



6201 Leesburg Pike, Suite 405
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Website:
<http://www.nhf.org>

National Heritage Foundation

Bylaws

ARTICLE I

OFFICES

The Corporation shall at all times maintain a registered office in the State of Georgia and a registered agent at that address, but may have other offices located within or without the State of Georgia as the Board of Directors shall determine.

ARTICLE II

BOARD OF DIRECTORS

Section 2.1. General Powers. The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation.

Section 2.2. Number and Term of Office. The number of directors shall be three (3) or such other number, but not less than one (1) nor more than twelve (12), as may be designated from time to time by resolution of a majority of the entire Board of Directors. The directors shall be appointed by the President of the corporation and shall serve for a term of one (1) year and until their successors have been elected.

Section 2.3. Vacancies. The directors may (1) fill the place of any director which may become vacant prior to the expiration of the director's term, such appointment by the directors to continue until the expiration of the term of the director whose place has become vacant, or (2) fill any directorship created by reason of an increase in the number of directors, such appointment by the directors to continue for a term of office until the next appointment by the president and until the appointment of the successor.

Any director may be removed from office with or without cause by the affirmative vote of a majority of the directors entitled to vote at any special meeting of directors called for that purpose. The person appointing the director may remove an appointed director without cause.

Section 2.4. Place of Meeting. The Board of Directors may hold their meetings and keep the books of the Corporation either within or outside the State of Georgia, at such place or places as they may from time to time determine by resolution or by written consent of all the directors. The Board of Directors may hold their meetings by conference telephone or other similar electronic communications equipment pursuant to which each participant at the meeting can hear the other.



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Section 2.5. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Board. The annual meeting of the Board of Directors shall be held on the 1st of February in each year if not a legal holiday, and if a legal holiday then on the next succeeding day not a legal holiday, unless otherwise determined by resolution by the Board of Directors for the purpose of electing directors to succeed those whose terms have expired as of the date of such annual meeting. Notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be mailed to each director at least three (3) days prior to the first meeting held pursuant to such resolution. The Board may transact any business that comes before it. Any additional business may be transacted at any regular meeting of the Board.

Section 2.6. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by any director or by the president. The secretary shall give notice of each special meeting of the Board of Directors, which notice shall specify the time and place of the meeting, at least two (2) days prior to the meeting by personal delivery, telephone, facsimile, or e-mail; but such notice may be waived by any director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every director shall be present, even though without notice, any business may be transacted and any director may in writing waive notice of the time, place and objectives of any special meeting.

Section 2.7. Quorum. A majority of the whole number of directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Articles of Incorporation or by these bylaws. All resolutions adopted and all business transacted- by the Board of Directors shall require the affirmative vote of a majority of the directors present at the meeting.

Section 2.8. Action in Lieu of Meeting. Any action to be taken at a meeting of the directors, or any action that 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 all of the directors and any further requirements of law pertaining to such consents have been complied with. [Note-Section 14-2-821(b) of the Georgia Nonprofit Corporation Code provides that the articles of incorporation or bylaws may permit actions to be taken by less than all, but not less than a majority of the directors.]



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Section 2.9. Compensation of Directors. Directors shall not receive any stated salary for their services as such, but each director shall be entitled to receive from the Corporation reimbursement of the expenses incurred by him in attending any regular or special meeting of the Board or of any Committee and such reimbursement and compensation shall be payable whether or not a meeting is adjourned because of the absence of a quorum. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 2.10. Nominating Committee. The Board of Directors shall elect a Nominating Committee consisting of the President and at least one other director. The Board of Directors shall select the Nominating Committee at the annual meeting of the Board of Directors. The Nominating Committee shall be responsible for preparing a slate of directors for election at the next annual meeting of the Board of Directors.

