

BY-LAWS
OF

Mableton Improvement Coalition, Inc.

(A Georgia Non-Profit Corporation)

Effective Date of Incorporation: April 26, 2005
As amended up through February 8, 2007

State of Incorporation: Georgia

Fiscal Year End: December 31

Part One Introduction

1.1 **Purpose.** The purpose of the Mableton Improvement Coalition is to promote intelligent planning for quality growth and conservation for the entire community of Mableton residents; to promote the improvement of all public facilities and services within Mableton; to promote and encourage a better community and civic spirit; to foster good will and friendship between and among all residents; and, to cooperate with the county officials and other civic and public organizations for the general welfare of the entire community of Mableton.

1.2 **Definition of Community.** The “community of Mableton” shall include the area within the 30126 zip code, and within any other zip codes with a Mableton mailing address that might be established in the future

1.3 **Scope of Activities.** The Corporation shall have the authority to become involved in matters outside the area defined in Section 1.2 if those matters impact the Mableton community. Examples include, but are not limited to, zoning, transportation and recreation.

Part Two Members

2.1 **Classification of Members.** This Corporation shall have the following classifications of members: Active Members, Life Members, and Sponsors, as well as such other classes as the Board of Directors may from time to time establish. The designation of each class and the qualifications and rights of each class shall be as follows:

a. **Active Members.** Active Members are those individuals who are interested in the purposes of the Corporation and wish to help further its goals and who contribute an annual donation of at least \$5 to the Corporation. Active Members shall each have the right to cast one vote at all duly held meetings of the members of the Corporation. Active Members shall have such rights and privileges as shall from time to time be determined by the Board of Directors.

b. **Life Members.** Life Members are those Active Members interested in the purposes of the Corporation and desirous of furthering its goals and who contribute at least \$100 to the Corporation. Each Life Member shall have the right to attend all meetings of the members and the Board of Directors and such additional rights and privileges as shall from time to time be determined by the Board of Directors, and these rights and privileges shall continue for the life of the Life Member. Life Members must register at or before the Annual Meeting each year in order to be carried on the membership register of the Corporation for that year.

c. **Sponsors.** Sponsors are those businesses or persons interested in the purposes of the Corporation and desirous of furthering its goals and who contribute an annual donation of at least \$100 to the Corporation. Sponsors shall have such rights and privileges as shall from time to time be determined by the Board of Directors.

d. **Voting Qualification.** In order to qualify as a voting member of the Corporation, the individual must be either a Life Member or Active Member who has paid his dues for the year in which the voting is to occur.

e. **Dual Memberships.** Members may hold dual memberships by qualifying for more than one membership classification, but shall only have one vote.

2.2 **Membership Cards.** The membership cards for the Corporation shall be prepared or be approved by the Board of Directors. The cards shall be signed or issued by the President, Vice-President, Treasurer or Secretary.

2.3 **Membership Records.** A membership register shall be kept by the Secretary, in which shall be accurately recorded the issuance of each membership card, the date of issuance thereof, and the name, email address, phone number and post office address of the member to whom issued. An exact copy of the membership register shall be prepared by the Secretary and provided to the Treasurer for safekeeping. The Secretary shall bring to the Annual Meeting a copy of the current membership register for the purpose of distributing ballots to the members.

2.4 **Transfer of Membership.** Membership in this Corporation is not transferable or assignable.

2.5 **Replacement of Lost Cards.** A new membership card may be issued in lieu of any card lost or destroyed upon the member thereof establishing its loss or destruction by evidence satisfactory to the Board of Directors.

2.6 **Voting Rights.** Life Members and Active Members who have paid their dues for the year shall be entitled to vote at the Annual Meeting for the election of Directors and for other matters that have a permanent or long-lasting effect on the operation of the Corporation.

2.7 **Resignation.** Any member may resign by filing a written resignation with the Secretary, but such resignation shall not entitle the member so resigning to a refund of any dues or other amounts previously paid to the Corporation.

2.8 **Termination of Membership.** The Board of Directors, by an affirmative vote of two-thirds of all the Directors, may suspend or expel a member for cause after an appropriate hearing.

