STATE OF GEORGIA
CITY OF DUNWOODY **RESOLUTION 2009-07-47**

A RESOLUTION TO AUTHORIZE CITY ATTORNEY TO TRANSMIT PROPOSED BYLAWS TO THE CONVENTION & VISITORS BUREAU FOR THE CITY OF DUNWOODY, GEORGIA

WHEREAS, the City authorized the creation of a Convention and Visitors Bureau of Dunwoody by passage of Resolution 2009-07-42 at their regular meeting on July 27, 2009; and

WHEREAS, the Convention & Visitors Bureau for the City of Dunwoody is an autonomous Board and Non-profit Corporation pursuant to Section 501(c)(6) of the Internal Revenue Code which may expend Hotel/Motel Tax Funds as limited by state law and an Agreement between the City and the Board and other available resources; and

WHEREAS, all corporations necessitate Bylaws in order to transact business in an orderly manner and provide for the election of members, structure of meetings, performance of officers and otherwise establish a structure through which the corporation will operate; and

WHEREAS, the City of Dunwoody, in an effort to help the newly created Convention and Visitors Bureau of Dunwoody (CVBD) commence operations as quickly and efficiently as possible, have created proposed Bylaws for the Convention & Visitors Bureau, as attached hereto and incorporated herein, and desire to transmit these proposed Bylaws for their consideration by the Board of Directors of the CVBD at its first meeting.

NOW THEREFORE BE IT RESOLVED by the Mayor and Council of the City of Dunwoody that the City Attorney is hereby authorized to transmit the proposed Bylaws for the CVBD, as attached hereto and incorporated herein, to the Board of Directors of the CVBD for their consideration at the Board's first meeting.

SO RESOLVED AND EFFECTIVE, this 10th day of August, 2009.

Approved:

_____
Ken Wright, Mayor

Attest:

_____
Sharon Lowery, City Clerk (SEAL)

CONVENTION AND VISITORS BUREAU OF DUNWOODY, INC.
BYLAWS

Title 1. General Provisions

1.1. Purpose.

The general purpose of the Corporation is to operate exclusively for the purpose of promoting tourism, conventions, and trade shows within the City of Dunwoody, which shall include financial support to these stated uses and similar or related purposes. The fulfillment of these objectives may be expended directly by the Corporation, or through other entities, contractually, to fulfill these stated purposes in the expenditure of funds received from the City of Dunwoody, and any other source for the authorized purposes as defined under Georgia laws, codified in Title 48, Chapter 13, Article 3 Excise Tax on Rooms, Lodging and Accommodations; and to engage in any lawful act or activity for which an organization may be organized under the Georgia Nonprofit Corporation Code (the "Code").

These bylaws are adopted in order to fulfill the objectives of the Corporation as stated in these articles and O.C.G.A. Section 14-3-301, and to exercise the powers conferred upon the Corporation under O.C.G.A. Section 14-3-302.

1.2 Mission Statement

The mission of the Convention and Visitors Bureau of Dunwoody, Inc. (hereinafter "CVBD" or "CVB of Dunwoody") is to generate economic development for Dunwoody by effectively marketing the facilities of the community and the surrounding areas as a preferred business, convention and tourism destination. The Corporation is the visitor's and meeting professional's trusted partner – the heart, soul and energy of our destination. We drive economic success and enhance the quality of life in our community. By establishing a convention and visitors bureau founded on excellence, Dunwoody will become a better destination.

1.3. Registered office and agent.

The Corporation shall at all times maintain a registered office in the State of Georgia and a registered agent at that address within the State of Georgia as the Board of Directors (the "Board") may determine. The Board may change these designations at any time.

1.4. Business office(s) authorized.

The Board of the Corporation may establish one or more offices for the conduct of business within or without the State of Georgia, whenever circumstances warrant.

1.5. 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 and affixed by the Secretary or by his/her assistants on all appropriate papers.

1.6. Fiscal Year

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.

Title 2. Board of Directors

2.1. Establishment and function.

Management of the Corporation shall be vested in a Board. As used in these bylaws, a reference to the "Board" or "directors" refers to the entire Board collectively or to a member of the Board generically. The Board conducts its proceedings as provided in the articles of incorporation of the Corporation, these bylaws and the City of Dunwoody Code. The Board shall also be known as the Executive Committee.

