

SANDY SPRINGS POLICE FOUNDATION
("Corporation")

BYLAWS

Title 1. General Provisions

1.1. Purpose.

The Corporation shall operate for purposes that are exclusively charitable and educational support for the Sandy Springs Police Department ("SSPD") and personnel within the meaning of the Internal Revenue Code with the following specific purposes:

- (a) to raise funds in furtherance of the charitable activities of the City of Sandy Springs ("City") and to disburse the funds raised therefore to the benefit of the members of the SSPD and the community served, including, but not limited to the following:
 - i. Financial assistance to law enforcement officers and their families during times of need, including grants, scholarships, or funds needed for medical expenses or essential needs.
 - ii. Professional training and educational programs to enhance the skills and knowledge of law enforcement professionals.
 - iii. Provide resources, facilities, and equipment for the SSPD that enhances public safety.
- (b) to foster positive relationships between the SSPD and the community it serves through educational campaigns, community outreach events, and programming; and
- (c) to provide whatever is necessary to promote and improve the SSPD for the public benefit.

The Corporation is additionally organized: to promote, encourage and foster any other similar charitable and educational activities; to accept, hold, invest, and reinvest and administer any donations, gifts, legacies, bequests, devises, funds and property, of any sort or nature; and to use, expend, or donate its assets, and all income therefrom, for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation; provided however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code.

These Bylaws are adopted in order to fulfill the objectives of the Corporation as stated in the Corporation's Amended Articles of Incorporation ("Articles") and Section 14-3-301 of the Georgia Nonprofit Corporation Code ("Code"), and to exercise the powers conferred upon the Corporation under Section 14-3-302 of the Code.

1.2. 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 Executive Committee of the Corporation may determine. The Executive Committee may change these designations at any time.

1.3. Business office(s) authorized.

The Executive Committee may establish one (1) or more offices for the conduct of business within or without the State of Georgia, whenever circumstances warrant.

1.4. Corporate seal.

The seal of the Corporation shall be in such form as the Executive Committee 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 Executive Committee 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 their assistants on all appropriate papers.

Title 2. Executive Committee

2.1. Establishment and function.

Management of the Corporation shall be vested in an Executive Committee. As used in these Bylaws, a reference to "Directors" or "Executive Committee" refers to the entire Executive Committee collectively or to a Director of the Executive Committee generically. The Executive Committee shall conduct its proceedings as provided in the Articles, these Bylaws, and the Code.

The Executive Committee may establish one (1) or more classes of non-voting members. The Executive Committee may appoint as honorary or advisory members such persons for periods, as in the opinion of the Executive Committee will provide the Executive Committee with access to resources of unusual value to the Corporation. The Executive Committee may establish the conditions for non-voting membership in the Corporation.

2.2. Composition and term.

The Executive Committee shall consist of at least seven (7) Directors and no more than ten (10) Directors. At all times the Executive Committee shall be comprised of the following:

- (a) one (1) Director shall be the Mayor of the City, who shall act as Chairperson of the Directors;
- (b) one (1) Director shall be the Mayor Pro Temp of the City Council;
- (c) one (1) Director shall be the City Manager of the City;
- (d) one (1) Director shall be the Chief of Police for the City;
- (e) one (1) Director shall be a police officer, that is a member of the SSPD from the rank of Sergeant or below, nominated by the Chief of Police and appointed by the Mayor;
- (f) one (1) Director shall be a police officer, that is a member of the Command Staff of the SSPD, nominated by the Chief of Police and appointed by the Mayor; and

- (g) one (1) Director shall be a resident of the City, able to pass a background check and recommended by the Mayor and confirmed by the majority of the other Directors.

The Directors shall elect from the members a Vice-Chairperson, who shall act when the Chairperson is absent. The Directors shall serve a term of four (4) years or until their successor is chosen and takes the seat. If a Director's qualifying status should change their ability to be a Director shall terminate.

2.3. Resignation.

Any Director may resign at any time by written notice to the Chairperson. Such resignation shall take effect at the time specified in the notice or, if no time is specified, upon receipt. A resignation need not be accepted to be effective.

2.4. Removal.

One (1) or more Directors may be removed for a stated cause by the affirmative vote of a three-fourths (3/4) of the remaining Directors at a regular or special meeting of the Executive Committee, and where notice of a Director's intention to present a motion for removal has been given prior to the meeting of the Executive Committee. A separate vote on removal must be made as to each Director proposed for removal. With regard to Directors selected by the Mayor, such removal shall not be final until an affirmative vote by the Mayor or by written confirmation of the City Manager, whichever is applicable.

2.5. Vacancies.

In the case of any vacancy occurring in the Executive Committee, the Mayor shall nominate and the Directors shall confirm a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant.

