

**BYLAWS**  
**OF**  
**THE GEORGIA PLANNING MEMORIAL FOUNDATION, INC.**

**ARTICLE I**

**NAME**

1.01 The name of the corporation shall be The Georgia Planning Memorial Foundation, Inc. (the "Corporation").

**ARTICLE II**

**HEADQUARTERS**

2.01 The headquarters and chief executive office of the Corporation shall be located in Atlanta, Fulton County, Georgia. The Board of Directors of the Corporation shall have the authority to establish such additional offices for the Corporation in such places as they shall consider appropriate.

**ARTICLE III**

**PURPOSES**

3.01 The Corporation is organized exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any subsequent federal tax law; provided, however, none of the Corporation's rights and powers shall include the right and power to carry on a business for profit. The specific purposes of the Corporation include, but are not limited to:

1. Raising and distributing funds to help with the education and ongoing professional development of planners, planning commissioners, or other persons in the state who work in or serve rural or poorer communities that

would otherwise not be able to obtain such educational and professional development opportunities.

2. Funding other related causes as determined by the Board of Directors.

3.02 The Corporation shall also have those powers reasonably necessary to accomplish the stated purposes and which are not contrary to law and to engage in any lawful business or activities related thereto and for which corporations may be organized under the Georgia Nonprofit Corporation Code, including the power to do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes set forth herein, provided the same not be forbidden by the laws of the State of Georgia.

#### **ARTICLE IV.**

#### **LIMITATIONS**

4.01 Said Corporation is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code or the corresponding section of any future federal tax law. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not

permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax law; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax law.

#### **ARTICLE V.**

#### **MEMBERS**

5.01 The Corporation shall not have members.

#### **ARTICLE VI.**

#### **BOARD OF DIRECTORS**

6.01 The affairs of the Corporation shall be managed by the Board of Directors consisting of at least two (2) but not more than twelve (12) members. The Board of Directors shall oversee the general policies of the Corporation as well as provide guidance and support to ensure the continued long-term strength of the Corporation. The Board of Directors shall be elected by the majority vote of the then-serving Board of Directors of the Corporation at the annual meeting, which election shall be conducted in accordance with these Bylaws

6.02 Each member of the Board of Directors shall be a resident of the State of Georgia, shall be a member in good standing of the Georgia Chapter of the American Planning Association, and shall have any other qualifications as may be determined by the Board of Directors.

6.03 Directors shall serve until the next annual meeting of the Board of Directors of the Corporation or until they either resign, are replaced, are reelected or are removed pursuant to these Bylaws.

6.04 Members of the Board of Directors may be elected to any number of successive terms.

6.05 The Board of Directors shall develop its own rules and procedures for performing its duties and functions. The Secretary of the Corporation shall keep and maintain complete and accurate minutes of each meeting of the Board of Directors of the Corporation.

6.06 In addition to any and all rules and procedures developed by the Board of Directors for self-governance if called upon by the President, each member of the Board of Directors shall attend functions and represent the Corporation at selected gatherings.

6.07 Resignation of Directors shall become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date. Any vacancies on the Board of Directors resulting from the removal or the resignation of a Director shall be filled by a majority vote of the remaining Directors, though less than a quorum.

6.08 Any Director may be removed from office by a unanimous vote of the Board of Directors, when he or she misses three (3) consecutive regular meetings.

## **ARTICLE VII.**

### **OFFICERS**

7.01 The Corporation shall have officers who shall be elected each year at the annual meeting of the Corporation's Board of Directors and shall serve at the pleasure of the Board of Directors and until their successors have been elected and have qualified or until their earlier death, resignation, removal, retirement or disqualification. At the direction of the President of the Board, the Directors shall develop a slate of proposed candidates for each office and present the same at the annual meeting of the Board of Directors, along with such recommendations as the Board shall consider appropriate. The Board of Directors may elect or provide for the

appointment of such officers or assistant officers, in addition to those set forth in these Bylaws, as the Board deems necessary for the efficient management of the Corporation. Notwithstanding the foregoing, the Corporation shall not be required to have at any time any officers other than a President, Vice President, Secretary and Treasurer, each of whom shall be an elected member of the Board of Directors of the Corporation. An individual may hold more than one (1) office.

