

**PEACHTREE GATEWAY PARTNERSHIP, INC.
BYLAWS**

**ARTICLE I
NAME**

The name of this Corporation shall be "Peachtree Gateway Partnership, Inc." (the "Corporation").

**ARTICLE II
OFFICES**

The Corporation shall at all times maintain a registered office in the State of Georgia and a registered agent at that address, but may have other offices located within or without the State of Georgia as the Board of Directors (the "Board") shall determine.

**ARTICLE III
MISSION**

Section 3.1. Mission. The mission of the Corporation is as set forth in Article IV of the Corporation's Articles of Incorporation. Without limiting the generality of the mission set forth therein, the Corporation shall be a leader in creating, promoting and sustaining a responsible pro-business environment in the geographic area surrounding DeKalb-Peachtree Airport and encompassing the cities of Brookhaven, Chamblee, Doraville and Dunwoody (such geographic area referred to herein as the "Region") in order to foster economic development and to encourage and promote the progress and improvement of the civic, cultural and educational life of the Region. The Board shall, from time to time, adopt and approve a formal mission statement for the Corporation in its sole discretion.

Section 3.2. Prohibited Activities. The Corporation shall be non-profit, non-sectarian and, as an organization, shall take no part in, or lend support to, the election or appointment of any candidate for public office. The Corporation shall at all times observe all local, state and federal laws that apply to non-profit organizations as defined in Section 501(c)(6) of the Internal Revenue Code.

**ARTICLE IV
MEMBERS**

Section 4.1. Membership. The Corporation may have one or more classes or tiers of members, including honorary or ex officio members. Qualifications, obligations (including annual dues), rights and methods of elections and acceptance of members of each class shall be as provided from time to time by the Board.

Section 4.2. Annual Meeting. A meeting of the members of the Corporation shall be held annually. The annual meeting shall be held at such time and place and on such date as the Board shall from time to time determine and as shall be specified in the notice of the meeting.

Section 4.3. Special Meetings. Special meetings of the members may be called at any time by the Chairperson of the Board, the President/CEO, a majority of the Board, or by any member or members holding at least twenty percent (20%) of the voting power of the Corporation. Special meetings shall be held at such a time and place and on such date as shall be specified in the notice of the meeting.

Section 4.4. Removal. The Board may expel a member if good cause is shown. For the purposes of this provision, good cause shall be defined as: (a) commission of a felony or other criminal dishonesty or deliberate misconduct which, in the good faith opinion of the Board, is injurious in a material respect to the financial condition or business reputation of the Corporation; (b) personal dishonesty, willful misconduct, breach of fiduciary duty involving personal profit, intentional failure to perform stated duties, or willful violation of any law, rule, regulation (other than traffic violations or similar offenses); or (c) any conduct that the Board, in its sole discretion, finds to be in contravention of the purposes of the Corporation. The Executive Committee formed pursuant to Article VII below (the "Executive Committee"), in its sole discretion and upon request from a member proposed for expulsion, may allow for a hearing with respect to the expulsion of a member, but there shall be no requirement for such a hearing.

Section 4.5. Place. Annual or special meetings of members shall be held at the principal office of the Corporation or elsewhere in the United States as designated by the Board.

Section 4.6. Notice. In addition to any notices required under O.C.G.A. Section 50-14-1, et seq., written notice of each meeting of the members shall be mailed, postage prepaid, by the Secretary, to each member of record entitled to vote thereat at his address, as it appears upon the books of the Corporation, at least ten (10) days before the meeting. If the Corporation has more than 500 members of record, entitled to vote at a meeting, it may utilize a class of mail other than first class if the notice of the meeting is mailed, with adequate postage prepaid, not less than thirty (30) days prior to the date of the meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held and, in the case of any special meetings, shall state briefly the purpose or purposes thereof.

