



**FIFTH AMENDED AND RESTATED BY-LAWS OF THE
COBB FUTBOL CLUB, INC.**

(dba SOUTHERN SOCCER ACADEMY)

Article I

Name and Offices

1.1 Name - The name of the organization shall be "Cobb Futbol Club, Inc." dba "Southern Soccer Academy" (the "Corporation"). The Corporation's name may be changed at any time or from time to time by the Board of Directors.

1.2 Offices - The Corporation's principal offices shall be located at such address within Cobb County, Georgia as shall be designated by the Board of Directors. The Board of Directors, in its discretion, may keep and maintain other offices within the State of Georgia to extent required or reasonably appropriate for the conduct of the business of the Corporation.

Article II

Objective and Governing Instruments

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

2.2 Purposes and Powers - The purposes of the Corporation are:

- To govern the formation and operation of a soccer league headquartered in Cobb County, Georgia.
- To enhance the growth of and participation in soccer by promoting and fostering healthy competition and development in an environment that is enjoyable and sporting for all participants regardless of individual ability, as well as creating a more challenging environment for those players who strive to reach their fullest potential.
- No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed 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 by the Corporation.

In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes of the Corporation, including all power and authority granted by the Georgia Nonprofit Corporation Code.

2.3 Governing Instruments - The Corporation shall be governed by its articles of incorporation and its By-laws, as such instruments may be amended from time to time. All present and future

members and any other person that might use the facilities of the Corporation in any manner are subject to the regulations set forth in these By-laws and all other rules and regulations now in effect or hereinafter promulgated by the Board of Directors.

Article III

Memberships, Voting, Quorum and Proxies

3.1 Membership - Membership in the Corporation shall be composed of (i) each family (consisting of one or more parent(s) or legal guardian and each of his, her or their respective children or wards) ("member family") having one or more immediate family members currently registered with the Secretary as a Participant in any youth or adult recreation or select soccer program sponsored by the Corporation (collectively, the "League"), (ii) the members of the Board of Directors, (iii) any person(s) granted Life Membership by a majority vote of the Board of Directors for significant past volunteer efforts or financial contribution to the Corporation, and (iv) any other person(s) who, in the opinion of the Board of Directors, has demonstrated support for the Corporation either through significant volunteer efforts or significant financial contribution. The membership period shall correspond to the Corporation's fiscal year as set forth herein, with the exception of any person(s) granted Life Membership. For the purposes of these bylaws, a participant ("Participant") is a duly registered player on a Cobb FC soccer team in good standing.

3.2 Transfers of Membership - A membership in the Corporation may not be assigned or transferred in any manner.

3.3 Voting - At any meeting of the members, each member of the Corporation shall be entitled to one (1) vote, provided that each member family shall be entitled to one vote per Participant. Only member families having one or more immediate family members registered with the Secretary as a current Participant(s) in the League as of the date that is thirty (30) days prior to the date of the Annual Meeting or Special Meeting, as the case may be, shall be entitled to vote at the Annual or Special Meeting. Any person whose membership is defined by more than one role in the Corporation, e.g., a member family with a registered Participant(s) in the League and also a member of the Board of Directors, is entitled to only one (1) vote, except that if such member family has more than one Participant, they shall be entitled to one (1) vote per Participant as provided above.

Voting shall be by one of the following four (4) methods as determined at any time, or from time to time, by the Board of Directors:

Acclamation
Voice Vote
Show of Hands, or
Secret Ballot

3.4 Quorum - A quorum shall consist of those members present in person or by proxy at any Annual or Special Meeting.

3.5 Vote Required for Action - Except as otherwise provided by these By-laws or by law, the act approved by a majority of the eligible votes of the members present in person or by proxy at any Annual or Special Meeting shall be the act of the members provided, however, election of the Board of Directors cannot be conducted by proxy vote.

3.6 Proxies - At any meeting of the members, except as provided below, a member may vote by proxy. A proxy shall consist of a brief statement by one member ("First Member") authorizing another member to cast the First Member's vote. A proxy must be filed with the Secretary of the Corporation no later than 48 hours prior to the scheduled meeting. A member may withdraw a proxy by presence at a meeting and notification to Secretary of the Board prior to the "call to order" of the Annual Meeting or by written notice of revocation filed with the Secretary of the Corporation not less than 24 hours prior to the scheduled meeting. The election of the Board of Directors cannot be conducted by proxy vote. Ballots for the election of the Board of Directors shall be made available and may be cast prior to the Annual Meeting as provided in Article VII.

