

BYLAWS
OF
COBB TAXPAYERS ASSOCIATION

ARTICLE I: PURPOSE, MISSION AND OBJECTIVES

- 1.1. The Cobb Taxpayers Association (CTA) is an unincorporated, non-profit, local grass-roots taxpayers organization whose purpose and mission is to:
- 1.2. Undertake such acts as it deems necessary to impact public policy on the local, county and state level that is consistent with the principles and spirit of individual liberty and constitutionally limited self-government.
- 1.3 The objectives of this organization shall be to:
- Organize and inform voters of the benefits and advantages of reducing and/or limiting taxes and government spending
 - Inform the public about current issues and engage them in grass-roots activities designed to achieve the above-stated objective
 - Advocate and promote private sector solutions to public policy issues
 - Work constructively with elected officials to oppose or support legislation, ordinances and measures which support a more limited, transparent, and accountable government on the local, county and state level
 - Focus only on taxation and government spending issues and engage its activities only to those which are directly related to the above-stated objectives

ARTICLE II. OFFICES

- 2.1. The office of CTA shall be located in the State of Georgia

ARTICLE III. MEMBERS

- 3.1. CTA shall have two classes of members. The first class shall be members who have expressed a desire to receive member notices of CTA activities for the purpose of becoming informed and involved in the issues that affect them as voters and taxpayers, and shall receive them free-of-charge. The second class shall be members who pay annual dues to CTA in return for additional benefits exclusive to them.

ARTICLE IV. BOARD OF DIRECTORS

- 4.1. The affairs and property of CTA shall be managed by its Board of Directors. The Board of Directors may delegate such powers, as it deems desirable to such committees as the Board of Directors may establish pursuant to these Bylaws.
- 4.2. The number of Directors of CTA shall not be less than five (5) nor exceed seven (7). The exact number of authorized directors shall be determined from time to time by resolution adopted by a majority of the entire Board. In the event that the number of authorized directors is increased by such a resolution, the vacancy or vacancies so resulting shall be filled by a voice vote of a majority of the directors then in office. A decrease in the number of authorized directors shall not of itself remove any director prior to the expiration of such director's

term of office. Five of the members of the initial Board of Directors shall serve for terms of two (2) years and remaining members shall serve terms of two (2) years. Directors shall be assigned a class by resolution of the Board. Thereafter, the successors in each class of directors shall be elected to serve for terms of two (2) years. Elections of directors shall be held each year at the Annual Meeting of the Board of Directors. In the event of death, resignation, retirement or disqualification of a director during such director's elected term of office; such director's successor shall be elected to serve only until the expiration of such director's term. Each director shall hold office for the term to which such director was elected, or until such director's death, resignation, retirement or disqualification, or such director's successor shall be elected and shall qualify.

4.3. Directors shall be elected by a majority vote of the Board of Directors. A vacancy occurring in the Board of Directors may be filled by a majority of the remaining directors. Prospective Directors must disclose their political activities. A director may be removed by a two-thirds majority vote of the remaining Board members.

4. While serving on the Board of Directors, directors shall not:

4.4.1 Run for or hold political office.

4.4.2 Be an elected official or candidate running for office.

4.4.3 Be in an official position of a campaign for a person running for public office.

4.4.4 Publicly endorse a candidate for public office in an official capacity as a representative of CTA

4.5 The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish one or more committees to consist of one or more Directors of the organization to report back to the Board on the matters within the committee's jurisdiction. A quorum for the purpose of holding and acting at any meeting of a committee shall be a simple majority of the members thereof.

4.6 The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Board.

4.7 The Board may establish volunteer committees to carry out such projects and functions as directed by the Board. Volunteer committees may consist of Board members and/or volunteers.

4.8 The Board of Directors, at its discretion, may appoint an Advisory Board, to consist of such number of persons as may be determined by the Board, to advise the Board of Directors in the management of the affairs and property of CTA.

4.9 One or more persons may participate in a meeting of the Board or a committee of the Board by means of a conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

4.10 The Board of Directors may declare vacant the office of a director if he or she is declared of unsound mind by court order or is convicted of a felony, or if within 60 days after notice of his or her selection, he or she does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill each other requirement of a qualification as the Bylaws may specify.

4.11 Any CTA Director is authorized to receive reasonable compensation from the Board for services rendered and for actual expenses incurred when authorized by the Board of Directors.

ARTICLE V. MEETINGS OF DIRECTORS

1. The Annual Meeting of the Board of Directors shall be held annually in the month of May and at such time and place as the Board of Directors shall designate in the notice of the meeting.
- 5.2 Regular meetings of the Board of Directors shall occur at least quarterly at such times and places as it shall designate from time to time.
- 5.3 Special meetings of the Board of Directors may be called by the Chairman or any two directors at such times as they shall deem necessary.
- 5.4 Notice of every meeting of the Board of Directors shall be given by any regular communication to each director at least five days prior to the day named for the meeting.
- 5.5 A majority of the number of directors plus one, fixed by these Bylaws shall be required for, and shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- 5.6 Except as otherwise provided in these Bylaws, the act of the majority of directors present at a meeting, either in person or by phone contact, shall be the act of the Board of Directors. Each member of the Board of Directors shall be entitled to one vote and no one shall vote by proxy. If no quorum is present at any meeting, it may adjourn until a quorum shall be present. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting, if the consent or consents in writing setting forth the action so taken shall be signed by at least a majority of all directors in office, and shall be filed with the Secretary of the Board.
- 5.7 Each Board of Directors meeting shall be presided over by the Chairman and in the absence of the Chairman, by the First Vice Chair, and in the absence of the First Vice Chair, by the Second Vice Chair, or by any person selected to preside by a vote of a majority of the Directors present. The Secretary or, in the Secretary's absence, any person designated by the Chairman of the meeting, shall act as Secretary of the meeting.

