

AMENDED AND RESTATED

BYLAWS OF

Community Associations Institute of Georgia, Inc.

June 17, 2009

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Table of Contents

	PAGE
ARTICLE I NAME AND OFFICE	1
SECTION 1. Name	1
SECTION 2. Incorporation; Registered Office	1
ARTICLE II DEFINITIONS	2
SECTION 1. Definitions	2
ARTICLE III MEMBERSHIP	2
SECTION 1. General Requirements	2
SECTION 2. Classes of Members	2
SECTION 3. Rights and Privileges	3
SECTION 4. Suspension for Nonpayment of Dues; Censure, Suspension, Expulsion, and Termination of Membership	3
ARTICLE IV ANNUAL DUES	3
ARTICLE V MEETINGS OF MEMBERS	4
SECTION 1. Annual Meeting	4
SECTION 2. Special Meetings	4
SECTION 3. Notice of Meetings	4
SECTION 4. Waiver of Notice	4
SECTION 5. Quorum	4
SECTION 6. Adjournment	4
SECTION 7. Proxy	5
SECTION 8. Action Without a Meeting	5
ARTICLE VI BOARD OF DIRECTORS	6
SECTION 1. Powers of the Board of Directors	6
SECTION 2. Composition of the Board	6
SECTION 3. Term of the Board	6
SECTION 4. Nomination and Election of Directors	7
SECTION 5. Removal of Members of the Board of Directors	8
SECTION 6. Vacancies	8
SECTION 7. Compensation	8
SECTION 8. Elections	8

SECTION 9. Regular Meetings	8
SECTION 10. Special Meetings	8
SECTION 11. Waiver of Notice	8
SECTION 12. Conduct of Meetings	9
SECTION 13. Votes on Matters Related to Public Policy.....	9
SECTION 14. Action Without a Meeting.....	9
ARTICLE VII OFFICERS	9
SECTION 1. Officers	9
SECTION 2. Qualifications, Election, and Term of Office	9
SECTION 3. Removal of Officers	10
SECTION 4. Vacancies.....	10
SECTION 5. President	10
SECTION 6. President-Elect.....	10
SECTION 7. Vice President.....	10
SECTION 8. Secretary	10
SECTION 9. Treasurer.....	10
SECTION 10. Other Officers.....	10
SECTION 11. Chapter Staff.....	11
ARTICLE VIII COMMITTEES	11
SECTION 2. Nominating Committee	11
SECTION 3. Other Committees.....	11
SECTION 4. Reimbursement of Expenses	11
ARTICLE IX LIMITATIONS OF LIABILITY; INDEMNIFICATION	11
SECTION 1. Limitation of Liability	11
SECTION 2. Indemnification	11
ARTICLE X MISCELLANEOUS.....	12
SECTION 1. Fiscal Year.....	12
SECTION 2. Contracts, Checks, Drafts, Etc.....	12
SECTION 3. Loans	12
SECTION 4. Deposits.....	12
SECTION 5. Surety Bond.....	12
SECTION 6. Procedures	13
SECTION 7. Seal	13
SECTION 8. Dissolution.....	13
SECTION 9. Loss of Charter	13
SECTION 10. Waiver of Notice	13
SECTION 11. Transitional Procedures.....	13
ARTICLE XI AMENDMENTS	13

AMENDED AND RESTATED BYLAWS OF
COMMUNITY ASSOCIATIONS INSTITUTE OF GEORGIA, INC.

These Amended and Restated Bylaws of Community Associations Institute of Georgia, Inc. are adopted on this 15 day of April, 2009, by the affirmative vote of at least two-thirds (2/3) of the members of the entire Board of Directors at a duly called meeting.

W I T N E S S E T H:

WHEREAS, the original Bylaws were adopted for the Community Associations Institute of Georgia, Inc. at the time said corporation was organized;

WHEREAS, the Bylaws were amended from time to time and were thereafter amended in their entirety in or about December 2002 by the affirmative vote of at least two-thirds (2/3) of the members of the then current Board of Directors;

WHEREAS, pursuant to Article XI of the Bylaw, the current Board of Directors has determined that various amendments to the Bylaws are warranted; and

NOW, THEREFORE, the Bylaws are hereby amended by striking same in their entirety and substituting the following Amended and Restated Bylaws in their place:

ARTICLE I
NAME AND OFFICE

SECTION 1. Name. The name of this organization shall be the Community Associations Institute of Georgia, Inc. (hereafter the "Chapter").

