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BYLAWS OF Eritrean-American Debes Association of Georgia

Atlanta, GA

A Fraternal Benefit Society

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Vision Statement

The organization is committed to supporting its members in times of loss by helping share the burden of sorrow and alleviating the financial challenges that arise through the Death Benefit Program, while strengthening unity across generations.

ARTICLE I – NAME, LEGAL STATUS AND PURPOSE

Section 1. Name

The name of this organization is Eritrean-American Debes Association of Georgia, hereinafter referred to as "Debes, GA" or "Association," used interchangeably.

Section 2. Legal Status, Fraternity, Authority

Debes, GA is organized pursuant to the Georgia Nonprofit Corporation Code and is intended to operate as a nonprofit fraternal benefit society in accordance with O.C.G.A. Title 33, Chapter 15, together with all other applicable provisions of Georgia law.

Debes, GA shall possess all powers granted by applicable law to nonprofit corporations and fraternal benefit societies, except as limited by its Articles of Incorporation or these Bylaws.

Debes, GA is established for the exclusive benefit of its Members and their designated beneficiaries.

The Members are united by a common bond arising from their shared Eritrean heritage, mutual respect, cultural traditions, and commitment to assisting one another during times of bereavement.

Debes, GA shall be governed through a representative form of government established by these Bylaws in accordance with the provisions of O.C.G.A. Title 33, Chapter 15.

The affairs of the Association shall be governed through a representative form of government consisting of the General Assembly, the Board of Directors, , the Internal Auditor Committee, and such additional committees as may be established pursuant to these Bylaws.

Ultimate authority shall remain vested in the Membership acting through the General Assembly except as otherwise provided by these Bylaws.

Section 3. Purpose

The primary purpose of the Association is to promote mutual aid and fraternal fellowship among its Members by administering a Death Benefit Program designed to assist the families or designated beneficiaries of deceased Members with mourning, funeral and burial expenses.

In furtherance of this purpose, the Association shall:

- (a) unite Members through principles of mutual assistance, cooperation, and shared responsibility;
- (b) provide financial assistance upon the death of a Member through the Death Benefit Program established by these Bylaws;

- (c) preserve and strengthen the cultural traditions, values, and heritage shared by the Membership; and
- (d) promote responsible planning for funeral and burial arrangements.

Section 4. Objective

The Association provides a defined death-benefit program for the benefit of its registered members, offering financial assistance to the designated beneficiary of a deceased member.

The Death Benefit Program shall be administered pursuant to these Bylaws, the Benefit Certificates issued by the Association, and such policies and procedures as may be adopted by the Board of Directors.

Section 5. Political Activity Limitation

The Association shall not participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 6. Corporate Powers

Subject to applicable law, the Articles of Incorporation, and these Bylaws, the Association shall have the authority to:

- (a) admit, suspend, reinstate, and terminate Members;
- (b) issue Benefit Certificates to eligible Members;
- (c) establish, administer, and modify the Death Benefit Program;
- (d) collect dues, fees, assessments, and other lawful contributions necessary to operate the Association;
- (e) establish reserve funds and other accounts necessary for the prudent administration of Association affairs;
- (f) enter into contracts and incur obligations consistent with the Association's purposes;
- (g) institute or defend legal proceedings when necessary to protect the interests of the Association;
- (h) adopt policies, rules, regulations, and administrative procedures consistent with these Bylaws;
- (i) employ or retain professional advisors, accountants, attorneys, auditors, and other consultants as necessary; and
- (j) exercise all other powers incidental or reasonably necessary to accomplish the lawful purposes of the Association.

Section 7. Nonprofit Operation

No part of the net earnings, income, or assets of the Association shall inure to the benefit of any Director, Member, employee, or other private individual except for:

- (a) payment of Death Benefits authorized by these Bylaws;
- (b) reimbursement of properly authorized expenses incurred on behalf of the Association;

- (c) compensation for services expressly authorized by the Board where permitted by law; or
- (d) other lawful payments consistent with these Bylaws.

The Association shall not issue capital stock or declare dividends.

Section 8. Governing Documents

The Articles of Incorporation, these Bylaws, duly adopted resolutions of the General Assembly and Board of Directors, Benefit Certificates, and all rules and policies adopted pursuant to these Bylaws shall govern the affairs of the Association.

In the event of any inconsistency among the governing documents, they shall control in the following order:

1. Applicable federal and Georgia law;
2. Articles of Incorporation;
3. These Bylaws;
4. Benefit Certificates;
5. Policies and procedures adopted by the Board of Directors.

Section 9. Debes Funds Disbursement

Funds are designated solely for funeral and Organizational expenses and can't be used for any other purpose.

ARTICLE II – MEMBERSHIP

Membership shall be open to individuals who satisfy the qualifications established by these Bylaws, support the purposes of the Association, and agree to comply with the Articles of Incorporation, these Bylaws, the policies adopted by the Board of Directors, and all lawful decisions of the General Assembly.

Admission to membership shall not become effective until approved in accordance with these Bylaws.

Section 1. Qualifications

To qualify for Membership, an applicant shall meet the following requirements:

- (a) Applicants must share the Association's purpose and cultural community ties, consistent with IRS 501(c).
- (b) Applicants older than 18 must provide identification documents issued by the State of Georgia at the time of registration. For applicants under (18) years of age, the parent or legal guardian shall provide the minor's identification document issued by the State of Georgia at the time of registration. Furthermore, the parent or legal guardian shall pay the required membership dues. However, all membership rights, responsibilities, communications, and benefit administration shall be exercised and managed exclusively by the parent or legal guardian on behalf of the minor member. Upon reaching eighteen (18) years of age, a minor member shall contact the Association and complete the required membership documentation

to transfer the membership from the parent or legal guardian to the member's own adult account.

- (c) be a resident of the State of Georgia at the time of application, unless otherwise authorized by the Board of Directors pursuant to these Bylaws;
- (d) complete and sign the official Membership Application on forms approved by the Association;
- (e) agree to comply with the Articles of Incorporation, these Bylaws, the Benefit Certificate, and all lawful rules, regulations, and policies adopted by the Association;
- (f) pay all required initiation fees, dues, assessments, and other financial obligations established by the Association;
- (g) designate one or more beneficiaries on forms approved by the Association; and
- (h) satisfy such additional qualifications as may be established by the Board of Directors, provided such qualifications are applied uniformly and are consistent with these Bylaws.

No applicant shall become a Member until the application has been approved in accordance with these Bylaws and all conditions for membership have been satisfied.

