

Amended and Restated
Corporate Bylaws
of
Georgia Behavioral Health Services, Inc. (GBHS)
d/b/a The River Edge Foundation (TREF)

*Amended and Restated by the Board of Trustees of Georgia Behavioral Health Services, Inc.
(GBHS)
Effective 17 April 2014*

Verified by:

Priscilla G. Doster, Ed.D.

Priscilla G. Doster, Ed.D., Secretary of the Board of Trustees

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**AMENDED AND RESTATED
CORPORATE BYLAWS
OF
GEORGIA BEHAVIORAL HEALTH SERVICES, INC. (GBHS)
d/b/a The River Edge Foundation (TREF)**

The following Amended and Restated Bylaws (the “Bylaws”) have been properly adopted by the Board of Trustees of Georgia Behavioral Health Services, Inc., d/b/a The River Edge Foundation (“TREF”) (the “Foundation”) for the regulation of the affairs of the Foundation.

PREAMBLE

The Foundation is a regional community organization dedicated to enhancing through philanthropy and other endeavors the expansion of access to behavioral health prevention and treatment services as well as necessary supports for individuals at risk for or experiencing behavioral health or developmental disabilities, especially the uninsured or underinsured. Traditional community infrastructure and safety-net entities, including child service agencies, law enforcement, hospitals, physicians, mental health, public health and social service providers define the collaborating partnership. The mission of the Foundation is to enhance the expansion of access and provide behavioral health prevention and treatment services and needed support to promote maximal community inclusion and independence for financially challenged residents in central Georgia. Priority, but not exclusivity, is given to those receiving public mental health services through the River Edge Community Service Board (“RECSB”). The combination of basic prevention and treatment services, proactive care coordination, and the augmentation of natural supports for chronic and complex conditions defines the services’ cornerstone.

ARTICLE I

DEFINITIONS

As used in these Bylaws, the following terms shall have the meanings ascribed hereto:

- (1) “Board of Trustees” or “Board” means the duly elected members of the Board of Trustees of the Foundation.
- (2) “Chair” means the Board member selected as the principal officer of the Board of Trustees.
- (3) “Executive Committee” means the Executive Committee of the Board.
- (4) “President and Chief Executive Officer” means the individual employed or contracted for through the Board to act on its behalf as executive director in the overall management of the Foundation.

ARTICLE II

OFFICES, PURPOSES AND POWERS

(1) The principal office of the Foundation is located at 175 Emery Highway, Macon, Georgia 31217 or at such other location as shall be determined periodically by the Board of Trustees of the Foundation.

(2) The Foundation at all times shall be operated exclusively for charitable, educational (health related), and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and for such related purposes as may be permitted to Foundations that are organized under the Georgia Nonprofit Corporation Code and that are described in Section 501(c)(3) of the Internal Revenue Code. The Foundation shall not be operated for pecuniary gain or profit. Without limiting the purpose of the Foundation, the purpose of the Foundation is to expand access and provide prevention and health care services to certain uninsured and underinsured of Central Georgia in such a way that benefits RECSB, or persons who may be served by RECSB due to their mental illness, addiction or developmental disability, either directly or indirectly. The Foundation may establish separate and distinct funds or investment accounts for gifts so designated. To this end, the Board may enter into contractual arrangements with donor(s) appropriately to restrict the use of undesignated funds on its own initiative.

(3) The Foundation shall have all powers necessary to carry out its purposes, including but not limited to all powers now or hereafter enumerated in the Georgia Nonprofit Corporation Code (subject to the limitations of Section 501(c)(3) of the Internal Revenue Code).

(4) Except as otherwise permitted by the Georgia Nonprofit Corporation Code, the Foundation shall not make any "distributions" (as such term is defined in Section 14-3-140(9) of the Georgia Nonprofit Corporation Code) to its Trustees, officers or members.

