

BY-LAWS
OF
LEE COUNTY COMMUNITY FOUNDATION, INC

ARTICLE ONE
General Provisions

(A) The affairs of **Lee County Community Foundation, Inc.** (the "Corporation") shall be controlled and administered by a Board of Trustees (the "Board of Trustees" or "Board") which shall be composed of seven (7) Trustees. The initial Board of Trustees, and each subsequent member of the Board of Trustees, shall be appointed annually by the Board of Commissioners of Lee County. Each Trustee shall be appointed for a term of two (2) years; provided, however, that the initial members of the Board of Trustees shall be appointed for staggered terms such that four (4) of the initial Trustees shall be appointed for a term of One (1) year and three (3) of the initial Trustees shall be appointed for two (2) year terms. Upon the expiration of the initial one (1) year terms, all remaining members of the Board of Trustees shall be appointed for two (2) year terms. No more than two (2) serving members of the Lee County Board of Commissioners shall be appointed to, or serve upon, the Board of Trustees at any one time. In the event that a member of the Board of Commissioners is appointed to serve on the Board of Trustees, then such member shall only serve as a member of the Board of Trustees while he or she remains in office as an elected member of the Board of Commissioners. Upon the death, removal, resignation, or incapacity of any member of the Board of Trustees, the Lee County Board of Commissioners shall appoint a successor Trustee. A Trustee shall be considered incapacitated if for any reason he or she shall be unable to carry on the duties of his or her office and the Board of Commissioners shall have declared such Trustee incapable of service by a four-fifths vote of the Board of Commissioners.

(B) The Trustees shall meet at least quarterly beginning in April of 2011. The April meeting shall also constitute the required annual meeting of the Board. The place, time, and date of each meeting shall be fixed by the Chairman. The Trustees shall hold such other meetings as may be necessary from time to time upon call of the Chairman, which call shall specify the place, time, and date of the meeting.

(C) The Secretary of the Board shall give notice of any regular or special meeting at least five (5) calendar days prior to the meeting by personal delivery, telex, telecopy, cablegram, telegram, or facsimile transmission. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with adequate postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. All other notices shall

be deemed to have been delivered upon the date or the transmission of the notice. Any Trustee may waive notice of any meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

(D) Each Trustee must be a natural person, and must be at least twenty-one (21) years of age or older, and a resident of Lee County, Georgia.

(E) A Trustee may resign at any time by delivering written notice to the Board of Trustees, its presiding officer, or to the Chairman or Secretary, of such resignation.

(F) A Trustee may be removed prior to the expiration of such Trustee's term as provided in O.C.G.A. §14-3-808, O.C.G.A. §14-3-809, or O.C.G.A. §14-3-810.

(G) All Trustees shall conduct themselves in accord with the standards of conduct for Trustees appearing in O.C.G.A. §14-3-830.

(H) Any action required or permitted by Georgia law to be taken at a meeting of the Board of Trustees may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each Trustee, and delivered to the Corporation for inclusion in the minutes or filing of the corporate records.

ARTICLE TWO Officers

(A) The officers of the Corporation shall consist of a Chairman, a Vice-Chairman, a Secretary, a Treasurer, and such other officers and assistant officers as may be elected by the Trustees. Only Trustees shall serve as officers of the Corporation. Any two offices may be held by the same person.

(B) The Secretary shall be the custodian of the minute books of the Corporation and shall accurately keep minutes of meetings of the Trustees.

(C) The Treasurer shall have the authority and responsibility for the safekeeping of the funds and securities of the Corporation. The Treasurer shall also be responsible for applying for and obtaining the tax exempt status letter from the Internal Revenue Service for the Corporation 26 USCS 501(c) of the Internal Revenue Code. The Treasurer shall also be responsible for preparing all state and federal informational and other tax returns that may be required from the Corporation on an annual or more frequent basis, including, but not limited to, IRS form 990.

