

BYLAWS
OF
CALHOUN COLLEGE AND CAREER ACADEMY

ARTICLE ONE

Name, Location and Offices

1.1 Name. The name of this organization shall be "CALHOUN COLLEGE AND CAREER ACADEMY" The organization may be referred to as "Calhoun College and Career Academy" or "CCCA".

1.2 Registered Office and Agent. The organization shall maintain a registered office in the State of Georgia and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit organization Code.

1.3 Other Offices. The principal office of the organization shall be located in the city of Calhoun in Gordon County, Georgia. The organization may have other offices at such place or places, within or outside the State of Georgia, as the Board of Directors may determine from time to time or the affairs of the organization may require or make desirable.

ARTICLE TWO

Purposes and Governing Instruments

2.1 Nonprofit organization. The organization was organized and shall be operated as a nonprofit organization under the provisions of the Georgia Nonprofit organization Code as a part of the Calhoun City School system.

2.2 Charitable Purposes. The organization is organized and operated, as set forth in the Articles of Inorganization, for purposes that are exclusively charitable within the meaning of section 501(c)(3) of the Internal Revenue Code. The organization shall have no capital stock and no shareholders, and no part of the net earnings, income or profit of the organization shall inure to the benefit of or be distributable to its directors, officers, or any other private individual except that the organization may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its charitable and educational purposes. In furtherance of such purposes, the organization shall have full power and authority:

- (a) To operate an organization designed to provide a seamless blend of academics with career and technical education and skills to better serve the Calhoun community, generally and the participating partners, specifically, in accordance with the educational purposes set forth in the "Charter" agreed to by both the Local and State Boards of Education;
- (b) To make distributions for such purpose and for other charitable purposes;
- (c) To make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code;
- (d) To receive and accept property, whether real or personal, by way of gift, bequest or devise, from any person, firm, trust or organization, to be held, administered and disposed of in accordance with and pursuant to the governing instruments of the organization, as the same shall be amended from time to time; and
- (e) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, as determined by the Board of Directors, to carry out any of the purposes of the organization, as set forth in the articles of these bylaws, including the exercise of all other power and authority enjoyed by organizations generally by virtue of the provisions of the Georgia Nonprofit organization Code (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

2.3 Governing Instruments. The organization shall be governed by its bylaws.

ARTICLE THREE

Board of Directors

3.1 Authority and Responsibility of the Board of Directors.

- (a) The supreme authority of the organization and the government and management of the affairs of the organization shall be vested in the Board of Directors; and all the powers, duties and functions of the organization conferred by these bylaws, state statutes, common law, court decisions or otherwise, shall be exercised, performed or controlled by the Board of Directors.
- (b) The governing body of the organization shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the management and affairs of the organization; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the

conduct of its business and the business of the organization as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall any actions be taken which are inconsistent with the bylaws; and the fundamental and basic purposes of the organization, as expressed in these bylaws, shall not be amended or changed.

- (c) The Board of Directors shall not permit any part of the net earnings or capital of the organization to inure to the benefit of any member, director, officer, Director or other private person or individual.
- (d) The Board of Directors may, from to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the organization.
- (e) The Board of Directors, in accordance with the local board of education, is authorized to employ such person or persons, including a Chief Executive Officer or other officer or staff, attorneys, Directors, agents and assistants, as in its judgment are necessary or desirable for the administration and management of the organization, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.
- (f) The Board of Directors will participate in required board training annually for the duration of their term.

3.2 Membership. The Board of Directors shall be made up at a minimum of nine persons representing parents, Chambers of Commerce, Development Authorities, participating technical schools, participating colleges, high school counselor or administrator and the community at-large as determined by the organizing directors.

The Directors will be comprised of nine voting members as follows:

- One representative of post-secondary education appointed by the community technical college(s) president(s).
- One high school parent/guardian (who is not an employee of CCCA or partnering post-secondary colleges) nominated by the high school principal.
- Six business representatives nominated jointly by the Chamber of Commerce, City of Calhoun government, and the Gordon County Development Authority (GCDA) from the following areas of industry: Medical Community, Large organization, Small Business, Manufacturing and At Large.
- One member representing the Calhoun/Gordon County Chamber of Commerce.

3.3 Manner of Election and Term of Office. Directors will be nominated and approved as follows: The President and Board of Directors of cooperating colleges in partnership

with K-12 public education will nominate one Director. The nomination will be approved by the CEO and a majority vote of the Directors.

