

**BYLAWS
OF
TAPESTRY DEVELOPMENT GROUP, INC.**

APPROVED BY BOARD OF DIRECTORS

SEPTEMBER 11, 2024

**BYLAWS OF
TAPESTRY DEVELOPMENT GROUP, INC.**

**ARTICLE 1
NAME, LOCATION, AND OFFICES**

1.1 Name. The name of the corporation shall be Tapestry Development Group, Inc. (the “**Corporation**”).

1.2 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.

1.3 Other Offices. The principal office of the Corporation shall be located at such place (within or without the State of Georgia) as the Board of Directors may determine from time to time. 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 affairs of the Corporation may require or make desirable.

1.4 Geographic Area of Operation. The activities of the Corporation shall be undertaken in the following geographic area of operation:

In Georgia: Clarke, Clayton, DeKalb, Dougherty, Floyd, Fulton, Gwinnett, Jackson, Monroe, Muskogee, Pierce, and Thomas Counties;

In South Carolina: Anderson, Dillon, and Greenville Counties; and

In Alabama: Baldwin, Barbour, Henry, and Lauderdale Counties

In Tennessee: Hamilton County

**ARTICLE 2
PURPOSES 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. The Corporation is a voluntary association of individuals the purposes of which are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the “**Code**”). In furtherance of such purposes, the activities of the Corporation may include, but shall not be limited to, the following:

(a) Developing, fostering, managing and otherwise facilitating, whether directly or through other entities, the provision of housing for low-income persons;

(b) The provision of safe, decent housing that is affordable to low-income and moderate-income persons;

(c) Soliciting gifts, grants, and contributions, and otherwise raising funds to support and advance the purposes of the Corporation;

(d) Acquiring, receiving, and accepting property to be distributed or held and administered in furtherance of the purposes of the Corporation;

(e) Distributing property exclusively for charitable and social welfare purposes in accordance with the terms of gifts, bequests, devises, or grants to the Corporation not inconsistent with its purposes, as set forth in the Corporation's Articles of Incorporation, these Bylaws, or in accordance with determinations made by the Board of Directors pursuant to the Articles of Incorporation and/or Bylaws of the Corporation; and

(f) Performing 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 other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (the “**Georgia Code**”), within and subject to the limitations of Sections 501(c)(3) of the Code and the regulations promulgated thereunder.

2.3 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and by these Bylaws.

ARTICLE 3

BOARD OF DIRECTORS

3.1 Authority and Responsibility of the Board of Directors.

(a) The supreme authority of the Corporation and the government and management of the affairs of the Corporation shall be vested in the Board of Directors; and all the powers, 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, or controlled by the Board of Directors.

(b) The governing body of the Corporation shall be the Board of Directors. The Board of Directors shall have supervision, control, and direction of the management, affairs, and property of the Corporation; shall determine its policies or changes therein; and shall actively prosecute its policies 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 its business and the business of the Corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall any action be taken that is inconsistent with the Articles of Incorporation and these Bylaws, or that would jeopardize the Corporation's exemption from

Federal income taxation under Section 501(a) of the Code by reason of being a charitable organization described in Section 501(c)(3) of the Code.

(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 director, officer, or other private person or individual.

(d) The Board of Directors may, from time to time, appoint as advisors, persons whose advice, assistance, and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Corporation.

(e) The Board of Directors is authorized to employ such person or persons, including an executive director or officer, attorneys, directors, agents, and assistants, as in its judgment 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.

3.2 Number of Directors; Composition of Board of Directors. The Board of Directors is authorized to fix the precise number of directors by resolution adopted from time to time by a majority vote of all the directors then in office, provided that at any time there shall be no fewer than three (3) directors. At such times as the Corporation applies for qualification as a “community housing development corporation” as defined in 24 CFR 92.2 (a “**CHDO**”) and for so long as the Corporation desires to maintain its status as a CHDO, at least one-third (1/3) of the Board of Directors shall be composed of persons who fit the following categories: (a) residents of low-income neighborhoods, (b) other low-income community residents, or (c) elected representatives of low-income neighborhood organizations. No more than one-third (1/3) of the Board of Directors, at any given time, shall be public officials or employees of local governments that provide the Corporation with funding.

