

BYLAWS
OF
PTC-FAYETTE PICKLEBALL ASSOCIATION, INC.

Article 1

Name, Location of Offices

1.1 Name. The name of the corporation is “PTC-Fayette Pickleball Association, Inc.” For purposes of these Bylaws, the PTC-Fayette Pickleball Association, Inc. shall hereinafter be referred to as the “PTCFPA.”

1.2 Offices. The initial principal office of the PTCFPA shall be located at 1803 Brookhaven Drive, Peachtree City, Georgia 30269. The PTCFPA may have offices at such place or places, within or outside of Peachtree City, Georgia, as the Board of Directors may determine from time to time, or the affairs of the PTCFPA may require or make desirable.

Article 2

Goals, Purposes, Powers, and Governing Instruments

2.1 Eleemosynary Organization. In accordance with provisions of the Georgia Non-Profit Corporation Code, the PTCFPA was created for charitable and educational purposes. The PTCFPA seeks to achieve the goals and charitable purposes set forth in the Articles of Incorporation. In addition thereto the PTCFPA is authorized to:

- (a) Adopt and maintain a Corporation seal and alter the seal at its pleasure;
- (b) Acquire, hold, and dispose of in its own name by purchase, gift, lease, or exchange, on such terms and conditions and in such manner and by such instrument as it may deem proper, real and personal property of every kind, character, and description; provided, however, the PTCFPA shall not have the power to acquire any real or personal property by condemnation or eminent domain;
- (c) Procure professional liability and/or casualty loss insurance against any loss in connection with its Members, and property or other assets of the PTCFPA;
- (d) Make contracts and to execute all instruments necessary or convenient in connection therewith;
- (e) Adopt, alter, or repeal its own Bylaws, rules, and regulations governing the manner in which its business may be transacted, and in which the power granted to it may be enjoyed, as the PTCFPA may deem necessary or expedient in facilitating its business;
- (f) Receive, accept, and utilize gifts, grants, donations, and/or contributions of money, property, facilities, or services, with or without consideration, from any person, firm, corporation, foundation, or other entity or from the State of Georgia, other state, or any agency, instrumentality or political subdivision thereof, or from the United States or any agency or instrumentality thereof;

(g) Select, appoint, and employ professional, administrative, clerical, or other personnel, and to contract for professional or other services and to allow suitable compensation for such personnel and services;

(h) Provide any and all services on behalf of public or private agencies or entities as may be reasonably necessary or desirable to carry out effectively programs and services called for by any comprehensive plan developed by the PTCFPA;

(i) Do all things necessary or convenient to carry out the powers and purposes of the PTCFPA which are expressly provided for in the Articles of Incorporation, and in accordance with determinations made by the Board of Directors and these Bylaws; and

(j) Perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors to achieve the goals of the PTCFPA. Further, to carry out any of its purposes as set forth in these Bylaws, including the exercise of all other powers and authority enjoyed by non-profit corporations, subject to the limitations of section 501(c)(3) of the Internal Revenue Code. The PTCFPA shall serve only such persons and functions and shall engage only in such activities as are consistent with the purposes set forth in the Articles of Incorporation, these Bylaws, and as are exclusively charitable and educational, and entitled to charitable/educational status under section 501(c)(3) of the Internal Revenue Code.

2.2 Governing Instruments. The PTCFPA shall be governed by the Articles of Incorporation and these Bylaws, which shall hereinafter collectively be referred to as the “Governing Instruments.”

Article 3 Membership

3.1 Membership. Membership in the PTCFPA shall be open to individuals who are interested in furthering the goals and purposes of the PTCFPA, who are willing to subscribe to the Articles of Incorporation and these Bylaws, and who otherwise are qualified under the provisions set forth in the Governing Instruments of the PTCFPA (such individuals shall hereinafter be referred to as the “Members”).

3.2 Admission of Membership. The Board of Directors shall have the power to admit Members to the PTCFPA and may establish various classes of membership, and prescribe dues and other criteria for each class of Members.

