

SECOND AMENDED AND RESTATED BYLAWS  
OF  
LYNDHURST HOMEOWNERS ASSOCIATION, INC.

ARTICLE I NAME AND OFFICES

SECTION 1. Name. The name of this Corporation shall be LYNDHURST HOMEOWNERS ASSOCIATION, INC.

SECTION 2. Registered Office and Agent. The Corporation shall maintain a registered office in the State of Georgia, and shall have a registered office whose address is identical with the address of such registered agent, in accordance with the requirements of the Georgia Nonprofit Corporation Code.

SECTION 3. Other Offices. The Corporation may have other offices at such place or places, within or without the State of Georgia, as the Board of Directors may determine from time to time or the affair of the Corporation may require or make desirable.

SECTION 4. Definitions. Any term used herein that is not specifically defined herein shall have the same meaning and definition as provided in that certain Declaration of Covenants, Restrictions and Easements for Lyndhurst Subdivision, Unit One recorded at Book 1442, Page 75, Rockdale County Records; Declaration of Covenants, Restrictions and Easements for Lyndhurst Subdivision, Unit Two recorded at Book 998, Page 233, Newton County Records; Declaration of Covenants, Restrictions and Easements for Lyndhurst Subdivision, Unit Three recorded at Book 1208, Page 1, Newton County Records; Declaration of Covenants, Restrictions and Easements for Lyndhurst Subdivision, Unit Four recorded at Book 1544, Page 409, Rockdale County Records and Book 3276, Page 192, Newton County Records (hereafter referred to as "Declaration of Covenants").

## ARTICLE II MEMBERS

SECTION 1. Eligibility for Membership. Every Owner shall automatically be a member of the Corporation and such membership shall terminate only as provided in the Articles of Incorporation, Bylaws or Declaration of Covenants.

SECTION 2. Membership Classifications. There shall be two classifications of Membership:

(a) Owner Members. The Corporation shall have Owner Members which shall be restricted to persons owning a lot and residing in a home located in Lyndhurst Subdivision. Owner Members shall have the voting rights of the Corporation as set forth herein.

(b) Developer Members. The Corporation shall *have* Developer Members. Hwy. 138 Enterprises, Inc. shall be the only Developer Member and shall designate one person to act as its representative. Alvin H. Vaughn shall be designated initially by Hwy. 138 Enterprises, Inc. to represent it. The Developer Member Classification shall terminate at such time as the Corporation is self-sufficient and is not dependent upon Hwy. 138 Enterprises, Inc. or any entity controlled by Hwy. 138 Enterprises, Inc. for financial support. The determination of whether the Corporation is self-sufficient and is not dependent upon Hwy. 138 Enterprises, Inc., or any entity controlled by Hwy. 138 Enterprises, Inc. for financial support shall be made by the Developer Member Classification, in its sole discretion. Upon such determination, the representative of the Developer Member shall appoint a Resident Member who shall call a meeting of the Members of the Corporation to elect directors pursuant to Article III, Section 3.

SECTION 3. Rules, Regulations, Resolutions and Limitations. The Board of Directors may at any time and from time to time adopt, amend, alter and repeal rules, regulations and resolutions governing and limiting the number of Memberships, the scope of Membership privileges, and such other matters, whether or not relating to Membership, as the Board of Directors may determine to be in the best interest of the Corporation; provided, however, that no rule, regulation and resolution shall be adopted, amended, altered or repealed that would in any way prevent any person owning and residing in a home located in Lyndhurst Subdivision from being a member.

SECTION 4. Annual Meeting. A meeting of the members of the Corporation shall be held annually each year on such date and at such time and place as may be fixed from time to time by the Board of Directors of the Corporation for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Georgia, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as arrangements may conveniently be made.

SECTION 5. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of not less than twenty-five (25%) percent of the Owner Members of the corporation in good standing.

SECTION 6. Place of Meeting. The Board of Directors may designate any place, within the Counties of Rockdale and Newton, State of Georgia, unless otherwise prescribed by statute, as the

place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, either within or without the State of Georgia, unless otherwise prescribed by statute, as the place for the holding of such meeting.

SECTION 7. Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in case of special meeting, the purpose or purposes for which the meeting is called, shall unless otherwise prescribed by statute, be delivered not less than ten nor more than thirty days before the date of the meeting, either personally or by mail, at the direction of the President, or the Secretary, or the persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the official membership list of the corporation, with the postage thereon prepaid.

