



STONE MOUNTAIN
MEMORIAL ASSOCIATION

BYLAWS

Adopted: April 18, 2017

BYLAWS
OF
THE STONE MOUNTAIN MEMORIAL ASSOCIATION

Adopted: April 18, 2017

PREAMBLE

The Stone Mountain Memorial Association, (SMMA), has been duly constituted and organized as a public entity which is an instrument of the State of Georgia and a public agency under Section 12-3-190 et seq. of the Official Code of Georgia Annotated for purposes, which shall include:

- To preserve the natural areas situated within Stone Mountain Park area;
- To provide access to Stone Mountain Park for Georgia's citizens; and
- To maintain an appropriate and suitable memorial for the Confederacy.

Effective as of April 18, 2017, as allowed in O.C.G.A. § 12-3-193 (c), the Bylaws of the Stone Mountain Memorial Association, provide for its governance and for that of the Board of Directors, are as follows:

ARTICLE 1

NAME

The name of this entity shall be the "Stone Mountain Memorial Association," hereinafter referred to as "SMMA." The members of the Stone Mountain Memorial Association Board of Directors, are hereinafter referred to as the "Board".

ARTICLE 2

GENERAL POWERS

The business and affairs of the Board shall be managed by its members to the full extent of the powers and authority delegated to them by law; they shall be held accountable as Trustees; and they shall supervise all officers, agents, and employees and ascertain that the duties of each are properly performed.

ARTICLE 3

PRINCIPAL OFFICE

The principal office of SMMA shall be located at 2003 Robert E. Lee Blvd, Stone Mountain Park, Confederate Hall, Stone Mountain, Georgia 30083. The mailing address shall be 2027 Old Hugh Howell

Road, Stone Mountain, Georgia 30083. SMMA may establish other offices or facilities as the Board may authorize and direct.

ARTICLE 4

SEAL

The seal of SMMA shall have inscribed thereon, within a circular rope style boundary, an impression of the words, "Stone Mountain Memorial Association" on the perimeter and in the center the word "SEAL" above an impression of Stone Mountain, and the word "GEORGIA" below the mountain or shall be of such other configuration as the Board by resolution may hereafter determine appropriate.

ARTICLE 5

APPOINTED MEMBERS OF SMMA BOARD OF DIRECTORS

Section 1. Basis for the Constitution of the Board. O.C.G.A. § 12-3-193 (a) provides for the appointment of members to carry out the duties of SMMA. The Board shall consist of nine members as follows:

- (1) The commissioner of natural resources or the commissioner's designee;
- (2) Eight members to be appointed by the Governor, one of whom shall be a resident of the metropolitan Atlanta area.

Section 2. Required Oath of Office. A member of the Board may not enter upon the duties of office until the member takes the oath of office for members of the Board as prescribed by law. A copy of the original oath form executed by each member will be maintained in the SMMA offices by the secretary.

Section 3. Tenure. Members appointed by the Governor shall be appointed for terms of four years, with the beginning and ending dates of the terms to be specified by the Governor, and until the appointment and qualification of their successors. Appointments by the Governor to fill vacancies on the Board shall be made for the unexpired term.

Section 4. Resignation. A member of the Board may resign from office by giving written notice to the Governor and to the SMMA chief executive officer. The resignation shall be irrevocable after delivery to the Governor, but shall be effective on the date on which notice is received, or on the effective date given by the member in the notice, whichever is later. The chief executive officer, upon receipt of the resignation, shall give notice to the remaining members of the Board and to the Director of Executive Appointments, Office of the Governor.

Section 5. Removal of Member From Office.

5.1 Grounds. A Board member may be recommended for removal from office by a majority of the remaining members for the following reasons:

- 5.1.1** When a member engages in conduct prohibited by the Bylaws; or

- 5.1.2 For gross abuse of the authority of the office of member or gross abuse of discretion with respect to the office of member; or
- 5.1.3 For conviction, including a conviction upon a verdict or judgement of guilty or a plea of nolo contendere, of any felony or crime involving moral turpitude; or
- 5.1.4 For failing to attend four regularly scheduled meetings of the Board in a year; or
- 5.1.5 For failure to disclose a conflict of interest with respect to any matter involving SMMA presented to the Board for action; or
- 5.1.6 The member is unable to serve due to medical infirmity or other incapacity.

