

BYLAWS OF THE SOUTHEASTERN BROWNCOATS, INC.

ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be Southeastern Browncoats, Inc. It shall be a nonprofit organization incorporated under the laws of the State of Georgia.

Section 2: The Southeastern Browncoats, Inc. shall not be operated for profit, and its entire properties, assets, and facilities shall be devoted to the charitable purposes for which it is organized as set forth in its Articles of Incorporation.

Section 3: The mission of the Southeastern Browncoats, Inc. shall be to better the lives of children through fandom. To this end, the organization shall raise money for children's and other charities by promoting fan participation in charitable fundraising activities.

ARTICLE II - MEMBERSHIP

Section 1: The corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation.

Section 2: Non-voting membership is open to the general public.

ARTICLE III - ANNUAL MEETING

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by the Chair or the Executive Committee.

Section 3: Notice. Notice of each meeting shall be given to by email, not less than one week before the meeting. Notice of the annual meeting will also be posted on the website and/or announced on the online forum.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the Corporation. The Board shall have no fewer than three members. The board receives no compensation other than reasonable expenses.

Section 2: Meetings. The Board shall meet monthly, at an agreed upon time and place.

Section 3: Board Elections. Election of new directors or election of current directors to an additional term will occur as the first item of business at the January meeting of the Board. Directors will be elected by a majority vote of the current directors.

Section 4: Terms. All Board members shall serve two year terms, but are eligible for re-election.

Section 5: Quorum. A quorum shall consist of a simple majority of the Board. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the Board is present at said meeting, a majority those present may adjourn the meeting on occasion without further notice.

Section 6. Officers and Duties. There shall be up to four officers of the Board consisting of a Chair, Vice Chair, Secretary and Treasurer. If four officers are not available the positions of Secretary and Treasurer shall be combined. Their duties are as follows:

The Chair. The Chair shall preside at all meetings of the Board, shall have general supervision of the affairs of the corporation, and shall perform such other duties as are incident to the office or are properly required by the Board.

Vice-Chair. The Vice-Chair shall preside at meetings of the Board in the absence of or request of the Chair, shall chair the audit committee, shall perform other duties as requested and assigned by the Chair, subject to the control of the Board.

The Secretary. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained.

The Treasurer. The Treasurer shall make a report at each Board meeting, shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Secretary/Treasurer. The Secretary/Treasurer shall keep the minutes of all meetings of the Board, shall report to the Board at each regular meeting on the status of the finances, and shall perform such other duties as may be assigned by the Board.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three consecutive unexcused absences from Board

meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10: Conflict of Interest. No Board member may vote upon a matter coming before that body in which he or she has a direct financial interest. Immediately upon becoming aware that such a conflict may exist, a Board member must disclose the existence of the potential conflict to the remaining Board members, withdraw from further deliberation on the issue, and refrain from voting on the matter. Any such disclosure and withdrawal shall be fully documented in the organization minutes.

ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed, such as fundraising, development, etc. The Board Chair appoints all committee chairs.

Section 2: Executive Committee. The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board in the intervals between meetings of the Board, subject to the direction and control of the Board.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which includes at least two other Board members. The Finance Committee is responsible for developing fiscal procedures, a fundraising plan, and the annual budget with staff and other Board members. Regular reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to Board members and the public.

Section 4: Audit Committee. The Vice-Chair is the chair of the Audit Committee which includes at least two other Board members, not to include the Treasurer. The Audit Committee is responsible for reviewing fiscal procedures, reviewing and ensuring the accuracy of the financial records, ensuring compliance with all federal, state and local laws, rules and regulations for an exempt organization. Reports are submitted to the Board at least annually.

ARTICLE VI – FINANCIAL ADMINISTRATION

Section 1: The fiscal year shall be the calendar year.

Section 2: The monies of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Board shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board.

Section 3: The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee.

ARTICLE VII – BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board.

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify its officers, directors, employees and agents to the greatest extent permitted by law. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE VI - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of the Southeastern Browncoats, Inc. on June 17, 2006.