SECTION 2. Incorporation; Registered Office. The Chapter is a corporation, incorporated in the state of Georgia and is a chapter of Community Associations Institute (hereafter "CAI").

ARTICLE II DEFINITIONS

SECTION 1. Definitions. The definitions were altered to be in alphabetical order.

- A. “Areas of specialization” refers to members’ primary area of employment, involvement or expertise in the Community Association industry; for example, homeowner, manager, attorney, CPA/accountant, insurance agent/risk manager, engineer/reserve study specialist, associate-vendor, builder/developer, mortgage lender/banker/investment advisor, public official, educator. These are determined by the Board of Trustees from time to time.

- B. “Board of Directors” means the Board of Directors of the Chapter and “Director” means a member of the Board of Directors.

- C. “Board of Trustees” means the Board of Trustees of CAI and “Trustee” means a member of CAI’s Board of Trustees.

- D. “Community Association” means any incorporated or unincorporated association comprised of the owners of interest in a residential, commercial, or industrial condominium, real estate cooperative, planned unit development or other real estate common interest community.

- E. “Homeowner” means an owner or proprietary lessee of a home, lot or other unit in a Community Association, provided, however, that no bank, savings association or other institutional lender shall be a Homeowner, and no original or successor declarant or other developer or manager (or an employee of the manager) of a Community Association shall be a Homeowner with respect to that Community Association.

ARTICLE III MEMBERSHIP

SECTION 1. General Requirements. Applications for membership in CAI and within any class of membership of CAI shall be approved in accordance with the terms of CAI’s Bylaws and such rules, procedures, and limitations as may be established by the Board of Trustees from time to time. The Board of Trustees shall have the right to determine the appropriate class of membership for any member.

SECTION 2. Classes of Members. The membership of CAI shall consist of the following six classes. Membership in any class shall be in accordance with these Bylaws and the areas of specialization determined by the Board of Trustees.

- A. **Community Association Volunteer Leader (CAVL) Membership.** This membership type is for individual board members and multi-member boards of directors for Community Associations.
- B. **Manager (MGR) Membership.** This membership type is for individual community association managers.
- C. **Management Company (MGMT) Membership.** This membership type is for community association management companies.
- D. **Business Partner (BP) Membership.** This membership type is for service provider or vendor companies associated with the community association industry.
- E. **Business Partners National Corporate (NAT) Membership.** This membership type is for service provider or vendor companies associated with the community association industry that join all of the CAI chapters in the United States.
- F. **Multi-chapter (MC) Membership.** This membership type is for service provider or vendor companies associated with the community association industry that join more than one CAI chapter but less than all of the CAI chapters in the United States.

SECTION 3. Rights and Privileges. Each Member of the Chapter shall be entitled to cast one vote on any and all matters required to be voted upon by Members and shall have such other rights, privileges, and responsibilities as the Board of Directors may determine from time to time; provided, those rights and privileges are consistent with those determined by the Board of Trustees. Except as otherwise provided in these Bylaws, each Member shall be eligible to serve on CAI and Chapter committees and boards, including the Board of Directors and the Board of Trustees.

SECTION 4. Suspension for Nonpayment of Dues; Censure, Suspension, Expulsion, and Termination of Membership. The Board of Trustees has the power to suspend Members for nonpayment of dues, to censure, to suspend, to expel, and to terminate Members in accordance with CAI's Bylaws.

ARTICLE IV ANNUAL DUES

The Board of Trustees shall determine the amount of annual dues to be paid to CAI by each class of members. Unless terminated, each membership shall continue automatically from year to year, with annual dues payable by each Member on or before such date as shall be determined by the Board of Trustees. Unless otherwise directed by the Board of Trustees, all annual dues shall be paid to CAI in advance of the 12-month period to which they relate. The Board of Trustees may from time to time impose such other fees and charges as it deems proper and may waive or modify the requirement to pay dues, fees, or charges for particular Members.

**ARTICLE V
MEETINGS OF MEMBERS**

SECTION 1. Annual Meeting. The annual meeting of the Chapter shall be held during the last quarter of each year or as otherwise determined by the Board of Directors.

SECTION 2. Special Meetings. It shall be the duty of the Secretary to mail, e-mail, or to deliver to each Member at the last address shown on the Chapter's records, a notice of each annual or special meeting of the Chapter at least ten (10) days prior to each annual or special meeting.

