

BYLAWS
OF
GEORGIA SENIOR LIVING ASSOCIATION, INC.
(d/b/a "GSLA")
a Georgia Nonprofit Corporation

ARTICLE 1.
NAME, PURPOSE, AFFILIATION AND LOCATION

Section 1.1 Name. The name of the corporation is the Georgia Senior Living Association, Inc., hereinafter referred to as "GSLA". GSLA is incorporated and formerly conducted business as the GA/Assisted Living Federation of America, Inc. (Georgia-ALFA).

Section 1.2 Purpose. GSLA promotes and represents the common business interests of and improves business conditions among, members of the senior living and long-term care industries in the State of Georgia.

Section 1.3. Affiliation. GSLA is an official affiliate of Argentum, a national membership organization representing the senior living field.

Section 1.4 Location. The principal office of GSLA is located in the State of Georgia or elsewhere as determined by the Board of Directors (the "Board").

ARTICLE 2.
MEMBERSHIP

Section 2.1 General. GSLA shall not have members as that term is used in any State law. Membership does not convey ownership or liability for the debts of the corporation. Notwithstanding the foregoing, those entities eligible to receive and enjoy the benefits and services offered by GSLA may be, and often are, referred to as "Members", including without limitation in these Bylaws. For the avoidance of doubt, such entities, regardless of how described, are not intended to be members as defined in the Georgia Nonprofit Corporation Code ("GNCC"), and specifically shall have no voting rights, including no right to vote for Directors (as defined below). GSLA may have such categories of nonvoting members (referred to as "Members" herein) as established by the Board, including but not limited to the following:

- (a) **Provider.** A person or legal entity that is an owner, operator, manager or developer of an assisted living community, senior housing facility or similar type of facility, whether doing business as a corporation, limited liability company, partnership or sole proprietorship.
- (b) **Industry Partner.** A person or legal entity that provides goods or services to the senior housing industry, or has an interest/involvement in the industry but does not own, operate or manage a senior housing facility.

- (c) Supporting Partner. Any person or legal entity that is not associated with any company that develops, owns, operates or manages senior housing facilities.

Section 2.2 Designation of Representative. A Member that is a legal entity other than a person (i.e., a corporation, limited liability company, partnership or other organization) shall designate a person to serve as a representative. Such Member may change this representative at its discretion upon filing written notice of such change with the President/CEO. A representative of such Member who changes his or her employer may not transfer affiliation.

Section 2.3 Member Rights and Obligations. Members shall pay dues and such other fees or assessments as determined by the Board. Members may participate in standing or special committees of the membership, as appointed or selected according to the policies of GSLA.

Section 2.4 Term of Membership. Membership in GSLA commences on the day the Member indicates the intention to join and appropriate dues are paid in full. Dues are assessed annually in accordance with a schedule established by the Board, and Members must pay dues by the published deadline to maintain membership.

Section 2.5 Resignation of Membership. A Member may resign with written notification to the President/CEO or Chair. All rights, privileges, and interest of a Member in or to GSLA cease upon resignation. Resignation does not relieve a Member from liability for dues accrued and unpaid at the time of resignation, and GSLA will not refund any dues or other payments to Members who resign.

Section 2.6 Suspension and Termination. Failure to pay dues or to meet or continue to meet the criteria for membership is adequate reason for termination and does require advance notice to the Member or a vote by the Board. A Member proposed for termination for any other reason shall be given written notice, including the reason for proposed termination, opportunity to object to the proposed termination before the Board in writing or in person at the discretion of the Board, and final written notice of the Board's determination on termination. The Board, by two-thirds vote of those present, may suspend or terminate the membership of any Member whose continued participation it deems likely to jeopardize the reputation or programs of GSLA. Such action by the Board is final and cancels all rights, interests or privileges of such Member in the services or resources of GSLA.

Section 2.7 Reinstatement. Reinstatement of any membership previously terminated requires the filing of a new application of membership.

ARTICLE 3. **BOARD OF DIRECTORS**

Section 3.1 Number and Composition. The Board consists of not less than seven (7) nor more than twenty-one (21) voting Directors, which includes the Officers. The Board consists of two (2) Industry Partner Members, one (1) Supporting Partner Member, and not fewer than four (4) Provider Members. The President/CEO is an *ex officio*, non-voting member of the Board. The aforementioned composition is subject to temporary displacements due to the resignation, removal or death of a member of the Board.