(5) The Foundation is an eleemosynary organization whose purpose is philanthropic support on behalf of RECSB and Foundation subsidiaries. Working in partnership with these entities and the community, the Foundation's mission is to actively enhance the health status of Georgia citizens through the support of health, wellness and education services and supports, especially for individuals facing challenges related to mental illness, addiction, developmental disabilities and co-occurring disorders or who face uninsurance or underinsurance.

(6) The objective of the Foundation is to raise maximum community support, resulting in a committed group of people interested in behavioral health disorders, developmental disabilities and related issues as well as the work of RECSB and Foundation subsidiaries, who are knowledgeable of why voluntary support is necessary and who provide financial contributions regularly. Coordinated through a formal development program, the building of this support requires the integrated efforts of the Foundation Trustees, other volunteers, any ancillary boards, the medical community, management, employees and community citizens. Over the

long term, these efforts will yield ever-increasing income protecting the future viability of RECSB and the communities at large.

Toward fulfillment of its mission, the Foundation strives to enhance philanthropic support, maximize effective community involvement, and provide community service. To achieve these ends, the Foundation maintains excellence in governance, appropriate organizational functionality, effective management, and the effective use of facilities, equipment and human resources.

The Board of Trustees working in concert with RECSB and other partners maintains a commitment to strategic planning for the behavioral health needs of the central Georgia community. Such planning requires at least an annual review of the Foundation's mission, strategies, objectives, and programs.

ARTICLE III

BOARD OF TRUSTEES

1. Power and Authority. The Board of Trustees shall be the governing body of the Foundation. Except as otherwise provided in the Articles of Incorporation or these Bylaws, the business and affairs of the Foundation shall be managed by the Board of Trustees, which may exercise all such powers and do all such lawful acts and things as are not inconsistent with the law, the Articles of Incorporation, or these Bylaws.

Notwithstanding any other provision of these Bylaws, the Foundation may take none of the following actions without the prior approval of RECSB:

- (i) Amend or restate the Articles of Incorporation of the Foundation;
- (ii) Appoint or remove a Trustee;
- (iii) Organize any subsidiary entity or enter into any joint venture or partnership;
- (iv) Adopt a plan of liquidation or dissolution;
- (v) Enter into any transaction providing for the sale, mortgage or other disposition of all or substantially all of the assets of the Foundation;
- (vi) Adopt a plan of merger or consolidation with another entity;
- (vii) Adopt or amend an annual operating budget or capital budget or make any expenditure except pursuant to a budget or expenditure policies approved by REBHCSB; or
- (viii) Amend or terminate any lease of a corporation to which the Foundation is a party.

2. Board Membership.

(a) The Board of Trustees of the Foundation shall consist of not more than fifteen (15) members, nor less than five (5) members and shall be elected by action of the Board of Trustees and approved by RECSB. The criteria for the selection of the members of the Board shall be as follows:

(i) One (1) member shall be the Chief Executive Officer of the Foundation;

(ii) One (1) member shall be the Chief Executive Officer of RECSB;

(iii) One member shall be the Chairman of the Board of RECSB; and

(iv) All additional members shall be persons chosen from the community who exhibit the desire, time, interest, commitment, and ability to support the Foundation and shall be selected based upon interest in and loyalty to the objectives and purposes of the Foundation in compliance with the Articles of Incorporation and these Bylaws.

Except as to the initial term of the members of the Board, each member of the Board shall serve (3) year terms. Board members may serve for an unlimited number of terms. Notwithstanding the preceding two (2) sentences, the term of a Trustee serving as a member of the Board as a result of his or her position as stated in Section 2(a)(i), (ii) or (iii) of this Article shall expire at such time as that person ceases to serve in such position if sooner or later than expiration of the Trustee's term.

(a) Ex Officio Members

The Trustees may at anytime, and from time to time, appoint additional individuals to serve as non-voting Ex Officio Members of the Board of Trustees. The Ex-Officio Members of the Board shall not be considered when calculating the number of members of the Board in accordance to Section 2(a) of this Article.

