



# **Georgia Library Media Association, Inc.**

## **Bylaws**

**Adopted: 2007  
Amended: June 2018  
Updated Links: June 2018**

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# **GEORGIA LIBRARY MEDIA ASSOCIATION, INC.**

## **BYLAWS**

### **ARTICLE I: NAME**

#### ***Section 1.1 Name***

The name of this Corporation shall be the GEORGIA LIBRARY MEDIA ASSOCIATION, INC., hereafter sometimes called GLMA.

### **ARTICLE II: OFFICES**

#### ***Section 2.1 Offices***

The Corporation shall at all times maintain a registered office in the State of Georgia and registered agent at that address, but may have other offices located within or without the State of Georgia as the Board of Directors shall determine. The business and records of the organization shall be maintained and managed by the President of GLMA Board.

### **ARTICLE III: OBJECTIVES**

#### ***Section 3.1 Objectives***

The objectives of this Corporation shall be to:

1. Stimulate and support the continuing professional growth of its members;
2. Communicate the concerns and needs of Georgia library media personnel to the state legislature and the appropriate accrediting and certification agencies;
3. Promote study, research, and services activities for the improvement of school library media programs;
4. Establish a network among library media personnel in the state;
5. Serve as an advocate of the profession to society at large.

## ARTICLE IV: MEMBERSHIP

### ***Section 4.1. Eligibility and Types***

Membership shall be open to all persons supportive of the objectives of the Corporation. The Corporation shall have the following types of memberships:

- Regular
- Student
- Retired
- Media Support Personnel

### ***Section 4.2. Membership Year and Dues.***

Membership is on a rolling basis for twelve months from the time registration and payment is received. Membership dues shall be determined annually by the Directors and shall be payable at such time as shall be set by the Directors.

## ARTICLE V: MEETINGS

### ***Section 5.1. Annual Meeting.***

An annual meeting shall be held at such time and place and on such date as the Directors shall from time to time determine and as shall be specified in the notice of the meeting.

### ***Section 5.2. Special Meetings.***

Special meetings of the members may be called at any time by the President, the President-elect, a majority of the Board of Directors, or by any member or members holding at least five percent (5%) of the voting power of the Corporation. Special meetings shall be held at such time and place and on such date as shall be specified in the notice of the meeting.

### ***Section 5.3. Action in Lieu of Meeting.***

Any action to be taken at a meeting of the members of the Corporation, or any action that may be taken at a meeting of the members, may be taken without a meeting if a written consent setting forth the action so taken shall be signed by members holding at least a majority of the voting power of the Corporation. Written notice or electronic notice (e-mail or fax) of member approval shall be given to all members who have not signed the written consent, and member approval shall be effective ten (10) days after written notice or electronic notice is given.

### ***Section 5.4. Place.***

Annual or special meeting of members shall be held as designated by the Board of Directors.

**Section 5.5. Notice.**

Written notice of each meeting of the members shall be e-mailed or mailed, postage prepaid, to each member of record entitled to vote at his/her address, as it appears upon the books of the Corporation, at least ten (10) days before the meeting. If the Corporation has more than 500 members of record entitled to vote at a meeting, it may utilize a class of mail other than first class if the notice of the meeting is mailed, with adequate postage prepaid, not less than thirty (30) days prior to the date of the meeting. Each such notice shall state the place, day and hour at which the meeting is to be held and, in the case of any special meetings, shall state briefly the purpose or purposes thereof.

**Section 5.6. Quorum.**

The presence in person or by proxy of five percent (5%) of the members of the Corporation shall constitute a quorum at all meetings of the members except as otherwise provided by law, by the Articles of Incorporation or by the Bylaws. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by the majority vote of the members present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called. A bylaw amendment to increase the quorum required for any member action must be approved by the members. [Note: section 14-3-722 (a) of the Georgia Nonprofit Corporation Code provides that as few as ten percent (10%) of the votes entitled to be cast on a matter must be represented at a meeting of members to constitute a quorum, unless the articles of incorporation or Bylaws provide for a higher or lower quorum.]

**Section 5.7. Conduct of Meetings.**

Meetings of members shall be presided over by the President of the Corporation or, if he/she is not present, by the President-elect, or if none of said officers is present, by a Chairperson to be elected at the meeting. In the event the Secretary of the Corporation is not present, an Assistant Secretary shall act as Secretary of such meeting. In the absence of the Secretary and any Assistant Secretary, the presiding officer may appoint a person to act as Secretary of the meeting.

