GEORGIA CYBER ACADEMY, INC.

Educational Success – One Student at a Time

AMENDED AND RESTATED BYLAWS

Duly adopted, amended and restated on the 21st day of August, 2024.

The board of directors ("Board") of Georgia Cyber Academy, Inc. ("GCA") adopts the following bylaws (these "Bylaws"), designed to advance the GCA Mission in a manner consistent with its Vision.

MISSION

The school known as "Georgia Cyber Academy" provides an interactive virtual learning environment designed to support individualized and differentiated student-centered educational experiences serving students from kindergarten through the 12th grade.

VISION

Georgia Cyber Academy envisions a learning environment where students are empowered – through the collaborative partnership of its students, parents, learning coaches, teachers, and administrators – to successfully reach their full academic potential and emerge career or college ready, and prepared to assume roles as positive contributors to society.

AMENDED AND RESTATED BYLAWS

ARTICLE I:
GENERAL PROVISIONS

1.1 Purpose of Corporation.

The purpose of the corporation, Georgia Cyber Academy, Inc. ("GCA"), is to engage as a federally recognized 501(c)(3) nonprofit public charter school as specified in the charter contract between GCA and the Georgia State Charter Schools Commission ("Charter"), and to carry out the charitable and educational purposes within the meaning of the United States Internal Revenue Code and the Georgia Nonprofit Corporation Code (collectively referred to herein as the "Code").

1.2 Purpose of Board.

The GCA Governing Board exists to ensure that GCA accomplishes the student outcomes for which the school was chartered while operating within all required parameters. As the highest authority within the school, it provides collective oversight of management.

1.3 Purpose of Bylaws.

These Bylaws state the rules that the Board has determined are necessary and appropriate for the regulation and management of the Georgia Cyber Academy school and are adopted in order to fulfill the objectives of GCA as stated in the Articles of Incorporation, duly filed with the Office of the Georgia Secretary of State on July 17, 2009.

1.4 Registered Office and Agent.

The Board will designate a registered agent and registered office for service of legal process; these designations are to be filed with the Georgia Secretary of State as required by the Code. The Board may change these designations at any time. In the event the Board fails to make a designation, or a registered agent resigns without a new designation of a registered agent and office, then the Chair of GCA, and the Chair's address, are to be filed with the Georgia Secretary of State as the registered agent and office of GCA until the Board makes some other affirmative designation.

ARTICLE II:
GOVERNING BOARD

2.1 Establishment and Function.

Subject to these Bylaws, the business and affairs of GCA will be overseen by the Board, which will in all cases act collectively and fulfill all aspects of their fiduciary duties as prescribed by law. The Board will adopt such rules and regulations for the conduct of their meetings and the management of the corporation as it deems proper, consistent with GCA's articles of incorporation, these Bylaws, and the laws of this State. It will have and may exercise all of the powers that may be exercised or performed by GCA. The roles and responsibilities of the Board include but are not limited to the following:

- Oversight of financial management
- General operational and programmatic oversight
- Oversight of the school's risk-management, including fraud risk management
- Coordination of long-term planning
- Overseeing and evaluating the work of the Superintendent, the Chief Financial Officer, and any other officers of GCA
- Setting a framework for the budget process and adopting an annual budget

- Approving large resource expenditures, significant program changes, expansion into new program areas, and building and facility issues
- Locating new buildings or changing the location of the school's administrative offices
- Approving indebtedness
- Adopting online and offline education programs
- Designating depositories of school funds
- On behalf of GCA, entering into contracts not previously approved in the annual budget and that involve educational funds in excess of $50,000.00
- Other responsibilities as deemed necessary or provided for by applicable law.

2.2 Composition and Term.

The Board will consist of not fewer than five nor more than thirteen Directors, the precise number to be fixed by GCA from time to time. The number of Board Directors (each a "Director") may be increased or decreased by a two-thirds majority vote of the Board then in office.

