

Bylaws of CDPD Service Provider Corporation

Incorporated under the laws of the State of Georgia

ARTICLE ONE Name, Location, and Offices

1.1 Name.

The name of this corporation shall be "CDPD SERVICE PROVIDER 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 in such place as the Board of Directors may determine from time to time. The corporation may have other offices at such place or places, within or outside 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.

ARTICLE TWO 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 organized and shall be operated to promote the common business interests of providers of Cellular Digital Packet Data ("CDPD") service, the interoperability of CDPD systems, and the mobility of CDPD customers, including:

- a. To adopt policies and procedures for the assignment of unique CDPD identifiers and to assign and administer such identifiers;
- b. To adopt policies and procedures for the allocation, assignment, management and registration of Internet Protocol ("IP"), Connectionless Network Protocol ("CLNP") and other addresses used to identify CDPD network entities, and to allocate, re-allocate, assign, reassign, register and manage such addresses;
- c. to adopt common technical standards for the transfer of data between CDPD infrastructure equipment and the Members' systems, as necessary to enable interoperability;

- d. to engage third parties to assist the Members of the corporation in carrying out the activities of the corporation, including without limitation to establish and operate one or more CDPD Network Information Centers and one or more CDPD Network Operation Centers;
- e. to determine the future need for IP, CLNP and other addresses and take all steps appropriate or necessary to obtain additional allocations of such addresses;
- f. to coordinate and facilitate centralized network information control and network operations control activities for the Members of the corporation, including border router arbitration, mediation and change coordination; and
- g. in furtherance of any of the foregoing, the corporation shall exercise all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code, within and subject to the limitations of section 501(c)(6) of the Internal Revenue Code, including the authority to perform all 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 these bylaws and the corporation's Articles of Incorporation.

The corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this Article Two and as are entitled to tax-exempt status under section 501(c)(6) of the Internal Revenue Code.

2.3 Governing Instruments.

The corporation shall be governed by its articles of incorporation and these bylaws.

ARTICLE THREE

Membership

3.1 Membership

- a. Voting membership in the corporation is open to facilities-based CDPD service providers that:
 - i. are licensed (or have one or more affiliates that are licensed) to provide wireless two-way radio communication services by the Federal Communications Commission or by the equivalent government licensing body in the jurisdiction where the service provider is providing service;
 - ii. are actively engaged in the business of providing CDPD services to its customers or in building or acquiring the infrastructure and/or systems necessary to provide such services;
 - iii. have executed a Membership agreement in the form then approved for admission of new Members by the Board of Directors (the "Voting Membership Agreement") and performed all covenants and obligations set forth therein as a condition precedent to membership in the corporation; and

- iv. have paid all dues and other amounts arising out of or relating to membership in the corporation, including amounts required pursuant to the Membership Agreement or these bylaws.

The facilities-based CDPD service providers that meet the qualifications of a(i) through (a)(iv) above shall be called "Voting Members".

- b. Non-Voting Membership in the corporation is open to facilities-based CDPD service providers that:
 - i. are licensed (or have one or more affiliates that are licensed) to provide wireless two-way radio communication services by the Federal Communications Commission or by the equivalent government licensing body in the jurisdiction where the service provider is providing service;
 - ii. are actively engaged in the business of providing CDPD services to its customers or in building or acquiring the infrastructure and/or systems necessary to provide such services;
 - iii. have executed a membership agreement in the form then approved for admission of new Service-Only Members by the Board of Directors (the "Non-Voting Membership Agreement") and perform all covenants and obligations set forth therein as a condition precedent to Service-Only Membership in the Corporation; and
 - iv. have paid all dues and other amounts arising out of or relating to Membership in the corporation, including amounts required pursuant to the Non-Voting Membership Agreement or these bylaws.

The facilities-based CDPD service providers that meet the qualifications of b(i) through b(iv) above shall be called the "Service-Only Members." The Service Only Members and the Voting Members, together are sometimes called the "Members".

- c. The Board of Directors shall have the authority to modify the Voting Membership Agreement and the Non-Voting Membership Agreement from time to time and to require informational applications from prospective Members. In modifying the form of Voting Membership Agreement and the Non-Voting Membership Agreement, the Board of Directors shall determine whether existing Members shall be required to enter into the new form of Voting Membership Agreement or Non-Voting Membership Agreement, as the case may be, and when the existing Members must submit the new Voting Membership Agreement or Non-Voting Membership Agreement, as the case may be. The Members of the corporation shall include only such corporations or other business entities that have been approved for membership in the corporation by the Board of Directors or an authorized officer of the Corporation. Each organization which is a Member shall advise the secretary of the corporation of the name and address of the individual person authorized to represent such organization; the individual representative of an organization which is a Member shall be able to exercise, on behalf of the organization that he or she represents, all the rights and privileges of a Member of the corporation.

