

AMENDED AND RESTATED BYLAWS  
LETTIE PATE EVANS FOUNDATION, INC.

ARTICLE I

NAME

The name of the corporation shall be LETTIE PATE EVANS FOUNDATION, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation shall be at such place in Fulton County, Georgia as the Board of Trustees shall from time to time designate.

ARTICLE III

CORPORATE SEAL

The corporate seal of the corporation shall have inscribed thereon the name of the corporation, the year "1945" and the words, "Corporate Seal, Georgia."

ARTICLE IV

THE BOARD OF TRUSTEES

Section 1. The governing body of the Foundation shall consist of a Board of Trustees of not less than three nor more than five members.

Section 2. Three members of the first Board of Trustees shall be elected by the incorporators of this Foundation, and they, together with the Chairman of the Board of Trustees of the Joseph B. Whitehead Foundation, shall constitute the first Board of Trustees.

Section 3. Whenever the Lettie Pate Whitehead Foundation, created under the will of the late Conkey P. Whitehead, shall commence to function, then the Chairman of the Board of Trustees of that Foundation shall be and become a member of the Board of Trustees of this Foundation.

Section 4. The Chairman of the Board of Trustees of each of said Foundations, to-wit: Joseph B. Whitehead Foundation and Lettie Pate Whitehead Foundation and their successors in office, shall be ex-officio members of the Board of Trustees of this Foundation.

Section 5. The three members of the Board of Trustees elected by the incorporators of this Foundation shall serve for life, or until such time as they may resign and their successors shall be chosen by a majority of the other Trustees in office at that time.

Section 6. In the event of a vacancy upon the Board of Trustees of any one or more of the three Trustees originally chosen by the incorporators, and should the other Trustees then in office fail to elect a successor or successors to them, then such successor Trustee or Trustees shall be appointed by the chief Judge of the Superior Court of Fulton County. The membership of the Board of Trustees, and the filling of vacancies thereon, shall be so arranged that at all times one or more members of the Board of Trustees of the Foundation are also members of the governing body of one or more of the Specified Beneficiaries of the Foundation designated in Article 4 and Exhibit A of the Articles of Incorporation.

Section 7. A quorum of said Trustees are authorized and empowered in their discretion, at any time and from time to time, to elect alternate Trustees up to but not exceeding the number of Trustees as determined by the bylaws of the Corporation. When so chosen, an alternate Trustee may be invited to attend all meetings of the Trustees and may participate in any discussion, but shall not have the power to vote and shall not be counted for the purpose of ascertaining the presence of a quorum; provided, however, that when any Trustee is absent from a meeting the Chairman of the Board of Trustees shall have the power and authority at his option to appoint an alternate Trustee as a Trustee to serve at such meeting in the place and stead of such absent Trustee. When an alternate Trustee is so appointed he shall have and possess at such meeting all the power and authority of the absent Trustee, including the right to vote.

Section 8. Trustees elected on or after November 5, 2002, shall serve through their 75th year, their terms ending upon the first meeting of the Board of Trustees following their 76th birthday.

## ARTICLE V

### MEETINGS OF THE BOARD OF TRUSTEES

Section 1. The Board of Trustees may hold its meetings at the principal office of the corporation, or at such other place or places as the members of the Board from time to time designate.

Section 2. The annual meeting of the Board of Trustees shall be held on the first Tuesday in April each year. Other meetings of the Board of Trustees may be held at such other times as its members may designate. The Secretary shall give all members of the Board at least ten (10) days' written notice by mail or telegraph of all such meetings except that such notice may be

waived and that the presence of a member at any meeting shall constitute a waiver on his part of such notice.

## ARTICLE VI

### QUORUM OF MEMBERSHIP OF BOARD OF TRUSTEES

Section 1. Whenever the Board of Trustees shall consist of three or four members, two members thereof shall constitute a quorum, and when it consists of five members, then three members thereof shall constitute a quorum.

Section 2. A quorum of the members of the Board of Trustees shall be present at all meetings when the business of the Foundation is transacted, and a Trustee cannot act through a proxy. Any action of a quorum as defined in this Section at any regular or special meeting shall be the act of this corporation.

## ARTICLE VII

### COMPENSATION OF TRUSTEES

The Board of Trustees may from time to time fix reasonable compensation for their services and for expenses incurred in attending meetings of the Board. Nothing herein contained shall be construed to preclude any Trustee from serving the corporation in any other capacity and receiving reasonable compensation therefor.

## ARTICLE VIII

### OFFICERS OF THE FOUNDATION

Section 1. Officers. The officers of the Foundation shall consist of a Chairman, a Vice Chairman, a President, a Secretary, a Treasurer, and such other officers as the Board of Trustees may deem necessary or desirable. Such officers shall be elected by the Board of Trustees at any meeting and shall serve at the pleasure of the Board. Any two or more offices may be held by the same person except that neither the Chairman nor the President may also serve as Secretary.