Section 4.7. Quorum. The presence in person or by proxy of a majority of the members of the Corporation shall constitute a quorum at all meetings of the members except as otherwise provided by law, by the Articles of Incorporation or by these bylaws. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the members present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called. A bylaw amendment to increase the quorum required for any member action must be approved by the members.

Section 4.8. Conduct of Meetings. Meetings of members shall be presided over by the Chairperson of the Board or, if he is not present, by the President/CEO, or if none of said officers is present, by a Chairperson to be elected at the meeting. The Secretary of the Corporation, or if he is not present, any Assistant Secretary, shall act as secretary of such meetings. In the absence of the Secretary and any Assistant Secretary, the presiding officer may appoint a person to act as Secretary of the meeting.

Section 4.9. Voting. At all meetings of members every member entitled to vote thereat shall have one (1) vote. Such vote may be either in person or by proxy appointed by an instrument in writing subscribed by such member or his duly authorized attorney, bearing a date not more than eleven (11) months prior to said meeting, unless said instrument provides for a longer period. Such proxy shall be dated, but need not be sealed, witnessed or acknowledged. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these bylaws. Unless twenty percent (20%) or more of the voting power is present in person or by proxy, the only matters that may be voted upon at an annual or special meeting of members are those matters that are described in the meeting notice.

If the Chairperson of the meeting shall so determine, a vote by ballot may be taken upon any election or matter, and the vote shall be so taken upon the request of twenty percent (20%) or more of all of the members entitled to vote on such election or matter. In either of such events, the proxies and ballots shall be received and be taken in charge and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes, shall be decided by the tellers, which tellers shall have been appointed by the Chairperson of said meeting.

Elections of directors may be conducted by mail in accordance with Section 4.3 hereof. The notice of the annual meeting sent to members shall include a ballot to be used and shall designate the time within which the ballot must be returned.

Section 4.10. Certificates of Membership. Certificates of Membership shall not be issued. Membership is not transferable.

ARTICLE V BOARD OF DIRECTORS

Section 5.1. General Powers. The governance of the Corporation, the management of its affairs, the direction of its work, its responsibilities, the adoption of its program of work and the control of its property shall be vested in a Board of Directors and in any committees formed according to the terms of these Bylaws.

Section 5.2. Composition of Board of Directors. The initial Board shall be appointed by the Incorporator of the Corporation, composed of ten (10) members as set forth in an Action by Incorporator, and the initial Board shall serve for a term of not more than three (3) years, or if earlier, upon installment of the first elected Board pursuant to Section 5.6 and 5.7.

Thereafter, the size of the Board shall be ten (10) members unless changed by a vote of the Board from time to time, provided that the Board may never have less than nine (9) nor more than fifty (50) members, with composition as determined by a vote of the Board from time to time.

Initially, the Board shall be composed of ten (10) members made up of the following persons:

(a) the five (5) Ex-Officio Directors appointed pursuant to Section 5.6 below;
and

(b) the five (5) directors composed of representatives from the private sector (“At-Large Directors”), which from and after the appointment of the initial Board will be elected by the voting Members of the Corporation pursuant to Section 5.7 below.

Section 5.3. Term of Office. The Ex Officio Directors shall serve for a term of one (1) year, but at the pleasure of the entity appointing such Director. All At-Large Directors shall be elected for a term of three years, it being the intent of this section to provide that there be, following the appointment of the initial Board, three (3) classes of At-Large Directors such that approximately one-third of the At-Large Directors shall retire at the end of each year. Such retiring members may be immediately eligible for another three-year term.

Section 5.4. Nominating Committee: The Nominating Committee shall consist of at least three (3) members of the Board as appointed by the Executive Committee. The Nominating Committee shall have the responsibility for nominating the following persons: (a) with the input of the Board and members, a slate of potential directors to fill a three (3)-year term, with the number of potential directors nominated being at least equal to the number of At-Large Directors who, after being elected, would bring the total number of At-Large Directors (less any vacant positions to be filled pursuant to Section 5.9 below) to the required number of At-Large Directors set from time to time by the Board; (b) all officers of the Corporation; and (c) all committee members.

