

BYLAWS OF SAVANNAH ASSOCIATION OF LOCAL TOURS, INC. (SALT)

(A Georgia Nonprofit 501©(6) Business League)

****ARTICLE I: NAME AND PURPOSE**

****Section 1. Name****

The name of this organization shall be the ****Savannah Association of Local Tours, Inc.****, hereinafter referred to as ****SALT****.

****Section 2. Purpose****

SALT is organized as a nonprofit mutual benefit corporation under the laws of the State of Georgia and shall operate as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code. The purpose of SALT is to:

- Promote and support the local tour industry in Savannah, Georgia.
- Advocate for the interests of tour operators and associated businesses.
- Foster collaboration and networking among members.
- Provide educational resources and professional development opportunities.
- Enhance the quality and sustainability of local tours for residents and visitors alike.
- Engage with government and community partners

****ARTICLE II: MEMBERSHIP****

****Section 1. Eligibility****

Membership shall be open to any individual, partnership, corporation, or entity actively engaged in the tour industry within the Savannah area, including but not limited to:

- Tour operators
- Industry associated businesses

- Community partners
- Regional organizations
- Cultural and historical sites

Members must support the mission and objectives of SALT.

Active Members must also meet the following criteria: 1) are a tour provider, currently registered with the City of Savannah Tourism Department as defined by the Board. 2) must sign and abide by the SALT code of conduct. 3) Adhere to Federal, State and Local laws.

****Section 2. Categories of Membership****

1. ****Active Members****: Entities directly involved in providing tour services.
2. ****Associate Members****: Businesses, organizations or individuals allied with the tour industry but not directly providing tours.

****Section 3. Application for Membership****

Prospective members shall submit a completed application form and any required documentation to the Secretary. The Board of Directors shall review applications and approve qualified applicants by a majority Board vote.

****Section 4. Rights and Privileges****

- ****Active Members****: Entitled to vote, hold office, and participate fully in SALT activities.
- ****Associate Members****: May participate in events but do not have voting rights or eligibility to hold an elected office.

****Section 5. Dues and Fees****

Dues and fees for each membership category shall be determined by the Board of Directors and are payable upon acceptance into membership and periodically thereafter.

****Section 6. Termination of Membership****

Membership may be terminated for:

- ****Resignation****: Upon written notice to the Secretary.
- ****Non-Payment of Dues****: After a 60-day delinquency following written notice.
- ****For Cause****: For actions detrimental to SALT and the Salt Mission, upon a two-thirds (2/3) vote of the Board after the member is given an opportunity for a hearing.

****ARTICLE III: MEETINGS OF MEMBERS****

****Section 1. Annual Meeting****

An annual meeting of the members shall be held in the first quarter of each fiscal year at a time and place determined by the Board for:

- Election of Directors and Officers.
- Presentation of annual reports.
- Transaction of other business.

****Section 2. Regular Meetings****

Regular meetings shall be held at least quarterly, with dates set by the Board.

****Section 3. Special Meetings****

Special meetings may be called by:

- The Chair.
- A majority of the Board of Directors.
- A written petition of at least ten percent (25%) of Active Members.

****Section 4. Notice of Meetings****

Written notice stating the date, time, place, and purpose shall be sent to all members not less than:

- ****10 days**** before regular meetings.
- ****3 days**** before special meetings.

Notice may be delivered via mail, email, or other accepted electronic means.

****Section 5. Quorum****

A quorum for the transaction of business at any membership meeting shall consist of fifteen percent (15%) of Active Members in good standing.

****Section 6. Voting****

- Each Active Member is entitled to one (1) vote.
- Voting by proxy is permitted if submitted in writing to the Secretary prior to the meeting.
- Decisions are made by a majority vote unless otherwise specified in these bylaws.

****ARTICLE IV: BOARD OF DIRECTORS****

****Section 1. General Powers****

The Board of Directors shall manage the affairs, property, and funds of SALT.

****Section 2. Number and Composition****

The Board shall consist of:

- ****Officers****: Chair, Vice Chair, Secretary, Treasurer.
- ****Founders****: The Founders of SALT, Enocha Edenfield, Michelle Freenor, Kerry Grant, Brigid Jones, Dylan Jones, Russ Lee, Christina Lewellen, Angela Lynn and Noah Lynn, shall be permanent board members, not conferring membership on affiliated companies.

****Section 3. Qualifications****

Directors must be representatives of Active Members in good standing. Directors must be at least 18 years old.

****Section 4. Term of Office****

- Directors serve two-year terms.
- Terms shall be staggered to ensure continuity.
- Directors may serve no more than two (2) consecutive terms, if re-elected.

