

24TH STREET, INC.
CONSTITUTION AND BYLAWS

Section I – Purpose

1.1 Name. The name of this corporation shall be 24TH STREET, INC. (hereafter "Corporation").

1.2 Purposes. Corporation is a Georgia nonprofit corporation organized for the purpose of assisting in the recovery from alcoholism. The activities of Corporation will be in accordance with the Steps and Traditions of Alcoholics Anonymous here after ("AA"). Corporation will lease or purchase facilities for AA-related meetings. Facilities may also be provided for special events, dining and conferences. However, Corporation is not to be construed as an agent for, or an entity of, AA.

1.3 Registered Agent and Office. Corporation shall maintain a registered office in the State of Georgia, and shall have a registered agent whose address is the same as the address of the registered office.

1.4 Nonprofit Corporation. The Corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

1.5 Governing Instruments. The Corporation shall be governed by its articles of incorporation and its bylaws.

Section II - Membership

2.1 Eligibility for Membership. Membership is not open to the general public, and is limited to those qualifying by membership requirements as set forth below.

Requirements for Membership in Corporation are:

- (1) Member of AA with not less than thirty days of continuous sobriety.
- (2) Recommended for Membership by one Corporation member in good standing.
- (3) Application approved by Corporation Board.
- (4) Payment of current contribution and key deposit.

Membership for Al-Anon Members are same as above except item (1), above.

Initial Membership is on a probationary basis for a period of 90 days. Voting privileges and full Membership will be granted automatically after the probationary period.

2.2 Member in Good Standing. A member in good standing is defined as follows:

- (1) No more than one month's contributions in arrears. Contributions are late after the 10th of the month unless paid in advance.
- (2) In compliance with Corporation house and ground rules approved by the Board of Directors.
- (3) Continuous sobriety

2.3 Termination of Membership. Membership may be terminated as follows:

- (1) A Member may resign by submitting resignation to Corporation office.
- (2) Membership will be automatically terminated for drinking and the terminated member must re-qualify for Membership.
- (3) Misconduct or violation of Corporation house and ground rules will result in Membership termination. In such cases, the member in question may request a hearing with the Board.
- (4) Membership will also be terminated if contributions are three months in arrears.

A Member experiencing extreme financial hardship may request that the Board grant a "hardship Membership." In such cases, the Board may elect to waive or suspend contributions for that particular Member temporarily - these situations will be decided by the Board on a case-by-case basis.

2.3 Annual Meetings of Membership. A Sunday in January of each year shall be designated by the Board as the "annual Membership meeting" to elect the Directors for the following year. Other business affecting the Corporation of any nature may also be properly discussed and voted on at this meeting. Notice of the annual meeting of Members shall be provided to Members at least thirty (30) days prior to the meeting.

2.4 Special Meetings of Membership. The Board of Directors or twenty-five percent (25%) of Members in good standing may call a special meeting of the Membership to address matters

affecting the Corporation. Notice of a special meeting shall specify the time and place of the meeting and the nature of any business to be considered. Notice must be provided at least ten (10) days prior to the date of the meeting.

2.5 Place of Meetings. Meetings of the Members shall be held at the principal office of the Corporation or at such other suitable place convenient to the Members as may be designated by the Board of Directors, either in the community or as convenient thereto as possible and practical.

2.6 Quorum of Members. At meetings of the Members, at least one-third of Members must be in attendance to constitute a quorum for the transaction of business.

2.10 Vote Required for Action. Except as otherwise provided in these bylaws, the act of a majority of the Members present at the meeting at which a quorum is present shall be the act of the Members.

Section III – Governance

3.1 Authority and Responsibility of the Board of Directors. All corporate powers of the Corporation conferred by the articles of incorporation, these bylaws, the Georgia Nonprofit Corporation Code, or otherwise, shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

3.2 Conduct of Business. By majority vote of the Directors then in office, the Board of Directors may adopt such rules and regulations for the conduct of its business and the business and affairs of the Corporation as the Board deems advisable, and may, in the execution of its powers, delegate certain of its authority and responsibility to, or seek advice from, one or more committees.