Section 5.5. Qualification for Office: The Nominating Committee shall consider the qualifications of all nominees for the Board, as well as the qualifications of any nominee for the post of Chairperson, Vice-Chairpersons and other officers of the Corporation and the Board may recommend or set certain requirements or qualifications from time to time by vote of the Board. All nominees for At-Large Directors, all nominees for membership on the Executive Committee and all nominees for officers of the Corporation shall be members of the Corporation (or shall be affiliated with an entity which is a member) at the time of nomination. A member of the Board who was appointed to fill an unexpired term is nevertheless qualified to be nominated for a full term. Ex-officio Directors appointed pursuant to Section 5.6 below are not required to meet the qualifications set forth in this Section 5.5.

Section 5.6. Ex-Officio Directors: Each of the following entities shall have the right to designate one director, each of whom shall be Ex-Officio members of the Board with all rights and privileges of a Director, including voting rights:

- (a) the City of Brookhaven, GA;
- (b) the City of Chamblee, GA;
- (c) the City of Doraville, GA;
- (d) the City of Dunwoody, GA; and
- (e) the DeKalb-Peachtree Airport, an enterprise fund of DeKalb County, Georgia.

Notwithstanding anything to the contrary contained in the Bylaws, any director appointed by an entity under this Section 5.6 may be removed with or without cause by the entity appointing the director.

Section 5.7. Election of At-Large Directors: The Nominating Committee shall have the responsibility for nominating At-Large Directors as set forth in Section 5.4. The Nominating Committee's shall, with input from the Executive Committee, the Board and the Members, create a ballot for election of At-Large Directors, which ballot shall be approved by the Board prior to submission of the ballot to the members. Such ballot shall contain the names of the number of nominees who, after being elected, would bring the total number of At-Large Directors (less any vacant positions to be filled pursuant to Section 5.8 of this Article V) to the required number of At-Large Directors set from time to time by the Board. The ballot shall be in alphabetical order. The official ballot shall be submitted to the membership at least ten (10) days prior to the annual election, shall indicate the number of responses needed to satisfy the quorum requirements and shall specify the date by which a ballot must be received by the Corporation in order to be counted. The members shall then vote on the slate of At-Large Directors presented on the ballot as a whole. Ballots must be marked and received by the Board the established election date. The President and his staff shall be responsible for counting the ballots and notifying the Board of those elected. In the event that the members fail to elect, by a majority vote, the slate of At-Large Directors set forth on the ballot, a new slate of At-Large Directors shall be selected in accordance with the process set forth in this Section 5.7. The Nominating Committee shall be the arbitrator of any dispute involving anything related to the election process.

Section 5.8. Vacancies. Subject to the provisions regarding Ex-Officio Directors set forth in Section 5.6 above, the Board shall have the power to fill by majority vote any vacancies on the Board for an unexpired term of office. The Nominating Committee, with the input of the President & CEO, shall nominate qualified individuals to fill any Board vacancy. With respect to vacancies in any Ex-Officio director position, the entity appointing any director whose position becomes vacant prior to the expiration of the director's term, may appoint a director to continue until the expiration of the term of the director whose place has become vacant.

Section 5.10. Appointment Of Emeritus Directors: The Board may, but is not obligated to, appoint former members of the Board and current members of the Board whose terms as directors have otherwise expired to serve on the Board as Emeritus Directors. Emeritus Directors may attend and participate in all meetings of the Board; provided, however, that no

Emeritus Member who is not also a current member of the Executive Committee may vote on any matter coming before the Board.

Section 5.10. Place of Meeting. Subject to the requirements of O.C.G.A. Section 50-14-1, et seq., with respect to meetings, the Board may hold their meetings and keep the books of the Corporation at such place or places as they may from time to time determine by resolution or by written consent of all the directors.