3.2 Qualifications of Members.

Only Members in good standing as defined in these bylaws shall be entitled to enjoy the privileges of membership in the corporation. Applicants shall become Members through proper application to the corporation and approval by the Board of Directors, and, by executing the Voting Membership Agreement for Voting Members, or the Non-Voting Membership Agreement for Service-Only Members, agreeing to be bound by the rules and regulations of the corporation. The Board of Directors shall be required to review the qualifications for membership in the corporation on a regular basis. The Board of Directors, by the affirmative vote of at least two-thirds of its Members, shall have the power and authority to modify the qualifications for Membership in the corporation from time to time; provided, however, any such modification must be consistent with the corporation's purposes and not result in a repeal of the corporation's tax-exempt status. The Board of Directors is empowered to provide such means of ascertaining the qualifications, rights, and responsibilities of Members of each class of membership as it may deem necessary or desirable. The Board of Directors may delegate the powers conferred by this section to such committee as it may designate. Members may be further divided into such classes or classifications as the Board of Directors shall determine. The Board of Directors shall review all information applications from prospective Members and may amend the qualifications for membership in the corporation such that an applicant may be eligible for membership.

3.3 Rights of Members.

- a. Voting Members in good standing shall be entitled to vote for the Board of Directors of the corporation, hold office in the corporation, participate in the management of the corporation, or otherwise enjoy the privileges of membership in the corporation.
- b. Service-Only Members shall only enjoy the right to obtain IP and CLNP, and other address space.

3.4 Responsibilities of Membership.

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 one or more committees, including an executive committee. In dealing with the corporation, or facilities or activities sponsored by the corporation, each Member will comply with the rules and procedures approved by the Board of Directors or its designee. Each Member shall comply with its obligations under the Voting Membership Agreement or the Non-Voting Membership Agreement as the case may be, to which the Member is a party. If the Board of Directors modifies the form of Voting Membership Agreement or the Non-Voting Membership Agreement for the corporation, each Member will enter into the new form of Voting Membership Agreement or the Non-Voting Membership Agreement, as required by the Board of Directors.

3.5 Voting Rights.

Only Voting Members in good standing of the corporation shall be entitled to vote and then only on matters provided for in these bylaws and on matters submitted by the Board of Directors to a vote of the Voting Member. Each such Voting Member shall be entitled to one vote on each matter submitted to a vote of the Voting Members unless otherwise determined by the Board of Directors. Except for the election of directors as provided in these bylaws or as determined from time to time by the Board of Directors in its sole discretion, Voting Members shall not have voting rights.

3.6 Termination of Membership.

By the unanimous vote of directors then in office (except for those directors disqualified in accordance

with these bylaws or by a conflict of interest), the Board of Directors may terminate the membership of any Member who becomes ineligible for membership, or suspend or expel any Member who shall be in default in the payment of dues or who shall fail to comply with rules of the corporation or the terms of the Voting Membership Agreement or the Non-Voting Membership Agreement. No suspension or expulsion of a Member or termination of membership shall be made by the Board of Directors unless written notice of such proposed action and the reasons therefor shall have been given to such Member at least thirty (30) days prior to the taking of such action and, such Member shall have been afforded a reasonable opportunity to be heard, orally or in writing, not less than five (5) days prior to the effective date of the expulsion, suspension, or termination of membership.

3.7 Resignation.

Any Member may resign by filing a written notice of resignation with the secretary of the corporation or with such other person as the Board of Directors shall designate from time to time. However, such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments, or other charges accrued and unpaid, as required under the Voting Membership Agreement or the Non-Voting Membership Agreement, as the case may be, to which the Member is a party.

3.8 Reinstatement.

Upon written request signed by a former Member and filed with the secretary of the corporation or with such other person as the Board of Directors may designate, the Board of Directors may reinstate such former Member to membership upon such terms and subject to such conditions as the Board of Directors shall determine. However, no former Member shall be eligible for reinstatement unless such former Member otherwise meets all applicable qualifications and requirements for membership, including execution of the then current form of Voting Membership Agreement or the Non-Voting Membership Agreement, as the case may be, and has paid in full any dues, assessments, or other charges owing to the corporation.

