

BYLAWS
OF
THE CHARTER CONSERVATORY FOR
LIBERAL ARTS & TECHNOLOGY, INC.

(Amended)



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ARTICLE I. OFFICES

Section 1. Principal Office

The principal office of the corporation is located at 149 Northside Drive East, Statesboro, Bulloch County, Georgia, 30458 and its registered agent is: Corliss T. Reese and the registered agent address is: 1718 Northside Drive East, Statesboro, Georgia, 30458.

Section 2. Change of Address

The designation of the county of the corporation's principal office may be changed by amendment of these Bylaws. The Governing Board may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

Change of Address/New Address:

ARTICLE II. GENERAL PURPOSE

Section 1. IRC Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

The specific objectives and purposes of this corporation shall be:

- a) To establish a public charter school with the Georgia State Board of Education under contract, within the Bulloch County School District.
- b) To maintain a regularly enrolled student body, an established curriculum and a full time faculty.
- c) To establish a working partnership with community organizations and local businesses and expand student opportunities within the educational curriculum.
- d) To have the normal functions, operations, programs, and pursuits incidental to a fully recognized and operational non-profit center of learning and education.



ARTICLE III. BOARD

Section 1. Number and Qualifications

The Governing Board shall be composed of seven (7) members serving for a term of three (3) years, comprised of four (4) Family Member positions and three (3) Community Member positions. The three year terms will be staggered to ensure consistency and continuity of the Board. Board members may reapply or be nominated again for service for a consecutive term. A two term limit is imposed. Any former member may reapply after serving two consecutive terms upon the expiration of two years after their last service date.

The Director will serve a term on the Board concurrent with his or her term as Director. A faculty or staff member will also serve along with the Director as a non-voting, ex-officio member of the Governing Board.

Family members will be selected from applications submitted in January of each year and must attend three consecutive board meetings during the months of January, February and March. Only one member of a family shall serve on the Governing Board at any one time. Election shall take place on the first Monday in April of each year.

Community Members will be appointed by the Governing Board within sixty (60) days of when the family representative election in April. Nominees should be willing and able to promote the mission and objectives of the Charter.

The Governing Board members shall serve their term from July 1st of the year of their election until June 30th of the third year.

Every member of the Governing Board shall serve until the earlier of the expiration of his or her term as set forth herein, his or her death, written resignation delivered to the president of the Governing Board, or removal in accordance with this Article, *infra*. Any member of the Board may resign his or her position at any time.

The Governing Board shall meet the requirements of O.C.G.A. §§ 20-2-1060 through 20-2-2071.

Section 2. Duties

The Governing Board shall have responsibility for governing the school subject to the management and control of the Georgia State Board of Education as provided in the Charter and in a manner consistent with state and federal law.



The duties of the Governing Board shall be to: (i) serve as the policy-making body of the corporation within the limitations of the Charter and in compliance with federal and state law; (ii) set immediate goals for the current fiscal year and establish long-range plans and goals for future development; (iii) elect the officers of the corporation. The day to day management of the school is the responsibility of the Director. The Governing Board President under certain circumstances, with just cause, may act in that capacity, especially where a conflict of interest may reside.

Section 3. Presiding Member

The President of the Governing Board shall preside at all meetings of the Governing Board and shall be elected by the majority of the Governing Board at its first scheduled meeting of the current school year.

Section 4. Adoption of Rules

The members of the Governing Board may adopt any rules and take any actions with regard to the corporation and the members of the Governing Board, so long as any such rules and actions are not inconsistent with these Bylaws, the Charter, and federal and state law.

The Governing Board may, by resolution adopted by a majority vote of all members, designate one (1) or more committees as deemed necessary by the Board. Each committee may have one (1) or more members of the Governing Board. The Board members shall have the power to remove any member of any committee, with, or without cause, and to fill vacancies and dissolve any committee.

Section 5. Removal

The Governing Board may cause the removal of a member of the Board for good cause, upon a two-thirds (2/3) majority vote (excluding the member of the Board in question). Specific notice of the intent to hold a removal vote must be given in advance of the meeting and a quorum must be present for the removal to be effective. In the event of the resignation, death or removal of a member from the Governing Board, volunteers to serve the remainder of the term will be asked to apply to the Board. The replacement Board member will be selected by a vote of the members of the Governing Board to serve the remaining term of the replaced member.

