

BY-LAWS
OF
GEORGIA SELF STORAGE ASSOCIATION, INC.
Amended Oct 2017

ARTICLE I
NAME

The name of the Association shall be the Georgia Self Storage Association, Inc. but shall sometimes be called "GASSA" or "Association".

ARTICLE II
OFFICES AND PURPOSE

Section 2.1. Principal Office Address.

The principal office address of the Association shall be established by the Board of Directors.

Section 2.2. Registered Agent.

The Registered Agent of the Association required by law to be maintained in the State of Georgia may be, but need not be, identical to the principal office; provided, however, that any change in the Registered Agent of the Association shall not be effective unless and until such change is docketed in the office of the Georgia Secretary of State.

Section 2.3. Other Offices.

The Association may have other offices at such other places, either within or outside the State of Georgia, as the Board of Directors may from time to time determine, or as the affairs of the Association may require.

Section 2.4. Purpose.

The purposes of this Association shall be:

- (a) To be a private, non-profit self-storage group intended for networking and educational purposes.
- (b) To provide leadership and open lines of communication on issues that affect the self-storage industry.
- (c) To support such legislation as is deemed protective of the self-storage industry, opposing legislation that is deemed harmful to the industry;
- (d) To define and assert standards of excellence in the self-storage industry in the State of Georgia.
- (e) To provide opportunities for Members to increase their knowledge of the self-storage industry through appropriate research, discussion and exchange of information.

- (f) To support, communicate, and cooperate with the national Self Storage Association ("SSA"), and to take all reasonable steps to encourage its Members to also be Members of the SSA (avoiding any action to compete with the SSA in presenting trade shows nor otherwise assume functions that are normally the role of the SSA);
- (g) To do any and all things that are appropriate to further these purposes.
- (h) To abide by the GASSA Code of Ethics.

ARTICLE III MEMBERS

Section 3.1. Classes of Members.

The Association may have different classes of membership as may from time to time be established by the Board of Directors. Each class may have different qualifications for membership and rights of the Members. Initially, there shall be four classes of membership in the Association, as follows:

- (a) Full Member
- (b) Associate Member
- (c) Affiliate Member
- (d) Honorary Members

Section 3.2. Qualification of Members.

- (a). Full Member. Any individual, partnership, corporation or other entity which is an owner of a self-storage type facility and who pays the regular dues and assessments for membership as established by the Board of Directors, and who conforms with all other requirements and standards of the Association, as these may be promulgated from time to time, shall be qualified to be a Full Member. A facility "owner" is defined as having at least a 5% ownership interest in a self-storage facility.
- (b). Associate Member (who may also be called Vendor Members from time to time). Any individual, partnership, corporation or other entity which has reason to be interested in the self-storage industry, and who pays the regular dues and assessments for membership as established by the Board of Directors, and who conforms with all other requirements and standards of the Association, as these may be promulgated from time to time, shall be qualified to be an Associate Member.
- (c). Non-Voting Affiliate Members. Any individual, employee, partnership, corporation, or other entity affiliated with either a Full Member or Associate Member.
- (d). Non-Voting Honorary Members. Membership can be extended by the Board of Directors to Honorary members.

- (e). Members. Full Members, Associate Members, Non-Voting Affiliate Members and Non-Voting Honorary Members are referred to jointly as "Members" throughout the By Laws, unless noted otherwise.

Section 3.3. Application for Membership.

A qualified applicant for any Class of Membership will be subject to approval for membership upon:

- (a) Payment of such annual dues, fees and assessments as the Board of Directors may establish; and
- (b) Approval by an affirmative vote of a majority of the Board of Directors.

Section 3.4. Members Subject to By-Laws.

All Members of the Association are subject to the regulations set forth in these By-Laws and as they may from time to time be amended.

Section 3.5. Voting Rights.

Each Full Member and Associate Member, shall be entitled to one vote on each matter submitted for a vote of the Members. Each Full and Associate Member which is a partnership, a corporation or other similar entity shall appoint one individual who shall represent and vote for that Full or Associate Member. Each Full and Associate Member shall have one vote regardless of the number of facilities the Full or Associate Member owns or controls.

Section 3.6. Termination of Membership.

The Board of Directors, by affirmative vote of two-thirds of all the Members of the Board, may suspend or terminate a member for cause, including but not limited to, violation of these By-Laws, unethical practices, or conduct inconsistent with the purposes of the Association.