Section 3.2 Authority & Responsibility. The powers of GSLA are exercised, its policies established, and its property managed under the direction of the Board, except as otherwise provided by applicable state

law, the Articles of Incorporation or these Bylaws. Each Director shall perform his or her duties as a Director, and as a member of any committee of the Board on which the Director serves, in good faith, in a manner that the Director believes to be in the best interests of GSLA, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 3.3 Nomination and Election of Directors. Any member of the Board of Directors, or a committee designated for this purpose by the Board, may nominate individuals to serve on the Board, and the Board then elects individuals to serve.

Section 3.4 Term of Office. The term of office of each Director is two (2) years. Directors may be re-elected by the Board to serve multiple consecutive terms.

Section 3.5 Meetings. The Board of Directors meets at least annually. A majority of Directors currently in office constitutes a quorum. Meetings may be held by teleconference or other electronic means if each director can hear the others. Notice of the time and place and an agenda for each such meeting is communicated to each Director by email, in person or by written notice personally delivered no fewer than five (5) business days before the meeting.

Section 3.6. Voting. All voting Directors, present and constituting a quorum, have the right to vote on matters. Majority decision prevails unless otherwise required by these Bylaws or by law. Proxy voting is not permitted.

Section 3.7. Actions Taken Without a Meeting. Any action that may be taken at any meeting may be taken without a meeting if GSLA delivers a ballot in writing or by electronic transmission to every Director entitled to vote on the matter. Approval by ballot in writing or by electronic transmission is valid 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. All solicitations for votes by ballot in writing or by electronic transmission shall (i) indicate the number of responses needed to meet the quorum requirements; (ii) State the percentage of approvals necessary to approve each matter other than election of directors; and (iii) specify the time by which a ballot must be received by in order to be counted. Once submitted, a ballot in writing or by electronic transmission may not be revoked.

Section 3.8 Resignation and Removal. Any Director may resign at any time by giving written notice to the Chair or President/CEO. A resignation takes effect at the time specified therein, and, unless otherwise specified therein, becomes effective upon delivery. Any Director may be removed, with or without cause, at any time by the affirmative vote of two-thirds of all the Directors then in office whenever the Board determines, in its judgment, the best interests of GSLA would be served thereby.

Section 3.9 Parliamentary Authority. The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* govern the conduct of the Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Board may adopt.

ARTICLE 4.
OFFICERS

Section 4.1 Officers. The elected officers of GSLA are a Chair, a Vice Chair, a Treasurer, and a Secretary (collectively, "Elected Officers") and other such officers or assistant officers as the Board may from time to time deem necessary. The Immediate Past Chair and the President/CEO also serve *ex officio* as officers of GSLA.

Section 4.2 Election of Officers. The Elected Officers are elected at the annual meeting of the Board by the Board. Each shall hold office for three (3) years or until a successor is elected. Officers may be re-elected for successive one-year terms without limit.

Section 4.3 Role of Officers. The duties of Officers are as follows:

- (a) Chair. The Chair is the chief elected officer of the Board and calls and presides at all meetings. The Chair provides leadership to the Board and its committees, serves as liaison between the President/CEO and the Board, works closely with the President/CEO in carrying out approved programs and policies and maintains communication to ensure proper evaluation of performance. The Chair may be an *ex officio* member with full voting privileges on all committees of the Board. The Chair shall have such other authorities and duties as may be delegated from time to time by the Board.
- (b) Vice Chair. The Vice Chair, in the absence of the Chair, performs the duties of the Chair and while so acting, the Vice Chair has all powers and authorities of, and is subject to the restriction upon, the Chair. The Vice Chair shall have such other authorities and duties as are delegated by the Chair or as may be delegated from time to time by the Board. The Vice Chair automatically assumes the office of Chair once the Chair's term expires.
- (c) Treasurer. The Treasurer monitors the accurate accounting and reporting of all monies received and expended by GSLA; ensures an annual budget is developed and presented to the Board of Directors; serves as a signatory on GSLA financial accounts; and shall have such other powers and perform such other duties as may be prescribed by the Board.
- (d) Secretary. The Secretary keeps or ensures the following are kept at GSLA's principal office: a book of minutes of all meetings, proceedings and actions of the Board; and a record of all Directors' and Members' names, addresses, telephone numbers and email addresses. Except as otherwise provided in these Bylaws, the Secretary ensures all notices required by these Bylaws are properly issued. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board.
- (e) Immediate Past Chair. The Immediate Past Chair fulfills the duties of the Chair in the absence of both the Chair and the Chair Elect and shall perform other such duties as may be prescribed by the Board.

