

PATAULA CHARTER ACADEMY, INC. BY-LAWS

ARTICLE I GENERAL INFORMATION

Section 1.1 - Name

The name of the corporation is Pataula Charter Academy, Inc., and it shall hereinafter be referred to as Pataula Charter Academy (PCA, Inc.).

Section 1.2 - Location

The principal office of PCA, Inc. shall be located at 18637 Hartford St., Edison, Georgia 39846. PCA may establish such other offices as the Governing Board may designate or as the affairs of PCA, Inc. may require.

Section 1.3 – Stockholding and Membership

PCA, INC. has been organized as a corporation that shall have no capitol stock, and it shall have no shareholders or members.

Section 1.4 – Purpose

The corporation has been organized under the Charter School laws of Georgia to develop and operate two lead public charter schools, Pataula Charter Academy and Spring Creek Charter Academy, that focus on student achievement and academic growth, emphasize innovative teaching and a positive school culture in a diverse population, and model the importance of community involvement. Throughout its duration PCA and SCCA shall be operated in accordance with its Charters as approved by the Georgia State Charter Schools Commission pursuant to the Charter School Act of 1998, effective July 1, 1998, being designated as Article 31 of Title 20-2-2060 through 20-2-2071 of the Official Code of Georgia Annotated (the Act), as well as in support of PCA's and SCCA's Mission and Core Beliefs.

As such, PCA, Inc. shall serve as a nonprofit corporation within the meaning of the Georgia Nonprofit Corporation Code and Section 501(c)(3) of the United States Internal Revenue Code of 1986 and the corresponding section of any future Federal Tax Code, and shall not be operated for monetary gain or profit.

Section 1.5 - Charter

See the PCA and SCCA Charter Documents in the Governance Manual.

Section 1.6 – Mission

The mission of PCA and SCCA is to prepare students for life-long success by partnering with families and communities to create a safe nurturing learning environment that engages and challenges students, fosters creativity, and instills integrity and leadership skills that inspire students to reach their full potential.

Section 1.7 – Core Beliefs

The following Core Beliefs are the basis for the PCA and SCCA mission:

Life Long Success

1. Students should be taught a variety of life skills that will help them be productive citizens.
2. Students should be exposed to a variety of experiences that help them determine college and/or career goals

Families and Communities

1. Family and Community Engagement are vital to the success of our students and our school and will

- be promoted through open and honest communication.
2. Families and school must work together to cultivate a strong sense of responsibility to family and community.
 3. Staff, students, and parents are FAMILY at PCA and SCCA.

Safe and Nurturing Environment/Integrity and Leadership Skills

1. A child's potential is more fully realized in a positive environment that fosters a sense of responsibility and self-worth and rewards successes.
2. Diversity is important and valued.
3. The classroom should be a warm and nurturing environment where students are safe to question concepts and express opinions without fear of ridicule or repercussions.
4. Integrity and Respect for fellow students and authority figures should be taught, expected, and consistently enforced through social, academic, and behavioral responsibility to create a safe and nurturing learning environment for all.
5. Leadership skills should be modeled and taught through a variety of methods, and students will be given ample opportunity to exhibit those skills.

Engaging and Challenging to Meet Full Potential/Creativity

1. Every child has the potential to learn. Our teachers will facilitate and promote growth in all learners to help them reach their full potential.
2. All students do not learn the same way, so instructional strategies should be varied to meet the specific learning styles of all students.
3. Effective classrooms engage students by offering meaningful, hands-on, cross-curricular learning opportunities that foster creativity, encourage critical thinking, and communicate relevance to the student.
4. Students learn best when they take ownership of their own learning. Therefore, the teacher will act as facilitator while students interact with and guide one another through the learning process.

Section 1.8 – Governance and Operations

The business and affairs of PCA and SCCA shall be conducted under the direction and oversight of an autonomous governing body in the form of a Governing Board (The Board).

The school leaders shall be the Superintendent and the Chief Financial Officer (CFO), and they shall be responsible for supervision of the day operations of the schools.

Section 1.9 – Fiscal Year

PCA, Inc's fiscal year shall be July 1 – June 30, inclusive.