Section 3.7. Failure to Pay Dues.

If any Member shall be in default in the payment of dues or other charges for a period of thirty (30) days from the date on which they became payable, the Member may be deemed to have resigned its membership, the Member's voting privileges will be revoked, and its membership may be terminated by the Board of Directors.

Section 3.8. Resignation.

Any Member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 3.9. Reinstatement.

Upon written request signed by a former Member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the Board, reinstate such former Member to membership on such terms as the Board of Directors may deem appropriate.

Section 3.10. Transferability.

Membership in the Association and any of the rights and privileges appurtenant thereto, is neither transferable nor assignable.

Section 3.11. Necessity of Membership.

All rights and privileges of membership in the Association shall cease upon termination of membership.

Section 3.12. Membership Change.

Changes in Classes of Membership can only occur annually by Membership vote and Board of Directors approval.

Section 3.13. Dues.

The dues of the Association will be established annually by the Board of Directors when it is determined what expenses need to be funded. There will be an annual accounting by the Board of Directors to the membership of how monies raised were spent.

ARTICLE IV MEETINGS OF MEMBERS

Section 4.1. Annual Meetings.

There shall be an annual meeting of the Members for the purpose of electing Directors and for the transaction of such other business as may come before the meeting consistent with the Notice of Meeting requirements of applicable Georgia law. The annual meeting shall be held at such time and place as the Board of Directors may determine.

Section 4.2. Special Meetings.

Special meetings of the Association may be called by the President, by two-thirds (2/3) vote of the Board of Directors or upon the written request of not less than one-fifth (1/5) of the Members.

Section 4.3. Monthly Meetings.

There shall be monthly membership meetings of the Association as established by the Board of Directors.

Section 4.4. Place of Meetings.

The Board of Directors may designate any place within or outside of the State of Georgia as the place of meeting for any monthly or special meeting called by the Board of Directors.

Section 4.5. Notice of Meetings.

A written, electronic or printed notice stating the place, day and hour of any meeting of Members shall be delivered to each Member entitled to vote at such meeting, not less than ten (10) days nor more than sixty (60) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the Directors or other persons calling the meeting.

In the case of a Special Meeting called by written request of one-fifth (1/5) of the Members, such meeting shall be held within thirty (30) days after delivery to the Secretary such written demand. Additionally, in case of a special meeting or when required by applicable law or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. Any such notice required to be given hereunder, shall be effective if delivered either personally, by first class mail or by electronic mail, or a combination of such methods. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail and addressed to the Member at his, her or its address as it appears on the records of the Association, with postage prepaid. If given by electronic mail, the notice of meeting shall be deemed delivered when actually sent to each Member addressed to the Member at his, her or its e-mail address as it appears on the records of the Association.

Section 4.6. Voting and Proxies.

Members entitled to vote may do so at any duly called meeting, in person, or by written proxy, signed (electronic signature is acceptable) and dated, and filed with the President of the Association before the meeting at which the proxy is to be exercised is called to order. No proxy shall be valid after one (1) month from the date of its execution, unless otherwise provided in the proxy. A proxy is revocable at any time before it has been exercised.

Section 4.7. Action by Ballot.

Any action that may be taken at any annual, regular, or special meeting of Members may be taken without a meeting if the Association delivers a written ballot or electronic ballot to every Member entitled to vote on the matter. The Board of Directors shall establish the ballot deadlines and guidelines. Such ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the same number of votes were cast. Any ballot submitted pursuant to a vote by ballot duly submitted shall not be revocable by the Member.

At all meetings, voting shall be by voice or ballot at the discretion of the Board of Directors. Votes may also be taken by email. The Board of Directors may require Members to sign their ballots.

Section 4.8. Quorum.

The Members present at any membership meeting shall constitute a quorum for the transaction of business, but the number of Members present must be no less than 20% of the voting membership of “Full Members”.

Section 4.9. Informal Action by Members

Any action required by law to be taken at a meeting of the Members may be taken without a meeting if there is a consent in writing signed by all of the Members in attendance at the meeting.

Section 4.10 Rules of Order

Robert’s Rules of Order should be the mechanism of operation for the GASSA membership meetings.

ARTICLE V
BOARD OF DIRECTORS

Section 5.1. Powers.

