
BYLAWS
OF
WWALS Watershed Coalition.

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**BYLAWS
OF
WWALS Watershed Coalition, Inc.**

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BYLAWS

OF

WWALS Watershed Coalition

ARTICLE I. OFFICES

Section 1. Registered Office and Agent. The Corporation shall maintain a Registered Office in the State of Georgia, and shall have a Registered Agent whose address is identical with the address of such Registered Office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.

Section 2. Principal Office. The Principal Office for the transaction of the activities of the Corporation shall be located in 104 West Moore Street, Valdosta, Lowndes County, Georgia 31602, at such place within the Watershed as may be fixed from time to time by the Board of Trustees.

Section 3. Other Offices. Branch or other offices and places of conducting activities may be established at any time by the Board of Trustees at any place or places where the Corporation is qualified to conduct its activities, either within or without the State of Georgia.

ARTICLE II. PURPOSES AND GOVERNING INSTRUMENTS

Section 1. Nonprofit Corporation. The Corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

Section 2. Charitable Purposes. The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; and, in furtherance of such purposes, the Corporation shall have the following powers and authorities:

(a) Working for watershed conservation of the Willacoochee, Withlacoochee, Alapaha, and Little River Systems watershed in south Georgia and north Florida through awareness, environmental monitoring and citizen advocacy.

(b) Address regional and state issues which impact southeastern and Georgia river systems;

(c) To receive deductible contributions to carry out its charitable purposes and to carry out and engage in other charitable activities as provided in the Internal Revenue Service Regulations, under Section 170 of the Internal Revenue Code of 1986, as amended;

(d) To receive and accept property, real, personal or mixed, by way of gift, bequest or devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with and pursuant to the governing instruments of the Corporation, as

the same shall be amended from time to time, subject to the limitations of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; and

(e) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Trustees, 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 powers and authorities enjoyed by corporations generally in accordance with the provisions of the Georgia Nonprofit Corporation Code, subject to the limitations of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 3. Tax Exempt Status. The affairs of the Corporation shall at all times be conducted in such a manner as will assure the Corporation's status as an organization qualifying for exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 4. Governing Instruments. The Corporation shall be governed by the Articles of Incorporation and Bylaws and by any resolutions and policies duly established by the Board of Trustees in accordance therewith.

ARTICLE III. MEMBERSHIP

Section 1. Membership. All individuals and entities interested in supporting the mission of the Corporation are encouraged to contribute as volunteers, donors, and community organizers. Such individuals or entities may be admitted as members, in the categories set forth in these Bylaws, by action of the Board or upon the payment of dues set forth herein and satisfaction of such other criteria for membership as the Board shall prescribe from time-to-time. Members shall have such rights and responsibilities as are specifically prescribed in Article III, Article IV, and Section 10 of Article V of these Bylaws.

Section 2. Categories of Membership: The Corporation shall have eight (8) initial categories of membership, which categories shall be as follows:

- a. Student.....(One person)
- b. Individual.....(One person)
- c. Family.....(One or more individuals)
- d. Patron.....(One or more individuals)
- e. Benefactor.....One or more individuals)
- f. Watershed Friend.....(One or more individuals)
- g. Corporate.....(Incorporated entities or sole proprietorships)

Additional or other categories of members can be set from time to time by the Board.

Section 3. Honorary Members. The Board may elect honorary members by a unanimous vote of the members present. Honorary members shall be exempt from the payment of any fees whatever and shall be entitled to such privileges as the Board shall determine generally or as to any particular honorary member at the time such honorary member is elected or thereafter. In the event the Board shall not specify any such privileges at the time of the election of an

honorary member, such honorary member shall have all of the privileges of regular members, except the right to vote.

Section 4. Dues. Dues shall be determined by the Board and may be revised periodically but no more than once each calendar year. All dues assessed within each category of membership shall be uniform among the membership of such category. To maintain membership in good standing, dues must be paid annually in the designated amount for the membership class.