- (f) President/CEO. The President/CEO is selected by and employed by the Board to serve at its pleasure as the chief executive officer. Subject to the overall authority of the Board, the President/CEO manages and has overall supervision, administration and direction over the operations of GSLA, its facilities, and employees, including the hiring and firing of association staff. The President/CEO may create and fill new staff positions upon the authorization of the Executive Committee. The President/CEO shall have such other authorities and duties as are delegated from time to time by the Executive Committee or the Board. The President/CEO serves as an *ex officio* member of the Board without vote.

Section 4.4 Resignation and Removal. Any elected Officer may resign his or her office at any time by giving written notice to the Chair, the President/CEO or the Secretary. A resignation takes effect at the time specified therein, and, unless otherwise specified therein, becomes effective upon delivery. Any elected Officer may be removed from office by the Board, with or without cause, at any time by the affirmative vote of the majority of all of the Directors. Any such removal shall be without prejudice to the contract rights, if any, of such Officer.

Section 4.5 Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the Board in such a manner as it determines to be appropriate under the circumstances.

ARTICLE 5. **COMMITTEES**

Section 5.1 Executive Committee. The Executive Committee is composed of the Officers of the Board, including the President/CEO who serves in an *ex officio*, non-voting capacity. The Executive Committee has the power to transact all of the business of GSLA during the interim between meetings of the Board and has the authority of the Board in the management of GSLA subject to any restrictions established by the Board. The Executive Committee has the authority to enter into contractual agreements with regard to the hiring of executive personnel. The designation of the Executive Committee and the delegation thereto of such authority does not relieve the Board, or any individual Director, of any responsibility imposed by law. The Executive Committee is subject to the control and direction of the Board and must report to the Board any action taken within ten (10) business days of the date action is taken.

Section 5.2 Other Committees. The Board may establish other committees, task forces or working groups. Committees made up exclusively of Directors are committees of the Board and may be delegated Board authority except that no committee other than the Executive Committee shall have the authority to contractually bind GSLA. All other committees, task forces and working groups are advisory to the Board. All meetings and actions of committees of the Board are governed by the provisions of these Bylaws governing meetings and actions of the Board. Minutes of each committee meeting are kept and filed with the corporate records.

ARTICLE 6. **FINANCES AND LIABILITY**

Section 6.1 Fiscal Year. The fiscal year of GSLA is the calendar year.

Section 6.2. Compensation. No Director or Officer, other than the President/CEO, receives any salary or other compensation for his or her services as a Director or Officer, but may be reimbursed for bona fide expenses incurred arising out of services rendered.

Section 6.3 Indemnification. GSLA shall indemnify any Director, Officer, employee or other agent of GSLA from liability arising out of such person's status or office, to the fullest extent authorized under the law. GSLA shall carry Directors and Officers liability insurance on all such individuals.

Section 6.4 Insurance. GSLA may purchase and maintain such insurance on behalf of any person who is or at any time has been a Director, Officer, volunteer, employee or other agent of or in a similar capacity with GSLA, or who is or at any time has been, at the direction or request of GSLA, a Director, Officer, volunteer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan against any liability asserted against and incurred by such person. GSLA shall

ARTICLE 7. AMENDMENT

Section 7.1 Amendment of Articles and Bylaws. The Board of Directors may amend the Articles of Incorporation or these Bylaws by a two-thirds vote. Any proposed amendment to the Articles or these Bylaws that violates any applicable law is prohibited, and any such amendment, if effectuated, shall be void.

ARTICLE 8. MAINTENANCE OF TAX-EXEMPT STATUS

Section 9.1 Tax-Exempt Status. The affairs of GSLA at all times shall be conducted in such a manner as to assure GSLA's status as an organization qualifying for exemption from taxation pursuant to Section 501(c)(6) of the Internal Revenue Code. Without limiting the generality of the foregoing, GSLA shall and does hereby adopt, and all Directors, Officers, and committee members shall be subject to, the Conflict of Interest Policy attached hereto as Exhibit A and incorporated herein by reference.

ARTICLE 9. DISSOLUTION

Section 8.1 Dissolution. Upon the dissolution of GSLA, the Board shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation, or such organization or organizations organized and operated exclusively for the purposes as established under Section 501(c)(6) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Law, as the Board shall determine.