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BYLAWS

Approved by the CMAHC Board of Directors – May 12, 2022

Article 1.0 Principal Office

1-1.0. Principal Office.

- (A) The principal office of the CMAHC shall be located at DeKalb County, GA.
- (B) The principal office may be changed from time to time by the Board of Directors.
- (C) The CMAHC may also have offices at other places within or outside of Georgia as the Board of Directors may approve.

Article 2.0 Members

2-1.0. Classes of Membership.

- (A) There shall be one class of membership and the Board of Directors shall determine the qualifications and dues structure for this class of membership.

2-2.0.

- (A) From time to time, the Board of Directors may establish additional classes of membership to benefit the CMAHC.
- (B) Each class of membership shall enjoy benefits and privileges as determined by the Board of Directors, which shall also be amended from time to time by the Board of Directors.

2-3.0. Removal.

- (A) Any member may be removed by a vote of two thirds (2/3) of the Board of Directors in the event such

member breaches any of the duties set forth in the Articles of Incorporation or these Bylaws or otherwise acts in contravention to the goals and objectives of the CMAHC.

(B) The Board of Directors shall provide at least fifteen (15) days prior notice to the Member of the proposed removal, and the reason for such removal.

2-4.0. Reinstatement.

On written request signed by a former member that has been removed through Article 2, Section 3, a current member in good standing, and filed with the Secretary, the Board of Directors, by the affirmative vote of two thirds (2/3), may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Article 3.0 Dues and Assessments

3-1.0. Members.

(A) All members shall pay dues or assessments in the amounts and at the times determined by the Board of Directors.

3-2.0. Nonpayment of Dues and Assessments.

(A) The failure to pay dues or assessments in the amounts and at the times determined by the Board of Directors shall cause the member's privileges or membership to be suspended or terminated, as determined by the Board of Directors.

Article 4.0 Meetings of Members

4-1.0. Annual Meeting.

(A) The CMAHC shall hold an annual meeting at a date and time determined by the Board of Directors, who shall make notification of annual meeting available to members not less than fifteen (15) days prior to the meeting.

(B) The meeting may be held using telecommunication methods.

4-2.0. Triennial Conference.

(A) The CMAHC shall host a conference at least every three (3) calendar years at a place and time determined by the Board of Directors, to gather input from interested parties and recommend changes to the MAHC.

(B) This triennial conference shall count as an annual meeting.

Article 5.0 Board of Directors

5-1.0. Size and Make-up of Board.

- (A) The CMAHC shall have a Board consisting of at least 7 and up to thirteen (13) voting Directors.
- (B) A Director need not be a resident of Georgia.
- (C) All Board members shall be members in good standing of the CMAHC.
- (D) Regardless of the size of the voting Board of Directors, the Board shall provide appropriate representation of diverse member segments.
- (E) The Board of Directors shall consist of:
 - (1) seven (7) Directors with a professional public health background and
 - (2) six (6) Directors with a professional aquatics industry background.
- (F) The Board of Directors shall use its best efforts to ensure the public health category is evenly split between state and local public health officials and the aquatic industry category is evenly split between industry providers and facility operators.
- (G) Aquatic industry providers shall include representatives from designers, builders, and manufacturers.
- (H) Aquatic facility operators shall include representatives with experience at large and small aquatic facilities.
- (I) Each Director shall have a single vote on issues that come before the Board of Directors.
- (J) In addition to the voting Board of Directors, the Board may consist of up to two CDC liaisons to serve as resources to CMAHC. The goal is to have
 - (1) one liaison from the National Center for Environmental Health and
 - (2) one liaison from the National Center for Emerging and Zoonotic Diseases.
- (K) CDC liaisons shall have no voting rights.
- (L) The Board of Directors may appoint ex officio Directors to serve as advisors, without voting rights.

5-2.0. Board Member Term.