3.3 Election. Each director shall be elected by the affirmative vote of the majority of all directors then in office.

3.4 Removal. Any director may be removed either for or without cause at any regular, special, or annual meeting of the Board of Directors, by a majority vote of all of the directors then in office if notice of intention to act upon such matter shall have been given in the notice calling such a meeting. A removed director's successor, if any, may be elected at the same meeting to serve the unexpired term.

3.5 Vacancies. Any vacancy in the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any meeting of the Board of Directors by a majority vote of the directors then in office. The term of office of each director so elected shall begin as of the date of his or her election and shall expire at the date upon which his or her successor has been elected and qualified, or upon such director's earlier death, resignation, retirement, disqualification, or removal.

3.6 Compensation. No director of the Corporation shall receive, directly or indirectly, any salary, compensation, or emolument therefrom as such director, unless authorized by the concurring vote of two-thirds (2/3) of all the directors, excluding any interested director. However, nothing contained herein shall be construed to prevent any director from serving the Corporation in any other capacity and receiving a reasonable compensation for services rendered in furtherance of the purposes and functions of the Corporation, nor shall it prevent a director from being reimbursed for out-of-pocket expenses in the performance of his or her duties as director.

3.7 Resignation. Any director may resign at any time by delivery of written notice to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then upon receipt. A resignation need not be accepted to be effective.

ARTICLE 4 MEETINGS OF THE BOARD OF DIRECTORS

4.1 Place of Meetings. 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 thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the Corporation.

4.2 Annual Meeting; Notice. The Annual Meeting of the Board of Directors shall be held at the principal office of the Corporation or at such other place as the Board of Directors shall determine, on such date and at such time as the Board of Directors shall designate. No notice shall be required for Annual Meetings for which the time and place have been fixed and announced by the end of the preceding Annual Meeting or Quarterly Meeting. Unless waived as contemplated in Section 5.2, notice of the time and place of any Annual Meeting to which the preceding sentence does not apply shall be given by the Secretary either personally, or by telephone, mail, or facsimile not less than two (2) days before such Meeting.

4.3 Quarterly Meeting; Notice. Quarterly Meetings of the Board of Directors shall be held, if practicable and if the activities of the Corporation are sufficient to justify such meetings, between Annual Meetings at such times and at such places as the Board of Directors may prescribe. No notice shall be required for Quarterly Meetings for which the time and place have been fixed and announced by the end of the preceding Annual Meeting or Quarterly Meeting. Notice of time and place of any such Quarterly Meetings to which the preceding sentence does not apply shall be given by the Secretary either personally, or by telephone, mail, or facsimile not less than two (2) days before such Meeting.

4.4 Special Meetings; Notice. Special Meetings of the Board of Directors may be called by or at the request of the President or by any two (2) of the directors in office at that time. Notice of the time, place, and purpose of any Special Meeting of the Board of Directors shall be

given by the Secretary either personally, or by telephone, mail, or facsimile at least twenty-four (24) hours before such Meeting.

4.5 Waiver. Attendance by a director at a meeting shall constitute 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.

4.6 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.

4.7 Vote Required for Action. Except as otherwise provided in the Articles of Incorporation, these Bylaws or by applicable law, any act approved by the majority vote of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

4.8 Action by Directors Without a Meeting.

(a) 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 so taken, is signed by at least a majority of the members of the Board of Directors. Such consent shall have the same force and effect as a majority vote at a meeting duly called.

(b) Such written consents may be delivered by facsimile, U.S. Mail, DocuSign or other electronic signature, scanned email (PDF with physical signature), or other physical delivery method or similar electronic means.

