

**BYLAWS
OF
GHANAIAN WOMEN’S ASSOCIATION OF GEORGIA, INC.
A Georgia Nonprofit Corporation**

PREAMBLE

We, the members of the Ghanaian Women’s Association of Georgia, do hereby freely and willingly agree to come together and foster unity and harmony amongst us through the guarantee of fairness, respect and the freedom of expression. We believe that there is the need for Ghanaian women to organize as a group to promote personal, professional and community development.

ARTICLE I

ORGANIZATION

- 1.1 Organization. The name of the corporation is **GHANAIAN WOMEN’S ASSOCIATION OF GEORGIA, INC.** (the “Corporation”).
- 1.2 Seal. The Corporation shall use the following corporate seal:



ARTICLE II

TAX-EXEMPT STATUS

The affairs of the Corporation at all times shall be conducted in such a manner as to assure the Corporation’s status as an organization qualifying for exemption from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). The Corporation at all times shall be operated exclusively for charitable purposes, including the making of distributions to organizations that qualify as exempt organizations under IRC Section 501(c)(3). All funds, whether income or principal and whether acquired by gift or contribution or otherwise, shall be devoted to the purposes identified in these Bylaws. The Corporation shall

perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in the Articles of Incorporation and these Bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (“GNCC”), subject to and within the limitations of Code Section 501(c)(3).

ARTICLE III

OFFICES

The principal office of the Corporation in the State of Georgia shall be located at such place as shall be lawfully designated by the board of directors of the Corporation (the “Board”). The Corporation may have such other offices, either within or without the State of Georgia, as the Board may designate or as the affairs of the Corporation may require from time to time.

ARTICLE IV

PURPOSES & GOVERNING INSTRUMENTS

- 4.1 Nonprofit Corporation. The Corporation shall be organized and operated as a nonprofit corporation under the provisions of the GNCC.
- 4.2 Purposes. The Corporation is a nonprofit corporation organized exclusively for the following charitable and educational purposes, within the meaning of Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law :
- a. To serve an umbrella organization of Ghanaian women in Georgia;
 - b. To promote Ghanaian cultural heritage among our youth and create opportunities for intercultural exchanges between Americans and the Ghanaian community;
 - c. To promote opportunities for women through its network of members to develop themselves, their businesses and the community as a whole;
 - d. To encourage each member to use her profession and skills to serve society;
 - e. To support developmental initiatives in Ghana especially in the areas of women’s and children’s education and healthcare.
 - f. To further other charitable purposes as may be determined by the Board; and
 - g. To conduct any lawful act or activity related to the foregoing that is consistent with the provisions of Code Section 501(c)(3). The Corporation at all times shall be operated exclusively for charitable purposes, including the making of distributions to

organizations that qualify as exempt organizations under Code Section 501(c)(3). All funds, whether income or principal and whether acquired by gift or contribution or otherwise, shall be devoted to the foregoing purposes.

- 4.3 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation, these Bylaws, and its policies and procedures.

ARTICLE V

MEMBERSHIP

- 5.1 General Powers. The business and affairs of the Corporation shall be managed by the members of the Corporation (“Members”) through their election of officers and work on committees. The Members shall have the power to accomplish all responsibilities not explicitly given to the Board.
- 5.2 Qualifications of Members. Membership in the Corporation is open to women of at least 18 years of age who are either Ghanaian by birth, marriage or descent. Membership will also be granted to other women sympathetic to the cause of the Corporation.
- 5.3 Conditions of Members. The following conditions govern the membership of the Corporation:
- a. Members shall serve on at least one member committee (as established in Article VII).
 - b. Members shall pay all dues and assessments which shall be duly recorded by the Treasurer.
 - c. Members who fail to pay their dues within the ninety (90) day timeframe will be considered inactive.
 - d. To be restored to active membership status, delinquent Members shall be required to pay all monies and other assessments in arrears.
 - e. Members shall be required to attend meetings as set forth in these Bylaws.
 - f. Members shall provide the Secretary with their current contact details. Failure to provide the contact information absolves the Corporation of any responsibility/obligation to maintain communications with such Members.
 - g. No Member shall act on behalf of or in the name of the Corporation without prior approval by the Board or these Bylaws.