3.3 Number. The Corporation initially shall have nine (9) Directors. The Board of Directors may fix the number of Directors and their qualifications by resolution adopted from time to time by a majority of all Directors then in office.

3.4 Nomination of Directors. Candidates for director shall be nominated by a nominating committee, and candidates may be elected from the floor at the annual meeting of Members. At least sixty days prior to the annual Membership meeting, the President shall appoint a nominating committee comprised of three Members. Thirty days prior to the election, the nominating committee shall advise the Secretary of its nominations for the Board. The Secretary shall post the names of the nominees at least fifteen days prior to the election. Additional nominations may be made from the floor. At the close of nominations the President shall announce the names of those Members nominated and eligible to serve. All candidates shall have a reasonable opportunity to communicate their qualifications to the Members and to solicit votes.

3.5 Qualifications of Directors. All candidates must be Members of the Corporation in good standing with the following minimum qualifications: (1) two years continuous sobriety; and, (2) one year of Corporation Membership. A club employee may not serve on the Board. A member of the Board who has served a full term may not succeed himself.

3.4 Election and Term of Office. Directors shall be elected and hold office as follows:

(a) The initial nine (9) Members of the Board of Directors will be appointed by the incorporator. In order to provide for staggered terms of three years, the initial Board of Directors will be divided into three groups of three Directors each: one group will have a terms of three years, one group will have terms of two years, and one group will have terms of one year. The Board of Directors is responsible for assigning the terms of office for the initial Directors.

(b) At each annual meeting of the Members thereafter, three (3) Directors shall be elected to replace those Directors whose terms are expiring. Each member shall cast a written ballot for one nominee for each vacancy. Proxy votes are not allowed. Those nominees receiving the greatest number of votes cast shall be elected.

(c) Each director so elected will take office at the close of the annual meeting of Members at which such director is elected. Except with respect to the initial Board of Directors (whose terms in office are described in paragraph (a), above), each director's term in office shall expire at the close of the third annual meeting of Members following his election, or at his earlier death, disability, resignation or removal from office.

(d) Should the Members of the Board at any time number less than nine (9), the remaining Members of the Board shall elect, by majority vote, at the next Board meeting, a number sufficient to make the full complement of nine. A Board member elected in this manner shall serve the remaining term of the Board member he replaces.

3.6 Resignation and Removal.

(a) Any member of the Board who becomes intoxicated while in office shall immediately resign.

(b) Any Board member guilty of misconduct detrimental to Corporation or its Members, as determined by the Board shall immediately resign.

(c) If a director described in paragraphs (a) or (b), above, fails to resign he may be removed from the Board at the next regular meeting of the Board or a special meeting by a majority of the Directors present.

(d) Members may remove a member of the Board upon a petition for a special Members meeting presented to President and signed by 25% of the Members in good standing. The President shall give ten days' notice to all Members by posting a notice on the Secretary's bulletin board setting the time, date and place of meeting and director(s) for whom such meeting has been called. The director(s) shall be removed upon the affirmative vote of two-thirds of the eligible Members voting and present.

3.7 Place of Meetings. Meetings of the Board of Directors shall be held at the principal office of the Corporation or at such other suitable place convenient to the Directors as may be designated by the Board of Directors, either in the community or as convenient thereto as possible and practical.

3.8 Regular Meetings; Notice. Regular meetings of the Board of Directors will be held monthly at such times and places as the Board of Directors may designate by resolution. Notice of the regular schedule shall constitute sufficient notice of such meetings; otherwise, notice shall be given by the Secretary at least ten (10) days before such meeting.

3.9 Special Meetings; Notice. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors in office at that time. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. Unless waived, notice of the date, time, place, but not the purpose, of any special meeting of the Board of Directors shall be given by the Secretary at least forty-eight (48) hours before such meeting.