2.6. Compensation.

Directors shall not receive a stated salary or other compensation for their services as Directors, but each Director shall be entitled to receive from the Corporation reimbursement of reasonable expenses incurred in furtherance of such Director's duties, provided that reimbursement of such expenses is approved or ratified by the Executive Committee.

2.7. Powers.

The Executive Committee may exercise all powers granted to it as determined to be expedient and necessary for the interests of the Corporation, subject to the Articles, these Bylaws, and the Code, including the following:

- (a) select the services to be provided by the Corporation;
- (b) approve the Corporation's budget and major resource decisions;
- (c) establish general policies for the Corporation, including those addressing administrative, financial, and internal issues;

(d) assure that the Corporation's activities are conducted in compliance with applicable federal, state, and local laws;

(e) evaluate the Corporation's activities; provided, however, that any change in the Corporation's purpose as stated in Section 1.1 herein shall require, in addition to the required majority vote, the affirmative vote of the Mayor;

(f) 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

(g) evaluate itself periodically for efficiency, effectiveness, and best practices of a non-profit board of directors.

Title 3. Meetings and Actions of the Executive Committee

3.1. Place of meetings.

Meetings of the Executive Committee may be held at any place within or outside the State of Georgia as set forth in the notice calling such meeting, or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the Corporation.

3.2. Regular and special meetings.

The Executive Committee will meet at least quarterly during each calendar year, and may call other regular meetings of the Executive Committee, or special meetings of the Executive Committee at the call of: (a) the Chairperson, (b) the Vice-Chairperson, (c) and any two (2) Directors.

3.3. Notice of meetings.

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 Director or officer 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. Notice of any meeting, or of any rescheduled or reconvened regular or special meeting, shall be given at least twenty-four (24) hours before such meeting.

3.4. Waiver.

Except as otherwise provided in these Bylaws, when any notice whatsoever is required to be given by law, by the Articles 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.

3.5. Attendance of Director.

A Director not attending three (3) successive meetings of the Executive Committee shall constitute due cause to remove said Director from the Executive Committee.

3.6. Procedural rules at meetings.

It is understood that in the transaction of its business, the meetings of the Corporation, its Executive Committee and its committees may be conducted with informality; however, this informality does not apply to procedural requirements required in the Articles, 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, 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.

3.7. Use of contemporaneous communications systems for Executive Committee and Corporation committee meetings.

Any Director of the Executive Committee, or any member of a Corporation committee, may utilize a contemporaneous communications system in which all participants in the meeting can hear each other. Participation in a meeting by this system constitutes the presence of the participant at the meeting so long as there is a quorum physically present at the site of the meeting. A Director or committee member participating via said communications system may not vote on any items up for a vote at said meeting.

3.8. Voting; quorum.

Each Director has one (1) vote on the Executive Committee. Once a quorum is established, all matters put to a vote before the Executive Committee 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 or the Code. The physical presence and participation of a majority of the Directors constitutes a quorum of the Executive Committee in order to conduct business. In the event that fewer than a majority, but at least one-third (1/3) of the Directors are participating, then the Executive Committee is authorized to consider and make recommendations on any matter which is viewed as appropriate in the circumstances for action at a subsequent meeting.

Title 4. Officers

4.1. Number and qualifications.

The officers of the Corporation shall consist of a Chairperson, a Vice-Chairperson, a Secretary and/or Assistant Secretary, and a Treasurer and/or Assistant Treasurer and such other officers and assistant officers as the Executive Committee may from time to time deem necessary. The Executive Committee may from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the Corporation, but the Corporation shall not be required to have at any time any officers other than a Chairperson, a Secretary, and a Treasurer.

4.2. Election and term of office.

The officers of the Corporation shall be elected by the Executive Committee and shall serve for terms of one (1) year and until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification, whichever is earlier.

4.3. Other agents.

The Executive Committee may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office at the pleasure of the Executive Committee, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Executive Committee may from time to time determine.

4.4. Compensation.

Officers of the Corporation shall not receive a stated salary or other compensation for their services as officers, but each officer shall be entitled to receive from the Corporation reimbursement of expenses incurred in furtherance of such officer's duties, provided that reimbursement of such expenses is approved or ratified by the Executive Committee.

4.5. Removal.

Any officer or agent elected or appointed by the Executive Committee may be removed by the Executive Committee, without or without cause, at any meeting with respect to which notice of such purpose has been given to the Directors.

4.6. Vacancies.

A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Executive Committee.