2.2. Election, Composition and term.

The Board shall be composed of nine (9) members who shall be appointed as follows:

Three (3) ~~Lodging Members (as defined below)~~Hotel Memmbers shall be selected~~ shall be selected~~ from the Hotel/Motel industry in Dunwoody. Such members shall either be general managers of one of the hotels located within the City of Dunwoody or executives of a hotel firm located within the City of Dunwoody. The initial members in this category shall be ~~named by the organizer of the Corporation~~chosen as follows: a single representative of each hotel or hotel firm located in the City of Dunwoody shall meet to select the three Hotel Members. If a chosen member ceases to be associated with a hotel or hotel firm located in the City of Dunwoody, then their post will automatically become vacant and a replacement shall be chosen for the remainder of the term by representatives of the hotels located within the City, with each hotel having a single vote;

One (1) Trade Member~~ (as defined below)~~ shall be either from the restaurant or retail industry. The initial member in this category shall be ~~named by the organizer of the Corporation~~ chosen by the other sitting members of the Board at the Board's first meeting;

One (1) member shall be an executive of the Perimeter Center Improvement District (PCID). Such member shall be chosen by the Executive Director of the PCID;

One (1) member shall be selected by the Chairman of the Dunwoody Chamber of Commerce;

Three (3) Ex-Officio voting members shall be selected by the Dunwoody City Council Members. One member shall be selected by the Council Members from District 1, Post 1 and 4; another member shall be selected by the Council Members from District 2, Post 2 and 5; and another member shall be selected by the Council Members from District 3, Post 3 and 6. If the Council Members from a particular District are not able to agree on a nominee, the Mayor shall choose said member. Such selected members are not required to reside or have a business in the selected Council Members' District.

2.3 Term of Membership.

Members shall serve for a term of four (4) years, and/or until the member resigns, vacates the position or is removed, or when their respective successors are installed. Members shall serve without compensation, but will be reimbursed for any expenses directly incurred with their service on the Board.

Each member shall hold office until the expiration of the term for which he/she is appointed and qualified unless otherwise removed. Any Board member who has otherwise satisfactorily performed his/her duties as a Board member shall be eligible for re-appointment to the Board upon expiration of his/her term.

~~**2.4 Lodging and Trade Memberships**~~

~~Each hotel, motel or lodging establishment operating legally in the City of Dunwoody and subject to the excise tax imposed by the City by ordinance adopted pursuant to O.C.G.A. § 48-13-50, et. seq., or the corresponding provision of any subsequent statute, shall be entitled to Lodging Membership in the Corporation, upon application, without payment of dues, and may appoint a representative to attend meetings and vote on membership matters. The appointment(s) must be made in writing by the manager or owner of the Establishment. All Establishments headquartered in the City shall also be eligible for Lodging Membership in the Corporation.~~

~~Trade Membership in the CVB of Dunwoody may be offered to qualifying attractions, businesses, agencies and individuals (other than hotel, motel or lodging operators) such as restaurants, attractions, retail operations deriving revenue from visitors, and suppliers to the aforementioned trade (the "Trade Entity"). A list of qualifying requirements and dues structure for Trade Membership will be established from time to time by the Board of Directors. Only one member/one vote will be allowed for each Trade Entity on membership issues. Each Trade Entity may appoint a representative to attend meetings and vote on appropriate matters.~~

2.4~~5~~. Powers.

The Board may exercise all powers granted to it as they determine to be expedient and necessary for the interests of the Corporation, subject to the articles of incorporation, Section 501 (c)(6) of the Internal Revenue Code of 1986, Georgia State Law, these bylaws, or the Code, including the following:

1) select the services to be provided by the corporation;
2) approve the corporation's budget and major resource decisions (unless otherwise agreed to by contract with the City);
3) establish general policies for the corporation, including those addressing administrative, health care, financial and personnel issues;
4) assure that the Corporation's activities are conducted in compliance with applicable federal, state, and local laws;
5) evaluate the Corporation's activities;
6) evaluate at least annually the corporation's achievements, and using this knowledge, revise its mission, goals, objectives, budgets and plans, as may be appropriate; and

7) evaluate itself periodically for efficiency, effectiveness, and best practices of a non-profit Board.

