

**BYLAWS
OF THE
GREATER ATLANTA LIMOUSINE ASSOCIATION, INC.**

GREATER ATLANTA LIMOUSINE ASSOCIATION, INC.

A Non-profit Corporation

("The Association")

These Bylaws are the Bylaws of the GREATER ATLANTA LIMOUSINE ASSOCIATION, INC. (GALA) which is the corporation created by The Articles of Incorporation filed with the Secretary of State of Georgia on March 2, 2012. (The "Articles of Incorporation").

Adopted by the Board of Directors, March 28, 2012, at their first annual meeting.

ARTICLE 1

Offices

Section 1. Registered Office. The registered office of the Association shall be located in the Metropolitan Atlanta area, or such other office as the board of directors shall select.

ARTICLE 2

Purpose

The purposes of the Association shall be:

- a. To provide a State forum for the exchange of information and views by the membership of the Association;
- b. To provide a mechanism for the collection of information and statistical data;
- c. To make available the means to educate and inform members on matters of mutual interest and concern;
- d. To promulgate a "Code of Ethics and Standards of Practice" relative to the chauffeured transportation industry and hear grievances related thereto,
- e. To advance the interests of its members before the Government of the State of Georgia and other regulatory authorities;
- f. To offer its members state-wide promotion and publicity;
- g. To provide its members savings on industry products and services;
- h. To perform all such lawful duties as well benefits the Association and its membership;
- i. To protect, represent and serve the members of the GALA and the chauffeured transportation industry;
- j. To provide networking opportunities for its membership.

ARTICLE 3
Membership

All individuals, corporations, partnerships, and other entities complying with the applicable conditions of membership shall be eligible for membership in the Association. Upon approval of its membership application, each such entity shall designate one individual to serve as its representative for purposes of exercising the rights of membership.

Membership is non-transferable upon the sale or merger of existing member entity.

Section 1. Types of Membership. There shall be the following types of membership in the Association:

- a. Active Members
- b. Associate Members
- c. Honorary Members
- d. Charter Member

Section 2. Active Members. The designation “Active Member” shall apply to individuals and entities that meet the following qualifications:

- a. Own and/or operate a limousine business in the State of Georgia, meeting all applicable State of Georgia and local government licensing and regulatory requirements for the operation of a Georgia business. All such licenses and permits must be registered in the name of the active member;
- b. Are recommended for membership by a majority vote of the membership committee;
- c. Are accepted for membership by a majority vote of the Board of Directors;
- d. Adopt the “Code of Ethics and Standards of Practice” promulgated by the Association;
- e. Pay the annual dues and all applicable initiation fees;
- f. Be a current member of the National Limousine Association (NLA);
- g. Secure a minimum of \$1.5 million in insurance coverage

Section 3. Associate Members. The designation “Associate Members” shall apply to individuals and entities meeting the following qualifications:

- a. Own and/or operate a trade or business providing products, services, equipment, or merchandise related or necessary to, or reasonably required by those engaged in the operation of a limousine business;
- b. Are recommended for membership by a majority vote of the membership committee;
- c. Are accepted for membership by a majority vote of the Board of Directors;
- d. Pay the annual dues and all applicable fee(s) established for the category of membership by the Board of Directors;

- e. Associate members shall have no voting privileges and shall not be entitled to hold elective office, except as expressly set forth hereinafter, but are entitled to full attendance privileges at all open meetings.

Section 4. Honorary Members. The Board of Directors may appoint such individuals as “Honorary Members” as it deems advisable, in its discretion, provided that such individuals must not otherwise qualify for membership. Honorary Members shall have no voting rights, are not required to pay dues, and may not hold elective office, but may attend all open meetings.

Section 5. Charter Members. Applicants who submit applications by 5:00pm on March 28, 2012.

Section 6. Termination. All Active Members who cease to meet the membership requirement set forth in Article 3, Section 2(a); (f); (g) supra shall automatically lose their membership.

Section 7. Expulsion and Suspension.

- a. All Active and Associate Members may be summarily suspended or expelled from membership by a majority vote of the Membership Committee for failure to pay dues and / or fees as described herein. Such members may be reinstated upon application and payment of dues and / or fees to a current status
- b. Members of any classification may be expelled or their membership may be suspended for cause, sufficiency of which is to be within the sole discretion of the Board of Directors, upon a two-thirds vote of those present at any meeting of the Board of Directors, following notice and hearing before the Board. Members expelled or suspended under the provisions of this paragraph may only be reinstated by two-thirds vote of the Board of Directors under such conditions as the Board may deem fit to impose.
- c. A member expelled or suspended shall not be entitled to any services from the Association.