(c) More specifically and without limiting the foregoing,

(i) electronic voting may take place on any electronic platform to which the Corporation provides access to all directors and on which a record of the resolution and each director's vote is created, and, alternatively,

(ii) written consents may be delivered without signature by indicating an affirmative vote regarding a resolution via text, email, or other electronic means, in which case the Secretary is authorized to sign the consent on behalf of such director or, once sufficient consents have been received, to certify that the resolution was duly passed.

(d) Signed consents and/or proof of electronic consent, along with the resolution's text, shall be retained with the corporate records.

(e) Action by written consent shall not require a motion or second to be made or recorded.

(f) A director's consent may be withdrawn by a revocation signed by the director and delivered to the Corporation prior to delivery to the Corporation of unrevoked written consents signed by all the directors required for an action to be taken.

(g) Action taken under this Section 4.8 is effective when the last required signed consent is delivered to the Corporation unless the consent specifies a different effective date.

4.9 Telephone and Similar Meetings. Directors may participate in and hold a meeting by means of conference call, video call, or other similar remote communications device or equipment, by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting for purposes of determining a quorum and taking action, except where a director 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.

4.10. Adjournments. 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) if the business to be transacted at the reconvened meeting could have been transacted at the meeting that was adjourned.

4.11 Proxies. No director shall vote by proxy at a meeting of the Board of Directors.

4.12 Low-Income. It is the policy of the Corporation for low-income residents to advise and participate in planning the design, location of sites, development and management of its affordable housing undertakings. This shall be done through methods such as open town meetings, community surveys, special committees, or other means.

ARTICLE 5 NOTICE AND WAIVER

5.1 Procedure. Except as otherwise specifically provided in these Bylaws, whenever under the provisions of these Bylaws notice is required to be given to any director or officer, it shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person; by telephone, electronically via e-mail, text message, or other form of wire or wireless communication; or by mail or private carrier.

5.2 Written notice, if in comprehensible form, 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 or such longer period as may be provided in the Articles of Incorporation or these Bylaws, if mailed with 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 if communicated in a comprehensible manner.

5.3 Waiver. Whenever any notice is required to be given to any director by law, by the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the director entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

ARTICLE 6 OFFICERS

6.1 Number and Qualifications. The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, and a Treasurer. 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, 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 or more offices may be held by the same person except for the offices of President and Secretary.

6.2 Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors and shall serve for terms of one (1) year or until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

6.3 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 at the pleasure of the Board of Directors and shall have 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 whenever, in its judgment, the best interests of the Corporation will be served thereby. However, any such removal shall be without prejudice to the contractual rights, if any, of the officer or agent so removed.

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

6.6 President. The President shall be the principal executive officer of the Corporation. The President shall be, ex officio, a nonvoting member of any and all committees of directors. He or she shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, and statements and reports required to be filed with government officials or agencies; and he or she 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; and he or she shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall have the right to supervise and direct the management and operation of the Corporation and to make all decisions as to policy and otherwise which may arise between meetings of the Board of Directors, and the other officers and employees of the Corporation shall be under his or her supervision and control during such interim. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

6.7 Vice President. The Vice President (or Vice Presidents, in the order designated by the Board of Directors) shall, in the absence or disability of the President perform the duties and exercise the powers of the President, and shall perform such other duties as shall from time to time be imposed upon any Vice President by the Board of Directors or delegated to a Vice President by the President. The Board of Directors may by resolution supplement the title of any Vice President in any manner.

6.8 Secretary.

(a) The Secretary shall attend all meetings of the Board of Directors and record all the notes, actions, and 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.

(b) The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors.

(c) The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors or the President, affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature or by the signature of the Treasurer or an Assistant Secretary.

(d) The Secretary shall be under the supervision of the President. He or she 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.

6.9 Treasurer.

(a) The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuables in the name and to the credit of the Corporation into depositories designated by the President.

(b) The Treasurer shall disburse the funds of the Corporation as ordered by the Board of Directors and prepare financial statements each month or at such other interval as the Board of Directors shall direct.