Each Director will have voting rights and be eligible to vote. The Directors of the Board will be elected by a majority vote of the Board. Unless a Director resigns or is removed in accordance with section 2.4, a Directors will serve until the later of: (i) until such Director is replaced on the Board, or (ii) a term of three (3) years from such Director's election.

A Director may serve up to four (4) successive terms if he or she is re-elected in accordance with these Bylaws.

2.3 Vacancies.

The Board Chair and the Governance Committee will exert their best efforts to fill any vacancy upon resignation, removal, or death of any Director by appointing a suitable person, whose appointment must be approved by a majority vote of the Board.

2.4 Resignation and Removal.

A Director of the Board may resign from office by submitting such resignation, in writing, to the Board Chair or Board Secretary.

All Directors and officers of GCA serve at the will of the Board and may be removed as Directors or officers at any time, with or without cause, at any regular or special meeting of the Board, by the affirmative vote of a majority of the Board.

2.5 Compensation.

Directors will receive no compensation for their service. Reasonable expenses will be reimbursed provided that they fall within the school's reimbursement policies.

2.6 Powers.

(a) The Board may exercise all powers granted to it and necessary for the interests of GCA, subject to the articles of incorporation, these Bylaws, or the Code.

(b) If an emergency occurs that precludes the Board from safely or feasibly holding a meeting, the Board may meet using any method permitted under the Open Meetings Act. In such instances a quorum will consist of three Directors.

2.7 Duties of all Board Directors.

All Board Directors shall: (i) chair or be willing to serve on a Board committee; (ii) encourage teamwork within the group; (iii) provide oversight in implementing the curriculum/vision/goals; facilitate communication among Directors; (iv) owe a fiduciary duty to GCA including a duty of care, duty of loyalty and a duty of obedience to these Bylaws, the Charter, the GCA Articles of Incorporation and all laws and regulations governing GCA.

2.8 Compliance with Laws Governing Student Records.

The Board will ensure that GCA complies with the Family Education Rights Privacy Act ("FERPA"), 20 U.S.C. Section 1232g et seq.

2.9 Non-Liability of Directors.

No Director will be personally liable for the debts, liabilities, or other obligations of GCA.

2.10 Contracts with Directors and Officers.

GCA may not enter into a contract or transaction that conflicts with GCA's Conflict of Interest Policy or the Code.

2.11 Loans to Directors, Officers, or Board Directors.

GCA will not lend or provide any money or property to or guarantee the obligation of any Director or Officer. However, GCA may advance money to a Director or Officer for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or Officer would be entitled to reimbursement for such expenses.

ARTICLE III:
OFFICERS AND COMMITTEES

3.1 Offices and Term.

The Board officers of GCA will consist of a Chair, Board Secretary and a Board Treasurer who will be elected by the Board as provided in these Bylaws. GCA may also elect a Vice Chair. Each Officer will be elected for a term of office running until the end of that Director's term or such other term as provided by resolution of the Board. . Each Officer will serve for the term of office for which he/she is elected and until his/her successor has been elected or his/her earlier resignation, removal from office or death. Officers will be elected from Directors of the Board. Qualifications for GCA Officers.

Officers must be voting Directors of the Board.

3.2 Chair.

The Chair will, when present, preside at all meetings of the Board. The Chair may sign deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed., The Chair will perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board from time to time. The Chair will have authority to institute or defend legal proceedings when the Directors are deadlocked. The Chair will have charge of the seal of GCA and will perform such other duties and have such other powers as may from time to time be delegated to him or her by the Board. The Chair shall act as chief executive officer of the corporation in accordance with the requirements of O.C.G.A. § 14-3-840.

3.3 Vice-Chair.

The Vice-Chair, if elected, will perform such other duties and have such other powers as may from time to time be delegated to him or her by the Chair.

3.4 Board Treasurer.

The Board Treasurer shall assist the board in the oversight of school financial management. The Board Treasurer shall act as chief financial officer of the corporation in accordance with the requirements of O.C.G.A. § 14-3-840.