The notice shall state the purpose of any special meeting as well as the date, time, and place which it is to be held. The notice of an annual meeting shall state the date, time, and place of the meeting. The mailing or delivery of a notice of a meeting in the manner provided in this Section shall be considered proper service of notice.

SECTION 3. Notice of Meetings. It shall be the duty of the Secretary to mail or to deliver to each Member at the last address shown on the Chapter's records, a notice of each annual or special meeting of the Chapter at least ten (10) days prior to each annual or special meeting. The notice shall state the purpose of any special meeting as well as the date, time, and place which it is to be held. The notice of an annual meeting shall state the date, time, and place of the meeting. The mailing or delivery of a notice of a meeting in the manner provided in this Section shall be considered proper service of notice.

SECTION 4. Waiver of Notice. Waiver of notice of meeting of the Members shall be deemed the equivalent of proper notice. Any Member may, in writing, waive notice of any meeting of the Chapter, either before or after such meeting. Attendance at a meeting by any Member, whether in person or represented by proxy, shall be deemed waiver by such Member of notice of the time, date, and place thereof unless such Member specifically objects to lack of proper notice at the time the meeting is called to order. Attendance at a special meeting shall also be deemed waiver of notice of all business transacted at such meeting unless objection to lack of notice is raised before the business, of which proper notice was not given, is put to a vote.

SECTION 5. Quorum. Except as may be provided elsewhere, the presence of Members, in person or by proxy, entitled to cast one tenth (1/10) of the votes of the Chapter shall constitute a quorum. Once a quorum is established for a meeting, it shall conclusively be presumed to exist until the meeting is adjourned and shall not need to be reestablished.

SECTION 6. Adjournment. Any meeting of the Chapter may be adjourned from time to time for periods not exceeding ten (10) days by vote of the Members holding the majority of the votes represented at such meeting, regardless of whether a quorum is present. Any business which could be transacted properly at the original session of the meeting may be transacted at a reconvened session, and no additional notice of such reconvened session shall be required.

SECTION 7. Proxy. Any Member entitled to vote may do so by written proxy duly executed by the Member setting forth the meeting at which the proxy is valid. To be valid, a proxy must be signed, dated, and filed with the Secretary prior to the opening of the meeting for which it is to be used. Proxies may be delivered by personal delivery, U.S. mail, standard overnight delivery, facsimile transmission, electronic transmission or any other form of communication approved by the Board of Directors to any Board member or the Chapter Executive Director. Proxies may be revoked only by written notice delivered to any Board member. The presence in person by the giver of a proxy at a meeting for which the proxy is given shall automatically invalidate the proxy for that meeting. A proxy holder may not appoint a substitute proxy holder unless expressly authorized to do so in the proxy.

SECTION 8. Action Without a Meeting. Any action that may be taken at any annual, regular, or special meeting of Members may be taken without a meeting if the Chapter delivers a written ballot to every Member entitled to vote on the matter. Written ballot shall mean a written document, email or electronic transmission or other form of communication selected by the Board of Directors to be used for any such action.

- A. A written ballot shall:
 - 1. Set forth each proposed action; and
 - 2. Provide an opportunity to vote for or against each proposed action.
- B. Approval by written ballot pursuant to this Section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- C. All solicitations for votes by written ballot shall:
 - 1. Indicate the number of responses needed to meet the quorum requirements;
 - 2. State the percentage of approvals necessary to approve each matter other than election of directors; and
 - 3. Specify the time by which a ballot must be received by the Chapter in order to be counted.
- D. A written ballot may not be revoked. The Chapter shall maintain such ballots in its file for a period of at least three (3) years.

**ARTICLE VI
BOARD OF DIRECTORS**

SECTION 1. Powers of the Board of Directors. The Board of Directors shall have supervision, control, and direction of the affairs and property of the Chapter, shall determine the policies of the Chapter, shall actively pursue the purposes and objectives of the Chapter and CAI, shall insure that the Chapter and its Bylaws comply with the policies and procedures of CAI, and shall have discretion in the use and disbursement of Chapter funds. The Board of Directors may adopt such rules, regulations, and procedures for the conduct of its business, for the execution of its powers, for the implementation of these Bylaws, and for the fulfillment of the purposes and objectives of the Chapter and CAI as it shall deem necessary or advisable.

SECTION 2. Composition of the Board. The Board of Directors shall be composed of seven (7) Directors and shall include two (2) property managers, two (2) vendors, two (2) attorneys, and one (1) homeowner.