The Board of Directors shall manage the property, affairs and activities of the Association. The Board shall have the power to establish dues and assessments, determine the proper disbursement of Association funds, interpret the meaning of the By-Laws, make statements of policy, and exercise any authority necessary for the direction, supervision or control of the Association. Additionally, the Board shall have such other powers and authority to carry out the foregoing to the fullest extent allowed by Georgia law.

Section 5.2. Number of Directors/ Term of Office.

There shall be five (5) Full Member Directors. The Term of Office for Full Directors shall be two (2) years. Full Member Directors may serve for a maximum of two (2) full two (2) year terms. Following service for two full terms as a Full Member Director the individual must be off the Board for at least one year before being eligible to be re-elected to the Board.

There shall be two (2) Associate Member Directors. The Term of Office for Associate Directors shall be two (2) years. Associate Directors may serve for a maximum of two (2) full two (2) year terms. Following service for two full terms as an Associate Member Director the individual must be off the Board for at least one year before being eligible to be re-elected to the Board.

Officers of the Association, as outlined in ARTICLE VI, are also members of the Board of Directors with full voting rights and authority, except for the past president.

Upon approval of the above Number of Directors/Terms and Years for Office, the current Board shall set staggered terms for all current Directors.

Notwithstanding the above, not more than one Board Member position may be held by representatives of related entities that share a common brand, tradename or ownership.

At the Board’s sole discretion, non-voting dues paying Members may be added to the Board including, but not limited to, Legal Counsel and Honorary Members.

Section 5.3. Nominations for Board of Directors and President-Elect .

Nominations for Directors and President Elect shall be accepted from any Member in good standing. Nominations may be made in writing and submitted to the Board of Directors not less than thirty (30) days prior to the membership meeting at which a vote for Directors is to be held.

All nominees to the board/officers shall be required to complete a questionnaire that discloses their percentage ownership in any facilities and other questions as deemed necessary by the Board.

Current Board Members of competing Georgia Self-Storage Organizations shall not be allowed to serve on the Georgia Self-Storage Association, Inc. Board of Directors.

Section 5.4 Ballots for Elections

Election shall be held by written or electronic ballot listing the names of all nominees.

Ballots shall be tabulated and certified as determined by the Board of Directors and those nominees who, by a plurality, receive the most votes shall be deemed elected. Ballots may be created for each voting Member only. There will be no nominations from the floor. Full Members should vote only for Full Members in Board elections. Associate Members should vote only for Associate Members in Board elections. Full members only shall be entitled vote for the President Elect.

Section 5.5. Resignation of Director.

A Director may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect at the time specified or, if no time is specified, at the time of acceptance by the Board of Directors. Failure by a Director to attend three consecutive meetings of the Board of Directors may be considered a tender of resignation of such Director. Such tender of resignation may be accepted by the Board upon an affirmative vote of a majority of the Directors excluding the Director whose resignation is being considered.

Section 5.6. Removal of Director.

A Director (and officer) may be removed at any time, with or without cause, by a two-thirds (2/3) vote of Members of the Board of Directors.

Section 5.7. Vacancies.

Any vacancy occurring in the Board of Directors, and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his, her or its predecessor in line. The Board of Directors shall have the option to wait until the next annual meeting to fill a vacancy by the normal nomination and election process.

Section 5.8. Regular Meetings A regular meeting of the Board of Directors shall be held without other notice than these By-Laws, immediately after, and at the same place as, the annual meeting of the Members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors without other notice than such

resolution.

Section 5.10. Special Meetings.

Special Meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board of Directors shall notify the Secretary in writing of such call for a special meeting. Within five (5) days of receiving the written call for a Special meeting, the Secretary shall fix the date, time and place for holding the special meeting of the Board of Directors, so long as it shall be reasonably convenient for the attendance of a quorum. The Secretary shall deliver a Notice of the Special Meeting in such manner and time as further set forth in the by-Laws.

Section 5.11. Notice of Special Meeting.

Notice of any special meeting of the Board of Directors shall be given at least five (5) business days prior to such meeting. Any Director may waive notice of any meeting. The attendance of a Director at any 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws. Any such notice required to be given hereunder, shall be effective if delivered either personally, by first class mail or by electronic mail, or a combination of such methods. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail and addressed to the Director at his, her or its address as it appears on the records of the Association, with postage prepaid. If given by electronic mail, the notice of meeting shall be deemed delivered when actually sent to the Director addressed to the Director at his, her or its e-mail address as it appears on the records of the Association.

Section 5.12. Quorum.

