

SECTION 3-01 NUMBER AND TERM

The Board of Directors shall consist of not less than three (3) or more than seventeen (17) members who are members of the Association, the precise number to be fixed by resolution of the members from time to time, as follows: up to seventeen (17) Directors and the immediate past President. From these Directors, up to eight may be elected as Area Directors by the Board of Directors.

SECTION 3-02 NOMINATIONS OF DIRECTORS

Not less than ninety (90) days prior to the annual meeting, the president shall appoint a nominating committee consisting of three (3) members, one selected from the Board of Directors whose term of office is not due to expire, two from the membership-at-large. The nominating committee shall insure that there is a minimum of one qualified candidate for each position of Director that needs to be filled. The nominating committee shall present their nominations for said positions to the membership prior to the annual meeting via publication in the official publication of the Association or in a letter containing notice of the meeting. Nominations for the positions of Directors be made from the floor by any member.

SECTION 3-03 VACANCIES

A vacancy on the board of Directors shall exist upon the death, resignation, removal, or incapacity to serve of any Director, or upon the increase in the number of authorized Directors. The remaining Directors shall continue to act, and such vacancies may be filled by a majority vote of the remaining Directors then in office, and if not filled by prior action of the Directors, may be filled by the members at any meeting held during the existence of such vacancy.

SECTION 3-04 PLACE OF MEETINGS

The Board of Directors may hold its meetings at such place or places within or without the State of Georgia as it may from time to time determine.

SECTION 3-05 COMPENSATION OF DIRECTORS

Directors may be allowed such compensation for attendance at regular or special meetings of the Board of Directors and of any special or standing committees thereof as may be from time to time determined by resolution of the Board of Directors.

SECTION 3-06 RESIGNATION

Any Director may resign by giving written notice to the Board of Directors. The resignation shall be effective on receipt, unless the notice specifies a later time for the effective date of such resignation, or if the corporation would be left without the minimum number of duly elected Directors after such resignation, the resignation shall be effective upon the election and qualification of a successor. If the resignation is effective at a future time, a successor may be elected before that time to take office when the resignation becomes effective.

SECTION 3-07 REGULAR MEETINGS

Regular meetings of the Board of Directors may be held at such time and place within or without the State of Georgia as shall from time to time be determined by the President, and written notice of the time and place of such meetings of not less than thirty (30) days shall be given. Notwithstanding the foregoing, the annual regular meeting shall be held without notice. No further notice shall be required in order legally to constitute such regular meeting.

SECTION 3-08 SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairman of the Board or the President on not less than ten (10) days notice by mail, telegram, cablegram, personal delivery, or electronic delivery to each Director and shall be called by the Chairman of the Board, the President or the Secretary in like manner and on like notice on the written request of any five (5) or more Directors delivered to such officer of the corporation. Any special meeting shall be held at such time and place within or without the State of Georgia as shall be stated in the meeting notice. The purpose of such special meeting shall be stated in the notice.

SECTION 3-09 QUORUM

At all meetings of the Board of Directors, the presence of one half of the authorized numbers, but not less than two Directors, shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a 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, by the Articles of Incorporation, or by these Bylaws. In the absence of a quorum, a majority of the Directors present at any meeting may adjourn the meeting from time to time until a quorum be had. Notice of any adjourned meeting need only be given by announcement at the meeting at which the adjournment is taken.

SECTION 3-10 ELECTRONIC PARTICIPATION

Directors may participate in meetings of the Board of Directors through use of conference telephone or similar communications equipment, provided all Directors participating in the meeting can hear one another. Such participation shall constitute personal presence at the meeting, and consequently shall be counted toward the required quorum and in any vote. The definitions as set forth by the Official Code of Georgia Annotated (O.C.G.A.) shall apply.