3.5 Board Secretary.

The Board Secretary shall oversee the preparation and preservation of the minutes of the meeting of the Board and authenticate the records of the Board.

3.6 Other Board Officers.

The Board, by resolution, may create or add permanent Officer positions. The Board will adopt and publish a description of duties for each new Officer position. These Bylaws will be automatically amended to include each new Officer position and the description thereof.

3.7 Committees.

The Board may create standing or temporary committees. Committees exist to assist the board with its governance purposes, and not to assist management with their work. Committees may be established by action of the Board, which shall determine the role of the committee.

(a) Committee Membership.

Committees shall be composed of at least two Directors. The Board will designate the chair of each committee who will appoint the remaining Members of that committee; unless its full Membership is designated at the time the committee is created. The chair of each committee may also appoint one or more Board Directors as alternate Members of any such committee, who may temporarily replace any absent Member at any committee meeting. Persons who are not currently Directors of the Board may also be designated to serve on such committees. The chair of each committee will serve at the pleasure of the Board. Committee Membership will continue until resignation, in which case the chair of the committee may appoint a replacement committee member, or a replacement committee member may be elected by majority vote of the Directors of the Board.

(b) Committee Action.

Each committee will report regularly to the Board at meetings and make any recommendation to the Board it determines to be appropriate. Committees are prohibited from exercising the authority of the Board and may only act within their designated powers as resolved by the Board. Committees may not:

(i) take any final action on any matter; they may only make recommendations to the Board to be ratified by the Board; (ii) fill vacancies on the Board or any committee of the Board; (iii) amend or repeal these Bylaws or adopt new bylaws; (iv) amend or repeal any resolution or vote of the Board; (v) create any other committees of the Board or appoint their members. The Committees, and each of their members are subject to all provisions of these Bylaws and other Board policies regarding conflicts of interest.

(c) Standing Committees.

The following standing committees may be established:

(i) Finance Committee – this committee is charged with the oversight and review of all GCA finances including the annual budget.

(ii) Academic Oversight Committee – this committee is charged with the oversight and review of all academic outcomes.

(iii) Governance Committee – this committee exists to assist the board in organizing its ongoing development and self-assessment strategies, recruit and vet potential board Directors, and monitor Board performance against these Bylaws and all other applicable requirements.

(d) Additional Committees.

The Board may create any other standing or temporary committee it deems necessary. The charge and chair of each temporary committee will be stated in the motion proposing or resolution creating the committee.

(e) Committee Meetings and Minutes.

Meetings and actions of committees of the Board will be governed by, held, and taken under the provisions of these Bylaws concerning meetings except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or, if none, by the Chair. All meetings shall be held in accordance with the Georgia Open Meetings Act. Minutes of each committee meeting will be kept and will be filed with the GCA records. Special requirements of committee meetings include:

(i) No committee meeting may be held without the presence of the Committee Chair or a Director that he/she designates.

(ii) Committee recommendations must be provided to the Board by the Committee
Chair with a recommendation to approve, disapprove, or take no action on the matter.

The Board may adopt other rules for the governance of committees so long as the rules are consistent with these Bylaws. A committee may adopt its own additional rules not inconsistent with GCA's Bylaws or other rules or policies adopted by the Board.

ARTICLE IV:
MEETINGS AND VOTING

4.1 Quorum and Voting.

A majority of Board Directors then in office will constitute a quorum for the transaction of business. Unless otherwise stated in these Bylaws, resolutions adopted and all business transacted by the Board will require the affirmative vote of a majority of the Directors present at the meeting. "Directors present" means all Directors physically present as well as those Directors that may be participating by teleconference, online or by any other methods permitted by law.

4.2 Record of Vote.

All votes shall be recorded.

4.3 Open Meetings and Open Records Act.

The Board will abide by the Georgia Open Meetings Act, O.C.G.A. 50-14-1, et seq., and Open Records Act, O.C.G.A. 50-18-70, et seq.