SECTION 8. Waiver of Notice. A written waiver of notice signed by a member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a member at a meeting shall constitute a waiver of notice of *such* meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner of the meeting in which it has been called or convened, except when a member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the transaction of business.

SECTION 9. Member Lists. The Officer or agent having charge of the official membership list shall make a complete list of the members entitled to vote at each meeting of members or any adjournment thereof, arranged in alphabetical order. Such list shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting for the purposes thereof.

SECTION 10. Action Without Meeting. Any action of the members of the corporation may be taken without a meeting, if written consent setting forth the action so taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the members.

SECTION 11. Votes. On matters upon which Owner Members are entitled to vote, each resident member of the Corporation in good financial standing shall be entitled to one (1) vote at every meeting of the members which such member attends. Notwithstanding the foregoing, however, voting shall be restricted to a maximum of one (1) vote per lot.

SECTION 12. Member Quorum: Manner of Voting; Roberts Rules. Unless otherwise required in the Articles of Incorporation, twenty percent (20%) of the Owner Members appearing in person, by proxy or by absentee ballot shall constitute a quorum at an annual or special meeting of Owner Members. If a quorum is present, unless otherwise provided by law or in the Articles of Incorporation, the affirmative vote of a majority of the Owner Members at the meeting entitled to vote on the subject matter shall be the act of the Owner Members. After a quorum has been established at a meeting, the subsequent withdrawal of Members, so as to reduce the number of Members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. If a quorum is not present

when a meeting starts, then a majority of the Owner Members at the meeting may adjourn the meeting from time to time without further notice until a quorum is present. There shall be no cumulative voting. The order of business and procedure shall conform to Roberts Rules of Order, as revised from time to time.

**SECTION 13. Membership Certificate.** After an individual *has* qualified to be a member, such member may be issued an appropriate membership certificate.

**SECTION 14. Termination of Membership.** The Board of Directors by affirmative vote of a majority of all members of the Board may suspend the voting rights or right of enjoyment of an Owner Member for cause after an appropriate hearing. Also, the Owner Members of the Corporation, by majority vote of the members in good standing of the Corporation, at any regularly constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues, but such termination shall not relieve the member of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

**SECTION 15. Reinstatement.** A former member may, upon written request signed by such former member and filed with the Secretary of the Board of Directors, have his voting rights or right

- of enjoyment reinstated by an affirmative vote of a majority of all the members of the Board upon such terms as the Board of Directors may deem appropriate and consistent with these Bylaws.

## ARTICLE III BOARD OF DIRECTORS

SECTION 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

SECTION 2. Elections. After termination of the Developer Member Classification of Membership, the Board of Directors shall be elected annually, in accordance with Article 111 of the Bylaws, at the annual meeting of Members, or at a special meeting in lieu of the annual meeting of Members or by written consent of the Members entitled to vote thereon. If the election of Directors is not held on the date designated therefore, the Directors shall *cause* such election to be held as soon thereafter as is convenient. The Directors shall serve for a term of one year and until their successors are elected and qualified.

SECTION 3. Number. Tenure and Qualifications. The initial Board of Directors shall consist of five (5) members. Until termination of the Developer Member Classification of Membership, Board of Directors shall consist of three (3) Members which the Developer *Member* shall appoint, remove and replace, at any time from time to time, as they may determine in their sole discretion. Directors appointed by the Developer Member need not be members of the Corporation. After termination of the Developer Member Classification of Membership, the number of directors of the Corporation shall *be* five and each director shall hold office for a one year term, and until his or her successor shall have been elected and qualified. After termination of the Developer Member Classification of Membership, all Directors shall be Owner Members of the Corporation.

SECTION 4. Nominating Committee and Election Procedure. After termination of the Developer Member Classification of Membership, at a regular meeting of the Board of Directors at least sixty (60) days before the annual meeting of Owner Members, the President, with the approval of the Board of Directors, shall appoint a Nominating Committee of five (5) Owner Members. The Nominating Committee shall do the following:

(a) Provide two (2) or more Owner Members in good standing as nominees for each Directorship position to be filled. If two such nominees are not available for *each* position, the Committee shall at least provide a total of two (2) more nominees than there are positions to be filled.

(b) Present the names of the nominees to the Board of Directors at a regular meeting of the Board at least forty (40) days before the annual meeting of Owner Members.