Section 5. Denial and Removal. Membership may be denied to individuals or organizations whose actions and/or statements demonstrate positions contrary to the goals and purpose of the Corporation as determined by the Board in its sole discretion. Members whose actions and/or statements are determined by the Board to demonstrate positions contrary to the goals and purpose of the Corporation may be removed from the membership rolls and their membership terminated immediately upon such determination or effective upon such later date as the Board shall determine. Such determination shall be made in good faith and (i) upon no less than 15 days prior written notice of such proposed termination and the reasons therefore, and only after the member has been given an opportunity to be heard, orally or in writing, by the Board not less than five days before the effective date of termination, or (ii) pursuant to other procedures as shall be fair and reasonable, taking into consideration all of the relevant facts and circumstances. Membership rights shall also terminate upon the resignation or death of a member who is a natural person or the dissolution of any member that is a corporation.

Section 6. Transfer of Membership. Memberships shall not be transferable.

ARTICLE IV. MEMBERSHIP MEETINGS

Section 1. Time and Place of Annual Meeting. An annual meeting of the membership will be held at a time and place as determined by the Board.

Section 2. Purpose of Annual Meeting. The purpose of the annual meeting shall be to present reports, and the conduct of other business as may be properly brought before the members.

Section 3. Agenda for Annual Meeting. The agenda for the annual meeting shall be set by the Board.

Section 4. Special Meetings. Special meetings may be called by (a) the President, (b) a majority of the Board, or (c) members constituting no less than thirty percent (33%) of the current members of the Corporation.

Section 5. Notification to the Membership of Annual or Special Meetings. Written notification of the time, place, purpose, and agenda of the annual or any special meetings shall be sent to all members in good standing not less than ten (10) days or more than fifty (50) days prior to the meeting date.

Section 6. Quorum. Those members present and in good standing at any regular or special meeting of the membership shall constitute a quorum.

ARTICLE V. BOARD OF TRUSTEES

Section 1. Authority and Responsibility.

(a) The governing body of the Corporation shall be the Board of Trustees, and the management of the affairs of the Corporation shall be vested in the Board of Trustees. All the powers, duties, and functions of the Corporation conferred by the Articles of Incorporation, these Bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed and controlled by the Board of Trustees.

(b) The Board of Trustees shall have the responsibility for the supervision, control and direction of the management, affairs and property of the Corporation; shall determine the policies of the Corporation or changes therein; and shall actively prosecute the Corporation's purposes and objectives and supervise the disbursement of its funds. The Board of Trustees may adopt, by majority vote, such rules and regulations for the conduct of the business of the Corporation as shall be deemed advisable, and may, in the execution of its powers, delegate certain of its authority and responsibility to an executive committee; provided, however, no action shall be taken by the Board of Trustees which is inconsistent with the Articles of Incorporation or these Bylaws.

(c) The Board of Trustees shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any Officer or Trustee of the Corporation, or any other private person or individual, except that the Trustees shall be authorized and empowered to pay reasonable compensation for goods and services rendered and to make payments and distributions in furtherance of the objects and purposes of the Corporation as contained in the Articles of Incorporation.

(d) The Board of Trustees may, from time to time, appoint advisors to help determine policies and programs for carrying out the objects and purposes of the Corporation.

(e) The Board of Trustees is authorized to employ such person or persons, including an executive director or officer, attorneys, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the Corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

Section 2. Number. The initial Board of Trustees shall consist of nine (9) members. Thereafter, the Board of Trustees of the Corporation shall consist of not less than seven (7) nor more than thirteen (13) Trustees. The number may vary between said minimum and maximum, and within said limits, the Trustees may from time to time, by resolution adopted at any meeting of the Board of Trustees, fix the number of Trustees to comprise said Board. The number of Board of Trustees should stay at an odd number of members for voting purposes. If a tie should occur then the President of the Board shall make the tie breaking vote.

Section 3. Election and Tenure. At the initial meeting of the Board of Trustees and each annual meeting thereafter, the Board of Trustees shall elect from its Members the Trustees of the Corporation. The term of office for each Trustee shall be three (3) years. A Trustee may serve up to two (2) consecutive full three-year terms. Thereafter, a Trustee may be re-elected to the Board of Trustees only after being off the Board for at least one (1) year. Terms of fewer than three (3) years shall not count for purposes of determining said maximum term. To ensure continuity in the composition of the Board of Trustees, the initial Trustees shall be elected to staggered terms of one, two, and three years, in as equal groups as possible.

