

**BY-LAWS FOR
GEORGIA INSTITUTE ON AGING, INC.**

ARTICLE I
NAME AND LOCATION OF INSTITUTE

The name of this Institute is Georgia Institute on Aging, Inc. (hereinafter referred to as the "Institute"). The principal office of the Institute is located at 607 Peachtree Street, NE, Atlanta, Georgia 30308, or at such other place as may hereinafter be determined by the Board of Directors of the Institute (the "Board").

ARTICLE II
PURPOSE

The purposes of this Institute are to be the leading provider of timely and informative educational opportunities for our members and the residents they serve, state and local policy makers, professionals in the field of aging and the community at large. In no event, however, shall the Institute engage in any activities that would cause revocation of its tax-exempt status under section 501(c)3 of the Internal Revenue Code.

ARTICLE III
MEMBERSHIP

Section 1. Members. The sole voting members of the Institute are the Joint members of Aging Services of Georgia. Educational programming and other Institute activities will address the needs of the Aging Services of Georgia membership as well as others interested in the purpose of the Institute. Aging Services of Georgia members may receive discounted or special pricing considerations to attend Institute sponsored events.

Section 2. Annual Meetings. Annual meetings of the membership shall be held in December of each year at the time and on the date as may be determined proper by Aging Services of Georgia. At such meeting there shall be elected by Aging Services of Georgia an Institute Board of Directors pursuant to these Bylaws.

Section 3. Special Meetings. It shall be the duty of the President of the Institute to call special meetings of the membership as directed by resolution of the Board, or upon petition signed by Aging Services of Georgia and presented to the Secretary or the President of the Institute.

Section 4. Notice of Meetings. It shall be the duty of the Secretary to give notice of each annual and special meeting, stating the purpose thereof as well as the time and place where it is to be held, to Aging Services of Georgia at its address as it appears in the membership book of the Institute at least ten (10) but not more than ninety (90) days prior to an annual meeting and at least two (2) days before any special meeting. The mailing of a notice in the manner provided in this Section 5 shall be considered due service of notice.

Section 5. Voting. The vote of Aging Services of Georgia at a meeting shall decide any question brought before such meeting. Any action required or permitted to be taken at a meeting of the membership may be taken without a meeting if a unanimous written consent which sets forth the action is signed by Aging Services of Georgia and filed with the minutes of the proceedings of the membership.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. Management of Institute. The management and control of the business and affairs of the Institute shall be vested in the Board. The Board may employ such agents as it deems advisable and shall have the powers necessary for the administration of the affairs of the Institute and to do all such acts and things as are not prohibited or otherwise restricted by law or these Bylaws.

Section 2. Number of Directors; Qualifications; Terms. The Board shall consist of at least nine (9) but not more than twenty (20) Directors (including any ex-officio Directors). The number of Directors may be increased or decreased at any annual, regular or special meeting of the Board. The majority of the Board must be Joint members of Aging Services of Georgia. If not otherwise elected to the Board, the Chair Elect of Aging Services of Georgia and the President of Aging Services of Georgia shall serve as non-voting ex-officio Directors.

Section 3. Designation by Classes and Term of Office. Except as provided below, each Director (other than an ex-officio Director) shall serve for a term of three (3) years and until his or her successor is duly elected and qualifies, unless sooner removed in accordance with Section 7 of this Article IV. The Board shall be divided into three Classes, i.e., Class I, Class II, and Class III. Each such Class shall consist, as nearly as possible, of 1/3 of the total number of Directors (excluding ex-officio Directors), and any remaining Director shall be included within such Class, as Aging Services of Georgia shall designate. If the number of Directors is changed, any increase or decrease shall be apportioned among the Classes so as to maintain the number of Directors in each Class as nearly equal as possible. Directors may serve an unlimited number of terms, but may not serve more than two (2) full terms in succession and may not be re-elected as a Director until the next annual meeting of the membership following the end of such Director's second consecutive full term.

