

**RESTATED BYLAWS
OF
CENTRAL ATLANTA NEIGHBORS, INC.**

PREAMBLE

These bylaws ("Bylaws") of Central Atlanta Neighbors, Inc. ("C.A.N."), hereinafter referred to as the "Corporation," a Georgia nonprofit corporation, constitute the code of rules adopted by the Corporation for the regulation and management of its affairs. In the event of a direct conflict between any provision of these Bylaws and a mandatory provision of the Georgia Nonprofit Corporation Code (the "Code"), as it may be amended from time to time, or any provision of the Articles of Incorporation for Central Atlanta Neighbors (the "Articles"), as they may be amended from time to time, such provision of the Code or the Articles, as the case may be, shall control.

ARTICLE ONE

MEMBERSHIP AND DUES

SECTION 1.1 MEMBERSHIP. There shall be three (3) classes of membership in the Corporation, as described below:

- (a) Individual Membership. An individual membership is available to any individual who resides, owns a business, or works in Central Atlanta.
- (b) Family Membership. A family membership is available to a household consisting of any individual who resides in Central Atlanta; his or her spouse (if any) or domestic partner (if any); and/or each of his or her children (if any).
- (c) Organization Membership. An organization membership is available to any business or nonprofit organization or agency located in Central Atlanta.

The Corporation may have additional classes of members, as may be determined by the Board of Directors from time to time.

For purposes hereof, "Central Atlanta" shall mean that area of Atlanta, Georgia described by the following geographical boundaries: Baker-Highland Connector to the south, Boulevard to the east, North Ave to the north, and Peachtree Street to the west, although not including these streets themselves, but including all property on the interior side of these boundaries. Except as described in (b) above, membership shall only be granted directly to an eligible individual or organization and not through an affiliation with an eligible individual or organization.

SECTION 1.2 MEMBERSHIP PERIOD. An individual or organization may apply for membership and, if the Board of Directors determines that the individual or organization is eligible for membership, the individual's or organization's membership will begin on the date

that the Corporation receives payment of the appropriate dues. A member's initial membership period will be the calendar year (or remainder thereof) in which such payment is received. A member shall continue to be a member during each calendar year following his or her initial calendar year for which he or she pays the appropriate dues to the Corporation by January 31st of such calendar year; provided, however, that, in the case of an individual or organization whose membership began during the last quarter of a calendar year, the individual's or organization's membership will continue during the next following calendar year without any payment of dues for such calendar year.

SECTION 1.3 VOTING RIGHTS.

(a) Subject to Subsection (b) below, members shall be entitled to vote on all matters for which a member vote is provided in the Articles or these Bylaws in accordance with the following:

- (1) In the case of a member who is an individual, such individual shall have one (1) vote.
- (2) In the case of a member that is a family, such family shall have one (1) vote, to be exercised by the family member who is designated as the voting representative.
- (3) In the case of a member that is an organization, such organization shall have one (1) vote, to be exercised by any agent thereof who is designated as the voting representative by the organization.

Any designation of a voting representative shall be made in accordance with any procedures therefor adopted by the Board of Directors, and the Board shall have the authority to reject a designation that does not meet any such procedures.

(b) Only members whose annual dues have been paid as of the record date for a meeting at which a vote of the members will occur shall be entitled to vote at such meeting.

SECTION 1.4. DUES.

(a) The Board of Directors shall set the dues for each calendar year for each class of members to cover operational expenses and other reasonable expenses incurred theretofore, or anticipated to be incurred thereafter, by the Corporation in fulfilling its purposes.

(b) The Board of Directors may, in its discretion, offer a dues reduction for identified segments of the membership, such as senior citizens; as part of any membership drive undertaken by the Board; or based on any other rationale reasonably related to the purposes of the Corporation.

SECTION 1.5 EXPENSES. Out-of-pocket expenses reasonably incurred by a member related to an activity other than attendance at meetings or other routine activities may be reimbursed by the Corporation upon approval of the Board of Directors, in its sole discretion; provided that the

member provides acceptable documentation of, and a written explanation for, the expenses to the Board.

SECTION 1.6. SUSPENSION OR TERMINATION OF MEMBERSHIP.

(a) If any member's annual dues are not paid within the time period described in Section 1.2 above, his or her membership shall be suspended as of the following day, and the Board of Directors may, in its discretion, terminate his or her membership as of such date or any subsequent date selected by the Board

(b) The Board of Directors may, in its discretion, suspend or terminate the membership of any member for cause if (i) notice specifying the alleged grounds for suspension or termination is given to the member at least fifteen (15) days before the Board's consideration of such suspension or termination and (ii) the member is allowed an opportunity to be heard by the Board, either orally or in writing, at least five (5) days before such consideration. The notice required by this Subsection shall be given in writing, by first-class mail, postage prepaid, certified mail, or statutory overnight delivery service addressed to the member at his or her address as it appears on the books of the Corporation or, if not listed therein, to his or her last known address. Any such suspension or termination must be approved by the affirmative vote of at least a majority of the members of the Board present and voting at a meeting duly held. For purposes hereof, "cause" shall mean any violation of the Articles, these Bylaws, or any other rules and regulations of the Corporation or any conduct detrimental to the best interests of the Corporation, as determined by the Board.