If some catastrophic event occurs that precludes the Board from assembling, then those directors who are capable of assembling, either in person or through a communications system permitted all of the participants to hear each other, shall convene as required and take any necessary action to preserve the corporation until the emergency ceases. Quorum shall consist of one-half of the directors who participate in the initial emergency session. Each emergency session shall be convened by any manner of notice reasonable, prudent or practicable under the circumstances. The available directors shall designate as many persons as necessary to serve as acting directors so that there are seven persons acting as directors for the Corporation until the emergency conditions cease. The acting Board may exercise any and all emergency powers authorized under the Code, in the name of the Corporation, without regard to requirements of membership approval, if the action taken is reasonably necessary during the presence of emergency conditions.

2.~~6~~5. Meetings.

The Board will meet at least quarterly during each calendar year, and may call other regular meetings of the Board or special meetings of the Board at the call of: (a) the Chairman, or (b) a majority of the Board of Directors. It shall be the duty of the Chairman to call a special board meeting when requested to do so by the majority of the Board of Directors. Regular meetings of the Board of Directors shall be held in the first week of the first month of each quarter at a time and location to be designated by the Chairman. In the event of a conflict with holiday or other events, the Board of Directors may change the date, time and place of meeting.

Notice of said quarterly meeting of the Corporation shall be given at least twenty (20) and no more than sixty (60) days prior thereto, and notices of all other meetings of the Members of the Corporation shall be given at least five (10) and no more than thirty (30) days prior thereto.

Except as otherwise specifically provided in these bylaws, whenever under the provisions of these bylaws notice is required to be given to any director or officer, it shall not be construed to mean personal notice, but such notice may be given by personal notice or by cable, telegraph, facsimile transmission or e-mail, or by mail by depositing the same in the post office or letter box in a postage paid sealed wrapper, addressed to such shareholder, officer or director at such address as appears on the books of the Corporation, and such notice shall be deemed to be given at the time when the same shall be thus sent or mailed.

Except as otherwise provided in these bylaws, when any notice whatsoever is required to be given by law, by the articles of incorporation or by these bylaws, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

Meeting of the Board shall be held in the City of Dunwoody, Georgia, at the place and time stated in the notice of meeting. Meetings to be held beyond the City of Dunwoody limits must be approved by the Executive Committee. Only those matters that are within the purpose of purposes described in the meeting notice may be conducted at a special meeting of Members. At the first

quarterly meeting of the fiscal year, the Chairman, Executive Director and Secretary/Treasurer shall report on the activities and financial condition of the Corporation and the Members shall consider and act on such other matters as may be raised consistent with the notice requirements stated in the just above paragraph.

2.6~~7~~. Procedure rules at meetings and Order of Business.

It is understood that in the transaction of its business, the meetings of the Corporation, its Board and its committees may be conducted with informality; however, this informality does not apply to procedural requirements required in the articles of incorporation, these bylaws, or the Code. When circumstances warrant, any meeting or a portion of a meeting will be conducted according to generally understood principles of parliamentary procedure as stated in the articles of incorporation, these bylaws, or a recognized procedural reference authority. The procedural reference authority for the Corporation is designated as the latest edition of Robert's Rules of Order, Newly Revised.

The Following shall be the Order of Business for meetings of the Corporation:

(a) Roll Call.
(b) Public Comment
(c) Reading of minutes of previous meeting and action thereon.
(d) Communication and bills.
(e) Reports of officers and committees.
(f) Old Business.
(g) New business.
(h) Public Comment
(i) Executive Session (if necessary)
(j) Adjournment

A motion from the floor must be made and passed in order to dispense with any voting item on the Agenda.

2.7~~8~~. Voting; quorum.

Each director has one vote on the Board. Once a quorum is established, all matters put to a vote before the Board will require the affirmative vote of a majority of directors voting on the matter, in the presence of a quorum, unless a greater majority is required by these bylaws, the articles of incorporation or the Code. The participation of a majority of the directors, whether present in person or through a contemporaneous communications system, constitutes a quorum of the Board in order to conduct business~~, except that presence in person of three of the Lodging Members residing in the City of Dunwoody, Georgia shall be necessary to proceed with the transaction business.~~ No attendance by proxy shall be allowed. In the event that fewer than a majority, but at least one-third of the directors are participating, then the Board is authorized to consider and make recommendations on any matter action upon which is viewed as appropriate in the circumstances for action either at a subsequent meeting or to call a special meeting of the Board. In case of a tie, the matter being put to a vote is defeated.

