

**BYLAWS  
OF  
MIDTOWN, INC.**

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**BYLAWS  
OF  
MIDTOWN, INC.**

**ARTICLE I – Offices**

Section 1. Registered Office and Agent. The Corporation shall maintain a registered office in the State of Georgia, and shall have a Registered Agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.

Section 2. Principal Office. The principal office for the transaction of the activities of the Corporation shall be located in Muscogee County, Georgia, at such place within the County as may be fixed from time to time by the Board of Directors.

Section 3. Other Offices. Branch or other offices and places of conducting activities may be established at any time by the Board of Directors at any place or places where the Corporation is qualified to conduct its activities, either within or without the State of Georgia.

**ARTICLE II – Purposes and Governing Instruments**

Section 1. Nonprofit Corporation. The Corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

Section 2. Charitable Purposes. The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; and, in furtherance of such purposes, the Corporation shall have the following powers and authorities:

- (a) To initiate, support and help sustain economic and neighborhood redevelopment and revitalization in the areas known as Midtown Columbus and engage in other charitable activities as provided in Code § 170; and
- (b) To receive deductible contributions and accept property, real, personal or mixed, by way of gift, bequest or devise, from and person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with and pursuant to the governing instruments of the Corporation, as the same shall be amended from time to time, subject to the limitations of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; and

- (c) To make expenditures and distributions, hire employees, and conduct operations, all for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, in accordance with the governing instruments of the Corporation;
- (d) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors, to carry out any of the purposes of the Corporation, as set forth in the Articles of Incorporation and these Bylaws, including the exercise of all powers and authorities enjoyed by corporations generally in accordance with the provisions of the Georgia Nonprofit Corporation Code, subject to the limitation of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.

Section 3. Tax Exempt Status. The affairs of the Corporation shall at all times be conducted in such a manner as will assure the Corporation's status as an organization qualifying for exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 4. Governing Instruments. The Corporation shall be governed by the Articles of Incorporation and Bylaws and by any resolutions and policies duly established by the Board of Directors in accordance therewith.

### ARTICLE III – Membership

The admission of members, if any, who shall not be entitled to vote and shall have no role in the governance of the Corporation, shall be open to all interested citizens of the community, regardless of race, creed, gender, sexual orientation or religious beliefs, who are interested in supporting and sustaining economic and neighborhood redevelopment and revitalization in the area known as Midtown Columbus and who pay an annual membership fee, if any, as may be determined and set by the Board of Directors.

### ARTICLE IV – Board of Directors

Section 1. Authority and Responsibility.

- (a) The governing body of the Corporation shall be the Board of Directors, and the management of the affairs of the Corporation shall be vested in the Board of Directors. All the power, duties, and functions of the Corporation conferred by the Articles of Incorporation, these Bylaws, state statutes,

common law, court decisions, or otherwise, shall be exercised, performed and controlled by the Board of Directors.

- (b) The Board of Directors shall have the responsibility for the supervision, control and direction of the management, affairs and property of the Corporation; shall determine the policies of the Corporation or changes therein; and shall actively prosecute the Corporation's purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of the business of the Corporation as shall be deemed advisable, and may, in the execution of its powers, delegate certain of its authority and responsibility to an executive committee; provided, however, no action shall be taken by the Board of Directors which is inconsistent with the Articles of Incorporation or these Bylaws.
  
- (c) The Board of Directors shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any Officer or Director of the Corporation, or any other private person or individual, except that the Directors shall be authorized and empowered to pay reasonable compensation for goods and services rendered and to make payments and distributions in furtherance of the objects and purposes of the Corporation as contained in the Articles of Incorporation.
  
- (d) The Board of Directors may, from time to time, appoint advisors to help determine policies and programs for carrying out the objects and purposes of the Corporation.
  
- (e) The Board of Directors is authorized to employ such person or persons, including an executive director or officer, attorneys, agents, and assistants, as in its judgement are necessary or desirable for the administration and management of the Corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

Section 2. Number. The Board of Directors of the Corporation shall consist of not less than three (3) nor more than fifteen (15) Directors. The number may vary between said minimum and maximum, and within said limits, the Directors may from time to time, by resolution adopted at any meeting of the Board of Directors, fix the number of Directors to comprise said Board.

Section 3. Election and Tenure. At the first annual meeting of the Board of Directors and at each annual meeting thereafter, the Directors shall be elected by the Board of Directors, each to serve for a one-year term or until a successor is elected and qualified or until

the earlier resignation, removal from office or death of such Director. Except in the case of vacancies, elections of Directors shall be held at the annual meetings of the Board of Directors. In the elections of Directors, the nominees having a plurality of votes shall be elected. There shall be no limitation on the number of successive terms that a Director can serve.