- 5.4 Dues. All eligible persons may join Ghanaian Women’s Association of Georgia by paying a one-time registration fee of \$50.00 plus annual dues of \$100.00.
- a. Payment of annual dues may be made over a period of ninety (90) days from the date of joining EXCEPT when a Member joins between the months of September and December, the balance of dues shall be paid in full by December 31st of the applicable year.
 - b. Any person whose membership is due for renewal shall pay her annual dues of \$100 in full by March 31st of the membership year or will be considered inactive.
 - c. The Board possesses the right to review these fees on a periodic basis and change them as it deems fit.
- 5.5 Regular Meetings. The Members shall hold regular meetings monthly on the first Saturday of each month at such time and place to be communicated by the Secretary. Notice of each regular meeting shall be given in the manner described in the Section of this Article entitled “Notice.” All Members are required to attend.
- 5.6 Special Meetings. Special meetings of the Members may be called by or at the request of the President or a majority of active Members. The person or persons authorized to call special meetings of the Members may fix any place, either within or without the State of Georgia, at the place for holding any special meeting of the Members.
- 5.7 Notice. Notice of regular meetings may be provided as determined by the Officers, as long notice informs Members of the place, date and time of the meeting at least ten days in advance of such meeting and includes a description of any matter or matters that must be approved by the Members. Notice of any special meetings shall be given by written notice at least ten days in advance of such meeting and delivered in person, by facsimile, by electronic transmission or by leaving such notice at the place of business or residence of each Member, or by written notice at least thirty days by depositing such notice in the United States mail, postage prepaid, addressed to each Member at her address as it appears on the records of the Corporation. Notice of special meetings must specify the date, time, and place of the meeting and include a description of the matter or matters for which the meeting is called.
- 5.8 Quorum. A majority of Members shall constitute a quorum for the transaction of business at any meeting of the Members, but if less than a quorum is present at a meeting, a majority of the Members present may adjourn the meeting from time to time without further notice. If a quorum is present when the meeting is convened, the Members present may continue to do business, taking action by a vote of a majority of a quorum as fixed above, until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum or the refusal of any Member present to vote.
- 5.9 Resignation of Member. Any Member may resign at any time by giving written notice to the Secretary of the Corporation. Any such resignation shall take effect upon delivery

of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

5.10 Removal of Member. Membership may be removed if found to be negligent of duty, inefficient, or to have performed gross misconduct. A Member may also be removed upon more than two (2) consecutive unexcused absences from member meetings (whether regular or special) in any fiscal year by a majority vote of the other Members. Any Member may be removed for any reason whatsoever upon the affirmative vote of two-thirds (2/3) of the remaining Members.

5.11 Reinstatement. Any Member who has been removed or has resigned from the Corporation may submit an application for reinstatement. If the application is approved by a majority of the Board, she will be reinstated after a reinstatement fee of \$50 has been paid. The amount indicated shall be subject to periodic review by the Officers and changed when deemed fit by the Board.

ARTICLE VI

BOARD OF DIRECTORS

- 6.1 Powers. The Board is responsible for overall policy and direction of the Corporation and shall oversee the actions of the officers and member committees through the following:
- a. Defining the Corporation's mission and goals, setting policies to help the Corporation accomplish its goals, and maintaining the Corporation's direction.
 - b. Reviewing, approving, and overseeing the annual budget and presenting financial reports.
 - c. Ensuring the Corporation's compliance tax filing laws and other nonprofit regulations.
 - d. Overseeing, promoting, and evaluating the effectiveness of committees, programs and projects.
 - e. Promoting the Corporation to potential donors and encouraging contributions.
 - f. Engaging in fundraising efforts by cultivating donors, leveraging network of contacts and identifying opportunities for grants and other resources.
 - g. Attending and participating in meetings in-person or via conference call/video.
 - h. Identifying, recruiting, and involving other Directors to promote the goals of the Corporation.