Section 4. Removal. Any one or more Trustees may be removed from office, with or without cause, by the affirmative vote of a two-thirds (2/3) majority of all the Trustees then in office at any meeting with respect to which notice of such purpose has been given.

Section 5. Vacancies. Any vacancy occurring in the Board of Trustees shall be filled by the affirmative vote of a majority of the remaining Trustees then in office, even though less than a quorum, or by the sole remaining Trustee, as the case may be, and when so filled, the newly elected Trustee shall serve for the unexpired term of the Trustee to whose place he succeeds.

Section 6. Committees of Trustees. The Board of Trustees may, in its discretion, elect, from its own members, an Executive Committee or such other committee or committees as the Board may determine. Each committee shall consist of at least two (2) or more Trustees, and each committee shall have and may exercise such authority and perform such functions as the Board of Trustees may prescribe within the limits of the Corporation's governing instruments and applicable law.

Section 7. Advisory Committee. The Board of Trustees may establish an Advisory Committee and appoint members thereto from the general public. The Advisory Committee shall have the responsibilities determined by the Board of Trustees, but it shall be advisory only in nature and shall not be delegated any authority of the Board of Trustees. The Advisory Committee shall have such number of members and shall meet at such times and places as shall be determined by the Board of Trustees, and at least one member of the Board of Trustees shall be an ex-officio member of the Advisory Committee.

Section 8. Compensation. No Trustee of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument from the Corporation for serving as a Trustee unless authorized by the concurring vote of at least two-thirds (2/3) of all the Trustees then in office. However, nothing contained in this Section shall be construed to prevent a Trustee from serving the Corporation in any other capacity and receiving reasonable compensation for actual services rendered to the Corporation.

Section 9. Election of Officers, Salaries and Bonds. The Board of Trustees shall elect all officers of the Corporation. An officer of the Corporation may receive reasonable compensation for services actually rendered to or on behalf of the Corporation as shall be determined by the Board of Trustees. The Board of Trustees may or may not, in its discretion, require bonds from any or all of the officers of the Corporation for the faithful performance of their duties and good conduct while in office.

Section 10. Accountability to Members. Any member who feels aggrieved by a decision of the Board on a matter related to the Corporation's mission may appeal the decision. Such member must present a petition in writing to the President at least 14 days prior to the Board meeting in which he wishes to bring this matter to the attention of the full Board and shall be provided an opportunity to present the substance of this petition at that Board meeting. Upon being petitioned, the Board must consider the appeal at a regularly scheduled Board meeting, or (at its discretion) it may call a special meeting to hear the appeal. All decisions of the Board as to such matter shall be final.

ARTICLE VI. MEETINGS OF THE BOARD OF TRUSTEES

Section 1. Place of Meetings. Meetings of the Board of Trustees may be held at any place within or without the State of Georgia as set forth in the notice of the meeting or, in the event of a meeting held pursuant to waiver of notice, at such place as set forth in the waiver.

Section 2. Annual Meeting. The annual meeting of the Board of Trustees shall be held at such time and place as may be set by the President. Unless waived, notice of the time and place of such annual meeting shall be given by the Secretary not less than ten (10) nor more than fifty (50) days before such meeting.

Section 3. Regular Meetings. Regular meetings of the Board of Trustees may be held from time to time between annual meetings at such times and at such places as the Board of Trustees may determine by resolution. If the time and place for holding regular meetings of the Board of Trustees have been scheduled by resolution of the Board of Trustees, such meetings may be held without notice at the time and place scheduled in such resolutions. Attendance via telephone at a regular meeting shall be allowed to make a quorum and participate.

Section 4. Special Meetings. Special meetings of the Board of Trustees may be called by the President and shall be called by the Secretary upon request of any two or more of the Trustees in office at that time. Any request for a special meeting shall state the purpose of the meeting. Notice of the time, place and purpose of any special meeting of the Board of Trustees which has been duly called or requested shall be given by the Secretary at least ten (10) but not more than fifty (50) days before such meeting. Special meetings shall be scheduled as face-to-face/in-person meetings whenever practicable, but may be held as telephone meetings. If held in a face-to-face/in-person format, telephone attendance is allowed to make quorum, and to participate,.

