

AMENDED AND RESTATED BYLAWS

OF

NORTH POINT MINISTRIES, INC.

ADOPTED 2011

TABLE OF CONTENTS

<u>I. GOVERNING LAW AND DEFINITIONS</u>		3.14	<u>Quorum and Voting</u>
1.01	<u>Governing Law</u>	3.15	<u>Committees of Elders</u>
1.02	<u>Definitions</u>	3.16	<u>Advisory Boards</u>
1.03	<u>Registered Office and Agent</u>	3.17	<u>Standards of Conduct for Elders</u>
1.04	<u>Emergency</u>		
1.05	<u>Governing Statements</u>	<u>IV. OFFICERS</u>	
1.06	<u>Constitution and Interpretation of Internal Rules</u>	4.01	<u>Required Officers</u>
1.07	<u>Electronic Transmissions</u>	4.02	<u>Duties of Officers</u>
		4.03	<u>Standards of Conduct for Officers</u>
<u>II. TRUSTEES</u>		4.04	<u>Appointment and Removal of Officers</u>
2.01	<u>Consistency While Trustees Exist</u>	4.05	<u>Resignation of Officers</u>
2.02	<u>Authority of Trustee Committees</u>	4.06	<u>Contract Rights of Officers</u>
2.03	<u>Term and Election of Elected Trustees</u>	<u>V. MEMBERS</u>	
2.04	<u>Meetings of the Real Estate Committee</u>	5.01	<u>No Corporation Members</u>
2.05	<u>Removal of Elected Trustees</u>	<u>VI. INDEMNIFICATION AND LIMITATION OF LIABILITY</u>	
2.06	<u>Written Consent of Actions by the Real Estate Committee</u>	6.01	<u>Indemnification of Elders</u>
2.07	<u>No Real Estate Committee Action Without Approval of the Governing Committee</u>	6.02	<u>Indemnification of Officers, Employees, and Agents</u>
2.08	<u>Sole Purpose of the Real Estate Committee</u>	6.03	<u>Insurance</u>
		6.04	<u>Conflicting Interest Transactions</u>
		6.05	<u>Limitation of Liability of Elders</u>
<u>III. ELDERS</u>		<u>VII. AMENDMENT</u>	
3.01	<u>Duties of Elders</u>	7.01	<u>Amendment by Elders</u>
3.02	<u>Qualifications of Elders</u>	<u>VIII. MISCELLANEOUS</u>	
3.03	<u>Number of Elders</u>	8.01	<u>Merger</u>
3.04	<u>Election of Elders</u>	8.02	<u>Sale of Assets</u>
3.05	<u>Terms of Elders</u>	8.03	<u>Dissolution</u>
3.06	<u>Staggered Terms for Elders</u>	8.04	<u>Foreign Corporation</u>
3.07	<u>Resignation of Elders</u>	8.05	<u>Records and Reports</u>
3.08	<u>Removal of Elders</u>	8.06	<u>Gender</u>
3.09	<u>Vacancy on the Board</u>	8.07	<u>Meetings Generally</u>
3.10	<u>Meetings of the Board</u>		
3.11	<u>Action without Meeting</u>		
3.12	<u>Notice of Meeting</u>		
3.13	<u>Waiver of Notice</u>		

I. GENERAL PROVISIONS

(Georgia Nonprofit Corporation Code §§ 14-3-101 through -141)

1.01 Governing Law.

North Point Ministries, Inc. (the “Corporation”) is governed by the nonelective provisions of the Georgia Nonprofit Corporation Code as amended (the “Code”), and these bylaws are to be construed insofar as possible to be consistent therewith.

1.02 Definitions.

The definitions that appear in Code Section 14-3-140 as amended are incorporated by reference.

1.03 Registered Office and Agent.

The Corporation must maintain at all times a registered office and agent in the state of Georgia, as governed by Code Sections 14-3-501 through -504 as amended.

1.04 Emergency.

If a quorum of the Corporation’s Board of Elders cannot readily be assembled because of some catastrophic event, emergency powers are provided pursuant to Code Section 14-3-303 as amended.