2.8~~9~~. Removal of director.

The office of a Director, other than an ex-officio member, or an Officer, who, without reasonable excuse, does not attend for ~~two~~three (~~2~~3) successive quarterly meetings of the Board; or ~~50~~33% of all regularly scheduled meetings of the Board of Directors; or no longer resides in or is connected with a business in the City of Dunwoody shall be declared vacant. Absences for missed meetings, which were disclosed to and excused by the Chairman and noted in the minutes of the Corporation, shall be excused. A Director may be removed for cause by the Board upon a 2/3 vote of the entire Board for violating his fiduciary obligations, such as duty of loyalty, the Ethics code of the Georgia State Law, or any obligations stated in these Bylaws or the Georgia Non-Profit Corporations Code.

Any vacancies thus created shall be filled as described in Section 2.2 ~~by a majority vote of the Board (or City Council if ex-officio members)~~ until the expiration of the term pursuant to the criteria created herein.

2.9~~10~~. Written consent action by Board.

Any action required by law, or permitted to be taken at any meeting of the Board, may be taken without a meeting, if a documented consent, setting forth the action so taken, is executed by a majority of the directors. This consent is the equivalent to a vote of the Board during a meeting with a quorum, and is to be filed and recorded with the minutes of the Corporation's Board. The directors who did not execute the consent action shall be given notice of the action as soon as practicable, but no later than the next meeting of the Board after the documented consent action is executed by a sufficient number of directors.

2.10~~11~~. Duties of corporation officers.

Each officer of the Corporation designated below, who is elected by the voting members of the Board, from among the voting members of the Board (except for the Executive Director) as an officer of the Corporation, exercises the following responsibilities pertaining to their respective office, in addition to any other duty imposed on that office by the articles of incorporation, these bylaws, the Code or by vote of the Board of the Corporation, as follows:

1) The Chairman of the Board is responsible for carrying out the purposes of the Corporation. The Chairman presides at all meetings of the Board; reports on the activities of the Corporation at each quarterly meeting of the Corporation; oversees the activities of the Corporation, and reports on those other matters determined appropriate to the Board; perform any additional duties as may be assigned by the Board of Directors; serve as an ex-officio member of all established committees.

2) The Vice Chairman of the Board presides at all meetings of the Board in the absence of the Chairman of the Board, and in the case of a vacancy in the office of Chairman of the Board, act as Chairman of the Board until a new Chairman of the Board is elected pursuant to these bylaws; perform such additional duties assigned by the Chairman; preside as chair over the Personnel Committee.

3) The Secretary/Treasurer shall maintain and provide access to the records of the Corporation as required by § 14-3-1601 and § 14-3-1602 of the Georgia Code; record the minutes of all proceedings of the Board of the Corporation; and report on these matters to the Board of the Corporation; prepare the Agenda of regular and special meetings under the direction of the Executive Director; provide notice of all meetings to CVBD members; attend to correspondence of the CVBD and perform such other duties attendant thereto or as assigned by the Chairman or Vice Chairman; maintain the financial records of the Corporation; prepare the accounting and financial statement of the Corporation for the quarterly meetings of the Corporation, which records shall be audited annually by an Auditing Committee of three (3) directors or members appointed by the Chairman. A copy of the annual audit shall be furnished to each member of the Board of Directors and others as directed by the Chairman, and a copy shall be attached to the annual report to be submitted each year to the Dunwoody City Council. Copies of the annual audit shall also be available for inspection upon request by any member of the CVBD and will be provided to the Dunwoody City Council. The Secretary/Treasurer shall also be responsible for chairing the finance committee.