7.02 The first order of business at the annual meeting of the Board of Directors of the Corporation, after the annual election of the Directors of the Corporation, shall be to elect, by majority vote, its officers for the ensuing year. Officers of the Board of Directors may be elected to any number of successive terms.

7.03 In the event that any vacancy shall occur in the officers of the Corporation, the President shall appoint a successor officer who shall serve out the remainder of the predecessor's term; provided, however, if the position of President shall become vacant, his or her replacement shall be elected by the unanimous vote of the Board of Directors.

7.04 The officers and staff of the Corporation shall receive such salaries and other compensation as the Board of Directors shall consider appropriate. Where appropriate, the Board of Directors shall enter into employment contracts on behalf of the Corporation with such officers or staff of the Corporation as it may consider desirable.

## **ARTICLE VIII**

### **PRESIDENT**

8.01 The President shall be the chief executive officer and chief policymaker of the Corporation and shall report directly to the Board of Directors. He or she shall cause written policy statements setting forth the purposes and aims of the Corporation to be prepared and

distributed to the Board of Directors of the Corporation and shall provide further interpretation of these written policies as required.

8.02 The President shall preside at all meetings of the Board of Directors of the Corporation.

8.03 The President shall provide guidance to the Board of Directors to assist in developing slates of prospective candidates for election as officers and Directors of the Corporation.

8.04 Unless otherwise determined by the Board of Directors, the President shall not receive any salary, compensation or other remuneration for his or her services to the Corporation but shall be reimbursed for any expenses authorized by the Board of Directors that he or she may incur in connection with the performance of his or her duties and functions.

8.05 The President shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

#### **ARTICLE IX.**

#### **VICE PRESIDENT**

9.01. In the event that the President is unable to perform his or her duties, the Vice President shall assume responsibility for all such duties.

9.02 The Vice President shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

9.03 Unless otherwise determined by the Board of Directors, the Vice President shall not receive any salary, compensation or other remuneration for his or her services to the Corporation but shall be reimbursed for any expenses authorized by the Board of Directors that he or she may incur in connection with the performance of his or her duties and functions.

**ARTICLE X.**

**TREASURER**

10.01 The Treasurer shall be the chief financial officer of the Corporation and shall have custody of all of its funds.

10.02 The Treasurer shall review all payments made to the Corporation, whether for dues or on account of other matters, and shall periodically account to the Board of Directors for all funds so received.

10.03 The Treasurer shall oversee the disbursements of the Corporation's funds in payment of its debts and obligations within the limits contained in the budget, if any, of the Corporation as adopted by the Board of Directors. The Treasurer shall have no authority to make any expenditure in excess of the budget if such a budget is prepared.

10.04 With the approval of the President, the Treasurer may select a certified public accountant to conduct periodically a compilation, review or audit, as may be required by law or at the direction of the Board of Directors, of the financial books and records of the Corporation and prepare such reports to the Board of Directors as he or she may consider appropriate. All such reports and audits shall be delivered to the President.

10.05 Unless otherwise determined by the Board of Directors, the Treasurer shall not receive any compensation, salary or other remuneration for his or her services to the Corporation, but shall be reimbursed for any expenses authorized by the Board of Directors that he or she may incur on its behalf.

10.06 The Treasurer shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

10.07 The Treasurer shall execute and file such state and federal tax returns and other reports, returns and documents in the name and on behalf of the Corporation as may be necessary or appropriate.

10.08 The Treasurer, with the approval of the President, may delegate certain clerical functions associated with his or her office to any other Director, employee or independent contractor of the Corporation.

## **ARTICLE XI.**

### **SECRETARY**

11.01 The Secretary shall make all of the arrangements necessary for the scheduling and holding of all meetings of the Board of Directors of the Corporation, including the preparation and delivery of notices to each person entitled to attend such meeting.

