
**BYLAWS
OF
GARDEN HILLS NEIGHBORHOOD FOUNDATION, INC.**



Amended April 8, 2016

TABLE OF CONTENTS

	Page
ARTICLE I Organization.....	1
Section 1. Name.....	1
Section 2. Purpose	1
Section 3. Tax-Exempt Nonprofit Corporation	1
Section 4. Offices; Registered Agent	1
Section 5. Corporate Records	1
ARTICLE II Board of Directors.....	1
Section 1. Creation of Board.....	1
Section 2. Terms of Directors	2
Section 3. Resignation of Directors.....	2
Section 4. Removal of Directors from Office	2
Section 5. Vacancy Among Directors.....	2
Section 6. Annual Meeting of the Board	2
Section 7. Regular Meetings of the Board.....	2
Section 8. Special Meetings of the Board	2
Section 9. Notice of Meetings.....	3
Section 10. Quorum.....	3
Section 11. Written Consent Actions.....	3
Section 12. Additional Powers.....	3
Section 13. Compensation of Directors.....	3
ARTICLE III Committees.....	3
Section 1. In General.....	3
Section 2. Terms	4
Section 3. Resignation and Removal	4
Section 4. Chairmen of Committees.....	4
Section 5. Vacancies	4
Section 6. Quorum.....	4
Section 7. Written Consent Actions.....	5
Section 8. Rules of Governance	5
ARTICLE IV Officers.....	5
Section 1. In General.....	5
Section 2. Terms	5
Section 3. Vacancies	5
Section 4. Duties of the President	6

Section 5.	Duties of Vice Presidents	6
Section 6.	Duties of the Secretary	6
Section 7.	Duties of the Treasurer	6
Section 8.	Duties of the Executive Director	6
Section 9.	Execution of Documents.....	6
ARTICLE V Conflicts of Interest		7
Section 1.	Purpose	7
Section 2.	Definitions.....	7
Section 3.	Disclosure of a Conflict of Interest.....	8
Section 4.	Failure to Disclose a Conflict of Interest	8
Section 5.	Actions for Addressing Conflicts of Interest	8
Section 6.	Records of Proceedings.....	9
Section 7.	Compensation	9
Section 8.	Annual Statements.....	10
Section 9.	Periodic Reviews	10
ARTICLE VI Notes and Checks		11
ARTICLE VII Principal Place of Business.....		11
ARTICLE VIII Fiscal Year		11
ARTICLE IX Investments		11
ARTICLE X Amendments.....		12
ARTICLE XI Immunity.....		12
Section 1.	Statutory Immunity for Officers.....	12
Section 2.	Statutory Immunity for Volunteers	12
ARTICLE XII Indemnification		12
Section 1.	Definition	12
Section 2.	In General.....	13
Section 3.	Additional Indemnification	13
Section 4.	Indemnification Insurance	13
Section 5.	Legal Determinations.....	13
Section 6.	Scope of Indemnification	14

ARTICLE I Organization

Section 1. Name. The name of the Corporation shall be “Garden Hills Neighborhood Foundation, Inc.” (the “corporation”)

Section 2. Purpose. The corporation is a nonprofit corporation organized for the following exclusively charitable, scientific, literary and educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (referred to in these Bylaws as the “Code”): to provide community outreach, service and support to the City of Atlanta and the development of local resources to provide responses to safety and developmental issues in and around the urban neighborhood of Garden Hills in Atlanta, Georgia

Section 3. Tax-Exempt Nonprofit Corporation. The corporation is organized and is to operate as a nonprofit corporation, and it is intended that the corporation will qualify at all times as an organization exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code, and that it will qualify at all times as an organization to which deductible contributions may be made pursuant to sections 170(c)(2), 642, 2055 and 2522 of the Code

Section 4. Offices; Registered Agent. The corporation shall maintain a registered office as required by statute, at which it shall maintain a registered agent. The registered office may, but need not, be identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors. The corporation may also have offices and places of business at such other places within or without Atlanta, Georgia, as the Board of Directors may from time to time determine

Section 5. Corporate Records. The corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of the Board of Directors and of committees having any of the authority of the Board of Directors.

