

**BYLAWS**  
**21<sup>ST</sup> CENTURY PARTNERSHIP FOUNDATION, INC.**

**ARTICLE I**  
**GENERAL**

*Section 1: Applicability.* These Bylaws provide for the governance of 21<sup>st</sup> Century Partnership Foundation, Inc. (the “Corporation”) in conjunction with the Articles of Incorporation.

*Section 2: Purposes.* The objects and purposes for which the Corporation is formed are for those purposes as set forth in the Articles of Incorporation.

**ARTICLE II**  
**OFFICE**

The principal office for the transaction of the business of the Corporation shall be located at such place as may be fixed from time to time by the Board of Trustees.

**ARTICLE III**  
**BOARD OF TRUSTEES**

*Section 1: Purpose and Powers of the Board.* The Board of Trustees is charged with the accomplishment of the purposes of the Corporation and to that end, is authorized to employ and to fix the salaries and prescribe the duties of such agents, servants, and employees as the Board shall require and to take every and all action or actions necessary to the attainment of such purposes. Except as otherwise provided by the Articles of Incorporation or these Bylaws, the property and business of the Corporation shall be managed by its Board of Trustees. In addition to the powers and authority conferred by these Bylaws, or the Articles of Incorporation, the Board of Trustees may exercise all such powers of the Corporation and do all such lawful acts and things as may be necessary, incident, or convenient to conduct the affairs of the Corporation.

*Section 2: Number of Trustees.* The number of Trustees, which shall never be less than one (1) nor more than twenty-one (21) shall be as established by resolution of the Board of Trustees.

*Section 3: Selection of Trustees.* Any natural person eighteen (18) years of age or older may serve as a Trustee of the Corporation, provided said person is appointed or elected to serve in accordance with these bylaws. The initial Trustees shall be appointed by resolution.

*Section 4: Terms of Trustees.* Each Trustee shall serve a four (4) year term provided, however, a Trustee may resign, may cease to serve by death or incapacity, or may be removed by a two-thirds (2/3) vote of the remaining Trustees. Trustees may serve an unlimited number of terms provided they are elected or appointed in accordance with these bylaws.

*Section 5: Trustee Compensation.* No Trustee shall receive compensation for services to the Corporation as a Trustee. This provision shall not preclude a Trustee from being compensated for service to the Corporation in another capacity.

*Section 6: Trustee Contractual Relationships.* No contract or other transaction between this Corporation and one or more of its Trustees or any other corporation, firm, association or

entity in which one or more of the Trustees are members or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Trustee or Trustees are present at the meeting of the Board of Trustees or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Trustees or committee which authorizes, approves or ratifies the contract or transaction by vote or consent is sufficient for the purpose without counting the votes or consents of such interested Trustees; or

(b) The fact of such relationship or interest is disclosed or known to the Trustees entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the Trustees.

Common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or a committee thereof which authorizes, approves or ratifies such contract or transaction.

*Section 7: Vacancies.* Whenever a vacancy shall exist, whether by resignation, removal, death or incapacity, the remaining Trustees shall elect a successor for immediate appointment by majority vote.

*Section 8: Regular Meetings.* The Board of Trustees shall hold regular meetings as necessary. Unless decided otherwise by the Trustees or by the Chairperson, there shall be no less than one (1) regular meeting every twelve (12) months for purposes of addressing corporate matters and electing and appointing officers and new Trustees. The Trustees may adopt their own rules of order, and order of business for both regular and special meetings. Regular meetings may be held in person, via teleconference, or via email, as the Board determines is appropriate.

*Section 9: Special Meetings.* The Chairperson, or the Vice Chairperson when acting as the Chairperson, may call special meetings. Any officer, when requested to do so by three (3) Trustees, may call for a special meeting. Those calling a meeting shall designate its time and place. Special meetings may be held in person, via teleconference, or via email, as the Board determines is appropriate.

*Section 10: Notice.* The Chairperson shall cause notice of any meeting to be delivered in person, or via mail or telecommunications, or any other reasonable means, at least three (3) days prior thereto to each Trustee. Any Trustee may waive notice of any meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice for the meeting, unless a Trustee objects to notice at the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting by the Trustees need be specified in the notice or waiver of notice of such meeting.