(c) If required by the Board of Directors, the Treasurer shall give the Corporation a bond (in such form and such sum and with such surety or sureties as shall be satisfactory to the Board) for the faithful performance of the duties of his or her office and/or the restoration to the Corporation, in case of his or her death, resignation, retirement, or removal from office of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

(d) The Treasurer 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.

ARTICLE 7 COMMITTEES OF DIRECTORS

7.1 Committees of Directors. The Board of Directors may by resolution adopted by a majority vote of the entire Board of Directors create one or more committees for any purpose consistent with the purposes and activities of the Corporation. A committee exercising the authority of the Board of Directors shall consist of two or more current or former directors, at least one of whom shall be a current director. A committee not exercising the authority of the Board of Directors shall consist of two or more persons, at least one of whom shall be a current director.

7.2 Term and Appointment. Such resolution shall designate the term of the committee, and the purpose thereof, as well as terms of committee members.

7.3 Committee Chairperson. One member of each committee shall be appointed Chairperson thereof.

7.4 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments in Section 7.2.

7.5 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the entire 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.

7.6 Rules. Each committee may adopt rules for its own government, as long as such rules are not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE 8 DISTRIBUTIONS AND DISBURSEMENTS

8.1 Distributions and Disbursements. The Board of Directors shall:

(a) determine all distributions to be made from net income and principal of the Corporation (including funds held by directors, officers, custodians, or agents of the Corporation) pursuant to the provisions of the Articles of Incorporation, these Bylaws, and the donors' directions if and to the extent applicable as provided herein;

(b) make, or authorize and direct the respective directors, officers, or agents having custody of the funds of the Corporation to make payments to organizations or persons to whom payments are to be made, in such amounts and at such times and with such accompanying restrictions, if any, as it deems necessary to assure use for the purposes and in the manner intended; and

(c) determine all disbursements to be made for administrative expenses incurred by the Corporation and direct the respective directors, officers, custodians, or agents having custody of funds of the Corporation as to payments thereof and funds to be charged.

8.2 Vote Required for Determinations. All such determinations shall be made by a majority vote of directors present at a meeting duly called in which a quorum is present, unless otherwise expressly provided in these Bylaws or by direction of the donor as the condition of the gift.

8.3 Determination of Means for Carrying out the Purposes of the Corporation. The Board of Directors shall gather and analyze facts and conduct such investigation and research as from time to time may be necessary or desirable in order to determine the most effective manner and means for carrying out the purposes and functions of the Corporation as described in Article 2 hereof and in the Articles of Incorporation, and may direct disbursements from such fact gathering and analysis, investigation, and research from funds given for such purposes or from funds given without designation as to purpose. Disbursements for other proper administrative expenses incurred by the Board of Directors, including salaries for such professional and other assistants as it from time to time deems necessary or desirable, shall be directed to be paid so far as possible, first from any funds designated for such purpose, and any balance out of any funds of the Corporation as are not specifically restricted against such use.

8.4 Furtherance of Purposes. In furtherance of the purposes and functions of the Corporation, when needs therefor have been determined and with appropriate provisions to assure use solely for such purposes, the Board of Directors may direct distributions to such persons, organizations, governments, or governmental agencies as in the opinion of the Board of Directors can best carry out such purposes and functions or help create new qualified organizations to carry out such purposes and functions.

8.5 Dissolution. Upon filing with Georgia Secretary of State of notice of intent to dissolve the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) or the 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 so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation 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 purposes.

ARTICLE 9

CONTRACTS AND FINANCES

9.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the same and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

9.2 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 the President or by a Vice President of the Corporation.

9.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation at such banks, trust companies, or other depositories as the Board of Directors may select.

9.4 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.

9.5 Investments. Investments shall be made by an investment committee, if one is appointed pursuant to Section 7.1 of these Bylaws, and otherwise by the Board of Directors; provided that such investments shall be made solely consistent with the purposes hereof.