(D) The officers shall be elected by the Board of Trustees at the annual meeting of the Board of Trustees. Any officer may be removed from such elective office by a majority vote of the Board of Trustees at any time with or without cause. Any vacancies in

the Corporation's officers shall be filled by the Board of Trustees.

(E) All officers shall conduct themselves in accord with the Standards of Conduct for officers appearing in O.C.G.A. §14-3-842.

ARTICLE THREE
Members

The Corporation shall not have members.

ARTICLE FOUR
Meetings

(A) The Trustees of the Corporation shall meet as provided in Section One hereof.

(B) The Trustees shall hold such other meetings as may be deemed necessary from time to time upon call by the Chairman , or from the call of any three (3) officers of the Corporation, which call shall specify the place, time, and date of the meeting.

(C) The Board of Trustees shall be authorized to permit any or all Trustees to participate in a regular or special meeting of the Board by, or conduct the meeting through the use of, any means of communication by which all Trustees participate and may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means shall be deemed to be present in person at the meeting.

ARTICLE FIVE
Purposes of Corporation

(A) The purposes of the Corporation shall be to receive gifts and donations and to expend such gifts and donations, and income generated therefrom, for charitable purposes, within Lee County, Georgia. The recipient and the amount of such donations shall be determined solely by the Board of Trustees. No funds shall be donated or granted to any individual or to any for-profit corporations or entities.

(B) The Board of Trustees shall be authorized to establish rules and regulations, not inconsistent with law, the Articles of Organization, or these By-Laws, as the Board may deem advisable in connection with the management, administration, and regulation of the business and affairs of the Corporation. Such rules and regulations may include, but are not limited to, rules and regulations as to the process for applying for donations and grants from the Corporation, the minimum and maximum amounts of such donations and grants, and the criteria for qualifying to receive donations and grants from the Corporation

ARTICLE SIX
Disbursement, Accumulation, and Investment of Funds

(A) Except as otherwise provided by these Bylaws, and subject to the other provisions of these By-Laws, the Board of Trustees of the Corporation shall have the responsibility for the disbursement of all monies of the Corporation in accordance with the Bylaws and the policies as adopted by the Board of Trustees.

Prior to consideration by the Board of Trustees of the Corporation of any disbursement, member(s) of the Board of Trustees of the Corporation shall disclose and explain any personal and/or business interest, connection, kinship or other association he or she has with the group, corporation or other entity under consideration for funding by the Corporation. Such interested Trustee shall not participate in the discussion of or voting on the disbursement.

Members of the Board of Trustees of the Corporation, immediate family members of the members of the Board of Trustees of the Corporation, employees of the Corporation, immediate family members of employees of the Corporation, and non-profit businesses or entities owned or operated by a member of the Board of Trustees, shall not be eligible to receive any disbursement of monies from the Corporation. For the purposes of this Article, "immediate family members" means spouse, parent, son, daughter, brother, sister, niece, nephew, half-sibling, step-sibling, grandparent, grandchild, in-laws and step-parents.

(B) The Corporation shall transfer funds collected by it for the benefit of the Corporation on a regular basis, but in no event less than annually. The Corporation may also solicit and accept contributions from other sources as deemed appropriate by its Board of Trustees, and subject to the approval of the Board of Trustees of the Corporation.

(C) The Board of Trustees of the Corporation shall be responsible for the funds entrusted to it and shall make such investment of such funds in a manner which is reasonable and prudent and in keeping with these Bylaws and the policies of the Corporation.

ARTICLE SEVEN **Transfer of Property**

(A) Any sale or transfer of any stock, bond, security, or any other property standing in the name of the Corporation shall be valid only if signed by the Corporation acting through any two (2) officers. Any transfer signed in this manner, having affixed thereon the seal of the Corporation, shall in all respects bind the Corporation as fully and completely as if each transaction had been authorized by a specific vote of the Trustees, and any person, firm, or corporation to whom a copy of this Article Three shall have been certified by the Secretary shall be entitled to rely thereon until notified of its repeal. All such transfers shall be approved by a majority vote of the Board of Trustees.