ARTICLE II Board of Directors

Section 1. Creation of Board. All corporate powers of Garden Hills Neighborhood Foundation, Inc. (the “Corporation”) shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the discretion of, a Board of Directors (the “Board”). All of the powers and duties conferred or imposed upon a board of directors by Sections 14-3-801, *et seq.*, of the Georgia Code shall be exercised and performed by the Board. The number of members of the Board shall be ten (10) which shall include the President, Vice President, Secretary and Treasurer. Such number may be increased or decreased by resolution of the Board. However, such number shall not be decreased to less than three. Directors shall be elected by resolution of the Board at its annual meeting.

Section 2. Terms of Directors. Unless a director should earlier resign, be removed from office, be disqualified from serving in such office, become incapacitated, or die, each director shall hold office for a term ending on the date of the annual meeting following such director's election; provided, however, that if (a) the director is not re-elected at such annual meeting, (b) no successor is elected to fill the position held by such director, and (c) the Board does not designate the position held by such director as vacant, then the director shall continue to serve as a director until one of the events in (a), (b), or (c) should occur.

Section 3. Resignation of Directors. Any director may resign at any time upon written notice to the Corporation addressed to it at its principal office or to its President or Secretary. Any resignation shall become effective at the time or upon the happening of the condition, if any, specified therein, or, if no such condition or time is specified, upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal of Directors from Office. No director may be removed from office by the Board except as provided in these Bylaws. Any director may be removed from office with or without cause by the vote of two thirds of the members of the Board then in office.

Section 5. Vacancy Among Directors. Any vacancy in the Board occurring by reason of the resignation, removal, disqualification, incapacity, or death of a director shall be filled by a majority vote of the remaining members of the Board, even if the remaining directors shall constitute less than a quorum of the Board. The person elected to fill such vacancy shall hold office for the unexpired portion of the term related to such vacancy.

Section 6. Annual Meeting of the Board. The annual meeting of the Board shall be held in April of each year on a date and at a time and place as shall be determined by resolution of the Board; provided, however, that the Board may by resolution specify a different month for its annual meeting.

Section 7. Regular Meetings of the Board. Regular meetings of the Board shall be held at such times and places as the Board by resolution may determine. If any day fixed for a regular meeting shall be a legal holiday at the place where the meeting is to be held, then the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding business day which is not a legal holiday.

Section 8. Special Meetings of the Board. Special meetings of the Board may be called by either (a) the President or (b) a majority of the directors then in office. Each special meeting shall be held at such time and place as may be specified in the notice of the special meeting. Business transacted at a special meeting shall be limited to the purpose or purposes stated in the notice of meeting.

Section 9. Notice of Meetings. Notice of the time, day, and place of all meetings of the Board shall be given to all members of the Board in person or by telephone, mail, e-mail, or facsimile, by or at the direction of the President or the persons who called the meeting. For special meetings, the notice of meeting shall further specify the purpose or purposes for which the meeting is being called. If the notice is sent by mail, it must be deposited in the United States first class mail or with a private mail carrier for overnight delivery, postage prepaid and addressed to the member at his address as it appears on the records of the Corporation, at least five days before the day of the meeting. If the notice is sent by any other method or is delivered in person, the notice must be sent or delivered at least forty-eight hours before the meeting. A waiver of notice in writing signed by the person or persons entitled to notice, whether before or after the time stated therein, shall be equivalent to the giving of notice.

Section 10. Quorum. At least one third of the directors then in office shall constitute a quorum at any meeting of the Board for the transaction of business. The act of a majority of the directors present at any meeting at which there is a quorum shall be an act of the Board, except as may be otherwise specifically provided by law or by the Articles of Incorporation of the Corporation or by these Bylaws. Members of the Board may participate in any meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating at the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 11. Written Consent Actions. Any action required to be taken or permitted to be taken by the Board may be taken without a meeting if a consent in writing, including e-mail, setting forth the action so taken, shall be signed, or confirmed by e-mail, by a majority of the members of the Board. The written consent action shall have the same force and effect as a majority vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 12. Additional Powers. In addition to the powers and authority in these Bylaws expressly conferred upon it, the Board may exercise all powers of the Corporation.

Section 13. Compensation of Directors. Directors shall not receive compensation for their services in such office; provided, however, that the Board may provide for the reimbursement of reasonable expenses.