*Section 11: Attendance.* Trustees are strongly encouraged to attend all regular and special meetings of the Board. The Chairperson shall be responsible for directing the attention of Trustees to non-adherence to this Section.

*Section 12: Quorum.* A quorum shall be a majority of those Trustees in office, present either in person, via teleconference, or via email. Voting may be by proxy and contribute towards a quorum. A proxy must be sent in writing to the Chairperson of the Board of Trustees prior to the meeting, must be addressed to a specific item, and must be a directed vote. A vote by a majority (except where otherwise provided in these Bylaws or the Articles of Incorporation) of Trustees at any meeting where a quorum is present shall constitute official action by the Board. The Chairperson shall vote on matters before the Board. If less than a quorum of Trustees is present at any meeting of the Board, a majority of Trustees present may adjourn said meeting until a quorum can be obtained.

*Section 13: Action in Lieu of Meeting.* Any action to be taken at a meeting of the Trustees, or any action that may be taken at a meeting of the Trustees, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the required number of Trustees for such action to be approved, but in no case less than a majority of the Trustees, but in no case less than a majority of the Trustees, and any further requirements of law pertaining to such consents have been complied with. Fax or email response may be considered as signed.

*Section 14: Powers of the Board.* The Board of Trustees shall have the power to elect officers (including the Executive Director) of the Corporation and to remove them for cause to be determined by the Board; to employ and discharge agents; to fix compensation of officers, agents and employees; and to make contracts and expend the money of the Corporation for its lawful purposes; to make such rules and regulations for the conduct of the affairs of the Corporation as they may deem proper and necessary; to delegate to a committee of the board or to officers, agents, or employees of the Corporation specific functions of the board; to override or rescind a decision by the Executive Committee by two-thirds vote of the full Board of Trustees and generally to do all acts and things not inconsistent with the Articles of Incorporation and these Bylaws which they deem necessary and convenient to the best interest of the Corporation. No officer may be removed without the affirmative vote of a majority of the entire board then serving.

*Section 15: Executive Director as Ex Officio Member of the Board of Trustees.* The Executive Director of the Corporation shall be an ex officio member of the Board of Trustees and may be required to attend meetings of the Board of Trustees and the Executive Committee upon the request of the Chairperson. The Executive Director, however, shall have no entitlement to vote on modification on these Bylaws, modification of the Articles of Incorporation, the selection or appointment of Trustees, or any other matter of business, which powers are expressly reserved to the Trustees of the Corporation, the Chairperson of the Board, and the Executive Committee, respectively, as further provided in these Bylaws and the Articles of Incorporation.

#### **ARTICLE IV EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the Chairperson and other duly elected officers of the Board of Trustees and no more than three (3) additional Trustees appointed by the

Chairperson. The Executive Director of the Corporation and its legal counsel shall serve as ex officio members of the Executive Committee. This Executive Committee will be vested with the power and authority to manage the affairs of the Corporation with the same manner and to the same extent as the full Board of Trustees. A quorum shall consist of a simple majority of the Executive Committee members. The Executive Committee shall hold regular meetings, as necessary. The Chairperson may call an Executive Committee meeting on such notice as may be reasonable under the circumstances. The Executive Committee may adopt their own rules of order and order of business for both regular and special meetings. The Chairperson, Vice Chairperson, and the Secretary and Treasurer may make any decision on behalf of the Executive Committee which may be overridden or rescinded by the Executive Committee. Provided, however, that the Executive Director may approve transactions up to a limit set by the Board of Trustees. All actions of the Executive Committee shall be reported to the Board of Trustees at its next regular meeting.

## **ARTICLE V COMMITTEES**

*Section 1: Members.* The Board of Trustees may create one or more committees and the Chairman shall appoint members to serve on them. Each committee may have one or more Trustees, who shall serve at the pleasure of the Board of Trustees.

*Section 2: Authority.* Each committee shall exercise such powers and duties as authorized by the Board of Trustees. A committee shall not, however: (1) fill vacancies on the Board of Trustees or on any of its committees; (2) amend the Articles of Incorporation; or, (3) adopt, amend, or repeal Bylaws.