Section 4. Quorum; Voting. A quorum for the transaction of business at every meeting of the Board shall consist of at least fifty percent (50%) of all the Directors. Except in cases in which it is otherwise required by statute, the Charter of these Bylaws, the majority vote of those Directors present at a meeting at which a quorum is present shall be sufficient to pass any measure or resolution of the

Board. In the absence of a quorum, a majority of the Directors present at a meeting may adjourn such meeting from time to time without further notice. The Directors present at a meeting that has been duly called and convened may continue to transact business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

Section 5. Action by Consent of the Board. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a unanimous written consent which sets forth the action is signed by each Director and filed with the minutes of the proceedings of the Board.

Section 6. Vacancies. Vacancies on the Board shall exist in the case of the happening of any of the following events:

- (1) the death or resignation of a Director;
- (2) the removal of any Director in accordance with Section 7 of this Article V; or
- (3) the authorized number of Directors is increased.

Section 7. Removal and Declaration of Vacancy. The Institute may remove any Director and declare vacant the office of such Director for any reason at any meeting of the membership or by written consent. No reduction in the authorized number of Directors shall result in the removal of any Director prior to the expiration of his or her term of office.

Section 8. Filling of Vacancies. Vacancies on the Board shall be filled by the Institute. Each Director filling a vacancy shall hold office until the next annual meeting of the Board and until his or her successor is duly elected and qualifies, unless sooner removed in accordance with Section 7 of this Article V. If the Institute accepts the resignation of a Director tendered to take effect at a future time, the Institute may elect a successor to take office when the resignation becomes effective.

Section 9. Annual Meetings. The Board shall hold an annual meeting to elect Directors and officers and to transact any other business within its powers in December of each year. The date, time and place of the annual meeting of the Board shall be set by the President. The Secretary shall send notice of the date, time and place of each annual meeting of the Board to each Director no less than ten (10) nor more than ninety (90) days prior to the date set for each such meeting by personal delivery, mail or other written form of communication. Failure to hold an annual meeting shall not invalidate the Institute's existence or affect any otherwise valid corporate acts.

Section 10. Regular Meetings. Between annual meetings, regular meetings of the Board shall be held at such intervals as may be determined appropriate by the Board, but not less frequently than at four (4) month intervals. Failure to hold regular meetings shall not invalidate the Institute's existence or affect any otherwise valid corporate acts.

(a) All regular meetings of the Board shall be called by the Secretary at the direction of the President, or if the President is absent or is unable or refuses to act, by any three (3) Directors.

(b) Written notice of the time and place of each regular meeting of the Board shall be delivered personally to each Director, or delivered to each Director by mail or by other form of written communication, at least twenty-four (24) hours before each meeting. It shall be sufficient for purposes of complying with this notification requirement that the minutes of any preceding meeting that make reference to the date of the next regular meeting are forwarded by mail to each Director at least seven (7) days before the meeting. If the current address of a Director is not shown on the records of the Institute, and is not readily ascertainable, such notice shall be addressed to him or her at the last known address of such Director as carried in the records of the Institute. Notice of the time and the place of holding of any adjourned meeting need not be given to absent Directors if the time and place are fixed at the meeting adjourned.

(c) The transaction of any business at a meeting of the Board, however called and noticed and wherever held, shall be valid as though it had been transacted at a meeting duly held after a regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a Waiver of Notice, a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the records of the Institute and made a part of the minutes of the meeting.

Section 11. Special Meetings. Special meetings of the Board may be called by: (i) the President, or if the President is absent or is unable or refuses to act; (ii) any three (3) Directors. A notice shall be given to each Director of the time, place and purpose of each special meeting at least forty-eight (48) hours prior to the convening of such a meeting by personal delivery, telephone, facsimile, mail or other form of written communication. If the current address of a Director is not shown on the records of the Institute and is not readily ascertainable, notice shall be addressed to him or her at the last known address of such a Director as reflected in the records of the Institute.

The transaction of any business at a special meeting of the Board, however called and noticed and wherever held, is valid as though held at a meeting duly held after a regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written Waiver of Notice, a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the records of the Institute and made a part of the minutes of the meeting.

Section 12. Place of Meetings; Telephone Conference Meetings. Annual, regular and special meetings of the Board may be held at any place within or without the State of Georgia that has been designated, from time to time, by resolution of the Board or by written consent of all of the Directors. In the absence of such designation, meetings shall be held at the principal office of the Institute. The Directors may conduct any meeting thereof by telephone conference or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes a Director's presence in person at a meeting.