3.7 Annual Dues - Annual dues for membership in the Corporation shall be set by the Board of Directors, but in no case shall be less than \$30 annually per member. These dues will be waived for those member families that have paid a registration fee to the Corporation during the Corporation's current fiscal year with respect to participation in the League, and for those who voluntarily serve the Corporation either on the Board of Directors or in some other unpaid significant capacity.

Article IV

Administration

4.1 General - The members of the Corporation will have the responsibility of administering the League and other activities of the Corporation through the Board of Directors, as herein provided.

4.2 Place of Meetings - Meetings of the members of the Corporation shall be held at such time and place as the Board of Directors may determine.

4.3 Annual Meeting - The Annual Meeting of the members of the Corporation shall be held between April 1st and the end of the fiscal year. At such meeting, members shall be elected to the Board of Directors in accordance with the requirements set forth herein. The members may also transact such other business of the Corporation as may properly come before them, provided that notice of the new business has been presented to the full membership not less than ten (10) days prior to the Annual Meeting.

4.4 Special Meetings - Except as may be otherwise required by law, special meetings ("Special Meetings") of the members may be held for any purpose and may be called by the President as directed by resolution of the Board of Directors, or upon a petition signed by a majority of the members of the Corporation. Such petition shall state the purpose or purposes of such proposed meeting.

4.5 Notice of Meetings - The President or Secretary shall give or cause to be given notice of the time, place and purpose of holding each Annual or Special Meeting by mailing or hand delivering such notice at least ten (10) days, but not more than thirty (30) days, prior to such meeting to each member of the Corporation at the respective addresses of said members as they appear on the records of the Corporation. For purposes of this provision, the electronic mailing (e-mail) of a notice to the last recorded e-mail address of a member (so long as such e-mail address has been provided by the member at the time of registration) shall be considered notice. For purposes of these Bylaws, when notice is delivered by mail, notice of a meeting shall be deemed to have been given upon deposit of the written notice in the United States mail, properly addressed with adequate prepaid postage thereon. When notice is delivered by e-mail, notice of a meeting shall be deemed to have been given upon confirmation of the transmittal of such e-mail notification.

4.6 Waiver of Notice - Any member may, at any time, waive any notice required to be given under these by-laws, or by statute or otherwise. The presence of a member in person at any meeting of the members shall be deemed such a waiver, unless such presence is for the express purpose of objecting to the meeting because it was not lawfully called or convened.

4.7 Action of Members without a Meeting - Any action required to be taken, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the members entitled to vote with respect to the subject matter thereof.

4.8 Dissolution - In the event of dissolution of the Corporation, after payment of all debts and liabilities of the Corporation, all remaining funds and assets of the Corporation shall become property of The Georgia State Soccer Association (GSSA) or, if the GSSA is no longer in existence, its successor in interest.

Article V

Board of Directors

5.1 Government - The Corporation shall be governed by a Board of Directors consisting of fifteen (15) Board members composed of members from each of the Corporations divisions in the following numbers:

- South & West: 4 voting members comprised of one member each from Douglasville & Coweta, with 2 at-large members.
- Central: 4 voting members
- North: 1 voting & 1 non-voting member
- Northwest: 1 voting & 1 non-voting member
- Cartersville: 1 voting
- Coastal GA: 1 voting
- Smyrna: 1 voting

plus any Life Member(s) nominated and elected under Article VII: 1 vote per member only in the event of a tie in voting by board members representing the Corporation's divisions.

Each division will select their own candidates for the board in a manner consistent with their local division bylaws where applicable. As new clubs join the Corporation, the voting structure may be amended by a majority vote of the board. Candidates for the Board of Directors shall be selected from members of the Corporation who have demonstrated support for the Corporation either through significant volunteer efforts or significant financial contribution and have been a member in good standing of the Corporation during the fiscal year preceding the election. Each Director must be at least 21 years of age. No compensated coach, Director, or administration staff of the Corporation may be eligible for board membership during their employment by the Corporation. The Board of Directors shall be elected pursuant to Article VII below.