Section 2.11. Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in the resolution shall have and may exercise the powers of the Board of Directors. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

Section 2.12. Conflict Disclosure. Each Director and Officer shall have the affirmative duty to disclose to the Foundation any potential conflicts with respect to contracts and other financial transactions. Any contract or transaction, including compensation, between the Corporation and a Director or officer of the Corporation, between the Corporation and any corporation, partnership, association or other organization in which a director or officer thereof is also a Director or officer of the Corporation, or between the Corporation and a disqualified person within the meaning of section 4958 of the Internal Revenue Code of 1986, as amended, which may confer an economic benefit on such Director, officer or disqualified person, shall be void or voidable solely for such reason, or solely because the Director, officer or disqualified person is-present at or participates in the meeting of the Board of Directors which authorizes such contract or transaction, or solely because the Director's, officer's or disqualified person's vote is counted for such purpose unless, prior to the transfer of goods or services pursuant to the contract or transaction:

(1) The material facts as to the Director's, officer's or disqualified person's relationship with or interest in the contract or transaction are disclosed, or are known to the Board of Directors and, in good faith, the Board authorizes the contract or transaction by the affirmative vote of a majority of the Directors attending a meeting during which such contract or transaction is addressed, and such Directors shall not be related to, or subject to the control of, the officer, director or disqualified person involved in the transaction or contract; and



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(2) The Board of Directors obtained and relied upon appropriate data as to comparability of payments or compensation made by similarly situated Corporations for functionally similar services, or fair market value of the consideration, and adequately and contemporaneously documented the basis for its determination; and

(3) The contract or transaction is determined to be fair market value for Corporation at the time it is authorized, approved or ratified by the Board of Directors.

ARTICLE III

OFFICERS

Section 3.1. Election, Tenure and Compensation. The officers of the Corporation shall consist of a President, a Secretary and a Treasurer who shall be elected by the Board of Directors, and such other officers, including a Chairman of the Board, one or more Vice Presidents and one or more assistants to the foregoing officers as may be elected by the Board of Directors or appointed as provided in these bylaws. The officers shall be elected or appointed at the annual meeting of the Board of Directors to serve a term of one (1) year, or such other term as provided by resolution of the Board of Directors or the appointment to office. Each officer shall serve for the term of office for which he is elected or appointed and until his successor has been elected or appointed and has qualified or his earlier resignation, removal from office, or death. Except for the Chairman of the Board, the officers need not be directors. The same person may hold any two or more of the above offices. The compensation or salary paid all officers of the Corporation shall be fixed by resolutions adopted by the Board of Directors.

Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors, and all officers, agents and employees shall hold office at the discretion of the Board of Directors.

Section 3.2. Powers and Duties of the Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board of Directors unless the Board of Directors shall by a majority vote of a quorum thereof elect a chairman other than the Chairman of the Board to preside at meetings of the Board of Directors. He may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation; and he shall be ex-officio a member of all standing committees.

Section 3.3. Powers and Duties of the President. The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. He shall have the general powers and duties of supervision and management usually vested in the office of President of a corporation. The President shall be ex-officio a member of all standing committees. He shall do and perform such other duties as may, from time to time, be assigned to him by the Board of Directors.



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In the event that the Board of Directors does not take affirmative action to fill the office of Chairman of the Board, the President shall assume and perform all powers and duties given to the Chairman of the Board by these bylaws.

Section 3.4. Powers and Duties of the Vice President. The Board of Directors may appoint a vice President or more than one Vice President. Any Vice President (unless otherwise provided by resolution of the Board of Directors) may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. Each Vice President shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or by the President. In case of the absence or disability of the President, the duties of that office shall be performed by any Vice President, and the taking of any action by any such Vice President in place of the President shall be conclusive evidence of the absence or disability of the President.

Section 3.5. Secretary. The Secretary shall give, or cause to be given, notice of all meetings of directors and all other notices required by law or by these bylaws, and in case of his absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the directors upon whose written request the meeting is called as provided in these bylaws. The secretary shall record all the proceedings of the meetings of directors in books provided for that purpose, and he shall perform such other duties as may be assigned to him by the directors or the President. He shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors or the President, and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of secretary of a corporation subject to the direction and control of the Board of Directors and the President.