3.3 Ascertaining Qualifications of All Classes of Membership. The Board of Directors is empowered to provide such means of ascertaining the qualifications of prospective Members of each class of membership as it may deem necessary or desirable.

3.4 Transfer of Membership. Membership in the PTCFPA shall not be transferable or assignable, except as otherwise provided for in these Bylaws.

3.5 Standards of Conduct. All Members shall abide by such ethical standards and standards of conduct as may from time to time be adopted by the PTCFPA. Any such Member found to be in violation of any ethical standards or standards of conduct shall be subject to such sanctions as the Board of Directors may determine in its discretion, including termination or suspension of membership.

Article 4 Meetings of the PTCFPA

4.1 Place of Meetings. Meetings of the PTCFPA may be held at any place within or outside Peachtree City, Georgia, as set forth in the notice thereof. In the event of a meeting held pursuant to a waiver of notice, the meeting place shall be prescribed by the Board of Directors and notice given to the Members in any manner deemed expedient by the Board of Directors, and may be subject to change from time to time.

4.2. Annual Meetings; Election. The annual meeting of the PTCFPA shall be held at such time as the Board of Directors shall determine for the purpose of conducting the election of Officers and members at large, and transacting any and all other business that may properly come before the PTCFPA.

4.3 Regular Meetings. Regular meetings of the PTCFPA may be held for the purpose of transacting any and all business that may properly come before the PTCFPA, and the meeting shall be held at such time as the Board of Directors shall determine. If business is not transacted on the day prescribed herein for any regularly scheduled meeting, or at any adjournment thereof, the Board of Directors in its discretion may cause such business to be transacted at a special meeting of the PTCFPA as soon thereafter as may be possible.

4.4 Subsequent Meetings. If the regularly scheduled meeting is not held at the time designated in paragraph 4.3, any business which might properly have been acted upon at that meeting may be acted upon at any subsequent meeting of the PTCFPA held pursuant to these Bylaws.

4.5 Notice of Meetings. Unless waived pursuant to paragraph 4.7 of these Bylaws, or by attendance at the meeting, notice of the time and place of such meetings shall be given by the Secretary by mailing or e-mailing a copy thereof to each Member or delivering the same to him/her in person, or to his/her residence, not less than fourteen (14) days before such meeting is held.

4.6 Special Meetings; Notice. Special meetings of the PTCFPA may be called at any time by the President of the PTCFPA, or by no fewer than fifty percent (50%) of the Board of Directors. Notice of the time, place, and purpose of any special meeting of the PTCFPA shall be given by the Secretary to each Member at least forty-eight (48) hours before the meeting is held.

4.7 Waiver. Attendance in person or via by telephonic conferencing by a Member at a meeting shall constitute waiver of notice of such meeting, except where a Member attends a meeting for the sole purpose of objecting to the transaction of business because the meeting is not lawfully called.

4.8 Quorum. At all meetings of the PTCFPA the presence, in person or via by telephonic conferencing (or other means of electronic communication), of fifty percent (50%) of the Members entitled to vote thereat (as determined by the Board of Directors) shall constitute a quorum for the

transaction of business. If a quorum is present, a majority of the Members entitled to vote who are present at any meeting shall determine any matter coming before the PTCFPA, unless a different vote is required by any law or by these Bylaws. At a meeting at which a quorum is present, the Members may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

4.9 Proxies. Members shall not be entitled to vote by proxy.

4.10 Presiding Officer. The President or, in the absence of the President, the First Vice-President of the PTCFPA shall preside at all meetings of the PTCFPA. In the absence of both the President and the First Vice-President, the Second Vice-President, if in office, shall preside at such meeting of the PTCFPA. The Secretary of the PTCFPA shall act as secretary of all meetings of the PTCFPA, and in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

4.11 Adjournments. Any meeting of the PTCFPA, whether or not a quorum is present, may be adjourned by a majority of the voting Members present at the meeting to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted if the time and place of the reconvened meeting is announced at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

4.12 Telephone and Similar Meetings. Members may participate in and hold a meeting by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the sole purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.13 Action by Members without a Meeting. Any action required by statute to be taken at a meeting of the PTCFPA, or any action which may be taken at a meeting of the PTCFPA, may be taken without a meeting, if a written ballot which meets the requirements of the Georgia Non-Profit Corporation Code is delivered to every Member entitled to vote on the matter, and such matter is approved by at least as many Members as would be required to approve the matter at a meeting at which a quorum was present and the number of votes cast was the same as the number of votes cast by ballot.