The high school principal will nominate a Director to represent high school parents/guardian who is not an employee of the school system or local college. The Director will be eligible to serve as long as he or she has a child enrolled in the Calhoun City School System. The nomination will be approved by the CEO and a majority vote of the Directors.

The Board of Directors of the Chamber of Commerce, Calhoun City government and Gordon County Development Authority will jointly nominate five business representatives as Directors from their current membership. The Chamber of Commerce will nominate four; the City of Calhoun will nominate one and the GCDA will nominate one. Nominees should represent the medical community, large organizations, small businesses, and two members will serve "at large." Nominations will be approved by the CEO and a majority vote of the Directors.

The Board of Directors of the Chamber of Commerce will nominate one member of their Board of Directors to serve on the CCCA Board of Directors. The nomination will be approved by the CEO and a majority vote of the Directors.

3.4 Removal. Any Director may be removed either for or without cause at any regular, special or annual meeting of the Board of Directors, by the affirmative vote of a majority of all the Directors then in office if notice of intention to act upon such matter shall have been given in the notice calling such meeting. A removed Director's successor may be elected at the same meeting to serve the unexpired term. A Director may resign at any time by delivering a signed letter to the Chairman.

3.5 Vacancies. Any vacancy in the Board of Directors arising at any time and from any cause, including without limitation the authorization of an increase in the number of Directors, may be filled for the unexpired term at any meeting of the Board of Directors by vote of a majority of the Directors then in office. Each Director so elected shall hold office until the election at the annual meeting of the Board of Directors and the qualification of his or her successor. Succeeding Directors shall be nominated and elected using the process set forth by the Local and State Boards of Education in the Charter.

3.6 Compensation. No Director of the organization shall receive, directly or indirectly, any salary, compensation or emolument therefrom as such Director or in any other capacity. However, nothing contained herein shall be construed to prevent any Director from serving the organization in any other capacity and receiving reasonable compensation for services rendered in furtherance of the purposes and functions of the organization.

3.7 Term. One third (1/3) of the nine (9) members of the Board of Directors shall be nominated and approved each year for equally staggered three (3) year terms, as set forth above. By majority vote, the Board of Directors shall set and calibrate the staggered three (3) year terms. By majority vote, the Board of Directors may re-approve and thereby elect a Board Member to serve one successive three (3) year term. Notwithstanding the foregoing, the maximum time for any Director to serve on the Board of Directors shall be six (6) consecutive

years. In addition, a Parent Representative can only serve as long as the parent has children attending a High School in the Calhoun City School System.

ARTICLE FOUR

Meetings of Board of Directors

4.1 Place of Meetings. Meetings of the Board of Directors may be held at any place within or without the State of Georgia as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the organization.

4.2 Annual Meeting; Notice. The annual meeting of the Board of Directors shall be held at the principal office of the organization or at such other place as the Board of Directors shall determine on such day and at such time as the Board of Directors shall designate. Unless waived as contemplated in Section 5.2 hereof, notice of the time and place of such annual meeting shall be given by the Secretary personally, by telephone, by mail, by facsimile transmission or by telegram not less than ten (10) nor more than fifty (50) days before such meeting.

4.3 Regular Meetings; Notice. Regular meetings of the Board of Directors may be held from time to time between annual meetings, at such times and at such places as the Board of Directors may designate by resolution, without notice of the date, time, place or purpose of any such meeting.

4.4 Special Meetings; Notice. Special meetings of the Board of Directors may be called by or at the request of the Chairman or by any two of the Directors in office at that time. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given by the Secretary personally, by telephone, by mail, by facsimile transmission or by telegram at least twenty-four (24) hours before such meeting.

4.5 Waiver. Attendance by a Director at a meeting shall constitute waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Five (“Notice and Waiver”).

4.6 Quorum. At meetings of the Board of Directors, a majority of Directors then in office shall be necessary to constitute a quorum for the transaction of business.

4.7 Vote Required for Action. Each Director shall have one vote. Except as otherwise provided in these bylaws or by law, the act of a majority of the Directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors.

4.8 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 a consent in writing, setting forth the action so taken, is signed by not less than a majority of Directors then in office. Such consent shall have the same force and effect as a majority vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

4.9 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 hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

4.10 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 the meeting which was adjourned.