- i. Serving as an ambassador, spokesperson, and advocated for the Corporation.
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- 6.2 Number and Tenure of Directors. The Board shall consist of a minimum of five (5) and a maximum of nine (9) persons. Each director of the Board (“Director”) shall serve for a two (2)-year term, or until his or her successor has been elected and qualified. A Director may serve a maximum of two (2) consecutive terms. The number of Directors may be changed at any time by a majority vote of the Members; provided, however, that no such change shall have the effect of shortening the term of a then incumbent Director. Except as otherwise provided in this Article, each Director’s term shall begin on the first day of the fiscal year following the meeting at which she or he was elected. A Director shall be eligible for reelection to succeed herself, subject to the term limitation set forth herein. The Directors shall be divided into three (3) categories, the first category shall consist of the Corporation’s President, the second category shall consist of Members, and the third category shall consist of Independent Directors. To stagger tenure, a portion of the Directors of second and third categories shall be elected every year, replacing the Members and Independent Directors whose two (2) year term is expiring.
 - 6.3 Qualifications. Directors shall be natural persons who have attained the age of 18 years, but need not be residents of the State of Georgia.
 - 6.4 Election of Directors. Directors shall be elected by a majority of the Members present at a meeting duly called for such purpose at which a quorum is present, which meeting shall generally be held during the last quarter of each fiscal year of the Corporation.
 - 6.5 Board Officers. The Board shall have the following officers: Board Chairperson, Board Secretary, and Board Treasurer. The Board Chairperson may be any Director except the President. The Board Secretary shall record all the proceedings of the Board. The Board Treasurer shall have oversight responsibilities for the Corporation’s finances.
 - 6.6 Semi-Annual Meetings. The Board shall hold regular meetings semi-annually in January and July, at such time and place as Directors may agree. Notice of each regular meeting shall be given in the manner described in the Section of this Article entitled “Notice.” All Directors are required to attend unless excused for a good cause by the President in writing. Notwithstanding the foregoing, the Board may provide, by resolution, the time and place, either within or without the State of Georgia, for the holding of regular meetings without other notice than such resolution.
 - 6.7 Special Meetings. Special meetings of the Board may be called by or at the request of the President or a majority of the Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Georgia, as the place for holding any special meeting of the Board.
 - 6.8 Notice. Notice of regular meetings may be provided as determined by the Board, as long notice informs Directors of the place, date and time of the meeting at least ten days in advance of such meeting and includes a description of any matter or matters that must be

approved by the Directors. Notice of any special meetings shall be given by written notice at least ten days in advance of such meeting and delivered in person, by facsimile, by electronic transmission or by leaving such notice at the place of business or residence of each Director, or by written notice at least seven days by depositing such notice in the United States mail, postage prepaid, addressed to Director at her address as it appears on the records of the Corporation. Except as otherwise provided in these Bylaws, neither the business to be transacted at nor the purpose of any meeting of the Board need be specified in the notice or waiver of notice of such meeting. However, notice of special meetings must specify the date, time, and place of the meetings.

- 6.9 Quorum. A majority of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. If a quorum is present when the meeting is convened, the Directors present may continue to do business, taking action by a vote of a majority of a quorum as fixed above, until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum or the refusal of any Director present to vote.
- 6.10 Manner of Acting. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, the Articles of Incorporation or these Bylaws.
- 6.11 Action Without a Meeting. Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a majority of the Directors and included in the minutes filed with the corporate records reflecting the action taken. Such action shall be effective when the last Director signs the consent, unless the consent specifies a different effective date.
- 6.12 Vacancies. Any vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the remaining Directors, even if the remaining Directors constitute of less than a quorum. If the number of Directors at any time is increased by action of the Board, the additional Directors may be elected by a majority of the Directors in office at the time of the increase. Any Director elected to fill a vacancy shall begin serving upon election and shall serve the remainder of vacant term.
- 6.13 Compensation. Directors shall not receive any stated compensation for their services. Nothing in this Section shall be construed to preclude a Director from serving the Corporation in any other capacity and receiving compensation therefor.
- 6.14 Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless she objects at the beginning of the meeting (or promptly upon arrival) to having the meeting or transacting business at the meeting, his or her dissent is entered in the minutes of the meeting, or unless she or he files a written dissent to such action with the person acting as the presiding officer of the meeting before the adjournment thereof or forwards such dissent by registered or certified mail or personal delivery to the presiding officer of the meeting immediately before adjournment

or to the Corporation immediately after the adjournment of the meeting. This right to dissent shall not apply to a Director who voted in favor of such action.