SECTION 1.7 RESIGNATION. Any member may resign at any time by delivering his or written resignation to the Board of Directors, the President, or the Secretary, and such resignation shall be effective upon receipt unless it specifies a later effective date.

ARTICLE TWO

MEMBERS' MEETINGS AND ACTIONS

SECTION 2.1. TYPES OF MEETINGS.

(a) Annual Meeting. There shall be an annual meeting of the members.

(b) Regular Meetings. There shall be at least three (3) regular meetings of the members in addition to the annual meeting during a calendar year and any such other regular meetings during the year as the Board of Directors may determine from time to time.

(c) Special Meetings. A special meeting of the members shall be held (i) if called by a majority of the Directors or the President or (ii) if any officer of the Corporation receives one or more written demands that a special meeting be called for the purposes or purposes specified in such demand(s) from members holding at least twenty-five percent (25%) of the voting power of the Corporation on the date that the first such demand is signed.

SECTION 2.2 DATE AND TIME OF MEETINGS.

(a) Annual Meeting. The annual meeting of the members for a calendar year will be held at 6:30 pm EST on the second Thursday in January of that year, unless another date and/or time is designated by the Board of Directors.

(b) Regular Meetings. The required regular meetings of the members for a calendar year will be held at 6:30 pm EST or EDT, as appropriate, on the first (1st) Thursday of the first month of the second, third and fourth calendar quarters of that year, unless another date and/or time is designated by the Board of Directors; and any additional regular meeting(s) to be held during the year will be held on the date(s) and at the time(s) designated by the Board.

(c) Special Meetings. Any special meeting of the members shall be held on the date and at the time designated by the Board of Directors; provided, however, that, if notice of a special meeting demanded as described in Section 2.1(c)(ii) above is not provided in accordance with Section 2.4 below within thirty (30) days following the date that the written demands were delivered to the officer of the Corporation, a person signing one or more of the demands may designate the date, time, and place for the special meeting by giving notice pursuant to Section 2.4.

SECTION 2.3 PLACE OF MEETINGS. Any meeting of the members may be held within or without the State of Georgia and, except as provided in Section 2.2(c) above, any meeting shall be held at such place as the Board of Directors may designate; provided, however that, if no place of meeting is designated, the meeting will be held at Southface Energy Institute, 241 Pine Street, Atlanta, Georgia, 30308.

SECTION 2.4 NOTICE. The Corporation shall give notice of the date, time, and place of the annual meeting and the three (3) regular meetings to be held as designated in Section 2.2(a) above and Section 2.2(b) above, respectively, and shall give notice of any additional regular meetings that will be held in accordance with Section 2.2(b) above, by e-mailing a calendar of such meetings to be held for a calendar year to each member, by posting such calendar on the Corporation's website, and/or by such other means as the Board of Directors determines to be fair and reasonable. The Corporation shall give notice of the date, time, and place of any special meeting not less than ten (10) days (or thirty (30) days if notice is not provided by first-class or registered mail or statutory overnight delivery service) nor more than sixty (60) days before the date of the meeting. The notice of any special meeting shall state the purpose or purposes for which the meeting is called; and the notice of any other meeting at which will be considered a matter or matters that must be approved by the members under Code Sections 14-3-855 (relating to member selection of special legal counsel to determine if a director will be indemnified), 14-3-863 (relating to member approval of a director's conflicting interest transaction), 14-3-1003 (relating to member approval of an amendment to the Articles, if required), 14-3-1021 (relating to member approval of an amendment to these Bylaws, if required), 14-3-1103 (relating to member approval of any plan of merger), 14-3-1202 (relating to member approval of any sale or other disposition of all or substantially all of the assets of the Corporation), or 14-3-1402 (relating to member approval of dissolution of the Corporation) shall describe such matter(s). In addition, the notice of any meeting shall describe any matter that a member intends to raise at the

meeting if a request for such description is made in writing by a person entitled to call a special meeting and the request is received by the Secretary or the President at least ten (10) days before the Corporation gives notice of the meeting.

SECTION 2.5 WAIVER OF NOTICE. A member may waive any notice required by the Articles, these Bylaws or the Code before or after the date and time stated in the required notice. The waiver must be in writing, signed by the member entitled to notice, and delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records.

SECTION 2.6 PRESUMPTION OF WAIVER. Notwithstanding Sections 2.4 and 2.5 above, a member's attendance at or participation in a meeting waives objection to: (a) lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to the holding of the meeting or the transacting of business at the meeting and/or (b) consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to consideration of the matter when it is presented.