Section 3.6. Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation, and he shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as the Board of Directors may designate.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. He shall render to the President and the Board of Directors, whenever either of them so requests, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in a sum, and with one or more sureties satisfactory to the Board of Directors, for the faithful performance of the duties of his office and for the restoration to the Corporation in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, moneys, and other properties of whatever kind in his possession or under his control belonging to the Corporation.



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The Treasurer shall perform all the duties generally incident to the office of the treasurer of a corporation, subject to the direction and control of the Board of Directors and the President.

Section 3.7. Assistant Secretary. The Board of Directors may appoint an Assistant Secretary or more than one Assistant Secretary. Each Assistant Secretary shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Secretary in the absence or disability of the Secretary and shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or the President. In case of the absence or disability of the Secretary, the duties of the office shall be performed by any such Assistant Secretary, and the taking of any action by any such Assistant Secretary, in place of the Secretary, shall be conclusive evidence of the absence or disability of the Secretary.

Section 3.8. Assistant Treasurer. The Board of Directors may appoint an Assistant Treasurer or more than one Assistant Treasurer. Each Assistant Treasurer shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Treasurer in the absence or disability of the Treasurer and shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or the President. In case of the absence or disability of the Treasurer, any Assistant Treasurer shall perform the duties of the office, and the taking of any action by any such Assistant Treasurer in place of the Treasurer shall be conclusive evidence of the absence or disability of the Treasurer.

ARTICLE IV

CORPORATE SEAL

Section 4.1. Seal. The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, or in the event the Board of Directors shall not have determined to adopt a corporate seal, the signature of the Corporation followed by the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and affixed by him or by his assistants on all appropriate papers.

ARTICLE V

BANK ACCOUNTS AND LOANS

Section 5.1. Bank Accounts. Such officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company,



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upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of the Corporation, and made or signed by such officers or agents; and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors, until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or a Vice President and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Corporation.

Section 5.2. Loans. Such officers or agents of this Corporation as from time to time shall be designated by the Board of Directors shall have authority to effect loans, advances or other forms of credit at any time or times for the corporation from such banks, trust companies, institutions, corporations, firms, or persons as the Board of Directors shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial papers and evidences of debt at any time held by the Corporation; and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the Corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances, and other instruments and evidences of debt at any time held by the Corporation, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated the signatures of the officers or agents so authorized, and each such bank, trust company, institution, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by the Board of Directors of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

ARTICLE VI

MISCELLANEOUS PROVISIONS



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Section 6.1. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December of each year.

Section 6.2. Notices. Whenever, under the provisions of these bylaws, notice is required to be given to any director or officer it shall not be construed to require personal notice, but such notice may be given in writing, by mail, by depositing the same in a post office or letter box, in a prepaid envelope, addressed to each director or officer at such address as appears on the books of the Corporation, or in default of any other address, to such director or officer at the general post office in the City of Brunswick, Georgia, and such notice shall be deemed to be given at the time the same shall be thus mailed. Any director or officer may waive any notice required to be given under these bylaws.

ARTICLE VII

AMENDMENTS

The Board of Directors shall have the power and authority to amend, alter or repeal these bylaws or any provision thereof, and may from time to time adopt additional bylaws.

ARTICLE VIII

INDEMNIFICATION

Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation, and entitled to advancement of expenses of litigation, to the fullest extent permitted under the Georgia Nonprofit Corporation Code against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid, reimbursed or advanced by the Corporation under the Georgia Nonprofit Corporation Code and which are actually and reasonably incurred in connection with any action, suit or proceedings, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprise. Such indemnification shall be made only in accordance with the Georgia Nonprofit Corporation Code and subject to the conditions thereof.

As a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceedings through legal counsel designated by the Corporation and at the expense of the Corporation.



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The Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the Georgia Nonprofit Corporation Code. If any expenses or other amounts are paid by way of indemnification other than by court order or by an insurance carrier, the Corporation shall provide notice of such payment to the members in accordance with Section 6.2 of these bylaws.

This 15th day of February, 1995.

NATIONAL HERITAGE FOUNDATION, INC.

By:

Its: Director CEO

Sworn to and subscribed before me,

This day of 1995.