SECTION 3. Term of the Board. Those Directors serving on the date these Amended and Restated Bylaws were approved shall continue to serve as Directors until the terms for which they were elected expire, as provided herein, and the term of each successive Director shall be as follows:

1. The term of the one (1) homeowner Director serving on the date these Amended and Restated Bylaws were approved shall expire at the annual meeting occurring in 2009. Each successor homeowner Director shall thereafter be elected for a term of two years.
2. The term of one (1) vendor Director serving on the date these Amended and Restated Bylaws were approved shall expire at the annual meeting occurring in 2009. The successor vendor Director shall thereupon be elected for a first term of three (3) years, and then each successive term after the first three year term shall be for two (2) years. The term of the other vendor Director shall expire at the annual meeting occurring in 2011, and the successor shall be elected for a term of two (2) years. Thereafter, each successor vendor Director shall be elected for a term of two (2) years. The intended purpose of this provision is to create and maintain staggered terms of the two (2) vendor Directors.
3. The terms of the two (2) attorney Directors serving on the date these Amended and Restated Bylaws were approved shall expire at the annual meeting occurring in 2010. One (1) successor attorney Director shall thereupon be elected for a term of two (2) years, and one (1) successor attorney Director shall thereupon be elected for a term of three (3) years. Thereafter, each successor attorney Director shall be elected for a term of two (2) years. The intended purpose of this provision is to create and maintain staggered terms of the two (2) attorney Directors.

4. The terms of the two (2) property manager Directors serving on the date these Amended and Restated Bylaws were approved shall expire at the annual meeting occurring in 2011. One (1) successor property manager Director shall thereupon be elected for a term of two (2) years, and one (1) successor property manager Director shall thereupon be elected for a term of three (3) years. Thereafter, each successor property manager Director shall be elected for a term of two (2) years. The intended purpose of this provision is to create and maintain staggered terms of the two (2) property manager Directors.

No person may serve more than two consecutive terms as a Director. A person who has previously served as a Director and who has not served on the Board for at least one (1) year may be nominated to serve again as a Director.

SECTION 4. Nomination and Election of Directors.

- A. Election of Directors shall occur at the annual meeting. Each Member in good standing shall be eligible for nomination to serve as a Director in one of the categories of Directors set forth in Section 3 hereof. Except as otherwise provided herein, nominations of individuals to serve as Directors shall be made by the nominating committee in accordance with these Bylaws.
- B. At least seventy-five (75) days prior to the annual meeting, the nominating committee shall submit to the Executive Director a slate of nominees to serve as Directors and the proposed term of each such nominee. The slate shall be comprised of at least one nominee for each of the available positions on the Board of Directors. At least sixty (60) days prior to the annual meeting, the Executive Director shall post the slate of nominees (and proposed term of each such nominee) on the Chapter's website.
- C. Nominations of individuals to serve as Directors may also be made by written petition signed by at least seventy-five (75) Members and received by the Executive Director at least (30) days prior to the annual meeting.
- D. If no petition is received by the Executive Director within the time prescribed in these Bylaws, then, at the annual meeting, the Secretary shall cast a unanimous ballot for the slate of nominees nominated by the nominating committee and such nominees shall be declared elected Directors of the Chapter for their proposed terms as set forth in Section 3 hereof. If one or more petitions are timely received by the Executive Director for any of the categories of Directors set forth within Section 3 hereof, then, elections by the Membership for such category of Director shall take place at the annual meeting by secret ballot. In such event, ballots shall be distributed to the Members at a sign-in table before the annual meeting commences, and the ballot form shall not require any identification of the Member casting the ballot. The nominee for any contested category of Director who receives the largest number of votes shall be elected, and the nominee for such category who receives the

largest number of votes shall be elected to the longest available term for that category of Director as set forth in Section 3 hereof.

SECTION 5. Removal of Members of the Board of Directors. At any regular or special meeting of the Chapter duly called, any one or more of the members of the Board of Directors may be removed with or without cause by a majority of the Members of the Chapter and a successor may then and there be elected to fill the vacancy thus created. Any director whose removal has been proposed shall be given at least ten (10) days notice of the calling of the meeting to consider his or her removal and the purpose thereof and shall be given an opportunity to be heard at the meeting. Notwithstanding this procedure, any director who has had three (3) absences from regularly scheduled Board meetings within any given fiscal year, which is January 1st through December 31st may be removed by the vote of a majority of the other directors.

