

BYLAWS OF

SAVANNAH ASSOCIATION OF LOCAL TOURS, INC. (SALT)

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

Originally Adopted: February _21_, 2025

Consolidated Revision: Voted November 18, 2025 (Committees, Governance Policies)

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. Founders

SALT was founded and organized by Enocha Edenfield, Michelle Freenor, Kerry Grant, Brigid Julia Pitts, Dylan Jones, Russ Lee, Christina Jenner, Angela Lynn, and Noah Lynn.

Section 3. 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.
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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) sign and abide by the SALT Code of Conduct; and (3) adhere to all applicable federal, state, and local laws.

Section 2. Categories of Membership

1. **Active Members:** Locally owned and operated Entities (Companies) 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:

- (a) **Resignation:** Upon written notice to the Secretary.
 - (b) **Non-Payment of Dues:** After a 60-day delinquency following written notice.
 - (c) **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.
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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: (a) election of Directors and Officers; (b) presentation of annual reports; and (c) 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: (a) the Chair; (b) a majority of the Board of Directors; or (c) a written petition of at least twenty-five 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 and **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.
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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.
- **Directors:**
 - Media Outreach Director
 - SALT Historian & Archivist
 - Humanitarian Outreach Director
 - Membership Outreach Director
 - Growth & Development Director
 - Ghostess City Project Director

Section 3. Qualifications

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

Section 4. Term of Office

- Directors are appointed by the Board with a 2/3 majority vote. Directors serve one (1) year, renewable, at the pleasure of the Board.

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, and Treasurer.

Section 2. Election and Term

- Officers serve two-year terms.
- Chair and Secretary are to be elected on even numbered years. Vice Chair and Treasurer are to be elected odd numbered years.
- Officers are elected by the Active Members at annual meetings.

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 or director vacancies are filled by the Board for the unexpired term.
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ARTICLE VI. COMMITTEES

Section 1. Establishment

1.1 SALT may establish **standing** and **special** committees to advance its mission and programs.

1.2 Committees operate under these Bylaws, their Board-approved charters, and the direction of the Board of Directors ("Board").

1.3 The Board may create, modify, or dissolve committees by majority vote.

Section 2. Standing Committees Established

The following standing committees are established:

- (a) **Ghostess City Committee.**
- (b) **Halloween Parade Committee.**
- (c) **MOSS Committee** (program name/acronym as recognized by the Board).

Section 3. Purpose and Scope

3.1 Ghostess City Committee

(a) *Purpose:* Plan, develop, and administer the Ghostess City initiative, including member engagement, public-facing platforms, partnerships, and brand stewardship aligned with SALT's mission.

(b) *Scope:* Programming/calendar; content and conduct standards; partner/sponsor vetting; marketing/PR; fundraising; and subcommittees as needed (e.g., Operations, Marketing & PR, Membership).

3.2 Halloween Parade Committee

(a) *Purpose:* Plan and execute SALT's Halloween Parade and related events.

(b) *Scope:* Permits and route; safety and insurance; volunteer and vendor coordination; community partners; sponsorships; budget management; accessibility and neighborhood impacts.

3.3 MOSS Committee

(a) *Purpose:* Design and manage the **MOSS** program (definition approved by the Board) to support education, quality, and sustainability in local tours.

(b) *Scope:* Program criteria and standards; education/outreach; member participation; partnerships; grants/sponsorships; and measurement/reporting.

Section 4. Composition and Appointment

- 4.1 Each standing committee shall have **no fewer than three (3)** members.
- 4.2 Committee members are appointed by the Board, the Chair with Board approval, or the Executive Director (if any) as authorized by the Board.
- 4.3 The Board appoints each committee **Chair**; committees may recommend a Chair.
- 4.4 Each committee elects a **Vice Chair** and **Secretary** annually at its first meeting.
- 4.5 Individuals who are not Directors may serve, subject to SALT's conflict-of-interest policy.

Section 5. Terms

- 5.1 Committee member terms are **one (1) year**, renewable.
- 5.2 Chairs serve one (1) year, renewable, at the pleasure of the Board.

Section 6. Meetings, Quorum, and Voting

- 6.1 Committees meet as needed; notice may be delivered electronically.
- 6.2 A **majority of voting members** constitutes a quorum.
- 6.3 Actions require a **majority vote** of members present unless otherwise required by law or these Bylaws.
- 6.4 Remote participation is permitted to the extent allowed by law and SALT policy.

Section 7. Duties and Reporting

- 7.1 **Work Plan and Budget:** Each committee prepares an **annual work plan and budget** for Board approval.
- 7.2 **Minutes:** The committee Secretary records minutes and maintains attendance; minutes are submitted to the Board within **fourteen (14) days** of each meeting.
- 7.3 **Reports:** Chairs provide **quarterly written reports** and an **annual summary** comparing outcomes to plan, with financial actuals and next-year recommendations.

Section 8. Finances and Contracts

- 8.1 Committees may not incur obligations outside their **Board-approved budgets**.
- 8.2 All funds are SALT funds; committees may **not** maintain separate bank accounts.
- 8.3 Only authorized SALT officers/agents may **execute contracts**.