Section 2. Chairman. The Chairman shall be a member of the Board of Trustees of the Foundation. He shall be the chief executive officer of the Foundation, shall preside at all meetings of the Board of Trustees and shall generally direct and supervise all affairs of the Foundation, subject to the direction of the Board of Trustees. He shall execute all notes, bonds, deeds, and conveyances of the Foundation.

Section 4. President. The President shall be the chief administrative officer of the Foundation, subject to the supervision and direction of the Chairman and the Board of Trustees. He shall be responsible for operation of the principal office of the Foundation, which shall provide administrative services for the general management of the affairs of the Foundation, including investigations and summarization of grant proposals and development of grant recommendations for trustee consideration. Subject to the approval of the Board of Trustees, he shall determine staff requirements and budget and shall be authorized to execute all contracts related to the corporation's administration.

Section 5. Secretary. The Secretary shall be present at all meetings of the Board of Trustees, shall keep an accurate written record of all proceedings of the meetings in a minutes book provided for that purpose, and shall have custody of and attest to the seal of the Foundation. He shall attend to the giving and serving of all notices of the Foundation, and shall have charge of other documents as the Board of Trustees may direct, all of which shall be open to the examination of any officer or trustee.

Section 6. Treasurer. The Treasurer shall be the custodian of all funds of the Foundation, and of all trust funds which may be placed in its control for administration. He shall be responsible for keeping an accurate account of such funds and shall report in writing at each meeting of the Board of Trustees on all property, cash and securities on hand and on all transactions, receipts and disbursements since his last report to the Board.

Section 7. Other Duties and Authority. Each officer, employee and agent of the Foundation shall have such other duties and authority as may be conferred upon him by the Board of Trustees or delegated to him by the Chairman.

Section 8. Compensation. The salaries of the officers shall be fixed from time to time by the Board of Trustees.

## ARTICLE IX

### CHECKS AND TRANSFERS OF PROPERTY

Section 1. All checks, drafts, and demands or orders for money, and all notes or obligations of this corporation, or paper discounted by it in excess of \$20,000, shall be signed by the Chairman, Vice Chairman, President or Treasurer, and by another of the aforementioned officers, the Secretary, or the Controller, or by such other person or persons as may be from time to time designated by resolution of the Board of Trustees. Such conveyances under \$20,000 shall be signed by an officer of the corporation as defined in Article VIII.

Section 2. All transfers of property of this corporation shall be signed by the Chairman or Vice Chairman, and attested by the Secretary. Any person, firm or corporation acquiring any such property or acting as transfer agent of the property to be transferred shall be fully protected when this corporation's property is sold or transferred by a writing bearing the signatures aforesaid and no person, firm or corporation need ascertain the authority of the persons so signing to make the sale or transfer so signed.

## ARTICLE X

### NOTICES

Whenever under the provision of these bylaws notice is required to be given to any Trustee, it shall not be construed to mean personal service, but such notice may be given in writing, by mail, by depositing the same in the post office or letter box, in a postpaid sealed wrapper addressed to such Trustee at such address as appears on the records of the Foundation, and such notice shall be deemed to be given at the time when the same shall be thus mailed.

Any Trustee may waive any notice required to be given under these bylaws.

## ARTICLE XI

### INDEMNITY

The corporation shall indemnify, to the fullest extent permitted by the Georgia Nonprofit Corporation Code and, if applicable, section 4941 of the Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a trustee or officer of the corporation against liability incurred in the proceeding, if such individual conducted himself or herself in good faith, and (1) in the case of conduct in his or her official capacity, reasonably believed his or her conduct was in the best interests of the corporation, (2) in all other cases, reasonably believed that his or her conduct was at least not opposed to the best interests of the corporation, and (3) in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The corporation shall pay for or reimburse the reasonable expenses incurred by a trustee or officer who is a party to a proceeding because such individual is a trustee or officer in advance of final disposition of the proceeding, if:

(a) The trustee or officer furnishes the corporation a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in this Article or that the proceeding involves conduct for which liability has been eliminated by the corporation's Amended and Restated Articles of Incorporation; and

(b) The trustee or officer furnishes the corporation a written undertaking to repay any advances if it is ultimately determined that the trustee or officer is not entitled to indemnification.

The written undertaking required by paragraph (b) above must be an unlimited general obligation of the trustee or officer but need not be secured and may be accepted without reference to financial ability to make repayment.

The corporation shall also pay for or reimburse the reasonable expenses incurred by a trustee or officer because such individual is a trustee or officer in connection with his or her appearance as a witness in a proceeding at a time when he or she is not a party to such proceeding.

ARTICLE XII

AMENDMENTS

These bylaws may be altered or amended or replaced by the affirmative vote of a majority of the Board of Trustees at any meeting of such Board.

I, Erik S. Johnson, duly elected and acting Secretary of Lettie Pate Evans Foundation, Inc. do hereby certify that the above Amended and Restated Bylaws were enacted by the Board of Trustees of Lettie Pate Evans Foundation, Inc. on April 1, 2014.

This 1st day of April, 2014.

  
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Erik S. Johnson, Secretary