**Section 5.8. Voting.**

At all meetings of members, every member entitled to vote thereat shall have one (1) vote. Such vote may be either in person or by proxy, appointed by an instrument in writing subscribed by such member or his/her duly authorized representative, bearing a date not more than eleven (11) months prior to said meeting, unless said instrument provides for a longer period. Such proxy shall be dated, but need not be sealed, witnessed or acknowledged. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these Bylaws.

If the Chairperson of the meeting shall so determine, a vote by ballot may be taken upon any election or matter, and the vote shall be so taken upon the request of the ten percent (10%) or more of all of the members entitled to vote on such election or matter. In

either of such events, the proxies and ballots shall be received and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes, shall be decided by the tellers, which tellers shall have been appointed by the Chairperson of said meeting.

Elections of directors may be conducted by mail or electronically in accordance with section 5.3 hereof.

## **ARTICLE VI: BOARD OF DIRECTORS**

### ***Section 6.1. General Powers.***

The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation. The Board of Directors shall have the authority to establish further Policies and Procedures as are necessary to carry out the business and purpose of the Corporation. The Board of Directors shall consist of the elected officers of the Corporation, each Regional Chair, the Committee Coordinators, including GAE liaison, GAIT liaison, Parliamentarian and the immediate Past-President.

### ***Section 6.2. Place of Meeting.***

The Board of Directors may hold their meetings and keep the books of the Corporation either within or outside the State of Georgia, at such place or places as they may from time to time determine by resolution or by written consent of all the directors. The Board of Directors may hold their meetings by conference telephone, video conferencing, e-mail, chat room or other similar electronic communications methods pursuant to which each participant at the meeting can communicate with the other.

### ***Section 6.3. Regular Meetings.***

The Board of Directors shall meet quarterly. Other regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Board, as necessary to carry on the business of the Corporation. Notice of every resolution of the Board fixing or changing the time or place of the holding of regular meetings of the Board shall be mailed or sent electronically to each director at least three (3) days prior to the first meeting held pursuant to such resolution. The Board may transact any business that comes before it. Any additional business may be transacted at any regular meeting of the Board.

### ***Section 6.4. Special Meetings.***

Special meetings of the Board of Directors shall be held whenever called by any director or by the President. The Secretary shall give notice of each special meeting of the Board of Directors, which notice shall specify the time and place of the meeting, at least two (2) days prior to the meeting, by electronic mail or fax; but such notice may be waived by any director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every director shall be present, even though without notice, any business may be transacted and any director may, in writing, waive notice of the time, place and objectives of any special meeting.

**Section 6.5. Quorum.**

Eleven (11) voting members of the Board of Directors shall constitute quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may present issues which then can be voted upon by all Board members through electronic communication within ten days of said meeting. The act of majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these Bylaws. All resolutions adopted and all business transacted by the Board of Directors shall require the affirmative vote of a majority of the directors present at the meeting.

**Section 6.6. Action in Lieu of Meeting.**

Any action *to be taken* at a meeting of the directors, or any action that *may be taken* at a meeting of directors, may be taken without a meeting if a consent in writing or by electronic communication, setting forth the action so taken, shall be signed by a majority of the Board of Directors and any further requirements of law pertaining to such consents have been complied with. [Note: Section 14-3-821 (b) of the Georgia Nonprofit Corporation Code provides that the article of incorporation or Bylaws may permit actions to be taken by less than all, but not less than a majority of the directors.]

**Section 6.7. Compensation of Directors.**

Directors shall not receive any stated salary for their services as such, but each director shall be entitled to receive from the Corporation reimbursement of the expenses incurred by him/her in attending a special meeting as an official representative of the corporation, and such reimbursement shall be payable, whether or not a meeting is adjourned. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation thereof.

**Section 6.8. Nominating Committee.**

The President-elect shall select a Nominating Committee consisting of the President-elect and at least four (4) other directors. The Nominating Committee shall be responsible for preparing a slate of officers for election.

**Section 6.9. Executive Committee.**

The Executive Committee shall consist of elected officers of the Corporation – the President, President-elect, Secretary, and Treasurer. The Executive Committee is empowered to conduct routine business of the Corporation between Board of Directors' meetings and to take appropriate action in emergency situations. The Executive Committee shall meet quarterly before the meeting of the Board of Directors and recommend action to the Board of Directors.



## ARTICLE VII: OFFICERS

### ***Section 7.1. Election, Tenure and Compensation.***

The officers of the Corporation shall consist of a President, a President-elect, a Secretary, and a Treasurer, and such other officers as may be elected by the Board of Directors as provided in these Bylaws. The officers shall be elected by polling of members by mail ballot to serve a term of one (1) year, or such other term as provided by resolution of the Board of Directors.