Section 1.10 – Funding

PCA and SCCA may receive funds from the Federal Government, the State of Georgia, and may solicit funds from other sources solely for the furtherance of its purpose.

Section 1.11 – Check Signing

The Board shall authorize the individuals who can sign checks on behalf of PCA and SCCA in accordance with the approved Financial Policies. All check signers must adhere to the Board approved Financial Policies and school procedures related to Check Signing.

Section 1.13 – Discrimination Statement

PCA and SCCA do not discriminate on the basis of race, color, national origin, sex, disability, or age in its programs and activities and provides equal access to the Boy Scouts and other designated youth groups.

ARTICLE II THE BOARD

Section 2.1 Responsibilities / Duties and Powers

Responsibilities

The Board shall have the responsibilities of:

1. Ensuring that the focus of The Board remains on what is in the best interest of the children.
2. Ensuring that PCA and SCCA stays true to the Charters as well as the Purpose and Mission articulated in these Bylaws.
3. Ensuring that PCA and SCCA stay within State and Federal legal and regulatory compliance.
4. Ensuring responsible financial management and thereby the appropriate resources to sustain PCA and SCCA.
5. Ensuring strategic and leadership succession planning for itself and the schools.
6. Ensuring open and effective engagement and collaboration with the Superintendent, CFO, staff, parents, students, and community members.
7. Ensuring transparency in all of its actions.
8. Ensuring that The Board acts as a whole, with no authority resting on any individual member.
9. Ensuring that authority is fully delegated to the Superintendent and CFO, as the school's leaders, to provide educational leadership, manage daily operations, and perform all other duties according to his/her job description.
10. Ensuring that each Board Member is committed to upholding a high ethical standard, following all rules and guidelines articulated in these Bylaws and all operational policies and procedures as adopted or amended by The Board, and acting as ambassadors and advocates of PCA and SCCA.

Duties and Powers

The Board as a whole, with no authority resting on any individual member, shall have the powers to do such lawful acts as deemed proper and appropriate to fulfill the following duties:

1. To elect and remove Board Members.
2. To elect and remove Officers.
3. To interview, hire, monitor, provide training for, annually review, and when necessary remove the Superintendent and CFO in accordance with policies and procedures for such actions, as adopted by The Board.
4. To develop, adopt, maintain, along with input from the Superintendent and CFO, sound written operational policies that are:
 - a. Clear,
 - b. Current,
 - c. In compliance with state and federal regulations and laws,
 - d. In alignment with the purpose, mission, vision, and strategic plan, and
 - e. Supportive of the organization's effectiveness.
5. To develop, adopt, maintain, and adhere to a Code of Ethics and Conflict of Interest Policy.
6. To annually review, archive, and amend or update where needed the Charter, existing operational policies, and these Bylaws.
7. To approve or deny the recommendation for New Hires and Promotions.
8. To approve or deny the recommendation for Dismissal or Non-renewal of Contracts regarding personnel.
9. To hear regular reports and provide action as appropriate regarding Financial Health, Academic Health, Operations, and any Public Relations or Legal concerns/issues from the Superintendent and CFO.
10. To determine the salaries for the Superintendent and CFO as well as approve or deny the recommendations of the salaries for other personnel through the budget approval process.

11. To approve and monitor the annual operating budget and review annual audits.
12. To make financial investments.
13. To enter into contracts, leases, and other agreements.
14. To borrow money, incur debt, and to execute and deliver promissory notes, bonds, deeds of trust, mortgages, and other evidences of debt and securities.
15. To serve as a link between PCA, SCCA, and their constituents.
16. To serve as an Appeals Board.
17. To obtain access to any school related record. To this end, The Board shall only have access to confidential student or personnel records in the event they are directly relevant to an appeal or disciplinary action, unless prohibited by law.
15. To provide indemnification and maintain insurance on behalf of The Board and all PCA and SCCA personnel or agents for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such. (See Article XI – Indemnification and Article XII - Insurance)

Section 2.2 – Number of Members

The Board shall have not less than seven (7) and not more than eleven (11) members.