Section 13. Conduct at Meetings. At every meeting of the Board, the Chairperson, or in the absence of the Chairperson, a chair chosen by the majority of the Directors present, shall preside over the meeting. The chair of the meeting may appoint any person to act as secretary of the meeting for purposes of taking appropriate minutes of the proceeding.

Section 14. Compensation. A Director may not receive any compensation for his or her services as a Director; provided, however, upon approval by the Board, reimbursement for expenses for attendance at any annual, regular, or special meeting of the Board, or any committee thereof, shall be allowed. A Director who serves the Institute in any other capacity may receive compensation for such other services, pursuant to a resolution of the Board.

ARTICLE V OFFICERS

Section 1. Number and Title. The officers of the Institute shall be a Chairperson, a Chairperson-Elect, a Secretary and a Treasurer.

Section 2. Qualification: Election: Term of Office. Only Directors of the Institute are qualified to be elected as officers of the Institute. The term of office for each officer shall be one (1) year, with an option to serve a second year consecutively. No person shall hold the same office for more than two (2) years consecutively. Each officer of the Institute shall hold office until he or she shall resign, be removed or otherwise disqualified to serve, or until his or her successor shall be duly elected and qualifies.

Section 3. Removal and Resignation. Any officer may be removed, with or without cause, by a majority of the Directors at any regular or special meeting of the Board (or, as to any assistant or subordinate officer, by any officer authorized by the Board). Any officer may resign at any time by providing written notice to the Board and any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies. If any officer position becomes vacant by reason of the death, resignation or removal of such officer, the Board shall elect a successor who shall hold such office for the unexpired term and until his or her successor is duly elected and qualifies.

Section 5. Chairperson. The Chairperson shall preside over the meetings of the Board at which the Chairperson shall be present. The Chairperson shall perform such other duties as may be assigned from time to time by the Board. The Chairperson shall be a Director and shall serve as an ex-officio member of all committees of the Board. The Chairperson shall preside over the meetings of the Executive Committee.

Section 6. Chairperson-Elect. The Chairperson-Elect, at the request of the Chairperson, or in the Chairperson's absence or during his or her inability to act, shall perform the duties and exercise the functions of the Chairperson, and when so acting shall have the powers and duties of the Chairperson. The Chairperson-Elect shall have such other powers and perform such other duties as are from time to time assigned to him or her by the Board or the Chairperson. The Chairperson-Elect shall serve as an ex-officio member of the Executive Committee. The Chair-Elect shall serve as a liaison to the Aging Services of Georgia Board of Directors.

Section 7. Secretary. The Secretary shall sign, with the President; such documents as are customarily attested to by the secretary of an Institute and shall keep minutes of meetings and forward such notices as may be required pursuant to the provisions of these Bylaws. The Secretary shall keep and file the books, reports, statements and such other documents and records as may be required or necessary for the conduct of the Institute's business. The Secretary shall exhibit at all reasonable times to any Director, upon application, these Bylaws and the minutes of proceedings of the Board and any committees of the Institute and shall perform such other duties incident to the office of Secretary as may be assigned by the Board or otherwise set forth in these Bylaws. The Secretary shall serve as an ex-officio member of the Executive Committee.

Section 8. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Institute and for all records pertaining to the same and shall, at the request of the President or any Director, render an account of all transactions and perform such other duties as may be assigned from time to time by the Board. The Treasurer shall, at least annually, report to the Board on the financial condition of the Institute. The Treasurer shall serve as an ex-officio member of the Executive Committee.

ARTICLE VI COMMITTEES

Section 1. Committees. The Board may appoint from among the Directors an Executive Committee and such other committees, as it deems appropriate. The Executive Committee, if one is appointed, shall have the authority and power to act for and on behalf of the Board in all matters, subject only to the limitations described herein below or otherwise contained in these Bylaws, the Charter or the Georgia General Corporation Law. All such committees shall be composed of two (2) or more Directors. The Board may delegate to these committees any of the powers of the Board, except: (i) any power the Board is prohibited from delegating under the Georgia General Corporation Law; or (ii) the power to elect or remove Directors or amend these Bylaws.

