

BY-LAWS
OF THE
MARY LIN EDUCATION FOUNDATION, INC.

ARTICLE I. - NAME AND SEAL

The name of the nonprofit corporation shall be the Mary Lin Education Foundation, Incorporated (the "Corporation"), and the seal will be adopted by the Board of Trustees and affixed on the right margin of this page.

ARTICLE II. - PURPOSE

The Corporation has been organized exclusively for charitable, religious and or education purposes within the provision of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The purpose of the Corporation shall be to help Mary Lin Elementary School achieve its educational goals by providing educational, physical and technological opportunities for the enrichment of Mary Lin Elementary Students.

ARTICLE III. - LOCATION

The principal office shall be at such place as may be designated by the Board of Trustees.

The Corporation shall maintain a registered office in the State of Georgia that may be the same as any of its places of business and a registered agent whose business office is identical to the registered office.

ARTICLE IV. - TRUSTEES

Section A.

The Property, business, and affairs of the Corporation shall be managed by a Board of Trustees (the "Foundation Board"). The Principal of Mary Lin Elementary School and PTA Fundraising chairperson (or equivalent position) shall be ex-officio trustees. The terms of the Trustees, except for the members of the initial Foundation Board of Trustees, shall be two (2) years, with each year ending on June 30 for such purposes. The Foundation Board shall be a self-perpetuating body such that the Board of Trustees shall elect all successor Trustees. There shall be no fewer than five (5) Trustees on the Board. Trustees need not be parents or PTA members. They should reflect, as best as possible, the Mary Lin community. Each Trustee shall serve until death, resignation, removal, or the election of a successor.

Section B.

The members of the initial Foundation Board of Trustees shall consist of the following individuals, each of whom shall serve for the term beyond the date on which the Corporation was formed indicated next to his or her name and until his or her successor shall have been duly elected and qualified or, if earlier, until his or her death, resignation or removal:

1. James Baker three years
2. Emily Veazey three years
3. Eric Campbell three years
4. Christie Johnson two years
5. Marisa Jensen two years
6. Brian Mitchell ex-officio
7. Cherie King one year (ex-officio)

Section C.

Trustees of the Corporation shall receive no compensation for their services as Trustees.

Section D.

The Foundation Board shall hold meetings at such place or places as it may from time to time determine, and, unless otherwise determined by the Foundation Board, shall meet at least once per year. Special meetings of the Foundation Board may be called by the Chair of the Corporation, or by written request of at least one-half of the Trustees then serving (or, if fewer, three (3) Trustees) to the Secretary of the Corporation. Notice of a special meeting of Trustees shall be given in writing or by phone call by the Secretary of the Corporation to each Director at least forty-eight (48) hours prior to the special meeting.

Section E.

The Foundation Board on an annual basis will announce its preliminary plans for the upcoming fiscal year. The Foundation Board will provide a comment period, during which the Foundation Board will accept written comments regarding its plans, from its donors and the general public. The Foundation Board will work with Mary Lin Elementary School's staff, teachers, PTA, and parents regarding projects to be completed in and around the School. The Foundation exists to serve the best interests of Mary Lin Elementary's staff, students, and community. The Foundation Board, upon request, will make available for review its final plans.

Sections F.

Unless otherwise prohibited by the Articles, any or all of the members of the Foundation Board, or any or all members of any committee designated by such Board, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

Sections G.

At each meeting of the Foundation Board, the presence of one-half of the full number of Trustees then serving shall constitute a quorum sufficient for the transaction of business. Any action of a majority of the Trustees present at a meeting at which a quorum is present shall be the official act of the Foundation Board, except as may be otherwise specifically provided by these By-Laws as from time to time amended.

Section H.

Notwithstanding any provision of these By-Laws to the contrary, in accordance with the Georgia Nonprofit Corporation Code, any action required to be, or which may be taken, at a meeting of the Foundation Board or any committee of the Foundation Board may be taken without a meeting, if all Trustees or all committee members, respectively, consent to such action in writing, setting forth the action so taken, and the writing is filed with the minutes of the proceedings of the Foundation Board or the particular committee. Such consent shall have the same force and effect as a unanimous vote of the Foundation Board or committee.

ARTICLE V. - OFFICERS

Section A.

The officers of the Corporation shall be elected by the Foundation Board at its regular annual meeting. The officers of the Corporation shall be a Chair, a Secretary, and a Treasurer. There may be, in addition, such additional and/or assistant officers as may be appointed from time to time by resolution of the Foundation Board. All officers (except assistant officers) shall be ex officio members of the Foundation Board of Trustees during their terms of office. Assistant officers can attend Board meetings but shall have no voting privileges.

Section B.

The Chair shall be the chief executive officer of the Corporation and shall preside as chair at meetings of the Foundation Board; shall sign checks in the absence of the Treasurer; shall, subject to Foundation Board approval, appoint all committees, both

standing and temporary; shall be responsible for the day-to-day operation of the Corporation and shall perform further duties which usually pertain to the office.

Section C.

The Secretary shall act as secretary of and keep the minutes of all meetings of the Foundation Board. The Secretary shall see that all notices are duly given in accordance with law, and shall have charge of the books, records and papers of the Corporation and see that all reports, statements and other documents required by law are properly executed, kept and filed.