The names of all of the nominees to fill the Directorship positions shall be listed in alphabetical order on one ballot. The ballot shall be mailed to each Owner Member at least thirty (30) days before the annual meeting. At the annual meeting, any Resident Member may nominate any other Owner Member for Director in addition to the other nominees. Owner Members may vote in person, by proxy or by absentee ballot. Each Owner Member shall vote for the number of Directorship positions that are to be filled at the meeting; so that if there are three positions to be filled, *each* Owner Member shall vote for three persons. The number of votes received by each nominee will determine not only the persons elected but also the positions to which those persons are elected; that is, the nominee with the highest number of votes will fill the Directorship position with the longest term; the nominee with the next highest number of votes will fill the Directorship position with the next longest term; and so forth.



SECTION 5. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this bylaw immediately after, and at the same place as the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

SECTION 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or upon written request of two directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

SECTION 7. Notice. Notice of any special meeting shall be given at least ten (10) days previously thereto by written notice delivered personally or mailed to each director at his business address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepared. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

SECTION 8. Quorum. A majority of the number of directors *fixed* by Section 3 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 9. Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed before such action by all of the Directors.

SECTION 10. Participation in Meetings Through Any Means of Communication. Directors may participate in meetings of the Board of Directors, through the use of, any means of communications by which all directors participating may simultaneously hear each other during the meeting and participation by *such* means shall constitute presence in person at such a meeting.

SECTION 11. Compensation. Members of the Board of Directors shall serve without compensation.

SECTION 12. Presumption of Assent. A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

#### ARTICLE IV. OFFICERS

SECTION 1. Number. The Officers of the corporation shall be a President, a Vice-President who also shall be the President-Elect, a Secretary, and a Treasurer, each of whom shall be elected annually by the Board of Directors. Such Officers shall serve as ex-officio members of the Board of Directors with full voting rights.

SECTION 2. Election and Term of Office. The Officers of the corporation are to be elected annually by the Board of Directors at the annual meeting of the Board of Directors which shall be held immediately following the annual meeting of the members. If the election of officers shall not be held at such meeting, *such* election shall be held as soon thereafter as arrangements may conveniently be made. Each officer shall hold office for one year or until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment, the best interest of the corporation will be served thereby, but such removal shall *be* without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the members and of the Board of Directors. He may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be

required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall approve all committee Chairmen. The President shall serve on the Board of Directors as an ex-officio member of the Board of Directors with full voting rights for the year following his Presidency.

SECTION 6. Vice-President In the absence of the President or in event of his death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. The Vice-President shall be the President-Elect and shall serve as President of the Corporation for the year following his Vice-Presidency.

SECTION 7. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the members and of the Board of Directors in one or more books provided for that purpose; (b) *see that* all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (b) to keep a list of the post office address of each member; and (e) in general perform all duties incident to the office of Secretary and *such* other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 8. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (c) in general perform all of the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 9. Salaries. Officers of the Corporation shall serve without compensation.

#### ARTICLE V. EXECUTIVE AND OTHER COMMITTEES

SECTION 1. Creation of Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate an Executive Committee and one or more other committees.

SECTION 2. Executive Committee. The Executive Committee (if there is one) shall consult with and advise the Officers of the Corporation in the management of its affairs and shall have and may exercise, to the extent provided in the resolution of the Board of Directors creating such Executive Committee, such powers of the Board of Directors as can be lawfully delegated by the Board.

SECTION 3. Other Committees. Such other committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated and to the extent provided in the resolution or resolutions creating such committee or committees.

SECTION 4. Meetings. Regular meetings of the Executive Committee and other committees may be held without notice at such time and at such place as shall from time to time be determined by the Executive Committee or such other committees, and special meetings of the Executive Committee or such other committees may be called by any member thereof upon two (2) days' notice to the other members of such committee, or on such shorter notice as may be agreed to in writing by each of the other members of such committee, given either personally or in the manner provided in these Bylaws pertaining to notice for Directors' meetings.

SECTION 5. Vacancies. Vacancies on the Executive Committee or on other committees shall be filled by the Board of Directors then in office at any regular or special meeting of the Board of Directors.

SECTION 6. Quorum. At all meetings of the Executive Committee or other committees, a majority of the committee's members then in office shall constitute a quorum for the transaction of business.

SECTION 7. Manner of Acting. The acts of a majority of the members of the Executive Committee or other committees present at any meeting at which there is a quorum shall *be* the act of such committee.

SECTION 8. Minutes. The Executive Committee (if there is one) and the other committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

## ARTICLE VI. CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. The Board of Directors may authorize any office or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks. drafts. etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. The funds of the Corporation shall be disbursed by check, draft or money order only.