SECTION 2.7 RECORD DATE AND MEMBERSHIP LIST. The record date to determine the members entitled to notice of a meeting of the members or entitled to take any other action shall be set by the Board of Directors, provided that, in the event that the Board does not set a record date for a meeting, the record date shall be the day that notice of the meeting is given and further provided that no record date shall be earlier than 70 days before the date of the meeting or other action. After a record date for a meeting is fixed, the Corporation shall prepare an alphabetical list of the names of all of its members who are entitled to notice of the meeting, their addresses, and the number of votes each member is entitled to cast at the meeting. During the period beginning two days after notice of the meeting is given and continuing through the date of the meeting, the membership list will be available for inspection by members at a reasonable place identified in the meeting notice, and any member, or any member's agent or attorney, will be entitled, upon written request, to inspect and to copy the list at reasonable times and at the member's expense; provided that the right to copy any membership list shall be subject to the limitations in Section 7.4(b)(2) below and the following. Unless the Board of Directors otherwise consents, a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a member's interest as a member, and, without limiting the generality of the foregoing, a membership list or any part thereof may not be: (a) used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election to be held by the Corporation; (b) used for any commercial purpose; or (b) sold to or purchased by any person.

SECTION 2.8 RESCHEDULING. The Board of Directors may postpone and reschedule any previously scheduled regular or special meeting of the members and any record date with respect thereto, regardless of whether any notice with respect to such meeting has been made or sent.

SECTION 2.9 PROXY REPRESENTATION. At any meeting of the members, any member having the right to vote at such meeting shall be entitled to vote by proxy. A member may appoint a proxy to vote or otherwise to act for the member by signing an appointment form and by delivering it to the Secretary for inclusion in the Corporation's records at least twenty-four (24) hours prior to the first date as of which the proxy will vote or otherwise act for the member.

An appointment of a proxy is effective when received by the Secretary and will be valid for eleven (11) months unless a different period is expressly provided in the appointment form. Any appointment of a proxy will be revocable by the member, and an appointment of a proxy will be considered revoked by the member if the member: (a) attends any meeting and votes in person or (b) signs and delivers to the Secretary either a writing stating that the appointment of the proxy is revoked or a subsequent appointment form. Subject to any express limitation on a proxy's authority appearing on the face of an appointment form appointing such proxy, the Corporation shall be entitled to accept the proxy's vote or other action as that of the member making the appointment in accordance with the Corporation's procedures for accepting the validity of any vote by, or purported to be by, a member.

SECTION 2.10 CONDUCT OF MEETINGS.

(a) All Meetings. Meetings of the members shall be presided over by a chairman, who shall be one of the officers of the Corporation in the following order of seniority, if present and acting -- the President, the Vice President, or the Treasurer -- or otherwise shall be a member chosen by the other members. The Secretary shall act as secretary of any meeting, but, if the Secretary is not present, the chairman of the meeting shall appoint a person to act as secretary of the meeting, who may or may not be an officer of the Corporation.

(b) Annual Meetings. At any annual meeting of the members, (i) the President and the Treasurer shall report on the activities and financial condition of the Corporation, (ii) in accordance with Section 3.4 below, the members shall elect successor Directors for Directors whose terms are then expiring, and (iii) the members shall consider and shall act upon any other such matters as may be raised consistently with Sections 2.4 and 2.6 above.

(c) Regular Meetings. At any regular meeting of the members, the members shall consider and shall act upon any matters as may be raised consistently with Sections 2.4 and 2.6 above.

(d) Special Meetings. At any special meeting of the members, the members shall consider and shall act upon any matters as may be raised consistently with the purpose or purposes for which the meeting was called.

SECTION 2.11 MEETINGS OPEN TO PUBLIC. All meetings of the members will be open to the public unless the notice of a meeting provides otherwise.

SECTION 2.12 QUORUM AND ACTION OF MEMBERS. At all meetings of the members, a majority of the members entitled to vote on a matter shall constitute a quorum for action on that matter, unless a provision of the Code requires a greater number. Once a member is represented for any purpose at a meeting, other than solely to object to the holding of the meeting or the transacting of business at the meeting, the member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for that adjourned meeting.

If a quorum exists at a meeting of the members, the members present may consider and act upon such matters as may be raised consistently with the requirements of Sections 2.4 through 2.6. Action on any such matter shall be taken or approved if a majority of the votes entitled to be cast on the matter are cast in the affirmative, unless a provision of these Bylaws approved by the members or the Code requires a greater number of affirmative votes.

A member who is present at a meeting of the members at which action on any matter is taken shall be presumed to have assented to the action unless: (a) the member objects at the beginning of the meeting (or promptly upon his or her arrival) to the holding of the meeting or the taking of action on such matter at the meeting; (2) the member's dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) the member delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a member who votes in favor of the action taken.

