be decided by the vote of a majority (one more than half) of the members actually present at a meeting for which there is a quorum. Special matters including amendments to the Articles of Incorporation and By-Laws of the Corporation, mergers or consolidations, sale or other disposition of assets, and corporate dissolution shall be decided by two-thirds (2/3) vote of the members actually at a meeting for which there is a quorum.

8. Proxies. Members entitled to vote may vote or act in person or by proxy. The person appointed as proxy need not be a member. Unless the writing appointing a proxy otherwise provides, the presence at the meeting of the member having appointed a proxy shall not operate to revoke the appointment. Notice to the corporation, in writing or in open meeting,

of the revocation of the appointment of a proxy shall not affect any vote or act previously taken or authorized.

5.

Board of Directors

1. Board of Directors. The affairs of the corporation shall be controlled and administered by a Board of Directors (sometimes referred to as the “Board”) consisting of not fewer than twelve nor more than twenty-one Directors; provided, however, the Board shall be authorized from time to time to otherwise fix or change the size of the Board.

2. Election. Directors shall be elected at the annual meeting of members from the slate of candidates submitted by the Governance Committee. The Governance Committee, shall prepare the slate of directors for election following the timing and procedure set for in Article 8, Section 2. The Governance Committee shall take into consideration that the needs of the Board change from time to time (for example, the Board may need a member with accounting, legal or fund raising expertise). The name of the nominees finally determined by the Governance Committee, the number of directors to be elected and the special qualifications needed, if any, along with the names of the Governance Committee shall be published to the membership at least five days prior to the annual meeting. Each candidate sign a commitment letter outlining the responsibilities of and expectations for being a board member.

3. Tenure. Each Director shall be elected to serve for a three year term (a “full term”) and until his/her successor shall have been duly elected and qualified or, if earlier, until his/her death, resignation or removal. The Directors' terms shall be staggered, as nearly as practical, such that the terms of office of one-third of the then serving Directors expire in any one year. Unless otherwise determined by the Governance Committee and approved by the Executive Committee, a Director, having served a second successive full term shall not be allowed to succeed himself/herself without having been off the Board for at least one year. For purposes of succession, those persons appointed by the Board to fill an unexpired term (a “partial term”) or elected to serve partial terms shall be allowed to serve two successive full terms after completion of the period of appointed/partial service.

4. Compensation and Expenses of Directors. Directors of the corporation shall receive no compensation for their services as Directors, but may be reimbursed for their out of pocket expenses incurred in carrying out the business and affairs of the corporation. The immediately preceding sentence shall not be construed to preclude any Director from serving the corporation in any other capacity and receiving reasonable compensation therefore.

5. Regular and Special Meetings. The Board shall hold meetings at such place or places as it may from time to time determine. In the absence of any other designation be the Board, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board may be called by the President or by the written request of at least one-third of the then serving Directors to the Secretary of the corporation. Notice of the date, time and place of a special meeting of the Board shall be given in writing or by telephone by the Secretary of the corporation to each Director at least forty-eight hours prior to the special meeting. The President

of the Corporation shall preside at all meetings of the Board; the Vice-President shall preside in the absence of the President.

6. Quorum and Required Vote. At each meeting of the Board, the presence of one-half (1/2) of the full number of Directors then serving shall constitute a quorum sufficient for the transaction of business. Except as otherwise specifically provided by these Bylaws, any action of a majority of the Directors present at a meeting at which a quorum is present shall be the official act of the Board. Each Director shall have one vote and Roberts Rules of Order will be the preferred structure.

7. Action by Written Consent. Notwithstanding any provisions of these Bylaws to the contrary, any action required to be, or which may be, taken at a meeting of the Board or any committee of the Board may be taken without a meeting if a majority of all Directors or a majority of all committee members, respectively, consent to such action in a writing which may be delivered by email transmitted to the office of the Corporation setting forth the action so taken, and the writing is filed with the minutes of the proceedings of the Board or the particular committee. Such consent shall have the same force and effect as a majority vote of the Board or committee at a duly constituted meeting.