Section 2.3 – Member Eligibility

Members of The Board shall at a minimum be United States Citizens and Residents of Georgia that are twenty-one (21) years of age or older.

It is preferable that The Board consist of at least two (2) parents/guardians of currently active PCA/SCCA students. Other Board Members may include educators, business leaders, and/or other members of the communities which PCA/SCCA serves. The Board will consider all candidates who meet the minimum requirements for eligibility who it believes can most faithfully and effectively meet the current needs of The Board.

The Board MAY NOT consider for membership any person who is:

1. Employed by PCA or SCCA,
2. A resident of the same household as any person employed by PCA or SCCA, or
3. An immediate family member or resident of the same household as any person actively serving on The Board.
4. An officer or member of a Board of Directors of any organization that sells goods or services to PCA or SCCA.

For the purpose of this paragraph, the term “immediate family member” means a spouse, child, sibling, or parent or the spouse of a child, sibling, or parent.

Section 2.4 – Member Elections and Terms

Board Member Elections shall be held at the Annual Board Meeting or at a Regularly Scheduled Board Meeting as needed should an unexpected member vacancy occur. Such elections shall be managed in accordance with these Bylaws and any operational policy and/or procedure regarding Board Member Elections as adopted by The Board.

Board Members shall be elected based on a majority vote of The Board for two (2) year terms of service beginning at the next Regularly Scheduled Board Meeting.

Section 2.5 – Member Vacancies

A Board Member Vacancy is deemed to occur when the number of members becomes fewer than seven (7) or such greater number as determined by The Board.

In the event of an unexpected Board Member vacancy The Board shall, as soon as possible, elect a new Board Member to an Interim Term. Such person shall begin service at the next Regularly Scheduled Board Meeting

and continue until the next Annual Board Meeting at which time regular elections will occur. He or She may be eligible for re-election at that time.

Section 2.6 – Member Resignation

Board Members may resign at any time by providing a written or e-mail notice to the Board Chairman. The resignation will take effect upon receipt of the notice unless the notice specifies a later effective date. Once delivered, the resignation is irrevocable unless revocation is permitted by a majority vote of The Board.

Section 2.7 – Member Removal

Board Members may be removed for failure to attend three (3) or more Regularly Scheduled Board Meetings in any one (1) calendar year, failure to uphold the Code of Ethics, or failure to respect the limitations of his/her scope of power as described in these Bylaws; with or without cause by a majority vote of The Board when it is determined to be in the best interest of the incorporation.

Board Members being considered for removal shall, whenever possible, receive two (2) weeks' notice by e-mail of such proposed action and shall have the opportunity to address The Board regarding such action prior to any vote on such removal.

Section 2.8 – Member Compensation

Board Members shall serve without compensation. However, The Board shall be authorized and empowered to approve reimbursement for reasonable and necessary out-of-pocket expenses incurred by a Board Member in furtherance of PCA's purposes. Such compensation shall be made in accordance with the PCA and SCCA Travel Expense, Allowability, and Reimbursement Policy as adopted by The Board.

Section 2.9 – Member Financial Contribution

All members of The Board are expected to participate in the school's fundraising activities as well as make an annual contribution to the school.

ARTICLE III BOARD OFFICERS

Section 3.1 – Officer Titles

The Officers of The Board shall include a Chairman, Vice Chairman, and Treasurer as elected by The Board. The Secretary will not be a Board member, but an employee appointed by the Superintendent.

An Officer may hold more than one position at a time in the event of an unexpected vacancy only for such time as is necessary to adequately fill the vacancy.

Throughout the tenure of the organization, these positions may be added to as needed to carry out the organization's purposes.

Section 3.2 – Officer Eligibility

Officers shall be elected from among the standing Board Members and, whenever possible, the Chairman position shall be filled by a Board Member who has served on The Board for no less than one (1) full term.

Section 3.3 – Officer Elections and Terms

Officer elections shall be held at the Annual Board Meeting or at a Regularly Scheduled Board Meeting as needed should an unexpected officer vacancy occur. Such elections shall be managed in accordance with these Bylaws and any operational policy and/or procedure regarding Officer Elections as adopted by The Board.