Section 4. Removal. Any one or more Directors may be removed from office, with or without cause, by the affirmative vote of a majority of all of the Directors then in office at any meeting with respect to which notice of such purpose has been given.

Section 5. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Directors then in office, even though less than a quorum, or by the sole remaining Director, as the case may be, and when so filled, the newly elected Director shall serve for the unexpired term of the Director to whose place he succeeds.

Section 6. Committees of Directors. The Board of Directors may, in its discretion, elect, from its own members, and Executive Committee or such other committee or committees as the Board may determine. Each committee shall consist of at least two (2) or more Directors, and each committee shall have and may exercise such authority and perform such functions as the Board of Directors may prescribe within the limits of the Corporation's governing instruments and applicable law.

Section 7. Advisory Committee. The Board of Directors may establish an Advisory Committee and appoint members thereto from the general public. The Advisory Committee shall have the responsibilities determined by the Board of Directors, but it shall be advisory only in nature and shall not be delegated any authority of the Board of Directors. The Advisory Committee shall have such number of members and shall meet at such times and places as shall be determined by the Board of Directors, and at least one member of the Board of Directors shall be an ex-officio member of the Advisory Committee.

Section 8. Compensation. No Director of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument from the Corporation for serving as a Director unless authorized by the concurring vote of at least two-thirds (2/3) of all the Directors then in office. However, nothing contained in the Section shall be construed to prevent a Director from serving the Corporation in any other capacity and receiving reasonable compensation for actual services rendered to the Corporation.

Section 9. Election of Officers, Salaries and Bonds. The Board of Directors shall elect all officers of the Corporation. An officer of the Corporation may receive reasonable compensation for services actually rendered to or on behalf of the Corporation as shall be determined by the Board of Directors. The Board of Directors may or may not, in its discretion, require bonds from any or all of the officers of the Corporation for the faithful performance of their duties and good conduct while in office.

## ARTICLE V – Meetings of the Board of Directors

Section 1. Place of Meetings. Except for the annual meeting, meetings of the Board of Directors may be held at any place within or without the State of Georgia as set forth in the notice of the meeting or, in the event of a meeting held pursuant to waiver of notice, at such place as set forth in the waiver.

Section 2. Annual Meeting. The annual meeting of the Board of Directors shall be held at such time and place as determined by the Board of Directors each year. Unless waived, notice of the time and place of such annual meeting shall be given by the Secretary not less than ten (10) nor more than fifty (50) days before such meeting.

Section 3. Regular Meetings. Regular meetings of the Board of Directors may be held from time to time between annual meetings at such times and at such places as the Board of Directors may determine by resolution. If the time and place for holding regular meetings of the Board of Directors have been scheduled by resolution of the Board of Directors, such meetings may be held without notice at the time and place scheduled in such resolutions.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board or the President and shall be called by the Secretary upon request of any two or more of the Directors in office at that time. Any request for a special meeting shall state the purpose of the meeting. Notice of the time, place and purpose of any special meeting of the Board of Directors which has been duly called or requested shall be given by the Secretary at least ten (10) but not more than fifty (50) days before such meeting.

Section 5. Notice. Whenever these Bylaws require notice to be given to any Director, the notice shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person, by telephone, telegraph, teletype, fax, or other form of wire or wireless communication; or by mail or private carrier. Written notice is effective at the earliest of the following: (1) when received or when delivered, properly addressed, to the addressee's last known principal place of business or residence; (2) five days after its deposit in the mail, as evidenced by the postmark, if mailed with the first-class postage prepaid and correctly addressed; or (3) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Oral notice is effective when communicated in a comprehensible manner. In calculating time periods for notice, the first day shall not be counted but the last day shall be counted.

Section 6. Waiver. A Director may waive notice of any annual or special meeting before or after the date and time stated in the notice. The waiver must be in writing, signed by the Director entitled to the notice, and delivered to the Corporation for inclusion in the minutes of the meeting; provided, however, a Director's attendance at a meeting shall waive any required notice of the meeting unless the Director at the beginning of the meeting

(or promptly upon arrival) objects to the holding of the meeting or the transaction of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

Section 7. Quorum. At meetings of the Board of Directors, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business.

Section 8. Vote Required for Action. At all meetings of the Board of Directors, each Director shall have one vote and, except as may otherwise be provided in these Bylaws or by law, the act of a majority of the Directors present at a meeting at which quorum is present at the time shall be the act of the Board of Directors.

Section 9. Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the members of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote at a meeting duly called and held. The signed consent shall be placed in the minute book of the Corporation.