- 6.15 Resignation. Any Director of the Corporation may resign at any time by giving written notice to the Secretary of the Corporation. Any such resignation shall take effect upon delivery of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.
- 6.16 Removal of Directors. A Director may be removed from office if found to be negligent of duty, inefficient, or to have performed gross misconduct. A Director may also be removed upon more than two (2) consecutive unexcused absences from Board meetings (whether regular or special) in any fiscal year by a majority vote of the other Directors. Any Director may be removed from office for any reason whatsoever upon the affirmative vote of two-thirds (2/3) of the remaining Directors.
- 6.17 Participation in Meetings by Conference Telephone. Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.

ARTICLE VII

MEMBER COMMITTEES

- 7.1 Standing Committees. In Article VIII of these Bylaws, the Members have established certain standing committees and described their charter, responsibilities and activities. The Members to sit on each standing committee shall be appointed by the President unless otherwise specifically designated in these Bylaws or unless the President delegates that responsibility to the Chair of the specific committee. Only standing committees specifically identified in these Bylaws shall have and exercise the authority of the Members in the management of the affairs of the Corporation. However, the designation of such standing committees and the delegation thereto of authority shall not operate to relieve the Members, or any individual Director, Member, Officer, or the Board, of any responsibility imposed upon it or her by law.
- 7.2 Advisory and Ad-Hoc Committees. The Members may provide for such other committees, including committees, advisory groups, etc., as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Officers, Standing Committees or Board; and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the articles of incorporation of the Corporation or these Bylaws. Appointments to and the filling of vacancies on any such advisory or ad-hoc committees shall be made by the President. Any action by each such committee shall be reported to the Members at their meeting next succeeding such action and shall be subject

to control, revision, and alteration by the Members, provided that no rights of third persons shall be prejudicially affected thereby.

- 7.3 Term of Appointment. Each member of a committee shall serve on the committee until the end of the fiscal year, unless the committee shall be sooner terminated, or unless such member shall resign or be removed from such committee, or unless such member shall cease to qualify as a member thereof.
- 7.4 Chair. One member of each committee shall be appointed chair thereof by the President of the Corporation.
- 7.5 Removal. Any committee member may be removed from serving on a committee by the Board or President whenever in its judgment the best interests of the Corporation will be served thereby.
- 7.6 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.
- 7.7 Quorum. A majority of the whole committee shall constitute a quorum and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.
- 7.8 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these Bylaws or with rules or policies and procedures adopted by the Board.

ARTICLE VIII

STANDING COMMITTEES

- 8.1 Committees. The Members shall have the following standing committees: Executive Committee; Planning, Programming & Publicity Committee; Youth Development & Ethics Committee; and Business Development, Fundraising & Sponsorship Committee.
- 8.2 Executive Committee. The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary and chairs of the Planning, Programming & Publicity; Youth Development & Ethics; Business Development, Fundraising & Sponsorship; and any other committees. The Executive Committee shall have all powers and authority of the Board in the intervals between meetings of the Board, subject to the direction and control of the Board. The Executive Committee shall meet monthly on the third Saturday of each month or at least a week before the Members meeting, at a time and place to be communicated by the Secretary. All Executive Committee members are required to attend.
- 8.3 Planning, Programming, & Publicity Committee. The Planning, Programming & Publicity Committee shall coordinate the organization's programs, submit a budget for

each program to the Treasurer, design programs and special events that will promote the organization's objectives, promote the organization as well as any activity the organization sponsors, create and distribute newsletters, flyers, and other literature, coordinate the organization's printing and advertising needs, provide information for the organization's website, send website update requests to the webmaster, and generally ensure that the Corporation's website is up to date at all times.