3.9 Transfer of Membership.

Membership in the corporation shall not be transferable or assignable. In the event of a division or separation or reorganization within an organization which is a Member of the corporation, each new organization resulting and/or continuing from such division or separation or reorganization shall be treated as a new applicant for membership according to these bylaws and such procedures as the Board of Directors may prescribe. In the event that all or substantially all of the business and/or assets of a Member relating to CDPD services is acquired by another Member, whether in connection with a sale of assets, merger or other business combination, the membership of the two Members shall be consolidated into one membership by the surviving entity.

3.10 Rules and Standards of Conduct.

Members shall abide by such ethical standards and standards of conduct as may from time to time be adopted for the corporation by the Board of Directors. Members that participate in, use, or enjoy the benefits of any activities or facilities sponsored by the corporation shall comply with any and all rules relating to such activities or facilities as may be established by the Board of Directors. Any Member in violation of any such rules, ethical standards or standards of conduct shall be subject to such sanctions as the Board of Directors may determine in its discretion, including termination or suspension of membership.

ARTICLE FOUR

Meetings of Members

4.1 Place of Meetings.

Annual and special meetings of the Members may be held at any place within or outside 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.

An annual meeting of Members shall be held on the second Tuesday in March or at such other time as the Board of Directors shall determine and notify the membership, for the purpose of electing directors and transacting any and all other business that may properly come before the meeting. If the election of directors is not held on the day prescribed herein for any annual meeting, or at a substitute annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as may be possible.

4.3 Substitute Annual Meetings.

If the annual meeting is not held at the time designated in Section 4.2, any business, including the election of directors, which might properly have been acted upon at that meeting may be acted upon at any subsequent Members' meeting held pursuant to these bylaws.

4.4 Notice of Annual Meeting.

Unless waived as contemplated in Section 7.2 or by attendance at the meeting, notice of the time, date and place of such annual meeting shall be given in any manner permitted by these bylaws to each Member, at least ten and not more than sixty days before the meeting.

4.5 Special Meetings; Notice.

Special meetings of the Members may be called at any time by the president or by the Board of Directors. Special meetings of the Members or a special meeting in lieu of the annual meeting of the Members shall be called by the corporation upon the written request of not less than one-fourth (1/4) of the Voting Members. Notice of the time, date place and purpose of any special meeting of the Members shall be given in any manner permitted by these bylaws, at least ten and not more than sixty days before the meeting.

4.6 Waiver.

Attendance by a Member at a meeting shall constitute waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Seven ("Notice and Waiver").

4.7 Quorum.

At all meetings of the Members the presence, in person or by proxy, of fifty percent (50%) or more of the Voting Members entitled to vote at such meeting (as determined by the Board of Directors) shall constitute a quorum for the transaction of business. If a quorum is present, a majority of the Voting Members entitled to vote who are present at any meeting shall determine any matter coming before the meeting unless a different vote is required by statute, by the articles of incorporation, by these bylaws. At a meeting at which a quorum is present the Members may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

4.8 Voting.

Voting on all matters shall be by voice vote or by show of hands unless any qualified voter, prior to the voting on any matter, demands vote by ballot. To the extent permitted by law, voting on any action submitted to the Voting Members may be conducted by mail, by telephonic communication, or by any other electronic means that the Board of Directors deems reasonable.

4.9 Presiding Officer.

The president or, in the absence of the president, a vice president, of the corporation shall preside at all meetings of the Members; or in the absence of both the president and the vice presidents, a chairman, who shall be a member of the Board of Directors, shall be chosen by the Voting Members present. The secretary of the corporation shall act as secretary of all meetings of the Members; but in the absence of the secretary, the presiding officer may appoint any person to act as secretary of the meeting.

4.10 Adjournments.

Any meeting of the Members at which a quorum is present may be adjourned by a majority of the Voting Members present at the meeting 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, if the time and place of the reconvened meeting are announced at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

4.11 Telephone and Similar Meetings.

Members may participate in and hold a meeting by means of conference telephone or similar communications 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, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.12 Action by Members Without a Meeting.

Any action required by statute to be taken at a meeting of the Members, or any action which may be taken at a meeting of the Voting Members, may be taken without a meeting, by written ballot delivered to every Voting Member entitled to vote on the matter, in accordance with applicable provisions of the Georgia Nonprofit Corporation Code.