4) The Executive Director, subject to the control of the Board of Directors, shall be the principal administrative offices of the CVBD, and shall manage, supervise and control all of the business affairs of the Corporation under the direction of the Board. He or she shall be employed pursuant to an executive contract under such terms and conditions and for such compensation as the Board shall determine. The Executive Director shall have general charge and responsibility for hiring and keeping records of the Corporation, receiving and depositing all monies due the Corporation, preparing and submitting an operating budget to the Board for approval, maintaining liaison and communications with affected publics, as well as other duties as may from time to time be assigned by the Board. The Executive Director shall be nominated by the Personnel Committee and approved by the majority voting members of the Corporation.

All officers, with the exception of the Executive Director, shall serve for a term of one (1) year. All officers shall be elected to their position at the first meeting of each fiscal year. No officer shall automatically succeed to another office position.

2.11~~12~~. Election of Directors and Officers

A Nominating Committee consisting of the Executive Director and two ~~Lodging Members~~ Board Members shall be appointed by the Chairman of the Board. The Nominating Committee, in consultation with the Dunwoody City Council and Mayor (regarding ex-officio members), the Executive Director of the PCID, the Chairman of the Dunwoody Chamber of Commerce and the Trade Membership, shall nominate a slate of qualified Directors to fill expiring terms on the Board of Directors consistent with the criteria set out herein. The report of the Nominating Committee shall be sent to members at least ten (10) days prior to the date of its annual membership meeting.

~~Nominations to fill expiring terms on the Board of Directors to be elected by the Lodging Membership shall be made by the Nominating Committee or from the floor by the Lodging Membership at the annual membership meeting and election of Directors shall follow immediately thereafter. Only members in good standing holding Lodging Memberships shall be eligible to vote on said nominations.~~Elections to fill the expiring term of a Hotel Member shall be made as detailed in Section 2.2 concerning Hotel Member selection.

Nominations to fill the expiring term of a Trade Membership shall be made by the Board of Directors and voted on by the Board of Directors.

Nominations to fill the expiring terms of the PCID and Chamber of Commerce members shall be nominated by the PCID and the Chamber of Commerce, respectively, and voted on by the Board of Directors.

Vacancies occurring on the Board of Directors, other than ex-officio members and Hotel Members, shall be filled immediately by majority vote of the remaining Board for the remainder of the unexpired term.

Officers shall be elected by the Board at its first meeting and, thereafter, at the first regular meeting of each new fiscal year, ~~regular meeting preceding the annual membership meeting~~ or at anytime following the occurrence of a vacancy in the office.

2.12~~3~~. Executive Committee.

The officers of the Corporation defined above shall serve on an Executive Committee. During the intervals between the meetings of the Board, the Executive Committee may exercise all of the powers of the Board in the management of the affairs of the Corporation, including all powers provided for in the Articles of Incorporation or herein specifically granted to the Board of Directors, and may authorize the seal of the Corporation to be affixed to all papers which may require it; provided, however, that the Executive Committee shall not have the power to amend or repeal any Resolution of the Board unless such power to amend or repeal has expressly been granted to the Executive Committee by such Resolution. The Executive Committee shall not have the authority of the Board in reference to: (1) amending the Articles of Incorporation or these Bylaws; (2) the sale, lease, exchange or other disposition of all or substantially all the property and assets of the Corporation; (3) a voluntary dissolution of the Corporation or a revocation of any voluntary dissolution.

The Executive Committee shall meet from time to time at the call of the Chairman or of any two or more Directors or the Executive Committee. Meetings of the Executive Committee may be held at such a place or places as the Executive Committee shall determine or as may be specified or fixed in the respective notices or waivers of such meetings. The Executive Committee may fix its own rules or procedures, including provision for notice of its meetings. It shall keep a record of its proceedings and shall report these proceedings to the Board of Directors at the meeting thereof held next after they have been taken, and all such proceedings shall be subject to revision or alteration by the Board, except to the extent that action shall have been taken pursuant to, or in reliance upon, such proceedings prior to any such revision or alteration.

The Executive Committee shall act by majority vote of its members.

2.134. Other Board Committees. The Board, by resolution adopted by a majority of the entire Board, may designate one or more additional committees, each committee to consist of two or more of the directors of the Corporation, which shall have such name or names and shall have and may exercise such powers of the Board, as may be determined from time to time by the Board. Such committees shall provide for their own rules of procedure, subject to the same restrictions thereon as provided above for the Executive Committee. Although non-directors may serve on a committee, Directors must remain in the majority of committee members.

