

**BYLAWS OF THE
EXECUTIVE COMMITTEE OF THE BAPTIST CONVENTION
OF THE STATE OF GEORGIA**

**First Amendment 2017
Second Amendment September 12, 2023
Third Amendment September 10, 2024**

PREAMBLE

The name of the corporation is “Executive Committee of the Baptist Convention of the State of Georgia”, which does business as the “Georgia Baptist Mission Board” (herein, the “Corporation”). The Corporation was formed by an Act of Incorporation of the Georgia legislature, enacted on or about December 22, 1830, and it filed restated articles of incorporation with the State of Georgia on or about September 14, 2023 (the “Restated Articles”). The Corporation shall be governed by its highest governing body, known as the “Executive Committee.” When used herein, “Executive Committee” shall refer to the governing board as opposed to the Corporation itself.

ARTICLE I. EXECUTIVE COMMITTEE

Section 1. Role and Authority. (a) As provided for in Article VI of the Restated Articles, the Executive Committee shall serve as the board of directors of the Corporation, with full governance powers under the Georgia Nonprofit Corporation Code. (b) The Executive Committee may create one or more committees of the Board. A committee exercising the authority of the Board of Directors shall consist of two (2) or more current or former Executive Committee members, at least one (1) of whom shall be a current Executive Committee member. A committee not exercising authority of the Board of Directors shall consist of two (2) or more persons, at least one (1) of whom shall be a current Executive Committee member. (c) The Executive Committee shall maintain an official organizational manual with the office of the Executive Director outlining the duties, responsibilities, terms, members, and appointment or election procedures for the members of the committees and boards of the Convention committees, agencies and institutions (the “Manual of Procedures”), and the Executive Committee shall provide copies of the latest version of the Manual of Procedures to the Convention.

Section 2. Composition. The Executive Committee’s composition and eligibility shall be as provided for in the Bylaws of the Corporation’s Sole Member, Georgia Baptist Convention, Inc. Currently, the Executive Committee shall consist of (a) six (6) *ex officio* members, (b) one (1) member elected from each cooperating Association, and (c) five (5) members from each of the six (6) state regions (thirty (30) members total from the six regions). Each elected member shall be elected to a five-year (5) term. It is important that at least one-half of the at-large positions (group (c) above) elected annually to serve on the Executive Committee be laypersons. The President, First Vice President, Second Vice President, Recording Secretary, and the two (2) Assistant Recording Secretaries shall serve as *ex officio* (voting) members of the Executive Committee. Each Executive Committee member shall also be a member in good standing of a Cooperating Church.

Section 3. Attendance. Any member of the Executive Committee who misses all of the Executive Committee meetings during any year of their term shall forfeit membership on the Executive Committee. Any elected member of the Executive Committee who misses at least fifty percent of such meetings during any year without contacting the office of the Executive Director and receiving an excused absence for any meeting missed shall forfeit membership on the Executive Committee.

Section 4. Rotation Policy. No person serving as an elected member of the Executive Committee shall be eligible for re-election to membership on the Executive Committee after the expiration of their term of service or after a forfeiture of such service, until such person has been off the membership of the Executive Committee for at least one (1) year; provided, however, where a person is elected to replace another member and where the replacement member will serve less than one-half of the original term, such person shall be eligible for re-election to membership on the Executive Committee. To the extent this policy applies to other committees of the Corporation, it shall be read so that the subject committee is substituted for “Executive Committee” at each reference in the preceding sentences.

ARTICLE II. MEETINGS OF THE EXECUTIVE COMMITTEE

Section 1. Regular Meetings. The Executive Committee shall hold regular meetings at least three (3) times a year. The first annual meeting will be held in November, either immediately prior to, or subsequent to, and at the time and place of, the annual meeting of the Georgia Baptist Convention. The time, date and place for each regular meeting for the year shall be announced by the Chairman at the annual meeting, subject to change by the Executive Committee. The time, date and place for the annual meeting shall be made in a written notice sent by regular mail or email to each member of the Executive Committee at least five (5) days before the day of the meeting.