1.05 Governing Statements.

(a) Any statement, such as but not limited to a Mission Statement, Vision Statement, or Values Statement, that is passed or amended by action of the Board of Elders is incorporated herein by reference, so long as such statement (1) is passed or amended consistently with requirements for passage or amendment of these Bylaws, (2) references this section, and (3) is included with the records of the Corporation.

(b) Any such statement governs to the extent of any inconsistency with the other terms of these Bylaws.

1.06 Constitution and Interpretation of Internal Rules.

(a) Any Constitution that may be included with the records of the Corporation, as amended by the Board of Elders from time to time (the “Church Constitution”), is incorporated herein by reference, and shall govern to the extent of any inconsistency with the other terms of these Bylaws, subject to the following rules of interpretation.

(b) The Church Constitution may include a statement of faith and other spiritual and theological requirements, guidelines, and qualifications that require for proper interpretation or application of spiritual judgment and interpretation of the Bible and Biblical and spiritual principles. Such

constitute “Internal Rules.” A rule is not an Internal Rule merely because it springs from or is motivated by spiritual, theological, or Biblical principles or texts. For example, a requirement of two-thirds majority vote for action of the Board of Elders is not an Internal Rule even if some believe that the Bible requires that a church be governed by such a majority vote of its governing body. On the other hand, a requirement under the Church Constitution that, for consideration for nomination as an Elder, an individual must meet the qualifications for Elders established in I Timothy and Titus, are Internal Rules.

(c) The Corporation does not submit the Internal Rules to interpretation or enforcement by a court of law. Moreover, the Constitution of the United States and the Constitution of the State of Georgia prohibit a court of law from attempting to interpret or enforce the Internal Rules.

(d) Accordingly, the various persons with church voting and governing authority are identified by vote or appointment of other persons identified within either these Bylaws or the Church Constitution. Any such person’s exercise of delegated authority is not ineffective for failure of any person or action to meet or comply with the Internal Rules. Rather, each person with church voting or governing authority must interpret the Internal Rules in his or her discretion, in accordance with his or her conscience, and mindful of his or her commitment to comply with these Bylaws and the Church Constitution. Moreover, the governing body of the Corporation enforces the Internal Rules by appeal to their moral authority as solemn covenants, and by proceeding in accordance with these Bylaws to remove officers or other Elders who fail in the Elders’ judgment to comply with them.

1.07 Electronic Transmissions.

An electronically-transmitted statement and/or signature, including but not limited to an e-mail or facsimile, qualifies as a written statement, whether notice or otherwise, required under these bylaws.

II. TRUSTEES

2.01 Consistency While Trustees Exist.

Under the Articles of Incorporation in effect at the adoption of these Amended and Restated Bylaws, the Corporation is governed by its Trustees. Until such time as that Board of Trustees is officially replaced in the Articles of Incorporation by the Board of Elders of the Corporation (at which point this entire Section II of the Bylaws will be obsolete), each Elder of the Corporation is ex officio a Trustee of the Corporation. Furthermore, the whole body of Trustees, including those Elders serving as Trustees ex officio, hereby creates two committees of Trustees, a Real Estate Committee and a Governing Committee. The Governing Committee will consist only of the Elders of the Corporation in their role as Trustees. The Real Estate Committee will consist of those Trustees who are not Elders of the Corporation (“Elected Trustees”), along with one or more Elders serving as Trustees ex officio, as determined by the Governing Committee from time to time. Nonetheless, the Real Estate Committee will consist of only three (3) Trustees, and at any time this is not the case, all authority of the Real Estate Committee will revert to the Governing Committee until that Governing Committee appoints enough Trustees to the Real Estate Committee to yield three (3) members of such Committee.