A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 5.13 Voting and Proxies. – Board Members.

Board Members entitled to vote may do so at any duly called Board meeting, in person, or by written proxy, signed (electronic signature is acceptable) and dated, and filed with the President of the Association before the meeting at which the proxy is to be exercised is called to order. No proxy shall be valid after one (1) month from the date of its execution, unless otherwise provided in the proxy. A proxy is revocable at any time before it has been exercised.

Section 5.14. Action by Quorum.

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws. Voting may be via e-mail.

Section 5.15. Compensation of Directors.

Directors, as such, shall not receive any salaries or other compensation for their services as Directors, per se, but nothing herein contained shall be construed to preclude any Director from doing business with the Association or serving the Association in any capacity other than as Director and receiving compensation, payment or remuneration, provided, however, that any such business arrangement between the Association and a Director of the Association shall be disclosed to and specifically approved by the Board of Directors and in compliance with the GASSA conflict of Interest policy.

Section 5.16. Action of Directors Without Meeting.

Any action required or permitted to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken by a majority of members of the Board of Directors. The action shall be evidenced by one or more written consents signed by each director before or after such action, describing the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last director signs the consent, unless the consent specifies a different effective date.

Section 5.17. Attendance by Telephone or Videoconferencing.

Any one or more Directors or members of a committee may participate in a meeting of the Board of Directors or committee by means of a conference telephone, video conference, teleconference or similar communications device which allows all persons participating in the meeting to hear each other simultaneously, and such participation in the meeting shall be deemed present at such meeting.

Section 5.18 Rules of Order.

Robert's Rules of Order should be the mechanism of operation for the GASSA Board of Directors' Meetings.

ARTICLE VI OFFICERS

Section 6.1. Officers.

The Executive Officers of the Association shall be a President, President Elect and Past President.

The Term of Office for these Executive Officers shall be one (1) year. The President Elect shall be elected by the Full Members of the Association. Following service as President Elect, the individual automatically moves to President and then to Past President.

Nominations for President Elect shall be accepted at the same time that nominations shall be accepted for the Board of Directors. Individuals nominated as President Elect must be a current

member of the GASSA Board of Directors or have served on the Board within the last three years.

The Ballot shall include those listed as nominated to be President Elect.

Full members may vote for those nominated for President Elect separate from voting for those members to be elected to the Board of Directors.

The highest number of votes from Full members will determine the elected President Elect. If there are no nominations for President Elect or if the voting does not result in a President Elect who is either nominated or consent to serve, then the Board of Directors shall elect the President Elect and/or President from the eligible Full Member membership of the Association.

The Board of Directors may elect or appoint such other officers, including one or more Secretaries and one or more Treasurers, as it shall deem reasonable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. No more than one office may be held by the same person. Executive Officers (President, Past President and President elect) shall by virtue of their office be members of the Board of Directors.

Section 6.2. Standards of Conduct for Officers.

(a) An officer with discretionary authority shall discharge his or her duties under that authority:

- (1) In good faith;
- (2) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and;

(3) In a manner the officer believes to be in the best interests of the Association.

(b) In discharging their duties, an officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by (i) one or more officers or employees of the Association whom the officer reasonably believes to be reliable and competent in the matters presented; or (ii) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

(c) An officer is not entitled to the benefit of subsection (b) of this section if the officer has actual knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (b) of this section unwarranted.

(d) An officer is not liable for any action taken as an officer, or any failure to take any action, if the officer performed the duties of their office in compliance with this section.

(e) No officer shall be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the Association for duties other than an officer or director.

(f) Current Board Members of competing Georgia Self-Storage Organizations shall not be allowed to run for or be elected to any Officer position of the Association.

Section 6.3. Qualifications.

The President, Past President and President Elect of the Association shall be required to be Full Members of the Association in good standing. .

Section 6.4. Election and Term of Office.

The officers of the Association shall each serve a one (1) year term, elected at the regular annual meeting of the Board of Directors, except the President Elect, who shall be elected by the Full Members of the Association. Each officer shall hold office until their successor has been duly elected and qualified.

The President Elect shall be elected in accordance with the bylaws. At the end of the President Elect's Term of Office, the individual will move to President of the Association for a one year term of officer. Following completion of the term of office as President, the individual moves to Past President for an additional one-year term without voting rights. Following services as past president, the member is eligible again to be nominated to serve on the Board.

Section 6.5 Removal.