ARTICLE 4

Annual Dues and Initiation Fees

Section 1. Amount and Due Date. Dues and Initiation Fees shall be established for each Membership class by the Board of Directors and shall be payable on or before January 15 annually and Dues and Initiation Fees will not be prorated.

Section 2. Delinquent Payment. Members whose Dues and / or Initiation Fees are delinquent may be expelled or suspended as set forth hereinabove, with or without notice as recommended by the Membership Committee; and with majority vote of the Board of Directors.

Section 3. Refund. No Dues and / or Initiation Fees shall be refunded to a member whose membership terminates, regardless of cause or reason, except as may be permitted by majority vote of the Board of Directors.

ARTICLE 5

Meetings of the General Membership

Section 1. Location of Meetings. All meetings of members shall be held at such place within the State of Georgia as may be from time to time fixed by the Board of Directors or as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof or at the Association's registered office if not so fixed or stated.

Section 2. Annual Meetings. Annual meetings of members shall be held at the December Membership Meeting, and location shall be set and notification thereof given to the membership by the Board of Directors no less than thirty (30) days from date of said Annual Meeting. At each such meeting, the members shall, by a majority vote, elect directors for available seats, and, by majority vote, transact such other business as may be properly brought before the meeting.

Section 3. Special Meetings. Unless otherwise prescribed by law or by the Articles of Incorporation, special meetings of members may be called for any purpose or purposes by the President or the Board of Directors, or in the event there are no officers or directors, then by any member.

Section 4. Notice of Meetings. Written notice of a meeting stating the place, day and hour of meeting and, in the case of a special meeting of the general membership, the purpose or purposes for which the meeting is called, shall be delivered not less than three (3) days nor more than thirty (30) days before the date of the meeting, except as expressly set forth otherwise herein. Such delivery shall be by U.S. Mail, postage paid, to the address of the member listed on file with the Association or by email, to the address of the member listed on file with the Association or by telephone, to the telephone number listed on file with the Association.

Section 5. Business of Meetings. At any meeting of members, any matter relating to the affairs of the Association, whether or not stated in the notice of meeting, may be brought up for action (unless otherwise provided by law) or unless a majority of the members of this Association entitled to vote are present and specifically agree thereto in writing, no matter that was not stated in the notice of any meeting of members shall be brought up for action at any such meeting.

Section 6. Quorum. The holders of twenty (20) percent of the interests entitled to vote, present in person or by proxy, shall constitute a quorum at all meetings of members for the transaction of business except as otherwise provided by law. If a quorum shall not be present, the members present in person or by proxy shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such reconvened meeting, any business may be transacted which might have been transacted at the adjourned meeting.

Section 7. Majority. If a quorum is present, the affirmative vote of a majority of the members entitled to vote and represented at the meeting shall be the act of the members, except that majority vote of all members entitled to vote and represented at the meeting shall be required to approve matters at a special meeting of members including, with respect to which matters no notice had been given in the notice of such special meeting.

Section 8. Voting. Each Active Member shall be entitled to one vote, in person or by proxy and shall, if applicable, designate one representative from the member entity to cast such vote. All proxies must be in form approved by the Board of Directors and shall be presented to the Association Secretary or his or her designee prior to the call of the relevant meeting. Each Active Member must serve one (1) full, complete year as Active Member, in good standing, and attend 50% of all General Meetings in the preceding calendar year in order to qualify for voting rights.

Section 9. Order of Business. The Order of Business for any meeting shall be established by the Officer or Director presiding over same, but shall include, if a meeting of the general membership, a financial report, and a reading and approval of the minutes of the last meeting. All meetings shall be conducted under parliamentary procedure as set forth in Roberts' Rules of Order, tenth edition, or its successive revisions, when not in conflict with these By-laws, the Articles of Incorporation, or provision of law.

Section 10. Closed Meetings. All meetings of the general membership shall be open to all members. General Meetings may be open to non-members at the discretion of the Board of Directors.

ARTICLE 6

Directors

Section 1. Number; Election. The number of Directors shall be seven (7).

- a. There shall be two classes of Directors, the first class being designated as seats one through four and the second class being designated as seats five through seven.
- b. The first class, designated as seats one through four, shall be elected biannually at the annual meeting of members, and each Director elected shall serve a two-year term and until his successor shall have been elected and qualified. No Director elected to seats one through four may succeed himself in office except as expressly provided herein.
- c. The second class, designated as seats five through seven, shall be elected annually at the annual meeting of members and shall serve a one-year term and until his successor shall have been elected and qualified. A Director elected to seats five through seven may succeed himself in office.
- d. Any Director serving in seats one through four as of the date of adoption of these by-laws shall be considered to be serving in the first year of a two-year term at the time of adoption and shall finish out the remainder of such two-year term.