Section 2. Change in Residency, Beneficiaries and Personal Information

- (a) A change of residence outside the State of Georgia shall not automatically terminate membership or eligibility to participate in the Death Benefit Program, provided the Member:
 - 1. remains in Good Standing;
 - 2. continues to timely pay all dues, assessments, and other financial obligations;
 - 3. maintains current contact information for themselves and all designated eligible beneficiaries with the Association; and
 - 4. continues to comply with these Bylaws and all applicable policies of the Association.
- (b) Members must promptly notify the Association in writing, or any committee or individual designated to receive such notices, of any changes to personal information including, but not limited to bank account, address, phone number, and email.
- (c) Members must notify the Association in writing of any changes to their designated beneficiaries.

Section 3. Application and Admission

Applications shall be submitted upon forms approved by the Association. The Board of Directors, or its authorized Membership Committee, shall review and approve applications.

Upon approval and payment of all required fees, the applicant shall become a Member in Good Standing and shall receive:

- (a) a Membership Number;
- (b) a Benefit Certificate;
- (c) a Membership Card; and
- (d) such additional information as the Association may provide.

Applications may be accepted only during open-application periods established by the Board of Directors. Proxy or third-party registrations are not permitted.

Section 4. Classes of Membership

The Association shall have the following classes of membership:

Members

Members are individuals admitted to membership who remain in Good Standing and are entitled to:
Minors are not entitled to (b)-(e), see Article II. (b)

- (a) participate in the Death Benefit Program;
- (b) vote in the General Assembly;
- (c) hold elective office if otherwise qualified;
- (d) receive notices of meetings; and
- (e) exercise all rights granted by these Bylaws.

Only Members in Good Standing shall be eligible to vote, hold office, or receive benefits under the Death Benefit Program.

A Member shall be considered in Good Standing only while:

- (a) all dues and assessments are current;
- (b) the Member complies with these Bylaws;
- (c) membership has not been suspended or terminated; and
- (d) the Member continues to satisfy the eligibility requirements established by the Association.

Section 5. Rights and Privileges

Each Active Member in Good Standing shall have the right to:

- (a) attend meetings of the General Assembly;
- (b) cast one vote on matters properly submitted to the membership;
- (c) seek election to office if otherwise qualified;
- (d) inspect Association records to the extent authorized by law and these Bylaws; and
- (e) receive benefits in accordance with these Bylaws and the Member's Benefit Certificate.

Section 6. Dues and Assessments

Each Member shall:

- (a) support the purposes of the Association;
- (b) comply with these Bylaws;
- (c) timely pay all dues, assessments, and financial obligations;
- (d) maintain accurate contact information with the Association, including, but not limited to, providing and updating changes bank account, address, phone number, email, or other relevant records;
- (e) promptly report changes affecting beneficiary designations;
- (f) cooperate in the administration of the Death Benefit Program;
- (g) conduct himself or herself in a manner that preserves the dignity, integrity, and fraternal character of the Association.

No dues, contributions, or fees previously paid shall be refunded upon resignation, suspension or termination of membership.

Section 7. Beneficiary Designation

Every Active Member shall designate one or more beneficiaries upon forms approved by the Association. A Member may change a beneficiary at any time by submitting a written designation to the Secretary.

No beneficiary designation shall become effective until received and recorded by the Association.

Section 8. Resignation

A Member may resign by submitting written notice to the Secretary. Resignation shall not relieve the Member of any financial obligation accrued prior to the effective date of resignation.

Upon resignation, all membership rights and participation in the Death Benefit Program shall terminate unless otherwise provided by these Bylaws.

Section 9. Suspension of Membership

A Member may be suspended for:

- (a) failure to pay dues or assessments;
- (b) violation of these Bylaws;
- (c) conduct materially detrimental to the Association;
- (d) fraud or misrepresentation in obtaining membership or benefits.

Section 10. Termination of Membership

Membership may be terminated by:

- (a) death;
- (b) voluntary resignation. A member voluntarily withdraws in writing.
- (c) The Board of Directors determines that a member has acted contrary to the objectives, principles, or fraternal characteristics of the Association.
- (d) expulsion pursuant to these Bylaws.
- (e) failure to maintain eligibility;
- (f) dissolution of the Association.
- (g) At the discretion of the Board, a member who accrues three (3) unpaid contributions, despite receiving notice, may be deemed not in good standing and may be subject to suspension or loss of membership privileges.

Termination of membership automatically terminates all membership rights except those expressly preserved by these Bylaws.

Section 11. Reinstatement

A Member whose membership has lapsed because of nonpayment of dues or assessments may apply for reinstatement upon:

- (a) payment of all outstanding obligations;
- (b) satisfaction of any reinstatement requirements established by the Board of Directors;
- (c) approval by the Board or its authorized designee.

Reinstatement shall restore membership prospectively unless otherwise determined by the Board.

Section 12. Membership Register

The Secretary shall maintain an official Membership Register containing:

- (a) Member name;
- (b) membership number;
- (c) address and contact information;
- (d) effective date of membership;
- (e) membership status;
- (f) Benefit Certificate number;
- (g) beneficiary designation;
- (h) dues and assessment status; and
- (i) such additional information as the Board may require.

The Membership Register shall constitute the official record of membership in the Association.

ARTICLE III – BENEFIT CERTIFICATES

Each Member admitted to the Association and remaining in Good Standing shall receive a Benefit Certificate evidencing the Member's participation in the Death Benefit Program.

The Benefit Certificate shall constitute the contractual agreement between the Association and the Member and shall be issued in accordance with these Bylaws and applicable law.

ARTICLE IV – DEATH BENEFIT PROGRAM

Section 1. Establishment

The Association hereby establishes the Death Benefit Program as its principal fraternal benefit for Members in Good Standing.

The Program exists to provide financial assistance to designated beneficiaries following the death of an eligible Member and to promote mutual aid among the Membership.

Section 2. Eligibility

A Death Benefit shall be payable only if:

- (a) the deceased was a Member in Good Standing at the time of death;
- (b) all required dues and assessments were current, unless waived by these Bylaws;
- (c) the claim complies with these Bylaws and applicable law.

Section 3. Amount of Benefit

Payment to be paid to a member to cover funeral expenses:

Number of paying members multiplied by twenty dollars (\$20) minus administration costs. Once the total payment amount reaches any unreasonable amount, the Board has the authority to limit the Death Benefit Amount.

ARTICLE V - REPRESENTATIVE FORM OF GOVERNMENT

Section 1. Representative Form of Government

The Association shall be governed through a representative form of government established to ensure democratic participation, accountability, transparency, and the faithful administration of the affairs of the Association.

The representative form of government shall consist of:

- (a) The General Assembly;
- (b) The Board of Directors;
- (c) The Internal Auditor Committee; and
- (d) The Members in Good Standing.

The Association shall at all times be governed for the benefit of its Members and their designated beneficiaries.

Section 2. General Assembly

The General Assembly is the primary representative body of the Association and shall consist of all Members in Good Standing.