- (A) The term of all Directors shall be six (6) years.
- (B) The terms of the Board shall be staggered with one third (1/3) of the public health and one third (1/3) of the industry Board members elected at each triennial conference or a scheduled election coinciding with the staggered term years.
- (C) The Board of Directors may modify certain term limits in order to achieve the stated staggered term expirations.

(D) Directors may not serve additional successive terms and must not be a member of the Board of Directors for two years before they may be reelected to serve an additional term on the Board.

(E) CDC liaison Board members shall be exempt from term limits.

5-3.0. Vacancies.

(A) Vacancies on the Board of Directors may be filled for the unexpired term of the predecessor in office by a majority vote of the remaining Directors at any meeting of the Board of Directors.

(B) A Director elected by the Board to fill an unexpired term of less than three years shall be eligible to serve a successive term if reelected by the membership at the conclusion of their first term.

(C) A Director elected by the Board to fill an unexpired term of three years or more shall not be eligible to serve a successive term without a two-year absence from the Board of Directors.

(D) If any vacancy occurs among the Board of Directors by reason of death, resignation, incapacity to serve, increase in the number of directors, or otherwise, the remaining directors shall continue to act, and such vacancies may be filled by a majority of the Board then in office, though less than a quorum, and, if not filled by action of the Board, may be filled by the Board of Directors at any meeting held during the existence of such vacancy.

5-4.0. Power and Duties of the Directors.

(A) The Board of Directors shall have control and general management of the affairs, property and business of the CMAHC and, subject to these bylaws, may adopt such rules and regulations for that purpose and for the conduct of its meetings as the Board of Directors may deem proper.

(B) The powers shall include but not be limited to the appointment and removal of the Officers of the CMAHC Board or the Executive Director.

5-5.0. Nomination of Directors.

(A) No later than 180 days prior to the triennial conference or a scheduled election coinciding with the staggered term years, the President shall appoint a Nominating Committee of not less than three (3) Directors.

(B) The Nominating Committee, using the method and timing approved by the Board of Directors, shall canvass members of the CMAHC for candidates for the Board of Directors prior to all elections of Directors.

(C) After reviewing nominations from the membership and conducting its own deliberations, the Nominating Committee shall submit in writing to the Board of Directors its recommendations for nomination of persons as Directors.

(D) The Board shall consider the recommendations and shall notify the membership of its nominations at least 21 days before the triennial conference or a scheduled election coinciding with the staggered term years.

(E) CDC liaison Board members shall be designated by CDC.

5-6.0. Election of Directors.

(A) The election of Directors to fill expiring or vacant Board positions shall be held every two (2) years, in conjunction with the triennial conference or a scheduled election coinciding with the staggered term years and be open to all members in goodstanding.

(B) The Board of Directors shall determine the method and timing used to conduct the election of Directors.

(C) CDC liaison Board members shall not be required to stand for election and shall serve for the time period determined by the CDC.

5-7.0. Removal of Directors.

(A) The Board of Directors may remove an elected Director for cause to protect the rights and privileges of the members or the reputation, mission or business interests of the CMAHC by a two thirds (2/3) majority vote of all sitting Directors. For purposes of this section, cause shall be defined as fraud, gross misconduct, or inadequate attendance.

5-8.0. Compensation and Expenses.

(A) No compensation will be paid to any member of the Board of Directors for services as a member of the Board.

(B) By resolution of the Board, reasonable expenses may be allowed for attendance at regular and special meetings of the Board.

Article 6.0 Meetings of Directors

6-1.0. Regular Meetings.

(A) Regular meetings of the Board of Directors shall be preceded by at least fifteen (15) days' notice of the date, time, place and purpose of the meeting.

(B) The Board of Directors shall be required to keep minutes of all meetings and these minutes shall be available to all members in good standing.

6-2.0. Special Meeting.

(A) Special meetings of the Board of Directors shall be preceded by at least two (2) days' notice of the date, time, purpose and place of the meeting.

6-3.0. Action of the Board; Quorum.