Officers shall be elected based on a majority vote of The Board for one (1) year terms beginning at the next

Regularly Scheduled Board Meeting.

Section 3.4 – Officer Vacancies

An Officer vacancy is deemed to occur upon the effective date of an Officer's resignation, removal, or death.

In the event of an unexpected Officer vacancy The Board shall, as soon as possible, elect an interim Officer from its remaining eligible members. Such person shall begin service at the next Regularly Scheduled Board Meeting and continue until the next Annual Board Meeting at which time regular elections will occur.

Section 3.5 – Officer Resignation

Officers may resign from their position at any time by delivering notice to The Board in the manner and procedure as described for members in Section 2.6 of these Bylaws.

Section 3.6 – Officer Removal

Officers may be removed from their position with or without cause by a majority vote of The Board when it is determined to be in the best interest of incorporation. The Board reserves the right to additionally vote to remove the individual from The Board as a whole.

Board Officers being considered for removal shall, whenever possible, receive two (2) weeks' notice by e-mail of such proposed action and shall have the opportunity to address The Board regarding such action prior to any vote on such removal.

Section 3.7 – Officer Duties

The Chairman

1. Shall plan Board Meetings, make the Agendas for such meetings, and ensure proper notice is given for such meetings.
2. Shall see that all actions of The Board are carried into effect.
3. Shall, when present, preside at all meetings of The Board.
4. Shall have authority to vote on matters presented to The Board in the event of a tie or in need of a quorum.
5. Shall have the authority to sign deeds, mortgages, bonds, contracts, or other instruments which The Board authorizes to be executed, unless execution is delegated by The Board to another officer or agent of the corporation, or is required by law to be otherwise signed or executed.
6. Shall have authority to institute or defend legal proceedings.
7. Shall have the authority to delegate powers to other members of The Board in furtherance of PCA, Inc's purpose.
8. Shall perform all other responsibilities incidental to the office of Chairman as articulated in these Bylaws and as deemed necessary by the Board.

The Vice Chairman:

1. Shall assist the Chairman in planning meetings.
2. Shall perform all the duties of the Chairman should he/she be absent or disabled or in the event of a vacancy in that office, and when so acting, shall have all the powers of the Chairman and be subject to the same restrictions.
3. Shall perform all other duties incidental to the office of Vice Chair as articulated in these Bylaws and as deemed necessary by The Board.

The Treasurer:

1. Shall serve as the Chairman of Finance Committee.
2. Shall be responsible for the oversight of financial records of PCA and SCCA.
3. Shall report the financial condition to The Board at each Board Meeting.

4. Shall perform all other duties incidental to the office of Treasurer as articulated in these Bylaws and as deemed necessary by the Board.

The Secretary (non-Board member):

1. Shall, as articulated in Section 5.13 of these Bylaws and according to law, record, place on record, and publish the minutes of the proceedings of The Board.
2. Shall keep, at the principle office of PCA, Inc., the official book of minutes of all meetings of The Board and Board Committees.
3. Shall give or cause to be given notice of Board and Board Committee meetings as required by these Bylaws.
4. Shall act as custodian of the corporate records and corporate seal. (See Article IX – Corporate Seal)
5. Shall maintain the Board Calendar
6. Shall keep or cause to be kept a current information packet furnished by each Board Member annually or as needed to remain current. Such packet should include, but is not limited to, the following:
 - a) Name and Contact Information for each Board Member
 - b) Code of Ethics Agreement and Conflict of Interest Disclosure Form for each Board Member
 - c) Spreadsheets of:
 1. Board Member/Officer Election Information (Date filled, Position filled, Person who filled it, Regular or Interim Term)
 2. Board Member Meeting Attendance
 3. Board Member Training Attendance
7. Shall perform all other duties incidental to the office of Secretary as articulated in these Bylaws and as deemed necessary by The Board.

ARTICLE IV BOARD MEMBERS EX-OFFICIO

Section 4.1 – Ex-officio Titles

The Ex-Officio Members of the Board shall include the Superintendent and CFO.

Throughout the tenure of the organization, these positions may be added to as needed to carry out the organizations purposes.

