

BYLAWS OF
METROPOLITAN BASKETBALL OFFICIALS ASSOCIATION
(A Georgia Nonprofit Corporation)
(As amended September 27, 2020)

ARTICLE I
STATUS

1.1 NAME: The name of this Corporation shall be Metropolitan Basketball Officials Association, Inc. ("MBOA").

1.2 PRINCIPAL OFFICE: The Corporation shall maintain its principal office at such place or places within the State of Georgia, as the Board of Directors may from time to time determine, or as the affairs of the Corporation may require or make desirable.

ARTICLE II
PURPOSE

2.1 NONPROFIT CORPORATION: The Corporation shall be organized and operated as a nonprofit Corporation under the laws of the State of Georgia.

ARTICLE III
BOARD OF DIRECTORS

3.1 POWERS: Subject to these Bylaws the full and entire management of the affairs and activity of the Corporation shall be vested in the Board of Directors which shall have and may exercise all of the powers that may be exercised or performed by the Corporation.

3.2 NUMBER: The Board of Directors shall be composed of five (5) directors elected from the members of the Corporation and five (5) Officers of the Corporation as elected according to Article 5.2 below. All members shall have the right to vote at any called Board meeting with the Chairman voting only in case of a tie vote.

3.3 ELIGIBILITY: To be eligible to be a member of the Board, a member of this Corporation must be an approved official and a member of this Corporation for two (2) years. A member can be nominated for more than one (1) office. No elected member of the board shall hold other offices.

3.4 ELECTION AND TERM: The election for Directors shall be held at the last general business meeting of the year. The nominations for this election shall be held at the January general business meeting. Voting for Directors can be done by absentee ballot (see article 5.2). The terms of Directors shall be a two (2) year term with three (3) Directors elected during even years and two (2) Directors elected during odd years. The term will run from May 1st to April 30th of the 2nd year following the year of election or until his/her successor is elected. Any member nominated for an officer or director position may campaign for election at any time after nomination and prior to the convening of the meeting at which the election will be conducted. The nominee may campaign on his/her own behalf and/or have other members campaign on his/her behalf. The campaign may consist of mailings, e-mails, posters, handouts, verbal campaigning, etc. However, negative comments which attack or degrade an individual personally are prohibited. Comments concerning the

opposition's past performance, ability to perform the functions of the position at issue, etc. are allowable. On the day of the election meeting, nominees may actively campaign at the meeting location up to the time the meeting is started. No campaigning will be allowed within 100 feet of the meeting location/room once the meeting has started. Nominees will be allowed to make a 5-minute presentation to the membership prior to the actual election, if they desire, provided the above restrictions are adhered to. Any nominee who violates these restrictions will lose his/her right to campaign.

3.5 VACANCIES: There shall be a special election at the next business meeting following the vacancy of a Director. Nominations and voting will be held at said business meeting. The Director elected to fill the vacancy will complete the term of the previous Director. At the end of the term, a general election will be held for that Directors seat.

3.6 REMOVAL: Any or all of the Directors may be removed for cause by vote of a majority of the Members.

3.7 CHAIRMAN: The Board of Directors shall elect one of the Directors as Chairman of the Board by majority vote. The term of the Chairman as a Director shall not be changed due to his/her election as Chairman. The Chairman shall preside at all meetings of the Board of Directors and shall have such other duties as the Board may from time to time prescribe.

3.8 DUTIES: The duties of the Corporation's Board of Directors are to:

- (a) Handle and investigate all valid complaints against individual officials and high schools and recommend action to be taken.
- (b) Investigate an applicant and make a recommendation to the membership for a vote as to the applicant's acceptance or rejection. Not making a recommendation will mean acceptance of applicant.
- (c) At all times work for promoting better officiating and better relations between schools and officials.
- (d) Report to the membership what disciplinary action, if any, has been taken against any member.
- (e) Review and rule on all appeals.
- (f) Review and rule on requests for official absentee ballots and issues absentee ballots.
- (g) Review and approve the Master Assignment Schedule prior to assignments being released.

