

BYLAWS

of the

SOLEIL BELMONT PARK VETERANS ASSOCIATION, INC

ARTICLE I - NAME OF ORGANIZATION

The name of the corporation is:

Soleil Belmont Park Veterans Association, Inc. (“Association”)

ARTICLE II - PURPOSE

Section 1. General Purposes

The general purposes of the corporation shall be charitable, educational, literary and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the “IRC”).

Section 2. Specific Purposes

The specific purposes of the corporation shall be those set forth in Article VI of the Articles of Incorporation (the “Articles”), which include:

- a) Engaging in educational activities to increase and preserve the community’s knowledge, understanding, and awareness of the heritage of the United States military and their role in the history of the United States;
- b) Promote the welfare, wellness and provide community service in support of United States Military Veterans and their families located within the community;
- c) Conduct patriotic memorial and service activities and promote veteran outreach initiatives

Section 3. Governing Law

The corporation is organized pursuant to the Georgia Nonprofit Corporation Code (the “Code”) and operated thereunder.

ARTICLE III - MEMBERSHIP

Section 1. Membership

Section 1.1 Types of Membership. Qualified Membership shall be open to honorably serving or former members of the United States Armed Forces, including Active Duty, Reserve, and National Guard personnel. Associate Membership (Non-Voting) may be extended to spouses, surviving spouses, caregivers, and supportive community residents as approved by the Board of Directors. Membership shall be dependent upon the completion and filing of a prescribed application form, payment of the established annual membership fee and acceptance under procedures established by the Board of Directors.

Section 1.2 Removal of Members. Members may be removed only for cause. For cause other than nonpayment of dues, the President shall appoint an ad hoc committee of five Association members to review the circumstances involved and to recommend to the Board of Directors the action to be taken. For nonpayment of dues, the decision for removal rests with the President.

Section 2. Meetings

Membership meetings shall be held throughout the year on dates to be set by the Board Chairman. The members shall be given notice by first-class or registered mail or electronic means not less than 5 days prior to a meeting date.

Section 2.1 Place of Meetings. Meetings of the members may be held at any place within or without the State of Georgia as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as set forth in the waiver, or if no place is so specified, at the principal office of the Association.

Section 2.2 Annual Meetings. The annual meeting of the members shall be held at such time as may be fixed by the Board of Directors, for the purpose of electing directors and transacting any and all business that may properly come before the meeting. If the annual meeting is not held on the day designated, any business, including the election of directors, that might properly have been acted upon at that meeting may be acted upon at a special meeting in lieu of the annual meeting held pursuant to these bylaws or held pursuant to a court order.

Section 2.3 Special Meetings. Special meetings of the members or a special meeting in lieu of the annual meeting of the members may be called at any time by the Board of Directors, Chairman or the President. Special meetings of the members or a special meeting in lieu of the annual meeting of the members shall be called by the Association upon the written request of the holders of forty percent (40%) or more of all the votes entitled to be cast on the issue or issues proposed to be considered at the proposed special meeting. Persons desiring to call a special meeting will, upon request be provided a membership roster with mail and email addresses and telephone numbers.

Section 2.4 Notice of Meetings. Unless waived, a notice of each meeting of the members stating the date, time and place of the meeting shall be given not less than ten (5) days nor more than sixty (30) days before the date thereof, by or at the direction of the Chairman or the President, to each member entitled to vote at that meeting. In the case of an annual meeting, the notice need not state the purpose or purposes of the meeting. In the case of a special meeting, including a special meeting in lieu of an annual meeting, the notice of meeting shall state the purpose or purposes for which the meeting is called.

Section 2.5 Quorum. At any meeting of the members, a quorum shall be thirty (30%) percent of the Qualified Members, as hereinafter defined. A majority of those Qualified Members present at any meeting at which a quorum is present shall decide any issues coming before the meeting.