Section 4.2 – Ex-officio Qualifications

The Superintendent and CFO shall be qualified to serve as an Ex-officio Member by virtue of their employment in said position.

Section 4.3 – Ex-officio Terms

The Superintendent and CFO shall have terms as an Ex-officio Member lasting for the duration of their employment in said position.

Section 4.4 – Ex-officio Vacancies

A vacancy is deemed to occur upon the effective date of the Superintendent or CFO's resignation, removal, or death.

Section 4.5 – Ex-officio Resignation

The Superintendent and CFO cannot resign from their position on The Board without resignation from their position as Superintendent or CFO.

Section 4.6 – Ex-officio Removal

The Superintendent or the CFO cannot be removed from their position on The Board without termination of employment.

Section 4.7 – Ex-Officio Duties

The Superintendent and/or the CFO shall have the responsibility and powers to do such lawful acts as deemed proper and appropriate to fulfill the following duties:

1. Immediately inform the Board Chairman of any item of information that is likely to result in a Public Relations issue or Legal action.
2. Give reports regarding Financial Health, Academic Health, Operations, and any Public Relations or Legal concerns or issues at each regularly scheduled meeting.
3. Give input into the development, amendment, or archival of the school's operational policies as adopted by The Board.
4. Provide educational leadership, manage daily operations, and perform all other duties according to his/her job description

ARTICLE V BOARD MEETINGS

Section 5.1 – Definition of a Meeting

A meeting, as discussed in this Article of these Bylaws, shall defined as the gathering of a quorum of Board at which any official business, policy, or public matter is formulated, presented, discussed, or voted upon, not to include Board Training.

Section 5.2 – Quorum

A quorum, as discussed in this Article of these Bylaws, is when a majority of the full number of Board are gathered together. A quorum must be present for the transaction of business to occur at any Meeting, except in the case of an Emergency Meeting as defined in Section 5.11 of these Bylaws.

Section 5.3 - Open Meetings Act

All meetings of The Board shall comply with the legal requirements of the Open Meetings Law, as described in the Georgia Sunshine Laws, for the purpose of ensuring that PCA, Inc. operates in a manner that is transparent to all.

As such, reasonable notice of all Board Meeting dates, times, and locations shall be publicly announced as described in Section 5.4 of these Bylaws, and all meetings shall be open to the public and the press to observe or record, except in the case of Executive Sessions as described in Section 5.12 of these Bylaws.

Members of the public do not have the right to address The Board. However, The Board does reserve the right to allow members of the public to address The Board under guidelines found in the Public Access to The Board Policy as adopted by The Board.

Section 5.4 – Notice

The Board shall be responsible to ensure public notification of any and all meetings. Such notification must include the time, date, and specific location of the meeting and must be posted as follows:

Regularly Scheduled Board Meetings

Notice of Regularly Scheduled Board Meetings, as defined in Section 5.8 and 5.9 of these Bylaws, must be provided at least one (1) week in advance of said meeting as follows:

1. By e-mail or phone notification to all Board Members,
2. By posting a written notice in a conspicuous location at the PCA, Inc. main office and on the PCA and

- SCCA website, and
3. In accordance with any future Georgia Sunshine Law requirements.

Called Board Meetings

Notice of Called Board Meetings, as defined in Section 5.10 in these Bylaws, must be provided at least twenty-four (24) hours in advance of said meeting as follows:

1. By e-mail or phone notification to all Board Members,
2. By posting a written notice in a conspicuous location at the PCA, Inc. main office and on the PCA and SCCA website,
3. By oral notification to the newspaper which serves as the legal organ for the county in which PCA and SCCA is located or if the county has no legal organ then by written or oral notification of any local media outlets that make a written request to be so notified, and
4. In accordance with any future Georgia Sunshine Law requirements.

Emergency Board Meetings

Notice of Emergency Board Meetings, as defined in Section 5.11 in these Bylaws, must be provided as far in advance as possible of said meeting as follows:

1. By e-mail or phone notification to all Board Members,
2. By written or oral notification to any local media outlets that make a written request to be so notified, and
3. In accordance with any future Georgia Sunshine Law requirements.