Article 5 Board of Directors

5.1 Corporation and Responsibility of the Board of Directors.

(a) The supreme control of the PTCFPA, and the management of the affairs of the PTCFPA shall be vested in the Board of Directors, and all the powers, duties, and functions of the PTCFPA conferred by the Articles of Incorporation, these Bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, and controlled by and under the authority of the Board of Directors.

(b) The governing body of the PTCFPA shall also be the Board of Directors. The Board of Directors shall have supervision, control, and direction of the management, affairs, and property of the PTCFPA, auxiliaries, and other groups organized to support and benefit the PTCFPA. The Board of Directors shall determine the PTCFPA's policies or changes therein; and shall actively pursue the PTCFPA's purposes and objectives, and supervise the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to a committee. Under no circumstances shall any actions be taken which are inconsistent with the Governing Instruments and the fundamental and basic purposes of the PTCFPA.

(c) The Board of Directors shall not permit any part of the net earnings or capital of the PTCFPA to inure to the benefit of any Member, Director, Officer, or other private person or individual.

(d) The Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance, and support may be deemed helpful in determining policies and formulating programs for carrying out the goals and purposes of the PTCFPA.

(e) The Board of Directors is authorized to employ such persons, including, an attorney, accountant, or other agent, as in its judgment are necessary or desirable for the administration and management of the PTCFPA, and to pay reasonable compensation for the services performed and expenses incurred by such persons.

5.2 Initial and Regular Board of Directors. The initial members of the Board of Directors of the PTCFPA shall be those individuals whose names appear in the Articles of Incorporation. The Board of Directors is authorized to fix the precise number of Directors by resolution adopted from time to time by a majority of the Board of Directors then in office.

5.3 Place of Meetings. Meetings of the Board of Directors may be held at any place within or outside Peachtree City, Georgia, as set forth in the notice thereof. In the event of a meeting held pursuant to a waiver of notice, the meeting place shall be prescribed by the Board of Directors and notice given to the Directors in any manner deemed expedient by the Board of Directors, and may be subject to change from time to time.

5.4 Meetings. Meetings of the Board of Directors may be held for the purpose of transacting any and all business that may properly come before the Board of Directors, and the meeting shall be held on such dates and at such time as the Board of Directors shall determine. If business is not transacted on the day prescribed herein for any regularly scheduled meeting, or at any adjournment thereof, the Board of Directors in its discretion may cause such business to be transacted at a special meeting of the PTCFPA as soon thereafter as may be possible.

5.5 Notice of Meetings. Unless waived pursuant to paragraph 5.7 of these Bylaws, or by attendance at the meeting, notice of the time and place of such meetings shall be given by the Secretary by mailing or e-mailing a copy thereof to each Member or delivering the same to him/her in person, or to his/her residence, not less than fourteen (14) days before such meeting is held.

5.6 Special Meetings; Notice. Special meetings of the Board of Directors may be called at any time by the President, or by no fewer than fifty percent (50%) of the Board of Directors. Notice of the time, place, and purpose of any special meeting of the Board of Directors shall be given by the Secretary to each Director at least forty-eight (48) hours before the meeting is held.

5.7 Waiver. Attendance in person or via by telephonic conferencing by a Director at a meeting shall constitute waiver of notice of such meeting, except where a Director attends a meeting for the sole purpose of objecting to the transaction of business because the meeting is not lawfully called.