ARTICLE III Committees

Section 1. In General. The Board may, by a resolution passed by a majority of the directors then in office, create an executive committee and such committees as it may deem necessary or useful to promote the purposes and carry on the work of the Corporation. Each such committee shall consist of any number of persons chosen by the Board, who need not be members of the Board so long as at least two members of the Board are members of the committee. To the extent authorized to do so in an enabling resolution, committees may exercise

the power of the Board, except that no committee shall have the power to do any of the following:

- (a) Amend or restate the Articles of Incorporation;
- (b) Amend, alter, or repeal the Bylaws;
- (c) Adopt a plan for the distribution in liquidation of the assets of the Corporation;
- (d) Effect a dissolution of the Corporation;
- (e) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation;
- (f) Adopt a plan of merger or consolidation;
- (g) Elect, appoint, or remove any member of any such committee or any director or officer of the Corporation; or
- (h) Amend, alter, or repeal any action or resolution of the Board unless by its terms such resolution provides that it may be amended, altered, or repealed by such committee.

The Board may by resolution create other committees not having or exercising the authority of the Board.

Section 2. Terms. Each member of a committee shall continue in such capacity until the next annual meeting of the Board or until such person's successor is appointed, unless the committee shall sooner be terminated by the Board.

Section 3. Resignation and Removal. Any member of a committee may resign at any time upon written notice to the Corporation addressed to it at its principal office or to its President or Secretary. The Board may remove any member of a committee from such office at any time with or without cause.

Section 4. Chairmen of Committees. The Board shall appoint one member of each committee as chairman.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as is provided for in the case of original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board establishing the committee, a majority of the whole committee shall constitute a quorum.

Section 7. Written Consent Actions. Any action required to be taken or permitted to be taken by a committee of the Board may be taken without a meeting if a consent in writing, or by e-mail, setting forth the action so taken, shall be signed by, or confirmed by e-mail, by all of the members of committee of the Board. The written consent action shall have the same force and effect as a unanimous vote of such committee and shall be filed with the minutes of the proceedings of such committee.

Section 8. Rules of Governance. Each committee may adopt rules for its own governance not inconsistent with the Articles of Incorporation of the Corporation, these Bylaws, or rules adopted by the Board.

ARTICLE IV Officers

Section 1. In General. The officers of the Corporation shall consist of a a President, one or more Vice Presidents, a Secretary, and a Treasurer. Such officers shall be elected by the Board at its annual meeting and shall serve upon such conditions as the Board deems appropriate. The Board may appoint such other officers, assistant officers, and agents (including an Executive Director) as it deems necessary to carry out the business of the Corporation. Such other officers, assistant officers, and agents shall hold their offices upon such conditions and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. Two or more offices may be held by the same person, except that the President may not also serve as Secretary.

Section 2. Terms. Unless an officer should earlier resign, be removed from office, be disqualified from serving in such office, become incapacitated, or die, each officer shall hold office for a term ending on the date of the annual meeting following such officer's election; provided, however, that if (a) the officer is not re-elected at such annual meeting, (b) no successor is elected to fill the position held by such officer, and (c) the Board does not designate the office as vacant, then the officer shall continue to serve as such officer until one of the events in (a), (b), or (c) should occur, but for a period of no more than two consecutive years. Notwithstanding any other provision of these Bylaws, any officer may be removed at any time, with or without cause, by a majority vote of the members of the Board then in office.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term related to the vacancy.

Section 4. Duties of the President. The President shall be the chief executive officer of the Corporation and shall be subject to the general direction of the Board. The President shall exercise general supervision over the property, business, and affairs of the Corporation, shall perform such other duties as may be prescribed by these Bylaws or assigned to such person by the Board, and shall coordinate the work of the other officers of the Corporation.

Section 5. Duties of Vice Presidents. The Vice Presidents, in order of their seniority or as designated by the Board, shall in the absence, inability, or disability of the President perform the duties and exercise the powers of said office, and when so acting shall be subject to all restrictions upon the President. At all other times the Vice Presidents shall perform such other duties and exercise such other powers as the Board may prescribe, or as the President may delegate.

Section 6. Duties of the Secretary. The Secretary shall record the minutes of the meetings of the Board and shall perform such other duties as may be delegated to the Secretary by the President or the Board. The Secretary shall have charge of the seal of the Corporation and shall have authority to attest documents, contracts, deeds, and other instruments for the Corporation and to affix the corporate seal thereto.

