

**BYLAWS  
OF  
COMMUNITY FOUNDATION OF CENTRAL GEORGIA, INC.**

Approved May 19, 2022

ARTICLE 1

Directors

1.1. Number and Qualifications of the Board of Directors. The Board of Directors shall consist of the President and not less than 12 nor more than 30 other persons who reside in Central Georgia. The President shall be an ex officio voting member of the Board and shall be counted for purposes of determining whether there is a quorum. The exact number of Directors shall be set by the Board of Directors from time to time. Members of the Board shall be elected on the basis of knowledge of the needs of Central Georgia and shall generally reflect the diversity of the community it serves. The purpose of this provision is to make the Board of Directors generally able to represent the public interest of Central Georgia.

1.2. Compensation. Directors shall serve without compensation, but they may be reimbursed for reasonable expenses incurred for this Foundation.

1.3. Term of Office. The Directors shall be divided into three classes known as Class 1, Class 2 and Class 3, with the number of Directors in each class being as nearly as possible equal to the number of Directors in each other class. The Directors shall serve for three-year terms so arranged that the terms of the Class 1 Directors will expire in one year, the terms of the Class 2 Directors will expire the next year, the terms of the Class 3 Directors will expire the year following that. Directors may be re-elected to one additional three-year term, except that if a

Director resigns or otherwise ceases to serve before the end of the Director's term and a Director is elected to fill the unexpired term, that Director may be re-elected to two additional three-year terms. A person who has previously served as a Director and who has been off the Board for one or more years may be elected again as a Director. It is the intention of these Bylaws that a person does not serve more than six consecutive years as a Director, except that a Director who is elected to fill an unexpired term may serve six consecutive years in addition to serving the unexpired term or any Director may serve additional years while serving as an elected Officer. If any Officer's term as Director ends prior to the end of that Director's term as Officer (or subsequent terms as an officer), said Director, shall be an ex officio voting member of the Board and shall be counted for purposes of determining whether there is a quorum, but shall not be counted in determining whether there are not less than 12 nor more than 30 other persons serving as Director.

1.4. Powers and Duties of the Board of Directors.

(a) General charge. The Board of Directors shall have general charge of the affairs and property of the Foundation. It shall be the duty of the Board to carry out the purposes of the Foundation.

(b) Employ persons. The Board may employ persons to administer the Foundation, including a President, attorneys, trustees and agents and may pay expenses and reasonable compensation for those services, and may terminate the employment of these persons at any time with or without cause.

(c) Appoint fiduciaries. The Board may appoint fiduciaries to hold and manage Foundation assets for which the donor has not appointed a fiduciary or for which a designated fiduciary has failed to accept custody, may compensate such fiduciaries, and may terminate the appointment of such fiduciaries at any time with or without cause.

(d) Appoint Advisors and Charge Fees. The Board may appoint advisors to help the Board determine policies and formulate programs to carry out the Foundation's purposes.

The Board may appoint investment advisors to manage the assets of the Foundation in accordance with the Investment Policy Statement of the Foundation, as amended, and may give them power to advise concerning investments of the Foundation or to manage portions or all of the Foundation's assets, including the power to buy and sell. The Board may appoint investment advisors to develop an overall investment strategy and to determine in what asset classes and in what proportions the Foundation's assets should be invested and may give these investment advisors authority to direct trustees (including trustees named by donors) and other investment advisors of the Foundation in what asset classes and proportions the assets managed by that trustee or investment advisor are to be allocated.

The Board may also charge administrative fees to each fund of the Foundation and may charge other expenses directly attributable to each fund to that fund.

(e) Replace fiduciaries for breach of fiduciary duty. The Board shall have the power to replace any participating trustee, custodian or agent for breach of fiduciary duty under Georgia law. If it appears that there may be grounds for exercising this power, the Board shall notify the fiduciary involved and provide a reasonable opportunity for explanation and, if it so

determines, for correction. The Board shall exercise this power at a meeting by the affirmative vote of a majority of the members of the Board. Before it exercises this power, the Board may seek advice of legal counsel as to whether a breach has been committed under Georgia law.

