

## Article V Meetings of Directors

SECTION 5.01 Regular Meetings. A regular meeting of the Board of Directors shall be held, without notice, immediately after the adjournment of the annual meeting of the members at such site as designated by the Board in advance of the annual Member meeting. A regular meeting of the Board of Directors shall also be held monthly at such date, time and place in Wrens, Jefferson County, Georgia, as the Board of Directors may provide by resolution. Except when business to be transacted thereat shall require special notice, such regular monthly meeting may be held without notice other than such resolution fixing the date, time and place thereof; PROVIDED, that any director absent from any meeting of the Board at which such a resolution initially determines or makes any change in the date, time or place of a regular meeting shall be entitled to receive written notice of such determination or change at least five (5) days prior to the next meeting of the Board.

SECTION 5.02 Special Meetings. Special meetings of the Board of Directors may be called by Board resolution, by the Chairman or by any three (3) directors, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided in Section 5.03. The Chairman or the directors calling the meeting shall fix the date, time and place for the meeting, which shall be held in Jefferson County, Georgia, unless all directors consent to its being held in some other place in Georgia or elsewhere.

SECTION 5.03 Notice of Directors Meetings. Written notice of the date, time, place and purpose or purposes of any special meeting of the Board and, when the business to be transacted thereat shall require such, of any regular meeting of the Board shall be delivered to each director not less than five (5) days prior thereto, either personally or by mail, by or at the direction of the Secretary or, upon his default in this duty, by him or those calling it in the case of a special meeting or by any other director or officer in the case of a regular meeting whose date, time and place have already been fixed by Board resolution. Such notice shall be deemed to be delivered when addressed and sent to the director at the address provided at least five (5) days prior to the meeting date. The attendance of a director at any meeting of the Board shall constitute a waiver of notice of such meeting unless attendance shall be for the express purpose of objecting to the transaction of any business, on the ground that the meeting shall not have been lawfully called or convened.

SECTION 5.04 Quorum. The presence in person of a majority of the directors in office shall be required for the transaction of business, and, except where these bylaws provide otherwise with respect to specific matters, the affirmative votes of at least a majority of the directors present shall be required for any action to be taken; PROVIDED, that a director who by law or by these bylaws is disqualified from voting on a particular matter shall not, with respect to consideration of an action upon that matter, be counted in determining the number of directors in office; AND PROVIDED FURTHER, that if less than a quorum be present at a meeting, a majority of the directors present may adjourn the meeting from time to time, but shall cause any absent director(s) to be duly and timely notified of the time and place of such adjourned meeting.