(b) Emeritus Members

The Trustees may at anytime, and from time to time, designate individual members to the status of Board Members Emeritus, with their consent. Such designation shall be in recognition of distinguished and exemplary service to the Foundation. Said members shall receive all correspondence and be notified of all Board activities and shall be welcome to participate in said activities. Such members shall not, however, have voting rights in the affairs of the Foundation.

3. Vacancies.

All vacancies on the Board of Trustees (whether due to expiration of the term of a Trustee, death, resignation, removal or otherwise) shall be filled by a vote of the Board of Trustees from time to time as vacancies occur. Notwithstanding the foregoing, all vacancies must be filled such that the composition of the Board satisfies the requirements set forth in Section 2 of this Article III regarding Trustee qualifications.

Members elected to fill vacancies on the Board of Trustees due to death, removal, or resignation shall hold office for the unexpired portion of the term.

4. Resignation; Removal.

Any Trustee may resign at any time by giving written notice to the Chief Executive Officer of the Foundation, the Chair of the Board, or the Secretary of the Board. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein.

Any Trustee may be removed with or without cause at any time by (a) the affirmative vote of RECSB or (b) the affirmative vote of at least two-thirds (2/3rds) of the members of the Board at any regular or special meeting called for that purpose.

5. Term of Appointment. The annual term of each Board member shall begin on January 1 of each year and end on December 31 of each year.

6. Interest of Trustees in Corporate Transactions. The Foundation may effect any transaction with respect to which one or more Trustees has a “conflicting interest” (as such term is defined in Section 14-3-860(1) of the Georgia Nonprofit Foundation Code), including, without limitation, a transaction with one or more Trustees or with any person or entity described in Section 14-3-860(1)(B) of the Georgia Nonprofit Foundation Code, provided that (i) the Foundation and such Trustees comply with the disclosure, approval, and other requirements of Article 8, Part 6 of the Georgia Nonprofit Foundation Code respecting conflicting interest transactions; and (ii) any such transaction is not inconsistent with the status of the Foundation as a nonprofit Foundation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code. Within thirty (30) days of election or reelection to the Board and annually thereafter, each member shall file a disclosure statement in the form attached as Appendix I to these Bylaws.

7. Related-Party Transactions.

Any proposed Related-Party Transaction (as hereinafter defined) that involves an aggregate of more than \$300 or a related group or series of Related-Party Transactions that involve in the aggregate more than \$300, including all relevant facts and circumstances and material information with respect thereto, shall first be presented to the Board of Trustees for review and consideration.

The Board of Trustees, upon such review and consideration, shall determine whether the proposed Related-Party Transaction is fair to, and in the best interests of, the Foundation, and whether the Foundation should enter into the proposed Related-Party Transaction.

The Board of Trustees shall periodically as it deems appropriate, but in any event at least annually, review all such Related-Party Transactions in effect to determine whether such transactions continue to be fair to, and in the best interests of, the Foundation.

The term "Related-Party Transaction" shall mean and include any transaction, contract, agreement or other financial arrangement between the Foundation and a former Trustee, officer or member of Senior Management (as hereinafter defined) of the Foundation (including any such arrangement with entities or other persons in which such Trustee, officer or member of Senior Management has an equity interest in excess of 10 percent or of which such Trustee, officer or member of Senior Management is a Trustee, officer, or member of Senior Management).

The term "Senior Management" shall include an entity's president or other chief executive, any vice president or other principal head in charge of a principal business unit, division or function (such as sales, administration or finance), and any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the entity.

8. Expenses. Members of the Board may be reimbursed for reasonable expenses actually incurred in the performance of his or her duties.

9. Voting Rights; Right to Hold Office. Each voting member of the Board shall have the right to vote on any issue that may properly come before any meeting of the Board and to hold any office in the Foundation to which he or she may be elected or appointed, unless these Bylaws provide otherwise.

10. Annual Meeting. The Board shall hold an annual meeting for the purpose of electing the officers of the Board and the Foundation. Other business shall be conducted during the annual meeting as may be necessary or appropriate. The annual meeting shall be held at such place, on such date and at such time as the Board may by resolution provide.