2.02 Authority of Trustee Committees.

The entire Board of Trustees hereby delegates the governing authority of the Corporation to the Governing Committee, except as prohibited by the Code. As such, authority granted or limited by, and procedures applicable to, the Elders in Section III of these Bylaws below or in the Church Constitution shall be considered as granted or limited by, or applicable to, the Governing Committee of the Board of Trustees, until such time as this Section II becomes obsolete. In addition, the entire Board of Trustees hereby determines that the Real Estate Committee is subject to the authority and direction of the Governing Committee and shall act only upon the direction of that Governing Committee. The Real Estate Committee, or a majority of its members, shall, only upon specific approval by the Governing Committee, have the authority and responsibility for all conveyances of title of Corporation real property to or from the Corporation. Anyone dealing with the Corporation relative to the Corporation’s real property may rely on the signatures of a majority of the members of the Real Estate Committee concerning any matter dealing with real property of the Corporation. A notarized certificate from the Secretary of the Board of Elders that the Real Estate Committee signatories have, in

fact been duly elected, and are then currently serving, and have the authority to transact the business set forth in such certificate shall be sufficient notification to the world that the Real Estate Committee members executing any documents in an authorized transaction are doing so with proper authority. Without such certificate from the Secretary of the Board of Elders that the Board of Elders has, in fact, conveyed such authority, the Real Estate Committee members shall not have the authority to execute documents.

2.03 Term and Election of Elected Trustees.

The term of each Elected Trustee shall be one year and until a successor Elected Trustee has been elected and qualified or until his earlier resignation, death or removal, or until there is a decrease in the number of Trustees. A decrease in the number of Elected Trustees or term of office does not shorten an incumbent Elected Trustee's term. The election of Elected Trustees for positions for which terms have expired or will expire (including positions for which vacancies are to be filled) shall occur in December of each year at the December meeting of the Governing Committee; or otherwise at a called meeting of the Governing Committee which is called by a majority vote of the existing members of the Governing Committee for the purpose of filling an Elected Trustee vacancy. Elected Trustees shall be eligible for re-election without limitation on the number of terms served. Elected Trustees shall serve in that role without compensation.

2.04 Meetings of the Real Estate Committee.

Meetings of the Real Estate Committee shall be held from time to time at such place within or without the state of Georgia as the Committee shall determine. Any one member of the Committee may call a meeting and a majority of the Real Estate Committee members then serving shall constitute a quorum. Notices of meetings must be given with at least two (2) days notice by telephone or personal delivery, or five (5) days notice by first class mail, of the date, time and place of a meeting of the Committee. In addition, the Governing Committee may call a meeting of the Real Estate Committee at any time and the Real Estate Committee shall be required to meet at the time and place selected by the Governing Committee.

2.05 Removal of Elected Trustees.

The Governing Committee shall have the right to remove any Elected Trustee at any time, and shall have the responsibility of replacing any Elected Trustee so removed. There shall be no need for there to be a reason for such removal, and the Governing Committee is encouraged not

to give reasons for mid-term removals of Elected Trustees. As noted above, the Governing Committee also has the right to appoint and remove Trustees, Elected or otherwise, to and from, respectively, the Real Estate Committee, though removal of an Elected Trustee from the Real Estate Committee also automatically removes such individual as a Trustee.

2.06 Written Consent of Actions by the Real Estate Committee.

Any action required or permitted to be taken by the Real Estate Committee may be taken without a meeting if a written consent, setting forth the action so taken, is signed by each member of the Real Estate Committee. Such written consents shall be filed with the minutes of the proceedings of the Real Estate Committee.

2.07 No Real Estate Committee Action Without Approval of the Governing Committee.

The Real Estate Committee may not take any action that is not approved by the Governing Committee. A certificate signed by the secretary of the Governing Committee, and notarized, shall be sufficient notice to the world that the Real Estate Committee has the authority to take the action indicated in such certificate.

2.08 Sole Purpose of the Real Estate Committee.

It is reiterated that the sole purpose of the Real Estate Committee is to transact Corporation business relative to the real property of the Corporation; and to execute any and all documents relative to any such real property transactions, including, but not limited to: the execution of deeds, notes, mortgages, closing statements, affidavits regarding real property, deeds to secure debt, environmental reports, zoning applications, and similarly related documents. In addition, the Real Estate Committee members shall have the authority to execute on behalf of the Corporation any other documents in any way concerning real property as might be directed by the Governing Committee.