5.2 Power and Duties - The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Corporation, and may do all such acts and things as are not by law or by these By-laws directed to be exercised and done exclusively by the members. The power of the Board of Directors shall include, but not be limited to, all of the rights and duties of the Board of Directors as set forth elsewhere in these By-laws, or the Articles of Incorporation, or the Georgia Nonprofit Corporation Code, and shall also include the power to promulgate such rules and regulations pertaining to such rights and duties as may be deemed proper and which are consistent with the foregoing. The Board of Directors may delegate such duties as appear in the best interest of the Corporation to the extent permitted by law. The Board of Directors shall adopt and amend administrative rules and regulations governing the operation of the League.

5.3 Vacancies - Except as provided in the last paragraph of Section 5.4 below, vacancies on the Board of Directors caused by any reason shall be filled for the unexpired term of office by a member of the Corporation designated by a vote of the majority of the remaining directors even though they may consist of less than a quorum, and each member so elected shall be a director until his successor is duly elected by the members of the Corporation at the expiration of the term.

5.4 Removal of Directors - The Board of Directors, by a vote of a two thirds of the Directors then serving, shall have the right and authority to remove any director for (i) substantial failure to perform his or her mandated duties; (ii) for violation of GYSA Constitution or by-laws; (iii) for taking any action(s) other than at the direction or with the approval of the Board of Directors that (i) is deemed to have caused injury or material detriment to Cobb FC or (ii) is deemed not to be in the best interests of Cobb FC; (iv) for violation of these By-laws; (v) for failing to attend three (3) consecutive regularly scheduled monthly meetings of the Board of Directors; or four (4) of such meetings in any consecutive six (6) month period. In the event of such removal, the Board of Directors shall designate a replacement for the removed director as set forth in Section 5.3.

In addition, at any Annual or Special Meeting of the members, any one or more of the Directors may be removed, either with or without cause, at any time by the affirmative vote of seventy-five (75) percent of the members in the Corporation and a successor may be elected, by majority vote of the members, to fill the vacancy thus created. Any Director whose removal has been proposed by the members of the Corporation shall be given an opportunity to be heard at the meeting.

5.5 Compensation - No compensation shall be paid to Corporation Directors for their services as Directors. No remuneration shall be paid to a Director for services performed by him/her for the Corporation in any other capacity, unless a resolution authorizing such remuneration shall be adopted by two-thirds of the Directors before the services are undertaken. Notwithstanding the foregoing, a Director may be compensated at standard rates for serving in the capacity of certified referee or certified referee assistant (linesman). This clause does not limit the ability of the divisions to compensate their local advisory board members as defined in their local bylaws.

5.6 Meetings - The Board of Directors may establish regular monthly meetings to be held at such places and such times as shall be determined from time to time, by majority vote of the Directors. Notice of regular monthly meetings of the Board of Directors shall be given to each Director, personally or by mail, telephone, electronic mail, or fax, at least five (5) days prior to the day named for the meeting. Meetings will be conducted as per Robert's Rules of Order and other guidelines as set forth by the Board of Directors.

5.7 Special Meetings - Special meetings of the Board of Directors may be called by the President on five (5) days notice to each Director, given personally or by mail, telephone, electronic mail or fax, which notice shall state the time, place, and purpose of the meeting.

Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice upon written request of at least fifty (50) percent of the Directors.

5.8 Waiver of Notice - Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice of the time and place thereof unless the Director at the beginning of the meeting (or promptly upon the Director's arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

5.9 Quorum - A majority of the Board of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board there be less than a quorum present, a majority of those present may adjourn the meeting as provided in Section 5.10. No formal action can be taken by the Board of Directors without a quorum of its members present.

5.10 Recess - A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at a meeting which was adjourned.

5.11 Vote Required for Action - Except as otherwise provided in these By-laws, the act of a majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors.

5.12 Action of Directors without a Meeting - Any action required to be taken, or any action which may be taken, at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Directors entitled to vote with respect to the subject matter thereof. Any action taken pursuant to this Section 5.12 shall be effective when such consent is signed by Directors constituting a majority of the Directors in office. For the purposes of this section, any action may be taken by electronic mail so long as a majority of the Directors have approved of such action by e-mail or in writing.