Each officer shall serve the term for which he/she is elected or appointed, and until a successor has been elected or appointed, except in cases of resignation, removal from office, or death. No compensation or salary shall be paid officers of the Corporation.

The term of office for an individual to serve as President/President-elect is limited to two consecutive one-year terms. Unless elected to fill a vacancy caused by the death, resignation or removal of the President, at least one year must pass before an individual may be re-elected to the office of President and can serve once again for a maximum period of two, one-year terms.

Service resulting from election to a vacancy caused by the death, resignation or removal of the President, or service by a President-elect who assumes the duties of President does not count toward the required one-year break in service. Part-year terms of service as President does not count toward the two consecutive one-year term limit

Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors, and all officers, agents and employees shall hold office at the discretion of the Board of Directors.

### ***Section 7.2. Powers and Duties of the President.***

The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs and properties.

The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. He/she shall have the general powers and duties of supervision and management usually vested in the office of the President of a corporation. The President shall be ex-officio member of all Standing Committees and shall share, with the President-elect, assigned responsibilities for all organizational meetings and events. The President will serve as one of the two official voting representatives to the American Association of School Librarians (AASL) Affiliate Assembly of the American Library Association (ALA); the second shall be the President-elect. He/she shall do and perform such other duties as may, from time to time, be assigned to him/her by the Board of Directors. The President shall appoint a Parliamentarian.

***Section 7.3. Powers and Duties of the President-elect.***

The President-elect shall assume the duties of the President in his/her absence, share responsibilities for all organizational meetings and events with the President, Chair the Nominating, Membership, and Handbook Subcommittees, serve as one of the two official voting representatives to the American Association of School Librarians (AASL) Affiliate Assembly of the American Library Association (ALA), and perform other duties as assigned by the President.

***Section 7.4. Secretary.***

The Secretary shall give, or cause to be given, notice of all meetings of members and directors and all other notices required by law or by these Bylaws, and in case of his/her absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the directors or members upon whose written request the meeting is called as provided in these Bylaws. The Secretary shall record all the proceedings of the meetings of members and of directors in books provided for that purpose, and he/she shall perform such other duties as may be assigned to him/her by the directors or by the President. In general, the Secretary shall perform all duties generally incident to the office of Secretary of a corporation, subject to the direction and control of the Board of Directors and the President.

***Section 7.5. Treasurer.***

The Treasurer shall have custody of all the funds and securities of the Corporation, and he/she shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He/she shall deposit all monies and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. He/she shall render to the President and the Board of Directors, whatever either of them so requests, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in the sum, and with one or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of his/her office and the restoration to the Corporation in case of his/her death, resignation, retirement or removal from office of all books, papers, vouchers, moneys and other properties of whatever kind in his/her possession or under his /her control belonging to the Corporation.

The Treasurer shall perform all duties generally incident to the office of the Treasurer of a corporation, subject to the direction and control of the Board of Directors and the President.

***Section 7.6. Assistant Secretary.***

The Board of Directors may appoint an Assistant Secretary or more than one (1) Assistant Secretary. Each Assistant Secretary shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Secretary in

the absence or disability of the Secretary and shall have such other powers and shall perform such other duties as may be assigned to him/her by the Board of Directors or the President. In case of the absence or disability of the Secretary, the duties of the office shall be performed by any such Assistant Secretary, and taking of any action by any such Assistant Secretary in the place of the Secretary shall be conclusive evidence of the absence or disability of the Secretary.

***Section 7.7 Assistant Treasurer.***

The Board of Directors may appoint an Assistant Treasurer or more than one (1) Assistant Treasurer. Each Assistant Treasurer shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Treasurer in the absence or disability of the Treasurer and shall have such other powers and shall perform such other duties as may be assigned to him/her by the Board of Directors or the President. In the case of the absence or disability of the Treasurer, the duties of the office shall be performed by any Assistant Treasurer, and the taking of any action by any such Assistant Treasurer in place of the Treasurer shall be conclusive evidence of the absence or disability of the Treasurer.

**ARTICLE VIII: CORPORATE SEAL**

***Section 8.1. Seal.***

The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, or in the event the Board of Directors shall not have determined to adopt a corporate seal, the signature of the Corporation followed by the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the President and affixed by him/her or by his/her assistants on the appropriate papers.

**ARTICLE IX: REGIONAL AND COMMITTEE ORGANIZATION**

***Section 9.1. Regional Organizations.***

- 1) Regions shall be established geographically to best represent the membership and shall be limited to a maximum of sixteen (16) and a minimum of eight (8).
- 2) A member shall be assigned Regional membership in the Region in which he/she is employed. A member who is retired or is not currently employed in the State of Georgia may choose a Region.
- 3) Each Region shall be responsible for its own internal operating procedures, which shall be communicated in a document submitted to the Board of Directors six (6) months after formation of the Region. The President shall appoint a Committee made up of between three and five (3-5) members from the Region to write these operating procedures.

