

**BYLAWS
OF
GEORGIA INDUSTRY ENVIRONMENTAL COALITION, INC.**

ARTICLE I
NAME

The name of the corporation shall be Georgia Industry Environmental Coalition, Inc. (the "Corporation").

ARTICLE II
PURPOSES

The Corporation has been organized as a nonprofit business league, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), as more fully provided in the Articles of Incorporation of the Corporation. The specific purposes of the Corporation include, but are not limited to identifying and collectively addressing specific Georgia environmental issues of interest to the membership, and to engage in such other activities as are within the scope of Section 501(c)(6) of the Code, or the corresponding provisions of any future United States Revenue Law.

ARTICLE III
OFFICES

3.1 Principal Office. The Corporation may have offices at such place or places (within or without the State of Georgia) as the Board of Directors may from time to time appoint or the business of the Corporation may require or make desirable.

3.2 Registered Office. The Corporation shall have and shall continuously maintain in the State of Georgia a registered office and a registered agent at such registered office, as required by the Georgia Nonprofit Corporation Code. The registered office may be, but need not be, identical with the principal office, and the address of the office may be changed from time to time by the Board of Directors.

ARTICLE IV
MEMBERSHIP

4.1 Eligibility. The Corporation shall have members. Any organization, with the exception of those included under Standard Industrial Classification codes 8111 and 8999, with environmental compliance and/or remediation responsibility for a site or facility located within the state of Georgia is eligible for membership.

4.2 Application. Any business corporation deserving to become a member of this Corporation, and who is otherwise eligible, may acquire a membership herein by submitting to the Board of Directors a completed membership application form. A member of the Board of Directors shall verify that the applicant meets the criteria for membership. Upon acceptance, the business corporation shall send to the Corporation payment of annual dues as determined, from time to time, by the Board pursuant to Section XI of these bylaws. Upon payment of dues, a Member shall have all the rights and obligations of membership.

4.3 Place of Meetings. Meetings of the Members shall be held at any place as the Board of Directors may, from time to time, elect.

4.4 Annual Meeting. An annual meeting of the Members shall be held each fiscal year of the Corporation for the consideration of general business matters.

4.5 Special Meetings. Special meetings of the Members may be called at any time by (a) the President, (b) a majority of the Board of Directors, or (c) Members representing one-third (1/3) or more of the total votes of all Members of the Corporation.

4.6 Notice of Meeting. Written notice stating the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than three (3) nor more than thirty (30) days before the date of the meeting, either by hand, e-mail, or by first-class mail, to each Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail with first-class postage thereon, prepaid and addressed to the Member at his or its address.

4.7 Waiver of Notice. Notice of a meeting need not to be given to a Member who signs a waiver of notice, in person or by proxy, either before or after the meeting; and a Member's waiver shall be deemed the equivalent of giving proper notice. Attendance of a Member at a meeting, either in person or by proxy, shall itself constitute a waiver of notice and a waiver of any and all objections to the time or place of the meeting or the manner in which it has been called or convened, unless a Member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the transaction of business. Unless otherwise specified herein, neither the business transacted nor the purpose of the meeting need be specified in the waiver.

4.8 Quorum. The presence of twenty five percent (25%) of the members, in person or by proxy, shall constitute a quorum at any meeting of the Members. Except as otherwise specifically stated in these Bylaws to the contrary, if a quorum is present, the vote of three quarters (3/4) of the Members represented at the meeting and entitled to vote on the subject matter shall be the act of the Members. When a quorum is once present to organize a meeting, the Members present may continue to do business at the meeting until adjournment even though enough Members withdraw to leave less than a quorum.

4.9 Adjournment. Any meeting of the Members may be adjourned by the affirmative vote of a majority of the Members represented at a meeting and entitled to vote, whether or not quorum is present. Notice of the adjourned meeting or of the business to be transacted at such meeting shall not be necessary, provided the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At an adjourned meeting at which a quorum is present or represented, any business may be transacted which could have been transacted at the meeting originally called.

4.10 Voting Rights. Each Member of the Corporation shall be entitled to one (1) vote at each meeting of the Members.

4.11 Voting. All businesses of the Corporation, including voting for the members of the Board of Directors of the Corporation, shall be done by a vote of the membership except for those responsibilities and the authority granted by these Bylaws to the Board of Directors. The Members shall also vote for the Board of Directors of the Corporation.

4.12 Proxies. A Member entitled to vote may vote in person or by proxy executed in writing by the Member or by his attorney-in-fact. A proxy shall not be valid after three (3) months from the date of its execution unless a longer period is expressly stated in such proxy.