4.7. Duties of Corporation officers.

Each officer of the Corporation who is elected by the Executive Committee 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, these Bylaws, the Code or by vote of the Executive Committee, as follows:

(a) The Chairperson of the Executive Committee presides at all meetings of the Executive Committee; reports on the activities of the Corporation at each annual meeting of the Corporation; oversees the activities of the Corporation, and reports on those other matters determined appropriate to the Executive Committee;

(b) The Vice Chairperson of the Executive Committee presides at all meetings of the Executive Committee in the absence of the Chairperson of the Executive Committee, and in the case of a vacancy in the office of Chairperson of the Executive Committee, act as Chairperson of the Executive Committee until a new Chairperson of the Executive Committee is elected pursuant to these Bylaws. In addition, the Vice Chairperson of the Executive Committee oversees the operations of the Executive Committee and Corporation committees and reports on those matters determined to be appropriate to the Executive Committee;

(c) The Secretary and/or Assistant Secretary shall maintain and provide access to the records of the Corporation to the Executive Committee; records the minutes of all proceedings of the Executive Committee; and reports on these matters to the Executive Committee; and

(d) The Treasurer and/or Assistant Treasurer maintains the financial records of the Corporation; prepares the annual accounting and financial statement of the Corporation for the annual meeting of the Corporation (which may be prepared by a certified public accountant when authorized by the Executive Committee); and reports on these matters to the Executive Committee.

Title 5. A Coordinator

5.1. Appointment.

The Executive Committee shall appoint a Coordinator to oversee the donation process for the Corporation. Said appointment shall be made by the Chairperson and approved by a majority of the Executive Committee. The duties of the Coordinator shall be as set out herein. The Coordinator shall serve at the pleasure of the Executive Committee, who may remove the Coordinator for any legal cause, or no cause at all.

5.2. Duties

- (a) Oversee donation platforms, ensuring they are up-to-date and comply with regulations.
- (b) Maintain detailed records of grants and donations received and/or given, recording donor information, contribution amount, and any specific designations for the funds.
- (c) Acknowledge contributions promptly and appropriately.
- (d) Submit a detailed report of donations to the Executive Committee on a quarterly and annual basis.
- (g) Perform such other duties as the Executive Committee may require and/or are otherwise specified.

Title 6. Board of Trustees

There is hereby created a Board of Trustees, whose members shall be elected by the Executive Committee annually. A reference to "Trustees" or "Board of Trustees" refers to the entire Board of Trustees collectively or to a member of the Board of Trustees generically. Trustees shall have no voting privileges nor obligations for attendance at regular meetings of the Executive Committee. Trustees may advise the Executive Committee and shall serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Board of Trustees shall be eligible to serve on any committee established according to these Bylaws, as determined by the Executive Committee.

Title 7. Committees

7.1. Committees.

The Executive Committee, by resolution adopted by a majority of the entire Executive Committee, may designate one (1) or more additional committees, each committee to consist of two (2) or more of the Directors, which shall have such name or names and shall have and may exercise such powers of the Executive Committee, as may be determined from time to time by the Executive Committee. Such committees shall provide for their own rules of procedure, subject to the same restrictions thereon as

provided for the Executive Committee. Trustees may serve on a committee but must be appointed by a majority of the Directors of the Executive Committee.

7.2. Fundraising committee.

There is hereby established a fundraising committee ("Fundraising Committee"). The Fundraising Committee shall be comprised of two (2) or more Trustees. The Chairperson of the Fundraising Committee shall be appointed by the Executive Committee. The Fundraising Committee shall be responsible for advising the Executive Committee with respect to fundraising efforts for the benefit of the Corporation.

7.3. Programming committee.

There is hereby established a programming committee ("Programming Committee"). The Programming Committee shall be comprised of two (2) or more Trustees. The Chairperson of the Programming Committee shall be appointed by the Executive Committee. The Programming Committee shall be responsible for advising the Executive Committee with respect to programming efforts for the benefit of the Corporation and the public.

7.4. Education committee.

There is hereby established an education committee ("Education Committee"). The Education Committee shall be comprised of two (2) or more Trustees. The Chairperson of the Education Committee shall be appointed by the Executive Committee. The Education Committee shall be responsible for advising the Executive Committee with respect to educational efforts for the benefit of the Corporation and the public.

7.4. Removal; vacancies; dissolution.

The Executive Committee shall have power at any time: to remove any member of any committee, with or without cause; to fill vacancies in the same manner as provided in the case of the original appointments; and to dissolve any such committee.

7.5. Quorum.

Unless otherwise provided in the resolution of the Executive Committee designating a committee, a majority of the whole committee shall constitute a quorum. The act of a majority of committee members present at a meeting at which a quorum is present shall be the act of the committee. All committee meetings are subject to the requirements of the Georgia Open Meetings Act.

7.6. Rules.

Each committee may adopt rules for its own governance, so long as such rules are not inconsistent with these Bylaws or with any rules adopted by the Executive Committee.

