

**BYLAWS OF
THE MONTGOMERY INSTITUTE**

ARTICLE ONE

- 1.1 The name of this corporation shall be "The Montgomery Institute" (the "Institute").
- 1.2 The Institute is a nonprofit corporation organized for the following exclusively charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (referred to in these Bylaws as the "Code"): to train and develop individuals in leadership skills, promote strategic thinking about and analysis of societal issues for the betterment of the community in the eastern portions of Mississippi and western portions of Alabama, and to develop and disseminate information designed to promote human and infrastructure development in the eastern portions of Mississippi and western portions of Alabama; to acquire, establish, retain and maintain a fund or funds to be held, invested and used exclusively in furtherance of such charitable and educational purposes; and to engage in any lawful act or activities related to the foregoing that are consistent with the provisions of section 501(c)(3) of the Code.
- 1.3 The Institute is organized and is to operate as a nonprofit corporation, and it is intended that the Institute will qualify at all times as an organization exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code, and that it will qualify at all times as an organization to which deductible contributions may be made pursuant to sections 170(c)(2), 642, 2055 and 2522 of the Code.
- 1.4 The Institute shall maintain a registered office as required by statute, at which it shall maintain a registered agent. The registered office may, but need not, be identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors. The Institute may also have offices and places of business at such other places within or without the City of Meridian, Mississippi as the Board of Directors may from time to time determine.
- 1.5 The Institute shall keep correct and complete books and records of account, and it shall also keep minutes of the proceedings of the Board of Directors and of committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving names, addresses and telephone numbers of the Board of Directors.
- 1.6 The fiscal year of the Institute shall be from September 1 through August 31.
- 1.7 These Bylaws shall become effective on October 13, 2001.

ARTICLE TWO
DIRECTORS

- 2.1. The affairs of the Institute shall be controlled and administered by a Board of Directors consisting of at least three (3) members and no more than fifteen (15) members, as shall be fixed from time to time by resolution of the directors. The President shall serve ex officio as a member of the Board of Directors and shall be included when determining the number of directors.

- 2.2. The original members of the Board of Directors shall be designated in the Articles of Incorporation, and the initial terms of the original directors shall be until the organizational meeting, which shall constitute the first annual meeting of the Board of Directors of the Institute. After such initial term, the duration of the succeeding terms of directors shall be three (3) years for each term. Notwithstanding the terms provided for the succeeding terms of directors under these provisions of this Article 2, the Board of Directors may determine that the directors shall serve staggered terms so that no more than a certain number or percentage of the directors' terms will expire at any one time. A director may serve any number of terms consecutively. A director may be removed with or without cause at any time by the affirmative vote of two-thirds of the directors of the Institute then in office. Vacancies created by resolution of the Board of Directors increasing the number of directors, by expiration of the terms of directors or by the death, removal, resignation, or incapacity of any member of the Board of Directors may, or if necessary to assure that there are at least three members of the Board of Directors shall, be filled by a majority vote of the Board of Directors of the Institute present and voting at an annual or special meeting of the board at which a quorum is present.

- 2.3. The Board of Directors shall meet at least quarterly at a time, date, and place that shall be fixed by the Chairman, and the first such meeting following December 31 in each year shall be the annual meeting and shall be within one hundred twenty (120) days of December 31, (except that the initial annual meeting shall be the organizational meeting). Special meetings of the Board of Directors may be called at any time by the Chairman or by any two (2) directors. All directors shall be given at least 10 and no more than 60 days' notice of annual meetings and at least 2 and no more than 60 days' notice of special meetings. Notice of meetings may be given personally or by first class mail, telegram, cablegram, telex, facsimile or other electronic transmission. Notice by mail shall be deemed given five (5) days after being mailed first-class postage prepaid, addressed to the director at his or her business or residence address. Notice by telegram, cablegram, telex, facsimile or other electronic transmission shall be deemed given when the telegram, cablegram, telex, facsimile or other electronic transmission is sent, addressed to the director at his or her business, residence or Internet address. Neither the business to be transacted at, nor the purpose of any meeting of, the Board of Directors need be specified in the notice (or waiver of notice) of such meeting except in the

following cases: the removal or election of directors; the removal or election of officers; amendments to these Bylaws; or amendments to the Articles of Incorporation. Required notice of any such meeting or of the purpose of a special meeting may be waived by an instrument in writing. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, the manner in which it has been called or convened, and of notice of the purpose of the meeting, except when a director states, at the beginning of the meeting, any such objection or objections to the transaction of business. Any meeting of the Board of Directors may be held within or without the State of Mississippi at such place as may be determined by the person or persons calling the meeting.