4.13 Consensus Voting. The Corporation practices group-consensus decision-making and strives for unanimous agreement as the most desirable decision rule. Consensus is the mutual feeling that all concerns have been heard and that all parties can “live with” the proposed course of action. Consensus does not necessarily mean that everybody fully supports all aspects of the decision. Support may mean that everybody fully supports all aspects of the decision. Support may mean endorsement or may mean abstention or a “stand aside” position. Support does mean, however, that there is no formal disagreement of a member so strong that the intent is to block a proposed position, or that a member company does not want to be included as a supporter.

4.14 Failure to reach Unanimous Agreement. In those instances where consensus-based, unanimous agreement cannot be reached, the voting process as described above will rule. However, (1) for matters internal to the Corporation, members with dissenting opinions should (jointly, if appropriate) draft and submit a statement identifying specific areas of agreement and disagreement to the Board of Directors for further consideration, and (2) for matters external to the Corporation (for example, correspondence addressed to regulatory agencies), members with dissenting opinions will have the option of expressing their dissenting position directly to the agency or an acknowledgement of their dissenting position will be included in the formal Corporation correspondence, as the Executive Director is directed to do by written or electronic communication from the voting member of the dissenting company.

4.15 Action by Consent of Members. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a written consent setting forth the action shall be signed by a majority of the Members entitled to vote with respect to the subject matter thereof. Any such consent shall be filed with the Secretary of the Corporation and shall have the same force and effect as a meeting vote of the Members.

4.16 Special Assessments of Members. Any assessment of the Members of any dues or monies, other than the periodic dues established by the Board of Directors pursuant to Section 1 of Article XI of these Bylaws for the normal operation of the affairs and business of the Corporation shall be approved by the unanimous affirmative vote of the Board of Directors. Payment of such assessments by the Members shall be on a voluntary basis.

4.17 Resignation. A Member of the Corporation may resign at any time by giving in writing, notice of resignation to the Secretary of the Corporation. Such resignation should take effect at the time it specifies or, if no time is specified at the time of receipt by the Secretary. No action by the Corporation shall be necessary to cause a resignation to be effective. Upon the Member's resignation, all the rights of the Member shall terminate, and such Member shall not be entitled to any remuneration or refund from the Corporation unless the Board of Directors, upon a unanimous vote, approves such a remuneration or refund.

4.18 Removal. A Member may be removed for just cause at any time upon the affirmative vote of two-thirds (2/3) of the members of the Board of Directors. Membership of any Member may be automatically terminated by the Board of Directors for failure of the Member to pay the annual membership dues within sixty (60) days after notification by the Treasurer of the Corporation to the Member that the Member is sixty (60) days delinquent in payment of annual

dues. Notwithstanding the above, the Board of Directors, is not required to remove any member who fails to pay the annual membership dues. Upon termination or loss of membership for any reason, all the rights of a Member shall terminate, and such Member shall not be entitled to any remuneration or refund from the Corporation.

ARTICLE V DIRECTORS

5.1 General Powers. Except as otherwise provided by the Articles of Incorporation, the property and business of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have authority to engage such employees, consultants, contractors, etc., as it may deem necessary and proper to carry out the purposes of the Corporation as set forth in the Articles of Incorporation; provided, however, that the Board of Directors and its designees shall abide by all fiduciary responsibilities under the laws of the State of Georgia. In addition to the powers and authority these Bylaws expressly confer upon it, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by law, by the Articles of Incorporation, or by these Bylaws.

5.2 Number and Term of Office.

(a) The initial Board of Directors shall be composed of those persons listed in the Articles of Incorporation of the Corporation. Thereafter, the Board of Directors shall consist of not less than four (4) but no more than eleven (11) Directors, the number and qualification of Directors to be set by the Board of Directors.

(b) The terms of Directors shall be one (1) year with each year ending on September 30 for such purposes, provided that Directors added to the Board of Directors as the result of an increase in the number of Directors shall have their initial terms staggered at the discretion of the Board. The Board of Directors shall be elected by the members of the Corporation during the fourth quarter of the Corporation's fiscal year or at any time to fill a vacancy as defined in Section 5.3. The Board of Directors will serve as the nominating committee for the following year's Board of Directors elections.

5.3 Vacancies. If any vacancy shall occur among the Directors by reason of death, resignation, incapacity to serve, increase in the number of Directors, or otherwise, the remaining Directors shall continue to act, and the Board of Directors shall fill the vacancy in the manner prescribed in Section 5.2 (b) of these Bylaws.