Title 8. Contracts, Checks, Deposits and Funds

8.1. Contracts.

The Executive Committee may authorize any officer(s) or agent(s) of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

8.2. Checks, drafts, notes, etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such other manner as may from time to time be determined by resolution of the Executive Committee. In the absence of such determination by the Executive Committee, such instruments shall be signed by the Treasurer and countersigned by the Chairperson or Vice Chairperson.

8.3. Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such federally-insured banks, trust companies or other depositories as the Executive Committee may select.

8.4. Gifts.

The Executive Committee may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Title 9. Conflict of Interest Policy

9.1. Definitions.

“**Compensation**” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

“**Financial Interest**” means a person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;

(b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or

(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Executive Committee or committee decides that a conflict of interest exists.

“**Interested Person**” means any Director, principal officer, or member of a committee with Executive Committee-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

9.2. Procedures.

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Committee and members of committees with Executive Committee-delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Executive

Committee or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Directors or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

- i. An interested person may make a presentation at the Executive Committee or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii. The Chairperson of the Executive Committee or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the Executive Committee or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Committee or committee shall determine by a majority vote of the disinterested Directors or committee members whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflict of Interest Policy.

- i. If the Executive Committee or committee has reasonable cause to believe a Director or committee member has failed to disclose actual or possible conflicts of interest, it shall inform the Director or committee member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the Director's or committee member's response and after making further investigation as warranted by the circumstances, the Executive Committee or committee determines the Director or committee member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

9.3. Records of proceedings.

The minutes of the Executive Committee and all committees with Executive Committee-delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Executive Committee's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

9.4. Compensation.

(a) A Director shall not receive compensation, directly or indirectly, from the Corporation for services.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

9.5. Annual statements.

Each Director, principal officer and member of a committee with Executive Committee-delegated powers shall annually sign a statement which affirms such person:

(a) Has received a copy of the Bylaws containing the Corporation's conflict of interest policy;

(b) Has read and understands the policy;

(c) Has agreed to comply with the policy; and

(d) Understands that, in order for the Corporation to maintain its federal tax exemption, it must engage primarily in activities which accomplish one (1) or more of its tax-exempt purposes.

9.6. Periodic reviews.

To ensure the Corporation operates in a manner consistent with its purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further the Corporation's purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

9.7. Use of outside experts.

When conducting the periodic reviews as provided in Section 9.6 above, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Executive Committee of its responsibility.

Title 10. Indemnification; Insurance.

10.1. Basis for indemnification.

(a) 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 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) 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.

10.2. Right to indemnification.

To the extent that a Director, officer, 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 9.1, 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 shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, or agent is proper in the circumstances because he has met the applicable standard of conduct in accordance with these Bylaws and any other Corporation policies. Such a determination shall be made:

(a) by the Executive Committee by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or

(b) 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.

10.3. 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 Executive Committee 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 9.

10.4. Non-exclusivity.

The provisions for indemnification and advancement of expenses provided by Title 9 of these Bylaws 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 holders of a majority of the shares entitled to vote thereon taken at a meeting the notice of which specified that such bylaw, resolution or agreement would be placed before the shareholders, 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:

- (a) any appropriation, in violation of their duties, of any business opportunity of the Corporation;
- (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) liabilities of a Director imposed by Section 14-2-832 of the Code; or
- (d) any transaction from which the Director, officer, employee, or agent derived an improper personal benefit.

10.5. Insurance.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, 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 Title 9 of these Bylaws.

10.6. 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.

10.7. Continuation of right of indemnification.

The rights to indemnification and advancement of expenses provided in Title 9 of these Bylaws 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 11. Amendments

11.1. Amendments to Articles of Incorporation.

Any proposed change in the Articles may be initiated by a vote of a majority of the Executive Committee, or by any two (2) Directors of the Corporation. No proposal to change the Articles shall be adopted unless two-thirds (2/3) of the Directors affirmatively vote, with a quorum present at a meeting. Once adopted, no change is effective until it is filed with the Georgia Secretary of State, as required by the Code.

11.2. Amendments to Bylaws.

Any change in the Bylaws shall not be adopted unless each proposal is submitted to the Executive Committee 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 a majority of the Executive Committee, or by any two (2) Directors. No proposal to change the Bylaws shall be adopted unless two-thirds (2/3) of the Directors affirmatively vote, with a quorum present at a meeting. Once adopted, any change to these Bylaws is immediately effective, unless some later date is designated in the proposal.

Title 12. Dissolution

Upon dissolution of the Corporation, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation, dispose of all 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) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law.

Adopted by unanimous vote of the Executive Committee on the 4th day of March 2024.

A handwritten signature in black ink, appearing to read "Russell K. Paul", written over a horizontal line.

Russell K. Paul, Chairperson