SECTION 6. Vacancies. Vacancies in the Board of Directors caused by any reason, except the removal of a director by vote of the membership, shall be filled by a vote of the majority of the remaining directors, even though less than a quorum, at any meeting of the Board of Directors. The successor so selected shall hold office for the remainder of the term of the director being replaced.

SECTION 7. Compensation. Directors shall not be compensated for services as such unless and only to the extent that compensation is authorized by a majority vote of the Members. Directors may be reimbursed for the expenses incurred in carrying out their duties as directors upon approval of such expenses by the Board of Directors.

SECTION 8. Elections. All Members of the Chapter eligible to vote shall be entitled to cast their entire vote for each directorship to be filled. There shall be no cumulative voting. The directorships for which elections are held shall be filled by that number of candidates receiving the most votes. Voting for election of Board members shall be by secret written ballot.

SECTION 9. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by the Board, but such meetings shall be held at least quarterly.

SECTION 10. Special Meetings. Special meetings of the Board of Directors may be called by the President on three (3) days' notice to each director given by mail, in person, by telephone, by email or electronic transmission, by facsimile transmission or other means of communication approved by the Board of Directors, which notice shall state the date, time, place, and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President, Vice President, Secretary, or Treasurer in like manner and on like notice on the written request of at least two (2) directors.

SECTION 11. Waiver of Notice. Any director may, at any time, in writing, waive notice of any meeting of the Board of Directors, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the Board of Directors shall also constitute a waiver of notice by him or her of the time and place of such meeting. If all directors

are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting.

SECTION 12. Conduct of Meetings. The President shall preside over all meetings of the Board of Directors. The Secretary shall keep a minute book recording therein all resolutions adopted by the Board of Directors and a record of all transactions and proceedings occurring at such meetings. A majority of directors shall constitute a quorum for the transaction of business. One or more directors who participate in a meeting by means of telephone or electronic communication shall be deemed present and in attendance for all purposes at such meeting, provided all persons participating in the meeting can hear each other. Any act at any duly called meeting of the Board of Directors at which a quorum is present and voting shall be the act of the Board of Directors on any matter, except with respect to public policy issues or where the act of a greater number of Directors is required by law, the Articles of Incorporation, or these Bylaws. If a quorum is not present at any duly called meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting from time to time, without further notice, until a quorum is present.

SECTION 13. Votes on Matters Related to Public Policy. All matters involving a public policy position of the Chapter must be adopted by a two-thirds (2/3) vote of those Directors present and voting at a duly called meeting of the Board of Directors, a quorum being present, and must be consistent with the policies, goals, and objectives of CAI.

SECTION 14. Action Without a Meeting. Any action by the Board of Directors required or permitted to be taken at any meeting may be taken without a meeting if a majority of the Directors consent in writing to such action; provided, however, if these Bylaws require a greater number of Directors to approve an action, the written consent must be signed by the number of Directors required by these Bylaws. Such written consents must describe the action taken and be signed by no fewer than a majority of the Directors, or such greater number as may be required, and such written consent or consents shall be filed with the minutes of the Board of Directors. Written consent shall mean a written document, email or electronic transmission or other form of communication selected by the Board of Directors to be used for any such action.

ARTICLE VII OFFICERS

SECTION 1. Officers. The elected officers of the Chapter shall be a President, a President-elect, a Vice President, a Treasurer, and a Secretary. The Board of Directors may from time to time appoint such other officers as the Board may deem necessary or advisable.

SECTION 2. Qualifications, Election, and Term of Office. No more than two individuals from the same area of specialization, as areas of specialization may be defined from time to time by the Board of Trustees, may serve as officers of the Chapter at the same time. The officers of the Chapter, with the exception of President, shall be elected from among the Directors each year by the Board of Directors by a majority vote of the Board. The President taking office each year shall be the President-elect who was in office immediately before the election of officers. Each

officer will serve for a term of one (1) year and until a successor has taken office. Officers shall assume office at the first Board meeting of each calendar year.

SECTION 3. Removal of Officers. Upon the affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and a successor may be elected.

SECTION 4. Vacancies. A vacancy in any office arising because of death, resignation, removal, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall be the chief executive officer of the Chapter and shall preside at all meetings of the Members and of the Board of Directors. The President shall have all the general powers and duties which are incident to the office of the president of a corporation organized under the Georgia Nonprofit Corporation Code, including, but not limited to, the power to appoint committees from among the Members from time to time as he or she may in his or her discretion decide is appropriate to assist in the conduct of the affairs of the Chapter.