5.4 Compensation. Directors shall not be compensated for serving in the capacity of Director, but may be reimbursed for their out-of-pocket expenses incurred in carrying out the business and affairs of the Corporation. The immediately preceding sentence shall not be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor as approved by the Board of Directors.

5.5 Conflict of Interest. No Director shall participate in any decision involving any firm, organization, or institution with which such Director has any direct or indirect relationship.

5.6 Chair of the Board. The Board of Directors shall elect from among themselves a Chairman of the Board (the "Chairman"). The Chairman shall be the chief executive officer of the Corporation. To be eligible, the Chairperson must have served on the Board of Directors for at least one year. The Chairman shall preside at all meetings of the Board of Directors and

shall be an ex-officio member of all standing committees and shall preside at meetings of such committees unless the Board of Directors, in constituting such committees, shall designate or elect some other person to be the chair thereof. The Chairman shall also have such other duties as the Board of Directors shall designate. The Chairman shall be elected annually at the annual meeting of the Board of Directors.

5.7 Executive Director. The Board of Directors may employ an Executive Director who shall serve as a nonvoting member of the Board of Directors. The responsibilities of the Executive Director shall be determined from time to time by the Board of Directors.

ARTICLE VI MEETINGS OF THE BOARD OF DIRECTORS

6.1 Regular Meetings. An annual meeting of the Board of Directors shall be held at such time and place as may be designated by the Chair of the Board. Written notice of the time and place of such annual meeting shall be e-mailed or mailed to all members of the Board of Directors at least two (2) weeks in advance of such annual meeting.

6.2 Special Meetings and Notice. Special meetings of the Board of Directors may be held at any time upon call of the Chair of the Board, Vice Chair of the Board, President or the written request of at least three (3) members of the Board of Directors on not less than forty-eight (48) hours notice by mail, telegram, cablegram or personal delivery to each Director. Any such special meeting shall be held at such time and place as shall be stated in the notice of meeting.

6.3 Statement of Purpose of Special Meeting. A notice of a special meeting of the Board of Directors must state the general purposes thereof. Notice of any other meeting need not state the purpose thereof.

6.4 Waiver of Notice. Any member of the Board of Directors may waive the receipt of notice of a meeting by written waiver whether executed before or after the time stated for the meeting. Attendance by any member of the Board of Directors at a meeting shall constitute a waiver of notice of such meeting except when a Director attends a meeting and expressly objects to the transaction of any business because the meeting was not lawfully called.

6.5 Quorum and Vote Required for Action. At all meetings of the Board of Directors, the presence of a majority of the Directors then in office and entitled to vote shall constitute a quorum for the transaction of business. The unanimous act of the Directors present at any meeting at which there is a quorum shall be the official act of the Board of Directors, except as may be otherwise specifically provided by law, by the Articles of Incorporation or by these Bylaws. Once a quorum is established to organize a meeting, it shall not be broken by the subsequent withdrawal of any Director present. In the absence of a quorum, a majority of the Directors present at any meeting may adjourn the meeting from time to time until a quorum can be constituted. Notice of any adjourned meeting need only be given by announcement at the meeting at which the adjournment is taken. No proxy voting shall be allowed.

6.6 Action by Directors Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a unanimous written consent thereto is signed by the members of the Board of Directors or of such committee, as the case may be, and such written consent is filed

with the minutes of the proceedings of the Board of Directors or committee. Such consent shall have the same force and effect as a meeting vote of the Board of Directors or committee.

6.7 Participation in Meetings Other Than in Person. Directors may participate in a meeting of the Board of Directors by any means of communication, to include electronic mail. Participation in a meeting in such manner shall constitute presence in person at such meeting; provided, however, that any action approved at a meeting conducted via electronic mail shall also be approved by the unanimous written consent of the members of the Board of Directors.

ARTICLE VII COMMITTEES

7.1 Executive Committee

(a) Number and Term. The Board of Directors may, from time to time, designate an Executive Committee comprised of the Chair of the Board and no less than one (1) or more chairpersons to be elected by the Directors. Each member of the Executive Committee shall hold office until his successor member of the Executive Committee is elected, or until his death or resignation, or until he shall cease to be a Director.

(b) Authority. During the intervals between the meetings of the Board of Directors, the Executive Committee may exercise all the authority of the Board of Directors; provided, however, that the Executive Committee shall not have the power to amend or repeal any resolution of the Board of Directors that by its terms shall not be subject to amendment or repeal by the Executive Committee. In addition to its other powers and authority, the Executive Committee may act on behalf of the Board of Directors in any matters involving the sale, exchange or other disposition of any real property owned or held by the Corporation.

