

**BYLAWS
OF
EDGE COLLEGE AND CAREER ACADEMY**

**ARTICLE ONE:
NAME, LOCATION, AND OFFICES**

1.1 Name. The name of the college and career academy established by these bylaws shall be EDGE College and Career Academy pursuant to the authority of the Board of Education of the Emanuel County School District and the Strategic Waiver School System Amendment approved by the Georgia Department of Education on July 8, 2025.

1.2 Location and Offices. The EDGE College and Career Academy shall maintain an office at the Southeastern Technical College Swainsboro site located at 346 Kite Road, Swainsboro, Georgia 30401, in the Larry J. Butch Parrish Technology Center, or at such place as may be fixed from time to time by the Board of Directors.

**ARTICLE TWO:
PURPOSE AND GOVERNING INSTRUMENTS**

2.1 Purpose. The EDGE College & Career Academy is organized and operated to provide a course of instructional study which merges academics with career and technical education and skills training for the benefits of the Emanuel County, Georgia communities and for the educational purposes set forth in the Strategic Waivers agreed to by the Emanuel County Board of Education (ECBOE) and the Georgia Board of Education. The EDGE College and Career Academy will operate under and in compliance with the said Strategic Waivers above for the Emanuel County School District.

2.2 Governing Instruments. The College and Career Academy (CCA) shall be governed by its bylaws.

**ARTICLE THREE:
GOVERNING BOARD AND OFFICERS**

3.1. Definition of Governing Board. The governing body of the EDGA College and Career Academy shall be the Board of Directors, subject to the spirit of the partnership that also includes the Emanuel County Board of Education, Southeastern Technical College, local business and industry, and the parents/guardian and students of the participating district(s).

3.2. Number of Board Members. The Governing Board will be comprised of nine voting board members and two ex-officio board members as follows:

- One parent representative from the Emanuel County School District,
- One representative from the Emanuel County School System,

- One postsecondary representative from Southeastern Technical College,
- Six representatives from Emanuel County business and industry partners, and
- Two ex-officio student representatives, one from Swainsboro High School and one from Emanuel County Institute.

3.3. Terms of Governing Board Members. Staggered terms will be established as follows:

- Educational affiliate members will serve a two-year term,
- Business and industry affiliate members will serve a three-year term,
- Ex-Officio student representatives will serve a one-year or two-year term, and
- Members can serve consecutively if it is agreed by the Board.

3.4 Officers of the Governing Board and Term of Office. Officers of the Governing Board will be elected at the organizational meeting and thereafter at the annual meeting of the Board. Officers will serve for a one-year term and can succeed themselves for two additional one-year terms. Following a year not serving as an officer, a previously elected officer can be re-nominated to serve in an officer's role.

3.5 Vacancies on the Governing Board and/or Officers. Resignations will become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date. A Governing Board Member/Officer shall be considered incapacitated if for any reason he/she shall be unable to carry on the duties of their role and the remaining Governing Board Members/Officers shall have declared such individual incapable of service by two-thirds of the votes. Any vacancy occurring in the Governing Board/Officers will be filled by a majority vote of the Governing Board.

ARTICLE FOUR:

MEETINGS OF THE GOVERNING BOARD

4.1 Place of Governing Board's Meetings. Meetings of the Governing Board, regular or special, will be held at such place or places as the Governing Board designates by resolution duly adopted or, if no place specified, at 346 Kite Road, Swainsboro, Georgia 30401, in the Larry J. Butch Parrish Technology Center.

4.2 Governing Board Annual Meetings. The Governing Board will have an annual meeting for the purpose of the election of officers and for the transaction of such business of the CCA as may be appropriate. The Board shall establish the date, place and time of the annual meeting and written notice thereof shall be given to the members at least ten (10) days prior to such meeting.

4.3 Governing Board Regular Meetings. Notice. Regular meetings of the Governing Board may be held from time to time between annual meetings, at such times and at such places as the Governing Board may designate. The agenda for regular meetings and any materials required for

discussion at said meeting shall be distributed to the Governing Board three (3) working days in advance of the meeting.