Section 5.11. Regular Meetings. Regular meetings of the Board may be held without notice at such time and place as shall from time to time be determined by resolution of the Board. The Board shall hold not less than four (4) regular meetings per year including the annual meeting. The annual meeting shall be held at such time and place and on such date as the directors shall from time to time determine and as shall be specified in the notice of the meeting for the purpose of appointing directors to succeed those whose terms have expired as of the date of such annual meeting. Notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be mailed to each director at least three (3) days prior to the first meeting held pursuant to such resolution. The Board may transact any business that comes before it. Any additional business may be transacted at any regular meeting of the Board.

Section 5.12. Special Meetings. Special meetings of the Board shall be held whenever called by the Chairperson of the Board, by the President/CEO or by the special request, made upon the President/CEO, of not less than three (3) directors. The Secretary shall give notice of each special meeting of the Board, which notice shall specify the time and place of the meeting, at least two (2) days prior to the meeting by personal delivery, facsimile or electronic mail; but such notice may be waived by any director. At any meeting at which every director shall be present, even though without notice, any business may be transacted and any director may in writing waive notice of the time, place and objectives of any special meeting.

Section 5.13. Quorum. A majority of the whole number of directors shall constitute a quorum for the transaction of business at all meetings of the Board, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these bylaws. All resolutions adopted and all business transacted by the Board shall require the affirmative vote of a majority of the directors present at the meeting.

Section 5.14. Compensation of Directors. Directors shall not receive any stated salary for their services as such. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 5.15. Committees. The Board may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in the resolution, shall have and may

exercise the powers of the Board. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board.

Section 5.16. Action in Lieu of Meeting. Any action to be taken at a meeting of the directors, or any action that may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of all of the directors and any further requirements of law pertaining to such consents have been complied with.

ARTICLE VI OFFICERS

Section 6.1. Election, Tenure and Compensation. The officers of the Corporation shall consist of a Chairperson of the Board, one or more Vice-Chairpersons as may be appointed as set forth in these Bylaws, a President/CEO (the "President"), a Secretary/Treasurer, who shall be the Treasurer of the Corporation, and such other officers, including one or more Vice Presidents and one or more assistants to the foregoing officers as may be elected by the Board or appointed as provided in these bylaws, to serve at the pleasure of the Board. The officers shall be elected or appointed at the annual meeting of the Board to serve a term of one (1) year, or such other term as provided by resolution of the Board or the appointment to office. Each officer shall serve for the term of office for which he is elected or appointed and until his successor has been elected or appointed and has qualified or his earlier resignation, removal from office, or death. All officers shall be directors and members of the Executive Committee. Any two or more of the above offices may be held by the same person. The compensation or salary paid all officers of the Corporation shall be fixed by resolutions adopted by the Board.

Each officer to be appointed by the Board as set forth above, and shall be subject to removal at any time by the affirmative vote of a majority of the whole Board, and all officers, agents and employees shall hold office at the discretion of the Board.

Section 6.2. Election Process. The Nominating Committee shall have the responsibility of nominating the officers at the same time they nominate members for the Board. The Nominating Committee may nominate one or more persons whose terms of office are set to expire. The Board shall elect all officers. If any office is contested, the vote will be by secret ballot. The election of officers will take place at the same meeting where the Chairperson presents the results of the election for membership on the Board. In the event of a tie, a run-off election between those tied shall be held. If this vote is still tied, then a vote of the membership shall dictate the outcome. If more than one person is nominated by the Nominating Committee for any officer's position, the vote shall be by secret ballot. If only one person is nominated for each officer's position, then voting shall be by voice vote. There shall be no voting by proxy.

Section 6.3. Powers and Duties of the Chairperson of the Board. The Chairperson of the Board shall preside at all meetings of the Members, the Board and the Executive Committee. He may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation; and he shall be an ex-officio a member of all standing committees.