(f) Replace fiduciaries for failure to produce reasonable return. The Board shall have the power to replace any participating trustee, custodian or agent for failure to produce a reasonable return of net income (or appreciation where not inconsistent with the Foundation's need for current income), with due regard to the safety of the principal, over such reasonable period of time as is determined by the Board. In exercising this power, the determination with respect to a reasonable return of net income or appreciation shall be made separately with respect to each restricted fund and shall be made in the aggregate with respect to unrestricted funds of the Foundation. As used herein, the term "restricted fund" means a fund, the income of which has been designated by the donor of the gift or bequest as being available only for the use or benefit of a named charitable organization or agency or for the use or benefit of a particular class of charitable organizations or agencies, the members of which are readily ascertainable and are less than five in number. If it appears that there may be grounds for exercising this power, the Board shall notify the fiduciary involved and provide a reasonable opportunity for explanation and, if it so determines, for correction. The Board shall exercise this power of replacement at a meeting by the affirmative vote of a majority of the members of the Board.

(g) Modify restrictions. Notwithstanding any provision in these Bylaws or in any instrument of transfer, creating or adding to a fund of this Foundation, the Board shall have the power to modify any Fund Agreements which contain any restrictions or condition on the

distribution of funds for any specified charitable purposes or to specified organizations if in the sole judgment of the Board (without the necessity of the approval of any participating trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of Central Georgia. The Board shall exercise this power at a meeting by the affirmative vote of a majority of the members of the Board.

(h) Duty to exercise certain powers. The Board is hereby committed to exercise, in the best interest of the Foundation, the powers described in Treasury Regulation Section 1.170A-9 (f) (11) (v) (B), (C), (D) and (E), the power to modify restrictions, the power to replace fiduciaries for breach of fiduciary duty, and the power to replace fiduciaries for failure to produce a reasonable return.

(i) Duty to oversee fiduciaries. The Board is hereby committed to obtain information and to take other appropriate steps with the view to seeing that each participating trustee, custodian or agent administers the funds of this Foundation in accordance with the provisions of Treasury Regulation Section 1.170A-9 (f) (11) (v) (F) to produce a reasonable return of net income or appreciation.

(j) Other powers and duties. The Board shall have such other powers and duties as are set forth elsewhere in these Bylaws.

(k) Other Policies. The Board shall promulgate other policies it deems necessary to operate the Foundation in compliance with the Non-profit laws and with best practices. In the

event that there is a disparity between the terms of a policy and the Bylaws, the Bylaws shall control the interpretation of any given matter.

1.5. Meetings.

(a) Meetings. Meetings of the Board of Directors may be called by the President on not less than two (2) days' notice by mail, telegram, email, cablegram, electronic service or personal delivery to each Director and shall be called by the President or the Secretary in like manner and on like notice on the written request of any Director unless waived in accordance to Article 1.5 (e). Any such meetings shall be held at such time and place within or without the State of Georgia as shall be stated in the notice of meeting.

(b) Topics to be covered Annually. Each year the Board will do the following items at a Meeting:

- (1) Review and Approve a Budget
- (2) Review and Approve Grants related to the Organization's Funds
- (3) Review and Approve Grants from Unrestricted Funds
- (4) Review and Approve Grants from Donor Advised Funds
- (5) Approve nominations of Officers and Directors
- (6) Set Administrative Fee schedules for Component Funds
- (7) Accept the Independent Financial Audit at the recommendation of the Audit Committee
- (8) Approve the selection of the Independent Auditors at the recommendation of the Audit Committee

- (9) Review and Approve filing of the Form 990 based upon recommendation of the Audit Committee
- (10) Comply with all Board Policies previously promulgated by the Board of Directors
- (11) Any other activities as required for Non-profit compliance

(c) Quorum. A majority of the Directors shall constitute a quorum.

(d) Electronic Transmission. For the purposes of this Article and the rest of these bylaws the term “Electronic Transmission” means an email or text message to an email address or telephone number that the Director or Officer will provide annually. It is the responsibility of the Director or the Officer to inform the organization of any change dealing with the Director’s email address or telephone number. These emails and numbers will be confirmed annually to remain current. Any statement by a Director that he/she did not receive notice due to the changing of his/her telephone number or email address will be without merit as the Director or the Officer is affirmatively charged with providing the correct information to the Foundation and the Director’s or Officer’s failure to do so will serve as waiver of their defense to proper notice of a Meeting.