5.8 Quorum. At all meetings of the Board of Directors the presence, in person or via by telephonic conferencing (or other means of electronic communication), of fifty percent (50%) of the Director entitled to vote thereat (as determined by the Board of Directors) shall constitute a quorum for the transaction of business. If a quorum is present, a majority of the Directors entitled to vote who are present at any meeting shall determine any matter coming before the Board of Directors, unless a different vote is required by any law or by these Bylaws. At a meeting at which a quorum is present, the Directors may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

5.9 Proxies. Directors shall not be entitled to vote by proxy.

5.10 Presiding Officer. The President or, in the absence of the President, the First Vice-President of the PTCFPA shall preside at all meetings of the Board of Directors. In the absence of both the President and the First Vice-President, the Second Vice-President, if in office, shall preside at such meeting of the Board of Directors. The Secretary of the PTCFPA shall act as secretary of all meetings of the Board of Directors, and in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

5.11 Adjournments. Any meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the voting Directors present at the meeting to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted if the time and place of the reconvened meeting is announced at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

5.12 Telephone and Similar Meetings. Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the sole purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

5.13 Action by Members without a Meeting. Any action required by statute to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting, if a written ballot which meets the requirements of the Georgia Non-Profit Corporation Code is delivered to every Director entitled to vote on the matter, and such matter is approved by at least as many Directors as would be required to approve the matter at a meeting at which a quorum was present and the number of votes cast was the same as the number of votes cast by ballot.

5.14 Committees of the Board of Directors. By resolution adopted by a majority of the Board of Directors, the Board of Directors may designate from the PTCFPA's membership one or more committees, each consisting of at least one (1) Director. Except as prohibited by law, each committee shall have the number of members and chairperson as set forth in the resolution establishing such committee.

5.15 Compensation. Directors shall not be compensated for service as members of the Board of Directors. However, nothing contained in the Governing Instruments of the PTCFPA shall be construed to prevent any Director from receiving reasonable compensation for other services rendered to, and in furtherance of the purposes and functions of, the PTCFPA.

5.16 Suspension or Termination of a Director. By the affirmative vote of a majority of the Members of the PTCFPA in good standing and entitled to vote, a Director may be suspended or terminated where such Director fails to comply with provisions of the Governing Instruments or rules of the PTCFPA. No suspension or termination of a Director shall be made by the Members unless written notice of such proposed action, and the grounds therefor, shall have been given to such alleged violating Director at least thirty (30) days prior to the taking of such action, within such time such Director shall have been afforded a reasonable opportunity for explanation and for correction or remediation.

5.17 Resignation. Any Director may resign his/her position on the Board of Directors by filing a written notice of resignation with the Secretary of the PTCFPA, or with such other person as the Board of Directors shall designate from time to time.

5.18 Reinstatement. Upon written request signed by a former Director and filed with the Secretary of the PTCFPA, or with such other person as the Board of Directors may designate, the Members in good standing and entitled to vote, by a majority vote, may reinstate such former Director, subject to such conditions as the Board of Directors shall determine. However, no former Director shall be eligible for reinstatement unless he/she otherwise meets all applicable qualifications and requirements for a Director.

5.19 Vacancies. A vacancy on the Board of Directors arising at any time and from any cause may be filled for at any meeting of the PTCFPA.

Article 6 Officers

6.1 Number and Qualifications. The Officers of the PTCFPA shall consist of a President, Secretary, Treasurer, and may consist of one or more Vice-Presidents. One of the Vice-Presidents shall also have the designation of Social Media/Public Relations Director. The Board of Directors shall from time to time create and establish the duties of such other officers as it deems necessary for the efficient management of the PTCFPA. No two (2) or more offices may be held by the same person. All Officers shall be members of the Board of Directors of the PTCFPA.

6.2 President. The president of the PTCFPA (the "President") shall exercise general supervision of all operations of the PTCFPA, subject to the control of Board of Directors. The President shall preside at all meetings of the PTCFPA and meetings of the Board of Directors, and shall serve as a

voting “ex officio” member of any and all other committees established by the Board of Directors. The President shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the PTCFPA, grant funding requests, and statements and reports required to be filed with state or federal officials or agencies. The President shall be authorized to enter into any contract or agreement and to execute in the PTCFPA name, along with the Treasurer or Secretary of the PTCFPA, any instrument or other writing; and he/she shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have the right to supervise and direct the operation of the PTCFPA and to make all decisions as to policy which may arise between meetings of the Board of Directors. The President shall perform such other duties and have such other powers, authority, and responsibilities as the Board of Directors may from time to time prescribe.