3.10 Waiver. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if, (a) a quorum is present, and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

3.11 Quorum of Board of Directors. At meetings of the Board of Directors, a majority of the Directors then in office (but not less than one-third of the number of Directors prescribed by Section 3.3 of these bylaws) shall be necessary to constitute a quorum for the transaction of business.

3.12 Vote Required for Action. Except as otherwise provided in these bylaws, the act of a majority of the Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors.

3.13 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if one (1) or more consents in writing, setting forth the action so taken, is signed by all Directors then in office. Such consent shall have the same force and effect as an affirmative vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

3.14 Telephone and Similar Meetings. Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other during the meeting. Participation in such a meeting shall constitute presence in person at the meeting, except where a director participates in the meeting and, at the beginning of the meeting or promptly upon beginning participation, objects to holding the meeting or transacting business at the meeting and does not subsequently vote for or assent to any action taken at the meeting.

3.15 Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the Directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at a meeting which was adjourned.

Section IV - Officers

4.1 Number and Qualifications. The officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer.

4.2 Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors and shall serve for terms of one (1) year and until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification. An officer may serve successive years in the same position.

4.3 Other Agents. The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the Board and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

4.4 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors at any time, with or without cause.

4.5 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

4.6 President. The President shall be the principal executive officer of the Corporation, shall preside at all meetings of the Board of Directors, and shall serve as a voting member of the executive committee of the Board of Directors and as a voting member, ex officio, of any and all other committees of Directors. The President shall be authorized to enter into any contract or agreement on behalf of the Corporation and to execute in the corporate name any instrument or other writing. The President shall see that all orders and resolutions of the Board of Directors are carried into effect, shall supervise and direct the management and operation of the Corporation in the absence of an executive director, and shall make all decisions as to policy which may arise between meetings of the Board of Directors. The other officers and employees of the Corporation shall be under the President's supervision and control during such interim. The President shall perform these and such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

4.7 Vice-President. The Vice-President shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. The Vice-President shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe, or as the President may from time to time delegate.

4.8 Secretary.

(a) The Secretary shall attend all meetings of the Board of Directors, shall record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the executive and other committees when required.

(b) The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors.

(c) The Secretary shall, for the purpose of authenticating records of the Corporation, keep in safe custody and seal of the Corporation and, when authorized by the Board of Directors or the President, affix the seal to any corporate instrument. When so affixed, the seal shall be attested by the Secretary's signature or by the signature of the Treasurer or an Assistant Secretary.

(d) The Secretary shall be under the supervision of the President. The Secretary shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe, or as the President may from time to time delegate.

4.9 Treasurer.

(a) The Treasurer shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements of the Corporation, and shall

deposit all monies and other valuables in the name and to the credit of the Corporation into depositories designated by the Board of Directors.

(b) The Treasurer shall disburse the funds of the Corporation as ordered by the Board of Directors, and shall prepare financial statements at such intervals as the Board of Directors shall direct. The Treasurer shall also be authorized to sign checks, drafts, and other orders for the payment of money.

(c) If required by the Board of Directors, the Treasurer shall give the Corporation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board) for the faithful performance of the duties of Treasurer and for the restoration to the Corporation, in case of the Treasurer's death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Corporation.

(d) The Treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe, or as the President may from time to time delegate.

Section V – Committees

5.1 Executive Committee. By resolution adopted by a majority of the directors then in office, the Board of Directors may designate from among its Members an executive committee, which shall consist of two (2) or more directors, including the President. The executive committee, to the extent provided in such resolution, shall have and exercise all authority of the Board of Directors in the management of the affairs of the Corporation; provided, however, no committee may authorize distributions; approve dissolution, merger or sale, pledge or transfer of all or substantially all of the Corporation's assets; elect, appoint or remove directors or fill vacancies on the Board of Directors or on any of its committees; or adopt, amend or repeal the articles of incorporation or the bylaws of the Corporation.