Section 2. Called Meetings. A called meeting of the Executive Committee shall be set upon the call of the Chairman or the Executive Director, or where a written petition of at least twenty (20) members of the Executive Committee seeking a called meeting and stating the reason for the meeting therein is delivered to the Chairman or the Executive Director. A petitioned meeting shall be called by either the Chairman or the Executive Director within five (5) days of receipt of the petition and such meeting shall be set at a time no more than thirty (30) days from receipt of the petition. Written notice of a called meeting shall state the time, date and place of the meeting and the purpose for the meeting and shall be sent by regular mail or email to each member of the Executive Committee at least five (5) days before the meeting. The called meeting shall be limited to the purpose stated in the notice of the meeting.

Section 3. Quorum. A quorum for all meetings shall be forty-five (45) members, which shall include *ex officio* members.

Section 4. Waiver. Whenever any notice of the meetings of the Executive Committee is required to be given under the provisions of the Articles of Incorporation, these Bylaws, or applicable law, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance

at a meeting by a person entitled to notice shall constitute a waiver of notice of such meeting, except where such person objects at the start of such meeting to the transaction of business because the meeting is not lawfully called or convened.

Section 5. Participation by Virtual Means. Members of the Executive Committee may participate in Executive Committee meetings by means of a videoconference, telephone, or similar communications equipment whereby all persons participating in the meetings can hear each other. Participation by such means shall constitute presence in person at such meetings. When a meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such meeting.

Section 6. Action Without a Meeting. (a) Any action required or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all members. Such consent shall have the same force and effect as a unanimous vote at a meeting duly called. For such purposes, any Executive Committee member who has a conflict of interest (as determined by majority vote of the remaining members) or who recuses himself from consideration, due to a conflict of interest or otherwise, shall not be counted, such that a unanimous consent of all non-recused and non-conflicted members shall constitute unanimous written consent. (b) Such written consents may be delivered by facsimile, U.S. Mail, DocuSign or other electronic signature, scanned email (PDF with physical signature), or other physical delivery method or similar electronic means. (c) More specifically and without limiting the foregoing, (i) electronic voting may take place on any electronic platform to which the Corporation provides access to all members and on which a record of the resolution and each member's vote is created, and, alternatively, (ii) written consents may be delivered without signature by indicating an affirmative vote regarding a resolution via text, email, or other electronic means, in which case the Corporation's Secretary is authorized to sign the consent on behalf of such member or, once sufficient consents have been received, to certify that the resolution was duly passed. (d) Signed consents and/or proof of electronic consent, along with the resolution's text, shall be retained with the corporate records. (e) Action by written consent shall not require a motion or second to be made or recorded. (f) An Executive Committee member's consent may be withdrawn by a revocation signed by the member and delivered to the Corporation prior to delivery to the Corporation of unrevoked written consents signed by all the members required for an action to be taken. (g) Action taken under this Section 6 is effective when the last required signed consent is delivered to the Corporation, unless the consent specifies a different effective date.

ARTICLE III. OFFICERS

Section 1. Chairman and Vice Chairman. The Executive Committee shall elect a Chairman and Vice Chairman who shall perform the usual and customary duties of such office. They shall be elected annually and shall assume their duties at the end of such meeting. They shall serve until their successors have been duly elected and qualified and may not serve more than two (2) one-year terms in such office and may not then serve in such office again. Should the Chairman resign from office or cease to be a member of the Executive Committee, the Vice Chairman shall serve as Chairman until the Executive Committee's next annual meeting. The Chairman shall be an *ex officio*, nonvoting member of all committees of the Executive

Committee other than the Administration Committee. As noted below in Article IV and V, the Chairman and the Vice Chairman shall be members of the Administration Committee and the Compensation Committee with voting rights (subject to Article V, Section 1(c)). When used herein, the capitalized terms, “Chairman” and “Vice Chairman,” shall mean those officers of the Executive Committee and the Corporation unless expressly referenced in connection with another committee or governing body.