(B) All checks or drafts of the Corporation shall be signed by at least two (2) officers of the Corporation.

ARTICLE EIGHT
Treasurer Records

(A) The Treasurer shall at all times maintain records evidencing the property and other assets owned by the Corporation and its disbursements, and present the same at the annual meeting of the Trustees. The records of the Corporation shall always be open for inspection by any Trustee of the Corporation.

(B) The Board of Trustees of the Corporation shall cause to be established and maintained a complete accounting system in keeping with sound financial management.

ARTICLE NINE
Prohibited Contributions

No funds of the Corporation shall in any fashion be used to support any candidate for political office or for any political purpose. .

ARTICLE TEN
Borrowing Funds

The Corporation shall NOT have the authority to borrow monies from any bank, savings and loan or other institutions for any purpose.

ARTICLE ELEVEN
Retention of Funds

From time to time, funds from whatever source derived may be disbursed and otherwise disposed of by the Corporation, for any purpose as allowed in accordance with these Bylaws, excepting a sufficient balance as required by a bank or other institution to maintain an account without charge for the Corporation.

ARTICLE TWELVE
Proxy Voting

There shall not exist proxy voting at any meeting of the Board of Trustees of the Corporation.

ARTICLE THIRTEEN
Audit

(A) The Board of Trustees of the Corporation shall, at least every three (3) calendar years, but more often if the Corporation deems it appropriate to do so, cause the books and records of the Corporation to be audited by a certified public accountant and a report in keeping with sound accounting principles to be issued to the Board of Trustees of the Corporation. Such audit may, but shall not be required to, be conducted by the same certified accounting firm which conducts the annual audit for Lee County, but such audit

shall not be considered to be a part of the Lee County audit and shall not be paid for using Lee County funds.

(B) The Board of Trustees of the Corporation shall, on an annual basis, cause to be conducted an annual review of the books and records of the Corporation by a certified public accountant and a report in keeping with sound accounting principles to be issued to the Board of Trustees of the Corporation upon completion of such annual review. Such review may, but shall not be required to, be conducted by the same certified accounting firm which conducts the annual audit for Lee County, but such review shall not be considered to be a part of the Lee County audit and shall not be paid for using Lee County funds.

ARTICLE FOURTEEN
Fiscal Year

The Fiscal Year of the Corporation shall commence on the 1st day of July of each calendar year and end on the 30th day of June of each calendar year.

ARTICLE FIFTEEN
Quorum

A quorum for the transaction of any business at a meeting of the Board of Trustees of the Corporation shall be a majority of the Board of Trustees.

ARTICLE SIXTEEN
Compensation of Trustees

The Trustees shall serve without compensation.

ARTICLE SEVENTEEN
Seal

The Corporation shall have a corporate seal, which seal shall be approved from time to time by the Board of Trustees, and such corporate seal shall have the effect with respect to corporate executions as provided in O.C.G.A. §14-3-846.

ARTICLE EIGHTEEN
Indemnification

Section 18.1. Authority to Indemnify.

(A) Except as provided in subsections (B) and (C) of this Article, the Corporation shall indemnify an individual made a party to a proceeding because such individual is or was a Trustee against liability incurred in the proceeding, if such Trustee conducted himself or herself in good faith, and such Trustee reasonably believed:

- (1) In the case of conduct in his or her official capacity, such conduct was in the best interest of the Corporation;
 - (2) In all other cases, that such conduct was at least not opposed to the best interest of the Corporation; and
 - (3) In the case of any criminal proceeding, that the Trustee had no reasonable cause to believe such conduct was unlawful.
- (B) The Corporation may not indemnify a Trustee under this Article:
- (1) In connection with a proceeding by or in the right of the Corporation, except for reasonable expenses incurred in connection with the proceeding if it is determined that the Trustee has met the relevant standard of conduct under Paragraph (A) above; or
 - (2) In connection with any proceeding with respect to conduct in which the Trustee was adjudged liable on the basis that personal benefit was improperly received by the Trustee, whether or not involving action in his official capacity.