4.11 Proxies. Except where prescribed by applicable law, a Director may vote in person or by proxy executed in writing by the Director or by his or her attorney-in-fact. A proxy shall not be valid after eleven (11) months from the date of its execution, unless a longer period is expressly stated therein.

ARTICLE FIVE

Notice and Waiver

5.1 Procedure. Whenever these bylaws require notice to be given to any Director, the notice shall be given in accordance with this Section 5.1. Notice under these bylaws shall be in writing unless oral notice is reasonable under the circumstances. Any notice to Directors may be written or oral. Notice may be communicated in person, by telephone, telegram or facsimile transmission or by 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:

- (a) When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;
- (b) Five days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or

- (c) 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.

Oral notice is effective when communicated if communicated in a comprehensible manner. In calculating time periods for notice, when a period of time measured in days, weeks, months, years, or other measurement of time is prescribed for the exercise of any privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted.

5.2 Waiver. A Director may waive any notice before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing, signed by the Director entitled to the notice, and delivered to the organization for inclusion in the minutes or filing with the corporate records. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the Director at the beginning of the meeting (or promptly upon his or her 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.

ARTICLE SIX

Officers

6.1 Number and Qualifications. The officers of the organization shall consist of a Chief Executive Officer, a Chairman, a Vice Chairman, and a Secretary/Treasurer. The Board of Directors may from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the organization, but the organization shall not be required to have at any time officers other than a Chief Executive Officer, a Chairman, a Vice Chairman, a Secretary/Treasurer.

6.2 Election and Term of Office. The officers of the organization, other than the Chief Executive Officer and Secretary/Treasurer, 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. The Chief Executive Officer shall be an employee of the Calhoun City School system, shall be appointed by the Calhoun City Schools Board of Education and shall serve for such period of time as the Chief Executive Officer and the Board of Education shall agree

6.3 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.

6.4 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever the Board of Directors determines, in its judgment, that the best interests of the organization will be served thereby. However, any such

removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.

6.5 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.

6.6 Chief Executive Officer. The Chief Executive Officer shall be the principal executive officer of the organization and shall be responsible for the day-to-day operations of the organization. The Chief Executive Officer shall serve as an ex-officio (non-voting) member of the Board of Directors and of any and all committees of Directors. Subject to limitations imposed by the Board of Directors in writing, he or she shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the organization, and statements and reports required to be filed with governmental officials or agencies; and he or she shall be authorized to enter into any contract or agreement and to execute in the corporate name, any instrument or other writing; and he or she shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall have the right to supervise and direct the management and operation of the organization. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

6.7 Chairman. The Chairman shall preside at all meetings of the Board of Directors. The Chairman shall also serve as a member, with right to vote, 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 Chairman shall have the right to make all decisions as to policy and otherwise which may arise between meetings of the Board of Directors and shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

6.8 Vice Chairman. The Vice Chairman shall preside at meetings of the Board of Directors in the event that the Chairman is not present. The Vice Chairman shall also serve as a member, with right to vote, of the Executive Committee of the Board of Directors and as a voting member, ex officio, of any and all other committees of Directors. In the event that the Chairman were no longer able to serve in their elected capacity, the Vice Chairman would serve the remainder of the fiscal year in the role of Chairman.

6.9 Secretary/Treasurer.

- (a) The Secretary shall attend all meetings of the Board of Directors and 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 keep in safe custody the seal of the organization and, when authorized by the Board of Directors, the Chief Executive Officer or the Chairman, affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature.
- (d) The Secretary shall be under the supervision of the Chairman. He or she 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 Chairman may from time to time delegate.
- (e) The Treasurer shall have custody of the organization funds and securities and shall keep full and accurate accounts of receipts and disbursements of the organization, in partnership with the high school book keeper, and shall deposit all monies and other valuables in the name and to the credit of the organization into depositories designated by the local board of education.
- (f) The Treasurer shall disburse the funds of the organization as ordered by the Board of Directors in accordance with the policies of the local board of education.
- (g) 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 Chairman may from time to time delegate.

6.10 Accountant. In order to maintain internal financial controls, an Accountant will prepare financial statements each month or at such other intervals as the Board of Directors shall direct.

ARTICLE SEVEN

Committees of Directors

7.1 Executive Committee. Elected officers of the Board of Directors, namely the Chairman, Vice Chairman, and Secretary, will constitute the Executive Committee, which, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the affairs of the organization; but the designation of any such Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon him or her by law.

