

AMENDED AND RESTATED  
BYLAWS OF FLOYD COUNTY SCHOOLS  
COLLEGE AND CAREER ACADEMY, INC.

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OF  
FLOYD COUNTY SCHOOLS COLLEGE AND CAREER ACADEMY, INC.

Incorporated under the laws of the State of Georgia

ARTICLE ONE

Name, Location and Offices

1.1 Name. The name of this corporation shall be "FLOYD COUNTY SCHOOLS COLLEGE AND CAREER ACADEMY, INC.." ("Corporation")"

1.2 Registered Office and Agent. The Corporation 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 Corporation Code.

1.3 Other Offices. The principal office of the Corporation shall be located in Rome, Georgia. The Corporation 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 Corporation may require or make desirable.

ARTICLE TWO

Purposes and Governing Instruments

2.1 Nonprofit Corporation. The Corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

2.2 Charitable Purposes. The Corporation is organized and operated, as set forth in the Articles of Incorporation, for purposes that are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation shall have no capital stock and no shareholders, and no part of the net earnings, income or profit of the Corporation shall inure to the benefit of or be distributable to its Directors, officers, or any other private individual, except that the Corporation 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 Corporation 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 Floyd County community;

- (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 corporation, to be held, administered and disposed of in accordance with and pursuant to the governing instruments of the Corporation, 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 Corporation, as set forth in the Articles of Incorporation and these Bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code).

**2.3 Governing Instruments.** The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

### **ARTICLE THREE**

#### **Board of Directors**

##### **3.1 Authority and Responsibility of the Board of Directors.**

(a) The governing body of the Corporation shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the management, affairs and property of the Corporation; 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 Corporation 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 Articles of Incorporation and these Bylaws; and the fundamental and basic purposes of the Corporation, as expressed in the Articles of Incorporation and these Bylaws, shall not be amended or changed.

(b) The Board of Directors shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any member, officer, Director or other private person or individual.

(c) The Board of Directors may, from time 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 Corporation.

(d) The Board of Directors is authorized to employ such person or persons, including an executive director or officer, attorneys, accountants, agents and assistants, as in its judgment are necessary or desirable for the administration and management of the Corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

**3.2 Initial and Regular Boards of Directors.** The initial Directors of the Corporation shall be the current members of the Floyd County Board of Education, to-wit:

**David Wayne Johnson, Teresa P. Lumsden, George Bevels, Jr., Jonathan Mark Hufstetler, and Joseph Bryan Shealy.**

At the organizational meeting of the initial Board of Directors, the initial Directors shall elect the initial regular Board of Directors in accordance with the requirements of these By-Laws. The Directors of the regular Board of Directors of the Corporation shall be comprised of persons in the following classifications:

- 1) Four parents(one parent from each of the existing high schools in Floyd County)
- 2) Three business representatives recommended by the Greater Rome Chamber of Commerce
- 3) Two secondary education representatives(one representing the Floyd County School System and one representing the secondary faculty of the Charter School)
- 4) Two post-secondary education representatives(one representing Georgia Northwestern Technical College and one representing Georgia Highlands College)
- 5) Four representatives at-large

Unless removed as provided herein, those persons in Classification (1) shall serve an initial term ending on July 31, 2009. Those persons in Classifications (2) and (3) shall serve an initial term ending on July 31, 2010, and those persons in Classifications (4) and (5) shall serve an initial term ending on July 31, 2011. Thereafter, all Directors shall serve three (3) year terms unless removed as provided herein. There shall be no less than thirteen (13) nor more than twenty-two members on the Board of Directors as determined by the Board.

**3.3 Manner of Election of Directors.** Except as provided in Section 3.2, all Directors shall be elected at the annual meeting of the Board of Directors by majority vote of the Board of Directors; provided that any replacement Director must fall within the same Classification as the Director being replaced, and all appointments of the Board of Directors for replacement Directors must be approved by the Floyd County Board of Education prior to such person taking office.

**3.4 Chairman.** The Board of Directors by majority vote shall annually elect its Chairman, who shall preside at all meetings of the Board and perform such other functions as the Board may determine consistent with these Bylaws.

**3.5 Removal.** Any Director may be removed either with 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. Any Director may also be removed with or without cause by majority vote of the members of the Floyd County Board of Education at any regular or called meeting of the Board.

**3.6 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 of an existing Director, or for a designated term for an additional Director, at any meeting of the Board of Directors by a vote of a majority of the Directors then in office; provided, that if the appointment is to fill a vacancy of an existing Director, the replacement Director must fall within the same Classification as the Director being replaced. If the appointment is to increase the size of the Board of Directors, the number of persons appointed and the classifications of persons appointed must comply with the requirements set forth in Section 3.2 of these Bylaws. In both events, such appointments must be approved by the Floyd County Board of Education prior to the newly appointed Directors taking office.

**3.7 Compensation.** No Director of the Corporation 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 Corporation in any other capacity and receiving reasonable compensation for services rendered in furtherance of the purposes and functions of the Corporation.

## 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 Corporation.

**4.2 Annual Meeting; Notice.** The annual meeting of the Board of Directors shall be held at the principal office of the Corporation 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 President 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 meeting 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.** 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 proscribed 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 three (3) 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. 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 (5) 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 Corporation 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

### Board of Advisors

**6.1 Appointment.** The Board of Directors may appoint such persons as it reasonably deems necessary or desirable to act as the Board of Advisors of the Corporation. To the extent possible, the Board of Advisors should consist of individuals whose integrity, capability, experience, knowledge of the communities and institutions served by the Corporation and community standing will help the Board of Directors carry out its function. The number of persons appointed to constitute the Board of Advisors shall be determined in the sole discretion of the Board of Directors.