5.13 Executive Committee of the Board of Directors - The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint an Executive Committee of the Board of Directors. The purpose of this committee shall be to conduct such business as determined by the Board of Directors, and to report such business back to the Board of Directors at the next regularly scheduled meeting. The Executive Committee of the Board shall consist of two (2) or more Directors, one of whom shall be the President of the Corporation. The Director of Coaching and the Club Administrator may serve on the Executive Committee as non-voting members of the Executive Committee. The Board of Directors, by majority vote of the Directors in office, may remove any member of the Executive Committee

and fill any vacancy that may occur on the Executive Committee. At the discretion of the Board, the Executive Committee may be reduced, eliminated or expanded at any time or from time to time.

5.14 Other Committees - The Board of Directors may authorize the appointment of other committees having such authority of the Board of Directors in the management of the Corporation as is set forth by resolution adopted by a majority of Directors present at a meeting at which a quorum is present. Each committee so designated shall consist of one (1) or more current Directors and may include one (1) or more former members of the Board of Directors of the Corporation. Such former Directors shall be full voting members of such committee and, to the same extent as current Directors, shall be subject to all applicable provisions of the Georgia Nonprofit Corporation Code, the articles of incorporation, and these By-laws. Except as otherwise provided in such resolution, members of each such committee and the chair of such committee shall be appointed by the President of the Corporation. Examples of other standing committees that the Board of Directors may, but shall not be obligated to, create include without limitation (i) a Nominating Committee responsible for proposing a slate of candidates for election to the Board and for conducting the election and verifying the election results, (ii) an Audit Committee responsible for ensuring the accuracy and integrity of the financial records of the Corporation, and (iii) a Discipline and Protest (D & P) Committee and an Ethics and Grievance (E & G) Committee responsible for ensuring that fairness and integrity are maintained by the League's coaches, players and others associated with the League. Each committee described in this Section will consist of no less than three (3) members, including the Chairperson. The Board of Directors, by majority vote, may reduce, eliminate or expand any committee previously formed pursuant to this Section. All such committees shall serve at the discretion of the Board of Directors and any action taken by such committee is subject to review and approval by the Board of Directors.

5.15 Advisory Committees - The Board of Directors may provide for such other advisory committees, consisting in whole or in part of persons who are not directors of the Corporation, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Directors; and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the articles of incorporation of the Corporation or these By-laws, as the Board of Directors may prescribe. Appointments to, and the chair of, any such advisory committees shall be made by the President, unless the Board of Directors otherwise provides. All such committees shall serve at the discretion of the Board of Directors and any action taken by such committee is subject to review and approval by the Board of Directors.

5.16 Term of Appointment - Each member of a committee shall serve at the pleasure of the Board of Directors.

5.17 Vacancies - Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

5.18 Quorum - Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

5.19 Rules - Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these By-laws or with rules adopted by the Board of Directors.

Article VI

Officers

6.1 Number and Qualifications - The Officers of the Corporation shall consist of a President, one (1) or more Vice-Presidents, as determined by the Board of Directors, a Secretary, and a Treasurer each of whom shall be elected by the members of the Corporation to the Board of Directors. The Board of Directors may from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the Corporation who shall also be member(s) of the Board of Directors, but the Corporation shall not be required to have at any time any Officers other than a President, a Secretary, and a Treasurer. Any two (2) or more offices may be held by the same person.

6.2 Election and Term of Office - The Officers of the Corporation shall be elected by the Board of Directors at the first regular meeting of the Board in the new fiscal year following the Annual Meeting and shall serve for a term commencing on the date of appointment until the last date of the fiscal year or until their earlier death, resignation, removal, retirement, or disqualification, provided however that the immediate past President of the Board shall preside for the purposes of chairing the first meeting of the new Board of Directors and until a new President is elected. At any time during the fiscal year, the Board of Directors may create, establish or eliminate any such officer positions consistent with the above provision.

6.3 Other Agents - The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the Board and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

6.4 Removal - Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors at any time, with or without cause.

6.5 Vacancies - A vacancy in any office arising at any time and from any cause may be filled for the unexpired term by the Board of Directors at any meeting of the Board of Directors.

6.6 President – The President shall be the principal executive officer of the Corporation, and shall have the powers generally attributable to the chief executive officer of a corporation. The President shall preside at all meetings of the members of the Corporation and the Board of Directors. The President shall use good faith efforts to insure that all elected Directors, Officers and committee members perform their assigned duties. To the extent specifically authorized by a majority vote of the Directors in office, (i) the President may be authorized to enter into any contract or agreement on behalf of the Corporation; (ii) to execute in the corporate name any instrument or other writing or (iii) perform other acts only to the extent specifically authorized by a majority vote of the Directors in office. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall perform these and such other duties and have such other authority and powers as a majority of the Board of Directors then in office may from time to time prescribe.