11.02 The Secretary shall attend all meetings of the Board of Directors of the Corporation and the Executive Committee, and shall keep and maintain accurate minutes of all such meetings. The minutes of these meetings, when approved by the President, shall be made a part of the Corporation's permanent records. In the absence of the Secretary at a meeting of the Board of Directors or the Executive Committee, the Vice President or, in the absence of the Vice President, such other Board member or officer as temporarily appointed by the President shall assume the duties of the Secretary.

11.03 With the approval of the President, the Secretary may delegate certain clerical functions associated with his or her office to any other Director, employee or independent contractor of the Corporation.

11.04 The Secretary shall receive and respond to all correspondence addressed to the Corporation, with the advice, where necessary, of other officers of the Corporation.

11.05 The Secretary shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

11.06 Unless otherwise determined by the Board of Directors, the Secretary shall receive no salary, compensation, or other remuneration for his or her services to the Corporation but shall be reimbursed for any expenses authorized by the Board of Directors that he or she may incur on its behalf.

## **ARTICLE XII.**

### **MEETINGS**

12.01 Regular meetings of the Board of Directors shall mean the annual meeting or special meetings of the Board, as described in paragraphs 12.02 and 12.03.

12.02 The annual meeting of the Board of Directors of the Corporation shall be held at a time and place selected by the President with the consent of a majority of the incumbent members of the Board of Directors. The initial annual meeting shall be held within two (2) months of the incorporation of the Foundation. Subsequent annual meetings shall be held each fiscal year no later than the end of the same calendar month in which the previous annual meeting occurred. The Secretary of the Corporation shall send written notice of the time and place of each annual meeting of the Corporation to each Director of the Corporation by mail or electronic email at least twenty (20) days prior to the date set for the meeting. At the annual meeting, the Board of Directors shall (i) hear reports from the President; (ii) elect the Directors and the officers for the coming year; and (iii) transact such other business as may lawfully come before the meeting.

12.03 In addition to the annual meeting, special meetings of the Board of Directors for any purpose may be called at any time upon written notice sent at least twenty (20) days in

advance of such meeting by mail or electronic email. Such special meetings may be called at the instance of the President or by the Secretary upon the written request of a majority of the incumbent members of the Board of Directors. If at any meeting of the Board of Directors there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice except announcement at the meeting, until a quorum shall have been obtained.

12.04 The President, or the Secretary upon the written request of a majority of the incumbent members of the Board of Directors, may convene an emergency meeting of the Board through notice of any kind. No written notice of any such meeting as required under Section 12.03 need be given any Director who attends such meeting, unless any such Director at the beginning of such meeting states any objections to the place or time of the meeting, to the manner in which it has been called or convened, or to the transaction of business thereby. Further, written notice as required under Section 12.03 shall not be required to be given any Director who at any time before or after the meeting waives notice of the same in writing. After any such objections have been stated, the emergency meeting may proceed if a quorum of non-objecting Directors is present.

12.05 Any action required or permitted by these Bylaws or otherwise to be taken at any meeting of the Board of Directors may be taken without a meeting, if written consent setting forth the action so taken shall be provided by mail or electronically by email by a majority of the Directors, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board, as the case may be.

12.06 Members of the Board of Directors designated by such Board may participate in a meeting of such Board by means of conference telephone or similar communication equipment,

by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 12.06 shall constitute presence in person at such meeting.

### **ARTICLE XIII.**

#### **QUORUMS AND VOTING; RULES AND PROCEDURES**

13.01 A majority of the incumbent members of the Corporation's Board of Directors shall constitute a quorum for the transaction of business. Each Director (not including vacancies) shall be entitled to one (1) vote.

13.02 Except as otherwise required by the Georgia Nonprofit Corporation Code, the Corporation's Articles of Incorporation, or these Bylaws, all decisions of Board of Directors shall be by majority vote of those present.

13.03 Any decision made by the Board of Directors that is contrary to or not authorized by the Corporation's Articles of Incorporation or these Bylaws shall be suspended by the President upon written notification to the Board of Directors, and shall be submitted for reconsideration at the next meeting of the Board.

### **ARTICLE XIV.**

#### **COMMITTEES**

14.01 The Board of Directors may from time to time designate and appoint one (1) or more standing committees as it sees fit. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors.