ARTICLE FIVE

Board of Directors

5.1 Authority and Responsibility of the Board of Directors.

- a. Except for the election of members of the Board of Directors, all corporate power and authority shall be exercised by or under the authority of 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 purposes 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 one or more committees. Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of

incorporation and these bylaws; and the fundamental and basic purposes of the corporation, as expressed in the articles of incorporation and these bylaws, shall not be amended or changed.

- b. 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 Member, director, officer, trustee, or other private person or individual.
- c. 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.
- d. The Board of Directors is authorized to employ such person or persons, including an executive director or officer, attorneys, directors, trustees, 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.

5.2 Initial and Regular Boards of Directors.

The initial Board of Directors of the corporation shall consist of seven (7) persons representing Voting Members. The members of the initial Board of Directors shall serve until their respective successors are elected and qualified. Succeeding the initial directors, the regular Board of Directors shall consist of nine (9) persons representing Voting Members. Election of directors at the 1997 annual meeting shall be for staggered terms. At the 1997 annual meeting, persons representing GTE, Personal Communication Services, AT&T Wireless, Inc. and Bell Atlantic/NYNEX shall be elected to serve for a three-year term, persons representing Ameritech Mobile Communications, Inc. and the first two additional CDPD carriers who shall become Voting Members in the Corporation prior to December 31, 1996 shall be elected to serve for a two-year term and three persons representing Voting Members shall be elected to serve as directors for a one-year term. Subsequent to the 1997 annual meeting, all directors shall be elected to serve three-year terms. The number of directors of the corporation may only be increased upon the affirmative vote of at least two-thirds of the full Board of Directors. The Board of Directors shall have the sole authority to appoint the directors to fill the vacancies created by an expansion of the number of directors. The Voting Members shall not have any authority to determine or change the number of directors of the corporation, or the manner in which the directors are elected.

5.3 Qualification of Directors.

Each director of the corporation shall be an officer, director or employee of a Voting Member in good standing of the corporation.

5.4 Manner of Election and Term of Office.

- a. The initial members of the Board of Directors shall serve until the first meeting, whether annual or special, of the Members of the Corporation in 1997 (the "Initial Term"), or until their successors are elected and qualified in accordance with these bylaws. In the event of the death, resignation, retirement, disqualification or renewal of a member of the Board of Directors prior to the expiration of such member's term, the remaining members of the Board of Directors shall appoint a successor to serve the balance of such term which successor shall be designated by the same Voting Member as the director being succeeded represented. In the event that such Member does not designate a succeeding director within 30 days of the death, resignation, retirement, disqualification

or renewal of such director or the Voting Member which the director being succeeded represented has ceased to be a Voting Member in good standing of the corporation, then the Board of Directors shall designate a person to serve on the Board of Directors.

- b. Except in case of death, written resignation, retirement, disqualification, or removal, each director shall serve until the next succeeding annual meeting and thereafter until his or her successor is elected and qualifies or until the number of directors is decreased by the Board of Directors.

5.5 Removal.

A director may be removed only by the affirmative vote of a majority of the Board of Directors, and may be removed with or without cause. A director shall automatically be removed at any time that he or she fails to satisfy the qualifications for directors, as set forth in these bylaws. A removed director's successor may be appointed by the Board of Directors at the same meeting to serve the unexpired term.

5.6 Vacancies.

Following the Initial Term, any vacancy occurring on the Board of Directors, other than by reason of an increase in the number of directors, shall be filled for the unexpired term by the Board of Directors, and if the directors remaining in office constitute fewer than a quorum of the Board of Directors, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

A vacancy occurring on the Board of Directors by reason of an increase in the number of directors shall be filled by action of the Board of Directors for a term of office continuing until the next election of directors by the Voting Members of the corporation and until the election and qualification of a successor.

5.7 Committees of the Board of Directors.

By resolution adopted by a majority of the full Board of Directors, the Board of Directors may designate from among its members one or more committees, each consisting of two (2) or more directors. Except as prohibited by law, each committee shall have the authority as set forth in these bylaws and in the resolution establishing said committee. See also Article Ten ("Committees of Directors").

5.8 Compensation.

Nothing contained in the governing instruments of the corporation shall be construed to prevent any director from receiving reasonable compensation for services rendered to, and in furtherance of the purposes and functions of, the corporation.