9.6 Loans. The Corporation shall expressly be authorized to lend or borrow money, upon such terms as the Board of Directors deems fair and adequate, in furtherance of the purposes of the Corporation as set forth herein.

ARTICLE 10

LIABILITY, INDEMNIFICATION AND INSURANCE

10.1 Limitation of Liability of Directors and Officers. (a) As provided for in the Articles, a director shall not be liable to the corporation or any other person for any action taken or not taken as a director if the director did not breach his or her legal duties to the Corporation. (b) A director shall not be deemed to be a legal trustee with respect to the Corporation or with respect to any property held or administered by the Corporation, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property. (c) An officer shall not be liable to the Corporation or any other person for any action taken or not taken as an officer if the officer did not breach his or her legal duties to the Corporation.

10.2 Required Indemnification of Officers and Directors. To the fullest extent permitted by law, and in accordance with Georgia Code § 14-3-859, which is incorporated by reference herein, the Corporation shall indemnify its current and former directors and officers and shall advance funds to pay for and reimburse their expenses as contemplated under the aforementioned section of the Georgia Code.

10.3 Indemnification of Employees and Agents. The Corporation may indemnify and advance expenses as contemplated under Georgia Code § 14-3-857 to any present or former employee or agent by Board of Directors resolution to the extent allowed by applicable law.

10.4 Heir and Estate Indemnification. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article 10 shall be in addition to and not exclusive of all other rights to which any person may be entitled.

10.5 Insurance. The Corporation may, but is not required to, purchase and maintain insurance on behalf of one or more directors, officers, employees, or agents against liability, whether or not the Corporation would have the power to indemnify him or her against the same liability.

10.6 Conflicting Interest Transactions. The validity and ramifications of conflicting interest transactions are governed by the Corporation's Conflict of Interest Policy, the Code of Georgia, and the Internal Revenue Code.

10.7 Other Rights of Indemnification. The indemnification or payment of expenses provided under this Article 10 is not exclusive of rights to which a person seeking indemnification or payment of expenses may be entitled under the Articles of Incorporation, a contractual agreement, or applicable law. However, the total amount of expenses advanced or indemnified from all sources shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

10.8 Severability. Each paragraph, sentence, term and provision of this Article 10 shall be considered severable in that, in the event a court finds any paragraph, sentence, term or provision to be invalid or unenforceable, the validity and enforceability, operation, or effect of the remaining paragraphs, sentences, terms, or provisions shall not be affected, and this Article 10 shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

10.9 Amendment. Any repeal or modification of the provisions of this Article 10 shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification and must be approved by 90% of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Georgia Code to authorize the further elimination or limitation of liability of directors, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the amended Georgia Code, in addition to the limitation on personal liability provided herein.

ARTICLE 11 MISCELLANEOUS

11.1 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 authority of the Board of Directors.

11.2 Fiscal Year; Financial Statements. 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. Financial statements shall be prepared and distributed to all then serving directors on an annual basis.

11.3 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these Bylaws shall be considered valid and effective.
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

11.4 Headings. The headings of these Bylaws are for organization, convenience, and clarity. In interpreting these Bylaws, such headings shall be subordinated in importance to the other written material.

11.5 Relation to Articles of Incorporation. These Bylaws are subject to, and governed by, the Corporation's Articles of Incorporation.

ARTICLE 12 AMENDMENTS

12.1 Power to Amend Bylaws. The Board of Directors shall have the power to alter, amend, or repeal these Bylaws or adopt new bylaws, provided that notice of such changes together with text of the proposed amendments shall be provided to members of the Board of Directors no fewer than seven (7) days prior to the meeting considering such amendment or all directors waive such notice.

12.2 Conditions. No amendment of these Bylaws by the Board of Directors shall be effective unless such action receives the affirmative vote of a majority of all directors then holding office.

ARTICLE 13 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 pursuant to Section 501(c)(3) of the Code.

APPROVED BY BOARD SEPTEMBER 11, 2024