5.2 Finance Committee. The finance committee shall consist of President, Vice-President and Treasurer. The finance committee shall have full authority to establish and shall maintain in writing all financial policies and procedures concerning receipt and disbursement of funds of Corporation.

5.3 Other Committees. Except as otherwise provided by these bylaws, the Board of Directors may authorize the appointment of other committees having such authority of the Board of Directors in the management of the Corporation as is set forth by resolution adopted by a majority of directors present at a meeting at which a quorum is present. Each committee so designated shall consist of one (1) or more current directors and may include one (1) or more

former Members of the Board of Directors of the Corporation. Such former directors shall be full voting Members of such committee and, to the same extent as current directors, shall be subject to all applicable provisions of the Georgia Nonprofit Corporation Code, the articles of incorporation, and these bylaws. Except as otherwise provided in such resolution, Members of each such committee and the chair of such committee shall be appointed by the President of the Corporation.

5.4 Advisory Committees. The Board of Directors may provide for such other advisory committees, consisting in whole or in part of persons who are not directors of the Corporation, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Directors; and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the articles of incorporation of the Corporation or these bylaws, as the Board of Directors may prescribe. Appointments to, and the chair of, any such advisory committees shall be made by the President, unless the Board of Directors otherwise provides.

5.5 Term of Appointment. Each member of a committee shall serve at the pleasure of the Board of Directors.

5.6 Vacancies. Vacancies in the Membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

5.7 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of Members present at a meeting at which a quorum is present shall be the act of the committee.

5.8 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section VI – Notice to Members and Directors

6.1 Procedure. Whenever these bylaws require notice to be given to any Member or Director, the notice shall be given in accordance with this Section 6.1. Notice shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person; by telephone, telegraph, teletype, facsimile telecopy, or other form of wire or wireless communication; or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television, or other form of public broadcast communication. Written notice, if in a comprehensible form, is effective at the earliest of the following:

(1) When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;

(2) Five days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or

(3) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

6.2 Waiver. A Member or Director may waive any notice before or after the date and time stated in the notice. Except as provided in this Section 6.2, the waiver must be in writing, signed by the person entitled to the notice, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A Member's or Director's attendance at or participation in a meeting waives any required notice to that person of the meeting unless the person at the beginning of the meeting (or promptly upon the person's arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

6.3 Additional Method of Notice to Members. The Secretary shall keep a bulletin board in a conspicuous and well-known place available for inspection by all Members. Any notice placed on such bulletin board shall constitute notice to all Members. Nothing shall be posted on this bulletin board without the authority of the Secretary.

Section VII – Indemnification and Insurance

7.1 Indemnification. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Corporation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement), reasonably incurred by such person in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, trustee, or agent of another Corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Corporation shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in the Georgia Nonprofit Corporation Code; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

7.2 Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 7.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or bylaws, or any agreement, vote of disinterested directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

7.3 Insurance. To the extent permitted by Georgia law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise.

Section VIII - Miscellaneous

8.1 Books and Records. The Corporation shall maintain books and records of account and minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, executed consents evidencing all actions taken by the Board of Directors without a meeting, and waivers of notice of all meetings of the Board of Directors and its committees. In addition, the Corporation shall keep copies of all records required to be kept under Georgia law.

8.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

8.3 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the year from time to time as it deems appropriate.

8.4 Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the articles of incorporation.

8.5 Corporation House and Ground Rules. The Board shall promulgate and approve a list of house and grounds rules governing the operation of Corporation and the conduct of its Members. These rules may be changed from time to time with the approval of a majority of the Board and shall be posted in accord with Section 6.3.

Section IX – Amendments

The by-laws may be amended at any annual Membership meeting by a two-thirds majority of all Members present and voting. Notice of the proposed by-laws amendments shall accompany the notice of the annual meeting.