Section 10. Telephone and Similar Meetings. Directors may participate in and hold a meeting by means of telephone or similar communications equipment where all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

## ARTICLE VI – Officers

Section 1. Election and Terms of Office. The Board of Directors at each annual meeting shall elect a President (who shall be a Director), a Secretary and a Treasurer, each officer to serve for the ensuing year and until a successor is elected and qualified, or until his earlier resignation, removal from office, or death. The Board of Directors may in its discretion, elect a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. If more than one Vice President is elected, such office may, in discretion of the Board, be designated as Executive Vice President, First Vice President, Second Vice President, etc., according to seniority or rank. Any person may hold two or more offices except that the President shall not also serve as the Secretary or Assistant Secretary.

Section 2. Removal, Vacancies. Any officer of the Corporation may be removed from office at any time by the Board of Directors, with or without cause. Any vacancy occurring in any office of the Corporation may be filled by the remaining Directors prior to the next annual meeting of the Board of Directors at any special or regular meeting of the Board.



Section 3. Chairman of the Board. The Chairman of the Board of Directors, when and if elected, shall, when present, preside at all meetings of the Board of Directors. The Chairman of the Board of Directors shall have all the powers of the President in the event of his absence or inability to act, or in the event of a vacancy in the office of the President. The Chairman of the Board of Directors shall confer with the President on matters of general policy affecting the business of the Corporation and shall have, in his direction, power and authority to supervise generally the affairs of the Corporation and the acts and conduct of all the officers of the Corporation, and shall have such other duties as may be conferred upon the Chairman of the Board by the Board of Directors.

Section 4. President. If there be no Chairman of the Board elected, or in his absence, the President shall preside at all meetings of the Board of Directors. The immediate supervision of the affairs of the Corporation shall be vested in the President, and it shall be his duty to attend constantly to the operations of the Corporation and maintain strict supervision over all of its affairs and interests. He shall keep the Board of Directors fully advised of the affairs and condition of the Corporation, and shall manage and operate the Corporation pursuant to such policies as may be prescribed from time to time by the Board of Directors. The President shall be authorized to sign checks, drafts, and other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, and the statements and reports required to be filed with government officials or agencies; and the President shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the Secretary, any instrument or other writing. The President shall, subject to approval of the Board, hire and fix the compensation of all employees and agents of the Corporation other than officers, and the employments of any person so hired may be terminated at his discretion.

Section 5. Vice President. Any Vice President of the Corporation may be designated by the Board of Directors to act for and in the place of the President in the event of sickness, disability, or absence of the President or upon the failure of the President to act for any reason, and when so designated, such Vice President shall exercise all powers of the President in accordance with such designation. Each Vice President shall have such duties as may be required of, or assigned to, him by the Board of Directors, Chairman of the Board or the President.

Section 6. Secretary. It shall be the duty of the Secretary to keep a record of the proceedings of all meetings of the Board of Directors; to notify the Directors of meetings as provided by these Bylaws; and to perform such other duties as may be prescribed by the Chairman of the Board, the President, or the Board of Directors. Any Assistant Secretary, if elected, shall perform the duties of the Secretary during the absence or disability of the Secretary and shall perform such other duties as may be assigned by the Chairman of the Board, President, Secretary, or Board of Directors.

Section 7. Treasurer. The Treasurer shall keep, or cause to be kept, the financial books and records of the Corporation, and shall faithfully account for its funds. The Treasurer shall make such reports as may be necessary to keep the Chairman of the Board, the President, and the Board of Directors fully informed at all times as to the financial condition of the Corporation and shall perform such other duties as may be prescribed by the Chairman of the Board, President, or Board of Directors. Any Assistant Treasurer, if elected, shall perform the duties of the Treasurer during the absence or disability of the Treasurer, and shall perform such other duties as may be prescribed by the Chairman of the Board, President, Treasurer, or Board of Directors.

## ARTICLE VII – Contracts, Checks, Deposits, and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or agent of the Corporation, in addition to the President, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or limited to specific actions.

Section 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 Corporation shall be signed by such officer or agent of the Corporation, in addition to the President, as shall, from time to time, be determined by the Board of Directors.

Section 3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

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

## ARTICLE VIII – Indemnification of Officers, Directors, Employees, and Agents

Section 1. Indemnification. The Corporation shall fully indemnify and otherwise protect its officers, Directors, employees, and agents under the circumstances described in and to the fullest extent permitted by O.C.G.A. §§14-3-851 through 14-3-856 of the Georgia Nonprofit Corporation Code and §§14-2-856 and 14-2-857 of the Georgia Business Corporation Code, as heretofore and hereafter amended, and as otherwise now or hereafter permitted by Georgia law.

Section 2. Indemnification Not Exclusive. The indemnification provided in Section 1 of this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or Bylaws, or any

agreement, vote of disinterested Directors, or otherwise, both as to any action in his official capacity and as to any action in any other capacity while holding such office, and such indemnification shall continue as to any person who has ceased to be an officer, employee, Director, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 3. Insurance. To the extent permitted by Georgia law, the Corporation may purchase and maintain insurance on behalf of any person who is or was an officer, employee, Director, or agent of the Corporation.