11. Regular Meeting. Regular meetings of the Board shall be held at such times as the Board may from time to time specify.

12. Special Meetings. Special meetings of the Board may be called by the Chair or by not fewer than three (3) members of the Board.

13. Notice and Waiver of Notice. The annual meeting and regular meetings of the Board shall be held pursuant to written notice to each member of the Board stating the date, time and place of the meeting and delivered not less than seven (7) days in advance of the date for which the meeting is called. Special meetings shall be held pursuant to written notice to each member of the Board stating the date, time, place and purpose of the meeting and delivered not less than two (2) days in advance of the date for which the meeting is called. A Trustee may

waive notice of any meeting; provided, however, that such waiver must be in writing and signed, and delivered to the Foundation for inclusion in its minutes.

14. Quorum and Majority Vote. A majority of the voting members of the Board of Trustees present in person at a meeting shall constitute a quorum for the transaction of business. The concurrence of a majority of the voting members of the Board of Trustees constituting a quorum shall be the action of the Board, except as otherwise provided in the Bylaws or by applicable law.

15. Conduct of Meeting. Unless in conflict with these Bylaws, the current edition of Robert's Rules of Order, as amended or revised, shall be the parliamentary authority for the conduct of meetings of the Board and its committees, subject to the right of the Board or its committees to adopt such special rules of order by resolution as deemed proper or needed.

16. Action by the Board Without Meeting. Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if a majority of the members of the Board shall consent in writing to such action. Such consent shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the majority vote of the members of the Board at a meeting of the Board. By a vote of the majority of the members of the Board, authority for action may be delegated to the Executive Committee except as prohibited in Article V, Section 1.

IV

OFFICERS OF THE BOARD

1. Officers. The officers of the Board shall be a Chair, a Vice Chair, and a Secretary/Treasurer and such other officers as the Board may authorize. No Trustee of the Board shall hold more than one (1) office during any one (1) fiscal year. The Chief Executive Officer of the Foundation may not serve as an officer of the Board.

2. Election and Tenure. All officers of the Board shall be elected by the Board at its annual meeting. Each elected officer shall assume office at the next regular meeting of the Board and shall serve for a period of one (1) year or until a successor shall be duly elected.

3. Resignation and Removal. Any officer of the Board may resign at any time by giving written notice to the Chair or to the Secretary of the Board. Such resignation shall take effect on the date of receipt or at any later time specified in it. Any elected or appointed officer of the Board may be removed with or without cause at any time by the affirmative vote of at least two-thirds (2/3) of the members of the Board at any regular or special meeting called for that purpose.

4. Vacancies. A vacancy in any office shall be filled for the unexpired portion of the term by the Board upon nominations from the floor at the next regularly scheduled meeting or at a prior specially called meeting.

5. Duties of Officers.

(a) Chair. The Chair shall preside at all meetings of the Board. The Chair shall see that all policies, orders and resolutions of the Board of Trustees are carried out and shall appoint the Chair and members of all committees created by these Bylaws. The Chair shall serve as Chair of the Executive Committee of the Board and be a nonvoting ex-officio member of all other committees and shall perform such other duties as the Board may direct.

(b) Vice-Chair. The Vice-Chair shall perform such duties as may be assigned to him/her by the Board or the Chair. In the absence of the Chair or in the event of his or her disability, inability or refusal to act, the Vice Chair shall perform the duties of the Chair with the full powers of, and subject to the restrictions upon, the Chair.