Section 2.6 Vote Required for Action. If a quorum exists, action on a matter by the members is approved if the votes cast favoring the action exceed the votes cast opposing the action.

Section 2.7 Voting. Only Qualified Members, as defined herein, may vote. A 'Qualified Member' is one:

- (1) whose dues are current;
- (2) who is other than an Associated Member.

The Georgia Code, O.C.G.A. § 14-3-610, provides that members shall have no voting rights, other than to elect directors, except as specifically provided in the articles or bylaws. Under these bylaws, each outstanding Qualified Member having voting rights shall be entitled to one vote on each matter submitted to a vote at a meeting of the members. Voting on all matters shall be by voice vote or by show of hands unless any Qualified Voter, prior to the voting on any matter, demands vote by ballot, in which case each ballot shall state the name of the member voting, and if the ballot be cast by proxy, it shall also state the name of the proxy.

Section 2.8 Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable.

Section 2.9 Presiding Officer. The Chairman of the Board, and in his absence the President and in the President's absence such other designee of the Chairman of the Board of Directors, shall serve as the chairman of every meeting of the members. The chairman shall appoint any persons he deems required to assist with the meeting.

Section 2.10 Adjournments. Whether or not a quorum is present to organize a meeting, any meeting of the members (including an adjourned meeting) may be adjourned (suspended until another time and/or place) by the holders of a majority vote represented at the meeting to reconvene at a specific time and place, but no later than 120 days after the date fixed for the original meeting. At any reconvened meeting within that time period, any business may be transacted that could have been transacted at the meeting that was adjourned. If notice of the adjourned meeting was properly given, it shall not be necessary to give any notice of the reconvened meeting or of the business to be transacted, if the date, time and place of the reconvened meeting are announced at the meeting that was adjourned and before adjournment; provided, however, that if a new record date is or must be fixed, notice of the reconvened meeting must be given to persons who are members as of the new record date.

Section 2.11 Action of Members Without a Meeting. Action required or permitted to be taken at a meeting of the members may be taken without a meeting if the action is taken by all members entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by members entitled to take action without a meeting and delivered to the Association for inclusion in the minutes or filing with the corporate records. If action is taken by less than all of the members entitled to vote on the action, all members who have not consented in writing, but were entitled to vote on the matter shall be given written notice of the action. Member approval under this Section shall not be effective until ten (10) days after such written notice is given.

Section 3. Cost of Membership

The Board of Directors shall set the cost of an annual membership fee.

ARTICLE IV - BOARD OF DIRECTORS

Section 1.

A. The Association shall have a minimum of three (3) directors. The total number of directors shall always be an odd number.

B.. Elected Directors shall be nominated from the floor and may also be nominated by a nominating committee, if such a committee is established by the Board. All Candidates shall have a reasonable opportunity to communicate their qualifications to the members and to solicit votes.

Section 2.

The Board shall elect from among its members a Chairman who shall preside over both its meetings and those of the members.

Section 3.

It shall be the duty of all Directors to perform the duties normally carried out by such office and to conduct the activities of the organization in an efficient and business-like manner and to safeguard the interest of the Association at all times by performing to high professional standards.

Section 4.

Section 4.1. Removal of Directors. Any Director may be removed from the Board, with or without cause, by majority vote of the members of the Association at a meeting called in compliance with these Bylaws.

Section 4.2(a) Duties, Election, and Term. The business and affairs of the Association shall be managed under the overall direction of a Board of Directors and the President and other Officers of the Association shall implement such decisions and carry on the operations and business of the Association. Each director shall be elected to serve for a term of three (3) years. Directors may be elected to serve successive terms. Despite the expiration of a director's term, the director shall continue to serve until the director's successor is elected or appointed or, until at the direction of the remaining directors, there is a decrease in the number of directors.