The General Assembly shall exercise those powers reserved to membership by law and these Bylaws, including:

- (a) electing Directors;
- (b) electing members of the Internal Auditor Committee
- (c) approving amendments to these Bylaws;
- (d) receiving annual reports concerning the affairs and financial condition of the Association;
- (e) approving mergers, conversions, or dissolution when required by law or these Bylaws; and
- (f) exercising such additional powers as are expressly reserved by these Bylaws.

Except as otherwise provided by law or these Bylaws, the business and affairs of the Association shall be managed by the Board of Directors between meetings of the General Assembly.

Section 3. Board of Directors

The Board of Directors shall serve as the governing body responsible for managing the business and affairs of the Association between meetings of the General Assembly.

The Board shall exercise only those powers granted by applicable law, the Articles of Incorporation, and these Bylaws, and shall remain accountable to the General Assembly.

The detailed authority, composition, qualifications, duties, and procedures governing the Board of

Directors shall as set forth in these Bylaws.

Section 4. Internal Auditor Committee

The Internal Auditor Committee is elected by the General Assembly and is accountable to the General Assembly.

The Internal Auditor Committee operates independently and shall not be subject to the direction or influence of any other authority in the performance of its audit duties.

The Internal Auditor Committee is responsible for reviewing the financial administration, internal controls, and compliance of the Association.

Section 5. Members

The Members are the foundation of the Association. Members in Good Standing shall be entitled to:

- (a) participate in meetings of the General Assembly;
- (b) vote upon matters submitted to the membership;
- (c) elect Directors and other officials as provided in these Bylaws;
- (d) participate in the Death Benefit Program subject to these Bylaws and the Member's Benefit Certificate; and
- (e) exercise all other rights granted by these Bylaws.

Membership rights shall be exercised in accordance with these Bylaws.

Section 6. Compensation

Directors and members of the Internal Auditor Committee shall serve without compensation unless otherwise authorized by the General Assembly or by the Board of Directors in accordance with these Bylaws.

Nothing contained herein shall prohibit reimbursement of reasonable and necessary expenses incurred while performing authorized Association duties.

No provision of these Bylaws shall be construed to relieve any Director, or committee member of the fiduciary duties imposed by applicable law.

Section 7. Separation of Authority

The General Assembly, Board of Directors and Internal Auditor Committee shall perform separate and distinct functions.

No governing body or officer shall exercise powers expressly delegated to another except as authorized by these Bylaws or applicable law.

Each governing body shall cooperate with the others to preserve the nonprofit and fraternal purposes of the Association and to ensure the fair and impartial administration of the Death Benefit Program.

Section 8. Construction

This representative form of government is intended to comply with O.C.G.A. Title 33, Chapter 15 and to preserve the fraternal character of the Association, protect the rights of Members, and ensure the prudent administration of the Association in accordance with applicable law.

These provisions shall be liberally construed to advance those purposes and to maintain the Association as a nonprofit fraternal benefit society.

Article VI - BOARD OF DIRECTORS

Section 1. Powers and Duties of the Board

The Board of Directors shall:

- (a) administer and enforce these Bylaws;
- (b) recommend amendments to these Bylaws for consideration by the General Assembly;
- (c) establish and administer the Death Benefit Program;
- (d) approve Membership Applications when required by these Bylaws;
- (e) issue Benefit Certificates to eligible Members;
- (f) approve the annual operating budget;
- (g) safeguard the assets and financial stability of the Association;
- (h) review quarterly and annual financial reports;
- (i) approve payment of Death Benefit claims in accordance with these Bylaws;
- (j) adopt policies, procedures, and administrative rules necessary for the operation of the Association;
- (k) appoint the Secretary, Treasurer, and other Directors as authorized by these Bylaws;
- (l) appoint committees not otherwise elected by the General Assembly;
- (m) retain legal counsel, accountants, auditors, actuaries, investment advisors, and other professionals when necessary;
- (n) ensure compliance with the Georgia Nonprofit Corporation Code, O.C.G.A. Title 33, Chapter 15, and all other applicable laws;
- (o) perform all other duties necessary to accomplish the lawful purposes of the Association.

Section 2. Composition

The Board of Directors shall consist of seven (7) board members. All Directors must be Members of Debes-GA in good standing and meet any other additional qualifications established by these Bylaws or by resolution of the Board.

The Board shall consist of:

- (a) Chairperson;
- (b) Vice Chairperson;
- (c) Secretary
- (d) Treasurer
- (e) Three (3) Board members.
- (f) Two (2) reserve Board Members

All Directors shall be Members in Good Standing throughout their terms of office.

Section 3. Chairperson

The Chairperson shall:

- (a) preside over meetings of the General Assembly and Board of Directors;
- (b) preserve order and ensure compliance with these Bylaws;
- (c) execute documents authorized by the Board;
- (d) serve as the principal representative of the Association;
- (e) perform such additional duties assigned by the Board.

Section 4. Vice Chairperson

The Vice Chairperson shall:

- (a) assist the Chairperson;
- (b) perform duties assigned by the Board;
- (c) act in the absence or incapacity of the Chairperson;
- (d) perform such additional duties as may be assigned by the Board.

Section 5. Secretary

The Secretary shall:

- (a) maintain the Articles of Incorporation, Bylaws, and official corporate records;
- (b) maintain the corporate seal;
- (c) prepare and preserve minutes of all meetings;
- (d) maintain the Membership Register;
- (e) maintain the Benefit Certificate Register;
- (f) maintain the Beneficiary Register;
- (g) issue notices required by these Bylaws;
- (h) maintain all required governmental registrations and filings;
- (i) chair Board of Director meetings the Chairperson and Vice Chairperson are unavailable to attend;
- (j) perform such additional duties assigned by the Board.

Section 6. Treasurer

The Treasurer shall:

- (a) maintain complete and accurate financial records;
- (b) account for all dues, assessments, and other receipts;
- (c) maintain the Death Benefit Reserve Fund;
- (d) maintain a Death Benefit Reserve Fund sufficient to cover anticipated claims.
- (e) prepare quarterly and annual financial statements;
- (f) assist with preparation of the Association's annual budget;
- (g) ensure timely payment of authorized obligations;
- (h) assist with regulatory reporting;
- (i) perform such additional duties assigned by the Board.

Section 7. Duties of the remaining three (3) Board Members

Board members shall:

- (a) participate fully in Board deliberations and voting;
- (b) assist in establishing policies governing the Association;
- (c) oversee programs or committees assigned by the Board;
- (d) monitor the operation of the Death Benefit Program;
- (e) perform other duties assigned by the Board.

Section 8. Duties of the two (2) reserve Board Members

Reserve Directors shall fill vacancies occurring on the Board in the order established at the time of their election, with the reserve member that received the most votes filling the vacancy first. Upon filling a vacancy, the Reserve Director shall possess all rights and duties of the office.