ARTICLE IV. MEETINGS OF THE GOVERNING BOARD

Section 1. Regular Meetings

The Governing Board shall meet at least twice a term (for a total of ten meetings per year) to discuss the operation of the school, hear reports and updates from each Board member, consider and adopt policies



and address requests and concerns from parents, students, and teachers and any other matters that shall arise.

At all meetings of the Governing Board, four (4) members of the Board shall constitute a quorum for the transaction of business. Except as otherwise specifically provided herein, all resolutions adopted and all business transacted by the Governing Board shall require an affirmative vote of a simple majority of the Board members present at the meeting and entitled to vote. Any action of a majority of the Board members present and voting at any meeting at which a quorum is present shall constitute the official act of the Governing Board. A lesser number may adjourn the meeting from day to day, and shall announce the time and place to which the meeting is adjourned if they do so adjourn the meeting.

Any or all members of the Governing Board may participate in a meeting of the Board, or of a committee of the Board, through use of any means of communication by which all Board members participating can simultaneously hear each other during the meeting. Participation in a meeting pursuant to this Article shall constitute presence in person at such meeting.

The Board shall be subject to the provisions of Open Meetings Law, O.C.G.A. § 50-14-1, and inspection of Public Records Law, O.C.G.A. § 50-18-70.

Section 2. Special Meetings

Special meetings of the Governing Board may be called at any time by the President or any two (2) members of the Board, upon not less than twenty four (24) hours nor more than sixty (60) days' notice, either mailed or emailed to the last known address of or personally given to each Board member. Notice of any special meeting of the Board shall state the purpose or purposes for which the meeting is called.

Section 3. Notice of Meetings

Notice of any regular or special meeting of the Governing Board may be waived by instrument in writing executed before or after the meeting. Attendance at such meeting in person or by proxy shall constitute a waiver of such notice, unless attendance is for the sole purpose of objecting to the holding of such meeting.

ARTICLE V. COMPENSATION OF MEMBERS OF THE GOVERNING BOARD

Compensation

The members of the Governing Board shall serve without compensation; however, the corporation shall be authorized and empowered to pay reasonable out-of-pocket expenses incurred by the Board members in furtherance of the corporation's purposes.



ARTICLE VI. OFFICERS

Section 1. Principal Officers

The principal officers of the corporation shall be a Director, Assistant Director, Secretary and Treasurer. All officers shall be elected by the Governing Board and shall serve at the pleasure of the members of the Governing Board. Any member of the Board shall be eligible to hold any office, but only one office.

The Director, with advice and counsel of the Board, shall be responsible for the general implementation of the policies and general oversight of the financial affairs of the corporation. The Director shall have such other duties and responsibilities as may be assigned to him or her from time to time by the Governing Board.

The Secretary shall be appointed from the staff of the school and be responsible for the minutes of all the meetings of the Governing Board and for authenticating records of the corporation. The Secretary shall have charge of the corporation's minute book and seal. The Secretary shall also perform such other duties and have such other powers and responsibilities as may be assigned to him or her from time to time by the Director and/or the Governing Board.

The Treasurer shall have the responsibility to recommend action concerning the corporation's financial affairs to the Director and the Governing Board. The Treasurer shall insure that at all times, accurate records regarding the property owned by the corporation, its income and disbursements and its various activities are maintained. The Treasurer shall present such records at the annual and regular meetings of the Governing Board; provided, however, that the records shall always be open for inspection by any member of the Board. The Treasurer shall serve as advisor to the Director on financial matters relating to the management and or operation of the corporation's assets. The Treasurer shall have such other duties and responsibilities as may be assigned to him or her from time to time by the Director and/or the Governing Board.

ARTICLE VII. PROPERTY OF THE CORPORATION

Any sale or transfer of any stock, bond, security, real estate or any other property standing in the name of the corporation shall be valid only if executed by the corporation acting through any by official act of the Governing Board. Any document of conveyance or transfer executed in this manner, having affixed the corporate seal, shall in all respects bind the corporation.

ARTICLE VIII. AMENDMENTS

Section 1. Amendment of Articles of Incorporation



The Articles of Incorporation may be amended by a simple majority of the members of the Governing Board present at any regular, annual or special meeting where a quorum of the Governing Board is present.

Section 2. Amendment of Bylaws

These Bylaws may be amended by a simple majority vote of the Governing Board present at any regular annual or special meeting where a quorum of the Governing Board is present.

