

AMENDED BYLAWS  
OF THE  
NEW ZEALAND AMERICAN ASSOCIATION, INC.

**DRAFT**

ARTICLE 1  
PURPOSES

The corporation is organized for the following purposes. a) Provide forums for New Zealanders to meet and greet fellow New Zealanders; b) Offer venues that help sustain New Zealand culture; c) Provide revenue levels that allow the corporation to provide value to members through positive events and activities; and d) Serve as a conduit for New Zealand information and services.

This corporation is not organized for the pecuniary profit of its directors or members; nor may it issue stock nor declare nor distribute dividends, and no part of its net income shall inure to the benefit of any director, officer, or member, and any balance of money or assets remaining after the full payment of corporate obligations of all and any kinds shall be devoted solely to the promotion of their common interests. In the event of dissolution of this corporation, any assets remaining will not be distributed to its directors, officers or members, but will be transferred to another organization having purposes as similar as possible by those of this corporation.

The corporation also has such powers as are now or may hereafter be granted under the Georgia Non-Profit Corporation Code.

ARTICLE II  
OFFICES

The corporation shall have and continuously maintain in the State of Georgia a registered office and a registered agent whose office is identical with such registered office and may have other offices within or without the State of Georgia as the Board of Directors (herein referred to as The Board) may from time to time determine.

ARTICLE III  
MEMBERS

SECTION 1. MEMBERSHIP: The corporation shall have three classes of members (viz., honorary, individual and organizational). Members in good standing shall be entitled to the rights and privileges of membership except that honorary members shall not be entitled to vote

or hold office, nor shall they be required to pay dues. Membership shall be open to individuals and firms who support the objectives of the corporation and who are current in the payment of their dues. The Secretary of the corporation shall maintain a current list of members and such list shall be final and conclusive for all purposes hereunder.

## SECTION 2. PROPOSALS FOR MEMBERSHIP

- (a) Candidates for admission as members shall be proposed in writing on such Application for Membership form as shall be approved by The Board from time to time. All Applications for Membership shall be delivered to the Secretary of the corporation and shall be deemed approved unless specifically disapproved by The Board within thirty (30) days after receipt by the Secretary.
- (b) A new member shall, as a condition of membership, within thirty (30) days after notice in writing has been sent by the Secretary, pay to the corporation the amount of the annual dues assessment.
- (c) Honorary memberships may be conferred upon an individual by the majority vote of the entire membership of The Board at any meeting thereof. Such members shall not be required to pay dues. Honorary members shall enjoy all the privileges of individual members, except that they may not vote or hold office.

SECTION 3. VOTING RIGHTS. Each individual member shall be entitled to one (1) vote on each matter submitted to a vote of the members. Each organization member will be entitled to one vote. Each organization member shall file with the Secretary of the corporation the name of its authorized delegate for voting purposes and to receive all notices and documents.

SECTION 4. DUES. Annual dues will be set by action of The Board. Annual dues for organization members may be greater than annual dues for individual members.

SECTION 5. TERMINATION OF MEMBERSHIP. The Board may, by affirmative vote of a majority of all members of The Board, suspend or expel a member for cause after an appropriate hearing.

SECTION 6. TRANSFER OF MEMBERSHIP. Membership in this corporation is not transferable or assignable.

## ARTICLE IV

### MEETINGS OF MEMBERS

SECTION 1. REGULAR MEETINGS. Regular meetings of the members of the corporation shall be held on such dates as may be fixed from time to time by The Board. The regular annual meeting for the purpose of electing officers and directors shall be held as close as possible to the beginning of each fiscal year on a date determined by The Board.

SECTION 2. SPECIAL MEETINGS. Special meetings of the members may be called either by the President, a majority of The Board, or not less than one tenth of the members.

SECTION 3. PLACE OF MEETING. The Board may designate any place within the State of Georgia as the place of meeting for any regular meeting or for any special meeting called by The Board.

SECTION 4. NOTICE OF MEETINGS. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, personally, electronically or by post to each member not less than five (5) days nor more than forty (40) days before the date of such meeting, by or at the direction of the President, or the Secretary, or The Board. In case of a special meeting or when required by statute or by these Bylaws, the purposes for which the meeting is called including any resolutions which are to be voted upon at the special meeting, shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at their address as it appears on the records of the corporation, with postage thereupon prepaid. If sent electronically, the notice shall be deemed delivered if there is not a bounce back.