SECTION 6. President-Elect. The President-elect shall perform the duties of the President in the President's absence or in the event of the President's resignation, removal, inability, or refusal to act. The President-elect when so acting, shall have all the powers and responsibilities of the President. The President-elect shall also perform such other duties as may be assigned by the President of the Board of Directors.

SECTION 7. Vice President. The Vice President shall act in the President-Elect's absence and shall have all powers, duties, and responsibilities provided for the President-Elect when so acting.

SECTION 8. Secretary. The Secretary shall keep the minutes of all meetings of the Members and of the Board of Directors and shall have charge of such books and papers as the Board of Directors may direct, and shall, in general, perform all duties incident to the office of the secretary of a corporation organized under the Georgia Nonprofit Corporation Code.

SECTION 9. Treasurer. The Treasurer shall have the responsibility for the Chapter's funds and securities and shall be responsible for keeping full and accurate financial records and books of account showing all receipts and disbursements, for preparing all required financial statements and tax returns, and for the deposit of all monies and other valuable effects in the name of the Chapter in such depositories as may from time to time be designated by the Board of Directors. The Treasurer shall be responsible for the preparation of an annual budget. The Treasurer may delegate all or a part of the preparation and notification duties associated with the above responsibilities to an Executive Director or certified public accountant ("CPA").

SECTION 10. Other Officers. Other offices may be created by the Board, and the Board members which hold such offices shall have such titles and duties as are defined by the Board.

SECTION 11. Chapter Staff. The Board of Directors may appoint an Executive Director and other staff to manage the operations of the Chapter within the authority delegated by the Board of Directors.

ARTICLE VIII COMMITTEES

SECTION 1. Nominating Committee. Each year the Board of Directors, shall designate a nominating committee that shall consist of the immediate past president of the Chapter, the President-elect, and at least three (3) other members of the Chapter who are not elected officers of the Chapter and who are not running for election. At least one (1) member of the nominating committee shall be a Homeowner member, and no more than two (2) members of the nominating committee may be from the same area of specialization, as areas of specialization may be defined from time to time by the Board of Trustees. Unless otherwise directed by the Board of Directors, the immediate past president of the Chapter shall serve as chairman of the nominating committee.

SECTION 2. Other Committees. Unless otherwise provided in these Bylaws, the Board of Directors shall appoint such other standing or special committees, subcommittees, or boards as may be required by these Bylaws or as may be deemed necessary or appropriate by the Board of Directors. The chairperson of each committee and the Board liaison for each committee are appointed by the current President Elect and then confirmed by the Board of Directors. Board of Directors members can function only as committee liaisons and cannot serve as committee members. Standing committees shall include, but not be limited to the following: program committee, magazine committee, education committee, public relations committee, membership committee, green committee, fundraising committee, golf committee, and tennis committee.

SECTION 3. Reimbursement of Expenses. Members of any committee may be reimbursed for reasonable out-of-pocket expenses incurred by them in performing their duties as members of the committee, as budgeted and authorized by the Board of Directors.

ARTICLE IX LIMITATIONS OF LIABILITY; INDEMNIFICATION

SECTION 1. Limitations of Liability. Nothing herein shall constitute Members of the Chapter as partners for any purpose. No Member, officer, director, agent, representative, or employee of the Chapter shall be liable for any act or failure to act on the part of any other Member, officer, director, agent, representative, or employee of the Chapter, nor shall any Member, officer, director, agent, representative, or employee of the Chapter be liable for any act or failure to act under these Bylaws, except acts or failures to act arising out of such person's willful misfeasance.

SECTION 2. Indemnification. The Chapter shall indemnify and hold harmless, to the fullest extent now or hereafter permitted by law, each current and former director, officer, employee, agent, and representative of the Chapter who was or is made a party to or a witness in