Section 2. Committee Procedure. The Board shall have the power to prescribe the manner in which proceedings of each committee shall be held. Unless the Board shall otherwise provide, the actions of each committee shall be governed by the following rules of procedure. The majority of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of those present at a meeting at which a quorum is present shall be sufficient to pass any measure or resolution of the committee. The members of the committee present at any meeting, whether or not they constitute a quorum, may appoint a Director to act in the place of an absent member. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if a unanimous written consent which sets forth the action is signed by each member of the committee and filed for the minutes of a committee. The members of the committee may conduct any meeting thereof by telephone conference or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes a presence in

person at a meeting. In the absence of any prescription by the Board or any applicable provision of these Bylaws, each committee may prescribe the manner in which its proceeding shall be conducted.

Section 3. Executive Committee. The Board shall have an Executive Committee consisting of the following ex-officio members: the Chairperson, the Chairperson-Elect, the Secretary, and the Treasurer. Additionally, the Chairperson may appoint, from time to time and in the Chairperson's discretion, up to two other Directors to serve on the Executive Committee. All members of the Executive Committee shall be entitled to vote on or approve all matters that come before the Committee. The Executive Committee shall have the authority and power to act for and on behalf of the Board in all matters, subject only to the limitations contained in these Bylaws, the Charter, or the Georgia General Corporation Law. The Chairperson shall preside over the meetings of the Committee. The Executive Committee shall meet at the call of the Chairperson and at such other times as may be determined by the Committee or the Board.

Section 4. Professional Development/Education Committee. The Board may appoint a Professional Development/Education Committee consisting of at least two (2) Directors, which number may be increased or decreased at the discretion of the Board. The purpose of the Committee shall be to plan scheduled meeting of the Institute and continuing education event sponsored or coordinated by the Institute. The Board shall appoint a Chairman of the Professional Development/Education Committee, from among its Director members, who shall preside over the meetings of the Committee. The Professional Development/Education Committee shall meet as often as necessary to fulfil its purpose and at the call of the Chairman of the Committee. The Professional Development/Education Committee shall provide regular reports to the Board with its regard to its activities and recommendations. Committee members shall serve a term of one (1) year and may be reappointed at the pleasure of the Board.

Section 5. Resource Development Committee. The Board may appoint a Resource Development Committee consisting of at least two (2) Directors, which number may be increased or decreased at the discretion of the Board. The purpose of the Committee shall be to monitor and supervise the financial operations of the Institute, including the development of an annual budget, oversight of fundraising and grant-writing activities, monitoring of invested funds, and other matters relating to resource development. The Institute Treasurer shall serve as the Chairman of the Resource Development Committee and shall preside over the meetings of the Committee. The Resource Development Committee shall meet as often as necessary to fulfil its purpose and at the call of the Chairman of the Committee. The Resource Development Committee shall provide regular reports to the Board with its regard to its activities and recommendations. Committee members shall serve a term of one (1) year and may be reappointed at the pleasure of the Board.

Section 6. Nominating Committee. The Executive Committee shall appoint a Nominating Committee consisting of the President and Chair Elect of Aging Services of Georgia and at least two (2) Directors, which number may be increased or decreased at the discretion of the Board. The purpose of the Committee shall be to assure a viable Class of Directors and slate of officers is recruited for the Institute. The Institute Board and at least the Executive Committee of the Aging Services of Georgia Board must approve the slate of nominees before submitting the slate to the membership for approval. Committee members shall serve a term of one (1) year and may be reappointed at the pleasure of the Board.

ARTICLE VII INDEMNIFICATION

Section 1. General. The Institute shall indemnify: (i) any individual who is a present or former Director or officer of the Institute; or (ii) any individual who serves or has served in another Institute, partnership, joint venture, trust, employee benefit plan or any other enterprise as a director or officer, or as a partner or trustee of such partnership or employee benefit plan, at the request of the Institute and who by reason of service in that capacity was, is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to the full extent permitted under the Georgia General Corporation Law. The Institute may, with the approval of the Board, provide such indemnification for any employee or agent of the Institute.

Section 2. Advancement of Expenses. Reasonable expenses incurred by a Director or officer who is, or is threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, may be paid or reimbursed by the Institute, upon the approval of the Board, in advance of the final disposition of the proceeding upon receipt by the Institute of: (i) a written affirmation by the party seeking indemnification that he or she has a good faith belief that the standard of conduct necessary for indemnification by the Institute as authorized herein has been met; and (ii) a written undertaking by or on behalf of the party seeking indemnification to repay the amount if it shall ultimately be determined that the standard of conduct has not been met.

