

BY-LAWS
OF
ATLANTA URBAN CORPS, INC.
(April 17, 1969)

ARTICLE I
PURPOSE AND FUNCTIONS

A non-profit corporation organized to solicit funds from individuals, foundations, businesses and government to provide an internship program to employ university students who will work in various phases of local and municipal government, thus giving students an opportunity to contribute constructively to the Atlanta area by aiding in the improvement of all phases of urban life.

ARTICLE II

Membership in the Atlanta Urban Corps, Inc., shall be composed of all employees, interns and friends of the Atlanta Urban Corps, Inc.

ARTICLE III

BOARD OF TRUSTEES

Section 1. Trustees.

(a) Number of Trustees. The control of this corporation shall be vested in a Board of Trustees which shall consist of leading members of the community, local college presidents and student representatives.

(b) Duties. The Board of Trustees shall make appointments and decisions necessary to carry out the purpose and functions of the corporation and shall be responsible for the administration of monies held by the corporation.

(c) Meetings. The Board of Trustees shall meet with three days notice given by any member of the Board of Trustees or any member of the Executive Board or any administrative officer of the corporation.

Section 2. Term. The term of regular members of the Board of Trustees shall be for one year beginning on April 1 of each year.

Section 3. Election. Members of the Board of Trustees shall be nominated and elected by the membership of the corporation.

Section 4. Vacancies. Vacancies shall be filled by the Board of Trustees. Trustees so chosen shall hold office for the unexpired portion of the term of their predecessors.

ARTICLE IV

EXECUTIVE BOARD

Section 1. Members and Duties. The Board of Trustees shall elect an Executive Board consisting of not less than six or more than twelve members which shall administer those funds budgeted and appropriated by the Board of Trustees and shall further handle all administrative tasks normally handled by the Board unless otherwise directed. The Executive Board shall be chosen as follows: There shall be an equal number of students and non-student representatives, with the students being chosen from nominees designated by the College Relations Board, an organization made up of representatives of the major participating colleges. Two of the members of the Executive Board shall be the Student Director of the corporation and the Staff Director.

Section 2. Meetings. The Executive Board may meet upon one day's notice given by any member of the Board without formal notice. A majority of the Board shall be a quorum and a majority of those in attendance shall be sufficient to act.

ARTICLE V

POWERS

Section 1. Grants or Gifts. The corporation shall be empowered to receive grants and gifts, by will or in any other manner, in any form of property, in trust or otherwise, wherever situated, to carry out any of its purposes. All of such grants and gifts shall be faithfully administered in accordance with the terms on which they are made.

Section 2. Use of Assets. All property and income of the corporation shall be used exclusively for the purposes set out in the Charter, and no part thereof shall be used for the benefit of any person whomsoever except in a manner consistent with such purposes.

Section 3. General Powers. The corporation shall have the power to retain all grants and gifts in the original form in which they were received unless otherwise required by the terms thereof; to buy, sell, exchange or otherwise deal in stocks, bonds, securities, real estate and any other form of property at public or private sale; to invest and reinvest any of its funds or property belonging to it at any time in such securities and other property, real or personal, regardless of whether such investments are legal investments for trust funds under the laws of Georgia or any other State and to borrow money and secure the payment thereof by mortgage, pledge, deed or other instrument or lien upon all or any part of the property of the corporation. All of the foregoing powers may be exercised without order of court or other authority.

Section 4. Statutory Powers. The corporation shall be vested with all of the rights, powers, and privileges which may be necessary or proper to achieve the purposes in the charter subject to the provisions hereof; and the corporation shall have all of the powers and privileges enumerated in #22-1827 and

22-1828 of the Georgia Code, as amended, together with such other powers and privileges as may now or hereafter be given to corporations by law.

ARTICLE VI

MEETINGS

Section 1. Annual Meeting. The corporation may hold meetings at any time with three (3) days' notice, oral or written, without any minimum requirement as to number of meetings.

Section 2. Other Meetings. Other meetings shall be called at the discretion of the Board of Trustees, Executive Board or administrative heads.

Section 3. Quorum. A quorum at any meeting of the corporation shall consist of a majority of those in attendance.

ARTICLE VII

LIQUIDATION OR DISSOLUTION

On liquidation or dissolution, the assets of the corporation shall be dedicated to a charitable #501 c (3) organization as designated under the provisions of the Internal Revenue Code.

ARTICLE VIII

AMENDMENT TO BY-LAWS

The Board of Trustees shall have the power to amend these By-Laws by a majority vote of those in attendance at any properly-called meeting.

ARTICLE IX.

OFFICERS

Section 1. The Board of Trustees and/or the Executive Board shall have the power to designate any officers they deem necessary. All officers they might choose shall be members in good standing of the Atlanta Urban Corps.

Section 2. The administrative authority of the corporation shall be vested in two officers to be chosen by the Executive Board with the advice and consent of the Board of Trustees. One officer shall be the Student Director who shall have general responsibilities for all student interns including their recruitment within the program. The other prime administrative officer shall be the Staff Director who will be a full-time professional in charge of all non-student aspects of the program including fiscal matters and other administrative duties not directly involved with student participation.

Section 3. Officers shall serve for one year and be elected by the Executive Board with student officers being chosen from nominees designated by the College

Relations Board. Vacancies will be filled for unexpired terms by the Executive Board. As mentioned previously, those offices to be filled will be designated by the Board of Trustees.

NOTE: These By-Laws were tentatively approved at the first meeting of the Trustees April 17, 1969. A Committee was appointed by the Trustees to thoroughly study these By-Laws and make recommendations at the next Trustees meeting. The Committee consisted of Mr. Norm Shavin, Dr. Walter Bloom, and Miss Dusty Kenyon.