Section 4.2(b) Staggered Terms (28SEP26). Notwithstanding the expiration of a term of office for any currently serving director, such term is hereby extended so that the term of office of a director currently in office elected prior to October 2, 2026 shall expire as set forth below. The term of office of a director elected thereafter shall expire in accordance with Article IV, Section 4.2(a) of the by-laws as amended.

Name of Director	Expiration of Term
John Balducci	31 March 2029
George Pappas	31 March 2029
Deborah Copes	31 March 2028
Don Sather	31 March 2028
Thomas Wagner	31 March 2027

Section 4.3 Vacancies. A vacancy occurring in the Board of Directors shall be filled for the unexpired term by appointment by the Chairman of the Board of Directors with approval of the majority of the Board and if the directors remaining in office constitute fewer than a quorum of the Board of Directors, they may fill the vacancy by the affirmative vote of a majority of all directors remaining in office. All such appointments shall be ratified by the membership at the next annual or special meeting of the membership.,

Section 4.4 Compensation. The Board of Directors shall not be compensated for their services but shall be entitled to reimbursement for their direct out of pocket expenses for handling the Association business. A director may also serve the Association in a professional capacity other than that of director and receive compensation, as determined by the Board of Directors, for the fair market value of the professional services rendered in such other capacity unrelated to his/her service as a director.

Section 4.5 Committees of the Board of Directors. The Board of Directors by resolution may designate from among its members an executive committee and one or more other committees, each consisting of one or more directors all of whom serve at the pleasure of the Board of Directors. Except as limited by the Code, each committee shall have the authority set forth in the resolution establishing the committee. The provisions of Article IV as to the Board of Directors and its deliberations shall be applicable to any committee of the Board of Directors.

Section 5.

The Board shall have the following additional powers and duties:

A. To formulate policies for the administration, management and operation of Association affairs.

B. To estimate the amount of the annual budget and to provide a manner for raising and collecting membership fees and donations.

C. From time to time to make and change rules and regulations not inconsistent with these By-Laws, for the management of the Association business and affairs.

D. From time to time to adopt, alter, amend or repeal these By-Laws, except that the members may prescribe that the Board of Directors shall have no power to alter, amend or repeal any By-Law or By-Laws adopted by the members.

E. To purchase or otherwise acquire for the Association any real estate or other property, rights or privileges which the Association is authorized to acquire, at such price or consideration and generally on such terms and conditions as it thinks fit.

F. To sell, exchange, lease, improve, develop or in any other manner deal, in whole or in part, with any real estate or other property, rights or privileges owned or acquired by the Association, and to construct, erect, repair or remodel any buildings or structures on property owned or acquired by the Association, except as is otherwise required by law.

G. To approve any and all officers of the Association as proposed by the President and to define their duties and powers, provided no such action shall be inconsistent with these By-Laws.

H. To appoint and, in its discretion, remove or suspend such subordinate officers, agents or servants, permanently or temporarily, as it deems fit, to determine their duties, to fix and from time to time change their salaries or emoluments, and to require security in such instances and amounts as it thinks fit.

I. To remove or suspend any appointed officer, agent or servant of the Association.

J. To determine who shall be authorized, on behalf of the Association, to sign bills, notes, receipts, acceptances, endorsements, checks, leases, releases, contracts or other documents, and to discount or negotiate notes, drafts or other commercial paper.

K. To issue debentures, bonds and other evidence of debt containing such terms and conditions as it deems proper, without prior approval of the members.

L. To confer upon any officer or combination of officers such specific powers as it deems proper and not inconsistent with these By-Laws.

Specific reference to the above powers of the directors shall not preclude any officer of the Association from having such power or powers where such power or powers are such as generally pertain to such officer's respective office or have been conferred by the Board of Directors or these By-Laws or otherwise according to law on such officer's respective office.

Section 6.

The Board of Directors shall meet a minimum of twice a year on dates set by the Chairman.

Section 7.

Special meetings of the Board of Directors may be called upon seven (7) days' notice by the Chairman or upon a written request by a majority of the Board of Directors.