4.4 Annual Meeting.

The annual meeting of the Board will be held each year on such date, time and place, as may be determined by the Board, for the purpose of electing Directors/Officers and transacting any and all business that may properly come before the Board or is . required by the Code

4.5 Regular Meetings.

Regular meetings of the Board may be held at places and times as lawfully determined by the Board and provided in the notice calling such meetings, consistent with the Georgia Open Meetings Act.

4.6 Special Meetings; How Called.

Special meetings of the Board may be called for any lawful purpose outside of regular meetings, at any other time by: (i) the Chair, (ii) the Vice Chair, or (iii) any three Directors of the Board. The purpose of each special meeting must be stated in the notice and all other requirements of the Georgia Open Meetings Act must be met.

4.7 Notice of Meetings.

The Superintendent will give notice of the time, date, and location of each meeting of the Board not less than seven (7) days before the scheduled meeting date. Normally, the notice will be sent by email to the address of each Director and to any party required by law. Where seven days' notice cannot be given, notice may be made by any reasonable means as directed by the Board. Per O.C.G.A. § 14-3-822(c), if amendment of GCA's Articles of Incorporation or Bylaws or removal of a Director is to be considered at the meeting, such notice must include a description of the proposed amendment or removal.

4.8 Consent in Lieu of Meeting.

To the extent permitted by law, any action to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing, setting forth the action so taken, will be consented to in writing by the majority of the Directors. The action and the vote is then to be restated at the next public meeting and become part of the formal minutes.

4.9 Location of Meetings.

A meeting of GCA may be held at any place in the United States provided that the public be allowed to attend virtually or telephonically if the meeting is held outside the state of Georgia to the extent permitted by law. The Board may designate a usual meeting date, time or location, or vary the location as circumstances warrant.

4.10 Use of Contemporaneous Communications Systems for Board Meetings.

Because GCA is an "agency with statewide jurisdiction" for purposes of the Georgia Open Meetings Act, the Board, or any Board committee, may hold meetings via a contemporaneous communications system in which all participants in the meeting as well as the public can hear each other; and Directors or committee members have the opportunity to review all the information presented and clearly exchange ideas and thoughts.

4.11 Use of Contemporaneous Communications Systems for Board Votes or Actions.

The Board, or any Board committee, may utilize any form of electronic communication system available to them to vote on any given issue or action to the extent permitted by law.

ARTICLE V:
FISCAL PROVISIONS AND RECORDS

5.1 Contracts.

The Board is empowered to authorize particular people to execute contracts on behalf of GCA as specified below. The Board Chair and Board Treasurer have general authority to execute on behalf of GCA any contract(s) in the furtherance of GCA's charitable and educational purposes and consistent with GCA Board policies. The Board may, by resolution or Board-approved policy, grant one or more additional Board Directors, the Superintendent, or officers of GCA general authority to execute such contracts or limited authority to execute specified contracts. The Board may, by resolution, authorize the Superintendent to grant, on an as-needed basis, designees with limited authority to execute specified contracts in the furtherance of GCA's charitable and educational purposes.

5.2 Drafts and Notes.

All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of GCA, will be signed by such officers or agents as determined by Board Policy.

5.3 Authorized Signatories.

The Board will designate appropriate authorized signatories for all contracts, deposit accounts, and other accounts, by policy or resolution.

5.4 Deposits.

All funds of GCA will be deposited from time to time to the credit of GCA in such banks, trust companies, or other depositories as the Board determines.

5.5 Budget and Fiscal Year.

GCA's fiscal year will begin on the first day of July and end on the last day of June of the following year. Not less than ten (10) days prior to the beginning of the next fiscal year, the Board will approve the budget for the upcoming fiscal year. If the Board is unable or deems that it is in the best interests of the school to approve the budget after the deadline stated herein, the Board shall pass a continuing budget resolution as provided by law. Prior to approval, in accordance with the requirements of O.C.G.A. 20-2-167.1, the Board will hold at least two public meetings to allow for public input on its proposed annual budget.