2.9 **Reinstatement.** Upon written request signed by a former member who has been terminated and filed with the Secretary, the Board of Directors, by an affirmative vote of two-thirds of the Board of Directors, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

2.10 **Annual Dues.** The Board of Directors may determine from time to time the amount annual dues payable to the Corporation by members of each class by amending these articles.

2.11 **Certificate of Members.** Each year, prior to any special or Annual Meeting, the President, and Secretary of the Corporation shall make available to the members and the Directors a certified statement setting forth the Active and Life Members who are entitled to vote as members of the Corporation. An original of this Certificate of Members shall be placed in the corporate minute book at the time of the Annual Meeting. Until the next Certificate of Members is prepared, signed by the officers, and filed in the minute book, the previous members set forth in the minute books shall be those who are deemed to be entitled to vote.

2.12 **Membership Application and Qualification.** All persons, firms, associations, foundations and corporations interested in the welfare and objectives of this Corporation shall be eligible for membership upon payment of donations as herein provided and upon approval of the President or Board of Directors. In order to qualify as an Active or Life Member of the Corporation, an individual must be 18 years of age, and must own property in or reside in the Mableton community as defined in Section 1.2. Each applicant for membership shall sign an application for membership in such form as may be adopted or required by the Board of Directors. Application by new members shall be accompanied by payment for the stated membership dues.

2.13 **Compensation and Expenses to Members.** Members shall not receive compensation or expenses for attendance at any meeting of the members. Members shall not receive any stated salary for their services as such. However, the Board of Directors shall have power in its discretion to contract for and to pay special compensation to members rendering unusual or special services to the Corporation the value of such services. No compensation or expenses shall be paid to any member unless a certificate of resolution authorizing such compensation or expenses has been signed or initialed by the legal counsel for the Corporation and either a certified public accountant or tax attorney, certifying that the compensation or expenses to the member complies with law and that such compensation or payment of expenses does not result in the Corporation losing its tax-exempt status. The Board of Directors can reimburse a member for expenses advanced on behalf of the Corporation which had previously been authorized by either the Board of Directors or the President.

Part Three Members' Meetings

3.1 **Regular and Special Meetings; Place of Meetings.** The Annual Meetings shall be the only regular meeting of the members. Special meetings of the members may be held when called as hereinafter provided. Any members' meetings may be held within Mableton, Georgia, and shall always be held at the time and place fixed in the call for such meeting or in any resolution adjourning the same. If no other place is designated in the resolution adjourning such meeting, the adjourned meeting shall be held at the place designated in the call for the meeting.

3.2 **Annual Meeting.** The Annual Meeting of the members for the election of Directors shall be held on a date in the week that falls within the twelve weeks after the end of the Corporation's fiscal year. If, for any reason, such meeting shall not be held or a Board of Directors shall not be elected at such meeting or at an adjournment thereof, a Board of Directors may be elected at a special meeting of the members to be called by the Board of Directors then in office or upon their order.

3.3 **Special Meetings.** Special meetings of the members, for any purpose or purposes other than the election of Directors as hereinabove provided, may be held at the call of the Chairman of the Board of Directors, the President of the Corporation or the Board of Directors, and shall be called by the President at the request of one-tenth of all the members of the Corporation entitled to vote at the meeting.

3.4 **Quorum.** Except as otherwise provided by law, members attending a meeting at which one-third of the members eligible to vote are in attendance shall constitute a quorum at any meeting.

3.5 **Notice.** Notice of all members' meetings shall be in writing, signed by an officer of the Corporation. A copy of such notice shall be sent by mail or e-mail not less than 10 calendar days nor

more than 50 calendar days prior to the date of the meeting, unless a longer period is required by law, to each member of record entitled to notice of such meeting, at the post office address or email address of such member as it appears on the records of the Corporation. Such notice shall state the time and place of the meeting and the purpose for which it is called, so far as is known at the date of the notice, and if the call be for an Annual Meeting, the notice shall so state. Such notice shall be sufficient for such meeting and any adjournment thereof. Any member may waive notice of any meeting before, at, or after the meeting.