3.9 MBOA RECORDS: Any records, memoranda, reports, etc. generated or prepared by any elected or appointed officer, board member or committee member/chairperson are and shall remain the exclusive property of the Association. Any and all such records shall be available for review upon request of the President or Chairman of the Board. Further, all such records shall be turned over to the President or Chairman of the Board within fourteen (14) days of the expiration of the officer's, board member's or committee member's term. Failure to do so will result in immediate suspension from the Association.

ARTICLE IV DIRECTORS MEETINGS

4.1 PLACE OF MEETINGS: The meetings of the Board of Directors shall be held at a location designated by the majority of the Board. The location shall be via conference call, video conference or in the proximity of the Atlanta Metropolitan area.

4.2 TIME OF MEETINGS: Meetings shall be held forty-five minutes to an hour prior to the regular business meeting of the Corporation.

4.3 SPECIAL MEETINGS: Special meetings of the Board of Directors may be called at any time by the Chairman of the Board, the President or by any one of the Directors.

4.4 NOTICE OF MEETINGS: Written notice of any meeting setting forth the time, place, and date of the meeting shall be given to each Director not less than three (3) days before the meeting. Such notice shall be given either by email, telephone communication, text or US Mail.

4.5 WAIVER OF NOTICE: Notice of a meeting need not be given to any Director who signs a written waiver of notice either before or after the meeting, and a Director's waiver shall be deemed the equivalent of giving proper notice. Attendance of a Director at a meeting shall constitute a waiver of notice at such meeting. The signature of any Director approving the minutes of any meeting of the Board of Directors, entered thereon, shall be effective to the same extent as if such Director had been present at such meeting.

4.6 QUORUM: At all meetings of the Board of Directors, a majority of the number of Directors shall constitute a quorum for the transaction of business. If a quorum is present, the affirmative vote of a majority of the Directors in attendance shall be the act of the Board and all resolutions adopted and all business transacted by the Board of Directors shall require the affirmative vote of a majority of the Directors present at the meeting. Once a quorum is present to organize A meeting it is not broken by the subsequent withdrawal of any of those present. A meeting may be adjourned despite the absence of a quorum.

4.7 PRESUMPTION OF ASSENT: A Director who is present at a meeting of the Board of Directors shall be presumed to have concurred in any action taken at the meeting, unless his/her dissent to such action shall be entered in the minutes of the meeting or unless he/she shall submit his/her written dissent by registered or certified mail, email, telecommunication or text to the Secretary of the Corporation within twenty four (24) hours after the adjournment of the meeting. Such right to dissent shall not apply to a Director who, being present at the meeting failed to vote against such action.

4.8 ACTION BY CONSENT: Any action to be taken at a meeting of the Directors, or any action that may be taken at a meeting of the Directors, may be taken without a meeting if a consent which may be in the form of minutes of a meeting, in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE V OFFICERS

5.1 TITLES OF OFFICERS: The officers of the Corporation shall be President, Vice President, Secretary, Treasurer and Booking Agent.

5.2 ELECTION: The officers shall be nominated at the January business meeting and the election shall be held at the last general business meeting. Anyone wishing to vote by absentee ballot must mail ballot to the Chairman of the Board of Directors one (1) week prior to the election. Any absentee ballots received after the one (1) week deadline will be null and void. The ballot shall be written in ink or typed and signed by the person submitting the ballot. Request to receive an official absentee ballot shall be made in writing to the Chairman of the Board. A self-addressed stamped envelope must be included with request for absentee ballot. In the event, absentee ballot cannot be mailed, the official(s) may submit a request to the Chairman of the board of directors requesting access to the voting portal. Requests are subject to approval by the Board of Directors. The absentee ballots will be available one (1) week after the January nominations meeting. The voting portal will only be set-up for those official(s) who request an absentee ballot during the recommended timeframe stated in the by-laws. Official(s) will be allowed to vote through the standing assigning system and such votes will be