Section 7. Duties of the Treasurer. The Treasurer shall have charge and custody of the funds, securities, and other like property of the Corporation and shall be responsible for the receipt, investment, safeguarding, and disbursement of the funds of the Corporation. The Treasurer may endorse checks, drafts, and other instruments for the payment of money for deposit or collection by the Corporation and shall deposit the same in such bank or banks as the Board may designate, and the same shall not be withdrawn therefrom except by checks, drafts, or orders to be signed in the manner designated by the Board pursuant to Article VI of these Bylaws. The Treasurer shall also have authority to attest documents, contracts, deeds, and other legal documents for the Corporation and affix the corporate seal thereto. The Treasurer shall be subject to the general direction of the President and the Board.

Section 8. Duties of the Executive Director. The Executive Director, if one is appointed by the Board, shall have general supervision over the daily management of the business of the Corporation and shall be responsible for carrying into effect all actions and resolutions of the Board to the extent that such actions and resolutions are not made the responsibility of another officer of the Corporation. The Executive Director shall make such reports to the Board as it may require. The Executive Director shall be subject to the general direction of the Chairman of the Board.

Section 9. Execution of Documents. The President, and any Vice President are authorized, in their discretion and to the extent permitted herein and by law, to do and perform any and all corporate and official acts in carrying on the Corporation's business, including but not limited to the authority to make, execute, acknowledge, and deliver all deeds, mortgages, releases, bills of sale, assignments, transfers, leases, powers of attorney or of substitution, proxies to vote stock, or any other instrument in writing that may be necessary in the purchase, sale, lease, assignment, transfer, management, or handling in any way of property of any

description held or controlled by the Corporation, in any capacity. The enumeration herein of particular powers shall not restrict in any way the general powers and authority of said officers. The Board may authorize any other officer or officers or agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be delegated by the person so authorized; but, unless so authorized by the Board or these Bylaws, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount. The Treasurer, the Secretary, or any Assistant Treasurer or Assistant Secretary are authorized to attest the signature of the President, or the Vice President and to affix the corporate seal to any and all instruments requiring such attestation or execution under seal.

ARTICLE V

Conflicts of Interest

Section 1. Purpose. It is the policy of the Corporation that all persons who exercise substantial influence over the affairs of the Corporation should be free from the influence of conflicting interests when they act on behalf of the Corporation, and that they should act solely in the best interests of the Corporation, without regard to personal considerations.

This Article V provides procedures to be observed when the Corporation is contemplating entering into a transaction or arrangement that might benefit the private interest of a person who exercises substantial influence over the affairs of the Corporation, to require the reporting of such private benefits, to address the making of compensation determinations and the receipt of gifts, and to require annual statements of compliance with this Article V. This Article V is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable corporations, including Section 4958 of the Code.

Section 2. Definitions. For purposes of this Article V:

- (a) A “Conflict of Interest” exists where the Corporation has, or is contemplating entering into, a transaction or arrangement, including a Compensation Arrangement, with an Interested Person or a Related Person.
- (b) “Compensation Arrangement” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

- (c) “Interested Person” includes the officers and directors of the Corporation, any other person who, based on all facts and circumstances, is in a position to exercise substantial influence over the affairs of the Corporation, and any person who has been in such a position within the last five (5) years.
- (d) “Related Person” means, with respect to an Interested Person: (i) his or her spouse, siblings, ancestors, descendants, and the spouses of descendants; and (ii) a corporation, partnership, trust, or estate in which the Interested Person or any person or persons described in (i), or both or all of them, own an investment or beneficial interest.

Section 3. Disclosure of a Conflict of Interest. An Interested Person shall disclose any Conflict of Interest of the Interested Person to the Board or a committee authorized by the Board to consider the proposed transaction or arrangement (either, the “Authorized Body”). Disclosure of the Conflict of Interest, including all material facts, shall be accomplished by written or oral notice delivered to the Authorized Body at a meeting of the Authorized Body. Thereafter, the Interested Person shall leave the meeting.

Section 4. Failure to Disclose a Conflict of Interest. If the Authorized Body has reasonable cause to believe any Interested Person has failed to make the disclosure required by Section 3 of this Article V, the Authorized Body shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose. After hearing the response, if any, of the Interested Person, and after making further investigation as warranted by the circumstances, the Authorized Body shall take appropriate disciplinary and corrective action relative to the failure of the Interested Party to disclose the Conflict of Interest.