ARTICLE THREE

BOARD OF DIRECTORS

SECTION 3.1 AUTHORITY. All powers of the Corporation shall be exercised by or under the authority of the Board of Directors, and the business and affairs of the Corporation shall be managed by the Board, subject to any limitation set forth in the Articles, these Bylaws, or the Code.

SECTION 3.2 NUMBER OF DIRECTORS. The Board of Directors shall consist of a minimum of five (5) Directors and a maximum of ten (10) Directors, where the number of Directors to be elected at the annual meeting of the members shall be determined as follows: five (5) Directors if there are 1-49 members, six (6) Directors if there are 50-74 members, seven (7) Directors if there are 75-99 members, eight (8) Directors if there are 100-149 members, nine (9) Directors if there are 150-174 members, and ten (10) Directors if there are 175 or more members.

SECTION 3.3. QUALIFICATIONS. Only a member, or the designated voting representative of a member in the case of a member that is an organization, who is at least twenty-one (21) years of age may be a Director.

SECTION 3.4. ELECTION AND TERM OF DIRECTORS. At the annual meeting of the members (or any special meeting held in lieu thereof), the members shall elect successor Directors for all Directors whose terms are then expiring. Unless otherwise provided in the resolution of election, each Director so elected shall hold office for a term running from such meeting of the members until the second (2nd) succeeding annual meeting of the members (or any special meeting held in lieu thereof) following the Director's election and until his or her successor has been duly elected, except that the Director's term shall end upon his or her earlier resignation, removal from office, incapacity to serve, or death (if any). Directors shall be elected so that there are always two classes of approximately equal size, with the term of each class ending in consecutive years.

SECTION 3.5. VACANCIES. In the case of a vacancy (or a pending vacancy) on the Board of Directors, the Board may fill the vacancy (provided that, if the Directors remaining in office do not constitute a quorum of the Board, such Directors may fill the vacancy only by the affirmative vote of a majority of all of the Directors remaining in office). Any Director so elected shall hold office for the remainder of the term of his or her predecessor, except that the Director's term shall end upon his or her earlier resignation, removal from office, incapacity to serve, or death (if any).

SECTION 3.6 COMPENSATION AND EXPENSES. Directors shall serve without compensation. Out-of-pocket expenses reasonably incurred by a Director related to an activity other than attendance at meetings or other routine activities may be reimbursed by the Corporation upon approval of the Board of Directors, in its sole discretion; provided that the Director provides acceptable documentation of, and a written explanation for, the expenses to the Board.

SECTION 3.7. CODE OF ETHICS. It is imperative to the success of the Corporation that there be a fully informed, responsive, and reasonable Board of Directors. To accomplish this end, each Director shall discharge his or her duties as a Director, including any duties as a member of a committee, in a manner that the Director believes in good faith to be in the best interests of the Corporation and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. Without limiting the generality of the foregoing, each Director shall abide by the following code of ethics:

- (a) Directors shall put forth their best efforts to attend all meetings and to participate constructively in those meetings.
- (b) Directors shall be responsible for insuring that adequate and correct information is presented to their particular constituents.
- (c) Directors shall neither by commission or omission foster rumors within the community.
- (d) Directors shall exercise good judgment in the control and use of confidential information that may from time to time be gained by reason of their membership on the Board of Directors, and, in no event, shall they use any such confidential information for personal gain to the detriment of the Corporation.
- (e) Directors shall serve as public relations agents for the Corporation and, therefore, shall work diligently and properly to promote its goals and objectives while keeping abreast with its overall progress.
- (f) Directors shall fully disclose at any Board of Directors meeting any and all family and/or financial relationships existing in regard to any matter upon which the Board will vote; where, for purposes hereof, the term "financial relationships" includes, but is not limited to: any direct or indirect financial interest in the specific sale, transaction or other matter, including a commission, fee, or share of proceeds; the prospect of a promotion, profit, or repayment of funds owed the individual; or any other form of financial reward.

In the event that any allegation is made by a member or a Director that another Director has violated this code of ethics or otherwise has acted contrary to the best interests of the Corporation, the President (or the Treasurer, if the President is the accused Director) shall appoint a committee of at least two Directors (which shall not include the accused Director) to review and to evaluate such allegation and to reporting its findings and recommendations for final action to the Board of Directors.

SECTION 3.8 REMOVAL BY BOARD.

(a) Ethics Violation. Subject to the review procedure described in Section 3.7 above, any Director who has violated the code of ethics in Section 3.7 or otherwise has acted contrary to the best interests of the Corporation may be removed from the Board by a vote of the Board at a meeting duly held, provided that prior notice of the nature of the proposed action has been given to each Director.

(b) Absence. Any Director who misses three (3) consecutive meetings of the Board may be removed from the Board by a vote of the Board at a meeting duly held.

SECTION 3.9 RESIGNATION. Any Director may resign at any time by delivering his or written resignation to the Board of Directors, the President, or the Secretary, and such resignation shall be effective upon receipt unless it specifies a later effective date.