8. Conference by Telephone and Other Communications Technology. Unless the Articles of Incorporation or these Bylaws provide otherwise, Directors may participate in a meeting of the Board or a Committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting simultaneously may hear each other. Such conference can only take place when the meeting is convened as a telephone or virtual conference.

9. Annual Meeting. An annual meeting of the Board of Directors shall be held immediately following the annual meeting of the Corporation, and no notice of such meeting shall be necessary in order to legally constitute the meeting, provided a quorum is present. At this meeting, the Board shall elect from its members the officers of the Corporation who shall serve for a term of one (1) year: the President, Vice-President, Secretary, and Treasurer.

10. Committees. The Board of Directors, by duly adopted resolution, may add or remove one or more committees and designate or revise the purpose and goals of a committee. The Board of Directors may designate from among its members to head up or participate in one or more committees, including:

- (a) Executive;

Consisting of President, Vice-President, Immediate Past President, Secretary and Treasurer

- (b) Finance;

- (c) Governance;

Each such committee shall have the authority of the Board only to the extent provided herein or in such authorizing resolution. Additional temporary or permanent committees may be added as determined by a resolution or resolutions of the Board. However, no such committee shall have authority with regard to any of the following matters:

- (i) The dissolution, merger or consolidation of the corporation;
- (ii) The amendment of the Articles of Incorporation;
- (iii) The sale, lease, exchange, or distribution of all or substantially all of the property or assets of the corporation;
- (iv) The designation of any such committee or change the number of Directors comprising the Board or the filling of vacancies in any committee
- (v) The amendment or repeal of the Bylaws or the adoption of new Bylaws; or
- (vi) The amendment or repeal of any resolution of the Board which by its terms cannot be amended or repealed except by action of the Board.

The President of the Corporation shall be an ex-officio member of all such Committees.

11. Notice. Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail, facsimile or email to each Director at his/her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the US mail in a sealed envelope with postage thereon prepaid. If notice is given by facsimile or email, such notice shall be deemed to be delivered upon confirmation of successful transmission or electronic delivery of such facsimile or email. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

12. Vacancies on the Board of Directors for any reason may be filled by a majority vote of a quorum of the Board of Directors, unless otherwise provided in these Bylaw. A person so elected shall hold office for the unexpired term of the member succeeded. If there are no Directors in office, any individual who is a member of the Corporation may call a special meeting of the membership in accordance with the provisions of these Bylaws, at which meeting the vacancies shall be filled. The Directors may, from time to time and at any time, by a majority vote of all members of the Board serving at such time, elect additional persons to serve as Directors; but in no event shall the total number of Directors serving at any one time exceed twenty-four Directors. Such additional persons' initial terms of office shall be no more than three years and shall be set such that, as nearly as practical, the terms of office of one-third of the then serving Directors expire in any one year.

13. Removal of Director. A Director shall be removed by the following procedure: A written charge specifying the alleged sufficient cause, which is detrimental to the best interests of the Corporation, shall be filed with the Secretary of the Corporation (or, if the Director being charged is the Secretary, then to any other Director) who will give a copy thereof to the director so charged, and the person so charged shall be given the opportunity at a meeting of the Board of Directors to be heard on the subject of the charge. Such written notice shall be given at least fifteen days prior to said meeting. At any meeting of the Board of Directors for which there is specific notice of the charge and a quorum present, the affirmative vote of two-thirds (2/3) of the Directors voting shall be necessary to effect such removal.

14. Resignation of Director. Any Director may, at any time, resign from his or her position by giving written notice of his or her resignation to the Secretary of the Corporation. Such resignation shall take effect at the time specified in such notice or, if no time specified, upon the Secretary's receipt of such notice. No action by the Board shall be necessary to cause a resignation to be effective. A director shall also be deemed to have resigned if he or she misses three meetings in one year (starting from the date of the annual membership meeting) of the Board without good cause or otherwise becomes disqualified for membership. Good cause should be defined as an absence necessary for one's business or family, but does not include other community conflicts, vacations, or other travel-related endeavors.