***Section 9.2. Committee Organization.***

- 1) There shall be established seven (7) Standing Committees as follows:
  - 1) Organizational Maintenance
  - 2) Finance
  - 3) Communication
  - 4) Advocacy
  - 5) Awards and Grants
  - 6) Professional Development
  - 7) Special Projects

The President shall appoint Standing Committee Coordinators to serve one (1) term and who may be reappointed. The duties of these Coordinators will be to supervise, coordinate, and facilitate the work of the Subcommittees assigned to them. Coordinators will serve on the Board of Directors and be responsible to it.

- 2) Additional Standing Committees may be established by either of the following:
  - a) Recommendation to the President from a Committee Coordinator. The request must contain a statement of purpose and be approved by all seven (7) Standing Committee Coordinators.
  - b) Submission to the Board of Directors of a petition signed by thirty (30) members and the seven (7) Standing Committee Coordinators. The petition must contain a statement of purpose.

Committees may be dissolved upon recommendation of the appropriate Coordinator to the Board of Directors and a majority vote of the Board.

- 3) Ad Hoc Committees may, with the approval of the Board of Directors, be appointed by the President at any time. Unless otherwise specified, Ad Hoc Committees shall report to the President. Ad Hoc Committees shall receive a specific charge, shall be given a reasonable timetable for activity, and shall be dissolved when the charge has been met.

**ARTICLE X: BANK ACCOUNTS AND LOANS**

***Section 10.1. Bank Accounts.***

Such officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of the Corporation, and made or signed by such officers or agents; and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash or pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors, until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same. In the event

that the Board of Directors shall fail to designate the persons by whom checks shall be signed, as hereinabove provided in this Section, all of such checks, drafts or other instruments or orders for the payment of money shall be signed by the President or a Vice President and countersigned by the Secretary or Treasurer or an Assistant Secretary or Assistant Treasurer of the Corporation.

***Section 10.2. Loans.***

Such officers or agents of this Corporation as from time to time shall be designated by the Board of Directors shall have the authority to effect loans, advances or other form of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms or persons as the Board of Directors shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificate of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial papers and evidences of debt at any time held by the Corporation; and for such loans, advances other forms of credit to make, execute and deliver one or more notes, acceptances, or written obligations of the Corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances, and other instruments and evidences of debt at any time held by the Corporation, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation firm or person so designated the signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to reply upon such certification until written notice or revocation by the Board of Directors of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

**ARTICLE XI: MISCELLANEOUS PROVISIONS**

***Section 11.1. Fiscal Year.***

The fiscal year of the Corporation shall end on December 31<sup>st</sup> of each year.

***Section 11.2. Notices.***

Whenever, under the provisions of these Bylaws, notice is required to be given to any member, director or officer, it shall be construed to require personal notice, but such notice may be given in writing, through electronic communications or by mail by envelope, addressed to each member, director or officer at the general post office in the City of Decatur, Georgia, and such notice shall be deemed to be given at the time the same shall be thus mailed. Any member, director, or officer may waive any notice required to be given under these Bylaws.

***Section 11.3. Minority Priority.***

Consideration shall be made to achieve diversity in race, gender, geographic representation, professional position, and size of public or private institution when nominating a slate of officers and appointing Standing Committees, Regional and section chairs.

**ARTICLE XII: AMENDMENTS**

The Board of Directors shall have the power and authority to amend, alter or repeal these Bylaws or any provision thereof, and may from time to time adopt additional Bylaws.

**ARTICLE XIII: INDEMNIFICATION**

Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venture or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation, and entitled to advancement of expenses of litigation, to the fullest extent permitted under the Georgia Nonprofit Corporation Code against those expense (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid, reimbursed or advanced by the Corporation under the Georgia Nonprofit Corporation Code and which are actually and reasonably incurred in connection with any action, suit or proceedings, pending or threatening, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprise. Such indemnification shall be made only in accordance with the Georgia Nonprofit Corporation Code and subject to the conditions thereof.

As a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceedings through legal counsel designated by the Corporation and at the expense of the Corporation.

The Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the Georgia Nonprofit Corporation Code. If any expenses or other amounts are paid by way of indemnification other than by court order or by an insurance carrier, the Corporation shall provide notice of such payment to the members in accordance with Section 11.2 of these Bylaws.