ARTICLE FOUR

BOARD MEETINGS AND ACTIONS

SECTION 4.1. TYPES OF MEETINGS.

(a) Regular Meetings. There shall be four (4) regular meetings of the Board of Directors each calendar year and any such additional regular meetings of the Board during the year as the Board may determine from time to time.

(b) Special Meetings. Special meetings of the Board of Directors may be called by a majority of the Board or by the President.

SECTION 4.2 DATE AND TIME OF MEETINGS.

(a) Regular Meetings. The first regular meeting of the Board of Directors during a calendar year will be held on the date and at the time of the annual meeting of the members for that year, and subsequent regular meetings for that year will be held on such dates and at such times as shall be designated by the Board.

(b) Special Meetings. Any special meeting of the Board of Directors will be held on the date and at the time designated by the person or persons calling such special meeting.

SECTION 4.3 PLACE OF MEETINGS. Any regular meeting of the Board of Directors may be held within or without the State of Georgia and shall be held at such place as the Board, or the President in the case of a special meeting called thereby, may designate; provided, however that, if no place of meeting shall be designated, the meeting will be held at Southface Energy Institute, 241 Pine Street, Atlanta, Georgia, 30308.

SECTION 4.4 NOTICE. Any regular meeting of the Board of Directors may be held without notice of the date, time, place, and purpose of the meeting. Notice of a special meeting shall be given to Directors at least two (2) days before such meeting, where the notice shall specify the date, time, and place of the meeting, but need not state the purpose of the special meeting.

SECTION 4.5 WAIVER OF NOTICE. A Director may waive any notice required by the Articles, these Bylaws, or the Code before or after the date and time stated in the required notice. The waiver must be in writing, signed by the Director entitled to the notice, and delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records.

SECTION 4.6 PRESUMPTION OF WAIVER. Notwithstanding Sections 4.4 and 4.5 above, a Director's attendance at or participation in a meeting waives objection to lack of notice or defective notice of the meeting, unless the Director, at the beginning of the meeting (or promptly upon his or her arrival), objects to the holding of the meeting or the transacting of business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

SECTION 4.7 PROXY REPRESENTATION. At any meeting of the Board of Director, any Director shall be entitled to vote in person or by proxy. A Director may appoint a proxy to vote or otherwise to act for him or her by signing an appointment form and by delivering it to the Secretary for inclusion in the Corporation's records. Any such proxy shall be revocable. Subject to any express limitation on the proxy's authority appearing on the face of the appointment form, the Corporation is entitled to accept the proxy's vote or other action as that of the Director making the appointment.

SECTION 4.8 MEETINGS BY TELECOMMUNICATIONS. Any or all Directors may participate in any meeting by any means of telecommunication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by these means is deemed to be present in person at the meeting.

SECTION 4.9 CONDUCT OF MEETINGS. Meetings of the Board of Directors shall be presided over by a chairman, who shall be one of the officers of the Corporation in the following order of seniority, if present and acting: the President, the Vice President, or the Treasurer, or otherwise shall be a chosen by the Board. The Secretary shall act as secretary of every meeting, but if the Secretary is not present, the chairman of each meeting shall designate a person to act as secretary of the meeting, who may or may not be a Director. No Board meetings will be open to the public unless the Board determines otherwise for a specific meeting.

SECTION 4.10. QUORUM AND ACTION OF DIRECTORS. At all meetings of the Board of Directors, a majority of the incumbent Directors (not counting vacancies) shall constitute a quorum for the transaction of business unless a provision of the Code requires a greater number.

Once a Director is represented for any purpose at a meeting of the Board, other than solely to object to the holding of the meeting or the transacting of business at the meeting, the Director is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting.

If a quorum exists at a meeting of the Board, action on a matter is approved by the Board if a majority of the votes entitled to be cast on the matter are cast in the affirmative unless another provision of these Bylaws or the Code requires a greater number of affirmative votes.

A Director who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action unless: (1) the Director objects at the beginning of the meeting (or promptly upon his or her arrival) to the holding of the meeting or the transacting of business at the meeting; (2) the Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) the Director delivers written notice of his or her dissent or abstention to the chairman of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting; provided, however, that the right of dissent or abstention is not available to any Director who votes in favor of the action taken.

SECTION 4.11 ADJOURNMENT. If, at any meeting of the Board of Directors, less than a quorum is present, a majority of the Directors present, or the Director solely present, may adjourn the meeting without further notice.

SECTION 4.12 ACTION WITHOUT A MEETING. Any action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if: (a) one or more written consents describing the action shall be signed by a number of Directors at least equal to a majority of the Directors or any such greater number of the Directors as would be required to vote affirmatively in order for the action to be taken at a meeting at which all Directors having voting power were present and voted, and (b) the consents are delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. Any such action shall be effective as of the date that the last required consent is signed, unless the consent specifies a different effective date.