(e) Notice. Notice of all Board meetings shall be given by providing notice to each Director via Electronic Transmission at least two (2) days before a meeting to the address or phone number provided by each Director, but such notice may be waived by any Director. Presence at any meeting by a Director shall constitute a waiver of notice for that meeting.

Additionally, notice of a meeting can be waived by a quorum present at meeting of the Directors called with less than two (2) days of prior notice.

(f) Majority vote. Unless otherwise provided in these Bylaws, action approved by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.

(g) Participation by means of communication. The Board may permit any and all Directors to participate in meetings by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in the meeting by this means is deemed to be present in person at the meeting.

(h) Action taken without meeting. Any action required or permitted to be taken at a Board of Directors meeting may be taken without a meeting if all of the directors sign one or more written consents describing the action taken. The written consents shall be delivered to the Foundation for inclusion in the minutes for filing with the Foundation records reflecting the action taken and may be provided via Electronic Transmission as approved by the Chair. Action taken in this manner shall be effective when the last Director provides its signature or electronic notice of the consent.

1.6 Removal. Any Director may be removed by the affirmative vote of a majority of the Directors then serving for conduct deemed egregious enough to damage the reputation of the Foundation. This vote must be taken at a regular Meeting or a meeting called specifically for the purpose of considering this action.

1.7. Vacancies. Vacancies by death, resignation or otherwise may be filled for the unexpired term of that Director. To fill a vacancy, the Nominating Committee shall solicit names of potential candidates, shall meet and select a candidate for the unexpired term who possesses the qualifications referred to in Article 1.1 by a majority vote of the Committee, and shall recommend the nominated candidate to the full Board. The Board must elect the nominated candidate by a majority vote at a meeting attended by a quorum of the Directors then serving. Such person shall remain a member of the Board in accordance with Article 1.3 of these Bylaws.

## ARTICLE 2

### Officers and Vice Chairs

2.1. Qualifications; Term. The officers of the Foundation shall be the Chair, the President, the Secretary, the Treasurer, the Chair-Elect and the Immediate Past Chair. All of the officers except the President shall be elected from the Directors. The Chair-Elect shall become the Chair at the end of the current chair's two-year term. The Chair shall become the Immediate Past Chair at the end of the Chair's two-year term when a new Chair-Elect is elected. The Nominating Committee shall nominate the Chair-Elect, Secretary and Treasurer. These nominated Officers shall be elected by the Board at a meeting every other year and shall serve for a two-year term and until the Officer's successor is elected and qualified. The Vice Chairs shall be the Chairs of the Audit, Development and Grants Committees. The Vice Chairs shall be nominated the same year as the Officers by the Chair-Elect and elected by the Board at a meeting and shall serve for a term of two years and until their successors are elected and qualified. Officers and Vice Chairs may be removed at any time by the Board with or without cause.

Officers may be elected to serve multiple roles on the basis of the Chair's request and approval by the Board.

2.2. Duties.

(a) President. The President shall be in charge of the day-to-day operations of the Foundation and shall be compensated.

(b) Chair. The Chair shall serve as Chair of the Board of Directors and as an ex officio member of all the committees of the Foundation.

(c) Immediate Past Chair. The immediate Past Chair shall offer advice and counsel to the current Chair and may preside at the Chair's request in their absence.

(d) Chair Elect. The Chair Elect shall observe and support the current Chair and perform other such special projects as requested from time to time by the Chair and serve as an ex-officio member of all the committees of the Foundation.

(e) The Secretary shall be in charge of keeping minutes and other records of the actions of the Foundation.

(f) The Treasurer shall be in charge of the financial affairs of the Foundation and serve as Chair of the Finance Committee.

(g) Each of the officers shall have such other additional duties as may be assigned by the Chair or by the Board.

ARTICLE 3

Financial

3.1. Independent Auditor. The Board shall select an independent auditor to audit the financial affairs of the Foundation. After the end of each fiscal year, the Foundation shall provide to the Independent Auditor the Foundation's Financial Statements including a statement of assets and liabilities, a statement of income, expenses and distributions and other reasonable information for the auditor to form their opinion. Within one hundred fifty (150) days after the end of each fiscal year, the auditor shall submit a final audit report on the Foundation's Financial Statements to the Audit Committee. The auditor shall also make such additional reports as may be ordered by the Board. The auditor shall also prepare financial data needed for returns or reports required by state or federal governments. The auditor's reasonable charges and expenses shall be paid by the Foundation. Copies of all financial reports shall be made available to each Director and to the public through publication on the Foundation's website.