Section 9. Meetings

The Board shall meet regularly at such times as established by resolution of the Board.

Special meetings may be called by the Chairperson or by a majority of the Directors. Notice shall be given in accordance with these Bylaws.

Section 10. Voting

(a) Except as otherwise provided by law or these Bylaws, the Board of Directors shall act by the affirmative vote of a majority of the Directors present and entitled to vote at a meeting where a quorum is present.

(b) For actions taken at an extraordinary (emergency) meeting where four (4) Directors are present, any decision requires unanimous consent of the Directors present. Any action taken at such an emergency meeting shall require the unanimous vote of all Directors present and shall be reported to the Board of Directors at its next regular or special meeting for ratification. Failure to ratify shall not invalidate actions previously taken in good faith when immediate action was reasonably necessary.

(c) Resolutions adopted by the Board shall become effective immediately unless the resolution provides otherwise. The Secretary shall record all adopted resolutions in the official minutes of the meeting.

Section 11. Conflict of Interest

Directors shall promptly disclose any actual or potential conflict of interest. A conflicted Director shall abstain from participating in discussion or voting on the matter.

The disclosure and abstention shall be recorded in the minutes.

Section 12. Vacancies

Vacancies occurring before expiration of a Director's term shall be filled by the next eligible Reserve Director until the next regular election unless otherwise provided by these Bylaws.

Section 13. Removal

A Director may be removed for:

- (a) failure to maintain Good Standing;
- (b) breach of fiduciary duty;
- (c) misconduct materially detrimental to the Association;
- (d) failure to perform official duties;
- (e) other cause established by these Bylaws.

No Director shall be removed without notice and an opportunity to be heard.

Section 14. Compensation

Directors shall serve without compensation. Nothing herein shall prohibit reimbursement of reasonable expenses incurred while performing authorized Association business.

ARTICLE VII – INTERNAL AUDITOR COMMITTEE

The Internal Auditor Committee is elected by the General Assembly and is accountable to the General Assembly.

The Internal Auditor Committee operates independently and shall not be subject to the direction or influence of any other authority in the performance of its audit duties.

The Internal Auditor Committee operates independently and shall not be subject to its direction or influence in the performance of audit duties.

Section 1. Establishment

The Internal Auditor Committee shall maintain five (5) members in good standing who are not serving on the Board of Directors.

The candidates should be of high integrity and trusted voices who can uphold the Association's vision.

Section 2. Accountability and Independence

The Internal Auditor Committee is accountable to the Members through the General Assembly and shall report administratively to the Board of Directors for purposes of receiving financial information and administrative support.

The Internal Auditor Committee shall exercise independent professional judgment and shall not be subject to the direction, supervision, or improper influence of the Board of Directors, or any committee concerning the scope, findings, conclusions, or recommendations of any audit, review, or examination.

Section 3. Authority

The Committee shall:

- (a) Investigate complaints involving Board members
- (b) Review disputes between a Board member and the Board
- (c) Make findings and recommendations to the membership and Board
- (d) Investigate financial and administrative irregularities.
- (e) If the Internal Auditor Committee unanimously asks that a General Assembly be called, then the Board would be obliged to call such a meeting.
- (f) Present annual report to the General Assembly.

Section 4. Duties

The Internal Auditor Committee shall present an annual written report to the General Assembly concerning the financial condition of the Association, the adequacy of internal controls, compliance with these Bylaws, and any recommendations for improving financial accountability and transparency.

Section 5. Confidentiality

The Internal Auditor Committee shall maintain the confidentiality of all records and information obtained in the performance of official duties and shall disclose such information only as required by law or these Bylaws.

Section 6. Due Process

Any Board member subject to review shall be given:

- Written notice of allegations
- Opportunity to respond
- Fair and impartial review

Section 7. Removal

A member of The Internal Auditor Committee may be removed only for good cause, including failure to perform the duties of the office, breach of fiduciary duty, misconduct, or loss of eligibility to serve.

Removal shall require:

- (a) written notice of the grounds for removal;
- (b) an opportunity to be heard; and
- (c) A member of The Internal Auditor Committee may be removed for cause by a two-thirds (2/3) vote of all Directors and Internal Auditor Committee members eligible to vote on the removal action. All the Board members and Internal Auditor Committee members must be present to conduct a removal vote. The Internal Auditor Committee member who is the subject of the removal proceeding shall not participate in the deliberation or vote concerning his or her removal.

Section 8. Communications

Any removal decisions or resignations, notify the General Assembly through electronic communications and inform at the next General Meeting.

ARTICLE VIII – TERMS AND REPLACEMENT

Section 1. Board of Directors

(a) Terms of Office

Directors shall serve terms of three (3) years.

A Director's term shall commence at the conclusion of the meeting at which the Director is elected and shall continue until the Director's successor is duly elected and qualified or until the Director's earlier resignation, removal, death, incapacity, or disqualification.

A Director may serve no more than two (2) consecutive three-year terms. Upon completion of two consecutive terms, the Director shall be ineligible for re-election until the expiration of one (1) full three-year term.

Partial Terms Service in a partial term resulting from appointment or election to fill a vacancy shall **not** count toward the two-term limit.

This protects continuity and prevents penalizing someone who stepped in mid-term.

The initial Board of Directors shall be elected from among the Members in Good Standing who satisfy the qualifications established by these Bylaws.

Board members can't be in leadership of any political organization.

(b) Election of Directors

Directors shall be elected by the Members during the Association's general election.

The Election Committee shall be elected in accordance with these Bylaws and shall remain independent in administering the election process.

The Election Committee shall:

1. receive nominations;
2. determine candidate eligibility;
3. certify the final slate of candidates;
4. supervise voting;
5. certify election results.

Elections shall be conducted in accordance with these Bylaws and any election procedures adopted by the General Assembly that are consistent with these Bylaws.

(c) Staggered Terms

To promote continuity of leadership and effective governance, Directors shall serve staggered terms so that, to the extent reasonably practicable, approximately one-third of the Board is elected each year.

When necessary to preserve staggered terms, the Members may elect one or more Directors to shortened initial terms.

(d) Vacancies

A vacancy shall occur upon resignation, removal, death, incapacity, disqualification, or any other event creating a vacancy. Vacancies shall first be filled by the next eligible Reserve Director in the order established at the time of election.

If no Reserve Director is available, the Board may appoint a qualified Member in Good Standing to serve until the next general election, at which time the Members shall elect a Director to complete any remaining unexpired term.

A Director appointed or elected to complete an unexpired term shall serve only for the remainder of that term. Service in a partial term shall not be counted toward the Director's consecutive term limitation.

(e) Removal

A Director may be removed only for good cause.

Good cause includes, but is not limited to:

- (a) violation of these Bylaws;
- (b) breach of fiduciary duty;
- (c) misuse or misappropriation of Association funds, property, confidential information, or data;
- (d) fraud, dishonesty, or other serious misconduct;
- (e) failure to maintain Good Standing;
- (f) repeated failure to perform the duties of office.