(c) Secretary/Treasurer. The Secretary/Treasurer shall give or cause to be given appropriate notices with respect to meetings of the Board in accordance with these Bylaws and as required by law. The Secretary shall record or cause to be recorded the minutes of all meetings of the Board and the Executive Committee and sign the same following approval thereof at the next regular meeting of the Executive Committee or the Board, as applicable. The Secretary shall have charge of the corporate books and seal of the Foundation and shall perform all other duties incident to the office and such other duties as may be assigned by the Chair or the Board. The Secretary may designate an assistant Secretary from staff support for the preparation of minutes and correspondence. The Board of Trustees may elect legal counsel to serve as Secretary of the Foundation. The Secretary/Treasurer shall be the custodian of the funds belonging to the Foundation. In the absence of the Chair, Vice Chair and Secretary, or in the event of their concurrent disability, inability or refusal to act, the Treasurer shall perform the duties of the Chair with full powers of, and subject to restrictions upon, the Chair.

In the absence of the Chair and Vice-Chair or in the event of their concurrent disability, inability or refusal to act, the Secretary shall perform the duties of the Chair with the full powers of, and subject to the restrictions upon, the Chair.

V

BOARD COMMITTEES

1. Executive Committee. The Executive Committee shall consist of all officers of the Board, all Committee Chairs, the Immediate Past Chair of the Board to serve for one year, and any additional members as appointed by the Chair of the Board. If the Immediate Past Chair is no longer a member of the Board, the Immediate Past Chair will be asked to serve for one additional year as an Ex-Officio member of the Board and of the Executive Committee. The Chair of the Board shall serve as chair of this committee. Unless otherwise set forth in these bylaws, the Executive Committee shall be empowered between regular meetings to consider and make binding decisions in all matters including the review and approval of expenditure requests. All actions of the Executive Committee shall be reported to the full Board at the next possible meeting. The Executive Committee shall not have the power to (i) amend or restate the Articles of Incorporation or the Bylaws of the Foundation; (ii) appoint or remove a Trustee or the Chief

Executive Officer of the Foundation; (iii) adopt a plan of liquidation or dissolution; (iv) enter into any transaction providing for the sale, mortgage or other disposition of all or substantially all of the assets of the Foundation; or (v) adopt a plan of merger or consolidation with another Foundation. The designation of such Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon it, him or her by law.

2. Other Committees of Trustees. Other committees, each consisting of three (3) or more Trustees, having and exercising the authority of the Board of Trustees in the management of the Foundation to the extent provided by the Board of Trustees, may be designated by the Board of Trustees of the Foundation. Except as otherwise provided in such resolution or in these Bylaws, members of each such committee shall be appointed by the Chair of the Board of Trustees. Any member of any committee may be removed by the person or persons authorized to appoint such member wherever in their judgment the best interests of the Foundation shall be served by such removal.

3. Advisory and Other Committees. The Board of Trustees may provide for such other committees, including advisory groups, work groups, task forces, etc., consisting in whole or in part of persons who are not Trustees of the Foundation, as it deems necessary or desirable, and discontinue any such committees at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Trustees or the responsible officers of the Foundation on matters relating to the business and affairs of the Foundation; and each such committee shall have such power and perform such specific duties or functions, not inconsistent with the Articles of Incorporation of the Foundation or these Bylaws, as may be prescribed for it by the Board of Trustees. Appointments to and the filling of vacancies on any such other committees shall be made by the Chair of the Board of Trustees, his/her designee or in such manner as the Board of Trustees otherwise provides. Any action by each such committee shall be reported to the Board of Trustees at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Trustees, provided that no rights of third persons shall be prejudicially affected thereby.

4. Term of Committee Appointment. Each member of a committee shall continue as such until the next annual meeting of the Board of Trustees and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

5. Chair. One member of each committee shall be appointed chair thereof.

6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7. Quorum. Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

8. Rules. Each committee will use rules consistent with these Bylaws and the Board of Trustees.

VI

OFFICERS OF THE FOUNDATION

1. General Provisions. The officers of the Foundation shall consist of a Chief Executive Officer, and such other officers as the Board may authorize, each of whom shall be elected by, and shall serve at the pleasure of, the Board of Trustees.

2. Removal. Any officer may be removed from office, with or without cause, upon the majority vote of the members of the Board of Trustees.