Section 7.1 Place of Meetings. Directors may hold their meetings at any place within or without the State of Georgia as the Board of Directors may from time to time establish for regular meetings or as set forth in the notice of special meetings or, in the event of a meeting held pursuant to waiver of notice, as set forth in the waiver.

Section 7.2 Notice of Meetings. No notice shall be required for any regularly scheduled meeting of the directors. Unless waived, each director shall be given at least one day's notice of each special meeting stating the date, time, and place of the meeting.

Section 7.3 Quorum. Unless a greater number is required the articles of incorporation of the Association, these bylaws, or the Code, a quorum of the Board of Directors consists of a majority of the total number of directors.

Section 7.4 Vote Required for Action.

(a) If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors unless the Code, the articles of incorporation of the Association, or these bylaws require the vote of a greater number of directors.

(b) A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless:

(i) He objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting business at the meeting;

(ii) His dissent or abstention from the action taken is entered in the minutes of the meeting; or

(iii) He delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or to the Association immediately after adjournment of the meeting.

The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 7.5 Participation by Telephone or Video Conference. Any or all directors may participate in a meeting of the Board of Directors or of a committee of the Board of Directors through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting.

Section 7.6 Action by Directors Without a Meeting. Unless the articles of incorporation of the Association or these bylaws provide otherwise, any action required or permitted to be taken at any meeting of the Board of Directors or any action that may be taken at a meeting of a committee of the Board of Directors may be taken without a meeting if the action is taken by all the members of the Board of Directors (or of the committee as the case may be). The action must be evidenced by one or more written consents describing the action taken, signed by each director (or each director serving on the committee, as the case may be), and delivered to the Association for inclusion in the minutes or filing with the corporate records.

Section 7.7 Adjournments. Whether or not a quorum is present to organize a meeting, any meeting of directors (including an adjourned meeting) may be adjourned by a majority of the directors present, to reconvene at a specific time and place. At any reconvened meeting any business may be transacted that could have been transacted at the meeting that was adjourned. If notice of the adjourned meeting was properly given, it shall not be necessary to give any notice of the reconvened meeting or of the business to be transacted, if the date, time and place of the reconvened meeting are announced at the meeting that was adjourned.

ARTICLE V - MANNER OF NOTICE AND WAIVER AS TO MEMBERS AND DIRECTORS

Section 1. Procedure. Whenever these bylaws require notice to be given to any member or director, the notice shall be given in accordance with this Section V. 1. Notice under these bylaws shall be in writing unless oral notice is reasonable under the circumstances. Any notice to directors may be written or oral: Notice may be communicated in person; by telephone, telegraph, teletype, or other form of wire or wireless communication; or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television, or other form of public broadcast communication. Written notice to the member, if in a comprehensible form, is effective when electronically transmitted (email) or when mailed, if mailed with first-class postage prepaid and correctly addressed to the member's address shown in the Association's current record of members. The Georgia Code provides that electronic transmission is considered a legal method of notification. Except as provided above, written notice, if in a comprehensible form, is effective at the earliest of the following:

(a) When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence or email address;

(b) Five days after its deposit in the mail as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or

(c) 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.

(d) Oral notice is effective when 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 privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted.

Section 2. Waiver.

(a) A member may waive any notice before or after the date and time stated in the notice. Except as provided below in (b), the waiver must be in writing, signed by the member entitled to the notice, and be delivered to the Association for inclusion in the minutes or filing with the corporate records.

(b) A member's attendance at a meeting

(i) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and

(ii) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

(c) Unless required by the Code, neither the business transacted nor the purpose of the meeting need be specified in the waiver.

(d) A director may waive any notice before or after the date and time stated in the notice. Except as provided below in (e), the waiver must be in writing, signed by the director entitled to the notice, and delivered to the Association for inclusion in the minutes or filing with the corporate records.