ARTICLE SIX

Meetings of the Board of Directors

6.1 Place of Meetings.

Meetings of the Board of Directors may be held at any place within or outside 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.

6.2 Annual Meeting; Notice.

An annual meeting of the Board of Directors may be held at the principal office of the corporation or at such other place as the Board of Directors shall determine on such day and at such time as the

Board of Directors shall designate. Unless waived as contemplated in Section 7.2, notice of the time and place of such annual meeting shall be given in any manner permitted by these bylaws not less than ten (10) days before such meeting.

6.3 Regular Meetings, Notice.

Regular meetings of the Board of Directors may be held from time to time between annual meetings at such times and at such places as the Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given in any manner permitted by these bylaws, not less than seven (7) days before such regular meeting.

6.4 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 in any manner permitted by these bylaws at least twenty-four (24) hours before such meeting.

6.5 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. See also Article Seven ("Notice and Waiver").

6.6 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. In no case, however, shall less than two (2) directors constitute a quorum.

6.7 Vote Required for Action.

Except as otherwise provided in these bylaws or by law, the act of a majority of the directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. Adoption, amendment and repeal of a bylaw is provided for in Article Fifteen of these bylaws. Vacancies in the Board of Directors may be filled as provided in Section 5.6 of these bylaws.

6.8 Action by Directors Without a Meeting.

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 not less than a majority of the members of the Board of Directors then in office. Such consent shall have the same force and effect as an affirmative vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

6.9 Telephone and Similar Meetings.

Directors may participate in and hold a meeting by means of conference telephone or similar communications 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, except where a person 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.

6.10 Adjournments.

A meeting of the Board of Directors at which a quorum is present may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the

meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

6.11 Proxies.

There shall be no voting by proxy at meetings of the Board of Directors, or any committee thereof.

6.12 Conflicts of Interest.

The Board of Directors, by action of the majority of its members, may exclude any director from voting on any action with respect to which such director is determined to have a conflict of interest. A director shall automatically be excluded from any vote taken to terminate or suspend the membership in the corporation of the Voting Member that the individual director represents. All other determinations regarding conflicts of interest shall be made by action of a majority of the directors. Action by the directors regarding conflicts of interest shall be in addition to and not in lieu of the obligations of each director with respect to conflicting interest transactions as set forth in the Georgia Nonprofit Corporation Code.

ARTICLE SEVEN

Notice and Waiver

7.1 Procedure.

Whenever these bylaws require notice to be given to any Member or director, the notice shall be given in accordance with this Section 7.1. Notice under these bylaws shall be in writing, including any means of communication that allows the recipient to read (rather than merely hear) the notice that is sent. Notice may be delivered by hand delivery, telegraph, teletype, electronic mail or other form of wire or wireless communication; or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television, or other form of public broadcast communication. Written notice, if in a comprehensible form, is effective at the earliest of the following:

- a. When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;
- b. Five (5) days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or
- c. 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.

In calculating time periods for notice, when a period of time measured in days, weeks, months, years, or other measurement of time is prescribed for the exercise of any privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted.

7.2 Waiver.

A Member or director may waive any notice before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing, signed by the Member or director entitled to the notice, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. A Member's or director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the Member or director at the beginning of the meeting (or

promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE EIGHT

Contributors

8.1 Contributors.

Persons and organizations who make any donations, contributions of money or property to the corporation, or who devote -their time and service to the corporation, may receive from the Board of Directors a certificate or other evidence of appreciation in such form as the Board of Directors may prescribe. Such persons and organizations shall not, as donors or contributors to the corporation, be entitled to vote or otherwise to participate in the affairs of the corporation. The Board of Directors may establish various classes of such donors or contributors, each such class designated according to size of gift or contribution. The Board of Directors shall also be authorized to recognize persons and organizations who make gifts or contributions to or for the benefit of the corporation in such manner as the Board of Directors shall determine.

ARTICLE NINE

Officers

9.1 Number and Qualifications.

The executive officers of the corporation shall consist of a chairman, a president, one or more vice presidents, as determined or designated by the Board of Directors, 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 (2) or more offices may be held by the same person.