Section 3. Exclusivity. The rights of indemnification and advancement of expenses provided by the Charter or these Bylaws shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any law (common or statutory) or agreement, both as to action in his official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Institute, and such rights shall continue in respect of all events occurring while a person was a Director or officer and shall inure to the benefit of the estate, heirs, executors and administrators of such person. All rights to indemnification and advancement of expenses under the Charter or these Bylaws shall be deemed to be a contract between the Institute and each Director or officer of the Institute who serves or served in such capacity at any time while this Section 3 is in effect. Nothing herein shall prevent the amendment of this Section 3, provided that no such amendment shall diminish the rights of any person hereunder with respect to events occurring or claims made before its adoption or as to claims made after its adoption in respect of events occurring before its adoption. Any repeal or modification of this Section 3 shall not in any way diminish any rights to indemnification or advancement of expenses of such Director or officer or the obligations of the Institute arising hereunder with respect to events occurring, or claims made, while this Section 3, or any provision hereof, is in force.

ARTICLE VIII PRESIDENT

The President shall, in general, supervise and control all of the business and affairs of the Institute, perform all duties incident to the office of the President of a Institute, including, but not limited to, the execution, on behalf of the Institute, of any contract or agreement approved by the Board and have such other powers and perform such other duties as may be prescribed in these Bylaws or by the Board from time to time. The President shall serve as an ex-officio member of all Committees including the Executive Committee. The Executive Director of the Institute shall report to the President.

ARTICLE IX **EXECUTIVE DIRECTOR**

The President, with the approval of the Executive Committee, shall be responsible for the selection and employment of an Executive Director who shall be the chief operating officer and primary leader of the Institute and who shall carry out the policies of the Board. The Executive Director shall report to the President. He or she shall attend meetings of the Board, but shall not have voting privileges. He or she shall make regular reports to the Directors on operations and shall provide recommendations for improvements wherever indicated. He or she shall have all authority and powers appropriate to the position including the following, subject to such limitations or conditions as may, from time to time, are imposed by the Board:

- (1) to appoint all other staff and to dismiss them; and
- (2) to fix the salaries of all other staff members and other employees of the Institute within the budgets approved by the Board and to change them from time to time.

ARTICLE X **SUNDRY PROVISIONS**

Section 1. Fiscal Year. The fiscal year of the Institute shall be the twelve calendar months period ending December 31st in each year, unless otherwise provided by the Board.

Section 2. Books and Records. The Institute shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its Board and of any committee when exercising any of the powers of the Board. The books and records of the Institute may be in written form or in any other from which can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction.

Section 3. Corporate Seal. If the Institute is required to place its corporate seal to a document, it is sufficient to meet the requirement of any law, rule or regulation relating to a corporate seal to place the word "Seal" adjacent to the signature of the person authorized to sign the document on behalf of the Institute.

Section 4. Mail. Any notice or other document that is required by these Bylaws to be mailed shall be deposited in the United States mails, postage prepaid.

Section 5. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Institute shall be signed by the President of the Institute, or such other individuals of the Institute as may be designated from time to time by resolution of the Board.

Section 6. Execution of Documents. A person who holds more than one (1) office in the Institute may not act in more than one (1) capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

Section 7. Limit on Powers to Create Personal Obligations. Neither the officers, the Board, any committee or member, nor any agent or employee of the Institute shall have authority to contract any indebtedness or incur any obligation on behalf of any other member of or contributor to the Institute. No member, officer, director, or agent of the Institute shall be personally liable for any debt, contract, obligation or tort of the Institute, nor of any other member, officer, director or agent.

ARTICLE XI **AMENDMENTS**

Upon the written consent of Aging Services of Georgia, these Bylaws may be amended or repealed, or new Bylaws may be made and adopted, by the Directors at any annual, regular or special meeting of the Board at which a quorum is present, or by the unanimous written consent of all the Directors.

AMENDED:

Georgia Institute on Aging Board of Directors and Aging Services of Georgia Membership, December, 2008.