Section 5. Telephone and Similar Meetings. Trustees may participate in and hold a special meeting by means of telephone or similar communications equipment where all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 6. Notice. Whenever these Bylaws require notice to be given to any Trustee, the notice shall be in writing or email unless oral notice is reasonable under the circumstances. Notice may be communicated in person, by telephone, telegraph, teletype, or other form of wire or wireless communication; or by mail or private carrier. Written notice is effective at the

earliest of the following: (1) when received or when delivered, properly addressed, to the addressee's last known principal place of business or residence; (2) five days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or (3) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Oral notice is effective when communicated if communicated in a comprehensible manner. In calculating time periods for notice, the first day shall not be counted but the last day shall be counted.

Section 7. Waiver. A Trustee may waive notice of any annual or special meeting before or after the date and time stated in the notice. The waiver must be in writing, signed by the Trustee entitled to the notice, and delivered to the Corporation for inclusion in the minutes of the meeting; provided, however, a Trustee's attendance at a meeting shall waive any required notice of the meeting unless the Trustee at the beginning of the meeting (or promptly upon arrival) objects to the holding of the meeting or the transaction of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

Section 8. Quorum. At meetings of the Board of Trustees, a majority of the Trustees then in office shall be necessary to constitute a quorum for the transaction of business.

Section 9. Vote Required for Action. At all meetings of the Board of Trustees, each Trustee shall have one vote and, except as may otherwise be provided in these Bylaws or by law, the act of a majority of the Trustees present at a meeting at which a quorum is present at the time shall be the act of the Board of Trustees.

Section 10. Consent by Trustees Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the members of the Board of Trustees. Such consent shall have the same force and effect as a unanimous vote at a meeting duly called and held. The signed consent shall be placed in the minute book of the Corporation.

ARTICLE VII. OFFICERS

Section 1. Election and Term of Office. The Board of Trustees at each annual meeting shall elect from the Board of Trustees a President, a Senior Vice President, a Secretary and a Treasurer, each of whom shall be a Trustee and shall serve for the ensuing year and until a successor is elected and qualified, or until his earlier resignation, removal from office, or death. The Board of Trustees may, in its discretion, elect one or more Vice Presidents, Assistant Secretaries, and one or more Assistant Treasurers. Any person may hold two or more offices except that the President shall not also serve as the Secretary or Assistant Secretary.

Section 2. Removal, Vacancies. Any officer of the Corporation may be removed from office at any time by the Board of Trustees, with or without cause. Any vacancy occurring in any office of the Corporation may be filled by the remaining Trustees prior to the next annual meeting of the Board of Trustees at any special or regular meeting of the Board.

Section 3. President. The President shall preside at all meetings of the Board of Trustees. The immediate supervision of the affairs of the Corporation shall be vested in the President, and

it shall be his/her duty to attend constantly to the operations of the Corporation and maintain strict supervision over all of its affairs and interests. He/She shall keep the Board of Trustees fully advised of the affairs and condition of the Corporation, and shall manage and operate the Corporation pursuant to such policies as may be prescribed from time to time by the Board of Trustees. The President shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, and statements and reports required to be filed with government officials or agencies; and the President shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the Secretary, any instrument or other writing. The President shall, subject to approval of the Board, hire and fix the compensation of all employees and agents of the Corporation other than officers, and the employment of any person so hired may be terminated at his/her discretion.

Section 4. Senior Vice President. The Senior Vice President of the Corporation shall act for and in the place of the President in the event of sickness, disability or absence of the President or upon the failure of the President to act for any reason, and when so designated, such Senior Vice President shall exercise all powers of the President in accordance with such designation. The Senior Vice President shall have such other duties as may be required of, or assigned to, him/her by the Board of Trustees or the President. Any Assistant Vice President, if elected, shall perform the duties assigned by the President, Senior Vice President or the Board of Trustees.