Removal proceedings shall include: submission of a written complaint, investigation by the Internal Auditor Committee, written notice to the Director describing the allegations, and a reasonable opportunity for the Director to respond and be heard.

Following receipt of the Internal Auditor Committee's recommendation, removal shall require the affirmative vote of at least two-thirds (2/3) vote of all Board of Directors and Internal Auditor Committee members eligible to vote on the removal action. All the Board and Internal Auditor Committee members must be present to conduct a removal vote. The Director who is the subject of the removal proceeding shall not participate in the deliberation or vote concerning his or her removal.

(f) Resignation

A Director may resign at any time by submitting written notice to the Chairperson or the Secretary. Unless a later effective date is specified in the notice, the resignation shall become effective upon

receipt. A resigning Director shall promptly return all Association records, funds, electronic data, passwords, keys, equipment, and any other property belonging to the Association.

Completion of the exit review shall not delay or invalidate an otherwise effective resignation but shall serve to ensure an orderly transition and accountability.

(g) Communications

Any removal decisions or resignations, notify the General Assembly through electronic communications and inform at the next General Meeting.

Article IX - ELECTIONS

Section 1. Authority and Governing Law

The election of Directors and other elected officials of the Association shall be conducted in accordance with the Georgia Nonprofit Corporation Code, O.C.G.A. Title 14, Chapter 3, the provisions of O.C.G.A. Title 33, Chapter 15 governing fraternal benefit societies, and these Bylaws.

Members in Good Standing shall have the exclusive right to elect the Directors of the Association from among qualified candidates certified by the Election Committee.

Section 2. Election Committee

(a) Establishment

The Association shall maintain an Election Committee responsible for administering all elections of the Association in a fair and impartial manner.

The Committee shall consist of five (5) members in good standing who are not serving on the Board of Directors, the Internal Auditor Committee and who are not candidates for any office.

(b) Duties

The Election Committee shall:

- (a) solicit and receive nominations;
- (b) verify candidate eligibility;
- (c) certify the final slate of candidates;
- (d) prepare ballots;
- (e) supervise voting;
- (f) count and certify votes;
- (g) announce election results;
- (h) preserve election records;
- (i) perform such additional duties as are necessary to ensure fair and impartial elections.

The Committee shall remain neutral and shall not endorse or oppose any candidate.

Section 3. Nominations

Nominations for elective office may be submitted by any Member in Good Standing in accordance

with procedures established by these Bylaws. The Election Committee shall determine whether each nominee satisfies the qualifications established by these Bylaws.

Only candidates certified by the Election Committee shall appear on the ballot.

The Election committee shall request the General Assembly to nominate up to 15 members of Debes, GA for the new Board of Directors.

The Election Committee shall select 11 to 15 of those individuals to be candidates for the Board of Directors. The General Assembly will then vote to select 7 of the candidates as Directors.

The Election committee shall request the General Assembly to nominate up to 11 members of Debes, GA for the new Internal Auditor Committee.

The Election Committee shall select 8 to 11 of those individuals to be candidates for the Internal Auditor Committee. The General Assembly will then vote to select 5 of the candidates as Internal Auditor Committee Members.

Section 4. Election of Directors and Internal Auditor Committee Members

(a) Voting Rights

Each Member in Good Standing shall be entitled to one (1) vote for each Director position to be filled unless otherwise provided by these Bylaws.

Each Member in Good Standing shall be entitled to one (1) vote for each Internal Auditor Committee position to be filled unless otherwise provided by these Bylaws.

(b) Conduct of Elections

The certified slate of candidates shall be presented to the Members at the Annual Meeting of the General Assembly.

The Election Committee shall supervise all aspects of the election.

Election results shall be certified in writing by the Election Committee and announced before adjournment of the Annual Meeting whenever reasonably practicable.

(c) Quorum

No election shall be conducted unless a quorum of Members in Good Standing is present as required by these Bylaws.

Section 5. Organization of the Board

Following certification of the election results, the newly elected and continuing Directors shall convene an organizational meeting.

At that meeting, the Directors shall elect or appoint, as provided by these Bylaws:

- (a) Chairperson;
- (b) Vice Chairperson;
- (c) Secretary;
- (d) Treasurer;
- (e) committee assignments;
- (f) any additional Officers authorized by these Bylaws.

Reserve Directors shall be those candidates receiving the next highest number of votes following election of the Directors unless these Bylaws provide another method.

Section 6. Election Challenges

Any Member in Good Standing may challenge the nomination, certification, voting process, or election results by filing a written complaint with the Election Committee within ten (10) calendar days after certification of the election.

The complaint shall clearly state the factual basis for the challenge. The Election Committee shall promptly investigate the matter and issue a written decision.

Section 7. Appeals

A Member aggrieved by the Election Committee's decision may appeal in writing to the Internal Auditor Committee within ten (10) calendar days after receiving the Committee's decision.

The Internal Auditor Committee shall review the matter and issue a written recommendation to the General Assembly if corrective action is required.

The decision of the General Assembly shall be final.

Section 8. Vacancies Following Election

If an elected Director declines to serve or is determined to be ineligible before taking office, the vacancy shall be filled by the eligible Reserve Director receiving the highest number of votes.

If no Reserve Director is available, the Board shall fill the vacancy in accordance with Article VII of these Bylaws.

Section 9. Preservation of Election Records

The Election Committee shall preserve all ballots, tally sheets, certifications, and other election records for not less than one (1) year following certification of the election unless a longer retention period is required by law or these Bylaws.

Election records shall remain confidential except as necessary to resolve a properly filed election challenge or as otherwise required by law.

ARTICLE X – BOARD AND MEMBER MEETINGS

Section 1. Meetings of the Board of Directors

- (a) Regular Meetings

The Board of Directors shall hold regular meetings at least once each calendar quarter and may hold additional regular meetings as necessary to conduct the affairs of the Association.

The Chairperson, or a majority of the Directors, may establish the date, time, and location of regular meetings. Reasonable notice of all regular meetings shall be provided to each Director.

(b) Quorum

A majority of the voting Directors then serving shall constitute a quorum for the transaction of business.

No business shall be conducted without a quorum except to adjourn, recess, or schedule another meeting.

(c) Voting

Except as otherwise required by law or these Bylaws, action by the Board shall require the affirmative vote of a majority of the Directors present and entitled to vote at a meeting where a quorum exists.

Each Director shall have one (1) vote.

Voting by proxy shall not be permitted.

(d) Effect of Board Action

Resolutions adopted by the Board shall become effective immediately unless the resolution provides otherwise.

The Secretary shall record all resolutions in the official minutes.