or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director, officer, employee, agent, or representative of the Chapter, whether the basis of such proceeding is alleged action or failure to take action in an official capacity, against any and all expenses (including attorneys' fees and disbursements), liabilities (including judgments, fines, excise taxes, and penalties), amounts paid in settlement, and amounts expended in seeking indemnification granted to such person under applicable law or these Bylaws, actually and reasonably incurred by such person in connection with such proceedings. The officers, directors, agent, employees, or responsibilities of the Chapter shall never be liable for any mistake of judgment, negligent, or otherwise, or for injury or damages caused by such person in the performance of his or her duties, except for his or her own willful misfeasance or malfeasance. The Chapter shall pay expenses (including attorneys' fees and disbursements) incurred by a current or former director, officer, employee, agent, or representative of the Chapter in connection with the investigation, defense, settlement, or appeal of any proceeding that such person was or is made a party to or a witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, by reason of the fact that such person is or was a director, officer, employee, agent, or representative of the Chapter. The rights of indemnification and advancement of expenses provided herein shall not be deemed exclusive of any other rights that any person seeking indemnification or advancement of expenses may have or hereafter be entitled to claim or exercise.

ARTICLE X MISCELLANEOUS

SECTION 1. Fiscal Year. The fiscal year of the Chapter shall be determined by the Board of Directors.

SECTION 2. Contracts, Checks, Drafts, Etc. Except as otherwise provided in these Bylaws, all contracts and all checks, drafts, notes, acceptances, endorsements, and other evidence of indebtedness may be signed on behalf of the Chapter only by the President, the Executive Director, or such other officers and agents of the Chapter as the Board of Directors may authorize. Each check, draft, note, acceptance, endorsement, or other evidence of indebtedness over Three Thousand Dollars and No/100 (\$3,000.00) must be pre-approved in writing by the President or one (1) other member of the Board of Directors.

SECTION 3. Loans. No loans shall be made or obtained on behalf of the Chapter, and no negotiable instruments other than checks shall be issued in its name, unless and except as authorized by the Board of Directors.

SECTION 4. Deposits. Unless otherwise directed by the Board of Directors, all funds of the Chapter shall be deposited in such depositories the President may select, or as may be selected by another officer or agent authorized by the Board of Directors.

SECTION 5. Surety Bond. The President, Treasurer, Executive Director, and such other officers and agents of the Chapter as may be determined from time to time by the Board of

Directors, shall give and file with the Secretary surety bonds for the faithful performance of their duties in such sums as may be fixed from time to time by the Board of Directors. The cost of such bonds shall be paid by the Chapter.

SECTION 6. Procedures. All meetings of the Members, the Board of Directors, and any committee shall be governed by the rules set forth in the latest edition of Robert's Rules of Order, Newly Revised, as long as such rules are not in conflict with these Bylaws or with rules and procedures established by the Board.

SECTION 7. Seal. The Chapter shall have a seal of such design as the Board of Directors may adopt, and it may be used by the Secretary in accordance with the rules and procedures as may be adopted by the Board of Directors.

SECTION 8. Dissolution. Upon dissolution of the Chapter, any funds remaining shall be distributed as provided in the Articles of Incorporation.

SECTION 9. Loss of Charter. This Chapter may be decertified by a vote of the Board of Trustees, as provided in the policies and procedures of CAI. In such event, the Chapter agrees to be bound by the CAI policies.

SECTION 10. Waiver of Notice. Whenever any notice is required to be given under applicable law, the Articles of Incorporation, or these Bylaws, a waiver of such notice in writing signed by the person entitled to such notice, whether such waiver is signed before or after the time for notice has expired, shall be deemed the equivalent of the giving of such notice.

SECTION 11. Transitional Procedures. Any and all actions taken pursuant to the Bylaws of the Chapter as in effect prior to the date of adoption hereof shall remain in full force and effect unless and until expressly changed or revoked pursuant hereto. The Board of Directors shall adopt such provisions for effecting a transition to the requirements of these Bylaws (including, without limitation, provisions for converting the composition of the Board of Directors of the Chapter) as it deems necessary and proper.

AMENDMENTS

These Bylaws may be amended, repealed, or altered, in whole or in part, by the affirmative vote of two-thirds (2/3) of the members of the entire Board of Directors at a duly called meeting of the Board at which a quorum is present; provided, however, that the notice of such meeting must be in writing, must describe, generally, the scope and nature of the amendment, revision or alteration to the Bylaws, and must state that a purpose of the meeting is to vote on such proposed amendment; revision or alteration to the Bylaws.

IN WITNESS WHEREOF, at least two-thirds (2/3) of the members of the Board of Directors have consented to these Amended and Restated Bylaws.

COMMUNITY ASSOCIATIONS INSTITUTE OF
GEORGIA, INC.

By: Teddy Russell 6-17-09
President

Attest: Sandra J. Doga 6-17-09
Secretary