15. Election of Replacement Director. In the case of the death, resignation, removal or permanent disability of any Director of the corporation, a new Director shall be elected by the Board by the same vote required by these Bylaws to elect a Director for such term as the Board may specify (but in no event longer than the remaining term of the position being succeeded), at the regular meeting of the Board following such death, resignation, removal or permanent disability, or at a special meeting of the Board called for such purpose.

16. Authority of Director. No Director shall have authority to bind the Corporation without a Board resolution. Any Director violating this section is subject to Removal under Article 5, Section 13.

6. Officers

1. Officers. The officers of the corporation shall be a President, Vice-President, Immediate Past President, Secretary, and Treasurer. In addition, the Board may elect or appoint such other officers as may be deemed desirable by the Board in accordance with the provisions of this Article. No two or more offices may be held by the same person. Any Director is qualified to be an officer.

2. Election and Tenure. The officers of the corporation shall be elected annually by the Board of Directors at the annual meeting of the Board. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Subject to the foregoing provisions, each officer shall hold office until his/her successor shall have been elected and shall have qualified. The President shall continue as an ex officio non-voting member of the Board and officer as Immediate Past President for one year after the end of his or her term as President and shall remain as an ex officio non-voting member of the Executive Committee. As an Ex

officio member of the Board, the Past President is not a full member of the Board and may be elected to a new term as director upon his or her completion of his or her term as Past President.

3. Duties: The officers of the Corporation shall 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 delegated by the Board of Directors.

- (a) President. The President shall serve as the Chairman of the Board of Directors of the Corporation and shall from time to time make such reports of the business of the corporation as the Directors may require. The President shall perform such other duties and have such powers as are assigned to or vested in him/her by the Board of Directors.
- (b) Vice-President. The office of Vice shall Presidents shall assist the President in carrying out his or her duties.
- (c) Secretary. The Secretary shall record or cause to be recorded all votes and minutes of the proceedings, give or cause to be given meeting notices, keep or cause to be kept the seal of the corporation and affix it to any instrument authorized by the Board, and keep or cause to be kept all documents and records of the corporation. The Secretary shall perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned to him/her by the President, or by the Board of Directors. The Secretary shall be responsible for all of the foregoing duties but may delegate to whatever employee or person actual duties associated with these responsibilities.
- (d) Treasurer. The Treasurer shall chair the Finance Committee and keep, or cause to be kept, full and accurate accounts of receipts and disbursements in the corporate books; deposit, or direct the deposit, of all money and other valuables in the name and to the credit of the corporation in such depository that is designated by the Board; disburse, or direct the disbursement of, the funds of the corporation as may be ordered or authorized by the Board and preserve proper vouchers for same; render to the President and to the Board, whenever (s)he or they request it, an account of any or all of the transactions of the corporation and of the financial condition of the corporation, and render a full financial report at the annual meeting of the corporation if so requested. The Treasurer shall perform all duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to him/her by the President, or by the Board of Directors. The Treasure shall be responsible for all of the foregoing duties but may delegate to whatever employee or person actual duties associated with these responsibilities.

4. Removal and Resignation. Any officer may be removed by the Board or may resign at any time, but may be removed only by those procedures set forth in Article 5, Section 13. All officers, agents, and employees shall hold office at the discretion of the Board.

7.

Staff

The Board of Directors may elect, appoint or employ an Executive Director of the Corporation and such other staff as is necessary to manage the programs and activities of the Corporation. The Executive Director shall manage the day to day operations of the Corporation and any facilities which the Corporation may operate, and shall perform such duties as from time to time may be delegated by the Board of Directors. The compensation for the Executive Director and other staff shall be established by the Executive Committee for review and approval by the Board of Director.

8.

Committees

1. Committees of Directors. The Board of Directors, or President, may designate one or more committees and advisors, but the designation of such committees or advisors and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him or her by law. The Executive Director shall be an ex-officio member of all committees.