ARTICLE FIVE

COMMITTEES

The Board of Directors may from time to time designate and appoint one or more standing committees and/or ad hoc committees, where one or more Directors or former Directors shall be the members of any such committee. Board action establishing a committee may provide for its size, duration, purposes, procedures, functions, name, membership, and governance, the filling of vacancies, and notice and quorum requirements; provided, that, any committee established by the Board may be dissolved, or any member thereof may be removed, only by the Board.

The Board shall prescribe the authority of any committee so appointed and the committee shall exercise such prescribed authority, including any authority of the Board under these Bylaws and the Code, except any authority described in Code Section 14-3-825(e).

ARTICLE SIX

OFFICERS

SECTION 6.1 APPOINTMENT AND TERM. At its first regular meeting during a calendar year, the Board of Directors shall appoint a President, a Vice President, a Secretary, and a Treasurer, and may appoint such other officers as it may deem proper. Each officer shall be a Director, and any Director may simultaneously hold two or more offices, except that the same Director may not be both President and Treasurer. Unless otherwise provided in the resolution of election, each officer so appointed shall hold office for a term running from such meeting of the Board until the first regular meeting during the next succeeding calendar year and until his or her successor has been duly appointed, except that the officer's term shall end upon his or her earlier resignation, removal from office, incapacity to serve, or death (if any).

SECTION 6.2. VACANCIES. In the case of a vacancy (or a pending vacancy) in the position of President, Vice President, Secretary, or Treasurer, the Board of Directors shall fill the vacancy, and, in the case of a vacancy (or a pending vacancy) in any other officer's position, the Board may fill the vacancy. Any officer so appointed shall hold office for the remainder of the term of his or her predecessor, except that the officer's term shall end upon his or her earlier resignation, removal from office, incapacity to serve, or death (if any).

SECTION 6.3. DUTIES OF OFFICERS.

(a) President. The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. The President shall perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board. The President may enter into all contracts and agreements in the name of the Corporation, subject to such limitations as may be set by the Board.

The President shall also function as the Chairman of the Board. Accordingly, the President shall speak for the Board of Directors at such times and places as he or she may deem appropriate, and the Chairman shall have such other appropriate powers and duties as the Board may prescribe from time to time.

(b) Vice President. The Vice President shall act in place of the President in the event of his or her absence, inability, or refusal to act, and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

(c) Secretary. The Secretary shall keep minutes of all meetings of the Board of Directors and the members, except as otherwise provided in Sections 2.11(a) and 4.9 above, shall keep and shall be the custodian of all records of the Corporation, shall be responsible for giving all notices

on behalf of the Corporation as are required by the Code or these Bylaws, shall be responsible for authenticating records of the Corporation, and shall perform all duties incident to the office of Secretary and any such other duties as may be required by law, the Articles, or these Bylaws or as may be prescribed from time to time by the Board.

(d) Treasurer. The Treasurer shall have charge and custody of all funds of the Corporation and shall receive, deposit, or disburse such funds under the direction of the Board of Directors. The Treasurer shall oversee and supervise the financial business of the Corporation, shall maintain appropriate accounting records, shall render reports and accounting to the Directors as required by the Board, and shall perform all duties incident to the office of Treasurer and any such other duties as may be required by law, the Articles, or these Bylaws or as may be prescribed from time to time by the Board.

SECTION 6.4 COMPENSATION AND EXPENSES. Officers shall serve without compensation. Out-of-pocket expenses reasonably incurred by an officer related to an activity other than attendance at meetings or other routine activities may be reimbursed by the Corporation upon approval of the Board of Directors, in its sole discretion; provided that the officer provides acceptable documentation of, and a written explanation for, the expenses to the Board.

SECTION 6.5 REMOVAL. At any meeting of the Board of Directors duly held, the Board may any officer or officers, with or without cause.

SECTION 6.6 RESIGNATION. Any officer may resign at any time by delivering his or written resignation to the Board of Directors, the President, or the Secretary, and such resignation shall be effective upon receipt unless it specifies a later effective date and the Board accepts such later effective date; provided, however, that no officer may resign his or her position as an officer without resigning also as a Director unless there are at least six (6) Directors in office at the time of such resignation.

ARTICLE SEVEN

OPERATIONS

SECTION 7.1 FISCAL YEAR. The fiscal year of the Corporation shall be the calendar year.

SECTION 7.2 EXECUTION OF DOCUMENTS.

(a) Payment of Money. All checks, drafts, and other orders for the payment of money in the name of the Corporation shall be signed by at least one (1) Director to whom such authority has been delegated by the Board of Directors from time to time. The Treasurer shall keep a current record of such authorization.

(b) Contracts.

(1) Contracts, promissory notes, leases, or other instruments executed in the

name of and on behalf of the Corporation shall be signed by the President and countersigned by such other officer as shall be designated from time to time by the Board of Directors, provided that no contract shall be valid unless it is authorized or ratified by the Board.