Any officer elected may be removed by the Board of Directors, by a two-thirds (2/3) vote of the entire Board of Directors, whenever in the Board's judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Specifically, but not in limitation of the authority given above, any Director may be removed by a two-thirds vote of the entire Board of Directors, for unexcused absences from three Board meetings.

Section 6.6. Vacancies.

A vacancy in any office, because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6.7. President.

The President shall be the principal executive officer of the Association and shall generally supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the Members and of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Association so authorized by the Board of Directors, any contracts or other instruments which the Board of Directors have 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 By-Laws or by applicable law to some other officer or agent of the Association; and, in general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall appoint all committees, temporary or permanent except those appointed by other officers who need committee assistance in fulfilling their duties. The President shall see that all books, reports and certificates required by law are properly kept or filed. The President shall be one of the officers who may sign the checks or drafts of the Association.

Section 6.8. President Elect.

In the absence of the President or in the event of their inability or refusal to act, the President Elect shall perform duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any President Elect shall perform such other duties as from time to time may be assigned to them by the President or Board of Directors.

Section 6.9. Treasurer.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety, or sureties as the Board of Directors shall determine. The Association shall bear the cost of any bonds required. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 9 of these By-Laws, and, in general, perform all 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 or by the Board of Directors.

Section 6.10. Secretary.

The Secretary shall keep the Minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these By-Laws or as required by law; be custodian of the Association records, the execution of which on behalf of the Association is duly authorized in accordance with the provisions of these By-Laws; keep a register of the address of each member which shall be furnished to the Secretary by each Member; and, 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 or by the Board of Directors.

Section 6.11. Assistant Treasurers and Assistant Secretaries.

If required by the Board of Directors, the Assistant Treasurers shall obtain bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Association shall bear the cost of any bonds required. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

Section 6.12 Executive Director.

The Executive Director operates under a contract with the Association and the responsibilities are detailed in the Agreement. The Executive Director works with the officers and the Board of Directors to achieve the goals and initiatives set forth each year for the Association.

ARTICLE VII COMMITTEES

Section 7.1. The Board of Directors.

Directors may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association. However,

no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the By-Laws, or in the elections, appointing or removing of any member of any such committee or any Director or officer of the Association.

Section 7.2. Other Committees.

Other committees not having and exercising the full authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Members of the Association, and the President of the Association shall appoint the members and shall be, ex officio, a member of any such committee at his or her own discretion. Any committee member may be removed by the President of the Association whenever, in his or her judgment, the best interests of the Association shall be served by such removal.

Section 7.3. Time Commitment.

Each member of a committee shall continue as such until the expiration of the period designated by the Board of Directors or next annual meeting of the Members of the Association and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member.

Section 7.4. Committee Chairs.

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members of that committee.

Section 7.5. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7.6. Quorum.

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

Section 7.7. Committee Rules.

Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

Section 7.8. Meetings Attendance by Telephone or Videoconferencing.

The Chairman of each shall determine the need and frequency of any meetings to be held to conduct the business of the Committee. Each committee member shall be notified of the time, date and place of any committee meeting, verbally, in writing, or by e-mail not less than three (3) days before the meeting. Any one or more members of a committee may participate in a meeting of the committee by means of a conference telephone, video conference, teleconference or similar

communications device which allows all persons participating in the meeting to hear each other simultaneously, and such participation in the meeting shall be deemed presence in person at such meeting.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 8.1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents, of the Association, in addition to the officers so authorized by these By-Laws, to enter into any contract up to Five Thousand Dollars (\$5,000) in total value or execute and deliver any instrument up to Five Thousand Dollars (\$5,000) in total value in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. Contracts or instruments over Five Thousand Dollars (\$5,000) shall require a two-thirds (2/3rds) vote by the Board of Directors and be signed by the President and President Elect. Any resolution of the Board of Directors authorizing the execution of documents by the proper officers of the Association or by the officers generally and not specifying particular officers shall be deemed to authorize such execution by the President, or the President Elect, or by any other officer if such execution is within the scope of the duties and of such other office. The Board of Directors may by resolution authorize such execution by means of one or more facsimile signatures.

Section 8.2. Checks and Drafts.

All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents, of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 8.3. Deposits and Depository.

All funds of the Association shall be deposited within five (5) business days of receipt to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select, except that all such depositories must be insured by the Federal Deposit insurance Corporation

Section 8.4. Gifts.