9.2 Election and Term of Office.

The executive officers of the corporation, including the chairman, the president, the vice presidents, the secretary, and the treasurer shall be elected by the Board of Directors of the corporation. Such officers shall serve for terms of one (1) year and thereafter until their successors have been elected and have qualified, or until their earlier death, resignation, removal, retirement, or disqualification. Any other officers or assistant officers appointed by the Board of Directors under Section 9.1 of these bylaws shall serve at the will of the Board of Directors and until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

9.3 Other Agents.

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

9.4 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 contract rights, if any, of the officer or agent so removed.

9.5 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.

9.6 Chairman.

The chairman shall preside at all meetings of the Board of Directors. The chairman shall also serve as a member, with right to vote, of any executive committee of the Board of Directors. The chairman shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

9.7 President.

The president shall be the chief executive officer of the corporation and, as such, shall exercise general supervision of all operations and personnel of the corporation, including determination of compensation to be paid any employee other than himself or herself for services rendered to the corporation, subject to the control of the Board of Directors. The president shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, grant requests, and statements and reports required to be filed with state or federal officials or agencies; and the president shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the treasurer or 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. The president 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. The president shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

9.8 Vice Presidents.

The vice presidents, in the order of their seniority, unless otherwise determined by the president or by the Board of Directors, shall, in the absence or disability of the president, perform the duties and have the authority and exercise the powers of the president. They shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

9.9 Secretary.

- a. The secretary shall attend all meetings of the members and the Board of Directors and record, or cause to be recorded, all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform, or cause to be performed, 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 chairman 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.

9.10 Assistant Secretaries.

The assistant secretaries, in the order of their seniority, unless otherwise determined by the president or by the Board of Directors, shall, in the absence or disability of the secretary, perform the duties and have the authority and exercise the powers of the secretary. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

9.11 Treasurer.

- a. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation, or shall have such accounts maintained, and shall deposit, or have deposited, all moneys and other valuables in the name and to the credit of the corporation into depositories designated by the Board of Directors.
- b. The treasurer shall disburse the funds of the corporation, or have such funds disbursed, as ordered by the Board of Directors, and prepare financial statements, or have financial statements prepared, each month or at such other intervals 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, in 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 for 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.

9.12 Assistant Treasurers.

The assistant treasurers, in the order of their seniority, unless otherwise determined by the president or by the Board of Directors, shall, in the absence or disability of the treasurer, perform the duties and have the authority and exercise the powers of the treasurer. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

ARTICLE TEN

Committees of Directors

10.1 Executive Committee.

The Board of Directors may appoint an executive committee consisting of at least five (5) directors of the corporation one of whom shall be the chairman of the corporation. Each member of the executive committee shall be a current director of the corporation. The executive committee shall have and may exercise the full power and authority of the full Board of Directors, except that the executive committee may not:

- a. Authorize distributions;
- b. Approve or recommend to the Voting Members the dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets;
- c. Elect, appoint, or remove directors or fill vacancies on the Board of Directors or on any of its committees;
- d. Adopt, amend, or repeal the articles or bylaws; or
- e. Take any action that, pursuant to the bylaws, expressly requires the affirmative vote of two-thirds or more of the Board of Directors; or
- f. Take any action that is contrary to an action taken or approved by the full Board of Directors.

10.2 Finance Committee.

The Board of Directors may appoint a finance committee consisting of the president and the treasurer of the corporation, together with such other persons as the Board of Directors may select. The finance committee shall have responsibility for planning the corporation's financial affairs, including the short-term and long-term budgets of the corporation, the investment and management of the assets of the corporation, and distributions and disbursements of funds, and such other financial matters as may be assigned to it from time to time. In its budgetary functions, the finance committee shall review, approve, and administer the development of current and long-term budgets of income and expenditures of the corporation, recommend such budgets for approval, and review and report on actual performance against approved budgets. It shall assure that the accounting records, procedures, and reports of the corporation are adequate to enable this committee effectively to meet its budgetary and financial responsibilities. The finance committee shall have the responsibility of ensuring that operations of the corporation are conducted in accordance with approved budgets. The finance committee shall also have responsibility for overseeing, reviewing, evaluating, and approving the management and investment of the assets of the corporation. No personal liability shall attach to any member of the finance committee for losses resulting from the exercise in good faith of his or her judgment in any decisions affecting the finances or the investments of the corporation, or from the exercise of his or her judgment in the purchase or sale of securities and the investment of assets of the corporation.