14.02 The officers of the Corporation required by these Bylaws shall constitute the "Executive Committee." The Executive Committee shall have the authority to act on behalf of the Corporation in between regular meetings of the Board of Directors. The Board of Directors must validate the actions of the Executive Committee at its next regular meeting. Any such

action not so validated will not be legally binding on the Corporation. The President shall act as chairperson of the Executive Committee.

## **ARTICLE XV.**

### **DEPOSITS, CHECKS, LOANS, AND CONTRACTS**

15.01 The funds of the Corporation shall be deposited in such banks, trust companies, or other depositories as the Board of Directors shall select.

15.02 No contract, agreement, indenture, check, draft, endorsement, note, evidence of indebtedness, or other writing shall be valid and binding as against the Corporation unless the same is executed by any one of the following persons: the President, the Treasurer, or any other individual specifically authorized by the Board of Directors. Endorsements for deposits to the Corporation's bank account shall be made in any manner which the Board of Directors may from time to time authorize.

15.03 No loan, extension of credit or advance shall be contracted for on behalf of the Corporation except and to the extent that the same has been authorized by the Board of Directors, which authorization may be general or limited to specific instances. No asset or property of the Corporation may be pledged or encumbered to collateralize any loan made to the Corporation unless the same is specifically authorized by the Board of Directors.

## **ARTICLE XVI.**

### **FISCAL PROVISIONS**

16.01 The Corporation's fiscal year shall begin on January 1 of each year and end on December 31 of that year.

16.02 Following the close of the Corporation's fiscal year, its books and accounts may be compiled by its independent certified public accountants who, if engaged, shall thereupon forward a written report of the results of their compilation to the Board of Directors.

## **ARTICLE XVII.**

### **AMENDMENTS**

17.01 The Board of Directors of the Corporation shall have power to alter, amend, or repeal these Bylaws or adopt new Bylaws of the Corporation by an affirmative vote of two-thirds (2/3) of those present at any regular meeting of the Board of Directors at which a quorum is present or at any special meeting thereof regularly called at which a quorum is present; provided, however, notice of the contemplated action concerning the Bylaws is mailed to each member of said Board at least twenty (20) days in advance of said meeting; and provided further, however, a majority of the Board of Directors shall have approved such contemplated action concerning the Bylaws.

## **ARTICLE XVIII.**

### **INDEMNIFICATION**

18.01 Any person (and their heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her (or by his or her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to the matters as to which it shall be adjudged in such action, suit, or proceeding that such Director or Officer is liable for negligence or misconduct in the

performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or officer (or such heirs, executors of administrators) may be entitled from this Article XVIII.

## ARTICLE XIX.

### CONFLICTS OF INTEREST

19.01 Any Director, Officer, assistant officer, appointee or employee who has an interest in a contract or other transaction presented to the Board of Directors or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person that the contract or transaction, which might reasonably be construed to be adverse to the Corporation's interest.

19.02 The conflict of interest shall be assumed to exist unless the body to which such disclosure is made shall thereupon determine, by a vote of two-thirds (2/3) of the members entitled to vote, that the disclosure shows that a conflict of interest does not exist or can not be reasonably construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transactions. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon if any, the abstention from voting and participation, and whether a quorum was present.

**ARTICLE XX**

**CORPORATE SEAL**


20.01 The seal of the Corporation shall consist of an impression bearing the name of the Corporation around the perimeter and the word "Seal" or "Corporate Seal" and such other information in the center thereof as is desired. In lieu thereof, the Corporation may use an impression or writing bearing the words "Corporate Seal" enclosed in parenthesis or scroll which shall also be deemed the seal of the Corporation.

**ARTICLE XXI.**

**CONSTRUCTION**

21.01 In referring herein to any Officer or Director, the use of the singular shall include the plural, the plural shall include the singular, and any gender shall include the other gender, as appropriate in the context and under the circumstances.

I hereby certify that the foregoing Bylaws were duly adopted by the Board of Directors of the Corporation on this 17<sup>TH</sup> day of MARCH, 2008.

  
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GLENN RICARDO COYNE, Secretary

[CORPORATE SEAL]