## ARTICLE IX – Miscellaneous

Section 1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

Section 2. Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

Section 3. Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate.

Section 4. Internal Revenue Code. All references in these Bylaws to the Internal Revenue Code shall be to the Internal Revenue Code of 1986, as from time to time amended, and to any applicable future United States Internal Revenue Law, and to all regulations issued thereunder.

Section 5. Relation to the Articles of Incorporation. These Bylaws are subject to and shall be governed by the Articles of Incorporation.

## ARTICLE X – Amendment

The Bylaws of the Corporation may be altered, amended, or added to by a majority of the Directors present and voting therefor at a meeting of the Board of Directors with respect to which notice of such purpose has been given.

**CERTIFICATION OF BYLAWS  
OF  
MIDTOWN, INC.**

I, **Elizabeth Barker**, Secretary of MIDTOWN, INC., a Georgia nonprofit corporation, do hereby certify that the foregoing Bylaws are a true and complete copy of the Bylaws of this Corporation as submitted to and adopted at the first organizational meeting of the Board of Directors of this Corporation held on January 17, 2006.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of this Corporation, this 17<sup>th</sup> day of January, 2006.

\_\_\_\_\_  
Elizabeth Barker, Secretary

AMENDMENT NO. 1  
TO  
BYLAWS OF  
MIDTOWN, INC.

The Bylaws of MidTown, Inc. are hereby amended, effective May 10, 2007, as follows:

**First**

By deleting Section 2 and Section 3 of Article IV, Board of Directors, in their entirety and substituting in lieu thereof new Sections 2 and 3, to read as follows:

ARTICLE IV  
Board of Directors

.....

Section 2.     Number.     The Board of Directors of the Corporation shall consist of not less than three (3) nor more than twenty-one (21) Directors, in addition to the officers, who are also deemed to be Directors by virtue of being elected to an office. The number may vary between said minimum and maximum, and within said limits, the Directors may from time to time, by resolution adopted at any meeting of the Board of Directors, fix the number of Directors to comprise said Board. Ex-officio (non-voting) Directors shall not be included in the limitation on the number of voting Directors.

Section 3.     Election and Tenure.     At the next meeting of the Board of Directors following the adoption of this Amendment, the terms of the currently elected Directors shall be divided into three groups serving staggered terms as follows: one third of the Directors shall have been elected for a term of one year, to expire at the annual meeting in 2008; one-third shall have been elected for a term of two years, to expire at the annual meeting in 2009; and one-third shall have been elected for a term of three years, to expire at the annual meeting in 2010. At the annual meeting in 2008 and at each annual meeting thereafter, Directors shall be elected to fill the vacancies of those Directors whose staggered terms have expired and shall be elected for a term of three (3) years, i.e., at the annual meeting in 2008, seven Directors shall be elected, each to sever for a term of three (3) years; the following year, seven Directors shall be elected, each to serve for a term of three (3) years, etc. Each Director shall serve until the end of his or her term or until a successor is elected and qualified or until the earlier resignation, removal from office, or death of such Director. In the election of Directors, the nominees having a plurality of votes shall be elected. Directors may be re-elected to a second term, but at the end of his or her second term, such Director must remain off the Board for at least one year before being eligible for election to the Board again. Ex-officio (non-voting) Directors shall be elected by the Board from time to time, with no

term limits. The Executive Director of the Corporation shall be an ex-officio (non-voting) Director.

**Second**

By deleting Section 1 of Article VI, Officers in its entirety and substituting un lieu thereof a new Section 1, to read as follows:

ARTICLE VI  
Officers

Section 1. Election and Term of Office. The Board of Directors at each annual meeting shall elect all officers, each to serve for a term of one (1) year, or until his or her earlier resignation, removal from office, or death. Officers shall be eligible for re-election to the same office only. The Board of Directors at each annual meeting shall elect a President, a Secretary, and a Treasurer. The Board of Directors may, in its discretion, elect a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. If more than one Vice President is elected, such office may, in the discretion of the Board, be designated as Executive Vice President, First Vice President, Second Vice President, etc., according to seniority or rank. Any person may hold two or more offices except that the President shall not also serve as the Secretary or Assistant Secretary.

I, Elizabeth Barker, Secretary of MidTown, Inc., do hereby certify that the above Amendment No. 1 to the Bylaws of MidTown, Inc. is a true and correct copy of said Amendment No. 1 as adopted at a meeting at the Board of Directors held on May 10, 2007.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the Corporation, as of the 10<sup>th</sup> day of May, 2007.

\_\_\_\_\_  
Elizabeth Barker, Secretary  
MidTown, Inc.