Previously adopted resolutions may be reconsidered or amended at any subsequent Board meeting in accordance with these Bylaws and the parliamentary authority adopted by the Association.

(e) Special Meetings

Special meetings of the Board may be called by:

the Chairperson and three (3) Directors;
or the Vice Chairperson and three (3) Directors

Notice shall state the purpose of the special meeting. Only matters identified in the notice may be considered unless all Directors present unanimously consent to consider additional matters.

(f) Emergency Meetings

When immediate action is reasonably necessary to protect the Association, its Members, or its assets, an emergency meeting of the Board may be conducted.

For an extraordinary (emergency) meeting, a quorum shall be four (4) Board members.

Any action taken under this subsection shall:

- (a) require the unanimous vote of all Directors present;
- (b) be limited to matters requiring immediate action;
- (c) be reported to the Board at its next regular or special meeting; and
- (d) be presented for ratification.

Failure to ratify shall not invalidate actions previously taken in good faith when immediate action was reasonably necessary.

(g) Presiding Officer

The Chairperson shall preside over all Board meetings. If the Chairperson is absent, the Vice Chairperson shall preside. If both are absent, the Secretary shall preside until a temporary presiding officer is elected by the Directors present.

Section 2. Meetings of the General Assembly

(a) Annual Meeting

The General Assembly shall meet annually at a date, time, and place designated by the Board of Directors.

The Annual Meeting shall include:

- (a) reports of the Board;
- (b) financial reports;
- (c) reports of the Internal Auditor Committee;
- (d) election of Directors and other elected officials when required;
- (e) consideration of matters properly brought before the membership.
- (f) Special Meetings

Special meetings of the General Assembly may be called by: the Board of Directors; Members representing at least twenty percent (20%) of the Members in Good Standing.

The purpose of the meeting shall be stated in the written request. The Board shall schedule the meeting within ninety (90) days after receipt of a valid request.

(b) Notice

The Secretary shall provide written notice to all Members not fewer than thirty (30) days before any Annual Meeting and not fewer than fifteen (15) days before any Special Meeting unless a longer period is required by law.

Notice may be delivered personally, by mail, or by authorized electronic means.

The notice shall state: the date, the time, the location, and matters requiring Member action.

(c) Minutes

The Secretary shall prepare and preserve minutes of every meeting of the General Assembly, and confirmation therein that a quorum existed.

Unless otherwise required by law or these Bylaws, [twenty percent (20%)] of the Members in Good Standing shall constitute a quorum.

If a quorum is not present, the meeting may be recessed or adjourned to a later date.
No binding action shall be taken without a quorum except to adjourn or reschedule the meeting.

If a quorum is not present at this second call/meeting, the meeting shall continue as if there were a quorum present.

(d) Voting

Each Member in Good Standing shall have one (1) vote.

Except where these Bylaws require a greater vote, action shall be approved by a majority of the Members present and entitled to vote.

Voting by proxy shall not be permitted unless expressly authorized by applicable law and these Bylaws.

(e) Matters Reserved to the General Assembly

The following matters shall require approval of the General Assembly:

- a. amendments to the Articles of Incorporation;
- b. amendments to these Bylaws;
- c. merger, consolidation, or conversion of the Association;
- d. dissolution of the Association;
- e. any other matter reserved to the Members by law or these Bylaws.
- f. Extraordinary Matters

The following matters shall require approval by at least two-thirds (2/3) of the Members present and entitled to vote unless a greater vote is required by law:

1. amendment of the Articles of Incorporation;

2. amendment of these Bylaws;
3. merger or conversion;
4. dissolution of the Association;
5. any action materially affecting the fundamental purposes or representative form of government of the Association.
6. Parliamentary Authority

Meetings of the Board of Directors and the General Assembly shall be conducted in accordance with these Bylaws.

ARTICLE XI – RECORDS AND DOCUMENTATION

Section 1. Maintenance of Records

The Association shall maintain accurate records of all meetings, financial transactions, membership information, and other organizational activities.

Section 2. Document Retention and Destruction Policy

The Association shall adopt a Document Retention and Destruction Policy to ensure proper management of organizational records in compliance with applicable laws and regulations.

ARTICLE XII - PROOF OF DEATH AND PAYMENT OF DEATH BENEFIT

Section 1. Proof of Death

No Death Benefit shall be paid until the Association receives satisfactory proof of the Member's death. The claimant shall submit documentation reasonably sufficient to establish the Member's death.

Acceptable proof of death may include one or more of the following:

1. An official Death Certificate issued by the appropriate governmental authority.
2. A Statement of Death, Burial Authorization, or other written confirmation issued by the funeral home or mortuary handling the funeral arrangements.
3. A physician's certification or medical certification of death.
4. A Consular Report of Death or comparable governmental document for deaths occurring outside the United States.
5. An official death record, burial certificate, or equivalent document issued by the appropriate governmental authority in the country where the death occurred. The Board may require an English translation when necessary.
6. Any other reliable documentation that the Board of Directors determines reasonably establishes the Member's death.

Section 2. Expedited Death Benefit Payment

Recognizing that funeral expenses often arise before an official death certificate becomes available, the Board of Directors may authorize payment of the Death Benefit based upon other reliable documentation described in Section **10.1**.

If payment is made before an official death certificate is issued, the beneficiary shall provide the official death certificate within ninety (90) days after payment, unless the Board grants an extension for good cause.

Section 3. Claim Verification

Before approving any Death Benefit, the Board or its designated committee shall verify that:

1. The deceased was a Member in Good Standing at the time of death.
2. The claimant is the designated beneficiary or another person authorized under these Bylaws.
3. All required documentation has been submitted.
4. The claim complies with all eligibility requirements established by these Bylaws and Association policies.

Section 4. Fraud and Misrepresentation

Any person who knowingly submits false, altered, or fraudulent documents, or who makes a material misrepresentation in connection with a Death Benefit claim, shall be subject to denial of the claim, forfeiture of any benefits, termination of membership, and any other legal or administrative action authorized by these Bylaws or applicable law.

Section 5. Board Authority

The Board of Directors shall have the authority to request additional documentation, conduct reasonable verification, and determine whether the evidence submitted is sufficient to establish eligibility for payment of the Death Benefit. The Board's decision shall be final unless otherwise provided in these Bylaws.

ARTICLE XIII – DATA MANAGEMENT AND PRIVACY

Section 1. Purpose

The purpose of this policy is to establish a framework of principles and guidelines to be applied to the management, security, use of information and organizational data pertaining to Debes, GA, its registered members, and their beneficiaries in the Death Benefit Program administered by the Association.

Section 2. Definitions

For the purpose of the Data Management Policy, Organizational Data means all data that is captured through the operation of the Association, including but not limited to: members and membership personal data; financial data; beneficiary data; website and information management system data; social media and other digital forms of data; and organizational policies, procedures, and manuals,

including Bylaws and privacy-related data.