5.6 Records.

Under the oversight of the Board Secretary, GCA will keep correct and complete books and records of account and will also keep minutes of all meetings of its Board and committees as required by the Code and other applicable law. GCA shall keep and maintain all records in accordance with O.C.G.A. §§ 14-3-1601 and 14-3-1602.

ARTICLE VI:
INSPECTION RIGHTS

6.1 Inspection Rights.

Any Director may inspect, copy, or make extracts of GCA's books, records, and other documents as permitted by O.C.G.A. § 14-3-1606 and any other applicable law. The provisions of the Code relating to all other inspection rights as described in O.C.G.A. §§ 14-3-1601 through 14-3-1605 are adopted by GCA and incorporated herein by this reference, as a bylaw of GCA.

ARTICLE VII:
INDEMNIFICATION

7.1 Authority to Indemnify.

(a) To the fullest extent permitted by the Code, GCA will indemnify or obligate itself to indemnify an individual made a party to a pending, completed or threatened proceeding, or threatened to be made party to such proceeding, because he or she is or was acting in his or her capacity as, or arising out of his or her status as, or formerly as, a Director, officer, employee, agent, or committee member of GCA ("Potential Indemnitee") for reasonable expenses, judgments, fines, penalties and amounts (including attorneys' fees), incurred in connection with the defense or settlement of such proceeding if the individual acted in good faith and in a manner he or she reasonably believed was not opposed to the best interests of GCA and, in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of "nolo contendere" or its equivalent, is not, of itself, determinative that the Potential Indemnitee, officer, employee or agent did not meet the standard of conduct set forth above. Indemnification permitted under this Section 7.1 (a) is determined by the Board pursuant to Section 7.4 below. Any such indemnification is limited to reasonable expenses incurred in connection with the proceeding.

(b) No indemnification will be made with respect of any claim, issue or matter as to which a person will have been adjudged to be liable to GCA, unless and only to the extent that the court in which such action or suit was brought determines that, despite the adjudication of liability, in view of all the circumstances of the case, the Potential Indemnitee is fairly and reasonably entitled to indemnity.

7.2 Mandatory Indemnification.

If a Potential Indemnitee succeeds on the merits or otherwise, in the defense of any proceeding or any claim, issue or matter therein, where he or she was a party by virtue of being a current or former Director, committee member, officer, employee or agent of GCA, GCA will indemnify the Potential Indemnitee reasonable expenses incurred by him or her in connection therewith.

7.3 Advance for Expenses.

GCA will pay for or reimburse the reasonable expenses incurred by a Potential Indemnitee in advance of final disposition of the proceeding if (i) he or she furnishes GCA written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in Section 7.1 of this Article 7, and (ii) he or she furnishes GCA a written undertaking, executed personally or on his or her behalf, to repay any advances if it is ultimately determined that he or she is not entitled to indemnification. The undertaking required by this section must be an unlimited general obligation but need not be secured and may be accepted without reference to financial ability to make repayment.

7.4 Determination of Indemnification.

Except as provided in Section 7.2 hereof or ordered by the court, GCA may only indemnify a Potential Indemnitee if the Board determines that the criteria in Section 7.1(a) are satisfied. This determination as well as the reasonableness of expenses will be made by a vote of the majority of Directors present at a meeting, excluding the Potential Indemnitee, or pursuant to Section 4.8 of these Bylaws to the extent permitted by law.

7.5 Other Rights.

The indemnification and advancement of expenses provided by or granted pursuant to this Article 7 will not be deemed exclusive of any other rights, in respect of indemnification or otherwise, to which

those seeking indemnification or advancement of expenses may be entitled under any bylaw, resolution, agreement, contract or by law; except that no such other rights, in respect to indemnification or otherwise, may be provided or granted to a Potential Indemnitee for (i) any appropriation, in violation of his or her duties, of any business opportunity of GCA; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) the types of liability set forth in Section 14-2-832 of the Georgia Business Corporation Code dealing with illegal or unauthorized distributions of corporate assets; or (iv) any transaction from which an improper material tangible personal benefit was derived.