III. ELDERS

(Georgia Nonprofit Corporation Code 14-3-801 through -831)

3.01 Duties of Elders.

(a) The Board of Elders (technically, as long as the Board of Trustees exists, the Governing Committee thereof, which consists ex officio of each Elder on the Board of Elders) is the body with the ultimate authority over and oversight of the Corporation, in accordance with the terms of the Church Constitution. As such, all corporate powers are exercised by or under the authority of, and the business and affairs of the Corporation are managed under the direction of, the Board of Elders, subject to any limitation in the Articles of Incorporation or these Bylaws that is otherwise lawful. Any corporate officer or employee exercises authority only as delegated by the Board of Elders. Further duties of Elders are defined in the Church Constitution, most of which qualify as Internal Rules, compliance with which is determined by the Board of Elders in its sole and unfettered discretion.

(b) The Board of Elders may determine the compensation of Elders for services in any capacity, subject to the applicable requirements of the Internal Revenue Code.

(c) The Board of Elders may appoint a Chair and any number of Vice-Chairs, whose duties are not as officers of the Corporation but as organizers of and facilitators for the Board of Elders itself. Unless the Board of Elders has delegated the duty to another board member or an officer, the Chair, or in the Chair's absence, a Vice-Chair, will establish the agenda for and moderate all meetings of the Board of Elders.

3.02 Qualifications of Elders.

Elders must be natural persons who are 18 years of age or older, but need not be residents of this state nor officers of the Corporation. In addition to these qualifications, the Church Constitution requires further qualifications that consist of Internal Rules, compliance with which is determined by the Board of Elders in its sole and unfettered discretion.

3.03 Number of Elders.

The number of Elders will be no fewer than seven and no more than ten, including the senior pastor who serves ex officio as an Elder. If due to vacancy or otherwise, the active Elders number fewer than seven, the remaining Elders must use their reasonable efforts to fill enough vacancies to reach seven active Elders, but they may continue to govern the Corporation in the interim as long as they are using those reasonable efforts.

3.04 Election of Elders.

Elders are nominated and elected pursuant to a procedure dictated in the Church Constitution.

3.05 Terms of Elders.

- (a) According to the Church Constitution, an Elder is elected to a three-year term and must rotate off the Board of Elders for at least one year between terms of service.
- (b) A decrease in the number of Elders does not shorten an incumbent Elder's term.
- (c) An Elder elected to fill a vacancy is elected for the unexpired term of his predecessor in office.
- (d) Despite the expiration of an Elder's term, the Elder continues to serve until a successor is elected and qualifies, until there is a decrease in the number of Elders, or until the Elder resigns, is removed, or dies.

3.06 Staggered Terms for Elders.

The Board of Elders will attempt to maintain the total number of Elders in three groups, with each group containing an equal number of Elders, as near as may be, and with each group's term expiring three years after the election of its members.

3.07 Resignation of Elders.

- (a) An Elder may resign at any time by delivering written notice to the chairman of the Board of Elders, any member of the board, the president, or the secretary (who must convey the resignation to the full Board of Elders).
- (b) A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

3.08 Removal of Elders.

- (a) Consistently with the Church Constitution, the Elders may remove one or more Elders with or without cause, but only by a three-fourths vote of the Elders, excluding the Elder under consideration.
- (b) An Elder may be removed by the Elders only at a meeting called for the purpose of removing the Elder and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Elder.

3.09 Vacancy on the Board.

- (a) If a vacancy occurs on the Board of Elders, including a vacancy resulting from an increase in the number of Elders, the vacancy may be filled by the affirmative two-thirds vote of (1) the

remaining members of the Board of Elders, or (2) if the Elders remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative two-thirds vote of a majority of all the Elders remaining in office, or by the sole remaining Elder, as the case may be.

(b) A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date or otherwise) may be filled before the vacancy occurs but the new Elder may not take office until the vacancy occurs.