Section 9. Branding, Communications, and IP

- 9.1 Use of SALT names, marks, and program brands (including **Ghostess City**) must follow SALT brand and trademark policies.
- 9.2 Media, marketing, and public statements must follow SALT communications policy and Board directives.
- 9.3 All committee activities must comply with SALT's codes of conduct and applicable ordinances/regulations.

Section 10. Conflicts and Compliance

- 10.1 All committee members must adhere to SALT's **conflict-of-interest** policy and provide annual disclosures.

10.2 Committees must comply with all applicable **laws, permits, and safety** requirements for events and programs.

Section 11. Subcommittees

11.1 A committee may establish subcommittees by a **simple majority** of its members.

11.2 Each subcommittee must have a **written scope** and a designated **lead** who reports to the committee Chair.

11.3 Subcommittees dissolve upon completion of their scope or by majority vote of the parent committee, or SALT board.

Section 12. Suspension or Dissolution

12.1 The Board may suspend or dissolve a committee by majority vote if its purpose has been achieved, is inactive, or is no longer aligned with SALT's mission, or for material noncompliance.

12.2 Upon dissolution, all records and assets revert to SALT.

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 Board 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. GOVERNANCE POLICIES

Section 1. Intellectual Property Policy Clauses

Ownership of Work Product:

All materials, publications, digital content, designs, research, data, and other intellectual property (“IP”) created by **SALT** officers, directors, employees, or volunteers in the course of their duties or while using the organization’s resources shall be the exclusive property of **SALT**, unless otherwise agreed in writing.

Member and Volunteer Contributions:

Members and volunteers who contribute creative works (including but not limited to written materials, photographs, artwork, or digital media) grant **SALT** a nonexclusive, royalty-free, perpetual license to use, reproduce, and distribute such works for nonprofit purposes, including fundraising and marketing.

Third-Party IP:

SALT and its members shall respect all third-party intellectual property rights and will not knowingly use copyrighted, trademarked, or otherwise protected materials without appropriate authorization or licensing.

Use of SALT Name, Trademarks and Logo:

SALT’s name, logo, and trademarks are the exclusive property of the organization and may not be used by any individual, member, or third party without prior written approval from the Board of Directors.

Section 1. Privacy and Confidentiality Clauses

Confidential Information:

Directors, officers, employees, and volunteers shall not disclose or use any confidential information obtained through their involvement with **SALT**, except as necessary to fulfill their duties or as required by law. This obligation continues after their service or employment ends.

Data Privacy:

SALT shall maintain appropriate safeguards to protect the personal information of members, donors, clients, and other stakeholders in compliance with applicable privacy laws. Personal data shall be collected, stored, and used only for legitimate organizational purposes.

Access and Use of Member Information:

Member contact and personal information shall be used solely for organizational communications and purposes approved by the Board. Unauthorized use, sale, or distribution of member information is strictly prohibited.

Digital Communications and Security:

SALT shall adopt reasonable measures to ensure the security of electronic communications, records, and databases, including secure passwords, data encryption where feasible, and limited access to authorized personnel only.

Compliance and Enforcement:

Violations of SALT intellectual property or privacy policies may result in disciplinary action, including removal from office, termination of employment, or other measures as determined by the Board.

ARTICLE IX. CONFLICT OF INTEREST

Section 1. Disclosure

Directors, officers and committee members must disclose any potential conflicts of interest.

Section 2. Recusal

Individuals with a conflict must abstain from voting on related matters. Conflict may be determined and abstention required by a 2/3 majority of the board.

ARTICLE X. INDEMNIFICATION

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

ARTICLE XI. AMENDMENTS

Section 1. Proposal

Amendments to these Bylaws may be proposed by: (a) the Board of Directors, or (b) 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 XII. DISSOLUTION

Upon dissolution of SALT: (a) all liabilities and obligations shall be paid, satisfied, and discharged; and (b) 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 XIII. 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 XIV. 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.

APPENDIX A. Committee Charter Template (for Board approval)

1. **Committee Name**
2. **Purpose** (1–3 sentences)
3. **Scope** (what's in/out)

4. **Authority** (recommend vs. decide; spending limits within Board-approved budget)
 5. **Composition** (size; voting/non-voting; required roles)
 6. **Meetings** (cadence; quorum)
 7. **Deliverables & KPIs** (success metrics)
 8. **Financials** (budget line items; revenue targets, if any)
 9. **Reporting** (format; cadence to Board)
 10. **Term/Review** (annual review date; sunset criteria)
 11. **Subcommittees** (how formed and dissolved)
 12. **Policies** (conflicts; branding; safety; data/privacy)
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ADOPTION (with amendments)

These consolidated Bylaws, including **Amendment No. 1 – Committees**, were adopted by the Active Members on the date set forth below.

Date: _____, 2025

Chair: _____ (Print Name & Sign)

Secretary: _____ (Print Name & Sign)

BOARD RESOLUTION (for Board records)

RESOLVED, that SALT hereby adopts **Amendment No. 1 – Committees**, replacing Article VI in its entirety and establishing the Ghostess City, Halloween Parade, and MOSS Committees as standing committees effective immediately; and **FURTHER RESOLVED**, that the Officers are authorized to take all actions necessary to implement this amendment.