5.2 Procedures. Any member of the Board, including the chairperson, or the Board as a whole, may make written request for removal of the member stating the grounds for the proposed removal. The request shall be delivered to the chairperson.

5.2.1 The chairperson, or in the absence of the chairperson or if the chairperson is the member whose removal is requested, the vice-chairperson, shall give written notice to such member at least 15 days in advance of the meeting, and the reasons for the proposed removal. At that meeting, a designee of the Board shall present the case for removal. The member shall have the right to appear at such meeting, to defend against the removal and to present witnesses and documents for that purpose. Following such presentation, the remaining members of the Board shall vote on the recommendation for removal.

5.2.2 If the member proposed for removal does not appear at a meeting of the Board at which the question of removal is presented for action, the absence shall be presumed to be a consent to the Board's affirmative action on the request for removal in favor of removal by a requisite majority and in accordance with all required procedures, without the necessity of presenting any other evidence supporting the removal.

5.2.3 A recommendation for removal of a member shall be determined by a majority of the members of the Board, not counting the member whose removal is in question. The determination of the Board is final and binding and conclusive on SMMA and the member whose removal is in question. If the member is not recommended for removal, the member shall continue in service. If the member is recommended for removal, the chief executive officer shall immediately report such recommendation to the Director of Executive Appointments, Office of the Governor.

Section 6. Compensation and Expense Reimbursement. Board members serve without compensation for their time while engaged in activities related to SMMA business, including regular and ad-hoc meetings, conferences, training and representing SMMA at related functions. Board members are eligible for reimbursement for personal expenses incurred in the course of conducting or engaging in SMMA business, including attending meetings, conferences, training and representing SMMA at

related functions. Expenses are reimbursed in accordance with the SMMA policy and applicable state law.

ARTICLE 6

OFFICERS

Section 1. Officers. The officers of SMMA shall consist of a chairperson of the Board; vice-chairperson of the Board; chief executive officer and secretary/treasurer and such other officers as may be deemed necessary or desirable by the Board for the efficient operation of the business and affairs of SMMA.

Section 2. Qualifications. The chairperson, and vice-chairperson, shall be members of the Board. The chief executive officer shall be an employee of SMMA. The secretary and/or treasurer need not be employees of SMMA. Employees of SMMA and non-members of the Board shall not have voting privileges on business matters of SMMA.

Section 3. Offices.

3.1 Chairperson. The Governor shall appoint the chairperson of SMMA for a term of one year from among the members of the Board which the Governor appoints. A member may serve no more than two consecutive terms as chairperson nor more than two terms in any one four-year term as a member of SMMA, in accordance with O.C.G.A. § 12-3-193 (b).

3.2 Vice-Chairperson. The Board may elect a vice-chairperson from members of the Board. A member may serve no more than two consecutive terms as vice-chairperson nor more than two terms in any one four-year term as a member of the Board.

3.3 Chief Executive Officer. The Board shall engage a chief executive officer for day-to-day operations of the Association as outlined below.

3.4 Secretary and Treasurer. The Board shall appoint a secretary and a treasurer who shall not be members of the Board. The positions of secretary and treasurer may be combined and filled by the same person.

Section 4. Vacancies. A vacancy in the office of chairperson shall be filled by the appointment of the Governor. A vacancy in the office of vice-chairperson shall be filled for the unexpired term by the Board. A vacancy in any other office shall be filled in the same manner as the original appointment.

Section 5. Abolition of Officers. The Board may abolish any office other than the office of chief executive officer. Any officer, elected or appointed by the Board or appointed with its approval may resign, or, whenever in the Board's judgment the best interest of the Board would be served thereby, may be removed from office by the Board.

ARTICLE 7

COMMITTEES

Section 1. Committees. The chairperson of the Board shall have the power and authority to appoint such special committees as the chairperson may deem proper or as the Board may authorize, and shall designate the members thereof and prescribe their duties and powers.

Section 2. Committee Authority. Each committee of the Board shall have the power to study, investigate, and recommend to the Board any action which the Board has the power to take within the sphere of responsibility of the committee.