- 2.4. A quorum for the transaction of any business shall be a majority of the directors then in office. If a quorum is present and except as otherwise specifically provided in the Articles of Incorporation or by these Bylaws, the Board of Directors may act upon a majority vote of the directors present at the meeting. Every director shall have one vote; provided, however, that in the event of a tie vote of the directors, the Chairman of the Board of Directors shall be entitled to cast the tie-breaking vote.
- 2.5. Any action required to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors then in office and filed with the minutes of the proceedings of the Board of Directors.
- 2.6. Members of the Board of Directors or any committee thereof may participate in any meeting of the board or any committee thereof by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.
- 2.7. The Board of Directors by resolution adopted by the board (but not by a committee thereof) may designate from among its members one or more committees, including an Executive Committee, which shall have the full power and authority of the Board of Directors, except as limited in these Bylaws; each such committee shall consist of two (2) or more directors, and each such committee, to the extent provided herein or in such resolution, shall have the authority of the Board of Directors. However, no such committee shall have authority as to any of the following matters:
 - (a) the dissolution, merger, or consolidation of the Institute;
 - (b) the sale, lease or exchange of all or substantially all of the property of the Institute;

- (c) the designation of any such committee or changing the number of directors on the Board of Directors or the filling of vacancies in any committee;
 - (d) the election, appointment or removal of directors on the Board of Directors;
 - (e) the amendment of the Articles of Incorporation;
 - (f) the amendment or repeal of the Bylaws or the adoption of new Bylaws; or
 - (g) the amendment or repeal of any resolution of the Board of Directors which by its terms cannot be amended or repealed except by action of the board.
- 2.8. The directors of the Institute may, by a majority vote and in their discretion, appoint any bank or trust company having its principal office in the United States and having capital and surplus of not less than \$25,000,000 as fiscal agent of the Institute and delegate to such bank or trust company the custody and routine management of the Institute's funds, subject to the direction and supervision of the Board of Directors. The directors may likewise delegate to such a bank or trust company or to an investment manager or advisor the powers and duties to invest and reinvest the Institute's funds subject to the direction and supervision of the directors.
- 2.9. The directors of this Institute shall be entitled to such reasonable compensation for their services as is approved by the Board of Directors. Additionally, by resolution of the Board of Directors, either specific and limited or general and continuing, reasonable travel, hotel and other expenses may be allowed for attending and returning from any meeting of the Board of Directors or for attending and returning from any meeting of the Executive or any other Committee or in connection with the affairs of the Institute. Nothing herein shall be construed to preclude a director from serving the Institute in any other capacity and receiving reasonable compensation therefor.

ARTICLE THREE

OFFICERS

- 3.1 The officers of the Institute shall be elected by the Board of Directors and shall consist of a Chairman, a President, a Secretary, a Treasurer, and such other officers as may be elected by the directors. Any two offices may be held by the same person, except the offices of President and Secretary.
- 3.2 The Chairman shall serve a term prescribed by the Board of Directors and shall preside at all meetings of the Board of Directors and shall serve as Chairman of the Board of Directors. He or she may delegate his or her authority to preside at such meetings to any other director or to an officer of the Institute. The Chairman shall have the authority to institute or defend legal proceedings when the Directors are deadlocked.

- 3.3 The President shall be the chief executive officer of the Institute and shall be responsible for the administration of the Institute, including general supervision of the policies of the Institute and general and active management of the financial affairs of the Institute. He or she shall have the authority to execute bonds, mortgages or other contracts, agreements or instruments on behalf of the Institute. The President shall serve ex officio as a member of the Board of Directors. In the absence of the Chairman or in the event of his or her death or inability to act, the President shall perform the duties of the Chairman and, when so acting, shall have all of the powers of and be subject to all the restrictions upon the Chairman.
- 3.4 The Secretary shall keep minutes of all meetings of the Board of Directors and have charge of the minute book and seal of the Institute and shall perform such other duties and have such other powers as may from time to time be delegated to him or her by the President or the Board of Directors.
- 3.5 The Treasurer shall be charged with the management of the financial affairs of the Institute, acting under the supervision or direction of the President. He or she shall in general perform all of the duties incident to that office and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors. In the absence of the President or in the event of his or her death or inability to act, and if there is no Vice President designated with authority to act, the Treasurer shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Treasurer shall have the authority to execute bonds, mortgages or other contracts or agreements under the seal of the Institute, subject to all the restrictions upon the President relating to such functions.
- 3.6 The other officers, if any, shall perform such duties as are generally performed by officers with equivalent restrictions on title, if any, and shall perform such other duties and exercise such other powers as the President or the Board of Directors shall request or delegate.
- 3.7 Any officer, assistant officer or agent elected by the Board of Directors may be removed by the board whenever in its judgment the best interests of the Institute will be served thereby. Any vacancy, however occurring, in any office may be filled by the Board of Directors.
- 3.8 The officers of the Institute shall be entitled to such reasonable compensation for their services as is approved by the Board of Directors and to the reimbursement of reasonable expenses, if any, incurred by them as officers, if approved by the Board of Directors, and nothing herein shall be construed to preclude an officer from serving the Institute in any other capacity and receiving compensation therefor. The compensation of other employees, if any, of the Institute shall be fixed by the President, and the compensation of any agent or consultant shall be fixed by either the President or Treasurer of the Institute.