3.6 **Informalities and Irregularities.** All informalities or irregularities in any call or notice of a meeting, or in the areas of credentials, quorums, voting and similar matters, will be deemed waived if no objection is made at the meeting.

3.7 **Lack of Quorum.** If a sufficient number of voting members constituting a quorum is not present, the presiding officer may adjourn the meeting to a date and hour fixed by the officer, provided he gives reasonable notice in writing, email, telephone, telegram, personal visit, or other appropriate means of the date and time of the continued meeting.

3.8 **Informal Action.** Any action which under any provisions of the Georgia Non-Profit Corporation law may be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting for the action so taken, shall be signed by two-thirds of the persons entitled to vote with respect to the subject matter thereof. Such consent shall be filed with the Secretary of the Corporation.

3.9 **Waiver.** When the members entitled to vote shall be present or expressly waive their presence at a meeting, and shall sign a written consent thereto on the record thereof, all the acts of such meeting shall be binding, regardless of the manner in which the meeting is called.

3.10 **Presiding Officer.** The President of the Corporation, or Vice President of the Corporation or Chairman of the Board shall preside over the meeting of the members, and the Secretary of the Corporation, or a Secretary designated by the presiding officer shall be the recording Secretary for the meeting.

3.11 **Business to be Transacted.** Any question may be considered and acted upon at an Annual Meeting, but no question not stated in the call for a special meeting shall be acted upon thereat except by the consent of a majority of the voting members of the Corporation are presently entitled to.

3.12 **Voting.** Active and Life Members shall be entitled to one vote each. In the event that an Active Member has converted their membership to a Life Member status, they shall still have only one vote.

3.13 **Items of Business.** The items of business to be covered at meetings shall include, but not be limited to: call to order, reading of minutes of previous meetings, receiving communications, officers' reports, committee reports, unfinished business, new business, and election of the Board of Directors.

3.14 **Inspection of Records.** The books of account and membership records of the Corporation shall be available for inspection at reasonable times by any member who is a Active or Life Member or who has contributed more than \$100 in dues or donations to the Corporation.

Part Four
Board of Directors

4.1 **Number and Eligibility.** The Board of Directors shall consist of not less than three nor more than 11 persons, all of whom shall be members of the Corporation. Each Director shall fill a seat, which shall be assigned a number from one to eleven.

4.2 **Elections.** The Directors shall be elected by a majority of the voting members of the Corporation at the Annual Meeting. At the time of the nominations, the members shall be entitled to make oral or written presentations as to the qualifications of a particular nominee for the Board of Directors.

4.3 **Election of the Chairman of the Board of Directors.** At the next regularly scheduled Board of Directors' meeting after the Annual Meeting of the members, the Board of Directors elected thereat shall elect a Chairman from among its numbers, who shall hold office for a period of one year or until his successor has been duly elected and qualified. It shall be the duty of the Chairman to preside at all meetings of the members and the Board of Directors, and to insure compliance with the laws of the state, the Articles of Incorporation, and the By-laws as herein set forth, and to perform such duties as may be delegated to him and prescribed by the Board of Directors.

4.4 **Election of Officers.** Immediately following the election of the Chairman of the Board of Directors, the Board of Directors shall elect the officers of the Corporation as follows: a President, a Vice President, a Secretary, a Treasurer, and such other officers with such titles and with such powers and duties as may be deemed necessary by the Board of Directors. The officers must be members of the Corporation.

4.5 **Regular Meetings.** Regular meetings of the Board of Directors must be held at least four times each year upon call issued by the Chairman, the President, or a majority of the Directors. Such meetings may be held within or without Mableton, Georgia, and shall be open to all members.

Notice of regular meetings of the Board of Directors shall be published in such a manner as to provide notice to Board members, members and the public of the time and place of the meeting. Attendance of a Director at a 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.

4.6 **Special Meetings.** Special meetings of the Board of Directors may be held from time to time upon call issued by the Chairman, the President, a majority of the Directors, or two-thirds of the members of the Corporation. Such meetings may be held either within or without Mableton, Georgia, and may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at such meetings.