(c) Place of Meeting. The Executive Committee shall meet from time to time on call of the Chair of the Board or of any two (2) or more members of the Executive Committee. Meetings of the Executive Committee may be held at such place or places, within or without the State of Georgia, as the Executive Committee shall determine or as may be specified or fixed in the respective notices or waivers of such meetings. The Executive Committee may fix its own rules of procedure, including provision for notice of its meetings. It shall keep a record of its proceedings and shall report these proceedings to the Board of Directors at the meeting thereof held next after they have been taken, and all such proceedings shall be subject to revision or alteration by the Board of Directors except to the extent that action shall have been taken pursuant to or in reliance upon such proceedings prior to any such revision or alteration.

(d) Quorum. The lesser of three (3) or one-half of the members of the Executive Committee, but no fewer than one-third (1/3) of the members of the Executive Committee shall constitute a quorum for the transaction of business, and the Executive Committee shall act by majority vote of its members present at a duly constituted meeting.

(e) Responsibilities of the Board of Directors. Notwithstanding the foregoing, the designation of an Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any Director of any responsibility imposed upon it or him or her by law.

7.2 Other Committees. The Board of Directors, by resolution adopted by a majority of the entire Board, may designate one or more additional committees, each committee to

consist of one (1) or more of the Directors of the Corporation, which shall have such name or names and shall have and may exercise such powers of the Board of Directors in the management of the business and affairs of the Corporation, except the powers denied to the Executive Committee, as may be determined from time to time by the Board of Directors.

7.3 Removal. The Board of Directors shall have power at any time to remove any member of any committee, with or without cause, and to fill vacancies in and to dissolve any such committee.

ARTICLE VIII OFFICERS

8.1 Number and Term. The officers of the Corporation shall be elected by the Board of Directors annually at its regular annual meeting. The officers of the Corporation shall be a Chair of the Board, a Vice Chair of the Board, a President, a Secretary, and a Treasurer. There may be, in addition, such additional and/or assistant officers as may be appointed from time to time by resolution of the Board of Directors. Two or more offices may be held by the same person.

8.2 Chair of the Board. The Chair of the Board shall be the chief executive officer of the Corporation. The Chair of the Board shall preside at all meetings of the Board of Directors and shall be an ex-officio member of all standing committees and shall preside at meetings of such committees unless the Board of Directors, in constituting such committees, shall designate or elect some other person to be the chair thereof. The Chair of the Board shall also have such other duties as the Board of Directors shall designate.

8.3 Vice Chair of the Board. In the absence of the Chair of the Board, the Vice Chair of the Board shall serve as chief executive officer of the Corporation. The Vice Chair of the Board shall, in the absence of the Chair of the Board, preside at all meetings of the Board of Directors and discharge the duties of a presiding officer, and shall perform whatever other duties the Board of Directors may from time to time prescribe.

8.4 President. The President shall be the chief operating officer of the Corporation, shall execute such documents as may require the President's official signature, shall have the responsibility for the general supervision of the affairs of the Corporation and shall perform whatever other duties the Board of Directors may from time to time prescribe.

8.5 Secretary. The Secretary shall keep a fair record of the proceedings of the Board of Directors and of the Executive Committee and be the custodian of the books, records, papers and minutes of the meetings of the Board of Directors, the Members, and of the Executive Committee, if applicable, and also of such documents as may be committed to the Secretary. The Secretary shall see that all notices are duly given in accordance with law and these Bylaws, and that all reports, statements and other documents required by law are properly executed, kept and filed.

8.6 Treasurer. The Treasurer shall be the chief financial and accounting officer of the corporation and shall have the control and responsibility over all funds, securities and other property of the Corporation and shall deposit all funds belonging to the Corporation under the Treasurer's control and responsibility in such banks or trust companies as from time to time may be designated by the Board of Directors. Said funds may be withdrawn only in accordance with

resolutions which may be adopted from time to time by the Board of Directors. The Treasurer shall cause correct and adequate records to be kept of all financial affairs of the Corporation.

The Treasurer shall cause to be prepared and published on a timely basis an annual report of the financial position and of all income and disbursements of the Corporation, a copy of which report shall be given to each Director.

8.7 Term of Office; Other Duties. Each officer shall serve for a period of one year, or until his or her successor is duly elected and qualified. Each officer shall perform such other duties as from time to time may be delegated by the Board of Directors, the Executive Committee or the President.