(A) An action at a meeting of the Board of Directors may take place if a quorum of the Board is in attendance at the meeting, either in person or via telecommunications. For a quorum, sixty percent (60%) of the sitting Director's must be in attendance and able to vote.

6-4.0. Action without Meeting.

(A) Any action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if each and every member of the Board in writing either:

- (1) votes for the action; or
- (2) votes against the action or abstains, and waives the right to demand that a meeting be held.

(B) The affirmative votes must equal or exceed the minimum number necessary to take action at a meeting at which all of the Directors then in office were present and voted.

6-5.0. Telecommunication.

(A) Any or all of the Board of Directors may participate in annual, regular or special meetings, through the

use of any means of communicating by which all participating in the meeting may hear each other during the meeting.

(B) A Director participating in a meeting by these means is deemed to be present in person at the meeting.

6-6.0. Meeting Attendance by Members.

(A) All regular and special meetings of the Board of Directors shall be open to members of the CMAHC in good standing.

(B) Members may attend or listen to meetings, but any participation in the meeting must be approved by a majority of the Board of Directors.

(C) During any meeting, the Board of Directors may choose to enter “executive session” at which time only the members of the Board of Directors and any invited guests will be allowed in the session.

Article 7.0 Officers and Duties

7-1.0. Officers.

(A) The officers of the CMAHC shall consist of a President, a Vice President, a Secretary, a Treasurer and an Executive Director.

(B) The Executive Director shall not be a member of the Board of Directors.

(C) The President, Vice President, Secretary and Treasurer shall be elected for two-year terms by a majority vote of the Board of Directors at the meeting of the Directors held at the triennial conference, or scheduled vote on years without a conference.

(D) Directors may serve multiple terms as an officer, limited only by their term on the Board of Directors.

(E) The position of Executive Director shall remain an officer until such time as the Board of Directors takes action to remove the Executive Director as an officer.

(F) A vacancy in any office may be filled by the Board of Directors at any regular or special meeting called for that purpose.

7-2.0. President of the Board.

(A) The President of the Board shall preside at all meetings of the members and the Board of Directors, and may have any other powers and duties as may be conferred by the Board of Directors.

7-3.0. Vice President.

(A) The Vice President shall have the duties that the Board of Directors or the President may delegate to him/her from time to time.

(B) In the absence of the President or his or her inability to act, the duties and powers of the office shall be performed and exercised by the Vice President.

7-4.0. Secretary.

(A) The Secretary shall have the responsibility for the preparation and maintenance of minutes of the Directors' and members' meetings and other records and information required to be kept by the CMAHC and

for authenticating records of the CMAHC.

(B) The Secretary shall perform all duties usually incident to the office of the Secretary, those duties specified in these bylaws, and other duties that may from time to time be delegated by the Board of Directors.

7-5.0. Treasurer.

(A) The Treasurer shall have general supervision over the care and custody of the funds and securities of the CMAHC and shall deposit the same or cause the same to be deposited in the name of the CMAHC in the bank or banks, trust company or trust companies that the Board of Directors may designate.

(B) The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the CMAHC and whenever required by the Board of Directors, shall render or cause to be rendered financial statements of the CMAHC.

(C) The Treasurer shall cause a triennial third-party audit to be conducted within six months of the completion of the triennial conference and share the report with the Board.

(D) The Treasurer shall cause an internal audit to be conducted in the years without the triennial conference.

Article 8.0 Organization and Operations

8-1.0. Executive Director.

The Board of Directors shall select an Executive Director who will be the Chief Executive Officer of the CMAHC, under the direction and supervision of the Board of Directors and shall have general and active control of its affairs and business and general supervision of its agents and employees. The Executive Director shall serve at the pleasure of the Board and can be removed following a simple (>50%) majority vote of the Board.

Article 9.0 Miscellaneous Provisions

9-1.0. Bond.