SECTION 5. QUORUM. A quorum of the membership of the corporation at any meeting of the membership shall consist of 20% of the members in good standing. The vote of a majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, except that fifty-one percent (51%) of the votes entitled to be cast by all the members entitled to vote shall be required to approve any change to the name of the corporation or the purposes of the corporation as stated in Article I of these Bylaws.

SECTION 6. RULES. The rule of procedure for all meetings of members shall be contained in Roberts Rules of Order, as revised from time to time, so far as applicable and not inconsistent with these Bylaws, the Articles of Incorporation or applicable law.

## ARTICLE V

### BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs and business of the corporation shall be managed by its Board of Directors (The Board), whose makeup includes elected officers and directors, which shall exercise all powers of the corporation, including, without limitations, the power to create such committees as they deem necessary.

#### SECTION 2. NUMBER, TENURE, QUALIFICATIONS.

(a) The Board shall consist of a minimum of seven (7) in number, which includes three (3) officers – President, Treasurer, and Secretary - and such numbers of elected directors and/or officers may be increased or decreased at any time by recommendation of The Board and approval by the membership at the annual or specially called member meeting.

(b) Officers and elected directors shall be elected by the membership at large at

the regular annual meeting or at a specially called member meeting.

- (c) The candidates for officers and directors shall be nominated for such positions by the Nominating Committee or by any member present at the regular annual meeting or specially called meeting for the purpose of electing officers and directors. A majority vote of the members present at the meeting shall be sufficient for election.
- (d) An officer or elected director need not be a resident of the State of Georgia.
- (e) An officer or elected director must be an individual member or a delegate of an organization member in good standing with the corporation.

SECTION 3. REGULAR MEETINGS. The Board must meet at least once year. The Board may provide the time and place, within the State of Georgia, for the holding of regular meetings of The Board.

SECTION 4. SPECIAL MEETINGS. Special meetings of The Board may be called by or at the request of the President or any two (2) directors. The person or persons authorized to call special meetings of The Board may fix any place within metropolitan Atlanta, Georgia area as the place for holding any special meeting of the board so called.

SECTION 5. NOTICE. Notice of any special meeting of The Board shall be given four (4) days, previously thereto by written notice, delivered personally, electronically or sent by post or facsimile to each officer and director at his or her address as shown by the records of the corporation.

SECTION 6. QUORUM. The smallest number of directors comprising at least fifty percent (50%) of The Board then elected and serving, at least one of whom must also be an officer, shall constitute a quorum for the transaction of business at any meeting of The Board.

SECTION 7. VACANCIES. Any vacancy occurring in The Board shall be filled by appointment by The Board. A director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

SECTION 8. COMPENSATION. No director shall receive, directly or indirectly, any salary, compensation, or emolument from the corporation, but reimbursement may be made for authorized out of pocket actual expenses

SECTION 9. INFORMAL ACTION BY DIRECTORS. Any action required to be taken at a meeting of the directors of the corporation, or any other action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all of the directors.

## ARTICLE VI

### OFFICERS

SECTION 1. OFFICERS. The officers of the corporation shall be the President, the Treasurer, and the Secretary. Their duties are prescribed in Sections 4, 6 and 7 below. Officers, whose authority and duties are not prescribed in these Bylaws, shall have the authority and perform the duties prescribed, from time to time, by The Board. Any two or more offices may be held by the same person, except the office of President.

SECTION 2. ELECTION, SUCCESSION AND TERM OF OFFICE. The officers of the corporation shall be elected by the members at its regular annual meeting. Each such officer shall hold office for one year and until his or her successor has assumed office. Officers must be individual members or delegates of organization members.

SECTION 3. VACANCIES. Any vacancy in any office shall be filled by The Board, and any individual elected to fill such a vacancy shall serve until the next following regular annual meeting of members and until his or her successor shall assume office.

SECTION 4. PRESIDENT. The President shall be the principal executive officer of the corporation. Subject to the direction and control of The Board, the President shall be in charge of the business and affairs of the corporation; shall see that the resolutions and directives of The Board are carried into effect except in those instances in which that responsibility is assigned to some other person by The Board; and in general shall discharge all duties incident to the office of President and such other duties as may be prescribed by The Board. The President shall appoint the members and chairpersons for all committees in consultation with other directors of the corporation and shall preside at all meetings of the members and of The Board.