8.8 Compensation. The President may receive such compensation for his or her services as an officer and employee of the Corporation in such amounts as may be authorized by the Board of Directors. All other officers and employees may receive such compensation for their services as officers and employees of the Corporation in such amounts, as may be determined by the President; provided, that compensation paid to such officers and employees is within the constraints, policies and budget approved by the Board of Directors.

ARTICLE IX VACANCIES

9.1 Removal of Director. Any Director of the Corporation may be removed at any time, with or without cause, by an affirmative unanimous vote of the full Board of Directors.

9.2 Removal of Officer. Any officer of the Corporation may be removed from his or her respective office at any time, with or without cause, by resolution duly adopted by a majority of all persons elected and then serving as Directors.

9.3 Resignation. Any Director or officer of the Corporation may at any time, resign such position by giving, in writing, notice of resignation to the Secretary of the Corporation. Such resignation shall take effect at the time it specifies or, if no time is specified, at the time of receipt by the Secretary. No action by the Board of Directors shall be necessary to cause a resignation to be effective.

9.4 Election of Replacement. In the case of the death, resignation, removal or permanent disability of any officer, a new officer shall be elected by the Board of Directors by the same vote required by these Bylaws to elect an individual to such position, for such term as the Board of Directors may specify (but in no event longer than the remaining term of the position being succeeded), at any meeting following such death, resignation, removal or permanent disability.

ARTICLE X
EXPENDITURES AND LOANS

10.1 Loans. To the extent permitted by law, and in accordance with the resolutions adopted from time to time by the Board of Directors, the Corporation may effect loans and advances at any time from any bank, trust company, or other financial institution, or from any firm, corporation or individual, and for such loans or advances that may be made, execute and deliver promissory notes, or other obligations of the Corporation, and may pledge, hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances.

10.2 Expenditures. In addition to such items already approved in the Corporation's annual budget, the Director(s), officer(s), or employee(s) of the Corporation may be authorized to expend funds of the Corporation in excess of the annual budget in accordance with resolutions adopted from time to time by the Board of Directors.

ARTICLE XI
DUES

11.1 Periodic Dues. The Board of Directors shall from time to time establish the amount of the periodic dues necessary to conduct the normal affairs of the Corporation, and assess and collect from each Member his or her pro rata share of such amount. Notwithstanding the foregoing, the periodic dues may not be increased in any year by more than ten percent (10%) of the previous years assessment without the assent of at least two-thirds (2/3) of the Members at a meeting called for that purpose.

11.2 Non-Payment of Assessments. An assessment levied against a Member pursuant to these Bylaws which is not paid within sixty (60) days after it is due shall bear interest at the maximum legal rate of interest, or such lower rate as may be established by the Board of Directors.

ARTICLE XII
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

12.1 This Article is intended to provide the broadest indemnification to the Corporation's Directors, officers, employees and agents authorized and permitted by the Georgia Nonprofit Corporation Code.

12.2 Right of Indemnification and Standards of Conduct. Every person (and the heirs and legal representatives of such person) who is or was a Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise of which he or she served as such at the request of the Corporation, may in accordance with Section 3 of this Article XII be indemnified for any expenses and other liabilities that may be incurred by him or her in connection with or resulting from any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (provided, however, that indemnification hereunder shall be limited to expenses arising under actions, suits or proceedings brought by or in the right of the Corporation), or in connection with any appeal relating thereto, in which he or she may become involved, as a party or prospective party or otherwise, by reason of his or her being or having been a Director, officer, employee or agent of the Corporation or such other corporation, partnership, joint venture, trust or other enterprise, or by reason of any action taken or not taken in such capacity or as a member of any

committee appointed by the Board of Directors of the Corporation to act for, in the interest of, or on behalf of the Corporation, whether or not he or she continues to be such at the time such expenses or other liabilities shall have been incurred; provided, however, such person acted in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, in the case of any action, suit or proceeding brought by or in the right of the Corporation, in good faith and, in addition, with respect to any criminal action or proceeding, such person did not have reasonable cause to believe that his or her conduct was unlawful. As used in this Article, the terms “expenses” and “other liabilities” shall be limited to those expenses or other liabilities actually and reasonably incurred, including, but not limited to attorneys’ fees and disbursement expenses and amounts of judgments, fines or penalties, and amounts paid in compromise or settlement by a Director, officer, employee or agent. The termination of any claim, action, suit or proceeding, by judgment, order, compromise, settlement (with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a Director, officer, employee or agent did not meet the standards of conduct set forth in this Section.