Section 6.4. Powers and Duties of Vice Chairpersons. The number of Vice Chairpersons shall be determined by the Chairperson and the Board, but in no event shall the number of Vice Chairpersons exceed the number of committees in existence. Each Vice Chairperson shall serve as the chair of a committee of the Board created pursuant to Article VII of these Bylaws and shall assume such other specific duties as may be delegated by the Chairperson and as the Chairperson deems proper in carrying out the Corporation's programs. In the absence of the Chairperson, one of the Vice Chairpersons shall act in their stead. Vice Chairpersons shall be members of the Board and the Executive Committee.

Section 6.5. Powers and Duties of the President/ CEO. The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs and properties.

The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. He shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be ex-officio a member of all standing committees. He shall do and perform such other duties as may, from time to time, be assigned to him by the Board.

In the event that the Board does not take affirmative action to fill the office of Chairperson of the Board, the President shall assume and perform all powers and duties given to the Chairperson of the Board by these bylaws.

Section 6.6. Powers and Duties of the Vice President. The Board may, but is not required to, appoint a Vice President or more than one Vice President. Any Vice President (unless otherwise provided by resolution of the Board) may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. Each Vice President shall have such other powers and shall perform such other duties as may be assigned to him by the Board or by the President. In case of the absence or disability of the President, the duties of that office shall be performed by any Vice President, and the taking of any action by any such Vice President in place of the President shall be conclusive evidence of the absence or disability of the President.

Section 6.7. Secretary/Treasurer. The Secretary/Treasurer shall have the following duties:

- (a) The Secretary/Treasurer shall give, or cause to be given, notice of all meetings of members and directors and all other notices required by law or by these bylaws, and in case of his absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the members and directors upon whose written request the meeting is called as provided in these bylaws.
- (b) The Secretary/Treasurer shall record, or cause to be recorded, all the proceedings of the meetings of members and directors in books

provided for that purpose, and shall perform such other duties as may be assigned to him by the directors or the President.

- (c) The Secretary/Treasurer shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board or the President, and attest the same.
- (d) The Secretary/Treasurer shall be the treasurer of the Corporation, and in such capacity shall have supervisory authority over the Corporation's finances and financial records, to include supervision of all staff personnel of the Corporation charged with financial responsibilities. The Secretary/Treasurer shall ensure proper accounting of all financial transactions of the Corporation and of the financial condition of the Corporation.

ARTICLE VII COMMITTEES

Section 7.1. Appointment and Authority of Committees. On or before the August meeting of the Board of each year, the Nominating Committee shall nominate and the Board shall then appoint within ten (10) days of such nomination, members to each committee then-existing. For all newly formed committees, prior to such committee taking any action, the Nominating Committee shall nominate, and the Board shall appoint, members to such committee. Those serving on any committee shall be either current or former members of the Board. It shall be the function of the committees to investigate and make recommendations to the Board. Committees shall have only that authority specifically granted them by the Board and shall take no independent action absent Board approval. No standing or special committee shall represent the Corporation in advocacy of, or opposition to, any project without the specific confirmation of the Board. No committee shall attempt to raise funds of any kind for any project without the express consent and direction of the Board. All committees are responsible for working to achieve the goals for which they were established.

Section 7.2. Meetings. Meetings of committees may be called at any time by the Chairperson of the Board, the President & CEO or the Vice Chairperson serving as the chair of the committee for which a meeting is being called.

Section 7.3. Meeting Time And Place. The work of the Corporation is considered to be business; therefore, unless circumstances dictate otherwise, all committee meetings should be conducted during business hours. Special circumstances or conditions may dictate that meetings be held at other hours.

Section 7.4. Executive Committee.

- (a) **Authority.** The Executive Committee shall have the authority to act in the executive capacity for the Board between its meetings, to make decisions of a priority nature between Board meetings and to advise and direct the

Chairperson and President & CEO in the administration of their duties. The Executive Committee shall submit reports on all its substantive actions to the Board at each regular Board meeting. The Executive Committee shall review the annual budget each year before submitting it to the Board.