Section 2. Executive Director. The Executive Committee shall elect an Executive Director who shall be the Chief Executive Officer of the Corporation. He shall serve until a successor has been duly elected.

(a) Duties of the Executive Director. The Executive Director shall have the duties and responsibilities as are usual and customary for a president and chief executive officer. He shall be responsible for direction of the work of the Corporation and for all of its business and affairs. He shall employ and be in charge of all employees. He may create subsidiaries of the Corporation as may be advisable or necessary for carrying out its business. He shall be the custodian of all documents and records of the Corporation, shall receive as custodian all funds remitted to the Corporation, and shall disburse all such funds as authorized by the Executive Committee, the Administration Committee, or as designated by the donors. The Executive Director or his designee shall attend all meetings of the Executive Committee, the Administration Committee, and other committees of the Executive Committee. He shall perform such other duties as assigned or delegated to him by the Executive Committee or the Administration Committee and shall report to the Executive Committee and Administration Committee as required. The Executive Director shall be an *ex officio*, nonvoting member of all committees of the Executive Committee.

(b) Assistant Executive Director. The Executive Director shall recommend a person to serve as Assistant Executive Director who shall be approved by the Administration Committee. The Assistant Executive Director shall assist the Executive Director and perform such duties and assume such responsibilities as assigned or delegated by the Executive Director. The Assistant Executive Director shall serve at the pleasure of the Executive Director.

Section 3. Administrative Secretary. The Executive Committee shall have an Administrative Secretary and an Assistant Administrative Secretary who shall be appointed by the Executive Director and shall serve at the pleasure of the Executive Director. The Administrative Secretary shall perform the usual and customary duties of secretary and serve as recording secretary for the Executive Committee and the Administration Committee.

ARTICLE IV. ADMINISTRATION COMMITTEE

Section 1. Election and Term of Members. The Administration Committee shall consist of the President of the Convention, Chairman and the Vice Chairman of the Executive Committee, and nine (9) members elected by the Executive Committee. Members elected to the Administration Committee shall be elected from and serve during their terms on the Executive Committee, and at its regular meeting, the Executive Committee shall elect new members for those whose terms have expired. Should a person serving on the Administration Committee be elected President of the Georgia Baptist Convention or Chairman of the Executive Committee,

such person's position on the Administration Committee shall be considered an interim vacancy for the time such person is serving in such elected office and a replacement member shall be named to serve in such position by the Administration Committee and then affirmed by the Executive Committee at its next meeting. The replacement member shall serve as a member of the Administration Committee until the earlier of the term of the member replaced ends, or the person replaced is no longer in office, whereupon such person leaving office shall complete his term as a member of the Administration Committee. Any person who served as a replacement member shall be eligible to be subsequently elected to serve as a member. Should a vacancy occur in the membership of the Administration Committee for any reason other than expiration of a term, a person shall be named to serve in such position by the Administration Committee until the regular meeting of the Executive Committee, when such position shall be filled by the Executive Committee's normal election process. Six (6) members of the Administration Committee shall constitute a quorum. The Administration Committee shall elect a chairman and vice chairman.

Section 2. Duties and Responsibilities. The Administration Committee shall have charge of all business and affairs of the Corporation in the interim between the meetings of the Executive Committee. The action of the Administration Committee shall be in all matters the action of the Corporation and shall be binding upon the Corporation unless such action is expressly contrary to a specific policy or instruction of the Executive Committee.

Section 3. Regular Meetings. The Administration Committee shall meet as necessary to carry out its responsibilities. The time, date and place of all regular meetings will be set in advance by its Chairman and the Executive Director. Notice of all meetings will be provided to members of the Administration Committee.