3.10 Meetings of the Board.

(a) The Board of Elders may hold regular or special meetings in or out of this state.

(b) Members of the Board of Elders or any committee designated by it may participate in a regular or special meeting of such Board or committee, if they so request, or may conduct the meeting through the use of any means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Participation in a meeting by this means constitutes presence in person at the meeting.

(c) Meetings of the Board of Elders may be called by the Board Chair, any Board Vice-Chair, or any two Elders. In addition, the senior pastor, the president, or the secretary of the Corporation may call a meeting of the Board.

3.11 Action without Meeting.

(a) The Board of Elders may take corporate action without a meeting if at least the number of Elders required for passage of the action but not less than a majority of the entire Board of Elders takes the action.

(b) This action must be evidenced by one or more written consents describing the action taken, signed by the Elders taking the action, and delivered to the Corporation for inclusion in the minutes for filing with the corporate records.

(c) A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

(d) Such written consents may be delivered by electronic transmission, and the electronic transmission will qualify as the original.

3.12 Notice of Meeting.

(a) Regular meetings of the Board of Elders may be held without notice of the date, time, place, or purpose of the meeting.

(b) Special meetings of the Board of Elders must be preceded by at least two days' notice of the date, time, and place of the meeting. The notice need not describe the purpose of the special meeting, unless otherwise required under the Code, Articles of Incorporation, or these Bylaws.

3.13 Waiver of Notice.

(a) An Elder may waive any notice required to be given, before or after the date and time stated in the notice, in writing, signed by the Elder entitled to the notice, and delivered to the Corporation for inclusion in the minutes for filing with the corporate records.

(b) Alternatively, an Elder's attendance at or participation in a meeting waives any required notice to the Elder of the meeting unless the Elder at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

3.14 Quorum and Voting.

(a) Two-thirds of the number of Elders then in office constitutes a quorum for the transaction of business.

(b) If a quorum is present when a vote is taken, the affirmative vote of a two-thirds majority of Elders present is the act of the Board of Elders, unless the Code, the Articles of Incorporation, or these Bylaws require or allow the vote of a greater or lesser proportion of Elders.

(c) An Elder who is present at a meeting of the Board of Elders or a committee of the Board of Elders when corporate action is taken is deemed to have assented to the action taken unless: (1) the Elder objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting business at the meeting; (2) the Elder's dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) the Elder delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting.

3.15 Committees of Elders.

(a) The Board of Elders may by resolution adopted by a two-thirds majority of the entire Board of Elders, create one or more committees and appoint members of the Board of Elders to serve on them. Each committee may have one or more members, who serve at the pleasure of the Board of Elders.

(b) Sections 3.10-3.14, which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Elders, apply to committees and their members as well.

(c) To the extent specified in such resolution or in the Articles of Incorporation or the Bylaws, each committee consisting solely of Elders may exercise the authority of the Board of Elders.

(d) The Board of Elders, by resolution adopted in accordance with subsection (a) of this section, may designate one or more Elders as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee.

(e) Neither the designation of any such committee nor the delegation thereto of authority relieves the Board of Elders, or any member thereof, of any responsibility imposed by law to be exercised by the full Board.

3.16 Advisory Boards.

(a) The Board of Elders may establish one or more advisory boards and may appoint individuals to and remove individuals from such advisory boards at the pleasure of the Board of Elders.

(b) Advisory board members are limited to providing advice and recommendations to the Board of Elders. Neither a board of advisors nor any individual advisor shall have any power or authority to act on behalf of or bind the Corporation in such capacity.

3.17 Standards of Conduct for Elders.

The standards of conduct for Elders are prescribed by the Code and other applicable law.

IV. OFFICERS

(Georgia Nonprofit Corporation Code §§ 14-3-840 through -846)

4.01 Required Officers.

- (a) The Corporation must have a president, secretary, and treasurer, and may have additional officers appointed by the Board of Elders.
- (b) The same individual may simultaneously hold more than one office in the Corporation.
- (c) Without explicit authorization from the Board of Elders, an officer may not appoint other officers or assistant officers and may not assign compensation for any officer or assistant officer.