- (b) **Composition and Election.** The Executive Committee shall be appointed by the Board, provided that the total number of Executive Committee members shall not be less than five (5) and shall not exceed the number set by the Board from time to time. Each member of the Executive Committee shall have full authority to vote on any matter coming before the Executive Committee and the Board.
- (c) **Meetings.** The Executive Committee shall meet at least twelve (12) times per year. Special meetings of the Executive Committee may be called by the Chairperson, by the President & CEO or by the special request, made upon the President & CEO, of at least one-third (1/3) of the members of the Executive Committee.
- (d) **Quorum.** Fifty percent (50%) of all Executive Committee members entitled to vote on matters coming before such committee shall constitute a quorum. If a quorum is present when a vote is taken, the affirmative vote of a majority of the members present is the act of the Executive Committee.

Section 7.5. Vacancies: The Board shall have the power to fill by majority vote any vacancies on any committee, including without limitation the Executive Committee, for an unexpired term of office. The Nominating Committee, with the input of the full Board and Executive Committee, shall nominate qualified individuals to fill any committee vacancy.

Section 7.6. Ex-Officio Members: Ex-officio members of any committee may attend and participate in all meetings of such committee(s); and may vote on any matter coming before such committee.

ARTICLE VIII CORPORATE SEAL

The seal of the Corporation shall be in such form as the Board may from time to time determine. In the event it is inconvenient to use such a seal at any time, or in the event the Board shall not have determined to adopt a corporate seal, the signature of the Corporation followed by the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary/Treasurer and affixed by him or by his assistants on all appropriate papers.

ARTICLE IX BANK ACCOUNTS AND LOANS

Section 9.1. Bank Accounts. Such officers or agents of the Corporation as from time to time shall be designated by the Board shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board and such officers or agents as from time to time shall be authorized by the Board may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of the Corporation, and made or signed by such officers or agents; and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board, until written notice of the revocation of the authority of such officers or agents by the Board shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Board shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or a Vice President and countersigned by the Secretary/Treasurer.

Section 9.2. Loans. Such officers or agents of this Corporation as from time to time shall be designated by the Board shall have authority to effect loans, advances or other forms of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms, or persons as the Board shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial papers and evidences of debt at any time held by the Corporation; and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the Corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances, and other instruments and evidences of debt at any time held by the Corporation, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated the signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by the Board of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

**ARTICLE X
MISCELLANEOUS PROVISIONS**

Section 10.1. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December of each year.

Section 10.2. Notices. Whenever, under the provisions of these bylaws, notice is required to be given to any member, director or officer it shall not be construed to require personal notice, but such notice may be given in writing, by mail, by depositing the same in a post office or letter box, in a prepaid envelope, addressed to each member, director or officer at such address as appears on the books of the Corporation, or in default of any other address, to such member, director or officer at the general post office in the City of Atlanta, Georgia, and such notice shall be deemed to be given at the time the same shall be thus mailed. Any member, director or officer may waive any notice required to be given under these bylaws.

**ARTICLE XI
AMENDMENTS**

The Board shall have the power and authority to amend, alter or repeal these bylaws or any provision thereof, and may from time to time adopt additional bylaws.

**ARTICLE XII
INDEMNIFICATION**

Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation, and entitled to advancement of expenses of litigation, to the fullest extent permitted under the Georgia Nonprofit Corporation Code against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid, reimbursed or advanced by the Corporation under the Georgia Nonprofit Corporation Code and which are actually and reasonably incurred in connection with any action, suit or proceedings, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprise. Such indemnification shall be made only in accordance with the Georgia Nonprofit Corporation Code and subject to the conditions thereof.

As a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceedings through legal counsel designated by the Corporation and at the expense of the Corporation.

The Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the Georgia Nonprofit Corporation Code. If any expenses or other amounts are paid by way of indemnification other than by court order or by an insurance carrier,

the Corporation shall provide notice of such payment to the members in accordance with Section 10.2 of these bylaws.