SECTION 5. IMMEDIATE PAST-PRESIDENT. Upon the expiration of his or her term of office at the annual meeting, the President shall automatically become the immediate Past-President and shall serve in that capacity until the next succeeding annual meeting of members. The immediate Past-President shall serve as one of the seven (7) minimum Board members but not as an officer

SECTION 6. TREASURER. The Treasurer shall be the principal accounting and financial officer of the corporation and shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefore for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by The Board.

SECTION 7. SECRETARY. The Secretary shall (a) keep, or cause to be kept, the minutes of the meetings of the members and of The Board; (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 in accordance with the provisions of these Bylaws; (d) keep a register of the post office and electronic address of each member; (e) and in general perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the President or by The Board.

SECTION 8. COMPENSATION. No officer shall receive directly, or indirectly, any salary, compensation or emolument from the corporation, but reimbursements may be made for authorized out of pocket actual expenses by The Board.

## ARTICLE VII

### HONORARY OFFICERS AND DIRECTORS

SECTION 1. The Honorary Consul of New Zealand, appointed to the Atlanta Consulate, shall be invited to serve as the corporation's honorary chairperson. The honorary chairperson shall serve as advisor to The Board but is not required to attend Board meetings and in any case shall not vote as a Board Member.

SECTION 2. The Board, by a majority vote, at any meeting, may appoint, from among the corporation's individual members and delegates of organization members, a maximum of two honorary directors to serve as advisors to The Board. Such appointments must be confirmed annually by The Board. Honorary directors shall not vote as Board members.

## ARTICLE VIII COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the President, the Immediate Past-President, and the Treasurer and shall have and exercise the authority of The Board in the management of the corporation between meetings of the full Board, but the designation of such committee and the designation thereof of authority shall not operate to relieve The Board, or any individual director, of any responsibility imposed upon it or him by law. Any action of the Executive Committee subsequently may be rescinded, repealed, amended, or otherwise modified by The Board, provided, however, that The Board may not adversely affect the rights or actions of any third parties who may have acted in reliance upon the subject actions of the Executive Committee.

SECTION 2. NOMINATING COMMITTEE. The Nominating Committee shall comprise the Immediate Past-President and two members of the corporation selected by the President. It shall consider appropriate candidates to serve as directors and officers of the corporation from names put forward by the membership or otherwise known to the committee members. The Nominating Committee will present at the annual meeting of members its nominations for officers and directors whose terms are expiring at that meeting.

SECTION 3. OTHER COMMITTEES. Other committees having and exercising specified duties and responsibilities may be designated from time to time by a resolution of The Board. The President will select the Chairpersons and members of any such committees with consultation with the directors. Members of all committees shall be individual members or delegates of organization members of the corporation, except as otherwise provided in such resolution. The President will be a member of all such committees.

SECTION 4. TERM OF OFFICE. Each member of a committee shall continue as such until the next regular annual meeting of the members of the corporation and until a successor is appointed unless the committee shall be sooner terminated, unless such member be removed from such committee or unless such member shall cease to qualify as a member thereof.

SECTION 5. VACANCIES. Vacancies in the membership of any committee may be filled by the President in consultation with the committee chairperson.

SECTION 6. QUORUM. Unless otherwise provided in the resolution of The Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. RULES. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by The Board.

## ARTICLE IX

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS. The Board may authorize any officer or officers, agents or agents of the corporation, in addition to the officers so authorized by these Bylaws, 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.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as from time to time be determined by resolution of The Board. In the absence of such determination by The Board, such instruments shall be signed by the Treasurer.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as The Board may select.

SECTION 4. GIFTS. The Board may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the corporation.

## ARTICLE X

### FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

## ARTICLE XI

### SEAL

The corporate seal shall have inscribed thereon the name of the corporation, the words "Corporate Seal, Georgia" and "1996".

## ARTICLE XII

### EFFECTIVE DATE

These amended Bylaws shall be effective as of January 1,?

## ARTICLE XIII

### REMOVAL OF OFFICERS OR DIRECTORS BY MEMBERS

Any officer or director may be removed at any time by the affirmative vote of a majority of the members entitled to cast a vote at any general or special meeting of the members.

## ARTICLE XIV

### AMENDMENTS

These Bylaws may be amended by approval of a majority of The Board present and voting and submitted to the membership for approval at the annual membership meeting or a specially called membership meeting.