****Section 5. Meetings****

- ****Regular Meetings****: Held at least quarterly.
- ****Special Meetings****: May be called by the Chair or any three (3) Directors.

****Section 6. Notice****

Notice of Board meetings shall be given to each Director at least seven (7) days prior, stating date, time, place, and agenda.

****Section 7. Quorum****

A majority of the Board constitutes a quorum for the transaction of business.

****Section 8. Vacancies****

- Any vacancy may be filled by majority vote of the remaining Directors.
- The appointee serves until the next annual meeting.

****Section 9. Removal****

A Director may be removed for cause by a two-thirds (2/3) vote of the Board after the Director is given notice and an opportunity to be heard.

****ARTICLE V: OFFICERS****

****Section 1. Officers****

The officers of SALT shall be:

- ****Chair****
- ****Vice Chair****
- ****Secretary****
- ****Treasurer****

****Section 2. Election and Term****

- Officers serve two-year terms.
- Officers are elected by the Active Members at annual meetings.
- Officers may serve no more than two (2) consecutive terms, if re-elected.

****Section 3. Duties****

- **** Chair****:
 - Presides over meetings.
 - Represents SALT publicly.
 - Chairs the Board of Directors.
- ****Vice Chair****:
 - Assists the Chair.
 - Performs duties of the Chair in their absence.
- ****Secretary****:
 - Keeps minutes of meetings.
 - Maintains official records.
 - Handles correspondence.
- ****Treasurer****:
 - Oversees financial transactions.
 - Prepares financial reports.
 - Ensures compliance with financial policies.

****Section 4. Vacancies****

- A vacancy in the office of Chair is filled by the Vice Chair.
- Other officer vacancies are filled by the Board for the unexpired term.

****ARTICLE VI: COMMITTEES****

****Section 1. Establishment****

The Board may establish standing and special committees as needed.

****Section 2. Committee Chairs****

Committee chairs are appointed by the Chair with Board approval and must be representatives of Active Members.

****Section 3. Responsibilities****

Committees report to the Board and carry out tasks within their Board designated scope.

****ARTICLE VII: FINANCES****

****Section 1. Fiscal Year****

The fiscal year begins on January 1 and ends on December 31.

****Section 2. Budget****

An annual budget is prepared by the Treasurer and approved by the Board prior to the fiscal year. The budget may be reviewed and amended by the Board as needed.

****Section 3. Financial Oversight****

- Funds are deposited in SALT's name in financial institutions approved by the Board.
- Disbursements require signatures as designated by the Board's financial policies.
- An annual financial review is conducted by an independent party or committee.

****Section 4. Compensation****

No part of the net earnings shall inure to the benefit of any member, Director, or officer, except for reasonable compensation for services rendered.

****ARTICLE VIII: CONFLICT OF INTEREST****

****Section 1. Disclosure****

Directors and officers must disclose any potential conflicts of interest.

****Section 2. Recusal****

Individuals with a conflict must abstain from voting on related matters.

****ARTICLE IX: INDEMNIFICATION****

SALT shall indemnify its Directors, officers, employees, and agents to the fullest extent permitted by Georgia law.

****ARTICLE X: AMENDMENTS****

****Section 1. Proposal****

Amendments to these bylaws may be proposed by:

- The Board of Directors.
- A petition signed by at least ten percent (10%) of Active Members.

****Section 2. Notice****

Proposed amendments must be sent to all Active Members at least thirty (30) days prior to the meeting at which they will be considered.

****Section 3. Adoption****

Amendments require a two-thirds (2/3) vote of the Active Members present at a meeting with a quorum.

****ARTICLE XI: DISSOLUTION****

Upon dissolution of SALT:

- All liabilities and obligations shall be paid, satisfied, and discharged.
- Remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or to a state or local government for a public purpose.

****ARTICLE XII: NON-DISCRIMINATION****

SALT shall not discriminate on the basis of race, color, religion, gender, national origin, age, disability, marital status, sexual orientation, or any other characteristic protected by law.

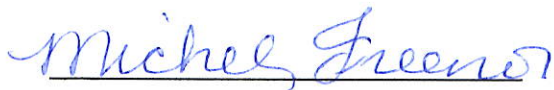
****ARTICLE XIII: PARLIAMENTARY AUTHORITY****

The rules contained in the current edition of ****Robert's Rules of Order, Revised**** shall govern SALT in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules of order the organization may adopt.

Adopted on this 21st day of February, 2025

A handwritten signature in blue ink, appearing to be "Jing Lin", written over a horizontal line.

****Chair****

A handwritten signature in blue ink, appearing to be "Michael Green", written over a horizontal line.

****Secretary****