2. Governance Committee. The Governance Committee shall be appointed by the Board of Directors or President within thirty days of the date of the Annual Meeting. Sixty days prior to the annual meeting, the President or Board of Directors shall charge the Governance Committee, a committee consisting of a minimum of three and a maximum of five members, with proposing a slate of directors for election by the membership and notify the membership no later than 30 days prior to the Annual Meeting. Any member in good standing shall have the privilege of submitting a name to the Governance Committee for the committee's review provided such names are submitted at least 20 days prior to the annual meeting. Final notice of the slate of Board members shall be given to the membership no later than 5 days before the Annual Meeting. The Governance Committee shall also propose a slate of officers for election by the Board at their first meeting following the annual meeting of the membership.

3. Finance Committee. The Finance Committee shall advise the Treasurer and the Board regarding the keeping of full and accurate accounts of receipts and disbursements in the corporate books; deposit, or direct the deposit, of all money and other valuables in the name and to the credit of the corporation in such depository that is designated by the Board. The Finance Committee shall establish an annual budget for the Corporation, taking into account the needs of the Committees and the Corporation in accordance with the Corporation's purpose.

4.

Conflict Of Interest

No Director, officer, or committee member shall participate in or vote on a matter which would involve a conflict of interest.

1. Corporate. In the event that it is proposed that the corporation shall enter into any contract or transaction with any corporation, partnership, association, or other organization in which one or more of its Directors are officials, or if it is proposed that the corporation take any other action which would inure to the direct pecuniary benefit of any such person, then:

The material facts shall be disclosed to the Board of Directors. The Board, acting in good faith, may authorize the contract or transaction, or use of funds, by the affirmative vote of the majority of the disinterested Directors.

2. Individual. The conflict of interest policy, attached as Exhibit A, is incorporated into these Bylaws and shall apply to each of the Corporation's Directors and officers in the fulfillment of their respective duties and dealings with the Corporation.

5.

Contracts, Checks, Deposits and Funds

1. The Board of Directors may authorize officers and agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or defined in specific instances. In the absence of specified authorization by the Board of Directors, such documents shall be executed by the President or Vice-President, and attested to be the Secretary of the Corporation

2. Following the annual meeting, the Board shall set a level of authority for the Executive Director employed by the Corporation to execute contracts on behalf of the Corporation without a Board resolution.

3. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer(s) or agent(s) of the corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the President, and in his/her absence, the officer(s) theretofore designated by the President to act and vested with such responsibility.

6.

Liquidation

Upon liquidation or cessation of the activities of the corporation, the Board shall determine, by a majority vote of the entire membership of the Board of Directors, the manner in which the property and assets of the corporation are to be distributed in accordance with Article VII of the Articles of Incorporation.

7.

Books and Records

The corporation shall keep correct and complete books and records of account of the activities and transactions of the corporation, including, a minute book or physical file which shall contain a copy of the corporation's application for tax-exempt status (IRS Form 1023), copies of the organization's IRS information and/or tax returns (for example, Form 990 and all schedules thereto), and a copy of the Articles of Incorporation, Bylaws, and any amendments thereto.

The corporation shall also keep minutes of the proceedings of its Board of Directors and any committees having the authority of the Board of Directors. All books and records of the corporation may be inspected by any Director or his/her agent or attorney for any proper purpose at any reasonable time. All requirements of filing annual or periodic financial reports to the Secretary of the State of Georgia must be executed in a timely manner. Representatives of the Internal Revenue Service may inspect these books and records as necessary to meet the requirements relating to federal tax Form 990. All required annual or periodic financial forms must be executed and filed with the Internal Revenue Service in a timely manner.

All financial records of the corporation shall be available to the public for inspection and copying to the fullest extent required by law.

8.

Dues

1. Annual Dues. The Board of Directors shall determine from time to time the annual dues payable to the Corporation by members of each class, and shall give appropriate notice to members.