10.3 Other Committees of Directors.

Other committees, each consisting of two (2) or more directors, not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be appointed by the president of the corporation. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

10.4 Advisory and Other Committees.

The Board of Directors may provide for such other committees, including committees, advisory groups, boards of governors, etc., consisting in whole or in part of persons who are not directors of the corporation, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Directors; and each such committee shall have such powers and perform such specific duties or functions, not

inconsistent with the articles of incorporation of the corporation or these bylaws, as may be prescribed for it by the Board of Directors. Appointments to and the filling of vacancies on any such other committees shall be made by the president of the corporation, unless the Board of Directors otherwise provides. Any action by each such committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby.

10.5 Term of Appointment.

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

10.6 Chairman.

One member of each committee shall be appointed chairman thereof.

10.7 Vacancies.

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

10.8 Quorum.

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

10.9 Rules.

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

ARTICLE ELEVEN

Dues

11.1 Annual Dues.

Annual membership dues, if any, of the corporation shall be determined by the Board of Directors from time to time. Dues so established shall be paid annually or in such other manner as may be established by the Board of Directors. The dues of a new member who is elected during any fiscal year may be subject to proration from the first day of the month in which such new member is elected, for the remainder of the fiscal year.

11.2 Termination for Non-Payment of Dues.

Subject to the provisions of Section 3.5 above, if any member fails to pay any membership dues or other amount payable to the corporation, or its representative or agent, for a period of thirty (30) days following the date of invoice of such membership dues or other amounts, his or her membership thereupon shall be terminated; and he or she shall be so notified by any officer of the corporation.

11.3 Reinstatement.

Any organization whose membership has been terminated for failure to pay dues may be considered for reinstatement upon submission of a new application for membership, accompanied by a

reinstatement fee as determined by the Board of Directors. Dues shall be charged from the date of such reinstatement. See Section 3.7 ("Reinstatement").

11.4 Power to Waive.

The Board of Directors may cancel or waive payment of any dues, assessments, or other indebtedness of a member for any period.

ARTICLE TWELVE

Contracts, Checks, Deposits, and Funds

12.1 Contracts.

The Board of Directors may authorize any officer or officers, employees, 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 name and on behalf of the corporation. Such authority must be in writing and may be general or confined to specific instances.

12.2 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 such officer or officers, employees, agent or agents, of the corporation and in such other manner as may from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

12.3 Deposits.

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

12.4 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.

ARTICLE THIRTEEN

Indemnification and Insurance

13.1 Indemnification.

In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the corporation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the corporation, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him or her in connection with such action, suit, or proceeding by reason of the fact that such person is or was a trustee, officer, employee, director, or agent of the corporation, or is or was serving at the request of the corporation as a trustee, officer, employee, director, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the corporation shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person

claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law, including the applicable provisions of the Georgia Nonprofit Corporation Code.

13.2 Indemnification Not Exclusive of Other Rights.

The indemnification provided in Section 13.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or bylaws, or any agreement, vote of Members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, officer, employee, director or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

13.3 Insurance.

To the extent permitted by Georgia law, the corporation may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee, director, or agent of the corporation, or is or was serving at the request of the corporation as a trustee, officer, employee, director or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

ARTICLE FOURTEEN

Miscellaneous

14.1 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 of the authority of the Board of Directors. The corporation shall keep at its registered or principal office a record giving the names and addresses of the Members and directors and any other information required under Georgia law.

14.2 Corporate Seal.

If the Board of Directors determine that the corporation shall have a corporate seal, the corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

14.3 Fiscal Year.

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.

14.4 Internal Revenue Code.

All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

14.5 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 operative; and
- b. Effect shall be given to the intent manifested by the portion held invalid or inoperative.

14.6 Table of Contents; Headings.

The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.

14.7 Relation to Articles of Incorporation.

These bylaws are subject to, and governed by, the articles of incorporation.

ARTICLE FIFTEEN

Amendments

15.1 Power to Amend Bylaws.

The Board of Directors, by the affirmative vote of at least two-thirds of its members, shall have the power to alter, amend, or repeal these bylaws or adopt new bylaws. Unless submitted by the Board of Directors to the Voting Members of the corporation for their approval, members shall not have the power to alter, amend, or repeal these bylaws or adopt new bylaws.

ARTICLE SIXTEEN

Tax-Exempt Status

16.1 Tax-Exempt Status.

The affairs of the corporation at all times shall be conducted in such manner as to assure the corporation's status as an organization qualifying for exemption from taxation pursuant to section 501(c)(6) of the Internal Revenue Code.