*Section 3: Meetings.* Committees shall meet from time to time on call of the Chairman of the Board, the Executive Director, or of any one or more members of the particular committee. The requirements for meetings, action without meetings, notices, and waivers of notice of the Board of Trustees shall apply to any committee which the Board shall establish. A committee shall keep a record of its proceedings and shall report these proceedings to the Board of Trustees at the meeting thereof held next after the action has been taken. All such proceedings shall be subject to revision or alteration by the Board of Trustees, except to the extent that action shall have been taken pursuant to or in reliance upon such proceedings prior to any such revision or alteration.

*Section 4: Quorum and Voting.* The quorum and voting requirements of the Board of Trustees also shall apply to any committee which the Board shall establish.

*Section 5: Removal.* The Board of Trustees shall have power to remove any member of any committee at any time, with or without cause, to fill vacancies, and to dissolve any such committee.

**ARTICLE VI**  
**OFFICERS**

*Section 1: Officers.* The officers of the Board of Trustees shall be a Chairperson, Vice Chairperson, and a Secretary and Treasurer. The officers shall serve for two (2) years or until their successors are elected and qualified. No officer shall receive compensation for their services, if such officer is a Trustee. However, the Trustee shall be entitled in all events to reimbursement for reasonable expenses incurred by them in the performance of their duties.

*Section 2: Election, Terms, and Appointment of Officers.* The officers shall be elected by the Board of Trustees at its last meeting before the end of the Corporation's fiscal year on December 30. The term of office shall be two years but any officer may serve as many terms as the Board of Trustees may determine. An officer's term shall begin immediately upon election and extend until the election of the respective successors two years from the date of the initial election. The Chairperson shall name three (3) Trustees as a nominating committee the second year of the Chairperson's term of office. The Chairperson shall designate one of them as chairman of the nominating committee for the purpose of recommending candidates among the Trustees for the office of Board Chairperson, Vice Chairperson, and the Secretary and Treasurer. The Trustees shall vote in open session and the nominee for office receiving the majority of votes cast shall be declared elected. When no nominee receives a majority of the votes cast, there shall be a run off between the nominee receiving the largest number of votes and the nominee receiving the next largest number of votes. The Vice Chairperson and Secretary/Treasurer shall be elected at the same time and shall serve the same term as the Chairperson. Trustees may hold the same office for more than one term consecutively. Any officer elected or the Chairperson may be removed at any time by a vote of the majority of the Board.

*Section 3: Chairperson of the Board of Trustees.* The Chairperson shall preside at all meetings of the Board. The Chairperson is responsible to the Trustees for overall direction of the affairs and business of the Board of Trustees. The Chairperson may execute on behalf of the Board of Trustees any deeds, bonds, contracts, obligations, or other instruments necessary or convenient to transactions or other business that the Trustees have authorized. Exceptions are cases where the signing and execution thereof shall be expressly delegated by the Trustees to some other officer or agent of the Board of Trustees, or shall be required by law to be otherwise signed or executed. In general, the Chairperson shall perform all duties incident to the Office of Chairperson. The Chairperson shall also preside over all meetings of the Executive Committee, and shall enjoy responsibility and right to select individual Trustees to serve on the Executive Committee, subject to the approval of at least one-third of the Board of Trustees.

*Section 4: Vacancies.* A vacancy in the office of Chairperson shall be filled by a majority vote of the Board of Trustees for the unexpired term.

*Section 5: Vice Chairperson of the Board of Trustees.* In the absence of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson. When so acting, the Vice Chairperson shall have all the powers of and be subject to all the restrictions upon the Chairperson. In the event of the Chairperson's inability or refusal to act, the majority of the Trustees present at a meeting at which a quorum is present may authorize the Vice Chairperson to preside. The Vice Chairperson shall perform such other duties as from time to time may be assigned by the Chairperson or by the Board of Trustees. The execution of any instrument of the

Corporation by the Vice Chairperson shall be conclusive evidence, as to third parties, of his/her authority to act for the Chairperson.

*Section 6: Secretary and Treasurer.* The Secretary and Treasurer may be separate offices or may be combined into one office. The Secretary and Treasurer of the Board of Trustees shall cause a record to be kept of the proceedings of the Board of Trustees. This officer shall be custodian of all books, documents, and papers filed with the Board of Trustees, the minute book or journal of the Board of Trustees, and its official seal. The Secretary and Treasurer shall have authority to cause copies to be made of all minutes and other records and documents of the Board of Trustees. Each may give certificate under the official seal of the Board of Trustees to the effect that such copies are true copies. All persons dealing with the Board of Trustees may rely upon such certificates.