12.3 Determination of Right of Indemnification. Every person (and the heirs and legal representatives of such person) referred to in Section 2 of this Article XII who has been wholly successful, on the merits or otherwise, with respect to the defense of any claim, action, suit or proceeding of the character described in Section 2 hereof shall be entitled to indemnification as of right without any further action or approval by the Board of Directors. Except as provided in the immediately preceding sentence, any indemnification under Section 2 above shall be made at the discretion of the Corporation, but only if (a) the Board of Directors, acting by majority vote of a quorum consisting of Directors who were not parties to such claim, action, suit or proceeding, present or voting, shall find that the Director, officer, employee or agent has met the standard of conduct set forth in Section 2 hereof, or (b) if no such quorum of the Board exists, or if a quorum of disinterested Directors so directs, independent legal counsel selected by such disinterested Directors or, if they so direct, by any Judge of the United States District Court for the Northern District of Georgia, Kennesaw Division, at the request of either the Corporation or the person seeking indemnification, shall deliver to the Corporation their written opinion that such Director, officer, employee or agent has met such standards.

Notwithstanding the foregoing, no Director, officer, employee or agent who was or is a party to any action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director, officer, employee or agent of this or such other corporation, partnership, joint venture, trust or other enterprise shall be indemnified in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and except to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the Court shall deem proper.

12.4 Advance of Expenses. Expenses incurred with respect to the defense of any claim, action, suit or proceeding of the character described in Section 2 of this Article XII may be advanced by the Corporation prior to the final disposition thereof upon receipt of (a) a written affirmation of the recipient’s good faith belief that he or she has met the standard of conduct described in Section 2 of this Article XII and (b) a written undertaking by or on behalf of the recipient to repay such amount if it shall ultimately be determined that he or she is not entitled to indemnification under this Article.

12.5 Rights of Indemnification Cumulative. The rights of indemnification and advancement of expenses provided by or granted pursuant to this Article XII shall be in addition to any rights to which any such Director, officer, employee or agent may otherwise be entitled under any Bylaw, resolution or agreement otherwise permitted by applicable law, specifically or in general terms approved by either (a) the Board of Directors, acting by majority vote a quorum, present or voting, consisting of Directors not parties to the claim, action, suit or proceeding to which such indemnification or advancement of expenses relates and shall be in addition to the power of the Corporation to purchase and maintain insurance on behalf of any such Director, officer, employee or agent against any liability asserted against him or her and incurred by him or her in such capacity, or arising out of his or her status as such, regardless of whether the Corporation would have the power to indemnify him or her against such liability under this Article or otherwise.

ARTICLE XIII AMENDMENTS

The Bylaws may be amended, altered or repealed, in whole or in part by the affirmative vote of all of the then members of the Board of Directors at any annual meeting of the Board of Directors or at any special meeting of the Board of Directors called for such purpose and by the affirmative vote of the majority of the Members of the Corporation.

ARTICLE XIV FISCAL YEAR

The fiscal year of the Corporation shall commence on October 1 and end on September 30 of each year.

ARTICLE XV DISSOLUTION

In case of the Corporation shall be dissolved, all assets, funds and proceeds of the Corporation, after the payment of all debts, obligations, charges and accounts of the Corporation, shall be distributed for religious, educational, charitable or public purposes, all as more fully provided for in the Articles of Incorporation. Assets held by the Corporation upon condition requiring return, transfer, or conveyance to a particular person or entity upon the Corporation's dissolution shall be returned, transferred, or conveyed in accordance with such requirements.

ARTICLE XVI MISCELLANEOUS

16.1 Acceptance of Consideration. The Director(s) or any officer(s) or agent(s) of the Corporation to whom such authority may be delegated by the Board of Directors, may accept on behalf of the Corporation any contribution, gift, grant, donation or bequest for general purposes or for any special or restricted purposes not inconsistent with the purposes within the exempt purposes of the Corporation.

16.2 Books and Records. The Corporation shall keep correct and complete books and records of its accounts, minutes of meetings of the Board of Directors and its committees, and all valuable papers and documents of the Corporation at its principal office. Books and records of the Corporation may be inspected by any Director for any proper purpose at any

reasonable time in the office where maintained; provided, however, the Board of Directors shall determine which books and records, if any, shall not be open for inspection by the Directors.

Georgia Industry Environmental Coalition, Inc.

Deborah A. Phillips, Secretary