

**By Laws
Of
Middlebrooks Family Association Inc.
A Not-For-Profit Corporation
Amended October 13, 2017**

Article I. - Name

The name of this **Corporation** shall be the **Middlebrooks Family Association, Inc.**

Article II. - Offices

The principal office of the Corporation shall be located in County of Jasper and the State of Georgia. The Corporation may also maintain offices at such other Places as the Board of Directors determine.

Article III. – Purpose and Policies

Section 1 – Purpose. The **Middlebrooks Family Association, Inc.** is organized exclusively for charitable educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code. The specific purposes of the Corporation are to:

Promote genealogical education and research through programs, activities, workshops, meetings and publications of genealogical and historical nature.

Educate and assist members and others in their genealogical and historical research and interests.

Provide a genealogical and historical repository for members and others in preserving artifacts, photographs and documents.

Support genealogical and historical libraries, societies and organizations engaged in genealogical and family history education and research.

Bring people together who are interested in genealogy and family history.

To engage in all activities consistent with and in furtherance of all the above purposes. The territory in which the Corporation's operations are principally to be conducted is the United States.

The Corporation is not being formed for any purpose for which there are other specific statutory provisions in the State of Georgia concerning its formation and is not being organized for a purpose or purposes which require authorization under the laws or statutory regulations of the State of Georgia.

As a means of accomplishing the foregoing purposes, the Corporation shall have the rights and powers now or hereafter conferred upon corporations organized pursuant to the Georgia Non-Profit Corporation Code, including,

but not by way of limitation, those enumerated in O.C.G.A. Sections 14-3-101, et. seq.

The Board of Directors of the Corporation shall have the power to admit members to the Corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights as may be provided from time to time in the by-laws of the Corporation.

Section 2 – No private inurement. No part of the property, net earnings and receipts of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private firms or persons or corporations, 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 Section 1 hereof.

Section 3 – No Lobbying. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

Section 4 – Property, Gifts and Contributions. The Corporation has the right to own, lease, manage and control real estate and other properties, as well as the power and authority to accept gifts and contributions in any form they may be made, for the purposes of promoting the purposes and policies of the Corporation. All such gifts and contributions as made shall be deeded to and used for, and in all respects administered, to achieve the purposes of the Corporation.

Section 5 – Dissolution. Upon the dissolution of the Corporation, all assets shall become property of the **Middlebrooks Family Association, Inc.** or one or more non-profit organizations in the United States for the perpetuation of the intended purposes of the Corporation (excepting those particular assets acquired with specific reversion clauses effective upon dissolution). The last Board of Directors will decide which non-profit organization(s) will receive the assets of the Corporation. In the event the last Board of Directors is not functional any Corporation assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are operated exclusively for such purposes. 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 state or local government, for a public purpose.

Article IV – Members and Dues

The Association shall have members.

Section 1- Any individual, institution, society or organization interested in promoting the stated purposes of the **Middlebrooks Family Association, Inc.** may be deemed by the Elected Officers or the Board of Directors as eligible for membership.

Section 2 – Members. The Corporation shall have one class of members and each member shall have one vote. The Association shall keep a list of all active members. Memberships are not transferable.

The Corporation will maintain a list of non-members that indicate an interest in being informed of activities, programs and meetings.

Section 3 – The amount of dues will be determined by the Board of Directors, and the fiscal year of the Corporation shall be August 1, through July 31, as per the IRS SS-4 (Application for Employer Identification Number).

Section 4 – Admission and termination. Any person may be admitted to membership in the Corporation upon payment of such dues as determined by the Board of Directors. Any member who shall fail to pay his or her dues when they become due shall be notified by written notice (or e-mail) mailed to members last known address. If said dues are not fully paid within 30 days from mailing of said notice the membership and incidental rights and privileges of said member immediately shall terminate without further notice to them.

Article V. Officers, Board Members and Their Election

Section 1 – Officers of this Corporation shall be President, Vice President, Secretary and Treasurer. The term of office shall be two (2) years. A term of office may overlap with other positions to allow for the orderly training and transition of new Officers and Board Members. The Board of Directors (Officers and Board Members) work well with an odd number for the sake of voting.

Section 2 – These Officers comprise the Executive Committee and are charged with the direction and oversight of day to day operation within the purposes, policies and directives established by the Board of Directors.

Section 3 – The President will have the authority to select an Executive Director/or Parliamentarian. This person shall serve in an advisory capacity to the President, and render an opinion when requested to do so by an Officer or a Board Member of the Corporation.

Section 4 – Nominations shall be made by the Board of Directors, chaired by the Vice President, at the annual Board meeting. These nominations will be presented to the membership at the annual general business meeting. Nominations will then be accepted from the floor. All members vote and the new Board Members start their two year term.