recorded and submitted at the end of the season general meeting. No absentee ballots will be accepted by email vote. Any member nominated for an officer or director position may campaign for election at any time after nominations and prior to the convening of the meeting at which the election will be conducted. The nominee may campaign on his/her own behalf and/or have other members campaign on his/her behalf. The campaign may consist of mailings, e-mails, posters, handouts, verbal campaigning, etc. However, negative comments which attack or degrade an individual personally are prohibited. Comments concerning the opposition's past performance, ability to perform the functions of the position at issue, etc. are allowable. On the day of the election meeting, nominees may actively campaign up at the meeting location up to the time the meeting is started. Once the meeting has started no campaigning will be allowed within 100 feet of the meeting location, room or virtual platform. Nominees will be allowed to make a 5-minute presentation to the membership prior to the actual election, if they desire, provided the above restrictions are adhered to. Any nominee who violates these restrictions will lose his/her right to campaign.

5.3 TERMS OF OFFICE: Each officer of the Corporation shall be elected to hold office for a period of two (2) year. Two officers, President and Booking Agent will be elected on even years and the Vice President, Treasurer and Secretary will be elected on odd years beginning with the 2004 elections. The term of office shall run from May 1st of the year of election through April 30th of the following year.

5.4 VACANCIES: The President of the Corporation or the Board, in the event there is no President, shall call a Special Election meeting of the membership to fill the vacancy existing. All members must be notified in writing or telecommunication at least fifteen (15) days prior to the time this Special Election is to be held.

5.5 ELIGIBILITY: To be eligible to be an officer, a member of this Corporation must be an approved official and a member of this Corporation for two (2) years. A member can be nominated for more than one (1) office. No elected member shall hold other offices.

5.6 PRESIDENT: The duties of the President of the Corporation are:

- (a) Be Chief Executive Officer of the Corporation.
- (b) Have general and active management of the operation of the Corporation.
- (c) Have the authority to institute or defend legal proceedings when the Directors are deadlocked.
- (d) Present at the last general business meeting of the year a report of the activities of the Corporation for the preceding fiscal year.
- (e) Preside at all meetings and clinics of the Corporation.
- (f) Appoint committees and shall supervise the activity thereof.
- (g) The President if a member of the assembly can vote as any other member when the vote is by ballot. In all other cases the president, if a member of the assembly, can (but is not obliged to) vote whenever his/her vote will affect the result that is, he can vote either to break or cause a tie or, in a case where two-thirds vote is required, he can vote either to cause or to block the attainment of the necessary two-thirds.
- (h) Supervise all negotiations on behalf of the Corporation and make every reasonable effort to further the policies adopted by the Corporation.
- (i) Assist the Booking Agent of the Corporation in any way deemed necessary, particularly in screening members who are not making progress in officiating and present the names of such members to the Board for action as necessary.
- (j) Countersign all checks for disbursements in the name of the Corporation as authorized by the Board.

- (k) Receive a fee of \$250 per year (basketball season) for performance of these duties. Payments of said fee shall come from the Corporation's general fund.
- (l) Perform whatever other duties the Board of Directors may from time to time prescribe.
- (m) Notify all members of meetings held by the Corporation. Notice to be given to membership one (1) week prior to the meeting.

5.7 VICE PRESIDENT: The duties of the Vice President of the Corporation are:

- (a) In case of absence, disqualification or inability to act, the Vice President of the Corporation shall assume the duties and responsibilities of the President until a successor is elected.
- (b) Assist the President of the Corporation in the performance of his/her duties when requested to do so.
- (c) Perform duties as Training Officer for the association
- (d) Vice President should receive compensation by the association in the amount of \$150.00 for services rendered.
- (e) Notify all members of the Corporation about clinics and GHSA sponsored camps. Notice to be given to membership in advance for proper camp and clinic registration.

