

10/25/12, 10/12/11, 5/24/12 rev.

*B Y L A W S*  
*OF THE*  
***Kettle Creek Battlefield Association***

ARTICLE I. NAME

The Association shall be known by and shall conduct its operations under the title and name “Kettle Creek Battlefield Association, Inc.” (the Association). It shall be a non-profit educational institution incorporated under the laws of the State of Georgia.

ARTICLE II. OFFICES

**Principal Office.** The principal office of the corporation shall be located in the City of Washington, Georgia.

**Registered Office.** The registered office of the corporation is required by law to be maintained in the State of Georgia.

**Other Offices.** The corporation may have offices at such other places, either within or without the State of Georgia, as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

ARTICLE III. PURPOSE, MISSION

**Purpose.** The purpose of the Association is to lead and/or assist in the identification, restoration, administration and preservation of those historic facilities and other resources encompassed in its care so as to preserve as a living past the historical and cultural foundations of the community and nation. These resources include the Kettle Creek Battlefield and related sites of the times of the Revolutionary War and of its military and cultural significance.

It is dedicated to collecting, restoring and housing artifacts reflective of the culture and history of the area and promoting awareness, knowledge, understanding and appreciation of the heritage of the area.

**Mission.** The mission of the Association is to encourage the permanent preservation of the site of the Kettle Creek Battle and to present and interpret the history and culture of the area as it is reflected in its heritage of significant Revolutionary period sites and resources. Through exhibits, educational programs and interpretation, the value of this heritage and its meaning and orientation to present day life will be presented. Such programming will create an awareness of the need for the preservation of our past, through relics, personalities and principles, for future generations.

ARTICLE IV. MEMBERSHIP, DUES, MEETINGS

There are two categories of membership in the Association – Regular and Honorary.

**Regular Members.** Any person, institution, corporation or other group having an interest in the history of the Revolutionary War in Georgia and supporting its roots in liberty is qualified to become a Regular Member of the Association. Regular Members shall pay dues.

**Honorary Members.** The Association may confer Honorary Membership to an individual. An Honorary Member shall have none of the obligations of membership in the Association, but shall be entitled to all the

privileges except those of making motions, of voting, and of holding office. Honorary Members do not pay dues. Other designations of membership may be established.

**Dues** shall be in the amount established from time to time and shall be payable in advance on an annual schedule. Members in arrears more than six months will lose membership status.

**Meetings.** The Association shall meet annually during the first quarter of the calendar year, in commemoration of the battle of Kettle Creek, February 14, 1779. A business meeting shall be held for progress reports from the Board of Directors and committees. Items of new business are expected and may be referred to appropriate committees. The President works with the Program Committee, committees of the Board and uses other resources for developing forums, panels and individual reports which promote the purposes of the organization to a wide audience.

A special business meeting of the Association can be held whenever called by the president or ten members; if the latter, a notice thereof shall be mailed to all members a week in advance, stating the purpose of the meeting.

## ARTICLE V. OFFICERS

**Officers of the Corporation.** The officers of the corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such Assistant Secretaries, Assistant Treasurers, and other officers as the Board of Directors may from time to time elect. Except for that of president, any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required.

**Election and Term.** The officers of the corporation shall be elected biennially by the Board of Directors and each officer shall hold office for two years or until a successor shall have been elected and qualified. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

**Compensation of Officers.** The officers of the corporation as elected by the Board of Directors shall serve without compensation. Officers may be reimbursed for out of pocket expenses.

**Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the corporation will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Bonds.** The Board of Directors may by resolution require any officer, agent, or employee of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of the respective office or position, and to comply with such other conditions as may from time to time be required.

**President.** The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business affairs of the corporation. The President shall, when present, preside at meetings of the Board of Directors if the Chairman of the Board is not present or if there is no Chairman of the Board. The President shall sign, with the Secretary, an Assistant Secretary, or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; in general, he shall perform all duties incident to the office of President and such other duties as they may be prescribed by the Board of Directors from time to time, or by these bylaws.