Section 5.5 - Robert's Rule of Order

The Board shall institute Roberts Rules of Order to conduct business.

Section 5.6 – Voting

All decisions will be made by a majority vote except to the extent that a larger number is required by law, the Charter, or these Bylaws. All votes during a meeting must be taken in public. Every decision made by a majority of the Board Members at a meeting in which a quorum is present shall be regarded as an act of The Board as a whole.

Section 5.7 - Agendas

All Board Meetings, including Emergency Meetings, shall have a pre-determined agenda. The agenda shall have enough information to advise The Board and the public of all matters expected to be considered. Matters outside the agenda can be addressed if they were not anticipated before the meeting by amending the agenda.

Agendas for meetings must be made available to the public upon request and shall be provided as far in advance as possible within two (2) weeks prior to each meeting as follows:

1. By e-mail to all Board Members,
2. By posting a copy in a conspicuous location at the PCA, Inc. main office, and
3. In accordance with any future Georgia Sunshine Law requirements.

Section 5.8 – Regularly Scheduled Meetings

The Board shall conduct no less than ten (10) Regularly Scheduled Board Meetings per year and, whenever possible, these meetings shall occur monthly.

Section 5.9 – Annual Meeting

The Annual Board Meeting shall take place in June of each year for the purposes of holding Board Member and Officer Elections, the renewal of Conflict of Interest Disclosures and Commitment Agreements, as well as the transaction of other business.

Section 5.10 – Called Meetings

A Called Board Meeting occurs when it is determined that there is business that needs to be addressed before the next Regularly Scheduled Board Meeting. Such meetings may be called by the Board Chairman or must be called by the Board Chairman at the written request of four (4) or more Board Members.

Section 5.11 - Emergency Meetings

An Emergency Meeting of The Board with less than twenty-four (24) hours' notice may be called, but only in the case of an event deemed extreme or outside the normal operations of the school which would not permit the meeting to be a Called Board Meeting. The Board Chair, the Superintendent, and the CFO shall have the authority to determine the need for calling an Emergency Board Meeting. Should the Superintendent or CFO determine the need for such meeting the first available member of The Board may call the Emergency Board Meeting. The minutes of the meeting must describe the emergency which would not permit the meeting to be a Called Board Meeting. In such meeting the Board Members present may conduct business without the required quorum, and actions may be carried forth upon a majority vote of the members present. An example of an extreme situation would be, but not be limited to, an act of terrorism or major weather event.

Section 5.12 - Executive Session

The Board may meet in an executive session during which the meeting is lawfully closed to the public and opened only to members of The Board and any individual(s) deemed necessary by The Board. Executive sessions are lawful only as described in O.C.G.A. 50-14-3 and the Georgia Sunshine Laws. Examples for lawfully closing the meeting include personnel matters, real estate, and attorney-client consultation for actual or potential lawsuits or claims.

The Board MUST have legal counsel present, either in person or by phone, should any session involve discussion or deliberation of current or pending litigation, whether the purpose of the session is for consultation with the attorney or not.

No final action or decision may be made in executive session although a consensus of The Board may be reached.

The Board shall vote to go into and come out of executive session.

Board Members are bound to confidentiality regarding the discussion that occurs during executive session.

The Board must provide a signed affidavit to substantiate the need for the session and that the session was limited only to the stated provision.

Section 5.13 – Minutes

Minutes must be kept, in writing, for every meeting of The Board.

Board Meeting Minutes

The minutes of each Board Meeting must be recorded, prepared for Board approval, and available for public inspection by no later than the next Regularly Scheduled Board Meeting, after which they are subject to the Open Records Law with the exception of Executive Session Minutes.

The minutes must include:

1. The date and location of the meeting,
2. Which Board Members were present,
3. A description of each motion or proposal made,
4. The identity of the persons making and seconding the motion or proposal,
5. The record of all votes, including the name of each person voting for or against a proposal if the vote was not unanimous,
6. The name of any member abstaining from voting, and
7. In the event of Executive Session, the reason for closing the meeting, those present, and those

voting for closing and reopening the meeting and the action taken regarding the Executive Session.