Section 4. Called Meetings. A called meeting of the Administration Committee may be set upon the call of the Chairman of the Executive Committee, the Chairman of the Administration Committee, or the Executive Director. Notice of a called meeting shall state the time, date and place of the meeting and the purpose for the meeting and shall be provided to each member of the Administration Committee at least two (2) days before the meeting. The Administration Committee may consider and take action on any matter or business needing attention at a called meeting.

Section 5. Waiver. Whenever any notice of the meetings of the Administration Committee is required to be given under the provisions of the Articles of Incorporation, these Bylaws, or applicable law, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at a meeting by a person entitled to notice shall constitute a waiver of notice of such meeting, except where such person objects at the start of such meeting to the transaction of business because the meeting is not lawfully called or convened.

Section 6. Participation by Virtual Means. Members of the Administration Committee or of any other committee of the Corporation may participate in the meeting of such committee by means of a videoconference, telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at such meeting. When a meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of

the action taken at such meeting.

Section 7. Action Without a Meeting. (a) Any action required or permitted to be taken at a meeting of the Administration Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all members. Such consent shall have the same force and effect as a unanimous vote at a meeting duly called. For such purposes, any Administration Committee member who has a conflict of interest (as determined by majority vote of the remaining members) or who recuses himself from consideration, due to a conflict of interest or otherwise, shall not be counted, such that a unanimous consent of all non-recused and non-conflicted members shall constitute unanimous written consent. (b) Such written consents may be delivered by facsimile, U.S. Mail, DocuSign or other electronic signature, scanned email (PDF with physical signature), or other physical delivery method or similar electronic means. (c) More specifically and without limiting the foregoing, (i) electronic voting may take place on any electronic platform to which the Corporation provides access to all members and on which a record of the resolution and each member's vote is created, and, alternatively, (ii) written consents may be delivered without signature by indicating an affirmative vote regarding a resolution via text, email, or other electronic means, in which case the Administrative Secretary is authorized to sign the consent on behalf of such member or, once sufficient consents have been received, to certify that the resolution was duly passed. (d) Signed consents and/or proof of electronic consent, along with the resolution's text, shall be retained with the corporate records. (e) Action by written consent shall not require a motion or second to be made or recorded. (f) An Administration Committee member's consent may be withdrawn by a revocation signed by the member and delivered to the Corporation prior to delivery to the Corporation of unrevoked written consents signed by all the members required for an action to be taken. (g) Action taken under this Section 7 is effective when the last required signed consent is delivered to the Corporation, unless the consent specifies a different effective date.

Section 8. Reports. The Administration Committee shall present a report at each regular meeting of the Executive Committee as needed, covering appropriate matters such as administration, finance, personnel and other activities of the Administration Committee.

ARTICLE V. STANDING AND SPECIAL COMMITTEES

Section 1. Standing Committees. In addition to the Executive Committee and the Administration Committee, the Corporation shall have six (6) standing committees: the Committee on Committees, the Financial Services Committee, the Compensation Committee, the Church Membership and Credentials Committee, the Scholarship Committee, and the Committee on Public Affairs. Provisions contained in Article IV, Sections 5, 6 and 7 shall apply to all standing and special committees of the Corporation. Unless expressly provided otherwise herein, each Standing Committee shall elect its own chairman and vice chairman. Furthermore, the rotation policy described in Article I, Section 4 shall apply to each Standing Committee, except for the limited reelection contemplated and provided for in subsection (d) of this Section 1.

(a) Committee on Committees. The Committee on Committees shall consist of not fewer than seven (7) nor more than twelve (12) members who are appointed annually by the Chairman of the Executive Committee. This committee shall be responsible for nominating

persons to serve on the Administration Committee. It shall also nominate persons to serve on the Board of Trustees of the Georgia Baptist Health Care Ministry Foundation, Inc., with the concurrence of the Executive Director as to the persons nominated. This committee shall make its report to the Executive Committee at its regular meeting.