7.2 Other Committees of Directors. Other committees, each consisting of two (2) or more Directors, may be designated by a resolution adopted by a majority of Directors present at a meeting at which a quorum is present. Such committees shall not have or exercise the authority of the Board of Directors in the management of the organization. Except as otherwise provided in a resolution creating such committees, members of each such committee shall be

appointed by the Chairman of the organization. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the organization shall be served by such removal.

7.3 Advisory and Other Committees. The Board of Directors may provide for such other committees, including committees, advisory groups, boards of governors, etc., consisting in whole or in part of persons who are not Directors of the organization, 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 these bylaws, as may be prescribed for it by the Board of Directors. Appointments to and the filling of vacancies on any such other committees shall be made by the Chairman of the organization, unless the Board of Directors otherwise provides. Any action by each such committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby. See Article Six (“Board of Advisors”).

7.4 Term of Appointment. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

7.5 Chair. One member of each committee shall be appointed chair of such committee thereof by a majority vote of the members of such committee.

7.6 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.

7.7 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.

7.8 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.

ARTICLE EIGHT

Contracts, Checks, Deposits and Funds

8.1 Contracts. The Board of Directors may authorize the Chief Executive Officer to enter into any contract or execute and deliver any instrument in the name and on behalf of the

organization in accordance with the policies of the local board of education. Such authority must be in writing and may be general or confined to specific instances.

8.2 Checks, Drafts, Notes, Etc. In addition to and not in limitation of the provisions of Section 7.6 hereof, all checks, drafts or other orders for the payment of money or notes or other evidences of indebtedness issued in the name of the organization shall be signed by the Chief Executive Officer and superintendent, in accordance with the policies of the local board of education.

8.3 Deposits. All funds of the organization shall be deposited from time to time to the credit of the organization with the local school system and shall be held with a financial institution approved by the local board of education.

8.4 Gifts. The Board of Directors may accept on behalf of the organization any contribution, gift, bequest or devise for the general purposes or for any special purpose of the organization.

ARTICLE NINE

Indemnification and Insurance

The organization shall indemnify any individual made a party to a proceeding because such individual is or was a director, officer, employee or agent of the organization against liability incurred in the proceeding, if such individual acted in a manner such individual believed in good faith to be in or not opposed to the best interests of the organization and, in the case of any criminal proceeding, such individual had no reasonable cause to believe such individual's conduct was unlawful, to the maximum extent permitted by, and in the manner provided, by the Georgia Nonprofit organization Code. This provision is intended to incorporate by reference the provisions of § 14-3-850 through 14-3-858 of the Georgia Nonprofit organization Code.

ARTICLE TEN

Miscellaneous

10.1 Books and Records. The organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

10.2 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.

10.3 Fiscal Year. The fiscal year for the organization is aligned with the school system calendar year and runs from July 1 through June 30 each year.

10.4 Auditing Procedure. The Chief Executive Officer of CCCA, as authorized by the Board of Directors, shall order an Annual Audit of all CCCA financial records. Only Certified Public Accountants are eligible to perform the audit. The auditing entity cannot be the same entity as performs the monthly record keeping and financial statements for CCCA. The audit period will be for the preceding year unless otherwise directed by the Board of Directors.

10.5 Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

10.6 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these bylaws shall be considered valid and operative;
and
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

10.7 Headings. The headings herein are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written materials.

ARTICLE ELEVEN

Amendments

11.1 Power To Amend Bylaws. The Board of Directors shall have the power to alter, amend or repeal these bylaws or adopt new bylaws.

11.2 Conditions. Action by the Board of Directors with respect to bylaws shall be taken by the affirmative vote of a majority of all Directors then holding office.

ARTICLE TWELVE

Tax-Exemption Status

The affairs of the organization at all times shall be conducted in such a manner as to assure the organization's status as an organization qualifying for exemption from taxation pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE THIRTEEN

Adoption of Bylaws

CALHOUN COLLEGE AND CAREER ACADEMY was organized under the laws of the State of Georgia on (Insert Date). These bylaws were adopted by resolution of the Board of Directors of the organization, and became effective, as of the 29th day of August, 2017.

APPROVED:

CALHOUN COLLEGE AND CAREER ACADEMY

By:

(Insert Name), Chairman

ATTEST:

Dr. Peter Coombe, CEO

[ORGANIZATION SEAL]