2. Payment of Dues. All membership dues shall be payable in advance on an anniversary date basis.

3. Default and Termination of Membership. When any member of any class is in default in the payment of dues for a period of three months from the beginning of the period for which such dues became payable, his or her membership may thereupon be terminated by the Board of Directors as provided hereinabove.

9.

Waiver of Notice

Whenever any notice is required to be given under the Provisions of the Georgia Nonprofit Corporation Code or under the provisions of the Articles of Incorporation or by the Bylaws of the Corporation, a waiver thereof in writing signed by the person or stated therein, shall be deemed equivalent to the giving of such notice.

10.

Amendments

1. Articles of Incorporation. The Articles of Incorporation may be amended, upon the recommendation of the Board by a two-thirds (2/3) majority vote of the Directors present at any annual or regular meeting, any special meeting called in accordance with the procedures set forth herein where a quorum is present or by a consent in writing setting forth the action so taken and signed by all the Directors.

2. Bylaws. These Bylaws may be amended by a two-thirds (2/3) majority vote of the Board present at any annual or regular meeting, any special meeting called in accordance with the procedures set forth herein where a quorum is present, or by a consent in writing setting forth the action so taken and signed by all of the Directors.

11. Indemnification

1. The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director (referred to in these Bylaws as a “Director”), officer, employee, or agent of the corporation (including the heirs, executors, administrators, or estate of such person) from and against any and all claims and liabilities to which such person shall become subject by reason of his/her having heretofore or hereafter served as a Director, officer, employee, or agent of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him/her as such Director, officer, employee, or agent to the full extent permitted under Sections 14-3-850, *et. seq.*, of the Georgia Nonprofit Corporation Code or any successor provisions of the laws of the State of Georgia, and shall reimburse such person for all legal and other expenses reasonably incurred by him/her in connection with any such claim or liability; provided, however, no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of any appropriation of appropriation of any business opportunity of the corporation, any act or omission not in good faith or which involves intentional misconduct or a knowing violation of law, or any transaction from which (s)he derived an improper personal benefit.

2. The right accruing to any person under the foregoing provisions of this Article shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided. The corporation, its Directors, officers, employees, and agents shall be fully protected in taking any action or making any payment under this Article or in refusing to do so in good faith reliance upon the advice of counsel to the corporation.

3. As a condition to any such right of indemnification, the corporation may require that it be permitted to participate in the defense of any such action or proceedings through legal counsel designated by the corporation and at the expense of the corporation.

4. The corporation may purchase and maintain insurance on behalf of any director, officer, employee, or agent of the corporation whether or not the corporation would have the power to indemnify such persons under the Georgia Nonprofit Corporation Code.

ByLaws Adopted by Glynn Visual Arts, Inc. 15th day of April, 2015, Amended in 2019 and on March 10, 2021, and Amended by 2/3 majority of those members in attendance at the April 17, 2024 Annual Meeting on this _____ day of April, 2024..

, President

EXHIBIT A

Conflict of Interest Policy

1.

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's ("Organization") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2.

Definitions

(1) Interested Person. Any director, principal officer, or member of a committee with governing board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(2) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3.

Procedures

(3) Duty to Disclose. In connection with any actual or possible conflict of interest, and interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers considering the proposed transaction or arrangement.

(4) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(5) Procedures for addressing the Conflict of Interest.

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(6) Violations of the Conflicts of Interest Policy.

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the

member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4.

Records Of Proceedings

The minutes of the governing board and all committees with board-delegated powers shall contain:

- c. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- d. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5.

Compensation

A voting member of the governing board who receives compensation, directly or indirectly, the Organization for services is precluded from voting on matters pertaining to that member's compensation.

- e. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- f. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

6.

Annual Statements

Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement which affirms such person:

- g. Has received a copy of the conflicts of interest policy,
- h. Has read and understands the policy,
- i. Has agreed to comply with the policy, and

- j. Understands the Organization is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7.

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- k. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- l. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

8.

Use of Outside Experts

When conducting the periodic reviews as provided for in the above Article, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Adopted by the Board of Directors

As of the _____ day of _____, 20

, President