(b) Financial Services Committee. The Financial Services Committee shall consist of twelve (12) members with each serving a three (3) year term and four (4) rotating off each year. Members are appointed by the Chairman of the Executive Committee. Vacancies occurring on the committee are filled by the Chairman of the Executive Committee. This committee serves as the audit committee and shall be aware of the resources and income of the Georgia Baptist Convention, the financial needs of the Convention and its programs, ministries, activities, and institutions, and, in cooperation with the Executive Director, shall propose a budget for the following year. This committee shall make its budget report to the Executive Committee at its regular meeting.

(c) Compensation Committee. The Compensation Committee shall consist of four (4) members, ordinarily composed, *ex officio*, of the Chairman and Vice Chairman of each of the Executive Committee and the Administration Committee. Should any family member (as determined under Internal Revenue Code Section 4958(f)(4), herein "Family Member") of the aforementioned officers become employed by or compensated under contract with any Convention Institution, then his service as such member shall end immediately (the "Conflicted Member"). Each potentially Conflicted Member shall immediately disclose any circumstance involving a Family Member's current or anticipated compensation from a Convention Institution and immediately resign as a member of the Compensation Committee before the Family Member begins receiving compensation.

(d) Church Membership and Credentials Committee. (i) The committee shall consist of twelve (12) members appointed annually by the Chairman of the Executive Committee who also designates the chairman of this committee. Each member serves three (3) years, and four (4) members shall rotate each year. It is recommended that at all times at least three (3) members remain to serve from the previous year. No member may serve on the committee for more than three (3) consecutive years. Meetings of the committee shall be called at the request of the committee chairman. (ii) This committee shall be aware of churches seeking to affiliate with the Georgia Baptist Convention on the basis of affiliation with a local Baptist association or affiliation in an at-large status. The committee shall also counsel and inform new churches concerning membership issues related to the Convention. The committee will make a report to the Executive Committee at its regular meeting and will welcome the new member churches that will be introduced to the Convention at its November annual meeting. To the extent a church is being reviewed for possible disfellowshipping and/or suspension, the committee shall provide advice to the Executive Director and the Administration Committee as may be requested. (iii) It is the responsibility of the committee to verify eligibility of messengers who arrive at the annual meeting of the Convention without messenger cards and to issue such cards to eligible messengers. During the annual meeting of the Convention members of the committee must be present at the registration station during the registration hours. It is recommended to have two (2) members for Monday afternoon; two (2) for Monday evening; two (2) for Tuesday morning; and one (1) for Tuesday afternoon. The chairman of the committee is responsible for scheduling the shifts, being present at the start of each shift, and being willing to cover any shift(s) as needed.

(e) **Scholarship Committee.** The committee is composed of nine (9) members nominated by the Committee on Nominations and elected by the Executive Committee. No fewer than six (6) members shall be members of the Executive Committee, and of those six (6) Executive Committee members, at least three (3) shall also be members of the Administration Committee. Executive Committee members of the Scholarship Committee shall serve for a term coextensive with their term on the Executive Committee, but only Executive Committee members with no fewer than three (3) years remaining on their term shall be eligible for election. The final three (3) Scholarship Committee members shall have a three (3) year term of service, and they may serve no more than two consecutive terms. The committee is tasked with making scholarship award decisions in accordance with relevant eligibility and scholarship criteria, as more specifically set forth in the Manual of Procedures.

(f) **Committee on Public Affairs.** The committee is composed of fifteen (15) members, with eleven (11) nominated by the Committee on Nominations and elected by the Executive Committee, and with each serving a three (3) year term. The remaining four (4) members shall be the President of the Convention, the Executive Director, the Chairman of the Executive Committee, and the Editor of *The Christian Index*, each of whom shall serve as *ex officio*, nonvoting members. No fewer than six (6) of the elected members shall be members of the Executive Committee, and of those six (6) Executive Committee members, at least three (3) shall also be members of the Administration Committee. Executive Committee members of the Committee on Public Affairs shall serve for a term coextensive with their term on the Executive Committee, but only Executive Committee members with no fewer than three (3) years remaining on their term shall be eligible for election. The committee is tasked with deciding when and how to address public affairs issues with governmental bodies or agencies, with particular attention to religious liberty and church-state matters, or to communicate publicly on behalf of the Georgia Baptist Convention regarding its thoughts and positions on public issues formally addressed by the Convention.