Section 2. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors even though the remaining Directors may constitute less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the un-expired portion of the term of his predecessor in office and shall be allowed to succeed himself in office for one term thereafter, if so elected.

Section 3. Powers. The business and affairs of the Association shall be managed by its Board of Directors, which may exercise all such powers of the Association and actions that are lawful and do not conflict with the actions within the Bylaws.

Section 4. Compensation of Directors. The Board of Directors shall receive no compensation, except as provided in Section 5 of this Article 6.

Section 5. Indemnification. As an inducement to the Officers and Directors of the Association to act on the Association's behalf, the Association shall, out of its general funds or by special assessment, indemnify and hold harmless each Officer or Director acting in accordance with these By-Laws and the Articles of Incorporation, including without limitation all actions taken in connection with the levying, collection and enforcement of dues. All such indemnification shall be paid upon written request of such Officer or Director setting forth in reasonable detail the reason for such indemnification, which request shall be given to each of the Officers of the Association.

Section 6. Eligibility. In order to qualify for a Director's position, candidate must be in "good standing" with the Association and be an Active Member for a period of one (1) year. Candidate must hold Active Membership for a period of two (2) years in order to qualify for an Officer's position and have attended 75 % of all General Meetings of the preceding year.

ARTICLE 7

Meetings of the Board of Directors

Section 1. Location of Meetings. Meetings of the Board of Directors, regular or special, shall be held either within the State of Georgia, or such location as the Board determines.

Section 2. First Meeting of New Board. The first meeting of each newly elected Board of Directors shall be held immediately following the Annual Meeting of members at the place where such Annual Meeting is held. Such meeting shall be designated as the Annual Meeting of the Board of Directors, and no notice of such meeting shall be necessary to the newly elected Directors in order legally to constitute the meeting, provided a quorum shall be present. Alternatively, the new Board of Directors may convene at such place and time as shall be fixed by the consent in writing of all its members.

Section 3. Regular Meetings. Regular meetings of the Board of Directors may be held with such frequency and at such time and at such place as shall from time to time be determined by the Board. If the Board has so fixed the frequency, time, and place of regular meetings, no notice thereof shall be necessary.

Section 4. Special Meetings. The chairman of the board, President of the Association, or any four (4) Directors may call special meetings of the Board of Directors on one (1) day's notice, delivered either to the address on file with the Association, by U.S. Mail, postage paid or by email, to the address of the member listed on file with the Association or by telephone, to the telephone number listed on file with the Association.

Section 5. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business unless a greater number is required by law or by the Articles of Incorporation. If a quorum shall not be present at any meeting of Directors, the Directors present may adjourn the meeting from time to time until a quorum shall be present, with notice of the time and place, with notice given to all Board members, that the meeting will be reconvened other than announcement at the adjourned meeting.

Section 6. Majority. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation.

Section 7. Action by Consent. Any action required or permitted to be taken at a meeting of Directors or a committee thereof may be taken without a meeting if a consent in writing, or by email, setting forth the action so taken, is signed by all Directors or all members of the committee, as the case may be, entitled to vote with respect to the subject matter thereof. Such consent shall be filed with the minutes of the proceedings of the Board or the committee.

Section 8. Removal. Any Director may be removed from office, with or without cause, by a two-thirds vote of the membership present and voting, by proxy, or in person, at any meeting of members or by a majority vote of the Board of Directors present and voting, by proxy, or in person, at any meeting of the Board of Directors.

Section 9. The Board of Directors may declare its meetings closed for cause or may declare such portions of its meetings closed for cause as it deems to be in the best interest of the Association. Written minutes of all closed meetings or closed portions of meetings must be kept by the Board on file with the Secretary. Subject to direction otherwise by the Board, such documentation shall only be available to the membership as provided by law.

ARTICLE 8

Notices

Section 1. Required Notices. Whenever, under the provisions of applicable law, the Articles of Incorporation or these Bylaws, any notice that is required to be given to any Director or member, such notice shall be given in writing and delivered either personally or by first class mail, addressed to such Director or member, at his address as it appears on the records of the Association, or by email, to the email address as it appears on the records of the Association. If mailed, such notice shall be deemed to be delivered three (3) business days after it was deposited in the United States mail with first class postage prepaid. Notices given by any other means shall be deemed delivered when received by the addressee.

Section 2. Waiver of Notice. Whenever under the provisions of applicable law, the Articles of Incorporation or these Bylaws, any notice is required to be given to any director or member, a written waiver thereof signed by the person or persons entitled to such notice, either before or after the time stated therein, shall be deemed the equivalent to the giving of such notice.