4.02 Duties of Officers.

- (a) While the Board of Elders retains the ultimate authority over the Corporation, it delegates day-to-day operation of the Corporation to the officers, subject to certain specific limitations established by the Board of Elders, including but not limited to operational, financial, and positional limitations, among others.
- (b) The president is the chief executive officer unless the Board provides otherwise, and otherwise must act as chief executive officer during that person's inability to act. The president is ex officio a voting member of all committees if he is a member of the Board of Elders, unless the Board provides that he is a nonvoting member. He must attend all meetings of the Board of Elders, unless the Board excuses him for part of a meeting if he has not been elected as an Elder. The president has authority to institute or defend legal proceedings when the Elders are deadlocked, and may call meetings of the Board.
- (c) The secretary has responsibility for preparing minutes of the Elders' meetings and for authenticating records of the Corporation, unless the Board of Elders delegates such responsibility to another officer. The secretary keeps or causes to be kept the minutes of meetings of Elders and the other corporate records, and acts as treasurer during that person's inability to act. The secretary must attend all meetings of the Board of Elders, unless another individual has agreed to keep the minutes of a particular meeting, and may call meetings of the Board.
- (d) The treasurer keeps or causes to be kept the assets and financial records of the Corporation, in the name of the Corporation, and gives written reports thereon to each meeting of the Board and to the president when requested. The treasurer must cause the Corporation to pay or make provision for its liabilities, and acts as secretary during that person's inability to act.

(e) The foregoing officers and other officers must perform such duties as are generally performed by such officers, and such duties as are additionally conferred by the Board of Elders.

(f) The president, executive vice president (if any), or secretary each are authorized to enter into transactions and execute appurtenant documents on behalf of the Corporation without need of further execution or attestation, if such documents represent a transaction (1) not exceeding the greater of Fifty Thousand Dollars (\$50,000) or One-half Percent (0.5%) of the unrestricted funds received by the Corporation or released from restriction in the previous fiscal year, (2) within the purview of the then-applicable budget previously contemplated and approved by the Board of Elders, or (3) otherwise previously explicitly authorized by the Board of Elders.

4.03 Standards of Conduct for Officers.

The standards of conduct for officers are as provided by the Code and other applicable law.

4.04 Appointment and Removal of Officers.

(a) In the absence of an employment contract otherwise limiting the Board of Elders, officers serve at the pleasure of the Board of Elders. As such, officers may be appointed or removed by the Board of Elders from time to time, whenever in its judgment the best interest of the Corporation will be served thereby.

(b) Any vacancy in any office occurring for whatever reason may be filled by the Board of Elders.

4.05 Resignation of Officers.

An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

4.06 Contract Rights of Officers.

(a) The appointment of an officer does not itself create contract rights.

(b) The removal of an officer does not affect the officer's contract rights (if any) with the Corporation.

(c) An officer's resignation does not affect the Corporation's contract rights (if any) with the officer.

V. MEMBERS

5.01 No Corporation Members.

The Corporation has no members as that term is defined in the Code. In other words, no corporate members exist with the authority to appoint or remove the Board of Elders of the Corporation. Nevertheless, the Corporation may establish a category of individuals named “members” who, though without power to appoint or remove Elders, must meet certain membership qualifications, do have certain membership rights as declared and established by the Corporation’s Board of Elders, and are expected to accomplish certain membership duties in order to maintain such membership. Certain of those membership rights are delineated in the Church Constitution, including a right of approval over decisions that the Board of Elders is not authorized to make without membership approval, namely (1) the appointment of a new senior pastor, (2) the approval of debt for the Corporation in excess of one-twelfth of the previous year’s annual operating budget, (3) the modification or establishment of denominational affiliation of the Corporation, and (4) the modification of the Articles of Incorporation or the Church Constitution. Qualifications for membership and organizational meetings of the members are as determined by the Church Constitution, or if not provided therein, then by resolution of the Board of Elders.