6.2 **Purpose.** It shall be the function and purpose of the Board of Advisors to advise the Board of Directors on matters relating to the business and affairs of the Corporation, and to suggest or be available for consultation with regard to projects or activities which the Corporation may undertake, consistent with its exempt purposes, in furtherance of its goals and objectives.

## ARTICLE SEVEN

### **Officers**

7.1 **Number and Qualifications.** The officers of the Corporation shall consist of an Executive Director, a Secretary, a Treasurer, and such other officers as the Board of Directors may designate and appoint. 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 Corporation, but the Corporation shall not be required to have at any time officers other than an Executive Director, a Secretary, and a Treasurer. Any two (2) or more offices may be held by the same person. The Corporation may have Co-Presidents.

7.2 **Election and Term of Office.** The officers of the Corporation 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 Executive Director shall be an employee of the Corporation, shall be elected by the Board of Directors, and shall serve for such period of time as the Board of Directors shall determine.

7.3 **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.

7.4 **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 Corporation 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.

7.5 **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.

7.6 **Executive Director.** The Executive Director or Chief Executive Officer shall be the principal executive officer of the Corporation and shall be responsible for the day-to-day operations of the Corporation. The Executive Director shall serve as a voting member, ex officio, of any and all committees of Directors. 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 Corporation, 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, along with the secretary, 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 Corporation and the other officers and employees of the Corporation shall be under his or her supervision and control during such interim. 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.

7.7 **President.** The Board of Directors may create the office of President, and assign such duties to said office as the Board may determine.

7.8 **Secretary.**

(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 Corporation and, when authorized by the Board of Directors, the Executive Director or the President, affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature or by the signature of the Treasurer or an assistant secretary.

(d) The Secretary shall be under the supervision of the President. 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 President may from time to time delegate.

7.9 **Assistant Secretaries.** The assistant secretaries in the order of their seniority, unless otherwise determined by the President or by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and have the authority and exercise the powers of the Secretary. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

7.10 **Treasurer.**

(a) The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuables in the name and to the credit of the Corporation into depositories designated by the Board of Directors.

(b) The Treasurer shall disburse the funds of the Corporation as ordered by the Board of Directors, and prepare financial statements each month or at such other intervals as the Board of Directors shall direct.

(c) If required by the Board of Directors, the Treasurer shall give the Corporation a bond (in such form, in such sum and with such surety or sureties as shall be satisfactory to the Board) for the faithful performance of the duties of his or her office and for the restoration to the Corporation, 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 or her possession or under his or her control belonging to the Corporation.

(d) 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 President may from time to time delegate.

**7.11 Assistant Treasurers.** The assistant treasurers in the order of their seniority, unless otherwise determined by the President or by the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and have the authority and exercise the powers of the Treasurer. They shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

## **ARTICLE EIGHT**

### **Committees of Directors**

**8.1 Executive Committee.** By resolution adopted by a majority of the Directors in office, the Board of Directors may designate from among its members an executive committee, which shall consist of three (3) or more Directors, which executive committee, 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 Corporation; 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.

**8.2 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 Corporation. Except as otherwise provided in a resolution creating such committees, members of each such committee shall be appointed by the Chairman of the Board of Directors. Any member of any committee may be removed at any meeting by majority vote of the Board of Directors whenever in the Board's judgment the best interests of the Corporation shall be served by such removal.

**8.3 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.

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

8.5 **Vacancies.** Vacancies in the membership of any committee may be filled by the Chairman of the Board, subject to majority consent of the Board.

8.6 **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.

8.7 **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 NINE

### **Contracts, Checks, Deposits and Funds**

9.1 **Contracts.** The Board of Directors may authorize any officer, officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

9.2 **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 Corporation shall be signed by such officer, officers, agent or agents of the Corporation and in such other manner as may 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 Executive Director or signed by the Treasurer or an assistant treasurer of the Corporation.

9.3 **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such financial institutions as the Board of Directors may select.

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

## ARTICLE TEN

### **Indemnification and Insurance**

The Corporation shall indemnify any individual made a party to a proceeding because such individual is or was a director, officer, employee or agent of the Corporation 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 Corporation 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 Corporation Code. This provision is intended to incorporate by reference the provisions of §14-3-850 through 14-3-858 of the Georgia Nonprofit Corporation Code.

## ARTICLE ELEVEN

### Miscellaneous

**11.1 Books and Records.** The Corporation 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.

**11.2 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.

**11.3 Fiscal Year.** The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate.

**11.4 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.

**11.5 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.

**11.6 Headings.** The headings herein are for organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.

**11.7 Relation to Articles of Incorporation.** These Bylaws are subject to, and governed by, the Articles of Incorporation.

## ARTICLE TWELVE

### Amendments

**12.1 Power to Amend Bylaws.** Except as provided in Section 12.2, the Board of Directors shall have the power to alter, amend or repeal these Bylaws or adopt new Bylaws.

12.2 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, and shall not become effective until approved by majority vote of the Floyd County Board of Education.

## ARTICLE THIRTEEN

### Tax-Exemption Status

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