ARTICLE 9

Officers

Section 1. Offices; Election; Term. The Officers of the Association shall be chosen by the Board of Directors and shall be a President, a Vice-President, a Secretary, and a Treasurer. Officers shall be elected from seats one through four of the Board of Directors, by the Board of Directors. Such election shall take place biannually at the first meeting of the Board of Directors following the Annual Meeting of members at which said Board is elected and Officers shall hold offices for a two-year term and until their respective successors have been elected and shall have qualified. If the Board of Directors shall fail in any year or years to meet and elect Officers, the Officers last elected shall continue to hold office.

Section 2. Salaries. The Officers shall receive no compensation except as provided in Section 5 of Article 6.

Section 3. Removal; Vacancies. Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board at any time with or without cause by the affirmative vote of a majority of the Board of Directors, Officers and agents otherwise elected or appointed may be removed in accordance with Georgia law. The Board of Directors may fill any vacancy occurring in any office of the Association. Any Officer may be removed from office by a two-thirds vote of the membership present and voting, by proxy, or in person, at any meeting of members.

Section 4. The President. The President shall be the Chief Executive Officer of the Association, shall preside at all meetings of members and the Board of Directors, shall have general and active management of the business of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall have the authority and power to execute on behalf of the Association bonds, mortgages, notes, contracts, leases and other documents and instruments (whether or not requiring a seal of the Association) except where such documents or instruments are required by law to be otherwise signed and executed and except the signing and execution thereof shall be expressly delegated by the Board of Directors to some other Officer or agent of the Association.

Section 5. Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 6. Secretary. The Secretary shall attend all meetings of members and the Board of Directors and shall record the proceedings of such meetings in books to be kept for that purpose, and shall perform like duties for the committees of Directors when required. He or she shall give, or cause to be given, notice of all meetings of members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision he shall be. He or she shall have custody of the corporate seal of the Association and he shall have authority to affix it to any instrument requiring it and when so affixed it may be attested by his signature. The Secretary shall maintain all required regulatory license, permits, certificates and other requirements of the governing jurisdictions. The Secretary shall verify voting privileges for each member before elections and shall oversee or appoint a representative to oversee all aspects of election procedures to assure compliance with the Bylaws.

Section 7. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as Treasurer and of the financial condition of the Association.

If required by the Board of Directors, he or she shall give the Association a bond in such sum and with surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his or her office and for the restoration to the Association, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under this control belonging to the Association.

ARTICLE 10

Committees

Section 1. Membership Committee. There shall be a Membership Committee which shall have responsibility for all matters concerning membership not expressly reserved otherwise to the Board of Directors. The Secretary of the Association shall be a member of the Membership Committee. The committee shall have three members, which shall be appointed by the President from among the active membership, and shall elect a chairman.

Section 2. Ethics Committee. There shall be an Ethics Committee composed of the President and four other members, appointed by the Board of Directors, which shall have the duty of hearing complaints from the public or membership relative to violations of the "Code of Ethics and Standards of Practice" and referring any findings to the Board of Directors with a recommendation for disposal. The Ethics Committee shall also have responsibility for drafting any revision, amendment, or modification of the "Code of Ethics and Standards of Practice".

Section 3. Other Committees. There shall be such other committees, as the Board of Directors shall see fit to establish from time to time for such purposes and under such terms as the Board, in its sole discretion, sees fit.

ARTICLE 11

General Provisions

Section 1. Checks. All checks, drafts, demands for money and notes of the Association shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 2. Fiscal Year. The fiscal year of the Association shall be fixed by resolution of the Board of Directors.

Section 3. Seal. The Association shall have a corporate seal which shall have inscribed thereon the name of the association and the words "Corporate Seal-Georgia". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced. The Board of Directors may from time to time authorize any other Officer to affix the seal of the Association and to attest to such affixation by his signature.

Section 4. Books and Records. The Association shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, Board of Directors, and committees of Directors.

Not later than two (2) months after the close of each fiscal year, the Association shall prepare a balance sheet showing in reasonable detail the financial condition of the Association as of the close of its preceding fiscal year, and a profit and loss statement showing the results of its operations during such fiscal year. Upon written request, the Association promptly shall mail or email to any member of record a copy of such balance sheet and profit and loss statement.

Section 5. Bylaw Amendments. These Bylaws may be altered, amended, or repealed or new Bylaws may be adopted by a majority of the voting members at any meeting of the membership.

Section 6. Conflict. In the event of any conflict between these Bylaws and the following, the controlling language shall be found in: the laws of the State of Georgia, the Articles of Incorporation, in the order listed.

I certify these Bylaws to be true and correct as adopted by the Board of Directors.

Secretary