- 8.4 Youth Development & Ethics Committee. The Youth Development Committee shall facilitate social, cultural, educational and healthcare programs designed by the Planning & Programming Committee.
- 8.5 Business Development, Fundraising & Sponsorship Committee. The Business Development, Fundraising & Sponsorship Committee shall be chaired by the Treasurer. Subject to the direction of the Board, the Business Development, Fundraising & Sponsorship Committee shall be responsible for developing fiscal procedures, the fundraising plan, and the annual budget of the Corporation and reviewing each with appropriate staff members and the Board; provided, however, that the Board shall approve the annual budget and any material change in the budget must be approved by the Board or the Executive Committee. The Business Development, Fundraising & Sponsorship Committee shall submit to the Board annual reports showing income, expenditures, and pending income. The Business Development, Fundraising & Sponsorship Committee shall also serve as an information resource for Members who are already entrepreneurs or professional or are aspiring to become one. They will make information available to Members that will help promote or establish their businesses and professions and help facilitate relevant seminars, training programs and conferences for Members to attend.

ARTICLE IX

OFFICERS

- 9.1 Principal and Other Officers. The principal officers of the Corporation ("Officers") shall be elected by the Members and shall include a President, Vice President, a Secretary, a Public Relations Officer and a Treasurer, and may include such other Officers as the Members, in their discretion, deems necessary. Any number of offices may be held by the same person.
- 9.2 Election of Officers; Term of Office. The Officers shall be elected by the Members for a One-year term. The Officers shall assume office on January 1 and continue until December 31 of the year. Each Officer shall hold office until his or her successor has been duly elected and qualified or until his or her death, resignation or removal in the manner provided below. If the Members fail to fill any office, any vacancy in any office occurs or any office is newly created, such office may be filled at any regular or special meeting of the Members.

- 9.3 Delegation of Duties of Officers. The Board may delegate the duties and powers of any Officer to any other Officer or to any Director for a specified period of time for any reason that the Board may deem sufficient.
- 9.4 Removal of Officers or Agents. Any Officer or agent of the Corporation may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of any Officer or agent shall not of itself create contract rights.
- 9.5 Resignation. Any Officer may resign at any time by giving written notice of resignation to the Board, the President or the Secretary of the Corporation. Any such resignation shall take effect upon the sending of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of a resignation shall not be necessary to make the resignation effective.
- 9.6 Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualification or otherwise, may be filled by the Board or any committee or Officer to whom authority has been delegated by these Bylaws or by resolution of the Board.
- 9.7 President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board, shall have general supervision over the business and affairs of the Corporation. The President shall have all powers and duties usually incident to the office of chief executive officer, except as specifically limited by resolution of the Board. The President shall have authority to conduct all day-to-day, ordinary business on behalf of the corporation and may exercise and deliver on behalf of the corporation any contract, conveyance, or similar document not requiring approval by the Board. The President shall be a non-voting member of the Board and shall cast the deciding vote if balloting resulting in a tie. The President shall have such other powers and perform such other duties as may be assigned by the Board. Without limiting the generality of the foregoing, the President shall serve on and attend all meetings of the Board, for the purposes of reporting on the progress of the Corporation and answering questions from the Directors.
- 9.8 Vice President. The Vice President shall assist the President in providing leadership to the Board and guiding and directing the activities of the Corporation. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall perform all the duties of the President, and when acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may be assigned to her by the President or the Board.
- 9.9 Secretary. The Secretary shall act as secretary of all meetings of the Members at which she is present, shall record all the proceedings of all such meetings in a book to be kept for that purpose and shall have supervision over the care and custody of the records and seal of the Corporation. The Secretary shall have all powers and duties usually incident to the office of secretary, except as specifically limited by a resolution of the Board. In the absence of the President and Vice-President, the Secretary shall perform all duties of

the President, and when acting, shall have all the powers of and be subject to all the restrictions upon the President. The Secretary shall have such other powers and perform such other duties as may be assigned from by the Board or the President.