Attendance of a Director at a 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.

Notice of special meetings of the Board of Directors shall be signed by the person or persons calling the same as aforesaid, or by someone designated and so authorized and instructed by the person or persons calling the same, and shall be sent by mail or e-mail to each Director at his post office or e-mail address of record with the Corporation not less than five calendar days and not more than 20 calendar days prior to the date of the meeting. Such notice shall state the time and place of the meeting and the purposes for which it was called.

4.7 **Quorum and Waiver of Notice.** A majority of the Board of Directors, defined as 50 percent plus one, shall constitute a quorum for the transaction of business. No special meeting of the Board of Directors shall be valid unless notice of the meeting has been sent to each Director as provided in paragraph 4.5 above, or the giving of such notice shall have been waived in writing.

4.8 **Voting.** Each Director present shall be entitled to one vote at each Director's meeting. The act of the majority, defined as 50 percent plus one, of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

4.9 **Presumption of Assent.** A Director of the Corporation who is present at a meeting of the Board of Directors or of any committee, at which action is taken on any corporate matter, will be presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting. The right to dissent will not be available to a Director who voted in favor of the action.

4.10 **Filling Vacancies.** Any vacancy in the Board of Directors or in the officers of the Corporation caused by the death, resignation, removal or other disqualification of a Director or an officer may be filled by a majority vote of the remaining Directors, even though not constituting a quorum, by the election of some other person who shall hold such office of Director or officer by like tenure for the remainder of the term.

4.11 **Tenure.** The Directors shall serve terms lasting two years or shall hold office from the time of their election until the next annual election of Directors, as provided by these By-laws, or until their successors are duly elected and qualified. The Directors holding even-numbered seats shall serve terms beginning in even-numbered years, and those holding odd-numbered seats shall serve terms beginning in odd-numbered years.

The Board of Directors should consider declaring vacant the office of any Director who absents himself from five consecutive meetings of the Board of Directors. Such action may be taken by a majority of the Directors present at any subsequent meeting.

The Board of Directors, by a vote of two-thirds majority of all Directors, may remove from office any one or more of the Directors, notwithstanding his or their term of office as yet remaining, and may at such meeting proceed to elect a successor or successors for the remainder of the term.

4.12 **Compensation for Non-Profit Corporate Directors.** Neither the officers, Directors nor members serving on committees shall receive any salary or compensation for services rendered to the Corporation, unless there is approval of the compensation by both the attorney and the CPA (or equivalent) of the Corporation, certifying in writing that the compensation is reasonable and compatible with the restrictions imposed upon a non-profit, charitable, tax-exempt corporation, and unless there is also approval of the compensation by a majority of the Board of Directors in attendance at duly held meeting, with a person seeking compensation abstaining from voting on the matter. The Board of

Directors can reimburse a member for expenses advanced on behalf of the Corporation which had previously been authorized by either the Board of Directors or the President.

4.13 **Powers.** The business of this Corporation shall be conducted by the Board of Directors, and the Board of Directors shall have the right to prescribe the duties and powers of all officers.

4.14 **Action by Resolution without a Meeting.** The Board of Directors shall, except as otherwise herein provided by law, have power to act in the following manner: A resolution in writing, signed by the Directors voting in favor shall be deemed to be action by the Board of Directors, with the same force and effect as if the same had been duly passed by the same vote at a duly convened meeting, and it shall be the duty of the Secretary of the Corporation to record such resolution in the minute book of the Corporation under its proper date.

4.15 **Lack of Quorum.** If a sufficient number of Directors constituting a quorum is not present, the Chairman so presiding may adjourn the meeting to a date and hour fixed by the Chairman, provided he gives reasonable notice in writing, by email, by telephone, telegram, personal visit, or other appropriate means of the date and time of the continued meeting.

4.16 **Informalities and Irregularities.** All informalities or irregularities in any call or notice of a meeting, or in the areas of credentials, quorums, voting and similar matters, will be deemed waived if no objection is made at the meeting.