Section 2. Special or Ad Hoc Committees. The Executive Committee may by its action or approval create a special or ad hoc committee for a specific or special purpose. The members of any such committee shall be named by the Chairman of the Executive Committee unless otherwise specified by the Executive Committee. If members are named by the Chairman, he shall have the authority to replace or add members should the need arise, unless contrary to the instruction of the Executive Committee. After any such committee completes its task, it shall be dissolved.

Section 3. President of the Georgia Baptist Convention. The President of the Georgia Baptist Convention shall be an *ex officio*, nonvoting member of all committees of the Corporation, except for the Executive Committee and the Administration Committee, where he shall be an *ex officio*, voting member.

ARTICLE VI. ELECTION OF BOARD MEMBERS

Section 1. Board of Trustees of Georgia Baptist Health Care Ministry Foundation, Inc. The Executive Committee shall elect the trustees to serve on the Board of Trustees of Georgia Baptist Health Care Ministry Foundation, Inc. (the “Board of Trustees”).

(a) **Number.** The Board of Trustees shall consist of not fewer than seven (7)

or more than eleven (11) trustees. At least one-half (1/2) of the trustees elected annually shall be serving as members of the Executive Committee at the time of their election and other trustees shall be elected from the Convention at large.

(b) Nomination. Trustees shall be nominated to the Executive Committee by the Committee on Committees. The Executive Director of the corporation shall provide the Committee on Committees with suggested criteria and standards identifying needed skills and requirements for trustees and shall provide recommendations of persons to serve as trustees. The Committee on Committees shall nominate persons with the concurrence of the Executive Director as to the persons nominated.

(c) Term. Trustees shall be elected to a five (5) year term which shall begin on January 1st after their election and vacant positions on the Board of Trustees shall be filled by the Executive Committee at its regular meeting.

(d) Executive Director Role. The Executive Director shall serve as Secretary-Treasurer of Georgia Baptist Health Care Ministry Foundation, Inc. and as a permanent member of the Board of Trustees with voting rights.

(e) Duties of Trustees. The Board of Trustees of Georgia Baptist Health Care Ministry Foundation, Inc. shall have the duties and responsibilities as set out in its Articles of Incorporation and Bylaws and the Georgia Nonprofit Corporation Code. The Board of Trustees shall report to the Executive Committee as requested.

(f) Rotation and Attendance Policy. No person serving as an elected member of the Board of Trustees shall be eligible for re-election until such person has been off the Board of Trustees for one (1) year; provided, however, where a person is elected to replace another member and where the replacement member will serve less than one-half (1/2) of the original term, such person shall be eligible for re-election to the Board of Trustees. Any person serving as an elected member of the Board of Trustees who misses at least fifty percent (50%) of the Board of Trustees' meetings during any year without obtaining an excused absence for a meeting missed from its chairperson, shall forfeit their membership on the Board of Trustees.

Section 2. Board of Directors of Baptist Collegiate Ministries of Georgia, Inc. The Executive Committee shall appoint and remove all members of the Board of Directors of Baptist Collegiate Ministries of Georgia, Inc. (the "BCM") as its sole member.

(a) Number. The Board of Directors of the BCM (the "BCM Board") shall consist of not fewer than five (5) directors.

(b) Composition of the BCM Board and Term. The BCM Board shall be composed of the following officers of the Corporation, without need for a separate vote: Executive Committee Chairman, Executive Committee Vice Chairman, Administration Committee Chairman, Executive Director, Chief Operating Officer, and Assistant Executive Director. Upon election to the aforementioned offices, the individuals elected shall immediately be directors on the BCM Board, and each director's term on the BCM Board shall terminate immediately upon their respective termination of such office with the Executive Committee unless expressly varied by resolution of the Executive Committee.