3.2. Publications of Reports. The Board shall continuously inform the public about the activities, and distributions of the Foundation through the use of its Website

## ARTICLE 4

### Committees

4.1. Executive Committee. The Officers of the Foundation, and the Vice Chairs shall constitute the Executive Committee. The Chair may add one or more other Directors as members of the Executive Committee if approved by the Board. The Executive Committee has the power to make distributions and the power to fill vacancies in the nominating committee and, except as may otherwise be provided by the Board, the Executive Committee may exercise all powers of the Board during intervals between meetings of the Board, including the responsibility

and power to exercise authority over the investment policies with respect to property of the Foundation, whether held directly or through trustees, custodians or agents. A majority of the members of the Executive Committee present at any meeting shall constitute a quorum, but no action may be taken outside a meeting except by a majority of the whole number of persons on the Executive Committee done through Electronic Transmission as approved by the Chair. The Executive Committee shall keep full records of its actions. All actions of the Executive Committee shall be reported to the Board at its meeting next succeeding such action and shall be subject to alteration by the Board, provided that no rights of third parties shall be prejudicially affected by the alteration. Vacancies in the Executive Committee shall be filled for the unexpired term by the Board.

4.2. Nominating Committee. In January of each year or no later than 60 days prior to a meeting of the Directors the Chair shall appoint a Nominating Committee consisting of four to six directors, including the immediate past Chair, if available, who shall serve as Chair of the Nominating Committee. The Nominating Committee shall be subject to the approval of the Board.

In January in any year in which Officer Terms expire the Nominating Committee shall recommend to the Board a slate of officers and a Chair-Elect to be elected by the Board at the next meeting.

The Nominating Committee shall solicit suggestions of persons representative of Central Georgia to serve as directors.

The Nominating Committee shall develop a Draft Slate of Nominees for Director that they believe will best serve the Foundation. This Draft list will be confidentially communicated to the full Board for three (3) days for confidential comment. If necessary, based on Board feedback, substitute Draft Nominees may be further communicated to the Board in like manner. After the comment period the Nominating Committee will approach each potential Nominee to determine their willingness to serve on the Board. If necessary, additional Draft Nominees may be communicated to the Board for comment. Finally, the Nominating Committee shall bring a slate of Nominees to be elected by the Directors.

In the event, that there is a vacancy due to death, resignation or otherwise then the Nominating Committee shall be authorized to reconvene in order to nominate a new Director in like manner to be elected by the Board.

4.3. Finance Committee. The Treasurer shall be chair of the Finance Committee. The Chair of the Foundation shall appoint the other members of the Finance Committee subject to the approval of the Board.

The Finance Committee shall review and recommend a proposed operating budget prepared by the staff each year for presentation to the Board and shall have oversight of all financial activities of the Foundation, be responsible for maintaining and updating the Investment Policy Statement of the Foundation and shall have such other powers and duties as the Board determines.

4.4 Audit Committee. The Chair shall appoint the Chair of the Audit Committee subject to the approval of the Board. The Chair shall appoint the other members of the Audit Committee subject to the approval of the Board.

The Audit Committee is composed of five members, each of whom shall be financially literate and, preferably, have accounting or financial management expertise. The primary responsibilities of the Audit Committee are to recommend an independent auditing firm for the Foundation, to accept the Foundation's audited financial statements, to review the systems of internal controls, to oversee the annual audit process, to review the IRS Form 990 to approve the return for filing, and to perform other such duties as may be requested by the Board of Directors from time to time. The Committee shall set standards for quality financial reporting, sound business risk practices, and ethical behavior.

4.5 Development and Donor Services. The Chair shall appoint the Chair of the Development and Donor Services Committee subject to the approval of the Board. The Chair shall appoint the other members of the Development and Donor Services Committee subject to the approval of the Board.

The Development and Donor Services Committee is responsible for expanding community awareness of the Foundation and increasing the number of donors to the Foundation

4.6 Grants Committee. The Chair shall appoint the Chair of the Grants Committee subject to the approval of the Board. The Chair shall appoint the other members of the Grants Committee subject to the approval of the Board.