4.17 **Arbitration of Deadlocks Within Board of Directors.** If the Board of Directors of this Corporation ever is composed of an even number of Directors and these Directors are deadlocked as to a major issue affecting the Corporation, which deadlock prevents a necessary decision of the Corporation, then, in that event, the Directors shall agree on an arbiter, who will arbitrate the issue. If they cannot agree on a disinterested, objective, qualified arbiter, then the then existing attorney and CPA for the Corporation shall select a disinterested arbiter. The corporate attorney, who is familiar with the legal problems, and the corporate CPA, who is familiar with the financial problems of the company, and the disinterested third person shall arbitrate the issue at a meeting of the Board of Directors held for that purpose, and the Directors agree to be bound by their decision with regard to the deadlock. Prior to the decision by the arbitrator or board of arbitrators, all Directors shall have the opportunity to present facts and arguments with regard to the issue before a decision is rendered by the arbitrators

4.18 **Executive Committee.** The Board of Directors, by resolution adopted by a majority of the Board of Directors, may designate four or more of the Directors to constitute an Executive Committee. The President, whether or not he is a Director, shall be a member of the Executive Committee. The designation of such committee and the obligation thereto of authority shall not operate to relieve the Board of Directors, or any Director, of any responsibility imposed by law.

a. **Authority.** The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by the resolution appointing the Executive Committee and except also that the Executive Committee shall not have the authority of the Board of Directors in reference to amending the Articles of incorporation, adopting a plan of merger or consolidation, recommending to the members the sale, lease or other disposition of all or substantially all the property and assets of the Corporation otherwise than in the usual and regular course of its business, recommending to the members a voluntary dissolution of the Corporation or a revocation thereof, or amending the By-laws of the Corporation.

b. Tenure and Qualifications. Each member of the Executive Committee shall hold office until the next Annual Meeting of the Board of Directors following his designation and until his successor is designated as a member of the Executive Committee and is elected and qualified.

c. Meetings. Regular meetings of the Executive Committee may be held without notice at such times and places as the Executive Committee may fix from time to time by resolution. Special meetings of the Executive Committee may be called by any member thereof upon not less than five calendar days' notice stating the place, date and hour of the meeting. The notice may be written, e-mail or oral, and if mailed, shall be deemed to be delivered when deposited in the United States mail addressed to the member of the Executive Committee at the post office address last provided to the Corporation. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting.

d. Quorum. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting thereof and action of the Executive Committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

d. Action Without a Meeting. Any action that may be taken by the Executive Committee at a meeting may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed before such action by all the members of the Executive Committee.

e. Vacancies. Any vacancy in the Executive Committee may be filled by a resolution adopted by a majority of the Board of Directors.

f. Resignations and Removal. Any member of the Executive Committee may be removed at any time with or without cause by resolution adopted by a majority of the Board of Directors. Any member of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the President or Secretary of the Corporation, and unless otherwise specified thereof, the acceptance of such resignation shall not be necessary to make it effective.

h. Procedure. The President shall preside over the meetings of the Executive Committee and it may fix its own rules of procedure which shall not be inconsistent with these By-laws. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

4.19 Nominating Committee. There shall be a standing committee called the Nominating Committee whose membership will consist of an odd number of persons who are members of the Corporation. There shall be no fewer than three persons and no more than seven persons on this committee. A majority of the committee shall be non-Board members and the Board members on the committee must not be running for re-election to the Board of Directors. The Chairman of the Board shall select the Chairman of the Nominating Committee and together they shall select the members of the Nominating Committee for each calendar year. This Nominating Committee shall be responsible for nominating candidates for the Board of Directors whenever vacancies occur, and for recommending a slate of Board of Directors candidates for election at the Annual Meeting. The Nominating Committee shall recruit, interview and select these candidates, as well as collect and assemble any relevant

information about the nominees. The timetable for the Committee's work shall be established each year by the Board of Directors. The Nominating Committee shall also appoint one of its members who is not a candidate for any office in the Corporation to supervise and oversee the election at the Annual Meeting.