5.8 SECRETARY: The duties of the Secretary of the Corporation are:

- (a) Handle all correspondence of the Corporation.
- (b) Maintain and preserve all official records of the Corporation.
- (c) Record the minutes of all business transaction at each regular meeting of the Corporation and post recorded minutes on the assigning system. Minutes are to be made available to the membership at every general business meeting.
- (d) Record the minutes of all business transacted at each Board Meeting and make the minutes available to the Board of Directors at every Board Meeting.
- (e) Have dual responsibility with the Treasurer for all MBOA and GHSA insignias other than the initial issue of the GHSA insignia and the sale thereof.
- (f) Secretary should receive compensation by the association in the amount of \$150.00 for services rendered.

5.9 TREASURER: The duties of the Treasurer of the Corporation are:

- (a) Collect and be held responsible for all dues, game fees and other monies paid to the Corporation.
- (b) Keep a complete and accurate account of all money received and deposit same in the name of and to the credit of the Corporation and in such depository as may be designated by the Board of Directors.
- (c) Countersign all checks for disbursements in the name of the Corporation as authorized by the Board.
- (d) Maintain a complete and accurate account of receipts and disbursements and make the account available for the reporting to the membership at each meeting.
- (e) Make available to the Finance/Audit Committee at their request all records in his/her possession for audit by said Committee.
- (f) Report to the Board and the Booking Agent of the Corporation any and all members who are not in good standing financially with the Corporation.
- (g) After processing receive all accepted applications for membership and issue the new members all Corporation data.
- (h) Have dual responsibility with the Secretary for all MBOA and GHSA insignias other than the initial issue of the GHSA insignia and the sale thereof.
- (i) Receive a fee of one percent (1.5%) of all game fees for each game assigned to an official of the Corporation for regular season games and tournament games, including post season tournaments, except for post season GHSA tournament games for which GHSA pays fees directly to the officials.
- (j) Submit a financial summary report to the Corporation/membership at each scheduled meeting and provide a written annual report at the end of the basketball season.

- (k) Provide each member with a written detailed summary of fees paid to the member for games officiated, fines, dues, etc. for the current season.
- (l) Send invoices to proper authorities no later than 10 days after completion of the regular season, tournament, post-season, summer and fall camp for payment.

5.10 BOOKING AGENT: The duties of the Booking Agent of the Corporation are to:

- (a) Maintain and preserve all official records of the office of the Booking Agent.
- (b) Hold a roll call at all meetings of the Corporation.
- (c) Upon request, furnish the coaches or athletic directors of the schools served by the Corporation with a complete list of the membership.
- (d) Notify the President of the Corporation when a member is not in good standing with this or any other Association or Corporation.
- (e) Report to the Board members who were absent at the last regular meeting of the Corporation.
- (f) Assign officials to all games during the regular season, all invitational tournaments and any other tournament desiring this service. The only deviation will be recreation schedules where some person other than the Corporation's Booking Agent would assign officials. In this event, the assignment of the Corporation's Booking Agent would take preference.
- (g) Receive a booking fee of eight percent (8%) of all game fees of each game assigned to an official for regular, tournament, and post season games, except for those games assigned by GHSA.
- (h) At all times keep an accurate record of games assigned during the season for each official. These records shall be available for and subject to an inspection by the membership at all called meetings.
- (i) Make a detailed annual report of all games worked by each official. Said report is to be made at the last general business meeting of the season. Said report shall be made available for review to all members upon request.
- (j) Record all fines assessed each member and provide a written copy of such record to the Treasurer and the Board of Directors monthly.
- (k) Remove from his/her roster of active officials any member reported to him as being suspended or expelled or as not being in good standing for any reason and cancel. Unworked assignments of such members.
- (l) Advise the Board through the President of the Corporation of any games he/she has assigned for members to officiate with nonmembers. He/She must take this action immediately after assignments. If the President of the Association cannot be contacted, he/she shall contact the Chairman of the Board.
- (m) Maintain electronic evaluation file for each official assigned to games. Electronic evaluation files shall be made available to the Rating Review Committee one (1) month prior to the 1st general business meeting of the year (basketball season).
- (n) Submit the Master Assignment Schedule to the Board of Directors at least 7 days prior to its scheduled release for each half for review and approval by the Board. Further, any changes made to the Master Schedule more than 48 hours prior to the effective change shall be submitted to The President and Chairman of the Board for review .
- (o) The Booking Agent shall initially assign himself/herself no more than 15 assignments for the regular season nor more than three (3) times the number of assignments that each official would receive based upon the number of assignments divided by the number of active officials, whichever is greater. This number can be exceeded in an emergency basis with the approval of the President or Board Chairman.
- (q) Review all invoices no later than 5 days after completion of the regular season, post-season, assigned tournaments, summer and fall camps prior to the treasurer releasing invoices for payment.
- (r) To obtain current information on the Principals. Athletic Directors, Girls/Boys Head Coach, and Bookkeeper prior to the start of each season.