4.4 Governing Board Special Meetings. Notice. Special meetings of the Governing Board may be called by the Chair or by not less than five (5) current members of the Governing Board and shall be held pursuant to written notice specifying the date, time and place of the meeting at least two days prior to the date of the meeting.

4.5 Telephone and Similar Meetings. Governing Board Members may participate in and hold a meeting by means of telephone conference, video conference, 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.

4.6 Waiver. Attendance by a Governing Board Member at a meeting shall constitute waiver of notice of such meeting, except where a Governing Board Member attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

4.7 Quorum. At meetings of the Governing Board, a majority of voting members (which is equivalent to one more than half) in office shall be necessary to constitute a quorum for the transaction of business.

4.8 Vote Required for Action. Each voting member shall have one vote. Except as otherwise provided in these bylaws or by law, the act of a majority of the Governing Board present at a meeting at which a quorum is present at the time shall be the act of the Governing Board. Vote by proxy is expressly prohibited.

4.9 Vote Required for Action Between Meetings. If an actionable item requires a Board vote, and no meeting is scheduled, the Chair may present the issue to the Governing Board Members via email with a full discussion of the issue and a deadline for response. Each voting member shall vote via return email to the Chair and the act of a majority of the voting members shall be necessary to approve the action. The resolution of the issue, and the vote will be included in the minutes of the next regularly scheduled meeting.

ARTICLE FIVE: NOTICE AND WAIVER

5.1 Procedure. Written notice of the time, place and date of meetings of the Governing Board shall be sent to each member of the Board at least ten (10) days prior to any annual meeting and

at least two (3) days prior to any special or adjourned meeting. Notice of any meeting and the agenda thereof shall be given in accordance with the Georgia Open Meetings law.

5.2 Waiver. A Governing Board Member 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 Member entitled to the notice, and delivered to the EDGE College and Career Academy for inclusion in the minutes of filing with the corporate records. A Member's attendance at or participation in a meeting waives any required notice to him/her of the meeting unless the Member at the beginning of the meeting (or promptly upon his/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 CCA shall consist of a Chair, Vice-Chair, Secretary-Treasurer, and such other officers as the Governing Board may designate and appoint. The Governing Board 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 CCA, but the CCA shall not be required to have at any time officers other than the Chair, Vice-Chair, and Secretary-Treasurer.

6.2 Election and Term of Office. Officers of the Governing Board will be elected at the organizational meeting and thereafter at the annual meeting of the Board. Officers will serve for a one-year term and can succeed themselves for two additional one-year terms. Following a year not serving as an officer, a previously elected officer can be re-nominated to serve in an officer's role.

6.3 Other Agents. The Governing Board 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 may from time to time determine.

6.4 Removal. A Governing Board Member/Officer shall be considered incapacitated if for any reason he/she shall be unable to carry on the duties of his role and the remaining Governing Board Members/Officers shall have declared such individual incapable of service by two-thirds of the votes. Any vacancy occurring in the Governing Board/Officers will be filled by a majority vote of the Governing Board.

6.5 Vacancies. Vacancies as a result of resignation or removal will become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date.

6.6 On-Site Coordinator. The On-Site Coordinator (OSC) shall be the principal executive officer of the CCA responsible for the day-to-day operations of the CCA. The OSC shall not be a member or Officer of the Governing Board but shall serve as the Executive Secretary to the Governing Board. 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 CCA, 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 CCA name, along with the Chair, any instrument or other writing; and he or she shall see that all orders and resolutions of the Governing Board are carried into effect. He or she shall have the right to supervise and direct the management and operation of the CCA and the other officers and employees of the CCA 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 Governing Board may from time to time prescribe. The OSC will also be responsible for resolving grievances and conflicts.

ARTICLE SEVEN: COMMITTEES

7.1 Directorial Committees. The Governing Board, by resolution duly adopted by a majority of the Board in office, may designate and appoint one or more Directorial Committees and delegate to such Committees specific and prescribed authority of the Governing Board to exercise in the management of this CCA. However, the creation of such Directorial Committees will not operate to relieve the Governing Board, or any individual member, of any responsibility imposed on such personnel otherwise by law. The Directors will approve committee charges and the Chair will recommend members. At the pleasure of the Board, said membership may include community stakeholders who are not Directors. Committee charges will be reviewed periodically, and revised as necessary, upon the approval of the Directors. Should a standing committee be deemed no longer necessary to the effective governance of the CCA, that committee may be disbanded upon approval by the Directors. The Chair of the Governing Board serves as an ex officio member of all committees.