ARTICLE FOUR
MEMBERS

The Board of Directors may establish one or more classes of members with no voting rights and shall prescribe the dues, if any, for each such class of members and shall specify the benefits to be provided to each such class of members.

ARTICLE FIVE
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- 5.1 The Board of Directors may authorize any officer or officers, agent or agents of the Institute, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Institute, and such authority may be general or defined in specific instances.
- 5.2 All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Institute shall be signed by such officer or officers, agent or agents of the Institute and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer.

ARTICLE SIX
LIQUIDATION

Upon liquidation or cessation of the activities of the Institute, the Board of Directors shall determine by a majority vote of the membership of the Board of Directors the manner in which the property and assets of the Institute are to be distributed, in accordance with Article VI of the Articles of Incorporation.

ARTICLE SEVEN
FINANCIAL ASSISTANCE

- 7.1 The making of grants and contributions and otherwise rendering financial assistance for the purposes expressed in the Corporation's Articles of Incorporation shall be within the exclusive power of the Board of Directors.
- 7.2 In furtherance of the purposes of the Corporation, the Board of Directors shall have the power to make grants to any organization organized and operated exclusively for the purposes described in section 501(c)(3) of the Code or to any governmental agency or body described in section 170(c)(1) of the Code for exclusively public purposes.

ARTICLE EIGHT
INDEMNIFICATION

- 8.1 The Corporation shall indemnify any director or officer of the Corporation and may, at the discretion of the Board of Directors, indemnify any employee or agent of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the Corporation in which he or she was adjudged liable to the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, against any expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed, in the case of conduct in his or her official capacity to be in the best interest of the Institute, and in all other cases, not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided, that this provision shall provide for indemnification only pursuant to the procedures provided and to the extent permitted from time to time by the Mississippi Nonprofit Corporation Act or any successor law or laws.
- 8.2 Expenses (including attorney's fees) incurred by a director, officer or employee or agent in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in the case of a director or officer or may, at the discretion of the Board of Directors, be paid by the corporation in the case of an employee or agent in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation pursuant to the Mississippi Nonprofit Corporation Act or successor law or laws. Such expenses (including attorney's fees) may be so paid upon such terms and conditions, if any, as the Board of Directors may deem appropriate.
- 8.3 The rights accruing to any person under the foregoing provisions of this Article Six shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything herein contained restrict the right of the Institute to indemnify or reimburse such person in any proper case even though not specifically herein provided for. The Institute, its directors, officers, employees and agents shall be fully protected in taking any action or making any payment under this Article Six or in refusing to do so in reliance upon the advice of counsel to the Institute.

ARTICLE NINE
NONDISCRIMINATION

The Institute will not discriminate against any person on the basis of race, color, national or ethnic origin, sex, religion, age or any other factor prohibited by applicable federal law or the laws of the State of Mississippi, in the administration of its educational or training programs or other Institute-administered programs, and will provide equal opportunity in all its employment, training programs and activities.

ARTICLE TEN
SEAL

The seal of the Institute shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, the signature of the Institute following the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the Institute. The seal shall be in the custody of the Secretary and affixed by him or her on such papers as may be directed by law, by these Bylaws or by the Board of Directors.

ARTICLE ELEVEN
AMENDMENT

The Board of Directors shall have the power by a majority vote of the directors then in office to alter, amend or repeal the Bylaws or adopt new Bylaws, provided that the Bylaws at no time shall contain any provision inconsistent with law or the Articles of Incorporation.