SECTION 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 5. Gifts. The Board of Directors may accept on behalf of the corporation the contribution gift bequest or devise for any purpose of the corporation.

## ARTICLE VII. FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

## ARTICLE VIII. CORPORATE SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the word, "Corporate Seal.

## ARTICLE IX. WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Georgia Nonprofit Corporation Code, a 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 the giving of such notice.

## ARTICLE X. DUES

SECTION 1. Dues. The dues and/or assessments for each member shall be set by resolution of the Board of Directors each year.

SECTION 2. Date Payable. Dues for the upcoming year shall be paid no later than March 1 of each year.

SECTION 3. Penalty. The Board of Directors may by resolution set an amount as penalty for failure to pay dues or assessments on time.



## ARTICLE XL RECORDS

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the corporate Board of Directors Committees, having exercising any authority granted, by the Board of Directors and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

## ARTICLE X11. EXPENDITURES

All expenditures in excess of \$500.00 must be submitted to the Board of Directors for its approval.

SECTION 1. Default of Termination of Membership. When any member is in default in the payment of dues for a period of two (2) months from the beginning of the period for which such dues became due, his voting rights and/or rights of enjoyment may thereupon be terminated by the Board of Directors as provided hereinabove.

## ARTICLE XIII. INDEMNIFICATION

SECTION 1. Right of Indemnification. Subject to the provisions of Section 2 of this Article, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation in which such person was adjudged liable to the Corporation or in any other proceeding in which such person was adjudged liable on the basis that personal benefit was improperly *received* by such person) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and

reasonably incurred by him in connection with such action, suit or proceeding, if he acted in a manner he believed in good faith to *be* in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, be determinative that the person did not act in a manner which he believed in good faith to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to *believe* that his conduct was unlawful.

**SECTION 2. Determination and Authorization of Indemnification.** Any indemnification under Sections 1 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific *case* upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he had met the applicable standard of conduct set forth in said Sections 1. Such determination shall be made (a) by the Board of Directors, by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; (b) if such quorum is not obtainable, by a majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; (c) by special legal counsel. selected by the Board of Directors or its committee in the manner prescribed in (a) or (b) above; or if a quorum cannot be obtained or under (a) above and a committee cannot be selected under (b), by majority vote of the full Board of Directors (in which selection directors who are parties may participate; or (d) by the members who are not parties to the proceeding.

SECTION 3. Mandatory Indemnification. If a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise as a party to any action, suit or proceeding, referred to in Sections 1 of this Article, or with respect to any claim, issue or matter therein (to the extent that a portion of his expenses can be reasonably allocated thereto), he shall be indemnified against expenses (including attorneys' *fees*) actually and reasonably incurred by him in connection therewith.

SECTION 4. Advance for Expenses. Reasonable expenses incurred in connection with a civil, criminal, administrative or investigative action, suit or proceeding, or threat thereof, may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in *the* specific case upon receipt of a written affirmation of such person of his good faith belief that such person has acted in a manner which he believed good faith to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding had no reasonable cause to *believe* that his conduct was unlawful and an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

SECTION 5. Insurance. By action of the Board of Directors, notwithstanding any interest of the directors in the action, to the full extent permitted by applicable law the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the

power to indemnify him against such liability under the provisions of this Article or of Section 14-2- 851 or Section 14-2-852 of the Official Code of Georgia Annotated.

SECTION 6. Non-exclusivity. The provisions for indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights, in respect of indemnification or otherwise, to which those seeking indemnification may *be* entitled under any bylaw, agreement, either specifically or in general terms, resolution, or approved by the affirmative vote of the members entitled to vote thereon taken at a meeting the notice of which specified that such bylaw, resolution or agreement would be placed before the members, both *as* to action by a director, officer, employee or agent in his official capacity and as to action in another capacity while holding such office or position, except that no such other rights, in respect to indemnification or otherwise, may be provided or granted with respect to the liability of any director, officer, employee or agent for (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) liabilities of a director imposed by Section 14-2-832 of the Georgia Business Corporation Code; or (d) any transaction from which the director, officer, employee, or agent derived an improper personal benefit.

#### ARTICLE XIV. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the qualified members in attendance at any regular or special meeting of the membership, provided, however, that a copy of a proposed amendment shall be filed with the officers of the Corporation and made available to the members at least two (2) weeks prior to holding of any such regular or special meeting.