(c) Executive Director. The Executive Director of the Corporation shall serve as president and chief executive officer of the BCM and he shall hold, *ex officio*, the same officer role and title on behalf of the BCM, with such similar duties and responsibilities as he exercises and holds on behalf of the Corporation.

Section 3. Board of Directors of Mission Georgia, Inc. The Executive Committee shall appoint and remove all members of the Board of Directors of Mission Georgia, Inc. (“Mission Georgia”) as its sole member.

(a) **Number.** The Board of Directors of Mission Georgia (the “Mission Georgia Board”) shall consist of not fewer than five (5) directors.

(b) **Composition of the Board and Term.** The Mission Georgia Board shall be composed of the following officers of the Corporation, without need for a separate vote: Executive Committee Chairman, Executive Committee Vice Chairman, Administration Committee Chairman, Executive Director, Chief Operating Officer, and Assistant Executive Director. Upon election to the aforementioned offices, the individuals elected shall immediately be directors on the Mission Georgia Board, and each director’s term with on the Mission Georgia Board shall terminate immediately upon their respective termination of such office with the Corporation unless expressly varied by resolution of the Executive Committee.

(c) **Executive Director.** The Executive Director of the Corporation shall serve as president and chief executive officer of Mission Georgia, and he shall hold, *ex officio*, the same officer role and title on behalf of the corporation, with such similar duties and responsibilities as he exercises and holds on behalf of the Corporation.

ARTICLE VII. GENERAL PROVISIONS

Section 1. Bond for Certain Persons. The Executive Director and such other employees as are needed to assist in the handling of funds received by the Executive Committee shall give bond satisfactory to the Executive Committee.

Section 2. Incurring Financial Obligation. No officer, employee or agent of the Executive Committee shall have the right to incur any long-term debt for, or in behalf of, the Executive Committee, except as authorized by the Executive Committee or the Administration Committee.

Section 3. No Compensation for Members. No person serving as a member of the Executive Committee shall be compensated for such service; however, such person may be reimbursed for reasonable expenses incurred in such service.

Section 4. Definitions. All capitalized terms not defined herein shall take on the definition provided in the governing documents of the Sole Member, if therein defined.

ARTICLE VIII. INDEMNIFICATION

Section 1. Required Indemnification of Officers and Directors. To the fullest extent permitted by law, and in accordance with Georgia Code § 14-3-859, which is incorporated by reference herein, the corporation shall indemnify its present and former Executive Committee members, Administration Committee members, and officers, and shall advance funds to pay for and reimburse their expenses as contemplated under the aforementioned section of the Georgia

Code.

Section 2. Indemnification of Employees, and Agents. The corporation may indemnify and advance expenses as contemplated under Georgia Code § 14-3-857 to an employee or agent by Executive Committee resolution to the extent allowed by applicable law.

Section 3. Heir and Estate Indemnification. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article VIII shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 4. Insurance. The corporation may, but is not required to, purchase and maintain insurance on behalf of one or more Executive Committee members, Administration Committee members, officers, employees, or agents against liability, whether or not the corporation would have the power to indemnify them against the same liability.

Section 5. Conflicting Interest Transactions. The validity and ramifications of conflicting interest transactions are governed by the Georgia Code and Internal Revenue Code.

ARTICLE IX. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Executive Committee in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Executive Committee may adopt.

ARTICLE X. AMENDMENTS TO THE BYLAWS

These Bylaws may be amended at any regular meeting or special meeting of the Executive Committee called for that purpose upon a two-thirds (2/3) vote of the persons voting. Written notice of the proposed amendment together with the proposed amendments shall be provided to members of the Executive Committee at least fifteen (15) days in advance of any vote.