Section D.

The Treasurer shall be the chief financial and accounting officer of the Corporation, and shall have charge and custody of the funds and other assets of the Corporation. The Treasurer shall be responsible for the keeping of correct and adequate records of all financial affairs of the Corporation. The Treasurer shall submit a report at each Foundation Board meeting and annually at the end of the fiscal year. All bills of the Corporation shall be presented to the Treasurer for payment upon approval by the Foundation Board.

Section E.

Each officer shall serve for a period of one year, or until his or her successor is duly elected and qualified. Each officer shall perform such other duties as from time to time may be delegated by the Foundation Board.

Section F.

In the case of the death, resignation, or permanent disability of any officer, a new officer shall be elected by the Foundation Board (for such term as the Foundation Board may specify, but in no event longer than the remaining term of the officer being succeeded) at the regular meeting following such death, resignation, or permanent disability, or at a special Foundation Board meeting called for such purpose.

Section G.

All Officers shall serve without compensation.

ARTICLE VI. - VACANCIES

Section A.

Any Trustee of the Corporation may be removed at any time, with or without cause, by an affirmative vote of at least two-thirds (2/3) of all persons then serving as Trustees.

Section B.

Any officer of the Corporation may be removed at any time, with or without cause, by resolution duly adopted by a majority of all persons then serving as Trustees.

Section C.

Any vacancy in a corporate office shall be filled by a vote of a majority of the Foundation Board at its next following meeting.

Section D.

Any vacancy on the Foundation Board of Trustees occurring as a result of the removal or resignation of a Trustee prior to the expiration of his or her term of office shall be filled by majority vote of the then current members of the Board of Trustees.

ARTICLE VIII. - CONTRACTS, LOANS, CHECKS, DRAFTS DEPOSITS, ETC.

Section A.

To the extent permitted by law, and upon the approval of the Foundation Board, the Chair, acting jointly with either the Secretary or the Treasurer of the Corporation may effect loans and advances at any time for the Corporation from any bank, trust company, or other institution, or from any firm, corporation or individual, and for such loans or advances that may be made, execute and deliver promissory notes, or other obligations of the Corporation, and may pledge, hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances.

Section B.

No Trustee(s) or Officer(s) shall expend funds of the Corporation or incur any indebtedness or obligation on behalf of the Corporation without the approval of the Foundation Board. Except as otherwise determined by the Foundation Board, all checks, drafts and other orders for payment of moneys out of the funds of the Corporation shall be signed on behalf of the Corporation by any one of the officers of the Corporation (other than assistant officers).

Section C.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Foundation Board may select or as may be selected by any officer or agent of the Corporation to whom such power may, from time to time, be delegated by the Foundation Board; and, for the purpose of such deposit, any officer, agent or employee of the

Corporation to whom such power may be delegated by the Foundation Board, may endorse, assign and deliver checks, drafts, and other orders for the payment of moneys which are payable to the order of the Corporation.

ARTICLE VIII. - COMMITTEES

The Chair, with the approval of the Foundation Board, may appoint standing and ad hoc committees composed of Trustees, members and/or other interested parties, to perform such functions as may be determined by the Foundation Board.

ARTICLE IX. - MEMBERS

The corporation will not have members

ARTICLE X. - FISCAL YEAR

The fiscal year of the Corporation shall commence on June 1 and end on May 31 of each year.

ARTICLE XI. - MISCELLANEOUS

The members of the Foundation Board or any officer or officers or agent or agents of the Corporation to whom such authority may be delegated by the Foundation Board, may accept on behalf of the Corporation any contribution, gift or bequest for general purposes or for any special purpose within the exempt purposes of the Corporation. Except that no officer or agent shall be authorized to sell or convey any naming privilege in consideration of any contribution, gift, grant, or bequest.

ARTICLE XII. - DISSOLUTION

In case the Corporation shall be dissolved, all assets, funds and proceeds of the Corporation, after the payment of all debts, obligations, charges and accounts of the Corporation, shall be distributed for charitable or public purposes as provided for in the Articles of Incorporation.

ARTICLE XIII. - AMENDMENT

These By-Laws may be amended, altered or repealed in whole or in part, at any regular or special meeting of the Foundation Board, duly called and held, upon a vote of a majority of the persons then serving as Trustees.

ARTICLE XIV. - INDEMNIFICATION OF DIRECTORS, TRUSTEES, OFFICERS, EMPLOYEES AND AGENTS

Section A.

The corporation shall indemnify any individual made a party to a proceeding because he/she is or was a director, trustee, officer, employee, or agent of the corporation, against liability incurred in the proceeding, but only if the individual met the standards of conduct set forth in Section B of ARTICLE XIV:

Section B.

An individual seeking indemnification shall demonstrate that he/she conducted himself/herself in good faith, that he/she reasonably believed, in the case of conduct in his/her official capacity with the corporation, that his/her conduct was in its best interests; that in all other cases, that his/her conduct was at least not opposed to the corporation's best interests; and that in the case of any criminal proceeding, he/she had no reasonable cause to believe his/her conduct was unlawful.