**Vice President.** In the absence of the President or in the event of death, inability, or refusal to act, the Vice President, unless otherwise determined by the Board of Directors, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President, Board of Directors, or by these bylaws.

**Secretary.** The Secretary shall: (a) keep the minutes of the meetings of the Association, the Board of Directors and of an Executive Committee in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President, by the Board of Directors or by these bylaws.

**Assistant Secretaries.** In the absence of the Secretary or in the event of death, inability or refusal to act, the Assistant Secretaries, in the order of their length of service as Assistant Secretary, unless otherwise determined by the Board of Directors, shall perform the duties of the Secretary, and when so acting shall have all the restrictions upon the Secretary. They shall perform such other duties as may be assigned to them by the Secretary, by the President, the Board of Directors or these bylaws.

**Treasurer.** The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such depositories as shall be selected in accordance with the provisions of Article X of these bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President, the Board of Directors, or these bylaws.

**Assistant Treasurers.** In the absence of the Treasurer or in the event of death, inability, or refusal to act, the Assistant Treasurers, in the order of their length of service as such, unless otherwise determined by the Board of Directors, shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all restrictions upon the Treasurer. They shall perform such other duties as may be assigned to them by the Treasurer, by the President, the Board of Directors or these bylaws.

**Parliamentarian.** The role of the parliamentarian is purely advisory; that is, to advise the presiding officer in responding to points of order and parliamentary inquiries, and generally to provide advice in conducting the meeting assuring that the one thing at a time principle is followed including germaneness of speeches and amendments. In order to maintain a position of impartiality, the parliamentarian does not make motions, participate in debate, or vote on any question except in the case of a ballot vote. This officer shall also serve on the Board.

**Staff Positions.** The Board of Directors may from time to time appoint one or more persons to staff positions, including the position of Executive Director, to carry out the instructions of the Board of Directors and the corporation's officers.

## ARTICLE VI. COMMITTEES OF THE ASSOCIATION

The following are the standing committees of the Association: Executive, Finance, Publicity, and Program. The President shall appoint such special committees as shall be directed by the Board of Directors or as he may deem necessary for supervisory control of business affairs. Each committee shall elect its own chair. If the Chair is not a member of the Board of Directors, the position shall qualify the chair to serve as an Ex-Officio member of the Board of Directors without a vote.

**Executive Committee.** The membership of the Executive Committee will be the corporate officers and the chairs of the Finance, Publicity, and Program Committees.)

**Finance.** The Finance Committee shall examine the financial condition of the Association and suggest ways and means of increasing its revenues and of limiting its expenses and report its findings to the President. The Treasurer will serve as chairman of the Finance Committee. The Finance Committee shall cause an audit of the Association's finances to be performed annually using a standard procedure, or if necessary, a full audit process by a CPA. The Finance Committee will solicit funds through grants, gifts, donations and other means to accomplish the purposes of the Association.

**Publicity.** The Publicity Committee shall have the objective to attract the interest of individuals who might become active members of the Association. The committee shall seek the cooperation of newspapers, radio and television stations and other appropriate outlets to reach different audiences.

**Program.** The Program Committee shall plan for speakers or other types of programs for the Association. At least half the meetings should feature historical or patriotic programs. The committee shall work closely with the President and assist him with the agenda for Association meetings using panels, forums, topics in research, reviews and other means for promoting the purposes of the organization to a wide audience.

## ARTICLE VII. BOARD OF DIRECTORS

**Role, Powers.** The Board shall use the experience and other resources of the Association toward implementation of the Association's purpose and mission and shall manage the business and other on-site affairs of the Association. It shall function with the corporate officers and committees in a mutually beneficial relationship.

**Number, Term, and Qualifications.** The number of Directors constituting the Board of Directors shall be fixed from time to time by the Board of Directors, but shall be no less than six and no more than eighteen. The initial Board of Directors shall be set at six, one third of which shall serve for a term of one (1) year, one third shall serve for a term of two (2) years, and one third shall serve for a term of three (3) years. Thereafter all directors shall be elected for three (3) years unless the number of directors is increased. In such case, the terms will be set so that one third (1/3) of the members are elected each year. Directors need not be residents of the State Georgia.