7.6 Insurance.

GCA will maintain insurance on behalf of an individual who is or was a Board Director, Officer, employee or agent of GCA or who, while a Board Director, officer, employee or agent of GCA, is or was serving at the request of GCA as a Board Director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Board Director, officer, employee or agent whether or not GCA would have power to indemnify him or her against the same liability under this Article 7.

7.7 Continuation of Expenses.

The indemnification and advancement of expenses provided by or granted pursuant to this Article 7 will continue as to a person who has ceased to be a Director, Officer, employee or agent and will inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VIII:
ADDITIONAL INCORPORATED CODE PROVISIONS

8.1 Sales of Assets Outside Regular Course of Business.

The provisions of the Code relating to the sale of all, or substantially all of the assets of GCA outside the regular course of business, as described in O.C.G.A. § 14-3-1202, are adopted by GCA and incorporated herein by this reference, as a bylaw of GCA.

ARTICLE IX:
AMENDMENTS

9.1 Amendments to Articles of Incorporation.

Any change in the Articles of Incorporation of GCA shall be adopted through the following procedure: (i) the proposed amendment shall be submitted to the Board for adoption, adoption with amendments, or rejection, including the reasons for the proposed amendment; (ii) a majority of the Board shall approve the amendment via vote or written consent; (iii) the minutes of the meeting, or written action if applicable, shall reflect the required approval and any relevant discussion; and (iv) once adopted, the amendment is shall filed with the Georgia Secretary of State as required by the Code. Any attempted amendment to the Articles of Incorporation of GCA not done in accordance with these requirements shall be null and void.

9.2 Amendments to Bylaws.

Any change to these Bylaws shall be adopted through the following procedure: (i) the proposed amendment shall be submitted to the Board for adoption, adoption with amendments, or rejection, including the reasons for the proposed amendment; (ii) a majority of the Board shall approve the amendment via vote or written consent; and (iii) the minutes of the meeting, or written action if

applicable, shall reflect the required approval and any relevant discussion. Any attempted amendment to these Bylaws not done in accordance with these requirements shall be null and void. Once adopted, any change to these Bylaws shall be immediately effective, unless some later date is designated by the Board.

ARTICLE X:
MISCELLANEOUS

10.1 Seal Use and Custody.

The seal of the corporation, if any, will be in such form as the Board may from time to time determine. In the signature of the corporation followed by the word "Seal" enclosed in parentheses or scroll, will be deemed the seal of the corporation. The seal will be in the custody of the Chair and affixed by him or her on appropriate papers. The seal may also be used by the Vice-Chair and Board Treasurer as warranted to carry out their duties. Notwithstanding the foregoing, per O.C.G.A. § 14-3-846, absence of the seal shall not impair the validity of any document or action executed by the corporation.

10.2 Code Inconsistencies.

The Code shall apply and control to the extent any of the provisions within these Bylaws conflict or are inconsistent with the Code, and these Bylaws shall automatically be amended accordingly.

ARTICLE XI:
CODE SECTION 501(C)(3) TAX EXEMPTION

11.1 Limitations on Activities.

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 qualified for exemption from tax pursuant to Section 501(c)(3).

11.2 Prohibition Against Private Instrument.

No part of the net earnings of this Corporation will inure to the benefit of, or be distributable to, its Directors, Officers, or other private persons, except that GCA will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

11.3 Dissolution.

Upon dissolution of GCA's affairs, the Board will, after paying or making provision for the payment of all liabilities of GCA and satisfaction of any applicable legal requirements pertaining to its status as a public charter school, to the extent permitted by law, distribute, transfer, convey, deliver and pay over any of the assets of GCA received and held by GCA subject to limitations permitting the use only for charitable, educational and similar purposes to any other organization which qualifies in accordance with the Code. Any such assets not so disposed of will be disposed of by a court of competent jurisdiction for the county in which the principal office of GCA is located, exclusively for such purposes or to such organization or organizations as said Court will determine which are organized and operated for charitable, educational or similar purposes.