4.20 **Special Committees.** The Board of Directors may also, from time to time, appoint any other special committees deemed by it expedient, and refer to such special committees any special matters with instructions and/or powers to act. All such special committees shall keep regular minutes of the transaction of their meetings and make such minutes available to the Board of Directors at the next meeting thereof following the proceedings of the special committee.

Part Five Officers, Powers and Duties

5.1 **Officers.** The officers of this Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers with such titles, powers, and duties as may be prescribed by the Board of Directors.

5.2 **Tenure.** All officers shall hold office from the time of their election until the next annual election of officers or until their respective successors are elected and qualified, provided, however, any officer may be removed from office by a majority vote of the Directors.

5.3 **Removal of Officers.** If the majority of the Board of Directors concurs, the Board of Directors may at any time, with or without cause, remove any officer or agent of the Corporation and declare his office or offices vacant or, in the case of the absence or disability of any officer or for any other reason considered sufficient, the Board of Directors may temporarily delegate his powers and duties to any other officer or to any Director.

5.4 **President.** In the absence of the Chairman, the President shall preside at all meetings of the members and Board of Directors. The President, along with other authorized officers, shall sign for and on behalf of the Corporation, or in its name, all certificates of membership, deeds, mortgages, contracts and other instruments in writing, except that contracts may be signed with like effect by any other officer or employee of the Corporation specified in these By-laws or designated by the Board of Directors. While actively engaged in conducting the business of the Corporation, he shall be charged with all the duties and have all the authority customarily performed and exercised by the chief executive of a Corporation organized under the laws of Georgia, and shall perform such other duties as may be prescribed by the Board of Directors.

5.5 **President Elect.** The Board of Directors may elect a "President Elect" who shall be designated to succeed the President after the expiration of his term, when the Board of Directors deems it advisable, for purposes of continuity, to name the next succeeding President. When a President elect is elected, his duties will be to familiarize himself with the duties of the President and to make a presentation to the Annual Meeting of his observations of the previous year and his recommendations as to goals and objectives, or other action that he proposes to take upon the beginning of his tenure as President.

5.6 **Vice President.** The Vice President shall have and may exercise such powers and shall perform such duties as may be delegated to him by the Board of Directors or the President of the

Corporation. The Vice President shall, in the event of the death, absence, or other disability of the President, perform all the duties and exercise all the authority of the President.

5.7 **Secretary.** It shall be the duty of the Secretary to record and keep the minutes of all meetings of the members, the Board of Directors, and the Executive Committee. He shall issue membership cards, and keep the membership records of the Corporation so as to show the members and the type of membership. He shall keep the seal of the Corporation and affix and attest the same upon any instrument executed by the Corporation requiring a seal, except as otherwise ordered by the Board of Directors. The Secretary shall also ensure that duplicate copies of the minutes and all attached documents be provided to the Treasurer for safekeeping. At the expiration of his term, from whatever cause, he shall surrender all books, moneys, papers, and property of the Corporation to his successor.

5.8 **Treasurer.** The Treasurer shall be the custodian of all moneys belonging to the Corporation and shall hold all funds of the Corporation subject to the order of the Board of Directors or persons thereunto authorized by the Board of Directors. He shall deposit the funds of the Corporation with such bank or banks as the Board of Directors may approve and designate. At each Annual Meeting, and whenever called upon at any other Directors' meeting, he shall make a complete and correct report of his accounts and disclose the true financial condition of the Corporation. The Treasurer shall also ensure that copies of critical financial documents related to the Treasury function be provided to the Secretary for safekeeping. He shall submit his books and accounts for audit if so requested by the Board of Directors. At the discretion of the Board of Directors, he shall give bond, made by a duly authorized surety company, in such sum as may be required of him by the Board of Directors, conditioned for the proper accounting of all moneys and property coming into his hands by virtue of his office. The premium on such bond shall be paid by the Corporation. At the expiration of his term of office, from whatever cause, he shall deliver up all books, papers, and moneys of the Corporation to his successor.