5.11 REMOVAL: Any officer may be removed by a vote of a majority of the members whenever in their judgment the best interests of the corporation will be served.

5.12 COMPENSATION: The Board of Directors, subject to the approval of the membership, shall fix the compensation of the officers of the Corporation and may make other payments as they may deem appropriate.

5.13 MBOA RECORDS: Any records, memoranda, reports, etc. generated or prepared by any elected or appointed officer, board member or committee member/chairperson are and shall remain the exclusive property of the Association. Any and all such records shall be available for review upon request of the President or Chairman of the Board. Further, all such records shall be turned over to the person who will assume the elected position within fourteen (14) days of the expiration of the officers' board member's or committee member's term. If the position is vacant the President or Chairman must assume all items until the position is filled. The President and Chairman must be notified that all items have been turned over to the elected officer or committee member. Failure to do so will result in immediate suspension from the Association

5.14 MEETING OF BOARD OF DIRECTORS: All elected officers of the corporation are required to attend all meeting called by the Board of Directors.

ARTICLE VI MEMBERSHIP

6.1 CORPORATION: The Corporation shall be composed of all duly registered members currently in good standing in this Corporation and in the Georgia High School Association (GHSA).

6.2 DULY REGISTERED MEMBERS: A duly registered member is a person who has been admitted to the Corporation as a member and has paid all dues, fines or other assessments and who has not been suspended or expelled from the Corporation.

6.3 NUMBER OF MEMBERS: The total membership (number) of the Corporation will be determined each year by the membership on the recommendation of the officers of the Corporation and the Board.

6.4 WHO MAY APPLY: Applicants eighteen (18) years or older who have never been affiliated with any other recognized basketball official's association must file a written application. Applicants for membership in this Corporation must be of good sound character and integrity above reproach. The Corporation will not accept any new applications from individuals without prior affiliations with a recognized basketball association after the total membership (number) has been reached. The Corporation may accept transfer applications at any time and the membership may admit such transferee at any general business meeting. Applicants may have the option to join either MBOA or MBOA and GHSA for membership in this Corporation for their first year.

6.5 LIFE AND HONORARY MEMBERS: The membership may elect life and honorary members of this Corporation from those qualified for such honor.

6.6 OFFICIATING WITH NON-MEMBERS: High school games officiated by members of the Corporation must be officiated with a fellow MBOA member. Only cases where an emergency exists

and the booking agent specifically assigns an official to work with a nonmember, or in district, region and/or state tournaments, will it be permissible to work with a non-member.

6.7 UNAUTHORIZED CONTRACTS: At no time will a member contract to officiate any high school game, other than a tournament game, without obtaining permission from the Board of Directors.

ARTICLE VII MEETINGS

7.1 MEETINGS: There will be a number of general business meetings each year as designated by the President and the Board of Directors. The first general business meeting of the basketball season will be held within two (2) weeks of September 1st. The last general business meeting will be held within two (2) weeks of March 31st of each year.

7.2 SPECIAL MEETINGS: The President of the Corporation shall call any other meetings as he deems necessary.

7.3 ATTENDANCE: Attendance at all scheduled meetings, and clinic promoted by this Corporation is mandatory. Any member failing to attend a scheduled meeting will automatically be assessed the fine as set out in the Corporation's Policies and Procedures. All fines are appealable to the Board. The only exception will be for game(s) assignments by the Corporation's Booking Agent.