Section 3. Limitation of Authority. No committee shall have the power to take any action on behalf of the Board. Any action of a committee of the Board shall not be binding unless the action is submitted to the Board at its next regular or special meeting and accepted and ratified by the Board.

Section 4. Meetings.

4.1 Each committee shall set the date and time for a meeting of the committee. Unless otherwise specified by the committee, all meetings of the committee shall be at the principal office of SMMA.

4.2 A meeting of any committee may be called by its chairperson upon giving notice to the members thereof in the same manner as prescribed by these Bylaws for meetings of the Board. At any meeting of a committee, the committee may consider and act upon any matter and transact any business which comes before the committee, whether or not such matter or business was included within the notice given to the members of the committee.

4.3 At any meeting of a committee, where a quorum of the entire Board is present, the meeting must be advertised as prescribed by these Bylaws and in accordance with O.C.G.A. § 50-14-1.

Section 5. Quorum. Unless otherwise provided, a majority of the whole committee shall constitute a quorum and the act of a majority of the members of the committee present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE 8

DUTIES OF OFFICERS

Section 1. Chairperson. The chairperson of the Board shall be the chief presiding officer of the Board and shall have the general powers of supervision and management of SMMA's business and affairs and shall perform, or cause to be performed, the duties incident to such supervision and management. In that capacity, the chairperson shall have the following powers and duties:

- 1.1** To preside, when present, at all meetings of the Board;
- 1.2** To see that all orders, resolutions and other actions of the Board are carried into effect;
- 1.3** To appoint the chairperson and membership of committees and to serve as an ex-officio

member of all committees;

1.4 To sign and execute in the name of SMMA all written instruments of every kind and character which the Board or the law has authorized the chairperson to execute and, if no other officer is designated by the Board or by law, to sign and execute such documents in the name of SMMA which are authorized by these Bylaws, by the Board, or by law;

1.5 Upon the occurrence of any vacancy in an office filled by an election of the Board, the chairperson shall have the authority to fill the vacancy until the next meeting of the Board;

1.6 To perform all duties incident to the office of chairperson and such other duties as may be prescribed by these Bylaws or by the Board from time to time.

Section 2. Vice-Chairperson. The vice-chairperson, in the absence or disability or vacancy in the office of the chairperson, shall exercise the powers and perform the duties of the chairperson. The vice-chairperson shall in addition exercise such other powers and perform such other duties as from time to time may be assigned to the vice-chairperson by the Board.

Section 3. Secretary. The secretary to the Board shall be an employee of SMMA and shall perform the following duties:

3.1 The secretary shall have the general responsibility to record the transaction of business by the Board and to affix the seal of SMMA to documents requiring such formality.

3.2 The secretary shall attend all meetings of the Board and of each committee thereof.

3.3 The secretary shall record or be responsible for the recording of votes and the preparing and keeping of the minutes of all meetings and proceedings of the Board and of any committee thereof; shall have custody of the book of minutes and the seal of SMMA; and shall attest and affix the SMMA seal to such documents as the Board or chairperson may direct or as the law may require.

3.4 The secretary shall give, or cause to be given, notice of all meetings of the Board or any committee thereof as provided by these Bylaws; and shall perform such duties incident to the office of the secretary as the Board may direct. Should the secretary fail or refuse to give notice of any meeting called in accordance with the provisions of these Bylaws, the chairperson, or the vice-chairperson when acting in the place of the chairperson, or the Board members calling such meeting, shall then be given notice as required by these Bylaws.

3.5 The secretary shall keep at the principal office of SMMA, open to inspection by the members of the Board at all reasonable times, the original or certified copy of the Bylaws of SMMA and the book of minutes of the Board.

3.6 Unless otherwise directed by the Board, the secretary shall keep the seal of the SMMA and shall upon authorization by the Board be authorized to attest or affix the SMMA's seal to such documents as the Board may direct or as the law may require.

Section 4. Chief Executive Officer. The chief executive officer of SMMA shall be the chief executive officer for the operation and management of all programs, services, facilities, and operations of SMMA and shall, in that capacity, have the general and active management of the business and affairs of the SMMA subject to the direction and control of the Board and officers and committees of the Board. In that capacity, the chief executive officer shall have the following powers and duties subject to the limitations stated in these Bylaws, in any resolution or other action taken by the Board, or in any applicable law or regulation:

4.1 The chief executive officer shall have general and active day-to-day management of the business and affairs subject to the direction and control of the Board.

4.2 The chief executive officer shall employ and discharge all personnel and have general superintendence and direction of all employees ensuring all their respective duties and responsibilities are properly performed.

4.3 The chief executive officer shall operate and conduct the business and affairs of SMMA according to the orders, resolutions, and directives of the Board and according to his own discretion whenever and wherever it is not limited under these bylaws or the orders, resolutions, and directives of the Board.

4.4 The chief executive officer may sign and execute, with the secretary or the treasurer, or any other proper officer of SMMA so authorized by the Board, contracts of insurance, bonds, deeds, debentures, contracts, or other instruments which the Board has authorized to be executed.

4.5 The chief executive officer shall cause to be kept and maintained open to inspection by any member at all reasonable times, adequate and correct records of the business affairs and transactions of SMMA.

4.6 The chief executive officer will consult with the chairperson and prepare an agenda for each regular meeting of the Board, including supporting materials to be mailed, couriered, or electronically transmitted to the Board members one week prior to such regular meeting of the Board, even if incomplete as to final documentation or if certain items are in draft form. The agenda will provide, at minimum, the following:

- Call to Order by the chairperson and determination of the presence of a quorum.
- Approval of Minutes of the previous meeting.
- Public Comments – Persons wishing to comment must sign up prior to the meeting. Individual comments will be limited to 3 minutes and the Public Comment Session will be limited to 15 minutes.
- Silver Dollar City / Stone Mountain Park Report

- Committee Reports – during which the chairperson of the various committees will make recommendations to the full Board as to those matters requiring official action by the Board.
- Report of the chief executive officer – during which the chief executive officer will make recommendation to the full Board as to those matters requiring official action by the Board.
- Old Business
- New Business
- Adjournment

4.7 The chief executive officer will prepare and submit to the Board, annually, for consideration and adoption the following:

- An annual operating budget for SMMA.
- An annual report giving the financial and operational results of the operation for the prior calendar year period.
- An annual statement of operational goals and objectives for SMMA.

4.8 As part of the management of SMMA, the chief executive officer shall devise, implement, and revise as necessary appropriate financial control systems, personnel policies, compensation plan, community relations, liaison, lessee oversight, maintenance, educational programs, and operational plans to maintain SMMA assets, proper public safety programs, administrative and management systems to operate SMMA.

4.9 The chief executive officer will maintain a line of communication with the chairperson between dates of the regular Board meetings for the purpose of keeping the chairperson informed on issues affecting SMMA and Stone Mountain Park.

4.10 The chief executive officer will ensure all appropriate issues to be brought before the Board are properly documented on the meeting agenda for approval.

4.11 By filing a letter with the Board secretary, the chief executive officer may designate a full-time employee of SMMA to serve as acting chief executive officer in case of an absence or disability. The acting chief executive officer shall have the same powers and duties of the chief executive officer. The designation of acting chief executive officer may be changed at any time by the chief executive officer filing a new letter with the secretary. In the event the absence or disability exceeds fourteen days, the Board may designate the acting chief executive officer.

4.12 The chief executive officer may, in writing, delegate such authority and responsibility of the chief executive officer to subordinate employees of SMMA as the chief executive officer deems necessary or convenient to the efficient and effective operation of SMMA.

4.13 No such delegation by the Chief executive officer shall relieve the chief executive officer of responsibility to the Board to ensure that all such delegated authority or responsibility are performed in accordance with these Bylaws or other direction or action of the Board, and the chief executive officer shall remain responsible to SMMA for actions of any subordinate to whom such delegation is made.

ARTICLE 9

MEETINGS

Section 1. General. The Board shall hold a regular meeting monthly and may hold other special meetings as often as it deems appropriate and necessary. At the recommendation of the chief executive officer to the chairperson, with public notice, a regular monthly meeting may be cancelled.

Section 2. Schedule of Meetings. The Board by resolution has set the day and time for each regular meeting to be held on the 3rd Tuesday of each month of the year. Unless otherwise specified all regular or special meetings of the Board shall be at the Evergreen Conference Center within Stone Mountain Park.

Section 3. Called Meetings. The Board may hold special meetings not set by resolution when called by the chairperson, or by the vice-chairperson when acting in the place of the chairperson, or by three members of the Board. Such special meetings may be held as often as deemed appropriate and necessary, and the date and times of such meetings shall be set by the number of members calling the same.

Section 4. Notice to Members.

4.1 At least five (5) days prior to the annual meeting or a regular meeting set by resolution, the secretary shall cause notice of such meeting to be given to all members of the Board and to the chief executive officer. Notice may be delivered in person, by mail, by courier, or electronically. Any notice by mail, by courier, or electronically, shall be delivered to the address, facsimile reception number, or e-mail address specified by the member on file with the chief executive officer. In the case of mail notice, notice shall be deemed given when the notice is deposited in the mail properly addressed with first class postage prepaid. The notice shall advise the date and time of the meeting and shall specify the business to be transacted at or the purpose of the meeting.

4.2 When a special meeting is set by resolution or when a special meeting not set by resolution is called as provided by these Bylaws, the person or persons calling the same shall request the Secretary to give notice by one of the methods hereinabove provided at least two days prior to said meeting.

4.3 Any member may waive notice of any meeting. The attendance of a member at any meeting shall constitute a waiver of said notice except when a member attends a meeting for the express and sole purpose of objecting to the transaction of any business because the

meeting is not lawfully called or convened.

4.4 At any meeting of the Board, the Board may consider and act upon any matter and transact any business which comes before the Board, whether or not such matter or business was included within the notice given to the members of the Board.

Section 5. Public Notice.

5.1 The secretary shall post at the principal office of SMMA, in a conspicuous place accessible to the public a schedule of the regular, or special meetings governed by Section 2 of this Article.

5.2 If a meeting of the Board scheduled to be held at the Evergreen Conference Center within Stone Mountain Park is changed for any reason and held at any other location, the secretary shall give prompt, but in any event at least 24 hours prior to the meeting, written or oral notice to each Board member and posted on SMMA's website for public dissemination.

5.3 At least 24 hours prior to a special, called meeting governed by Section 3, the secretary shall give notice of such meeting by posting public notices within two locations inside public areas of the Stone Mountain Park: the Department of Public Safety Headquarters and the Confederate Hall Building, and publishing on the SMMA website.

5.4 As far in advance of the meeting as is reasonably possible but not earlier than two weeks in advance of the meeting, the secretary shall post at the principal office of SMMA, in a conspicuous place accessible to the public, and SMMA's website the agenda of each meeting which shall not be removed from such position for a period of two business days following such meeting.

Section 6. Quorum. At all meetings of the Board, the presence of a majority of the members of the Board then serving shall be necessary to constitute a quorum for the transaction of business. A member who participates electronically via teleconference or videoconference will be considered in attendance but must be so noted in the minutes of the meeting.

Section 7. Action of the Board. The act of a majority of the members of the Board (not a majority of a quorum unless a majority of the quorum constitutes a majority of the Board) who are present at a meeting shall constitute the action of the Board, unless a greater number is required by law or by these Bylaws. In voting, each member of the Board present at the meeting shall have one vote. No vote may be exercised by proxy. A member of the Board present at a meeting of the Board at which an action is taken shall be presumed to have voted affirmatively for such action unless the member's contrary intention shall have been affirmatively indicated by the member and entered in the minutes of the meeting.

ARTICLE 10

PROCEDURES: MINUTES

Section 1. Rules of Order. Meetings of the Board and any committee thereof shall be conducted in accordance with the most recent edition of Robert's Rules of Order, Newly Revised, except to the extent the Constitution or laws of this State or these Bylaws provide for a different procedure. A member of the Board shall serve as the parliamentarian for the Board and for each committee thereof.

Section 2. Meetings Open to Public. Unless and until a meeting of the Board is closed to the public as provided by law and in these Bylaws, the public shall have access to all meetings of the Board. A member of the public has the right of access in order to observe the meeting but does not have the right to participate in the meeting, including participation by asking questions or by making comment, unless the Board affords that opportunity and then only in accordance with limitations imposed by the Board. A member of the public may make visual, sound, and visual and sound recordings during meetings of the Board.

Section 3. Closing of Meeting to Public.

3.1 Regardless of whether the notice of any meeting of the Board states that the meeting shall be closed to the public, that is, the Board will meet in executive session, the meeting shall begin in open session accessible to the public. The meeting shall not be closed unless (1) the names of the members of the Board present at the meeting are recorded for entry into the minutes of the meeting, (2) a motion is made to close the meeting stating the specific reasons for the closure and the name of member making the motion and the reasons stated in the motion are recorded for entry into the minutes of the meeting, (3) the motion is seconded and the name of the member seconding the motion is recorded for entry into the minutes of the meeting, and (4) the motion is adopted by action of the Board and all members voting in favor of the motion are recorded for entry into the minutes of the meeting.

3.2 During that part of the meeting closed to the public, only those matters within the scope of the specific reasons stated in the motion to close the meeting to the public will be addressed to the extent permitted by the Open Meetings Act.

3.3 When all business within the scope of the motion to close the meeting to the public has been completed, the Board shall adopt a motion to return to open session. The Board shall then open the meeting to the public and following the conduct of any additional business of the Board, the Board shall adjourn the meeting.

3.4 Promptly after the conclusion of the meeting of a Board and in any event before the minutes of the meeting are distributed to the members, the chairperson or other officer who presided at the meeting shall file with the secretary an affidavit that the subject matter of the meeting which was closed to the public was devoted to matters within the exceptions provided by law to the requirement that all meetings be open to the public and stating the

specific relevant exception.

Section 4. Minutes.

4.1 Adequate written minutes shall be kept recording the acts and proceedings at meetings of the Board or any committee of the Board, except that minutes of that part of the meeting which is closed to the public are not required and unless the chairperson or the Board or chairperson of the committee or the committee otherwise directs shall not be recorded. Such minutes shall be prepared by the secretary.

4.2 Minutes shall, at a minimum, include the names of the members of the Board or committee present at the meeting of the Board or committee, a description of each matter or other proposal made during the meeting, and a record of all votes.

4.3 When any portion of a meeting of the Board is closed to the public, the minutes of that part of the meeting which was open to the public shall include as an attachment the affidavit of the chairperson or other officer who presided that the subject matter of the meeting which was closed to the public was devoted to matters within the exceptions provided by law to the requirement that all meetings be open to the public and stating the specific relevant exception.

4.4 The minutes shall be reviewed by the chief executive officer or other officer presiding at the meeting of the Board or committee. Following such review, a copy of the minutes shall be distributed to each member of the Board or committee not later than (a) thirty (30) calendar days following the meeting or (b) not less than five (5) days prior to the next regularly scheduled meeting of the Board or committee, as the case may, be whichever occurs first. Minutes so reviewed shall be presented to the Board or committee at the next succeeding regularly scheduled meeting of the Board or committee for approval and, in accordance with any modifications adopted by the Board or committee at such meeting, approved. The official minutes of the Board or committee meeting shall be those approved by the Board or committee.

ARTICLE 11

FISCAL YEAR: ANNUAL BUDGET

Section 1. Fiscal Year. The fiscal year of SMMA shall commence on January 1st of each year and expire on December 31st of the year.

Section 2. Annual Budget. The Board shall adopt an annual budget for its succeeding fiscal year and may thereafter from time to time amend the annual budget so adopted. The annual budget shall reflect the revenue or fund sources expected to be available to SMMA for the succeeding fiscal year of SMMA and the expenditures expected to be required or made by SMMA during such fiscal year.

ARTICLE 12

CONTRACTS AND FINANCIAL RESPONSIBILITIES

Section 1. Contracts. The Board may authorize, by resolution, any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of SMMA and such authorization may be general or confined to specific instances.

Section 2. Contract Approval by Board Required. Contracts requiring specific approval of the Board in order to be valid include the following:

2.1 Any contract which commits SMMA for an expenditure of more than \$300,000 except in cases where the proposed contractor is the low responsible bidder in a public bid process to provide an authorized improvement as, for example, in the construction of a physical improvement contained in an approved Master Plan where the contract is advertised, bids solicited, opened publicly and the low responsible bidder is the proposed contractor. Also, as an exception, are those cases involving the purchase of goods and services where the purchase has been provided for in the approved budget and the proposed vendor is the lowest responsible bidder. Conversely, if the Park is selling or disposing of surplus equipment or other assets under the terms of an approved plan and the sale is publicly advertised and the highest responsible bidder is the proposed contracting party, the contract of sale would not require a specific resolution of the Board.