Section 5. Secretary. It shall be the duty of the Secretary to keep a record of the proceedings of all meetings of the Board of Trustees; to notify the Trustees of meetings as provided by these Bylaws; and to perform such other duties as may be prescribed by the President or the Board of Trustees. Any Assistant Secretary, if elected, shall perform the duties of the Secretary during the absence or disability of the Secretary and shall perform such other duties as may be assigned by the President, Secretary or Board of Trustees.

Section 6. Treasurer. The Treasurer shall keep, or cause to be kept, the financial books and records of the Corporation, and shall faithfully account for its funds. The Treasurer shall make such reports as may be necessary to keep the President and the Board of Trustees fully informed at all times as to the financial condition of the Corporation, and shall perform such other duties as may be prescribed by the President or Board of Trustees. Any Assistant Treasurer, if elected, shall perform the duties of the Treasurer during the absence or disability of the Treasurer, and shall perform such other duties as may be prescribed by the President, Treasurer or Board of Trustees.

ARTICLE VIII. DISTRIBUTIONS AND DISBURSEMENTS

Section 1. Vote Required for Determinations. All determinations as to distributions and disbursements shall be made by the affirmative vote of a majority of Trustees present at a meeting duly called at which a quorum is present, except as may be expressly limited by the direction of a donor of funds to the Corporation as a condition of the donor's gift.

Section 2. Determination of Means for Carrying Out Charitable Purposes. The Board of Trustees shall conduct such investigation as may, from time to time, be necessary or desirable to determine the means for carrying out the charitable and educational purposes of the Corporation.

The Board of Trustees may make disbursements for such investigations from funds given for such purposes or from funds given without designation as to purpose and may make disbursements for other proper administrative expenses incurred by the Board of Trustees, including salaries for professional and other assistance as the Board deems necessary or desirable.

Section 3. Distributions for Charitable Purposes. When the means for carrying out the Corporation's charitable and educational purposes have been determined, the Board of Trustees may direct such expenditures and distributions as the Board of Trustees shall determine will carry out such purposes.

ARTICLE IX. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Trustees may authorize any officer or agent of the Corporation, in addition to the President, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or limited to specific actions.

Section 2. Checks, Drafts, Notes, Etc. 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, in addition to the President, as shall, from time to time, be determined by the Board of Trustees.

Section 3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

Section 4. Gifts. The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any general or special purpose of the Corporation.

ARTICLE X. INDEMNIFICATION OF OFFICERS, TRUSTEES, EMPLOYEES AND AGENTS

Section 1. Indemnification. The Corporation shall fully indemnify and otherwise protect its officers, Trustees, employees and agents under the circumstances described in and to the fullest extent permitted by O.C.G.A. §§14-3-851 through 14-3-856 of the Georgia Nonprofit Corporation Code and §§14-2-856 and 14-2-857 of the Georgia Business Corporation Code, as heretofore and hereafter amended, and as otherwise now or hereafter permitted by Georgia law.

Section 2. Indemnification Not Exclusive. The indemnification provided in Section 1 of this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or Bylaws, or any agreement, vote of disinterested Trustees, or otherwise, both as to any action in any official capacity and as to any action in any other capacity while holding such office, and such indemnification shall continue as to any person who has ceased to be an officer, employee, Trustee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 3. Insurance. To the extent permitted by Georgia law, the Corporation may purchase and maintain insurance on behalf of any person who is or was an officer, employee, Trustee, or agent of the Corporation.

ARTICLE XI. MISCELLANEOUS

Section 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 its Board of Trustees and committees having any of the authority of the Board of Trustees.

Section 2. Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Trustees may from time to time determine.

Section 3. Fiscal Year. The Board of Trustees is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate.

Section 4. Internal Revenue Code. All references in these Bylaws to the Internal Revenue Code shall be to the Internal Revenue Code of 1986, as from time to time amended, and to any applicable future United States Internal Revenue Law, and to all regulations issued there under.

Section 5. Relation to Articles of Incorporation. These Bylaws are subject to and shall be governed by the Articles of Incorporation.

ARTICLE XII. AMENDMENT

The Bylaws of the Corporation may be altered, amended or added to by a majority of the Trustees present and voting therefore at a meeting of the Board of Trustees with respect to which notice of such purpose has been given.