Section 18.2. Mandatory Indemnification.

The Corporation shall indemnify the Trustee who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she was a Trustee of the Corporation, against reasonable expenses incurred by the Trustee in connection with the proceeding.

Section 18.3. Advance for Expenses.

(A) The Corporation shall, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by a Trustee who is a party to a proceeding because he or she is a Trustee if he or she delivers to the Corporation:

- (1) A written affirmation of such Trustee's good faith belief that such Trustee has met the standard of conduct set forth in Subsection (A) of Section 18.1 of these By-Laws or that the proceeding involves conduct for which liability has been eliminated under the Corporation's Articles of Incorporation; and
- (2) The Trustee furnishes the Corporation a written undertaking to repay any funds advanced if it is ultimately determined that the Trustee is not entitled to indemnification under Section 18.1

(B) The undertaking required by Paragraph (2) of Subsection (A) of this Section must be an unlimited general obligation of the Trustee, but need not be secured and may be accepted without reference to financial ability of the Trustee to make repayment.

(C) Authorizations under this Section shall be made by the Board of Trustees of the Corporation:

- (1) When there are two (2) or more disinterested Trustees, by a majority vote of all the disinterested Trustees (a majority of whom shall for such purpose constitute a quorum) or by a majority of the members of a committee with two (2) or more disinterested Trustees appointed by such a vote; or
- (2) When there are fewer than two (2) disinterested Trustees, by the vote necessary for action by the Board in accordance with O.C.G.A. §14-2-824(c), in which authorization Trustees who do not qualify as disinterested Trustees may participate.

Section 18.4. Determination and Authorization of Indemnification.

(A) The Corporation may not indemnify a Trustee under this Section of these By-Laws unless authorized thereunder and a determination has been made for a specific proceeding that indemnification of the Trustee is required in the circumstances because the Trustee has met the standard of conduct set forth in Section 18.1.

(B) The determination shall be made:

- (1) If there are two (2) or more disinterested Trustees, by the Board of Trustees by a majority vote of all disinterested Trustees (a majority of whom shall for such purpose constitute a quorum) or by a majority of the members of a committee of two (2) or more disinterested Trustees appointed by such a vote;
- (2) By special legal counsel:
 - (a) Selected by the Board of Trustees or its committee in the manner prescribed in Paragraphs (1) or (2) of this Section; or
 - (b) If there are fewer than two (2) disinterested Trustees, selected by the Board of Trustees (in which selection Trustees who do not qualify as disinterested Trustees may participate).

(C) Authorization of indemnification or an obligation to indemnify and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is required, except that if there are fewer than two (2) disinterested Trustees or if the determination that indemnification is required is made by special legal counsel, evaluation as to reasonableness of expenses shall be made by those entitled

under Paragraph (B)(2)(b) of this By-Law provision to select special legal counsel.

Section 18.5. Indemnification of Officers, Employees, and Agents.

(A) An officer of the Corporation who is not a Trustee is entitled to mandatory indemnification sections under this Article to the same extent as a Trustee; and

(B) The Corporation may, in the discretion of the Board of Trustees, indemnify and advance expenses to an officer, employee, or agent, who is not a Trustee, to the extent the Board deems appropriate, consistent with public policy.

Section 18.6. Trustee's or Officer's Expenses as a Witness.

This Article does not limit the Corporation's power to pay or reimburse expenses incurred by a Trustee or officer in connection with such Trustee's or officer's appearance as a witness in a proceeding at a time when such Trustee or officer is not a party to the proceeding.

ARTICLE NINETEEN

Organization Under Section 501(c)(3) of the Internal Revenue Code

(A) Said organization is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(B) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(C) Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such

assets not disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purpose.

ARTICLE TWENTY
Amendment

The Board of Trustees shall have the power to alter, amend, or repeal the ByLaws or adopt new ByLaws, provided that the By-Laws at no time shall contain any provision inconsistent with the Georgia Nonprofit Code or the Articles of Incorporation.

_____, Secretary