(A) The Board of Directors may require that all Officers of the CMAHC who may handle or have access to the funds and investments of the CMAHC, and all persons who shall have any authority to sign checks, drafts or other investments drawn against any bank account maintained by the CMAHC to be bonded in such individual and collective amounts as the Board of Directors prescribes.

(B) The premiums or cost required from time to time to maintain any such bond or bonds in force shall be paid by the CMAHC.

(C) In lieu of requiring a bond for the above described individuals, at least two signatures shall be required on all checks, drafts or other instruments exceeding ten thousand dollars (\$10,000.00) drawn against any bank account maintained by the CMAHC.

9-2.0. Authority to Sign Evidence of Indebtedness.

(A) No bond, note, debenture, mortgage or other evidence of indebtedness of the CMAHC shall be valid or binding upon the CMAHC unless and until the same has been signed by the President and attested by a second Officer of the Board of Directors.

9-3.0. Indemnification of Directors and Officers.

(A) Directors and Officers of the CMAHC shall not be individually liable for the debts or any other obligations of the CMAHC.

(B) The CMAHC shall indemnify each Director and Officer who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director or Officer was a party because he is or was a Director of the CMAHC against reasonable expenses actually incurred by the Director in connection with the proceeding.

(C) The CMAHC may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the CMAHC, by reason of the fact that he is or was a Director, officer, employee or agent of the CMAHC, or is or was serving at the request of the CMAHC as a Director, officer, employee or agent of another CMAHC, partnership, joint venture, trust or other enterprise, against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the CMAHC, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

(D) The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the CMAHC and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(E) The CMAHC may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the CMAHC to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, employee or agent of the CMAHC, or is or was serving at the request of the CMAHC as a Director, officer, employee or agent of another CMAHC, partnership, joint venture, trust or other enterprise against expenses actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the CMAHC; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the CMAHC unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

(F) To the extent that a Director, officer, employee or agent of the CMAHC has been successful on the merits or otherwise in defense of any action, suit, or proceeding, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection with the action, suit, or proceeding.

(G) Any indemnification, unless ordered by a court, shall be made by the CMAHC only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this section.

(H) The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action, suit, or proceeding, or if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel and a written opinion, or by the members.

(I) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the CMAHC in advance of the final disposition of the action, suit, or proceeding as authorized by the Board of Directors in the

specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the CMAHC as authorized in this section.

9-4.0. Conflict of Interest Policy and Disclosure.

- (A) Officers and Directors of the CMAHC shall
 - (1) disclose to the CMAHC any direct, personal, or business benefit or profit which may accrue directly or indirectly to them or to a family member as a result of any contract, investment or other activity of the CMAHC; and,
 - (2) refrain from participation in any discussion or action of the CMAHC, Board of Directors or any committee related to the matter so disclosed.
- (B) When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict of interest.
- (C) The fact that a director or officer is also a director or officer or member of a not-for-profit organization that obtains or seeks funds from institutions or individuals from which the CMAHC also obtains or seeks funds from shall not be itself be deemed to be a conflict of interest.

9-5.0. Inspection of Records by Members.

- (A) The CMAHC shall keep correct and complete books and records of account and minutes of the proceedings of its Members, of its Board of Directors and of any committee having any authority given by the Board of Directors.
- (B) The CMAHC shall also make available to all members in good standing upon request or maintain at its Registered Office a record of the names and addresses of the Active Members who are entitled to vote for Directors.
- (C) All of the books and records of the CMAHC may be inspected by any member in good standing, his/her agent or attorney for a proper reason at any reasonable time.

Article 10.0 Amendment of Bylaws

10-1.0. Board Action.

- (A) The Board of Directors may vote to amend the bylaws at any time with a two-thirds (2/3) majority to add, change, or delete a provision unless it would result in a change of the rights, privileges, preferences, restrictions, or conditions of a membership class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of another class.

10-2.0. Membership Action.

- (A) The members may petition the Board to amend the bylaws. Such petitions to the Board of Directors shall be in writing, and signed by at least 15% of the members in good standing.

(END OF BYLAWS)