ARTICLE IV. INDEMNIFICATION

Section 1. Indemnification

The corporation shall, upon request to do so pursuant to Article IV section 2 of these Bylaws, indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a member of the Governing Board, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a member of the Governing Board, officer, employee or agent of another corporation, partnership or joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, to the maximum extent allowed by Section 14-3-850 et seq. of the Georgia Nonprofit Corporation Code, upon the determination by the Governing Board that such indemnification is proper in accordance with Section 14-3-850 et seq., of the Georgia Nonprofit Corporation Code. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Board member, Officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation.

For purposes of this Article, and with respect to any merger or consolidation involving the corporation, references to "the corporation" shall include, in addition to the surviving or new corporation, any merging or consolidating corporation (including any merging or consolidating corporation of a merging or consolidating corporation) absorbed in a merger or consolidation, so that any person who is or was a member of the Governing Board, officer, employee, or agent of such merging or consolidating corporation, or who is or was serving at the request of such merging or consolidating corporation, or who is or was serving at the request of such merging or consolidating corporation as a member of the Governing Board, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Article of these Bylaws with respect to the

resulting or surviving corporation as he or she would if he or she had served the resulting or surviving corporation in the same capacity.

Section 2. Notice

In order to obtain indemnification under these Bylaws, the person(s) seeking indemnification shall request such indemnification by notifying the corporation of the following:

1. The substance of the amount of the claim(s) alleged against him or her;
2. The forum in which such claims have been asserted;
3. The date(s) upon which such claims were asserted;
4. The defenses made or intended to be made to such claims;
5. The current status of such claims;
6. The date upon which, or the period within which, resolution of such claims can reasonably be expected; and
7. The anticipated amounts, or probable range of amounts, for which the corporation will be responsible upon any such indemnification.

Such notice shall be provided, in writing, to the Governing Board. Within sixty (60) days of its receipt of such notice, the Governing Board shall make the determination as to whether indemnification is proper under the circumstances as provided in Section 14-3-850 et seq. of the Georgia Nonprofit Corporation Code. If the Governing Board fails to take such action, the person seeking indemnification may call a special meeting of the members of the Governing Board at the principal office of the corporation. Notice of the special meeting shall be given, and the special meeting shall be conducted in accordance with Article Four of these Bylaws. The person seeking indemnification shall provide a copy of the notice requesting indemnification with his or her notice to the Board members of the special meeting.

Section 3. Insurance

If the corporation or Georgia State Board of Education purchases and maintains insurance on behalf of any person seeking indemnity from the corporation pursuant to this Article, and if proceeds of such insurance are paid to such person in connection with the matters upon which he or she has sought indemnification, the corporation shall not indemnify such person except to the extent that the amounts sought have not been paid by the proceeds of the insurance.



Section 4. Expenses

If any expenses or other amounts are paid by way of indemnification other than under court order, by action of the members of the Governing Board or by an insurance carrier pursuant to coverage maintained by the corporation or Georgia State Board of Education, the corporation shall, in the manner specified in Section 14-3-705 of the Georgia Nonprofit Corporation Code, send to the members of the Governing Board of record at the time a statement specifying the amounts paid and the nature and status of the litigation or threatened litigation. Such notice shall be sent not later than the next annual meeting of members, unless such meeting is held within three (3) months of the date of such payment, and in any event, within fifteen (15) months of the date of such payment.

Section 5. Indemnification as to Heirs, Executors and Administrators

The indemnification and advancement of expenses provided by or granted pursuant to this Article Four shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a member of the Governing Board, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 6. Non-Exclusive Rights

The right of indemnification provided in this Article shall not be exclusive of any rights to which any member of the Governing Board, officer; employee or agent of the corporation may now have or hereafter become entitled to apart from this Article Four.

Section 7. Repeal

Any repeal or modification of this Article or any applicable provision of the law of Georgia shall not affect the corporation's rights or obligations of indemnification as they relate to any action or proceeding instituted before any such repeal or modification, or thereafter brought or threatened based in whole or in part upon any events or occurrences occurring prior to such repeal or modification.

STATE OF GEORGIA)
)
COUNTY OF BULLOCH)

CERTIFICATE OF SECRETARY

I hereby certify that the within and foregoing 8 pages constitute the Amended Bylaws of the Charter Conservatory for Liberal Arts & Technology, Inc., in effect on this 2 day of September, 2014..

Conservatory for Liberal Arts & Technology, Inc.

Kathleen Harris
Secretary

ByLaws

Amended

This document was approved on the 2nd day of September, 2014.

Board of Directors

S. Fontaine

Chad W.

J. Michaud

The A. Coetz

David K. A.

Staci Jordan