Section 3. Responsibilities

The Board of Directors is the sole custodian of the organizational data of the Association. Association data is not personal property. Board members are strictly prohibited from storing members' information on their personally owned devices, in a personal residence, or other personal property.

The Board of Directors shall use organizational data solely for purposes related to their duties as described in this Bylaw. Association data may not be used for the personal gain or profit of any individual or for any purpose not authorized in these Bylaws.

Directors shall not engage in any action that damages, restricts, jeopardizes, impairs, or undermines the performance, usability, reliability, confidentiality, or accessibility of any digital information system, program, or other stored information or data of the Association.

Violations of all these provisions may result in removal not only from Board leadership, but also, if necessary, from membership in the Association.

ARTICLE XIV – INDEMNIFICATION, LIMITATION OF LIABILITY, AND LEGAL AUTHORITY

Section 1. Limitation of Liability

To the fullest extent permitted by the Georgia Nonprofit Corporation Code and other applicable law, a Director, member of the Internal Auditor Committee, committee member, employee, or volunteer acting within the scope of his or her authorized duties shall not be personally liable to the Association or its Members for any action taken or omission made in good faith and in a manner reasonably believed to be in the best interests of the Association.

Nothing in these Bylaws shall eliminate liability where liability may not be limited under applicable law.

Section 2. Indemnification

To the fullest extent permitted by the Georgia Nonprofit Corporation Code, the Association shall indemnify any current or former Director, member of the Internal Auditor Committee, , committee member, employee, or volunteer who is made a party to any civil, criminal, administrative, or investigative proceeding by reason of serving the Association, provided that the individual acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Association.

The Association may advance reasonable expenses incurred in defending such proceedings to the extent permitted by law and upon such terms as the Board of Directors may determine.

Nothing in this Article shall create a right to indemnification beyond that permitted by applicable law.

Section 3. Legal Proceedings

The Board of Directors shall have exclusive authority to authorize the commencement, defense, settlement, or disposition of any legal proceeding involving the Association.

The Chairperson may authorize immediate legal action when emergency circumstances reasonably require action before the Board can be convened, provided that such action shall be reported to the Board of Directors as soon as practicable for review and ratification.

No Director, committee member, employee, volunteer, or Member shall initiate, defend, settle, compromise, or otherwise act on behalf of the Association in any legal proceeding without authorization granted pursuant to these Bylaws.

Section 4. Legal Representation

Only an attorney licensed to practice law and duly retained or authorized by the Board of Directors may provide legal advice or legal representation on behalf of the Association.

No Director, committee member, employee, volunteer, or Member shall represent that he or she is authorized to provide legal advice on behalf of the Association unless licensed and expressly authorized to do so.

Nothing in this Section shall prohibit authorized Board members from communicating factual information concerning Association business or carrying out duties assigned by the Board.

Section 5. Insurance

The Board of Directors may purchase and maintain directors' liability insurance, fiduciary liability insurance, volunteer liability insurance, or other insurance coverage deemed appropriate to protect the Association and those serving on its behalf.

The purchase of insurance shall not limit or expand the indemnification rights provided by these Bylaws or applicable law.

Section 6. Non-Exclusivity

The rights to indemnification and limitation of liability provided by this Article are in addition to, and not in limitation of, any rights provided by the Articles of Incorporation, resolution of the Board of Directors, contract, insurance policy, or applicable law.

Section 7. Construction

This Article shall be interpreted and applied consistently with the Georgia Nonprofit Corporation Code, O.C.G.A. Title 14, Chapter 3, and any other applicable provisions of Georgia law.

If any provision of this Article is determined to be invalid or unenforceable, the remaining provisions shall remain in full force and effect.

ARTICLE XV – ENFORCEMENT, COMPLAINTS, AND GENERAL PROVISIONS

Section 1. Complaints

Any Member in Good Standing may submit a written complaint alleging a violation of these Bylaws, misconduct, unethical conduct, breach of fiduciary duty, misuse of Association property, or other matters affecting the Association.

Complaints shall be submitted to the Secretary, who shall promptly forward the complaint to the appropriate governing body as provided by these Bylaws. Complaints involving Director(s) members

of the Internal Auditor Committee, shall be referred to the Internal Auditor Committee. Complaints involving Members that do not concern the governance of the Association may be referred to the Board of Directors or other committee authorized by these Bylaws.

All complaints shall be reviewed in accordance with the due-process procedures established by these Bylaws.

Section 2. Investigations

The governing body authorized to investigate a complaint may:

- (a) request written statements;
- (b) review relevant Association records;
- (c) interview Members or other persons possessing relevant information;
- (d) obtain professional advice when authorized by the Board of Directors.

Section 3. Due Process

No Director, committee member, employee, volunteer, or Member shall be disciplined, suspended, removed from office, or have membership terminated without:

- (a) written notice of the alleged violation;
- (b) a reasonable opportunity to respond;
- (c) an impartial review by the governing body authorized under these Bylaws; and
- (d) a written decision or recommendation where required;

Nothing in this Section limits the Association's authority to take temporary administrative measures necessary to protect Association property or confidential information pending completion of an investigation.

Section 4. Fiduciary Responsibilities

All Directors, members of the Internal Auditor Committee members, and other persons serving the Association in a fiduciary capacity shall discharge their responsibilities:

- (a) in good faith;
- (b) in a manner reasonably believed to be in the best interests of the Association;
- (c) with the care that an ordinarily prudent person in a like position would exercise under similar circumstances;
- (d) in accordance with these Bylaws and applicable law; and
- (e) Board members shall support the lawful decisions of the Board once duly adopted while retaining the right to express dissent during deliberations and to have any dissent recorded in the official minutes.

Section 5. Conflicts of Interest

Any person participating in proceedings under this Article who has an actual or potential conflict of interest shall promptly disclose the conflict. The conflicted individual may provide factual

information if requested but shall not participate in deliberations or vote on the matter giving rise to the conflict.

The disclosure and abstention shall be recorded in the official minutes.

Section 6. Enforcement

Violations of these Bylaws may result in disciplinary action as authorized elsewhere in these Bylaws, including:

- (a) reprimand;
- (a) temporary suspension of privileges;
- (b) removal from office;
- (c) termination of committee service;
- (d) termination of membership;
- (e) restitution of Association property or funds; and
- (f) any other lawful corrective action authorized by these Bylaws or by applicable law.

Any disciplinary action shall be imposed only after compliance with the applicable due-process provisions contained in these Bylaws.

Section 7. Application

These Bylaws apply to the General Assembly, Board of Directors, Internal Auditor Committee, ; committees, Members, employees, volunteers, and agents of the Association to the extent applicable to their respective duties and responsibilities.