7.4 PARLIAMENTARY AUTHORITY: The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not order, the Corporation may adopt.

ARTICLE VIII DUES AND FEES

8.1 CORPORATION: Each member, other than Life and Honorary members, of this Corporation must pay annual dues for membership in the Corporation in the amount stated in the association Policy and Procedures. This amount includes insurance. Dues shall be payable on March 31st of each year by all current members in good standing with the Corporation. Dues shall be withheld from fees paid to members.

8.2 GHSA: Each member of the Corporation who are currently a member of Georgia High School Association must pay annual dues for membership. Such dues shall be withheld from fees paid to members. New members have the option to join MBOA or both MBOA/GHSA. Such dues shall be withheld from fees paid to members.

8.3 REFUNDS: No dues can be refunded after September 1st of the year in which dues are paid unless approved by the Board. In the event of suspension or expulsion of a member the purchase price for insignias, if they are returned in good condition, may be refunded by the Treasurer of the Corporation.

ARTICLE IX DISCIPLINE

9.1 GROUNDS FOR DISCIPLINE: The Board of Directors, by majority vote, shall have the authority to suspend any member for a period of time not to exceed thirty (30) days or the next called meeting, whichever is first, for failure to comply with the established authority or regulation of this Corporation or the GHSA, or for delinquency in payment of authorized charges, or for any other conduct conclusively established to be contrary to the best interests of basketball.

9.2 APPEALS: A member charged with any offense shall have the right to be heard in person or by written statement in his/her own defense. Any action taken by the Board of Directors of this Corporation affecting the status of any member may be appealed by that member to the general membership at the next meeting. It will require a two-thirds (2/3) vote by the members present to reverse or otherwise alter any disciplinary action taken by the Board.

ARTICLE X COMMITTEES

10.1 RATING REVIEW COMMITTEE: A rating review committee will be appointed yearly by the Board of Directors. The primary responsibility of this committee is to review all documents used in the administration of our current rating system. This committee will have three (3) members who must be an approved official and been a member for two (2) years. This committee will submit a report to the Board of Directors two (2) weeks prior to our first general business meeting in September.

10.2 FINANCE/AUDIT COMMITTEE: The duties of the Finance/Audit Committee are to audit all financial records as deemed necessary by the President or the Board. This committee shall be appointed by the Board of Directors at the last general business meeting and shall give a report to the membership at the 1st general business meeting of the upcoming season.

10.3 OTHER STANDING COMMITTEES: The President or the Board of Directors may appoint other committees as deemed necessary.

10.4 MBOA RECORDS: Any records, memoranda, reports, etc. generated or prepared by any elected or appointed officer, board member or committee member/chairperson are and shall remain the exclusive property of the Association. Any and all such records shall be available for review upon request of the President or Chairman of the Board. Further, all such records shall be turned over to the President or Chairman of the Board within fourteen (14) days of the expiration of the officer's, board member's or committee member's term. Failure to do so will result in immediate suspension from the Association.

ARTICLE XI CORPORATION POLICIES AND PROCEDURES

11.1 POLICIES AND PROCEDURES: The Corporation shall have Corporation Policies and Procedures as determined by the membership with such Policies and Procedures to be the operating rules of the Corporation. Upon adoption or amendment thereof by the membership, the Corporation Policies and Procedures shall take effect.