- (2) Notwithstanding Paragraph (1) above, the Board may authorize any officer to enter into a specific contract or execute a specified instrument in the name of and on behalf of the Corporation, and such authority shall be confined to such specific instance.

SECTION 7.3 FINANCIAL MATTERS.

(a) Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in one (1) or more banks, trust companies, or other depositories as the Board of Directors may select from time to time.

(b) Grants. All grant applications submitted to obtain funds for the purposes of the Corporation shall require the prior approval of the Board of Directors.

(c) Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes of, or for any special purposes of, the Corporation.

(d) Expenditures. No single expenditure, or related expenditures, shall be made on behalf of the Corporation in excess of \$500 without the approval of the Board of Directors.

(e) No Loans to Corporation. No loan or loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by specific action of the Board.

(f) No Loans to Directors, Officers or Members. The Corporation shall not make a loan or loans to any of its Directors, officers, or members.

SECTION 7.4 BOOKS AND RECORDS.

(a) Maintenance of Records. The Corporation maintain appropriate accounting records; shall keep as permanent records minutes of the proceedings of all meetings of the members, the Board of Directors and any committees of the Board, any executed consents evidencing actions taken by the Board without a meeting, and waivers of notice of meetings of the Board and its committees; and shall maintain a membership register in such a form as permits preparation of a membership list showing the names and addresses of the members, in alphabetical order by class, and the number of votes of each member. In addition, the Corporation shall keep a copy of the following records: (i) the Corporation's organizational documents, including the Articles and these Bylaws and any and all amendments to both of them currently in effect; (ii) any resolutions adopted by either its members or the Board of Directors increasing or decreasing the number of Directors or the classification of Directors or relating to the characteristics, qualifications, rights,

limitations, and obligations of members or any class or category of members; (iii) the minutes of all meetings of members and records of all actions approved by the members for the past three (3) years; (iv) any and all written communications to members generally within the past three (3) years, including the financial statements furnished for the past three years in accordance with Subsection (c) below; (v) a list of the names and business or home addresses of its current directors and officers; and (vi) the Corporation's most recent annual registration delivered to the Secretary of State. The Secretary shall be responsible for maintaining all such records and documents in a safe location.

(b) Inspection and Copying of Books and Records. If a member gives the Corporation written notice or a written demand at least five (5) business days in advance, the member is entitled to inspect and copy, at a reasonable time and location specified by the Corporation at the member's expense:

- (1) Any of the records of the Corporation described in the second sentence of Subsection above; and
- (2) Excerpts from minutes of any meeting of the Board of Directors, records of any action of a committee of the Board, minutes of any meeting of the members, and records of action taken by the Board without a meeting, to the extent not subject to inspection under Paragraph (i) above, accounting records of the Corporation, and, subject to the last sentence of Section 2.7 above, the membership list, provided that: (A) the member's demand is made in good faith and for a proper purpose that is reasonably relevant to the member's legitimate interest as a member; (B) the member describes with reasonable particularity the purpose and the records the member desires to inspect; (C) the records are directly connected with this purpose; and (D) the records are to be used only for the stated purpose.

(c) Disclosure of Financial Statements. Upon written demand from a member, the Corporation shall furnish that member its latest prepared annual financial statements, in reasonable detail as appropriate, including a balance sheet as of the end of the fiscal year, a statement of operations for that year, and either the report of the public accountant who prepared the statements or the statement required by Code Section 14-3-1620.

ARTICLE EIGHT

OUTSIDE COMMUNICATIONS

SECTION 8.1 PUBLIC STATEMENTS.

(a) Authority to Make Statements. Only the President shall be authorized to make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of the Corporation, without first having obtained the approval of the Board of Directors. The President may delegate this authority with respect to a specific matter or matters to any other Director.

(b) Limitation on Statements. Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, or opinion of the Corporation shall make it clear that he or she is representing the Corporation. Throughout the entire presentation, such person shall confine his or her presentation only to those matters that have been properly approved by the Corporation. He or she shall not, at the same time, present any statement purporting to represent any other firm, group, or organization or purporting to represent his or her own personal views.

SECTION 8.2 NEWSLETTER. The Corporation may publish a newsletter from time to time for the purposes of informing its membership and the public about the affairs of the Corporation. The editor of the newsletter or newsletter committee, either of which shall be appointed by the Board of Directors, shall determine the frequency of publication and the contents of the newsletter, shall set copy deadlines, and shall perform such other duties as may be necessary to the timely publication of the newsletter. Notwithstanding the foregoing sentence, the President shall have final discretion as to the frequency of publication and the contents of the newsletter, and the Board shall resolve any disputes between the editor or the newsletter committee and the President with respect thereto.

SECTION 8.3 WEBSITE. The Corporation may maintain a website for the purposes of informing its membership and the public about the affairs of the Corporation. The website designer or website committee, either of which shall be appointed by the Board of Directors, shall determine the design, layout, and contents of the website and shall perform such other duties as may be necessary to the maintenance of the website.