6.7 Vice President - The Vice President shall take the place of the President and perform his/her duties whenever the President shall be absent or unable to act and shall assist in other duties as may be required. The Vice-Presidents, in the order of their seniority as elected members of the Board of Directors, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the president, perform the duties and have the authority and exercise the powers of the president. They shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate. If neither the President nor any Vice President is able to act, the Board of Directors shall appoint some other member of the Board of Directors to do so on an interim basis.

6.8 Secretary - The Secretary shall attend all meetings of the Board of Directors, shall record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the Executive and other committees when required. The Secretary shall be the custodian of the records, shall see that all notices are duly given in accordance with the provisions of these By-laws and as required by law, and that the books, reports, and other documents and records of the Corporation are properly kept and filed; shall keep minutes of the proceedings of the members, Board of Directors and Executive Committee; shall keep at the registered office of the Corporation a record of the names and addresses of the members entitled to vote; and, in general shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to him/her by the Board of Directors or by the President. The Board may appoint one or more assistant Secretaries who may act in place of the Secretary in case of his/her death, absence, inability or failure to act.

6.9 Treasurer - The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation and shall maintain such funds and securities in such depositories as shall be designated by the Board of Directors; shall be responsible for correct and complete books and records of account and records of financial transactions and condition of the Corporation and shall submit such reports thereof as the Board of Directors may, from time to time require; and, in general, shall perform all the duties incident to the office of

Treasurer, and such other duties as may, from time to time, be assigned to him/her by the Board of Directors or by the President. The Board may appoint one or more assistant Treasurers who may act in place of the Treasurer in case of his/her death, absence, inability or failure to act.

6.10 Voting by Officers – Any officer, who is also an elected member of the Board of Directors, is entitled to a vote in the same manner as any other Director.

6.11 Compensation - No compensation shall be paid to Officers of the Corporation for their services as Officers. No remuneration shall be paid to an Officer for services performed by him/her for the Corporation in any other capacity, unless a resolution authorizing such remuneration shall be unanimously adopted by the Board of Directors before the services are undertaken. Notwithstanding the foregoing, an Officer may be compensated at standard rates for serving in the capacity of certified referee or certified referee assistant (linesman). This clause does not limit the ability of the divisions to compensate their local advisory board members as defined in their local bylaws.

Article VII

Election of Directors and Term of Office

7.1 Election - The annual election of the Board of Directors of the Corporation shall be confirmed and announced at the regular Annual Meeting of the membership.

7.2 Nominations - All nominations for candidates for the Board of Directors shall come from the Nominating Committee appointed by the Board of Directors which shall propose a slate of candidates. The Nominating Committee shall select a slate of candidates from members of the Corporation who have demonstrated support for the Corporation either through significant volunteer efforts or significant financial contribution. The slate of candidates shall constitute the ballot. Any member registered with the Secretary thirty (30) days prior to the date of the Annual Meeting, shall be eligible for nomination to the Board of Directors, except that a member may not be a nominee in the case where a family member of the potential nominee is already serving on the Board of Directors at the time of election and will continue to serve on the Board of Directors following the election (i.e. the family member's term of office will continue into the next fiscal year).

7.3 Election Format - The members of the Corporation shall elect the Directors to the Board by means of the ballot. Board of Director candidates (not to exceed the number of directors up for election) receiving the most votes shall be deemed elected to the Board of Directors. Notwithstanding the foregoing, no more than one member of the same family may serve as a director at the same time. In the event that one of the Directors elected declines to serve or is ineligible to serve pursuant to the preceding sentence, the member with the next greatest number of votes shall be deemed elected to the Board.

7.4 Vote - Voting shall be by secret ballot (or by such other method as shall be announced by the Board of Directors pursuant to Article IV) issued to the members not less than ten (10) days prior to the Annual Meeting. Ballots returned prior to the Annual Meeting will be tabulated prior to the Annual Meeting and confirmed at the meeting. Other ballots will be accepted prior to the "call to order" of the Annual Meeting and the votes added to the total. Ballots will not be issued at the Annual Meeting.