ARTICLE XVI – FINANCIAL ADMINISTRATION

Section 1. Fiscal Year

The fiscal year of the Association shall begin on October 1 and end on September 30 of each year unless changed by amendment to these Bylaws or by applicable law.

Section 2. Financial Administration

The Treasurer shall maintain complete and accurate financial records in accordance with generally accepted accounting principles or another accounting method approved by the Board of Directors.

Section 3. Internal Controls

The Association shall maintain appropriate internal financial controls, including:

- (a) dual authorization for the disbursement of Association funds above limits established by the Board;
- (b) segregation of financial duties to the extent reasonably practicable;
- (c) maintenance of a petty cash fund in accordance with policies adopted by the Board of Directors;
- (d) reconciliation of all bank and investment accounts on a regular basis;
- (e) maintenance of appropriate financial records supporting all receipts and expenditures.

No single individual shall have exclusive authority over the receipt, custody, disbursement, and accounting of Association funds.

Section 4. Financial Reports

The Treasurer shall prepare quarterly financial reports for review by the Board of Directors and the Internal Auditor Committee.

Section 5. Annual Financial Statement

The Treasurer shall prepare an annual financial statement covering the completed fiscal year. The annual financial statement shall be presented to:

- (a) the Board of Directors;
- (b) the Internal Auditor Committee.;
- (c) the General Assembly at its Annual Meeting.

The annual financial statement shall fairly present the financial condition of the Association and include, at a minimum:

- (a) a statement of financial position; a statement of revenues and expenses;
- (b) a summary of reserve funds;
- (c) a summary of Death Benefits paid;
- (d) any material financial obligations of the Association.

Section 6. Internal Auditor Committee

The Internal Auditor Committee shall [biannually/annually] examine the financial records, accounting practices, internal controls, reserve funds, and financial reporting of the Association.

The Internal Auditor Committee shall report to the General Assembly and the Board of Directors findings, recommendations, and any material deficiencies identified during the review.

Section 7. Independent Financial Review

The Board of Directors may engage an independent certified public accountant or other qualified financial professional to conduct an independent financial review or audit whenever required by applicable law, directed by the General Assembly, or recommended by the Internal Auditor Committee.

Section 8. Regulatory Reporting

The Association shall prepare, maintain, and file all financial statements, reports, and other documents required by the Georgia Insurance Commissioner, the Georgia Nonprofit Corporation Code, O.C.G.A. Title 33, Chapter 15, federal tax laws, and any other applicable law.

The Board of Directors, Treasurer, Secretary, and Internal Auditor Committee shall cooperate fully in preparing and submitting all required reports and shall maintain the books and records necessary to support such filings.

Section 9. Financial Records

Financial records of the Association shall be maintained as part of the official books and records of the Association in accordance with these Bylaws as well as applicable Georgia law, and shall be preserved pursuant to the Association's Document Retention and Destruction Policy.

ARTICLE XVII – AMENDMENTS

Section 1. Authority to Propose Amendments

Proposed amendments to these Bylaws may be initiated by:

- (a) the Board of Directors upon the affirmative vote of at least two-thirds (2/3) of the Directors then serving;
- (b) the Internal Auditor Committee through a written recommendation to the Board of Directors;
- (c) Members representing at least ten percent (10%) of the Members in Good Standing through a written petition submitted to the Secretary.

The Internal Auditor Committee shall review all proposed amendments and may submit written comments or recommendations regarding consistency with these Bylaws, the Articles of Incorporation, and applicable law.

Section 2. Review of Proposed Amendments

All proposed amendments shall be submitted in writing to the Secretary.

The Secretary shall:

- (a) record the proposal in the official records of the Association;
- (b) promptly forward the proposal to the Board of Directors and the Internal Auditor Committee;
- (c) distribute the proposal to the General Assembly as required by these Bylaws.

The Board of Directors shall review each proposed amendment and may recommend approval, modification, or rejection.

The Internal Auditor Committee shall review the proposal for consistency with:

- (a) the Articles of Incorporation;
- (b) these Bylaws;
- (c) the representative form of government established by these Bylaws;
- (d) applicable federal and Georgia law.

The Committee's recommendations shall be advisory and shall accompany the proposal when presented to the Members.

Section 3. Notice

Written notice of any proposed amendment shall be provided to all Members entitled to vote not less than thirty (30) days before the meeting at which the amendment will be considered.

The notice shall include:

- (a) the complete text of the proposed amendment;
- (b) an explanation of its purpose;
- (c) the recommendations of the Board of Directors and the Internal Auditor Committee, if any.

Section 4. Adoption

Except as otherwise provided by these Bylaws or applicable law, amendments shall be adopted only upon the affirmative vote of at least two-thirds (2/3) of the Members present and entitled to vote at a meeting of the General Assembly where a quorum exists.

The amendment shall become effective immediately upon adoption unless the amendment specifies a later effective date.

Section 5. Fundamental Amendments

Amendments materially affecting the representative form of government, the fundamental purposes of the Association, Member voting rights, the Death Benefit Program, merger, conversion, or dissolution shall require approval by at least three-fourths (3/4) of the Members present and entitled to vote at a duly called meeting of the General Assembly.

Section 6. Recording and Publication

Upon adoption, the Secretary shall:

- (a) enter the amendment into the permanent records of the Association;
- (b) update the official Bylaws;
- (c) certify the revised Bylaws as the official governing document of the Association;
- (d) provide notice of the amendment to all Members within a reasonable time.

Section 7. Compliance with Law

No amendment shall become effective if it is inconsistent with the Articles of Incorporation or applicable federal or Georgia law.

If any amendment is required solely to maintain compliance with applicable law or regulatory requirements, the Board of Directors may adopt temporary conforming amendments, subject to ratification by the General Assembly at its next regular meeting.

ARTICLE XVIII – DISSOLUTION

Section 1. Recommendation for Dissolution

The Board of Directors may recommend dissolution of the Association upon [a unanimous / at least two-thirds (2/3)] affirmative vote of Directors then serving.

Section 2. Approval by the General Assembly

The Association may be dissolved only upon the affirmative vote of at least three-fourths (3/4) of the Members present and entitled to vote at a duly called meeting of the General Assembly where a

quorum is present.

Notice of the proposed dissolution shall be provided to all Members not fewer than thirty (30) days before the meeting.

Section 3. Winding Up Affairs

Upon approval of dissolution, the Board of Directors shall supervise the orderly winding up of the Association's affairs in accordance with applicable law.

Section 4. Distribution of Remaining Assets

After payment or adequate provision for all liabilities and obligations, any remaining assets of the Association shall be distributed in accordance with the Articles of Incorporation and applicable law.

No remaining assets shall be distributed to any Director, Member, or other private individual except as authorized by law in satisfaction of a lawful obligation of the Association.

APPENDICES

Ratified by the Board of Directors on: MM DD, 2026

MM DD, 2026