- 9.10 Treasurer. The Treasurer shall have general supervision over the care and custody of the funds and the receipts and disbursements of the Corporation, shall cause the funds of the Corporation to be deposited in the name of the Corporation in such banks or other depositories as the Board may designate, and shall have supervision over the care and safekeeping of the securities of the Corporation. The Treasurer shall report to the Board at each regular meeting thereof and shall chair the Business Development, Fundraising & Sponsorship Committee. The Treasurer shall have all powers and duties usually incident to the office of treasurer, except as specifically limited by a resolution of the Board, including without limitation preparation of the budget, development of fundraising plans, and dissemination of financial information to the Board and the general public as appropriate. The Treasurer shall have such other powers and perform such other duties as may be assigned by the Board or the President.

ARTICLE X

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- 10.1 Authorization. The Board may authorize any Officer or agent 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. All checks, drafts, or other 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 agent of the Corporation and in such manner as determined from time to time by resolution of the Board.
- 10.2 Funds. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select, or as may be designated by any Officer or agent of the Corporation to whom such power may be delegated by the Board.
- 10.3 Acceptance of Gifts. The Board, or any Officer or agent of the Corporation to whom such authority may be delegated by the Board, 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.
- 10.4 Bond. At the direction of the Directors, any Officer or employee of the Corporation shall be bonded. The expense of furnishing any such bond shall be paid by the Corporation.

ARTICLE XI

LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

- 11.1 Limited Liability of Directors. The liability of the Directors shall be limited in accordance with the provisions of Section 14-3-830 of the GNCC and the Articles of Incorporation.
- 11.2 Indemnification. To the full extent permitted by applicable law and the Articles of Incorporation, the Corporation shall indemnify any person (and the heirs, executors and administrators of such person) who, by reason of the fact that she is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, was or is a party or is threatened to be made a party to:
- a. Any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Corporation), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such claim, action, suit or proceeding; or
 - b. Any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit.
- 11.3 Manner and Extent. Any such indemnification by the Corporation shall be made in the manner and to the extent authorized by applicable law and the Articles of Incorporation.
- 11.4 Success on Merits or Otherwise. To the extent that a person who is or was a Director, Officer, employee or agent of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise with which she is or was serving in such capacity at the request of the Corporation, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) reasonably incurred by such person in connection therewith.
- 11.5 Applicable Standard. Any indemnification under this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director or Officer is proper in the circumstances because she has met the applicable standard of conduct. Such determination shall be made: (a) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or (b) if such a quorum is not obtainable, or even if obtainable but a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
- 11.6 Non-Exclusivity of Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a Director or Officer seeking indemnification may be entitled under the Articles of Incorporation, these Bylaws, any

statute, agreement, vote of Members or disinterested Directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors and administrators of such person.

- 11.7 Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under applicable.
- 11.8 Intent. The intent of this Article is to permit indemnification of Directors and Officers of the Corporation to the fullest extent permitted by the GNCC. If the GNCC or, if applicable, the Georgia Business Corporation Code is amended to authorize the further elimination or limitation of the liability of Directors or Officers, then the liability of a Director or Officer of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended GNCC or the amended Georgia Business Corporation Code, as appropriate.
- 11.9 Severability. The invalidity or unenforceability of any provision in this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

ARTICLE XII

MISCELLANEOUS

- 12.1 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and any member committees.
- 12.2 Financial Reporting. The financial records of the organization are public information and shall be made available to the Board.
- 12.3 Fiscal Year. The fiscal year shall end on the last day of December in each year, or such other date as the Board may designate by resolution.

ARTICLE XIII

AMENDMENT

These Bylaws may be amended or repealed, and new Bylaws may be adopted, by the vote of two-thirds (2/3) of the membership in person or by proxy at any Annual Members' Meeting or

any Special Member Meeting; provided that the proposed amendment is circulated to Members at least thirty (30) days prior to the meeting at which a vote on such is to be taken. However, no amendment or new Bylaw may be adopted that would cause the Corporation no longer to be qualified as an exempt organization described in Code Section 501(c)(3).

ARTICLE XIV

DISSOLUTION

Upon dissolution of the Corporation, the Board shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing those assets exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under Code Section 501(c)(3), as the Board shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as the court shall determine, which are organized and operated exclusively for such purposes.