ARTICLE VI. OFFICERS

- 6.1 The executive officers of CTA shall be U.S. citizens of at least eighteen (18) years of age, shall be chosen by the Board, and shall be a Chairman, First Vice Chair, Second Vice Chair, Secretary, Treasurer and such other officers and assistant officers as the needs of the organization may require. They shall hold their offices for a term of 2 years, or until death, resignation, retirement, removal or disqualification. The officers shall have such authority and shall perform such duties as are provided by the Bylaws and as shall from time to time be prescribed by the Board. There shall be no limit on the number of terms an officer can serve.
- 6.2 Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of CTA will be served thereby; but such removal shall be without prejudice to the person so removed.
- 6.3 **The Chairman** shall be the chief executive officer of CTA; he or she shall preside at all meetings of the Board of Directors; he or she shall have general and active management of the affairs of the organization; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except as may be exclusively conferred on the Chairperson to any other officer or officers of the organization. He or she shall execute all documents requiring a notary. He or she shall be an *ex-officio* member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of Chairman.
- 6.4 **The First Vice Chair**, designated by the Board of Directors shall, in the absence or disability of the Chairman, have the powers and perform the duties of said office. In addition, the First Vice Chair shall perform

such other duties and have such other powers as shall be prescribed from time to time by the Chairman or the Board of Directors.

6.5 **The Second Vice Chair**, designated by the Board of Directors shall, in the absence or disability of both the Chairman and the First Vice Chair, have the powers and perform the duties of said office. In addition, the Second Vice Chair shall perform such other duties and have such other powers as shall be prescribed from time to time by the Chairman or the Board of Directors

6.6 **The Secretary** shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors, and in general, shall perform all duties incident to the office of Secretary and such other duties as may be prescribed from time to time by the Chairman or the Board of Directors.

6.7 **The Treasurer** shall have custody of the organization's funds and shall keep full and accurate accounts or receipts and disbursements in books belonging to the organization, and shall keep the moneys of the organization in a separate account to the credit of the organization. While the Chairman may disburse funds on his or her own for any amount of \$50 or less, any amount over \$50 will require the approval of the majority of the Board. Similarly, the Treasurer, in compliance with the Chairman, may make, on his her own, disbursements on a bank issued debit card for amounts less than \$50. He or she shall disburse the funds of the organization as may be ordered by the Board, maintaining proper receipts for such disbursements, and shall render to the Chairman and Directors, at the regular meeting of the Board, or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the organization. The Treasurer shall oversee the filing of all reports and returns required by federal, state or local law. The Treasurer shall generally perform all other duties incident to the office of Treasurer and such other duties as shall be prescribed from time to time by the Chairman or the Board of Directors.

6.8 Elections of officers shall be held every odd year at the Annual Meeting of the Board of Directors. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

6.9 Officers shall deliver all records, files, and properties of the CTA to the appropriate incoming officer within one month after retiring from office or upon resignation.

ARTICLE VII. CONTRACTS, LOANS, AND DEPOSITS

7.1 The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument on behalf of CTA, and such authority may be general or confined to specific instances.

7.2 No loans shall be contracted on behalf of CTA and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

7.3 All checks, drafts or other orders for the payment of money issued in the name of CTA shall be signed by such officer or officers, as delineated in Article VI, section 6.7, of these Bylaws, or in such manner as shall from time to time be determined by resolution of the Board of Directors.

7.4 All funds of CTA not otherwise employed or invested shall be deposited from time to time to the credit of CTA in such depositories as the Board of Directors shall direct.

ARTICLE VIII. GENERAL PROVISIONS

8.1 The fiscal year of the organization shall commence on May 1 and end on the following April 30.

8.2 The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative

vote of at least 2/3 majority of directors then holding office, at any regular or special meeting of the Board of Directors; provided, however, that the Board of Directors shall have received notice of such proposed action with the notice of said meeting.

8.3 Each director, officer, employee or agent of CTA shall be entitled to indemnification or reimbursement by CTA for any expenses or liabilities incurred by such person in the performance of their duties as prescribed in these bylaws, or any other duties as shall be prescribed from time to time by Chairman or the Board of Directors.

ARTICLE IX: DISSOLUTION

9.1 The assets, upon dissolution of CTA, shall be distributed to another non-profit(s) whose goals and mission are consistent with CTA, and which are to be determined by the Board of Directors.

9.2 None of the assets shall be distributed to any member of the CTA Board of Directors or members of any committee established by the Board.

Adopted 09/28/2013