The Board of Directors may accept, on behalf of the Association, any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

Section 8.5. Salaries of Employees.

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the Association.

ARTICLE IX

BOOKS AND RECORDS

Section 9.1. Books and Records:

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office giving the names and addresses of the Members entitled to vote. All books and records of the Association may be inspected by any member, or their agent or attorney, for any proper purpose at any reasonable time. Financial reports consisting of at least an Income Statement and Balance Sheet shall be provided annually to the membership.

ARTICLE X
DUES, FEES AND ASSESSMENTS

Section 10.1. Amount.

The Board of Directors may determine from time to time the amount of initiation fee, if any, and the annual dues and assessments payable to the Association by Members.

Section 10.2. Payment.

Dues shall be set by the Board of Directors and shall be paid annually. Dues shall be payable in advance and shall cover a membership period of twelve (12) months or at the discretion of the Board of Directors. In the event of a Member's resignation or the termination of any membership, there shall be no refund of any dues previously paid. Dues, fees and special assessments shall be collected by the Treasurer of the Association.

ARTICLE XI
INDEMNIFICATION

Section 11.1 Indemnification.

Any person who at any time serves or has served as a Director or Officer of the Association shall be indemnified by the Association to the fullest extent permitted by law against (a) expenses, including reasonable attorneys, fees, actually and necessarily incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, and whether or not brought by or on behalf of the Association, arising out of his or her status as such director, or his or her status as an officer, employee or agent of the Association, or his or her service, at the request of the Association, as a director, officer, partner, trustee, employee or agent of any other association, partnership, joint venture, trust or other enterprise or as a trustee or administrator under an employee benefit plan, or his or her activities in any of the foregoing capacities; and (b) any liability incurred by him or her, including without limitation, satisfaction of any Judgment, money decree, fine (including any excise tax assessed with respect to an employee benefit plan), penalty or settlement, for which he or she may have become liable in connection with any such action, suit or proceeding.

The Board of Directors of the Association shall take all such action as may be necessary and appropriate to authorize the Association to pay the indemnification required by these By-Laws, including without limitation, to the extent necessary, (a) making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due

him or her, and (b) giving notice to and obtaining approval by the Members of the Association, if such approval is required.

Expenses incurred by a Director or an Officer in defending an action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director to pay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association against such expenses.

Any person who at any time after the adoption of these By-Laws serves or has served as a Director or Officer of the Association shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein, and any modification or repeal of these provisions for indemnification shall be prospective only and shall not affect any rights or obligations existing at the time of such modification or repeal. Such right shall inure to the benefit of the legal representatives of any such person, shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of these By-Laws, and shall not be limited by the provisions for indemnification in applicable Georgia law as of the date of the adoption of these By-Laws or any successor statutory provisions. Any person who is entitled to indemnification by the Association hereunder shall also be entitled to reimbursement of reasonable costs, expenses and attorneys' fees incurred in obtaining such indemnification.

Section 11.2 Insurance.

The Association shall at all times maintain one or more policies of insurance covering the Directors and Officers ("D&O Policy") in such amounts and on such terms as the Board of Directors deem advisable. The Association may maintain such other insurance policies and coverages as the Board of Directors may from time to time deem necessary or desirable.

Section 11.3 Conflict of Interest and Board Membership Agreement. All members of the Board of Directors shall sign a Conflict of Interest Statement annually. Such Conflict of Interest Statement shall bind all members of the Board of Directors to the rules and regulations stated in the GASSA Conflict of Interest Policy. In addition to the Conflict of Interest Policy, all members of the Board of Directors shall sign the annual Board Membership Agreement, listing the responsibilities of board membership.

ARTICLE XII DISSOLUTION

Upon dissolution of the Association, any funds remaining shall be distributed to one (1) or more qualified charitable or educational non-profit organizations, to be selected by the Board of Directors. No part of the funds shall be distributed to the Members of the Association.

ARTICLE XIII AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a vote of the membership via electronic ballot, with said electronic ballot sent to all voting members. A vote of thirty five percent (35%) of the voting membership is required to pass any alteration, amendment or the repeal of these By-laws.

ARTICLE XIV
NOTICES

Notice to the GASSA may be provided in writing by verified mail or via e-mail (receipt required) at the following address:

Georgia Self Storage Association, Inc.
P.O. Box 1128
LaGrange, GA 30241
Email: gassa.org@gmail.com