6.3 Vice-Presidents. The vice-presidents of the PTCFPA (the “Vice-Presidents”), in their order of election, shall, in the absence or disability of the President, perform the duties and have the power, authority, and responsibilities of the President. They shall perform such other duties and have such other responsibilities and powers as the Board of Directors may from time to time prescribe, or as the President may from time to time delegate.

6.4 Secretary.

(a) The secretary of the PTCFPA (the “Secretary”) shall attend all meetings of the PTCFPA and meetings of the Board of Directors, and record, or cause to be recorded, all votes, actions and the minutes of all proceedings in a book to be kept for that purpose; and shall perform, or cause to be performed, like duties for committees when required by the Board of Directors, or the President.

(b) The Secretary shall give, or cause to be given, notice of all meetings of the PTCFPA and meetings of the Board of Directors.

(c) The Secretary shall keep in safe custody the seal and Governing Instruments of the PTCFPA and, when authorized by the Board of Directors, or the President, affix the PTCFPA seal to any instrument requiring the seal. When so affixed, the seal shall be attested by his/her signature or by the signature of the Treasurer of the PTCFPA.

(d) The Secretary shall perform such other duties and have such other responsibilities and powers as the Board of Directors may from time to time prescribe, or as the President may from time to time delegate.

6.5 Treasurer.

(a) The treasurer of the PTCFPA (the “Treasurer”) shall have the custody of the PTCFPA’s funds and securities; shall keep full and accurate accounts of receipts and disbursements of the PTCFPA, or shall have such accounts maintained; and shall deposit, or

have deposited, all monies and other valuables in the name and to the credit of the PTCFPA into depositories designated by the Board of Directors.

(b) The Treasurer shall disburse the funds of the PTCFPA, or have such funds disbursed, as ordered by the Board of Directors, or President; and prepare financial statements, or have financial statements prepared, each month or at such other intervals as the Board of Directors shall direct.

(c) If required by the Board of Directors, the Treasurer shall give the PTCFPA a bond (in such form, in such amount and with such surety or sureties as shall be satisfactory to the Board of Directors) for the faithful performance of the duties of his/her office; and for the restoration to the PTCFPA, in case of his/her death, resignation, retirement, or removal from office of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the PTCFPA.

(d) The Treasurer shall perform such other duties and have such other authorities and powers as the Board of Directors may from time to time prescribe, or as the President may from time to time delegate.

6.6 Compensation. Officers shall not be compensated for his/her service as an Officer of the PTCFPA. However, nothing contained in the Governing Instruments of the PTCFPA shall be construed to prevent any Officer from receiving reasonable compensation for other services rendered to, and in furtherance of the purposes and functions of, the PTCFPA.

6.7 Suspension or Termination of an Officer. By the affirmative vote of a majority of the Members of the PTCFPA in good standing and entitled to vote, an Officer may be suspended or terminated where such Officer fails to comply with provisions of the Governing Instruments or rules of the PTCFPA. No suspension or termination of an Officer shall be made by the Members unless written notice of such proposed action, and the grounds therefor, shall have been given to such alleged violating Officer at least thirty (30) days prior to the taking of such action, within such time such Officer shall have been afforded a reasonable opportunity for explanation and for correction or remediation.

6.8 Resignation. Any Officer may resign by filing a written notice of resignation with the Secretary of the PTCFPA, or with such other person as the Board of Directors shall designate from time to time.