VI. INDEMNIFICATION AND LIMITATION OF LIABILITY

(Georgia Nonprofit Corporation Code §§ 14-3-850 through -865)

6.01 Indemnification of Elders.

Upon an Elder's compliance with any prerequisites required by the Code, the Corporation must indemnify an individual who is a party to a proceeding because the individual is or was an Elder, to the greatest extent allowed under the Code, against reasonable expenses incurred by the Elder in connection with the proceeding, whether advanced before final disposition of a proceeding or after such disposition, and against liability incurred in the proceeding.

6.02 Indemnification of Officers, Employees, and Agents.

The Corporation must indemnify and advance expenses to an officer, and may indemnify and advance expenses to an employee or agent by Board of Elders resolution, to the extent that the Corporation indemnifies and advances expenses to Elders pursuant to Section 5.01 above.

6.03 Insurance.

The Corporation may, but is not required to, purchase and maintain insurance on behalf of one or more Elders, officers, employees, or agents against liability, whether or not the Corporation would have power to indemnify them against the same liability.

6.04 Conflicting Interest Transactions.

The validity and ramifications of conflicting interest transactions are governed by the Code and the Internal Revenue Code.

6.05 Limitation of Liability of Elders.

(a) The liability of an Elder to the Corporation for monetary damages for any action taken, or any failure to take any action, as an Elder is hereby eliminated, except liability (1) For any appropriation, in violation of his duties, of any business opportunity of the Corporation; (2) For acts or omissions which involve intentional misconduct or a knowing violation of laws; (3) For the types of liability set forth in Code Sections 14-3-860 through 14-3-864 as amended; or (4) For any transaction from which the Elder received an improper personal benefit.

(b) The foregoing provision does not eliminate or limit the liability of an Elder for any act or omission occurring prior to the date of adoption of these Bylaws when such provision becomes effective.

(c) Any repeal or modification of the provisions of this Section 6.05 will be prospective only, and will not adversely affect any limitation on the personal liability of an Elder of the

Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by 90% of the Elders present at a duly noticed meeting with a quorum present.

(d) In the event of any amendment of the Code to authorize the further elimination or limitation of liability of Elders, then the liability of an Elder of the Corporation will be limited to the fullest extent permitted by the amended Code, in addition to the limitation on personal liability provided herein.

(e) In the event that any provision of this Section 6.05 (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and will remain enforceable to the fullest extent permitted by law.

VII. AMENDMENT

(Georgia Nonprofit Corporation Code §§ 14-3-1020 through -1022)

7.01 Amendment by Elders.

The Board of Elders may amend or repeal the Bylaws, or adopt new Bylaws, by a two-thirds majority vote of the entire Board of Elders.

VIII. MISCELLANEOUS

8.01 Merger.

These matters are governed by Georgia Nonprofit Corporation Code Sections 14-3-1101 through -1107 as amended.

8.02 Sale of Assets.

These matters are governed by Georgia Nonprofit Corporation Code Sections 14-3-1201 through -1202 as amended.

8.03 Dissolution.

These matters are governed by Georgia Nonprofit Corporation Code Sections 14-3-1401 through -1410 as amended.

8.04 Foreign Corporation.

These matters are governed by Georgia Nonprofit Corporation Code Sections 14-3-1501 through -1510 as amended.

8.05 Records and Reports.

These matters are governed by Georgia Nonprofit Corporation Code Sections 14-3-1601 through -1622 as amended.

8.06 Gender and Certain References.

Whenever from the context it appears appropriate, each term stated in either the singular or the plural shall include both the singular and the plural, and pronouns stated in the masculine, the neuter, or the feminine gender shall include the masculine, the feminine, and the neuter gender. The terms “hereof,” “herein” or “hereunder” shall refer to this Agreement as a whole and not to any particular Article or paragraph hereof.

8.07 Meetings Generally.

All meetings are governed by the most recent edition of Robert’s Rules of Order, except to the extent that that book is inconsistent with these Bylaws or with the Code.

The foregoing are attested by me as the current Bylaws of the Corporation, effective as of the ___ day of _____, 2011.

Rick Holliday, Secretary