(e) A director's attendance at or participation in a meeting waives any required notice to him of the meeting unless the director at the beginning of the meeting (or promptly upon his 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 VI - OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of this Association shall be a President who shall at all times be a member of the Board of Directors, a Vice President, a Secretary, a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Compensation. The compensation, if any, of all officers of the Association appointed by the Board of Directors shall be fixed by the Board of Directors.

Section 4. President. The President shall be the chief executive officer of the company and shall have general supervision of, and responsibility of the business of the Association, including its day to day administration and operation. He shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall be responsible for setting policy and direction under the general guidance of the Board of Directors. The President shall perform such other duties as may from time to time be delegated to him by the Board of Directors. The President shall have the authority to name committees and committee chairmen as may be necessary for the accomplishment of the organization's objectives.

Section 7. Vice Presidents. In the absence or disability of the President, or at the direction of the President, the Vice President, if any, shall perform the duties and exercise the powers of the President. If the Association has more than one Vice President, then the one designated by the Board of Directors shall act in lieu of the President. Vice Presidents shall perform whatever duties and have whatever powers the President, upon the notification to the Board of Directors, may from time to time assign.

Section 8. Treasurer. The Treasurer shall be responsible for the custody of all funds and securities belonging to the Association and for the receipt, deposit or disbursement of funds and securities under the direction of the Board of Directors. The Treasurer shall cause to be maintained full and true accounts of all receipts and disbursements and shall make reports of the same to the Board of Directors and the President upon request. The Treasurer shall perform all duties as may be assigned to him from time to time by the Board of Directors.

Section 9. Secretary. The Secretary shall be responsible for preparing minutes of the acts and proceedings of all meetings of members and of the Board of Directors and any committees thereof. He shall have authority to give all notices required by law or these bylaws. He shall be responsible for the custody of the corporate books, records, contracts and other documents. The Secretary may affix the corporate seal to any lawfully executed documents and shall sign any instruments as may require his signature. The Secretary shall authenticate records of the Association. The Secretary shall perform whatever additional duties and have whatever additional powers the Board of Directors may from time to time assign him. In the absence or disability of the Secretary or at the direction of the President, any assistant secretary may perform the duties and exercise the powers of the Secretary.

Section 10. Vacancy in an Officer Position. In the event of a vacancy in an officer position in which such individual was appointed by the President, such vacancy may be filled by the President of the Association subject to approval of the Board of Directors as set forth in Section 2 of this Article.

ARTICLE VII - AMENDMENTS

Section 1.

Amendments to these By-laws may be effective only by a majority vote of the Board of Directors at a regular or special meeting. The Directors shall receive a copy of the proposed amendments at least ten (10) days prior to the meeting at their last known address.

Section 2.

Any amendments to these By-laws shall be explained to the members at the next quarterly meeting of the membership and shall be posted, along with the bylaws, on a website accessible to the members.

ARTICLE VIII. INDEMNIFICATION

All directors and officers shall be indemnified by the Association to the fullest extent provided for in O.C.G.A. § 14-3-850, et. seq. for all actions, costs and expenses incurred by them while acting in the scope of their duties for the Association.

ARTICLE IX - GENERAL PROVISIONS

Section 1.

The annual accounting period shall be January 1 through December 31.

Section 2.

There shall be an annual audit of the organization's financial books and records. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code or (b) by a Association contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3.

Dissolution of the Association may be accomplished by a vote of a majority of the Board of Directors. All members will be furnished with a written notice of the intent to dissolve and the reasons there for as expeditiously as possible given the circumstances mandating the dissolution. The Board of Directors shall be responsible for disposing of Museum assets. Upon dissolution of

the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 4.

If the Board of Directors determines that there should be a corporate seal for the Association, it shall be in the form as the Board of Directors may from time to time determine.

Section 5.

In the event that any provision of these bylaws conflicts with any provision of the articles of incorporation of the Association, the articles of incorporation of the Association shall govern.