6.9 Reinstatement. Upon written request signed by a former Officer and filed with the Secretary of the PTCFPA, or with such other person as the Board of Directors may designate, the Members in good standing and entitled to vote, by a majority vote, may reinstate such former Officer to his/her office in the PTCFPA, subject to such conditions as the Board of Directors shall determine. However, no former Officer shall be eligible for reinstatement unless the office to which he/she held is vacant, and such former Officer otherwise meets all applicable qualifications and requirements for membership.

6.10 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for at any meeting of the PTCFPA.

Article 7
Committees

7.1 Committees. Committees, each consisting of at least one (1) or more Directors, may be designated by a resolution adopted by the Board of Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution or in these Bylaws, members of each such committee shall be appointed by the President. Any member of any committee may be removed by the President whenever in his/her judgment the best interests of the PTCFPA shall be served by such removal.

7.2 Advisory and Other Groups. The Board of Directors may provide for advisory or other groups consisting in whole or in part of persons who are not Members of the PTCFPA, as it deems necessary or desirable, and discontinue any such group at its pleasure. It shall be the function and purpose of each such group to advise the Board of Directors on matters relating to the business and affairs of the PTCFPA; and each such group shall have such powers and perform such specific duties or functions not inconsistent with these Bylaws, as may be prescribed for it by the Board of Directors. Appointments to and the filling of vacancies on any such groups shall be made by the President, unless the Board of Directors otherwise provides.

7.3 Term of Appointment. Each member of a committee or group (hereinafter collectively referred to as a "committee") shall continue as such until the first meeting of the Board of Directors in each calendar year and until his/her successor is appointed; unless the committee shall be sooner terminated, or unless such member shall be removed from a committee, or unless such member shall cease to qualify as a member thereof.

7.4 Chairperson. One member of each committee shall be appointed chairperson thereof.

7.5 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.6 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

7.7 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with the Governing Instruments or with rules adopted by the Board of Directors.

Article 8
Special and Standing Committees

8.1 Nominating Committee. The President, after consultation with the Board of Directors, shall appoint a nominating committee consisting of at least one (1) member of the Board of Directors. All such nominations shall be reported to all Members at least fourteen (14) days before the meeting next preceding the election of Officers and Directors.

8.2 Membership Committee. The President, after consultation with the Board of Directors, may appoint a membership committee consisting of at least one (1) member of the Board of Directors. Among the duties of the membership committee shall be to exercise control over all applications,

requests, and considerations relating to all classes of membership and to establish such procedures as may be necessary under the Governing Instruments of the PTCFPA, and subject to the control of the Board of Directors. The membership committee shall report matters of membership policy to the Board of Directors; shall encourage desirable applications for membership; and shall formulate and recommend plans for maintaining a proper size of membership.

8.3 Finance and Investment Committee. The President, after consultation with the Board of Directors, may appoint a finance and investment committee consisting of the Treasurer of the PTCFPA, and at least one (1) other member of the Board of Directors. The finance and investment committee shall have responsibility for planning the PTCFPA's financial affairs, including the short-term and long-term budgets of the PTCFPA, the investment and management of the assets of the PTCFPA, and distributions/disbursements of funds, and such other financial matters as may be assigned to it from time to time. In its budgetary functions, the finance and investment committee shall recommend such budgets for approval, and review and report on actual performance against approved budgets. It shall assure that the accounting records, procedures, and reports of the PTCFPA are adequate to enable this committee effectively to meet its budgetary and financial responsibilities. The finance and investment committee shall have the responsibility of ensuring that operations of the PTCFPA are conducted in accordance with approved budgets. The finance and investment committee shall also have responsibility for overseeing, reviewing, and evaluating, the management and investment of the assets of the PTCFPA. No personal liability shall attach to any member of the finance and investment committee for losses resulting from the exercise in good faith of his/her judgment in any decisions affecting the finances or the investments of the PTCFPA, or from the exercise of his/her judgment in the purchase or sale of securities and the investment of assets of the PTCFPA.

8.4 Special Committees. The President, after consultation with the Board of Directors, may appoint such other committees, sub-committees, or task forces as may be necessary or desirable, and which are not in conflict with any other provisions of the Governmental Instruments, and the duties of any such committees shall be prescribed by the Board of Directors upon their appointment.