7.5 Term of Office - Directors shall serve in staggered terms of three (3) years, with each year corresponding to the established fiscal year. At the first regular meeting of the Board in the new fiscal year following the Annual Meeting at which these By-laws (as amended to provide for staggered terms) were approved by the members, the Board of Directors shall be divided as equally as may be into three (3) classes as determined by majority vote of the Directors. The term of office of the Directors in the first class shall expire upon the expiration of the first year following such election, the term of office of the Directors in second class shall expire upon the expiration of the second year following such election, and the term of office of the third class of Directors shall expire upon of the third year following such election, so that from and after the first election referenced above, approximately one third of the directors shall be elected each year by the members. If vacancies happen by resignation, or otherwise, the vacancies may be filled on an interim basis by nomination of the President - or his appointees - and confirmed by a majority vote of the Board of Directors.

Article VIII

Indemnification of Officers and Directors

The Corporation shall indemnify each Director and Officer and every former Director and Officer, and each of their respective heirs, executors, administrators and representatives (each being an "Indemnatee") against all loss, costs and expenses, including without limitation actual attorney fees reasonably incurred by the Indemnatee in connection with any action, suit or proceeding to which the Indemnatee may be made a party by reason of the Indemnatee (or the Indemnatee's predecessor in interest) being or having been a Director or Officer of the Corporation, except as to matters as to which the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Board of Directors may determine that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance of his duty as such Director or Officer in relation to the matter involved. The foregoing rights shall not be exclusive of other rights to which the Director or Officer may be entitled.

To the extent permitted by Georgia law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation.

Article IX

Miscellaneous

9.1 Contracts - The Board of Directors may authorize, by a majority vote, any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of the Corporation, except as otherwise specifically required by the Articles of Incorporation or these By-laws. Such authority may be general or confined to specific instances.

9.2 Inspection of Books - Any monthly financial reports furnished to the Board of Directors, the membership records of the Corporation and such other information as shall be required by law shall be available at the principal office of the Corporation for inspection at reasonable times by any member. These books and records shall be made available at the Corporation's principal office for inspection by the member, at convenient business hours if the member gives notice to the Board of Directors requesting the inspection at least five (5) business days before this date on which the member wishes to inspect.

9.3 Execution of Corporation Documents - 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 other manner as may from time to time be determined by resolution of the Board of Directors or as set forth in these By-laws. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an assistant treasurer and countersigned by the President or a Vice-President.

9.4 Deposits - All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such federally-insured banks, trust companies, or other depositories as the Board of Directors may select.

9.5 Fiscal Year - The fiscal year of the Corporation shall be from July first (1) through June thirtieth (30) and shall be subject to change by the Board of Directors should Corporation practice subsequently necessitate such a change.

9.6 Budget - At or before each Annual Meeting of the members of the Corporation, the Board of Directors shall present to the members for information and comment a proposed budget for the operation of the Corporation during the forthcoming fiscal year. The budget shall include such items of expense and revenue as shall be determined by the Board of Directors.

9.7 Notices - All notices, demands, and other notices intended to be served upon the Corporation or its Board of Directors, shall be sent by registered or certified mail, postage prepaid to the office of the Corporation.

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

Article X

Tax-Exempt Status

10.1 Tax-Exempt Status. The affairs of the Corporation at all times shall be conducted in such a manner as to assure the Corporation's status as an organization qualifying for exemption from tax pursuant to Section 501(c) of the Internal Revenue Code.

10.2 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 tax code.

10.3 It is not the objective of this organization to show a profit. SSA as a non-profit 501(c)3 organization will use any excess monies to improve the programs earmark funds for the long term growth and expansion of the organization.

Article XI

Amendment of By-laws

These by-laws may be amended by the affirmative vote of two thirds (2/3) of the eligible votes of the members in the Corporation present or represented by proxy at any Annual or Special Meeting, provided that a quorum as prescribed in Article III herein, is present at any such meeting. Amendments may be proposed by the Board of Directors or petition signed by holders of at least fifty-one (51%) percent of the votes. A statement of any proposed amendment shall accompany the notice of any Annual or Special Meeting at which such proposed amendment shall be voted upon. These By-laws may not be amended insofar as such amendment would be inconsistent with the Articles of Incorporation.