**Election of Directors.** The directors shall be elected by the vote of the directors then in office; and those persons who receive the highest number of votes at a meeting at which a quorum is present shall be deemed to have been elected. If any director so demands, the election of directors shall be by secret ballot. An intent of the Board of Directors, is that the persons (or their designee) supporting the mission of the Association and holding the following positions, from time to time, shall be elected to the Board of Directors as **ex officio members**: superintendent of county schools; chair of local parent/teacher organization; chair of the appropriate committee, Chamber of Commerce; county school board chair; chair of the County Commissioners; chair or director of any appropriate charitable organization. These ex officio members shall not be voting members of the Board and their numbers will not be counted in determining the number required for a quorum or whether a quorum is present for a meeting

**Removal.** Any director may be removed at any time with or without cause by the vote of a majority of the directors present at a meeting at which quorum is present.

**Vacancies.** Any vacancy occurring in the elected directors may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum, or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**Chairman of Board.** The chair of the Board of Directors shall be elected by the directors from their number at any meeting of the Board. In the absence of a chair, the president shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

**Secretary, Treasurer and Parliamentarian.** These officers of the Association shall also serve on the Board.

**Compensation.** The Board of Directors may not compensate directors for their services as such but by resolution may pay a fixed sum for attendance at meetings of the Board of Directors and may provide for the payment of any or all expenses incurred by directors in attending regular and special meetings of the Board.

## ARTICLE VIII. MEETINGS OF DIRECTORS

**Regular Annual and Quarterly Meetings.** A regular meeting of the Board of Directors shall be held annually at the principal office of the corporation or at such other place as the Board may designate. In addition, the Board of Directors must provide, by resolution, the time and place, either within or without the State of Georgia, for holding regular quarterly meetings.

**Special Meetings.** Special meetings of the Board of Directors may be called or at the request of the President or any three (3) directors. Such meetings may be held either within or without the State of Georgia, as fixed by the person or persons calling the meeting.

**Notice of Meetings.** Regular meetings of the Board of Directors may not be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least ten days before the meeting, give written notice thereof delivered personally or sent by either United States or electronic mail to each director at the address as shown by the records of the corporation. If United States mailed, such notice shall be deemed to be delivered when deposited in a sealed envelope so addressed with postage thereon prepaid. Similarly, electronic mail notices shall be delivered as of the date sent.

**Waiver of Notice.** Any director may waive notice of any meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Quorum.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Once a quorum is established, it shall remain in effect for the remainder of the meeting.

**Manner of Acting.** Except as otherwise provided in these bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Presumption of Assent.** A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless a contrary vote is recorded or dissent otherwise entered in the minutes of the meeting or unless written dissent to such action is filed with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**Informal Action by Directors.** Action taken by a majority of the directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

## ARTICLE IX. COMMITTEES OF THE BOARD

The Board of Directors, by resolution adopted by a majority of the directors present at a meeting at which a quorum is present, may designate directors to constitute an **Executive Committee** and other committees, each of which, to the extent authorized by law and provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or him by law.

**Executive Committee.** The membership of the Executive Committee will be made up of the Board officers and the Board committee chairs.

Members of the standing committees as listed below shall be appointed by the Board of Directors.

**Site Planning and Design.** Committee responsibilities include identification of historic features and designs for optimum public appreciation of these, determining best access and routing for tourism, design of areas for public orientation, obtaining advice from, and cooperating with, any state and/or other professional planners.

**Education and Tourism.** This committee shall identify battle sites as well as other historic sites, earth and life science study areas, picnic and recreational areas. It shall propose grants/contracts for archeologists, botanists/foresters, for various studies including geological value of the park area. It shall develop literature, brochures and study guides for promotion and use of the historic and natural resources for educational value and include citations to literature.

**Funding.** Land acquisition and development of many special projects as indicated above will be continually required as site development continues. This committee will be responsible for maintaining contact with foundation, government and other funding sources as befits the specific needs which it or other committees identify. Experience is needed in following guidelines and writing proposals, or access to such resources. It shall work closely with the Finance Committee and treasurer.