Section 5 – These Officers and Board Members shall be elected by the membership individually and their duties shall be assumed immediately after the annual meeting.

Section 6 - Vacancies in office shall be filled by the Board of Directors.

Article VI. Duties of Officers

Section 1 – The duties of the **President** are:

- a. To be Chief Executive Officer of Corporation.
- b. To preside over all meetings of the Board of Directors.
- c. To be ex-officio member of all committees.
- d. To present or delegate the presentation of an annual report to the membership at the annual meeting.
- e. To prepare the President's message for the Newsletter.
- f. To sign all legal papers as specified and authorized to do so by the Board of Directors.
- g. To perform all the duties commonly incident to this office.

Section 2 - The duties of the **Vice President** are:

- a. To serve as an aide to the President. May be the Vice President without automatically taking the term of President at the end of his/her term.
- b. To perform the duties and have powers of the President during the absence or disability of the President.
- c. To perform other such duties as the Board of Directors shall designate.

Section 3 - The duties of the **Secretary** are:

- a. Maintains the official files of the Corporation including minute book, AOI, By-laws, licenses, property inventory, tax information and filings etc.
- b. To keep the accurate minutes of all membership and Board meetings.
- c. To submit to the President a copy of the minutes at the earliest date after a meeting.
- d. To receive and distribute to the proper Officers and chairpersons correspondence of the Corporation.
- e. To answer all general correspondence or assign to the proper person.
- f. To make an annual report to the Corporation.
- g. To maintain a correspondence file for the Corporation.

Section 4 – The duties of the **Treasurer** are:

- a. To give bond, when requested, in such form and with such securities as shall be requested by the Board of Directors.
- b. To have care and custody of all the money, funds, valuable papers

- and documents concerning the operation of the Corporation.
- c. To deposit all funds of the Corporation in such bank or banks as the Board of Directors shall designate and pay debts from these funds as they become due.
 - d. To endorse for deposit or collection, checks and notes payable to the Association.
 - e. To keep accurate books of the Corporation's transactions, subject at all times to inspection and control of the Board of Directors, and/or an auditing committee.
 - f. To give monthly reports to the President and annual reports to the membership and Board of Directors.
 - g. To be responsible for keeping accurate record of membership files.
 - h. To have authority to perform the duties of the President and/or Vice President in their absence.

Article VII. On Going Project Committees

The Association shall have On Going Project Committees.

The Committee heads will be elected/approved by the Board of Directors.

Additional Committees may be appointed by the Board of Directors as the need arises.

Article VIII. Board of Directors

Section 1 – The primary responsibility of the Board of Directors shall be to determine, within the structure of the Corporation, the development of the goals, purposes, policies and overall direction.

Section 2 – The Officers and the other Board Members shall make up the Board of Directors.

Section 3 – The President of the Corporation shall act as chairperson of the Board of Directors.

Section 4 – The duties of the Board of Directors are:

- a. A majority of the voting members of the Board of Directors shall have the power to make, alter, amend and annul such by-laws, rules and regulations for the governance of the affairs of the Corporation as it may deem proper so long as the same are not inconsistent with law or the Articles of Incorporation.
- b. To fill vacancies in offices.
- c. To create standing committees and approve annual plans of work for all committees.
- d. To have the power to establish and control all budgetary and financial matters of the Corporation. No contract shall be made or honored without the express consent of the Board of Directors.
- e. To have the power to appoint an Assistant Treasurer.
- f. The Board of Directors may also require that checks, drafts, notes and obligations for payment shall be countersigned by such officer or agent as shall be directed by the Board of Directors.

Section 5 - All actions of the Board of Directors shall be reported to all members of the Board of Directors, either in writing, e-mail or by phone and the general membership informed at the annual meeting.

Section 6 – A member of the Board of Directors may be removed from office upon a majority vote of the Board of Directors.

Section 7 - The Board of Directors, and no member shall receive compensation for services rendered as a Director. Directors shall be entitled to have pre-approved expenses incurred in the service of the Corporation paid or reimbursed.

Section 8 - Terms of office on the Corporation Board shall correspond to the fiscal year, and be two years in duration, and be staggered so as to elect approximately 1/3rd of the Corporation Board each year. A Board member's number of terms will be determined by the Board of Directors.

Article IX. Meetings and Quorums

Section 1 – The Corporation shall meet annually. Written notice of any meeting, whether regular or special, stating the time, date, agenda, and location shall be sent to all Board Members, Officers and members not less than five (5) business days prior to the meeting date. Notice shall be in writing, by fax, or by electronic mail.

Section 2 – Changes in date, time and place of the meeting can be made by the President or the Board of Directors if in conflict with holidays or other major reasons voted on by the Board of Directors.

Section 3 – Special meetings of the membership can be called by the President or Board of Directors.