5.9 **Other Officers.** If an assistant Secretary is elected by the Board of Directors, he shall have and may exercise the same powers and perform the same duties as the Secretary; and if an assistant Treasurer is elected by the Board of Directors, he shall have and may exercise the same powers and perform the same duties as the Treasurer. Such assistant Secretary, assistant Treasurer, and any and all other officers elected by the Board of Directors, shall have and may exercise such powers and perform such duties as may be assigned to them by the Board of Directors.

5.10 **Compensation for Non-Profit Corporate Officers.** The officers shall not receive any salary or compensation for services rendered to the Corporation, unless there is approval of the compensation by both the attorney and the CPA (or equivalent) of the Corporation, certifying in writing that the compensation is reasonable and compatible with the restrictions imposed upon a non-profit, charitable, tax-exempt corporation, and unless there is also approval of the compensation by a majority of the Board of Directors, with a person seeking compensation abstaining from voting on the matter. The Board of Directors can reimburse an officer for expenses advanced on behalf of the Corporation which had previously been authorized by either the Board of Directors or the President.

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

Part Six Corporate Seal

6.1 **Description.** The Corporation shall have a corporate seal in the form of two circular conforming metal discs bearing the imprint and inscription of the name of the Corporation with, in the center, the words "Corporate Seal, Georgia" and the year of incorporation.

6.2 **Use.** The corporate seal shall be impressed upon all instruments executed by the Corporation upon which a seal is required by law.

6.3 **Authorization.** In the absence of the Secretary or assistant Secretary, any officer authorized by the Board of Directors to do so may affix the seal of the Corporation to any instrument requiring a seal.

Part Seven

Contracts, Deposits and Withdrawals of Corporate Funds

7.1 **General.** All moneys of every kind belonging to the Corporation shall be deposited to its credit in a bank or banks designated by the Board of Directors, and no moneys shall be withdrawn wherefrom unless the checks or other orders evidencing such withdrawals are signed by such officers or employees of the Corporation as may be designated by resolution of the Board of Directors duly adopted.

7.2 **Contracts, Grant Applications, Etc.** The Board of Directors may enter into any contracts and apply for funding to carry out any functions set forth in the Articles of Incorporation. No officer, Director or member may enter into any contract, apply for funding or otherwise bind the Corporation without the authorization of the Board of Directors. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

In the absence of such determination by the Board of Directors, contracts, applications for grant funds, or any other document that binds the Corporation must be signed by the President and Secretary of the Corporation, upon authorization by the Board of Directors.

7.3 **Checks, Drafts, Etc.** All checks, drafts, orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

7.4 **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

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

7.6 **Loans to Corporation.** Should any of the members be asked to lend money to the Corporation in the form of either promissory notes or bonds, these loan shall be executed in writing in the usual form for promissory notes or bonds, and shall bear a lawful rate of interest. This provision applies to all tenders of money or assets which a member may transfer to the Corporation with the intent that it be treated as a loan.

Part Eight Amendments

8.1 **Vote Required.** These By-laws may be enlarged, amended, or repealed by a two-thirds vote of the Board of Directors present at any regular or special meeting of the Board of Directors.

Part Nine Fiscal Year

9.1 **Fiscal Year.** The fiscal year of the Corporation is set forth on the caption page of these By-laws.

Part Ten Miscellaneous

10.1 **Exempt Activities.** Notwithstanding any other provision of these By-laws, no member, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation no permitted to be taken or carried on by an organization exempt under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under §170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

10.2 **Election of Chairman Pro Tem.** In the absence of the Chairman, the President, and any Vice President at any members or Directors meeting, the members or Directors present shall elect a Chairman pro tem, who shall preside at the meeting and exercise the same powers as the Chairman, the President, or the Vice President could if present.

10.3 **Parliamentary Law.** When not in conflict with these By-laws, Robert's Rules of Order, Revised, 75th Anniversary Edition shall establish the rule of procedure at all members and Directors meetings, and the provisions of that publication are incorporated by reference herein as the ruling law for this Corporation.