8.5 Term of Appointment. Each member of a committee shall continue as such until the first meeting of each calendar year of the Board of Directors, or until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

8.6 Chairperson. One member of each committee shall be appointed chairperson thereof.

8.7 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

8.8 Quorum. Unless the Board of Directors directs otherwise, a majority of the whole committee shall constitute a quorum; and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

8.9 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with the Governing Instruments or with rules adopted by the Board of Directors.

Article 9
Elections

9.1 Nominations. The nominating committee shall present to the Board of Directors at least fourteen (14) day before the regular meeting preceding the election of Officers and Directors, a slate of Officers and Directors to be voted upon by the Members. One nomination for each office (President, one or more Vice-Presidents, Secretary, and Treasurer), and one or more nominations for additional seats on the Board of Directors (Members at Large), all of which are either vacant or about to expire. Additional nominations for each office or Director position may be made from the floor at such regular meeting preceding the election by any Member who is entitled to vote. The nominating committee or any Member from the floor may also at any time propose for consideration the name of any individual for honorary membership to the Board of Directors.

9.2 Manner of Election. Candidates for each elective office shall be elected by the affirmative vote of a majority of the Members of the PTCFPA in good standing and entitled to vote.

9.3 Voting Rights. Members in good standing and entitled to vote shall be allowed one vote on each candidate and one vote for each other matter coming before the PTCFPA.

9.4 Term of Office. The Officers and Directors so elected shall take office immediately upon their election and shall continue in office for their appointed terms, or until their successors have been elected and have qualified, or until their earlier death, resignation, retirement, disqualification, or removal. All Officers and Directors shall be elected for a term of two (2) years each and shall serve until their successors are authorized to take their respective elected positions.

Article 10
Notice and Waiver

10.1 Procedure. Whenever these Bylaws require notice to be given to any Member, the notice shall be given in accordance with this paragraph. Notice under these Bylaws shall be in writing, unless oral notice is reasonable under the circumstances. Notice may be communicated in person, by telephone, email, or other form of wire or wireless communication, or by mail or private carrier. Written notice, if in comprehensible form, is effective at the earliest of the following:

- (1) When received or when delivered, properly addressed, to the addressee's last known e-mail address or residence;
- (2) Five days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or
- (3) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

Oral notice is effective when communicated, if communicated in a comprehensible manner. In calculating time periods for notice, when a period of time measured in days, weeks, months, years, or other measurement of time is prescribed for the exercise of any duty or privilege or the discharge of any such duty or privilege, the first day shall be not counted but the last day shall be counted.

10.2 Waiver. A Member may waive any notice before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing, signed by the Member entitled to the notice, and delivered to the PTCFPA for inclusion in the minutes or filing with the PTCFPA's records. A Member's attendance at or participation in a meeting waives any required notice to him/her of the meeting, unless the Member at the beginning of the meeting (or promptly upon his/her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Article 11

Contributors and Board of Advisors

11.1 Contributors. All persons and organizations who shall make any donations/contributions of money or property to the PTCFPA shall receive from the President, or his/her designee, evidence of the donation/contribution in such form as the Board of Directors shall prescribe. Upon making a donation/contribution to the PTCFPA, and upon his/her request, an individual donor/contributor shall be entitled to be admitted as a Member of the PTCFPA, and to vote and otherwise be allowed to participate in the affairs of the PTCFPA. The Board of Directors shall be authorized to recognize persons and organizations who make gifts or contributions to or for the benefit of the PTCFPA in such manner as the Board of Directors shall determine.

11.2 Appointment of an Ambassador. The Board of Directors may appoint such persons as it reasonably deems necessary or desirable to act as an Ambassador of the PTCFPA. To the extent possible, an Ambassador should be an individual whose integrity, capability, experience, knowledge of the goals and purposes served by the PTCFPA will help the Board of Directors carry out its functions. The number of persons appointed as an Ambassador shall be determined in the sole discretion of the Board of Directors.