**Land Acquisition.** Legal aspects of land acquisition and transactions thereof will be the responsibility of this committee. It shall cooperate with the Site Planning and Design Committee for obtaining land areas of historic value and those areas necessary for the preservation of historic sites as fitting memorials to those who fought and gave their lives for liberty and basic human values.

**Publicity/promotion.** In general, site and area publicity and promotion shall be the function of a committee of the corporate organization.

**Research and History.** This committee shall encourage historical research and documentation of local events, sites and individuals important to local American heritage, especially those dealing with the American Revolution. It is responsible for the credibility and research of recorded history as released through research and publications. It can offer seminars, produce and collect literature for public use, develop new publications and propose grants and contracts for documenting claims. By cooperating with other committees, it is responsible for the recognition and development of local sites appropriate for their role in the Revolution and involvement of other organizations and institutions as possible and appropriate. It shall provide information to the Washington-Wilkes Chapter SAR, and cooperate with other organizations and institutions in documenting items of mutual interest.

## ARTICLE X. CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

**Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**Loans.** No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority is limited to specific instances.

**Checks and Drafts.** All checks, drafts, or other orders for the payment of money, issued in the name of the corporation, shall be signed by such officers or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such resolution, instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the corporation.

**Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors may select.

**Gifts.** The Board of Directors may accept, on behalf of the corporation, any contribution, gift, bequest or devise for the general purpose or for any special purposes of the corporation. However, the Board shall cooperate with the Association Treasurer and Finance Committee in such matters.

#### ARTICLE XI. GENERAL PROVISIONS

**Seal.** The corporate seal of the corporation shall consist of two concentric circles between which is the name of the corporation and in the center of which is inscribed SEAL; and such seal, is hereby adopted as the corporate seal of the corporation.

**Indemnification.** Any person who at any time serves or has served as a director, officer, employee or agent of the corporation, or in such capacity at the request of the corporation for any other corporation, partnership, joint venture, trust, other enterprise, shall have a right to be indemnified by the corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any threatened pending or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of the corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty or settlement for which he may have become liable in any such action, suit, or proceeding. The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him. Any person who at any time after the adoption of this bylaw serves or has served in any of the aforesaid capacities for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive or any other rights to which such person may be entitled apart from the provision of this bylaw. In addition to the foregoing, the Board of Directors shall have the right and 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 is or was serving at the request of the corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.

**Fiscal Year.** The fiscal year of the corporation shall be fixed by the Board of Directors.

**Distribution upon Dissolution.** Upon dissolution, all of the corporation's assets shall, after all of its liabilities and obligations have been discharged or adequate provision made therefore, be distributed to any association or associations organized for purposes similar to the purpose of the corporation as may be designated by a majority of the directors of the corporation then holding office, provided that such organization is an organization qualified under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended.

**Books and Records.** The corporation shall keep correct and complete books and records and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. The books, records and papers of the corporation shall be at all times, during reasonable business hours, being subject to inspection by any director. The articles of incorporation and the bylaws of the corporation shall be available for inspection by any member at the principal office of the corporation.

**Parliamentary Authority.** *Robert's Rules of Order, Newly Revised*, shall be the parliamentary authority for all business meetings. A parliamentarian serves for meetings of both the Association and the Board.

## ARTICLE XII. AMENDMENTS

Except as otherwise provided herein, these bylaws or the corporation's articles of incorporation may be amended or repealed and new bylaws (or amended articles of incorporation) may be adopted by the affirmative vote of two-thirds of the directors at any regular or special meeting of the Board of Directors at which a quorum is present, provided that at the previous regular meeting, written notice was given of intention to alter, amend, repeal or adopt new bylaws (or articles of incorporation) at such meeting.

## ADOPTION

These bylaws were adopted by an ad hoc committee for planning and development of the Kettle Creek Battlefield site at their third meeting, October 12, 2011, in Washington, Georgia. Revisions were made in accordance with a Board decision on May 24, 2012.

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Joseph B. Harris, presiding

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Robert A Sapp, President, GASSAR