Section 4 – The annual meeting will be held at a date decided by the Board of Directors at which time Officers shall be installed and annual reports given. Elected Officers shall assume office at the close of the annual meeting.

Section 5 – The Board of Directors will confer via e-mail prior to the annual meeting of the Corporation.

Section 6 - Special meetings or e-mail conferences of the Board of Directors can be called by the President or upon written request of three members of the Board.

Section 7 – Ten (10) members shall constitute a quorum for voting at a general business meeting of the Corporation.

Section 8 - A majority of the members of the Board of Directors voting shall constitute a quorum.

Article X. Parliamentary Authority

Section 1 - The latest edition of **Robert's Rules of Order** shall govern this organization as Parliamentary Authority in all cases when applicable and where they do not conflict with these By-Laws.

Article XI. Corporate Seal

The seal shall contain the following words: Middlebrooks Family Association, Inc.

Article XII: Non-discrimination

The members, directors, officers, committee members, employees and organizations of this Corporation shall be selected entirely on a non-discriminatory basis with respect to age, sex, race, religion, handicap (mental or physical), and national origin.

Article XIII: Indemnification

Within the parameters of O.C.G.A. §51-1-20 and §14-3-850 et seq., the Corporation shall indemnify any Director or Officer of the Corporation made a party to any action or proceeding, against the expenses (including attorney's fees), judgment, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding. This indemnification shall be contingent upon a written request to the Corporation seeking such indemnification, and upon the Corporation's determination in the manner provided by Georgia law that indemnification would be proper under the circumstances, because the person seeking indemnification has met the applicable standards of conduct of Georgia law. To the extent it is determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent permitted by Georgia law. Such indemnification shall be made only in accordance with Georgia law. The indemnification provided above shall not exclude any other rights, as to action in an official capacity or as to action in another capacity while holding office, and shall continue for former directors and officers, and shall inure to the benefit of the heirs, executors and administrators of such person.

In accordance with the above limitations, the Corporation shall indemnify and hold harmless each director and officer now or hereafter serving the Corporation, from and against any and all claims and liabilities to which the officer or director may be or become subject by reason of his or her alleged acts or omissions as such director or officer, whether or not he or she continues to be such officer or director at the time when any such claim or liability is asserted, and shall reimburse each such director or officer, whether or not he or she continues to be such officer or director at the time when any such claim or liability is asserted, and shall reimburse each such director or officer for all legal and other expenses reasonably incurred in connection with defending any or all such claims or liabilities, including amounts paid or agreed to be paid in connection with reasonable settlements made before final adjudication with the approval of the board of directors, whether or not he or she continues to be such director or

officer at the time such expenses are incurred; provided, however, that no director or officer shall be indemnified against any claim or liability arising out of his or her own gross negligence or willful misconduct, or shall be indemnified against or reimbursed for any expense incurred in defending any or all such claims or liability or in settling the same unless, in the judgment of the majority of the board of directors of the Corporation, it is determined that the director or officer against whom such claims or liabilities are asserted has not been guilty of gross negligence or willful misconduct. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or officer may be entitled as a matter of law.

Personal liability of all Directors and Officers of the Corporation to the Corporation or its members for monetary damages for breach of duty of care or other duty as a director or officer is hereby eliminated to the extent allowed above and by §14-3-202(b)(4) of the Georgia Nonprofit Corporation Code or any successor statute, except for liability:

For any appropriation, in violation of his or her duties, of any business opportunity of the Corporation;

For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

For the types of liability set forth in Official Code of Georgia Annotated sections 14-3-860 through 14-3-864 (generally, these Code Sections deal with conflicting interest transactions between the corporation and a director or a related party of a director); or

For any transaction from which the director derived an improper personal benefit.

Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

If the Georgia Nonprofit Corporation Code or, by reference, if appropriate, the Georgia Business Corporation Code hereafter is amended to authorize further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Georgia Nonprofit Corporation code or the amended Georgia Business Corporation Code, as appropriate.

In the event that any the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

The Corporation may maintain insurance on behalf of current and former Corporation members, Officers, senior administrative staff, and volunteers, insuring them against any liability due to such capacity, whether or not the Corporation would have the power to indemnify them against such liability under the Georgia law.

Article XIV: Amendments

The bylaws of this Corporation may be amended by majority vote of the Board of Directors at any regular or special meeting, provided that such changes are consistent with the Articles of Incorporation, and notice of the proposed amendment or amendments has been given in the meeting announcement.

Certified to be the By-Laws of the Corporation adopted by the Board of Directors on July 20, 2005.

Leonard Middlebrooks (s)
Secretary

Amended by the Board of Directors on October 13, 2017

**Robert Middlebrooks,
President**

**Respectfully Submitted,
By-Law Committee**