ARTICLE XII INDEMNIFICATION

12.1 INDEMNIFICATION:

- (a) The Corporation shall indemnify those persons whom it is entitled to indemnify under paragraphs (a)-(e) of the Georgia Code Annotated Section 14-2-156 for those amounts authorized under said statutory provision; provided, however, indemnification shall only be made upon compliance with the requirements of such statutory provisions and only in those circumstances in which indemnification is authorized under those provisions; provided further, however, the membership may approve additional indemnification's pursuant to Section 156 (f). The Corporation may also provide, if approved by action of the Directors, or membership, additional indemnification pursuant to Sections 156 (d) and (I).
- (b) The Corporation may purchase and maintain insurance on behalf of those persons for whom it is entitled to purchase and maintain insurance under Section 156 (g) against any liability asserted against such persons and incurred by such persons in any capacity as described in said statutory provision, or arising out of such person status as described in said statutory provision, whether or not the Corporation would have the power to indemnify such persons against such liability under the laws of the State of Georgia.
- (c) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order, action by the shareholders or by an insurance- carrier pursuant to insurance maintained by the Corporation, the Corporation shall provide notice of such payment in accordance with Section 156 (h) and in the manner specified in Section 113.
- (d) The indemnification and advancement of expenses provided by or granted pursuant to Section 156 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. The provisions of this Section 9.1 shall be applicable to any of those proceedings described in Section 111-6 commenced or continuing after the adoption of this Section 9.1, whether arising from acts or omissions occurring before or after such adoption.
- (e) Any advance or advances provided for hereunder shall be advanced within 20 days after the receipt by the Corporation of a statement or statements from the person requesting such advance or advances from time to time, whether prior to or after final disposition of those proceedings described in Section 156, with such statement or statements reasonably evidencing the expenses incurred by such person and including the undertaking described in Section 156 (e). To obtain indemnification under this Section 9.1, such person shall submit to the Secretary of the Corporation a written request, including such documentation and information as is reasonably available to such person and reasonably necessary to determine whether and to what extent such person is entitled to indemnification. The determination of such person's entitlement to indemnification shall be made within a reasonable time after receipt by the Corporation of the written request for indemnification together with the supporting documentation for same. The Secretary of the Corporation shall, promptly upon receipt of such a request for indemnification, advise the Board of Directors in writing that such person has requested indemnification.

ARTICLE XIII AMENDMENT

13.1 CORPORATION: The Board of Directors shall have the power to alter, amend or repeal the Articles of Incorporation in any manner that it may deem necessary or advisable to effectuate the general purposes of the Corporation or to cause the Corporation to qualify as an exempt organization as defined in the Articles of Incorporation, provided that no such amendment shall in any manner permit any use or purpose of the property or income therefrom other than for purposes commonly carried on by organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue

Code of 1986 (or the corresponding provision of any future United Internal Revenue Law).

13.2 BYLAWS AMENDMENT: These bylaws may be amended at any general meeting of the Corporation by a two-thirds vote of the membership, provided that the amendment has been submitted in writing at the previous general business meeting.

ARTICLE XIV MISCELLANEOUS

14.1 SEAL: The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine and shall initially be in the following form.

CORPORATE SEAL GEORGIA

In the event it is inconvenient to use such a seal at any time, the signature of the company 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 him or any Assistant Secretary on such papers as may be directed by law, by these Bylaws or by the President or by the Board of Directors. The presence or absence of the Corporate Seal on any instrument, or its addition thereto, shall not affect the character, validity, or legal effect of the instrument in any respect.

14.2 INTERESTED DIRECTORS: No contract or other transaction between this Corporation and any other firm, Corporation or Corporation shall be affected or invalidated by the fact that any of the members of the Board of Directors of this Corporation are interested in or are members, shareholders, governors, directors or officers of such firm, association or corporation and no contract act or transaction of this corporation with any individual, firm, association or corporation shall be affected or by invalidated by fact that any members of the Board of Directors of this corporation are parties to or interested in such contract, act or transaction or are in any way connected with such individual, firm, association or corporation. Each and every individual who may become a member of the Board of Directors of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may any way be interested.

14.3 ANNUAL STATEMENTS: No later than five (5) months after the close of each fiscal year and in any case prior to the 1st general business meeting of the Board of directors, the Treasurer of the corporation shall prepare:

- (a) A balance sheet showing in detail the financial condition of the corporation as of the close of its fiscal year.
- (b) A statement of receipts and expenditures showing the results of its operations during it fiscal year. Upon written request, the Treasurer of the Corporation shall promptly mail to any member, a copy of the most recent such balance sheet and statement of receipts and expenditures.

14.4 HEADINGS: The Article and Section headings contained herein, are for convenience and reference only and shall in no manner be construed as a part of these bylaws.