*Section 7: Executive Director.* The Board of Trustees may, but are not required, to fill the position of the Executive Director of the Corporation. The Executive Director shall be responsible to the Chairperson and the Board of Trustees for the affairs and business of the Corporation as conducted on a day to day basis. The Chairperson and the Executive Committee may delegate and designate such functions, authority and duties to the Executive Director as they deem appropriate to enable the Executive Director to perform the duties of the office. The Executive Director shall serve at the pleasure of a majority of the members of the Board of Trustees. The Executive Director shall not simultaneously serve as a Trustee of the Corporation. However, the Executive Director shall be an Ex Officio member of the Board of Trustees and the Executive Committee and shall attend meetings of the Executive Committee or the Board of Trustees at the pleasure of the Chairperson. The Executive Director may receive compensation for services in said capacity which compensation shall be established and determined by the Board of Trustees. The Executive Director shall be entitled to reimbursement for reasonable expenses incurred by him or her in performance of their duties.

## ARTICLE VII

### BOOKS, RECORDS, REPORTS, AND AUDITS

*Section 1: Books and Records.* The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its membership, Board of Trustees, and committees of Trustees. The Corporation shall keep at its registered office or in a principal place of business a record of its membership, giving the names and addresses of all members. Any books, records, and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

*Section 2: Annual Financial and Compliance Report.* On or about the close of the Corporation's fiscal year, it shall have a reconciliation made of the Corporation's books, accounts, and records with respect to its receipts, disbursements, contracts, leases, assignments, loans, and all other matters relating to its financial operations. The purpose is to determine whether the Corporation's financial operations are properly conducted, whether the financial reports of the Corporation are fairly presented, and whether the Corporation has complied with applicable laws, regulations, and resolutions.

This reconciliation shall be made by an independent certified public accounting firm and conform to generally accepted accounting principles. The accountant's report shall include a

certificate or opinion statement. It shall set forth in reasonable detail specific statements concerning:

(a) The Corporation's receipts and expenditures, categorized according to generally accepted accounting principles;

(b) The Corporation's assets and liabilities as of the end of the period under audit and include a schedule of its bonds, notes, and other indebtedness outstanding at the end of the fiscal year.

#### **ARTICLE VIII FISCAL YEAR**

The fiscal year of the Corporation shall commence on January 1 of each year and shall end on December 31 of that year. The initial fiscal year shall commence on the date of beginning business and shall end on December 31, 2012.

#### **ARTICLE IX WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the laws of the State of Georgia, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice. This does not modify the provisions for notice and waiver in regard to any meetings.

#### **ARTICLE X SEAL**

The Board of Trustees shall prepare a Corporation seal that shall be in the form of a circle. It shall have the name of the Corporation and other appropriate wording inscribed upon it. The Chairperson, the Executive Committee, or the Officers of the Corporation shall use the corporate seal, or a facsimile thereof to attest any contract, conveyance or similar document executed by or on behalf of the Corporation, but the absence of the Corporate Seal shall not impair the validity of the document or any action taken in pursuance thereof or in reliance thereon in accordance of O.C.G.A. § 14-2-151.

#### **ARTICLE XI RESOLUTIONS**

*Section 1: Severability.* Unless otherwise expressly provided, if any one or more of the provisions of any resolution of the Board of Trustees should be determined by a court of competent jurisdiction to be contrary to law, then such provision or provisions shall be deemed and construed to be severable from the remaining provisions therein contained and shall in no way affect the validity of the other provisions of such resolution.

*Section 2: Headings.* Any headings preceding the texts of the several articles and sections of any resolution of the Board of Trustees and any table of contents or marginal notes appended thereto shall be solely for convenience of reference and shall not constitute a part of such resolution, nor shall they affect its meaning, construction, or effect.

*Section 3: Effective Date.* Unless otherwise expressly provided, each resolution of the Board of Trustees shall take effect immediately upon its adoption.

