

SECTION 4-01 EXECUTIVE COMMITTEE

The Board of Directors may, by resolution adopted by a majority of the entire Board, designate an Executive Committee of three (3) or more Directors. Each member of the Executive Committee shall hold office until the first meeting of the Board of Directors after the annual meeting of the members following his election or until his successor member of the Executive Committee is elected, or until his death, resignation, or removal, or until he shall cease to be a Director.

SECTION 4-02 EXECUTIVE COMMITTEE – POWERS

During the intervals between the meetings of the Board of Directors, the Executive Committee (if so established) may exercise all powers of the Board of Directors in the management of the business affairs of the corporation, including all powers specifically granted to the Board of Directors by these Bylaws or by the Articles of Incorporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; 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, and the Executive Committee shall not have the authority of the Board of Directors in reference to:

- (a) amending the Articles of Incorporation;
- (b) adopting a plan of merger or consolidation;
- (c) the sale, lease, exchange or other disposition of all or substantially all the property and assets of the corporation;
- (d) removal of any or all of the officers of the corporation; and
- (e) a voluntary dissolution of the corporation or a revocation of any such voluntary dissolution.

SECTION 4-03 EXECUTIVE COMMITTEE – MEETINGS

The Executive Committee (if so established) shall meet from time to time on call of the Chairman of the Board, the President or of any two 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 of such meetings. The Executive Committee may fix its own rules of procedure, including provision for notice of its meetings, shall keep a record of its proceedings, and shall report these proceedings to the Board of Directors at the meeting thereof next after such meeting of the Executive Committee. 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. The Executive Committee shall act by majority vote of its members.

SECTION 4-04 COMMITTEES

The Board of Directors may establish such committees and action teams as it deems appropriate.

SECTION 4-05 DELEGATIONS

Delegations shall be appointed by the President, subject to approval of the Board of Directors, to represent the Association at any convention, meeting, or assembly. Said delegation shall exercise only those powers specifically vested in them by the Board of Directors.