Executive Session Minutes

Executive Session Minutes are confidential and are not open to the public but must be maintained for inspection by an appropriate court should a dispute arise as to the propriety of the executive session. Executive Session minutes must be kept separate from the minutes of other meetings, must be kept in a minimal access location, and shall include the following:

1. The date and location of the meeting,
2. Which Board Members were present,
3. A brief description of each issue discussed as well as the deliberation, and
4. A signed affidavit to substantiate the need for the session and that the session was limited only to the stated provision.

ARTICLE VI OPEN RECORDS ACT

PCA, Inc. shall comply with the legal requirements of the Open Records Act, as described in the Georgia Sunshine Laws, for the purpose of ensuring that PCA and SCCA operates in a manner that is transparent to all. As such, all public records, except for those specifically exempt from disclosure by law or court order, must be made available for public view or copying in accordance with the Georgia Sunshine Laws and any PCA, Inc. procedure governing such access.

Public records are defined as all documents, papers, letters, maps, books, tapes, photographs, computer based or generated information, data, data fields, or similar materials prepared and maintained or received by PCA, Inc. or by any entity on behalf of PCA, Inc.

ARTICLE VII BOARD TRAINING AND DEVELOPMENT

The entire Board, Ex-officio Members included, must attend a mandatory annual Board Training session that is conducted or approved by the State Charter Schools Commission (SCSC) of Georgia pursuant to O.C.G.A. 20-2-2083 12(b).

All Board Members are expected to attend the free training session offered by the SCSC. In the event that any Board Member becomes unable to attend such session he/she must notify The Board Chair of the reason for the absence, and will be required to attend another approved session to make up for the one missed. The make-up session must be completed within the same calendar year as the missed session, and the Board Member may be responsible to pay out of pocket for his/her fees and expenses to complete such training.

The Board Chair will ensure additional training for new Board Members and ongoing training for the standing Board Members as follows:

1. New Member Induction and Orientation within 60 days of the election of a new member.
2. Specialized training for Board members who have major responsibility in certain specialized skill areas.
3. Review of various responsibilities of The Board possibly to include, but not limited to Law and Operational Policies, General Financial Practices, Communication and Parliamentary procedure, Ethics and Self-dealing.

ARTICLE VIII BOARD COMMITTEES

The Board will have Committees for the purpose of aiding in the completion of Board sponsored work and bringing ideas and motions to The Board for review and action. Committees cannot create or alter policies, but may make recommendations to the Board for such action. Board Members must participate in at least one committee.

All Committees must:

1. Comply with the legal requirements of the Open Meetings Act and Open Records Act,
2. Be Chaired by an appointed member of The Board,
3. Institute Roberts Rules of Order to conduct business, and
4. Provide minutes from Committee meetings to the Board secretary.

There shall be four (3) Standing Committees which regularly report to The Board and they are the:

1. Academic Excellence Committee
2. Finance Committee
3. Governance Committee

The Board may establish other such committees, either temporary or standing, as the affairs of The Board may require.

Instructional staff, parents, and community members may serve at will on Committees as outlined in the Committee Operating Policy.

ARTICLE IX CORPORATE SEAL

The Governing Board shall provide a corporate seal. The seal of the Corporation shall be affixed to any legally binding document executed by PCA, Inc. The seal is officially held by The Board Secretary in the safe at the PCA, Inc. main office.

ARTICLE X AMENDMENTS

The Board shall have the power to alter, amend, or repeal By-laws only through a majority vote of The Board. The Bylaws must be consistent with the Articles of Incorporation and the laws of the State of Georgia.

ARTICLE XI INDEMNIFICATION

PCA, Inc. shall provide indemnification as necessary for any person acting as a member, officer, employee, or agent of PCA or SCCA who was or is a party or is threatened to be made a party to any pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than by or in the right of PCA, Inc.

These persons are protected against reasonable expenses including but not limited to attorney's fees, judgments,

finances, and amounts paid in settlement or incurred in connection with such action, suit, or proceeding if the person acted in a manner he/she reasonably believed in good faith and in the best interest of PCA, Inc.

However, PCA, