

**AMENDED AND RE-STATED BY-LAWS
OF
AMERICUS-SUMTER TOURISM COUNCIL, INC.**

WHEREAS, the Americus-Sumter Tourism Council, Inc. (hereinafter "Corporation") was established pursuant to the terms of an Agreement among the City of Americus, ((hereinafter the "City"), the Sumter County Board of Commissioners, (hereinafter the "County"), and the Americus-Sumter County Chamber of Commerce (hereinafter the "Chamber of Commerce"), which Agreements is effective the 1st day of January 1998; and

WHEREAS, pursuant to said Agreement, the Corporation was incorporated by the Secretary of State of the State of Georgia effective December 4, 1997; and

WHEREAS, the legally established Corporation requires By-Laws for the operation and management of its day to day affairs; and

WHEREAS, the Corporation has previously established By-Laws governing the operation of the Corporation, which By-Laws were adopted as of June 25, 2014; and

WHEREAS, the Sumter County Chamber of Commerce has deemed it appropriate to withdraw from active participation as an appointing authority authorized to appoint members of the Corporation, and as a consequence thereof, the By-Laws of the Corporation should be amended and re-stated as herein provided.

**ARTICLE ONE
BOARD OF DIRECTORS**

(A) The affairs of the Corporation shall be controlled and administered by a Board of Directors (the "Board of Directors" or the "Board"), which shall be composed of nine (9) members, six (6) of whom shall be appointed by the governing body of the City, and three (3) of whom shall be appointed by the governing body of the County.

The six (6) appointments by the City shall consist of the following:

- (1) A member of the Americus City Council or a staff designee from the City;
- (2) Two (2) representatives who have an affiliation with the tourism industry which may include museums, attractions, retail establishments, restaurants and any other business which services visitors.
- (3) Two (2) City residents.

- (4) A representative from the Hotel/Motel industry.

The three (3) appointments by the County shall consist of the following:

- (1) A representative from the City of Plains;
(2) A representative from the City of Andersonville; and
(3) A resident of the City of Leslie.

(B) Each member of the Board of Directors shall serve for a term of two (2) years or until their successor is appointed and qualified. All persons appointed to the Board who are now serving shall continue to serve until their terms expire, or until they otherwise do not qualify for membership on the Board in accord with these By-Laws.

(C) The current members of the Board duly appointed by the City, , along with the date of expiration of their respective terms, are as follows:

Appointee	Term Expiration Date
Jackie Bryce	December 2016 <i>(City Resident)</i>
Michael Dixon	December 2013 <i>(Representative of Hotel/Motel Industry)</i>
Thomas Jordan	December 2015 <i>(City Resident)</i>
Juanita Wilson	December 2015 <i>(Member of Americus City Council)</i>
Nema Etheridge	December 2016 <i>(Representative with Affiliation with Tourism Industry)</i>
Debra Sykes	December 2016 <i>(Representative with Affiliation with Tourism Industry)</i>

The initial appointments by the County to the Board of Directors, along with the date of expiration of their respective terms, are as follows:

Appointee	Term Expiration Date
Tracy Law	December 2013 <i>(Sumter County Representative)</i>
Jenny Crisp	December 2014 <i>(Representative of City of Andersonville)</i>
Ruth Sanders	December 2014 <i>(Representative of City of Plains)</i>

(D) In addition to the regular Board of Directors established, there shall be certain ex-officio members of the Board who shall not be entitled to vote. Such ex-officio members of the board shall include the City of Americus Main Street Director, the President of the Americus Sumter Chamber of Commerce, the Superintendent of the Andersonville National Historic Site and the Jimmy Carter National Historic Site located in Sumter County, and a member of the Sumter County Commission, or a representative appointed by the Sumter County Commission. In addition to the foregoing, the following shall be authorized to appoint ex officio members to the Board: Georgia Southwestern State University, Habitat for Humanity International, Inc., South Georgia Technical

College, the Americus Theatre and Cultural Center Authority, and any other organization the Board deems appropriate. In addition, the City and the County shall have the right to remove any member appointed by such entity, by majority vote of such entity, during the term of such member, with or without cause.

Any vacancy on the Board of Directors shall be filled by the City or by the County, as the case may be, within a reasonable time after the occurrence of such vacancy. Despite the expiration of the term of a Director, such Director shall continue to serve until such Director's successor is elected, designated, or appointed and qualifies, or until there is a decrease in the number of Directors.

(1) A Director may resign at any time by delivering written notice to the Board of Directors, its presiding officer, or to the President or Secretary, of such resignation.

(2) A Director may be removed prior to the expiration of such Director's term as provided in OCGA 14-3-809 or OCGA 14-3-810.

(3) All Directors shall conduct themselves in accord with the Standards of Conduct for Directors appearing in OCGA 14-3-830.

(4) Any action required or permitted by Georgia law to be taken at a meeting of the board of Directors may be taken without a meeting if the action is approved by a majority of the Board. The action must be evidenced by one (1) or more written consents describing the action to be taken which is signed by each Director approving such action, and delivered to the Corporation for inclusion in the minutes of the corporation.

(E) The Directors shall adopt and comply with the City of Americus' Boards & Commissions Handbook and the policies and procedures therein; which includes an attendance policy.

ARTICLE TWO OFFICERS

(A) The officers of the Corporation shall consist of a President, a Vice-President, a Secretary/Treasurer, and such other officers and assistant officers as may be elected by the Directors. Only directors shall serve as officers of the Corporation. Any two offices may be held by the same person. The President shall also serve as Chairman of the Board of Directors of the Corporation.

(B) The Secretary shall be the custodian of the minute books of the Corporation and shall accurately keep minutes of meetings of the Directors.

(C) The Treasurer shall have the authority and responsibility for the safekeeping of the funds and securities of the Corporation.

(D) The officers shall be elected by the board of Directors at the annual meeting of the Board of Directors. Any officer may be removed by a majority vote of the Board of Directors at any time with or without cause. Any vacancies in the Corporation's officers shall be filled by majority vote of the Board of Directors.

(E) All officers shall conduct themselves in accord with the Standards of Conduct for officers appearing in OCGA 14-3-842.

ARTICLE THREE MEMBERS

The Board of Directors shall be authorized, pursuant to the Articles of Incorporation of the Corporation, to have members if authorized by the Board of Directors to do so.

ARTICLE FOUR EMPLOYEES

(A) The Board may employ an Executive Director and such other employees as the Board may deem necessary and appropriate, establish the terms and conditions of such employment, provide adequate compensation for such employees, establish duties and responsibilities for each position created, delegate to the Executive Director such authority as the Board deems appropriate, and provide for the termination of employees when the Board determines that it is in the best interest of the Board to do so. The Board may, from time to time, at its sole discretion, change the number of employees, the nature of the duties and responsibilities of each employee, the compensation of each employee, the terms and conditions of employment, the delegation of authority to the Executive Director, and may take such other and further actions which further the interest of the Board as deemed necessary by the Board of Directors.

(B) Notwithstanding the foregoing, any Executive Director hired by the Board must be confirmed by a majority vote of the governing body of the City before such employment becomes final. Any person employed by the Board, not including the Executive Director, shall be subject to dismissal by a majority vote of the Board of Directors. The Executive Director shall be subject to dismissal by a majority vote of the Board of Directors with confirmation of such dismissal by the governing body of the City.

(C) The Board of Directors shall be authorized to adopt such personnel policies as the Board deems necessary and appropriate and may, in its sole discretion, adopt the personnel policies of the City as applicable to employees of the Corporation, but if such personnel policies of the City are adopted, the Board of Directors, and not the governing body of the City, shall be the body to which any authorized appeals of employee discipline or termination matters are appealed.

(D) The Board of Directors shall adopt a memorandum of understanding between the Americus-Sumter Tourism Council and the City of Americus regarding oversight of the Corporation's employees.

ARTICLE FIVE MEETINGS

(A) The Board of the Corporation shall meet in an annual meeting each year on a date, place and time that shall be fixed by the Board of Directors of the Corporation. At that time, the Chairman of the Corporation, or some other designee of the Board of Directors, shall present an annual report of the activities of the Corporation to the Board since the last annual meeting.

(B) The Board of Directors shall also meet on the third Wednesday of each month and shall hold such other meetings as may be deemed necessary from time to time upon call by the Chairman, or from the call of any four (4) officers of the Corporation, which call shall specify the place, time and date of the meeting.

(C) The Board of Directors shall be authorized to permit any or all Directors to participate in a regular or special meeting of the Board by, or conduct the meeting through the use of, any means of communication by which all Directors participate and may simultaneously hear each other during the meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting and shall count toward the required quorum for such meeting.

ARTICLE SIX TRANSFER OF PROPERTY

Any sale or transfer of any stock, bond, security, or any other property standing in the name of the Corporation shall be valid only if approved by a majority vote of the members of the Board of Directors at a regularly scheduled monthly Board meeting or at a called Board meeting. Once voted upon by the Board, the documents evidencing such sale or transfer be executed on behalf of the Corporation by not less than two (2) currently serving officers of the Corporation, and the corporate seal shall be affixed thereto. Any sale or transfer of corporate assets which conforms to the provisions of this Article shall be legally binding upon the Corporation.

ARTICLE SEVEN TREASURER RECORDS

The Treasurer shall at all times maintain records evidencing the ownership of any real and personal property by the Corporation and the sale or transfer of any such real or personal property by the Corporation, and present the same at the annual meeting of the Board of Directors. The records of the Corporation shall be open for inspection by any Director of the Corporation during reasonable business hours.

**ARTICLE EIGHT
QUORUM**

A quorum for the transaction of any business at a meeting of the Board of Directors of the Corporation shall be a majority of the Board of Directors then in office.

**ARTICLE NINE
COMPENSATION OF DIRECTORS**

The Directors shall serve without compensation.

**ARTICLE TEN
SEAL**

The Corporation shall have a corporate seal, which seal shall be approved from time to time by the Board of Directors, and such corporate seal shall have the effect with respect to corporate executions as provided in OCGA 14-3-846.

**ARTICLE ELEVEN
INDEMNIFICATION**

Section 11.1 Authority to indemnify.

(A) Except as provided in subsections (B) and (C) of this Article, the Corporation shall indemnify an individual made a party to a proceeding because such individual is or was a Director against liability incurred in the proceeding, if such Director conducted himself or herself in good faith, and such Director reasonably believed:

(1) In the case of conduct in his or her official capacity, that such conduct was in the best interest of the Corporation;

(2) In all other cases, that such conduct was at least not opposed to the best interest of the Corporation; and

(3) In the case of any criminal proceeding, that the Director had no reasonable cause to believe such conduct was unlawful.

(B) The corporation may not indemnify a Director under this Article:

(1) In connection with a proceeding filed or brought by or in the right of the Corporation, except for the reimbursement of reasonable expenses incurred by such Director in connection with the proceeding, but such reimbursement shall only be authorized if it is determined

by the Board of Directors that the Director has met the relevant standard of conduct under Paragraph (A) above, or

(2) In connection with any proceeding with respect a Director's conduct where the Board has determined that the Director involved (i) violated the applicable standard or standards of conduct for Directors; (ii) knowingly took action as a Board member, or failed to take action as a Board member which resulted in the Director or a third party improperly receiving a personal financial or other pecuniary benefit as a result of the Director's action or inaction; or (iii) violated the Director's fiduciary obligations owed by such Director to the Corporation and to his or her fellow Board members.

Section 11.2 Mandatory Indemnification.

The corporation shall indemnify any Director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she was a Director of the Corporation, against reasonable and necessary expenses incurred by the Director in connection with the proceeding.

Section 11.3 Advance for Expenses.

(A) The Corporation shall be authorized, but not required, before final disposition of a proceeding, to advance funds, in the Board's sole and absolute discretion, to pay for or reimburse the reasonable and necessary expenses incurred, or to be incurred, by a Director who is a party to a proceeding solely because he or she is a Director, if the Director delivers to the Corporation:

(1) A written affirmation of such Director's good faith belief that such Director has met the standard of conduct set forth in subsection (A) of Section 11.1 of these By-Laws or that the proceeding involves conduct for which liability has been eliminated under the Corporation's Articles of Incorporation or these By-Laws; and

(2) A written agreement undertaking to reimburse any funds for such expenses advanced if it is ultimately determined that the Director is not entitled to indemnification under Section 11.1.

(B) The agreement required by Paragraph (2) of Subsection (A) of this Section shall be the personal obligation of the Director, but need not be secured and may be accepted or rejected by the Board of Directors, in their sole and absolute discretion, without reference to financial ability of the Director to make repayment.

(C) Authorizations to make advance payments for expenses under this Section shall be made by the Board of Directors of the Corporation as follows:

(1) When there are two (2) or more disinterested Directors, by the affirmative vote of a majority of all the disinterested Directors (a majority of whom shall for such purpose constitute a quorum); or

(2) When there are fewer than two (2) disinterested Directors, by the affirmative vote of the disinterested Director.

Section 11.4 Determination and Authorization of Indemnification.

(A) The Corporation may not indemnify a Director under this Section of these By-Laws unless such indemnification is authorized hereunder and a determination has been made with respect to a specific proceeding that indemnification of the Director is authorized in the circumstances because the Director has met the standards of conduct set forth in Section 11.1.

(B) The determination as to whether such indemnification will be authorized shall be made as follows:

(1) If there are two (2) or more disinterested Directors, by the affirmative vote of a majority of all disinterested Directors (a majority of whom shall for such purpose constitute a quorum);

(2) If there are fewer than two (2) disinterested Directors, by the affirmative vote of the disinterested Director.

Section 11.5 Indemnification of Officers, Employees, and Agents.

(A) An officer of the Corporation who is not a Director is entitled to mandatory indemnification sections under this Article to the same extent as a Director; and

(B) The Corporation may, in the discretion of the Board of Directors, indemnify and advance expenses to an officer, employee, or agent, who is not a Director, to the extent the Board deems appropriate and consistent with these By-Laws.


Section 11.6 Director's or Officer's Expenses as a Witness.

The Article does not limit the Corporation's power to pay or reimburse expenses incurred by a Director or officer of the Corporation in connection with such Director's or officer's appearance as a witness in a proceeding at a time when such Director or officer is not a party to the proceeding, where such proceeding involves the Corporation.

**ARTICLE TWELVE
AMENDMENT**

The Board of Directors shall have the power to alter, amend, or repeal these By-Laws or adopt new By-Laws, provided that the By-Laws at no time shall contain any provision inconsistent with Georgia law or the Articles of Incorporation. Any such amendment shall be approved by a two-thirds (2/3) vote of the Board of Directors. Any amendment to the By-Laws which is inconsistent with the terms of that certain Agreement regarding the establishment of the corporation among the City of Americus and the Sumter County Board of Commissioners, as most recently amended, shall not be effective until approved by all parties to said Agreement.

I hereby certify that the forgoing is a true and correct copy of the By-Laws of the Americus-Sumter County Tourism Council, Inc., duly adopted by the Board of Directors on the
25 day of June, 2014.



SECRETARY