Section 5. Actions for Addressing Conflicts of Interest. With respect to any Conflict of Interest disclosed to or identified by the Authorized Body pursuant to this Article V, the Authorized Body shall take the following action:

- (a) The chairman of the Authorized Body shall, if appropriate, appoint a disinterested person or committee to investigate a reasonable alternative to the transaction or arrangement creating the Conflict of Interest;
- (b) After exercising due diligence, the Authorized Body shall determine whether the Corporation can secure, with reasonable efforts, a more advantageous transaction or arrangement such that no Conflict of Interest is present; and

- (c) If a more advantageous transaction or arrangement cannot be secured without creating a Conflict of Interest, the Authorized Body shall determine whether the transaction or arrangement creating the Conflict of Interest is fair and reasonable to the Corporation, in its best interest, and for its own benefit. In conformity with the above determination, the Corporation shall make its decision as to whether to enter into or continue the transaction or arrangement.

All decisions of the Authorized Body shall be taken by a majority vote of the disinterested members of the Authorized Body. No transaction or arrangement between the Corporation and an Interested Person or a Related Person shall be either void or voidable solely because of a Conflict of Interest, if the Conflict of Interest is disclosed to the Authorized Body, and the underlying transaction or arrangement is found to be fair and reasonable to the Corporation and in the best interest of the Corporation, in accordance with this Article V.

Section 6. Records of Proceedings. With respect to proceedings required by this Article V, the minutes of meetings of the Authorized Body shall contain:

- (a) The names of the Interested Persons who disclosed or otherwise were found to have a Conflict of Interest;
- (b) The nature of the Conflict of Interest;
- (c) Any action taken to determine whether the underlying transaction or arrangement was or would be fair and reasonable to the Corporation and in its best interest;
- (d) The determination of the Authorized Body as to whether the underlying transaction or arrangement in fact was or would be in the best interest of the Corporation; and
- (e) The names of the persons who were present for discussions and votes relating to the underlying transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 7. Compensation. A director who receives compensation, directly or indirectly, from the Corporation is precluded from voting on matters pertaining to that person's compensation.

Section 8. Annual Statements. Interested Persons shall be identified by the Board each year at the annual meeting of the Board. Thereafter, each Interested Person shall complete and affirm a statement, in the form of Exhibit A attached hereto, that such person: (a) has received a copy of this Article V; (b) has read and understands this Article V; (c) has agreed to comply with this Article V; and (d) understands the Corporation is a charitable organization and that, in order to maintain its tax-exempt status, the Corporation must engage primarily in activities which accomplish one or more of its charitable purposes.

Section 9. Periodic Reviews. To ensure the Corporation operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted as requested by the Board from time to time. Any periodic review requested by the Board shall be conducted at or in conjunction with an annual meeting of the Board, and shall address the following subjects:

- (a) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and
- (b) whether partnerships, joint ventures, and arrangements with management organizations in which the Corporation participates, conform to the Corporation's written policies, are properly recorded, reflect reasonable investments or payments for goods and services, further charitable purposes, and do not result in any inurement, impermissible private benefit or in any excess benefit transaction.
- (c) whether the projects funded by the Corporation have been approved by the appropriate local governing bodies, including neighborhood organizations and local government entities, and that the projects are in compliance with all local codes and laws.

When conducting the periodic reviews provided for in this Section 9, the Corporation may, but need not, use outside advisors. Use of outside experts shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VI
Notes and Checks

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President, the Treasurer, or such officer or officers, or agent or agents, as shall from time to time be determined by resolution of the Board. The President, any Vice President, the Treasurer, any Assistant Treasurer, or any other officer or employee designated by the Board of Directors, is authorized and empowered on behalf of the Corporation and in its name to endorse checks and warrants, to draw drafts, to give receipts for money due and payable to the Corporation, and to sign such other papers and do such other acts as are necessary or appropriate to perform such duties.

ARTICLE VII
Principal Place of Business

The principal place of business of the Corporation shall be in Fulton County, Georgia, or at such other place or places as may be designated from time to time by the Board.

ARTICLE VIII
Fiscal Year

The fiscal year of the Corporation shall begin on May 1 and shall end on April 30, but may be changed by resolution of the Board.