The Board shall have power at any time to remove any member of any committee, with or without cause, and to fill vacancies in and to dissolve any such committee.

2.145. Employees

Within the limits imposed by the funds available for its use, the CVBD may initially employ an Executive Director~~ and a Marketing Director~~. An increase in staff must be approved by the Board of Directors after approval of same by the City Council. The Board shall name the Executive Director and the Executive Director shall appoint any other employees subject to the approval of the Board and the City Council through its approval of the CVBD budget as established by contract with the City~~name the Marketing Director~~. The CVBD may also contract for office space or other services it deems necessary to aid in its work; however, the initial offices may be located adjacent to the City of Dunwoody City Hall, at the permission of the City, in order to utilize the facilities and staffing in the most efficient manner.

Title 3. Indemnification; Insurance

3.1. Basis for Indemnification.

(a) Under the circumstances prescribed in Section 3.2, the Corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) Under the circumstances prescribed in Section 3.2, the Corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

3.2. Right to Indemnification.

To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 3.1, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith. Except as provided in the preceding sentence and except as may be ordered by a court, any indemnification under Section 1 shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1. Such a determination shall be made:

1) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or

2) by independent legal counsel employed by the Corporation, in a written opinion, if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs.

3.3. Expenses.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board generally or as to a specific case or as to a specific person or persons (designated by name, title or class of persons), upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the Corporation as authorized in this Title 3 and a written affirmation from such director, officer, employee or agent that, in his/her good faith belief, the standards of conduct set forth in this Title herein has been met.

3.4. Non-exclusivity.

The provisions for indemnification and advancement of expenses provided by this Title 3 shall not be deemed exclusive of any other rights, in respect of indemnification or otherwise, to which those seeking indemnification may be entitled under any bylaw, agreement, either specifically or in general terms, resolution, or approved by the affirmative vote of the voting members taken at a meeting the notice of which specified that such bylaw, resolution or agreement would be placed before the Board, both as to action by a director, officer, employee or agent in his or her official capacity and as to action in another capacity while holding such office or position, except that no such other rights, in respect to indemnification or otherwise, may be provided or granted with respect to the liability of any director, officer, employee or agent for:

1) any appropriation, in violation of his duties, of any business opportunity of the Corporation;

2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

3) liabilities of a director imposed by Section 14-2-154 of the Georgia Business Corporation Code; or

4) any transaction from which the director, officer, employee, or agent derived an improper personal benefit.

3.5. Insurance.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Title 3.

3.6. Right to Participate in Defense.

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

3.7. Continuation of Right of Indemnification.

The rights to indemnification and advancement of expenses provided in this Title 3 shall continue notwithstanding that a person who would otherwise have been entitled to indemnification or advancement of expenses hereunder shall have ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such persons.

Title 4. Amendments

4.1. Amendments to articles of incorporation.

Any proposed change in the articles of incorporation of the Corporation may be initiated by a vote of the Board, or by any five (5) Directors of the Corporation, and shall not be inconsistent with the purpose of the Corporation as stated in Section 1.1. No proposal to change the articles of incorporation is adopted unless two-thirds of the directors affirmatively vote, with a quorum present at a meeting to approve the amendment. Once adopted, no change is effective until it is filed with the Georgia Secretary of State as required by the Code.

4.2. Amendments to bylaws.

Any change in the bylaws of the Corporation is not adopted unless each proposal is submitted to the Board for a vote as to whether the proposal should be adopted, be adopted with amendments, or be rejected. Proposals may be initiated by a vote of the Board, or by any four (4) directors of the Corporation. No proposal to change the bylaws is adopted unless two-thirds of the Board affirmatively vote, with a quorum present at a meeting, to approve the amendment, after at least a ten (10) day notice in advance of the meeting given to the Board of the proposed changes, said notice to be give by the Secretary. Once adopted, any change to these bylaws is immediately effective, unless some later date as designated in the proposal.

Title 5. Dissolution

Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation, dispose of all of the assets of the Corporation in such manner or to such organization or organizations similar to those of the Corporation, to be used exclusively for exempt purposes as defined under section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Adopted by unanimous vote of the Board on the ____ day of _____, 2009.

Approved By:

_____

Chairman

Attest:

_____

Secretary/Treasurer

Seal