11.3 Purpose. It shall be the function and purpose of an Ambassador to advise the Board of Directors on matters relating to the business and affairs of the PTCFPA, and to suggest or be available for consultation with regard to projects or activities which the PTCFPA may undertake, consistent with its exempt purposes, in furtherance of its goals and purposes. The Ambassador shall also perform such other duties and have such other responsibilities as the Board of Directors may determine from time to time.

Article 12

Contracts, Checks, Deposits, and Funds

12.1 Contracts. The Board of Directors may authorize any Officer or Officers of the PTCFPA, to enter into any contract or execute and deliver any instrument in the name and on behalf of the PTCFPA. Such Corporation must be in writing and may be general or confined specific instances.

12.2 Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the PTCFPA shall be signed by such Officer or Officers of the PTCFPA and in such other manner as may from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice-President of the PTCFPA.

12.3 Deposits. All funds of the PTCFPA shall be deposited from time to time to the credit of the PTCFPA in such banks, trust companies or other depositories as the Board of Directors may select.

Article 13

Indemnification and Insurance

13.1 Indemnification. Any person who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, may seek indemnification from the PTCFPA (to the extent that professional liability insurance coverage is available) against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action, suit, or proceeding. Provided, however, the threatened, pending or completed action, suit or proceedings must be as a result of such person being a current or former member of the Board of Directors or an Officer of the PTCFPA. In such instance, unless indemnification is ordered by a court, all disinterested Directors shall determine, or cause to be determined, in the manner provided under Georgia law, whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted under the terms of the professional liability insurance policy then in effect. Provided further, in selecting an attorney, for representation, the hourly rate for such attorney must be preapproved by the Board of Directors as being reasonable and necessary under all the exigencies of the circumstances, or such attorney is selected in accordance with the terms of the professional liability insurance policy covering the specified occurrence.

13.2 Indemnification Not Exclusive of Other Rights. The indemnification as provided above in Section 14.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under these Bylaws, or any agreement, vote of Members or disinterested Directors, or otherwise.

13.3 Insurance. To the extent permitted by Georgia law, the PTCFPA may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the PTCFPA.

Article 14

Miscellaneous

14.1 Books and Records. The PTCFPA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors, and committees. The PTCFPA shall keep at its registered, principal office, or the office/residence of the Secretary, a record giving the names and addresses of the Directors and any other information required under Georgia law.

14.2 Corporate Seal. The PTCFPA's seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

14.3 Fiscal Year. To the extent allowed by Georgia law, the Board of Directors is authorized to fix the fiscal year of the PTCFPA and to change the same from time to time as it deems appropriate.

14.4 Internal Revenue Code. All references in these Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

14.5 Georgia Code. All references in these Bylaws to sections of the Georgia Code shall be considered references to the Official Code of Georgia Annotated (O.C.G.A.), as amended.

14.6 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these Bylaws shall be considered valid and operative; and
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

14.7 Table of Contents; Headings. The headings are for organization, convenience, and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.

14.8 Relation to the Articles. These Bylaws are subject to and governed by the Articles of Incorporation.

Article 15 Amendments

15.1 Power to Amend Bylaws. The Board of Directors, by majority vote of all Directors in office, shall have the power to alter, amend, or repeal these Bylaws or adopt new Bylaws.

15.2 Conditions. Action by the Board of Directors with respect to these Bylaws shall be taken by the affirmative vote of a majority of all members of the Board of Directors holding office.

Article 16 Tax-Exempt Status

16.1 Tax-Exempt Status. The affairs of the PTCFPA at all times shall be conducted in a manner as to assure its status as a “publicly supported” organization as defined in section 509(a)(1), section 509(a)(2), or section 509(a)(3) of the Internal Revenue Code, and as such to qualify for exemption from tax pursuant to section 501(c)(3) of the Internal Revenue Code.

Article 17
Adoption of Bylaws

17.1 The PTCFPA was organized under the laws of the State of Georgia. These Bylaws were adopted by resolution of the Board of Directors of the PTCFPA, and became effective, as of this 21 day of January 2019.