10.4 **Power to Vote Stock Held by the Corporation.** In the event that this Corporation owns stock of another corporation, the President of this Corporation shall be authorized to vote that stock on behalf of this Corporation. A certified copy of this By-law shall be prepared to accompany the President at any stockholders' meeting which he attends for purposes of voting stock on behalf of this Corporation, or a certified copy of this By-law should be attached to any proxy which the President may execute for the purpose of permitting another person to act as his proxy to vote the stock of another corporation.

10.5 **Corporate Minute Books and Membership Records.** The minute books and membership records of this Corporation shall be held by the Secretary in such location as the Board of Directors approves. Whenever any minutes, reports or other corporate documents are prepared, they shall be placed in the original minute book.

The Secretary shall have at all times a file which shall contain originals or copies of all legal documents which do not readily fit in the corporate minute book and which have any effect upon the legal rights and duties of the Corporation.

10.6 **Dealings by Directors.** No transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected by the fact that any of the Directors of this Corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation. Any Director individually, or any firm of which that Director may be a member, may be a party to or may be pecuniary or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or his firm have an interest in the transaction shall be disclosed to the Board of Directors of this Corporation. Any Director of this Corporation who is also a director or officer of another corporation dealing with this Corporation, or who has any personal interest in a matter before the Board of this Corporation, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any action that may affect that Director or that other corporation. That Director may not vote on the transaction in which he is personally interested.

10.7 **Interpretation.** Should there be any question in the interpretation of any provision of the Articles of Incorporation or By-laws of this Corporation, then an interpretation given in writing by Ronald E. Raven, the attorney who drew these documents shall be binding. If that attorney is no longer practicing law at the time such interpretation is required, then a written shall be obtained by the Board of Directors from a disinterested attorney specializing in corporate law in the state of Georgia, and the interpretation shall be binding.

10.8 **Non-Liability of Members, Officers and Directors.** The members, officers, and Directors of this Corporation shall not be individually liable for the Corporation debts or other liabilities, and private property of such individuals shall be exempt from Corporation debts or liabilities.

10.9 **Indemnification of Officers.** The Corporation shall indemnify every person, his heirs, executors and administrators, against all expenses reasonably incurred by such person in connection with any action, suit or proceeding to which such person may be made a party by reason of that person being or having been a Director or officer of this Corporation, provided, however, there shall be no indemnification in relation to any matter as to which such person shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct. In the event of a settlement of such action, suit or proceeding, indemnification of such person shall be provided only in connection with such matters covered by such settlements to which the Corporation is advised by counsel that such person to be indemnified did not commit such a breach of duty. This right of indemnification shall be exclusive of other rights to which such person may be entitled. As used in this By-law, expenses shall include, but shall not be limited to, amounts of judgments, penalties or fines and interest thereon for reasonable periods of time, rendered, levied or adjudged against such persons, costs of the action, suit or proceeding, attorneys' fees, expert witness fees and amounts paid in settlement by such persons, provided that such settlement shall have been or is thereafter approved by the Board of Directors of this Corporation. This By-law is made a part of these By-laws to comply with and to take full advantage of Georgia laws governing such indemnification. The Corporation shall make every reasonable effort to purchase a directors and officers insurance policy from an insurance company licensed to sell such policies in the State of Georgia to provide a means of defending suits and paying any indemnification as required.

10.10 **Authority to Sell Corporate Assets.** With the consent or ratification in writing or pursuant to the vote of a majority of members entitled to vote thereon, the Board of Directors will have the powers and authority to lease, sell, assign, transfer, convey or otherwise dispose of the entire property of the Corporation, irrespective of the effects thereof upon the continuance of the purposes of the Corporation and the exercise of its franchise; but the Corporation may not be dissolved except as provided by the laws of the State of Georgia

10.11 **Dissolution.** Upon the dissolution of the Corporation, assets shall be distributed to one or more organizations operating for similar exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. This action shall be taken by a majority vote of the last elected Board of Directors and, if there are no Directors, a majority of the last slate of elected officers. Any such assets not so disposed of shall be disposed of by the Superior Court of Cobb County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.