*Section 4: Priority.* Unless otherwise expressly provided, each resolution of the Board of Trustees shall be deemed to rescind and repeal all prior resolutions, rules, or other actions, or parts thereof, of the Corporation in conflict with subsequent resolution insofar (and only insofar) as such conflict exists. The provision shall not apply to conflicts between resolutions and Bylaws of the Corporation provided that nothing therein contained shall be construed as impairing previously authorized obligations of the Corporation.

*Section 5: No Recourse Under Resolutions.* All covenants, stipulations, promises, agreements, and obligations of the Corporation contained in any resolution of the Board of Trustees shall be deemed to be the covenants, stipulations, promises, agreements, and obligations of the Corporation and not of any Trustee, officer, or employee of the Corporation in his individual capacity. No recourse shall be had for any claim based on any resolution of the Board of Trustees against any Trustees, officers, or employees of the Corporation.

*Section 6: Performance of Resolution Provisions.* The Trustees and officers of the Corporation, attorneys, agents, and employees of the Corporation shall be automatically authorized to do all acts and things required of them by any resolution of the Corporation for the full, punctual, and complete performance of all the provisions of such resolution.

*Section 7: Rules, Regulations, and Policies.* The Trustees of the Corporation shall have the power and authority to make such rules, regulations, and policies consistent with the statutes of the State of Georgia concerning the issue, transfer, and registration of evidences of indebtedness of the Corporation.

## **ARTICLE XII AMENDMENT OF BYLAWS**

The Board of Trustees may add to, amend, or rescind these Bylaws by a two thirds (2/3) affirmative vote of all Trustees present at a regular meeting or at any special meeting called for that purpose; provided, however, that no such change or amendment shall be effective which would impair or destroy the status of the corporation as one which is eligible for qualification as a § 501(c)(3) organization under the provision of the Internal Revenue Code. Amendment of the Bylaws must be proposed prior to the meeting, and Trustees notified as to the proposed alterations. Voting may be by proxy.

## **ARTICLE XIII INDEMNIFICATION**

The Corporation shall indemnify and hold harmless the officers, Trustees, Executive Director, and employees (paid or volunteer) of the Corporation from and against any and all causes of action, liabilities, losses, damages of any kind or nature, including any reasonable attorney's fees and expenses incurred in connection with the execution of their duties or the exercise of their discretion taken on behalf of the Board of Trustees, except when the same is judicially determined to be due to the gross negligence or willful misconduct of such persons. Nevertheless, the Board of Trustees shall be given reasonable notice by such persons of any such action or causes of action and be given a reasonable opportunity to assume the defense against the same and to indemnify and hold harmless said persons therefrom.



**ARTICLE XIV**

**AUTHORITY TO EXECUTE DOCUMENTS AND AGREEMENTS**

The Chairperson of the Board of Trustees, and any other officer or officers of the Corporation as may be designated by writing of the Chairperson or by a resolution of the Board of Trustees shall have authority, acting alone and without the necessity of further action by the Board of Trustees to enter into contract and agreement of every nature on behalf of the Corporation and to cause the Corporation to be bound by the terms thereof. Such authority shall include, without, limitation, the authority to enter into, on behalf of the Corporation contracts for the purchase or sale of real or personal property, options of purchase or sale of real or personal property; deeds, bills of sale, and other instruments of conveyance; notes and other evidences of indebtedness, subject however to other provisions of these Bylaws; Security Deeds, Deeds of Trust, Security Agreement, and other Security instruments or Security Assignments; Loan Agreements, Powers of Attorney; Certificates; and all other instruments, agreements or documents incidental to any of the forgoing and any amendments or supplements thereto or to any thereof; and to make on behalf of the Corporation any representations, warranties, covenants and certificates contained in any of the forgoing. Any and such contracts, agreements and instruments executed on behalf of the Corporation, by the Chairperson or any other officer in the Corporation designated in writing by the Chairperson or by resolution of the Board of Trustees shall constitute the act of and be binding upon the Corporation in accordance with its terms, and execution of any thereof as aforesaid by any such officer shall be conclusive evidence of such authority, and may be relied upon by all persons dealing with the Corporations without the necessity of further inquiry until actual receipt of written notice of the revocation of the authority of any such officer by the Chairperson or by resolution of the Board of Trustees.

**ARTICLE XV**

**EFFECTIVE DATE**

These Bylaws shall be effective immediately upon their adoption.

\*\*\*END OF BYLAWS\*\*\*

Adopted September 20, 2016.