7.2 Administration of Committees. Term of appointment, election of chair, vacancies, quorum, and rules for this committee will follow the same guidelines as Articles Four and Six of the Bylaws.

ARTICLE EIGHT: OPERATIONS

8.1. Fiscal Year. The fiscal year of this CCA will be July 1 through June 30.

8.2. Execution of Documents. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this CCA will be signed by the OSC of the CCA. Contracts, leases, or other instruments executed in the name of and on behalf of the CCA will be signed by the OSC and countersigned by the Chair, and will have

attached copies of the resolutions of the Governing Board certified by the Secretary of the Board authorizing their execution.

8.3. Books and Records. This CCA will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Governing Board and Directorial Committees. The CCA will keep at its principal place of business the original or a copy of its Bylaws including amendments to date certified by the Secretary of the CCA.

8.4. Loans to Management. This CCA will make no loans.

8.5. Disposition of Assets.

- (1) No Incorporator of this CCA may have any vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the CCA, or any right, interest, or privilege which may be transferable or inheritable.
- (2) On dissolution, assets of this CCA remaining after the payment or discharge of all liabilities of the CCA; the return, transfer, or conveyances of assets held on conditions requiring the same; and the transfer or conveyance of assets received and held subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes shall be distributed as follows: the residual assets of the CCA will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state, or local government for exclusive public purpose.

8.6 Income Distribution. The CCA will distribute its income each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the IRC.

8.7 Self-Dealing. The CCA will not engage in any act of self-dealing as defined in Section 4941(d) of the IRC.

8.8 Excess Business Holdings. The CCA will not retain any excess business holdings as defined in Section 4943(c) of the IRC.

8.9 Jeopardy Investments. The CCA will not make any investments in such manner as to subject it to tax under Section 4944 of the IRC.

8.10 Taxable Expenditure. The CCA will not make any taxable expenditures as defined in Section 4945(d) of the IRC.

**ARTICLE NINE:
AMENDMENTS**

9.1 Modification of Bylaws. The power to alter, amend, or repeal these Bylaws, or adopt new Bylaws, insofar as is allowed by law, is vested in the Board of Directors.

**ARTICLE TEN:
ADOPTION OF BYLAWS**

The EDGE COLLEGE AND CAREER ACADEMY was organized under the laws of the State of Georgia on July 8, 2025.

These Bylaws were initially adopted by vote of the Governing Board of the CCA and became effective as of July 16, 2025.

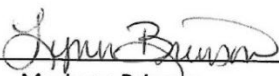
These Bylaws were adopted to be consistent with the provisions of the Emanuel County School System Strategic Waiver School System Amendment.

Bylaws Ratified This Day: July 16, 2025.

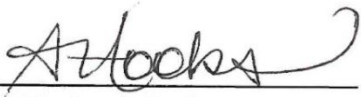
BY: 

Mr. Ken Warnock
Chair, Governing Board

EDGE College and Career Academy
ATTEST: GOVERNING BOARD

Signature: 

Ms. Lynn Brinson

Signature: 

Ms. Angela Hooks

Signature: 

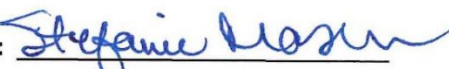
Mr. Doug Brown

Signature: 

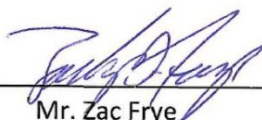
Mr. Aubrey Jones

Signature: 

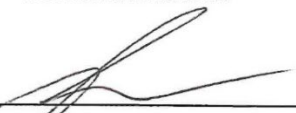
Mr. Mitchell Fagler

Signature: 

Ms. Stefanie Mason

Signature: 

Mr. Zac Frye

Signature: 

Mr. Ben Patterson