3. Chief Executive Officer.

The Board of Trustees shall select a competent and experienced person who shall serve as the Chief Executive Officer of the Foundation. The Chief Executive Officer shall be the Board's representative in the management and operation of the Foundation and shall be given the necessary authority to exercise his/her duties and responsibilities. The Chief Executive Officer shall be responsible for the affairs of the Foundation and the administration of the Foundation in all of its activities subject to such policies as may be adopted and such orders and directives as may be issued by the Board or by any of its committees to which the Board has delegated authority or power for such action.

The Chief Executive Officer shall:

- (a) prepare and implement business strategies approved by the Board of Trustees;
- (b) represent the Foundation with organizations doing business with it;
- (c) sign legal documents and contracts;
- (d) select, evaluate, remove and replace all other employees of the Foundation in accordance with personnel policies and procedures established by the Board of Trustees;
- (e) prepare and propose annual budgets;
- (f) assure that the affairs of the Foundation are conducted in a manner that is effective, efficient, fiscally responsible and in substantial compliance with corporate plans, policies and standards established by the Board of Trustees;
- (g) make reports to the Board of Trustees concerning the operation and financial condition of the Foundation;

- (h) represent the Foundation to the public; and
- (i) attend meetings of, and work cooperatively with, committees of the Foundation.

4. Other Officers. Other officers shall have such authority, duties and responsibilities as the Chief Executive Officer shall direct and assign to them from time to time as approved by the Board.

5. Performance Evaluations. Performance evaluations of the Chief Executive Officer of the Foundation (and such other Officers as may be determined by the Board) shall be conducted annually and utilized by the Board of Trustees in an annual assessment of the performance of the Chief Executive Officer (or such other Officer, as determined by the Board). Evaluations shall be conducted by the Executive Committee or such other Committee as may be assigned to prepare such evaluations. The results of the evaluations shall be distributed to the members and the Board and provided to the Chief Executive Officer (or such other Officer, as determined by the Board).

VII

POLICIES

The power to make or establish policies and directives shall remain exclusively with the Board and its Executive Committee, subject to the limitations contained in Article V, Section 1 and no other committee created pursuant to these Bylaws shall have the right to alter, amend, repeal, change, or supplement any policy or policies established by the Board and its Executive Committee.

VIII

INDEMNIFICATION AND INSURANCE

1. Indemnification.

(a) Actions Against Trustees, Officers, Employees and Agents

The Foundation shall indemnify, to the fullest extent permitted by, and in the manner provided by, the Georgia Nonprofit Foundation Code, and if applicable, Section 4941 of the Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a Trustee, officer, employee or agent of the Foundation against liability incurred in the proceeding, if such individual acted in a manner such individual believed in good faith to be in or not opposed to the best interests of the Foundation and, in the case of any criminal proceeding, such individual had no reasonable cause to believe such individual's conduct was unlawful.

(b) Advance for Expenses of Trustees, Officers, Employees and Agents

The Foundation shall pay for or reimburse the reasonable expenses incurred by a Trustee, officer, employee or agent who is a party to a proceeding, in advance of final disposition of the proceeding, if:

(1) The Trustee, officer, employee or agent furnishes the Foundation a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in Section 1(a) of this Article VIII; and

(2) The Trustee, officer, employee or agent furnishes the Foundation a written undertaking, executed personally or on his or her behalf, to repay any advances if it is ultimately determined that the Trustee, officer, employee or agent is not entitled to indemnification.

The written undertaking required by 1(b)(2) of this Article VIII must be unlimited general obligation of the Trustee, officer, employee or agent but need not be secured and may be accepted without reference to financial ability to make repayment.

2. Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 1 of this Article VIII shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Foundation's Articles of Incorporation or these Bylaws, or any agreement, vote of disinterested Trustees, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding office, and shall continue as to a person who has ceased to be a Trustee, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

3. Insurance. To the extent permitted by the Georgia Nonprofit Foundation Code, the Foundation may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a Trustee, officer, employee, trustee, or agent of another Foundation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

IX

CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

1. Contracts. Subject to the provisions of these Bylaws, the Board of Trustees may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Foundation. Such authority must be in writing and may be general or confined to specific instances.

2. Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by any two officers of the Foundation or any one officer of the Foundation and the Chief Executive Officer. Two signatures shall be required on all such instruments.

3. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Trustees may select.

4. Gifts. The Board of Trustees may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Foundation.

X

CORPORATE SEAL

The Foundation's Board shall provide for a corporate seal in such form and with such inscription as it shall determine.

XI

BOOKS AND RECORDS

The Foundation shall keep correct and complete accounting books and records and shall also keep minutes of the proceedings of its Board of Trustees, and any committees having any of the authority of the Board, and any other matters required by the Georgia Nonprofit Foundation Code.

XII

AMENDMENTS

1. Amendments. The Bylaws of the Foundation may be amended by (a) the affirmative vote of RECSB or (b) the affirmative vote of RECSB and the affirmative vote of seventy-five percent (75%) of the members of the Board of Trustees.

2. Review. The Board of Trustees shall review the Bylaws at least once every two (2) years for appropriate amendments.

XIII

EFFECTIVE DATE

These Bylaws, and any amendments or revisions thereof, shall become effective at midnight on the day of their adoption.

APPENDIX I
Conflict of Interest Questionnaire
for Officers, , Trustees and Key Employees

Name: _____

Organization Name: _____

Office Held for this Organization: _____

Average Hours Devoted to this Organization per Week: _____

Did you have a family relationship with any other board member, officer, trustee, or key employee of the organization? If yes, please identify the parties and describe the relationship.

Did you or a family member have a business relationship with any other board member, officer, trustee or key employee of the organization? If yes, please identify the parties and describe the relationship. _____

Please check yes or no for each of the following questions.

	N	Y
You were compensated as an officer or other employee of the organization or of a related organization.		
You received total compensation or other payments exceeding \$10,000 during the organization's tax year from the organization or from related organizations as an independent contractor.		

For the fiscal year ending December 31 of the previous year, did the organization provide grants, scholarships, fellowships, internships, prizes, awards or other assistance (including provision of goods, services, or use of facilities) to you or an interested person (as defined on Page 2) connected with you?

N	Y

If yes, please provide the following information:

Name of Interested Person _____
 Relationship between the interested person and the organization _____
 Amount of grant or type of assistance _____

Were you involved in any business transactions between the organization and yourself or an interested person (As defined at the bottom of page 2 of this questionnaire) connected with u during the fiscal year ending the fiscal year ending December 31 prior to your completion of this questionnaire? Circle One: No Yes

If the answer to question 5 is 'yes', please provide the following information:

Name of Interested Person _____

Relationship between the interested person and the organization _____

Amount of transaction _____

Description of transaction _____

Does the transaction involve a sharing of the organization's revenues?

N	Y

Signature _____

Date _____

Definitions:

Question 4

Interested Person	Current or former officer, director, trustee, or key employee; a substantial contributor or a related person
Related Person	A member of the organization's grant selection committee A family member of any of the organization's interested persons A 35% controlled entity An employee, a child of an employee, a substantial contributor defined as one who contributed more than \$5,000 during the year, or of a 35% controlled entity of a substantial contributor, but only if the employee or child of an employee received the grant or assistance by the direction or advice of the substantial contributor or 35% controlled entity or was under a program funded by the substantial contributor that was intended primarily to benefit such employees or their children.

Question 5

Interested Person	Current or former officer, director, trustee, or key employee or any of the following: A family member of a current or former officer, director, trustee, or key employee listed in Form 990, Part VII, Section A, or their family members An entity more than 35% owned, directly or indirectly, individually or collectively by one or more current or former officer, director, trustee, or key employee listed in Form 990, Part VII, Section A, or their family members An entity of which a current or former officer, director, trustee or key employee listed in Form 990, Part VII, Section A, was serving at the time of the transaction as (1) an officer, (2) a director, (3) a trustee, (4) a key employee, (5) a partner, member, or shareholder.
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