ARTICLE IX
Investments

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in any manner whatsoever and to invest and reinvest any funds held by it, according to the judgment of the Board; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial or loss of status as a tax-exempt organization under the provisions of Section 501(c)(3) of the Code.

**ARTICLE X
Amendments**

These Bylaws may be amended, repealed, or altered in whole or in part by the affirmative vote of two thirds of the members of the Board then in office at any meeting which is duly convened after notice of such purpose.

**ARTICLE XI
Immunity**

Section 1. Statutory Immunity for Officers. Pursuant to Section 14-3-851, *et seq.*, Georgia Code, each non-compensated officer and member of a governing body of the Corporation shall be immune from suit and not subject to civil liability arising from the conduct of the affairs of the Corporation except as follows: (a) his act or omission gives rise to a cause of action and amounts to willful or wanton misconduct or fraud, or gross negligence; (b) the civil action is brought by the Corporation; (c) the cause of action relates to a personal injury to, or death of, another person or property damage arising from an accident inflicted by the officer or director acting within the line and scope of his or her duties; or (d) an action is brought by the Department of Examiners of Public Accounts.

Section 2. Statutory Immunity for Volunteers. Pursuant to Section 14-3-856, Georgia Code, all volunteers shall be immune from civil liability on the basis of any act or omission of such volunteer resulting in damage or injury if both (a) the volunteer was acting in good faith and within the scope of such volunteer's official functions and duties for the Corporation, and (b) the damage or injury was not caused by willful or wanton misconduct by such volunteer. For purposes of this Section 2, the term "volunteer" shall include all persons performing services for the Corporation without compensation (other than reimbursement for actual expenses incurred), and such term shall include any such person serving as a director, officer, trustee, or direct service volunteer.

**ARTICLE XII
Indemnification**

Section 1. Definition. For purposes of this Article XII, the term "officer" shall include the Corporation's officers, directors, trustees, and the members of any other governing body of the Corporation, and any reference herein to directors, officers, employees, or agents shall include former directors, trustees, officers, employees, and agents and their respective heirs, executors, and administrators.

Section 2. In General. The Corporation shall indemnify any officer of the Corporation who was, is, or is threatened to be made a party to any proceeding by reason of the fact that the officer is or was such an officer or is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other profit or nonprofit enterprise against all liabilities and expenses incurred in the proceeding except such liabilities and expenses as are incurred because of the officer's willful misconduct or knowing violation of the criminal law. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses incurred by an officer of the Corporation in a proceeding upon receipt of an undertaking from the officer to repay the same if it is ultimately determined that the officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the officer of the Corporation and shall be accepted without reference to the officer's ability to make repayment. The Board is hereby empowered to contract in advance to indemnify and advance the expenses of any officer of the Corporation.

Section 3. Additional Indemnification. The Board is hereby empowered to cause the Corporation to indemnify or contract in advance to indemnify any person not specified in Section 2 of this Article XII who is, was, or is threatened to be made a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other profit or nonprofit enterprise, to the same extent as if such person was specified as one to whom indemnification is granted in Section 2.

Section 4. Indemnification Insurance. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article XII and may also procure insurance, in such amounts as the Board may determine, on behalf of any person who is or was a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other profit or nonprofit enterprise, against any liability asserted against or incurred by such person in any such capacity or arising from such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under the provisions of this Article XII.

Section 5. Legal Determinations. In the event of a change in the composition of a majority of the Board after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to Section 2 of this Article XII shall be made by special legal counsel agreed upon by the Board and the proposed indemnitee. If the Board and the proposed indemnitee are unable to agree upon such special legal counsel, the Board and the proposed indemnitee each shall select a nominee, and the nominees shall select such special legal counsel.

Section 6. Scope of Indemnification. The provisions of this Article XII shall be applicable to all actions, claims, suits, or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification, or repeal of this Article XII shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue, or matter in any then-pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification, or repeal.

EXHIBIT A

ANNUAL DISCLOSURE STATEMENT

I, _____, hereby certify the following:

1. I have received a copy of the Conflicts of Interest Policy included in Article V of the Bylaws of Garden Hills Neighborhood Foundation, Inc. (the "Policy");
2. I have read the Policy;
3. I understand the Policy;
4. I agree to comply with the Policy; and
5. I have previously disclosed any conflicts of interest in accordance with the Policy.

By: _____ Dated: _____, _____