SECTION 8.4 POLITICAL STATEMENTS AND ACTIVITIES. No statement made on behalf of the Corporation through any medium nor activity undertaken by the Corporation shall endorse one or more candidates for public office; provided that the Board of Directors may approve a statement or activity that endorses one or more political causes that the Board deems will benefit the Corporation and its membership, but only if, and to the extent that, the Board has determined that such statement or activity will not jeopardize the Corporation's tax-exempt status.

ARTICLE NINE

INDEMNIFICATION AND INSURANCE

The Corporation shall indemnify all present and former Directors and officers of the Corporation to the fullest extent required and permitted by the Code. Accordingly, the Corporation shall indemnify any present or former Director or officer who was successful, on the merits or otherwise, in the defense of any proceeding to which the individual is or was a party because he or she is or was a Director or officer of the Corporation against reasonable expenses (including attorney's fees) incurred by the individual in connection with the proceeding. In addition, in accordance with the procedural requirements of Code Section 14-3-855, the Corporation shall indemnify any present or former Director or officer against any obligation to pay a judgment, settlement, penalty, or fine and reasonable expenses (including attorney's fees) incurred in connection with any proceeding to which the individual is or was a party because he or she is or was a Director or officer of the Corporation, as long as he or she conducted himself

or herself in good faith and he or she reasonably believed: (a) in the case of conduct in his or her official capacity, that his or her conduct was in the best interests of the Corporation, (b) in all other cases, that his or her conduct was at least not opposed to the best interests of the Corporation, and (c) in the case of any criminal proceeding, that he or she had no reasonable cause to believe that his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, be determinative that the individual did not meet the standard of conduct described in the preceding sentence. Notwithstanding the foregoing, the Corporation shall not indemnify a former or present Director or officer: (a) in connection with a proceeding by or in the right of the Corporation, except for reasonable expenses (including attorney's fees) incurred in connection with the proceeding if it is determined that the individual has met the relevant standard of conduct, or (b) in connection with any other proceeding with respect to conduct for which the individual was adjudged liable on the basis that personal benefit was improperly received by the individual, whether or not involving action in the individual's official capacity. The Corporation may, before final disposition of a proceeding, advance funds to pay for or to reimburse the reasonable expenses incurred by a present or former Director or officer who is a party to a proceeding because the individual is or was a director or officer of the Corporation if the procedural requirements of Code Section 14-3-853 shall be met. For purposes of this Article, "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative and whether formal or informal.

The Board of Directors shall have the authority to purchase and to maintain insurance on behalf of any former or present Director or officer of the Corporation against any liability asserted against or incurred by any such individual in his or her capacity as a Director or officer or arising from the individual's status as a Director or officer, whether or not the Corporation would have the power to indemnify or to advance expenses to the individual against the same liability under the Code or this Article.

ARTICLE TEN

AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed, in whole or in part, by action of the Board of Directors at a meeting duly held.

ARTICLE ELEVEN

MISCELLANEOUS

SECTION 11.1 NOTICE. Whenever notice is required or permitted to be given by the Articles, these Bylaws, or the Code and no provision is made as to how such notice shall be given, personal delivery of such notice shall not be required, and such notice may be given orally or in writing by mail, postage prepaid, addressed to the person entitled thereto at his or her address as it appears on the books of the Corporation or, if not listed therein, to his or her last known address, or by any other method permitted by law, including, but not limited to, personal delivery, overnight courier service, telegram, telex, telefax, telephone, or e-mail. Any notice

required or permitted to be given by mail shall be deemed to be delivered and given at the time when the same is deposited in the United States mail as aforesaid. Any notice required or permitted to be given by overnight courier service shall be deemed to be delivered and given at the time delivered to such service with all charges prepaid and addressed as aforesaid. Any notice required or permitted to be given by telegram, telex, or telefax shall be deemed to be delivered and given at the time transmitted with all charges prepaid and addressed as aforesaid. Any notice required or permitted to be given by e-mail shall be deemed to be delivered and given at the time the e-mail is sent unless a message is received indicating that the e-mail was not delivered.

SECTION 11.2 PARLIAMENTARY AUTHORITY. Robert's Rules of Order, most recent edition, shall govern the conduct of all meetings, so long as they are not inconsistent with these Bylaws.

SECTION 11.3 CONSTRUCTION. The Article and Section headings of these Bylaws are provided only for convenience of reference; they are not part of these Bylaws and shall be ignored in its construction.

SECTION 11.4 DEEMED APPROVAL. Any person becoming a member of the Corporation shall, by virtue of such person's payment of the dues required therefor, be deemed to have approved, and to have agreed to become bound by, these Bylaws.

CERTIFICATION

I, the undersigned Secretary of the Corporation, hereby certify that these amended and restated Bylaws were adopted by the Board of Directors of the Corporation at a meeting thereof duly held on _____, 2003

Secretary