2.2 Any contract, without exception, that commits SMMA for an expenditure of more than one million dollars (\$1,000,000). And, any contract, without exception, that involves the disposition of any asset, the conveyance of any concession right, the use of the Park's image or any other thing of value the proceeds of which are more than one million dollars (\$1,000,000). Additionally, in accordance with O.C.G.A. § 12-3-194 (6) (a), any contract that exceeds one million dollars (\$1,000,000), the Board shall not take any action unless it has first evaluated the feasibility of involving private parties or entities and have filed such evaluation with the Recreational Authorities Overview Committee and the Governor's Office of Planning and Budget.

2.3 Any lease of Park property, grant of license or concession right, the term of which is in excess of one year or results in annual revenue to the Park in excess of \$100,000.

2.4 Change Orders on a Construction Contract. The chief executive officer may approve change orders on a construction contract where such change order decreases the time of performance and/or decreases the amount of the contract. The chief executive officer may approve change orders that increase the time of performance as long as the increase does not exceed five percent (5 %) of the original time of performance on a cumulative basis. The chief executive officer may approve change orders that increase the amount of the contract as long as the increase does not exceed five percent (5 %) of the original contract on a cumulative basis as long as funds are available for the increase.

2.5 Deeds. No deed conveying any interest in real property shall be executed on behalf of the Association without a specific authorizing resolution by the Board. Also, the Board must approve by specific resolution the purchase or acceptance by gift of any interest in real property.

2.6 Loans. No loans shall be contracted on behalf of SMMA, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

2.7 Checks, Payments, etc. All checks, ACH, wire transfers, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of SMMA shall be signed only by such officer or officers, agent or agents of the SMMA and only in such manner as shall from time to time be determined by resolution of the Board.

2.8 Deposits. All funds of SMMA not otherwise employed shall be deposited from time to time in investment pools managed by the Georgia Office of the State Treasurer, banks, and other depositories as the Board, acting after receiving the recommendation of the Finance Committee, may select.

2.9 Audits. The members of the Board shall be accountable in all respects as trustees, and the Association shall submit all its books and records, together with a statement of SMMA's financial position to the State Auditor for such audit and inspection as the State Auditor may deem wise at a time determined by the State Auditor. The Board may cause such other audits to be made at such time as the Board may determine to be in the best interest of SMMA and, in such case, the Board will employ said auditors by specific resolution and will hear directly from such auditors the report of their audit.

2.10 Budget Transfers. The chief executive officer may make transfers between budget line items when in his judgment such transfers are needed for the efficient management of SMMA's affairs

ARTICLE 13

PERSONNEL

Section 1. Policies. The chief executive officer shall formulate and recommend policies relative to the hiring, discharging, salaries, promotions, raises, job descriptions and all other matters relating to the employment of personnel by SMMA, subject, however, to the authority of the Board to establish such policy. The Board shall receive reports from the chief executive officer and shall periodically review all matters relating to employment policy and practice. The Board may delegate its functions thereunder to a committee of the Board and in that event, it shall be the duty of the committee to report its findings and actions to the full Board.

Section 2. Chief Executive Officer. The chief executive officer shall be classified "exempt" within the meaning of the Fair Labor Standards Act and the Stone Mountain Memorial Association Personnel Policies and Procedures Manual adopted hereunder and shall serve at the pleasure of the Board.

Section 3. Status of Other Employees. All other personnel positions of SMMA shall be classified “exempt” or “non-exempt” based upon their duties and applicable state and Federal statutes. The Stone Mountain Memorial Association is an AT-WILL employer and as such, employment can be terminated with or without cause and with or without notice, at any time, at the option of SMMA or the employee. No supervisor, manager, director, or other representative of SMMA has the authority to alter the AT-WILL employment status. Only the chief executive officer of SMMA has the authority to deviate from the AT-WILL employment status.

Section 4. “Exempt” Positions. All persons holding “exempt” positions shall be appointed by and shall serve at the pleasure of the chief executive officer.

Section 5. “Non-Exempt” Positions. All other personnel shall be appointed by and may be removed by the chief executive officer in accordance with the Stone Mountain Memorial Association Personnel Policies and Procedures Manual adopted hereunder.

ARTICLE 14

CONFLICTS OF INTEREST

Section 1. Duty to Avoid Conflicts. Members must avoid conflict of interest with respect to their fiduciary responsibility.

1.1 There must be no self-dealing or any conduct of private business or personal services between any Board member and SMMA except that which is procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.

1.2 When the Board is to decide upon an issue, about which a member has an unavoidable conflict of interest, that member shall absent herself or himself without comment from not only the vote, but also from the deliberations on that issue.

1.3 Board members must not use their positions to obtain employment with SMMA or its funding sources or suppliers of goods and services to SMMA for themselves, family members or close associates. Should a member desire employment, he or she must first resign.

1.4 Board members, whether for him/herself, or on behalf of any business, or any business in which the Board member or any member of his or her family has a substantial interest who transacts business with SMMA or any agency of the state shall disclose such transactions. Such disclosure must be made in accordance with Georgia Government Transparency and Campaign Finance Commission rules and O.C.G.A § 45-10-26.

1.5 In accordance with O.C.G.A. § 21-5-50 each Board member is required to submit an affidavit with the Georgia Government Transparency and Campaign Finance Commission, prior to January 31 each year, an affidavit confirming that the Board member took no official action in the previous calendar year that had a material effect on the Board member’s private financial or business interests.

Section 2. Authority of Individual Board Members.

2.1 Individual Board members may not attempt to exercise individual authority over SMMA's operations, affairs, property, or personnel except as explicitly permitted by action of the Board by policy or by resolution.

2.2 A member's interaction with the chief executive officer or with employees of SMMA must recognize the lack of authority vested in an individual Board member by reason of the member's position as a member of the Board or SMMA except when the member's action is explicitly permitted by action of the Board by policy or by resolution.

2.3 Members' interaction with public, press or other entities must recognize the same limitation and the lack of authority of any Board member to speak for the Board except to repeat explicitly stated Board decisions.

Section 3. Confidentiality. Members of the Board, the member officers of the Board, and the non-member officers of SMMA will respect the confidentiality appropriate to issues of a sensitive nature, particularly the required confidentiality of the identification or records of members and beneficiaries of SMMA.

Section 4. Not Exclusive. The requirements of this Article are in addition to any law regulating conflicts of interest, including the requirements of Georgia law.

ARTICLE 15

AMENDMENTS

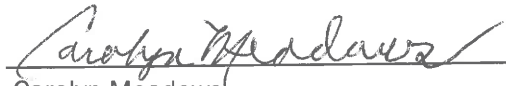
The Board may from time to time may alter, amend, replace, or create new bylaws which shall be adopted by a favorable vote of not less than five members of the Board at any regular or special meeting, if at least five days' written notice is given of the intention to alter, amend, repeal, or adopt new bylaws at such meeting. A copy of the proposed changes will be distributed, in writing, in person or my other means to the members of the Board.

ARTICLE 16

PRIOR ACTIONS

The adoption of these Bylaws shall not abrogate any action heretofore taken by the Board prior to the adoption hereof

ADOPTED: Date



Carolyn Meadows

Chairperson, Stone Mountain Memorial Association

ATTEST:



Secretary

(SEAL)

SECRETARY'S CERTIFICATE

I, the undersigned Secretary of the Stone Mountain Memorial Association, **DO HEREBY CERTIFY** that the foregoing pages represent a copy of the Bylaws duly adopted by the Stone Mountain Memorial Association.

The Stone Mountain Memorial Association Board of Directors at a duly called meeting of the Stone **Mountain** Memorial Association at which a quorum was present and acting throughout and at which a majority of the members of voted affirmatively to adopt such Bylaws as the Bylaws of the Stone Mountain Memorial Association.

I **FURTHER CERTIFY** that the foregoing is a true, correct and complete copy of the original which is in the permanent records of the Stone Mountain Memorial Association, which records are in my custody and control.

I **FURTHER CERTIFY** that there have been no amendments or modifications of the Bylaws and that the Bylaws are in full force and effect.

Given under my hand and seal of the Stone Mountain Memorial Association, this 18th Day of April, 2017.

Edna Zimmerman

Secretary to the Board

Stone Mountain Memorial Association