The Grants Committee is responsible for managing the Foundation's Nonprofit Grant and Scholarship Programs. The Grants Committee shall meet as required to review grant proposals, recommend grants to the Board, evaluate funded grant outcomes, and ensure grants are distributed according to donor intentions.

4.4. Other Committees. The Board may establish other standing or special committees who shall have such powers and duties as the Board determines. These committees may include advisory groups consisting in whole or in part of non-Directors. The Board may discontinue such committees at any time.

## ARTICLE 5

### Gifts to the Foundation

5.1. How gifts made. Donors may make gifts to the Foundation by naming or otherwise identifying the Foundation, whether or not a trustee, custodian, or agent (fiduciary) is designated to receive the property contributed. Gifts shall vest in the Foundation upon receipt and acceptance by it (whether signified by a Foundation officer, employee, or agent).

5.2. Custody of gifts. A donor may designate one or more fiduciaries to have custody of and invest a gift, and, if more than one, the portions of the gift to be held and invested by each. The fiduciary shall be subject to the powers of removal vested in the Board and contained in Article 1.4. In case of failure of a donor to designate a fiduciary, or failure of a designated fiduciary to accept custody of a gift, the Board may designate one or more fiduciaries to have custody of and invest the gift, and if more than one, the portions to be held and invested by each.

The Foundation may enter into agreements with fiduciaries having custody of Foundation funds regarding terms of such custody.

5.3. Gifts are subject to Foundation governing instruments. Each donor by making a gift to the Foundation agrees that the gift shall be subject to all terms of the Articles of Incorporation and Bylaws of the Foundation as from time to time amended.

5.4. Split-interest gifts. If a gift is made to a trustee in trust to make payments to the Foundation, followed by payments to any individuals or for non-charitable purposes, it shall not be treated as a component but rather only the payments to the Foundation shall be regarded as Foundation funds, subject to its Articles of Incorporation and these Bylaws, and then only when the Foundation becomes entitled to their use. If a gift is made to a trustee in trust to make payments for a period of a life or lives or term of years, to any individuals or for non-charitable purposes, followed by payments to the Foundation, it shall be treated similarly until all such non-charitable interests expire and the fund becomes a component fund of the Foundation. The Board of Directors may take such actions as it from time to time deems necessary or desirable to further the Foundation's interest in any such funds, whether components or non-components, or protect its right to receive payments from such funds.

5.5. Restricted gifts. Any donor may give directions in the instrument of gift or transfer as to (i) field of charitable purposes or particular charitable organizations or purposes to be supported, (ii) manner of distribution including amounts, times, and conditions of payments, and (iii) a name as a memorial or otherwise for a fund given, or addition to a fund previously held, or anonymity for the gift. The Board may set limits on such restrictions and designations such that

distributions from the fund shall be made in accordance with the funds distribution section of the Investment Policy Statement as amended from time to time by the Board which shall dictate the percentage of the fund balance to distribute each year.

5.6. Commingling for investment. No gift shall be required to be separately invested or held unless the donor so requests or unless it is necessary in order to follow any other direction by the donor as to purpose, or unless it is needed to prevent tax disqualification, or unless it is required by law. In the absence of contrary instructions from its donors, directions for naming a fund as a memorial or otherwise may be satisfied either by keeping under such name accounts reflecting the interest of such fund in each common investment or by commingling the fund with others but referring in the Foundation's literature and other commemorative communications to the amount of the gift at the time it was received by the Foundation.

5.7. Power to modify restrictions. See Article 1.4 (g).

5.8. Other charitable organizations. In pursuance of the Foundation's charitable objectives, the Board shall have the authority to cause to be formed or enter into any relationships with other organizations described in section 501(c) (3) of the Internal Revenue Code, including organizations operated for the benefit of and to carry out the purposes of the Foundation, in which case the Foundation may exercise such supervision and control over any organization as is necessary to qualify it as an organization described in section 509 (a) (3) and the regulations thereunder.

5.9 Gift Acceptance Policy. The Foundation may promulgate additional policies regarding the acceptance of gifts to the Foundation which must be approved by the Board. In the

event that there is a disparity between the terms of such Gift Acceptance Policies and the Bylaws, the Bylaws shall control the interpretation.

## ARTICLE 6

### Distributions and Disbursements

6.1. Distributions for charitable purposes. At least annually the Board shall determine all distributions to be made in accordance with the Spending Policy in the Investment Policy Statement of the Foundation (including Foundation funds held by fiduciaries) pursuant to provisions of the Articles of Incorporation, these Bylaws, and the applicable donors' directions, the Board shall make the distributions or direct the respective fiduciaries to make the distributions to the appropriate organizations or persons. The Board shall make appropriate provisions to assure that the distributions are used solely for the Foundation's charitable purposes.

6.2. Disbursements for administrative expenses. At least annually the Board shall determine all disbursements to be made for administrative expenses incurred by the Foundation, direct the respective fiduciaries to pay them, and designate the funds to be charged.

6.3. Distribution of principal. The Board may distribute principal from funds given without directions as to principal or income or from funds given with directions expressly permitting use of principal. The Board shall inform the fiduciary as far in advance as practicable to permit the fiduciary to adjust its investment policies accordingly. The Board may, upon advice from the fiduciary as to how the desired distribution and any necessary liquidation of investments can most economically be accomplished, adjust its directions for distributions.

6.4. Disbursements for research. The Board shall gather and analyze facts and conduct research to determine the most effective agencies and means for meeting the charitable needs of Central Georgia. The Board may direct disbursements for such fact gathering and analysis and research from funds given for such purposes or from funds given without designation as to purpose. Disbursements for other proper administrative expenses, including salaries for professional and other assistance, shall be paid first from any funds designated by the donor for such purpose, and then from income of Foundation funds or from principal not specifically restricted against such use.

6.5. Distributions for determined charitable needs. When the Board has determined that a charitable need exists in Central Georgia, the Board may direct distributions to such persons, organizations, governments, or governmental agencies as in the opinion of the Board can best fulfill the need. The Board may also help create new qualified charitable organizations to fulfill the need. The Board shall make appropriate provisions to assure that the distributions are used solely for the Foundation's charitable purposes.

## ARTICLE 7

### Indemnification

7.1. General. Under the circumstances prescribed in Articles 7.3 and 7.4 of this Article, the Foundation 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 Foundation) by reason of the fact that he is or was a director, officer, employee or agent of

the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's 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 Foundation, 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 interest of the Foundation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

7.2. Action in the Right of the Foundation. Under the circumstances prescribed in Articles 7.3 and 7.4 of this Article 7, the Foundation shall indemnify and hold harmless any person who was or is a part or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Foundation to procure a judgment in its favor by reason of the fact he is or was a director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' 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 Foundation; except that no indemnification

shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for the negligence or misconduct in the performance of his duty to the Foundation, 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.

7.3. Conditions to Indemnification. To the extent that a Director, officer, employee or agent of the Foundation has been successful on the merits, or otherwise, in defense of any action, suit or proceeding referred to in Articles 7.1 and 7.2 of this Article 7, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

7.4. Determination by Corporation. Except as provided in Article 7.3 of this Article 7 and except as may be ordered by a court, any indemnification under Article 7.1 and 7.2 of this Article 7 shall be made by the Foundation 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 Articles 7.1 and 7.2. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by the firm of independent legal counsel then employed by the Foundation, in a written opinion.

7.5. Advance Payment. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Foundation as authorized in this Article 7.

7.6 Insurance. The Foundation may purchase an maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation, 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 status as such, whether or not the Foundation would have the power to indemnify him against such liability under the provision of this Article 7.

## ARTICLE 8

### Miscellaneous

8.1. Books and Records. The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board.

8.2. Corporate Seal. . The Board may provide a seal for the Foundation, which shall be in charge of the Secretary, and which shall be affixed to documents requiring the corporate seal.

8.3.1. Fiscal Year. The fiscal year of the Foundation shall be the year ending June 30.

8.4. Amendments. These Bylaws may be amended at any meeting of the Directors by a majority vote, if the notice of the meeting contains notice of the proposed Bylaw change.

8.5. Use of Terms. In these Bylaws, any use of the masculine, feminine or neuter shall include the masculine, feminine or neuter and the singular or plural, when such meaning is appropriate.

(Signature on Following Page)

Bylaws Approved by Board of Directors

---

Robert F. Hatcher, Jr.  
Board Chair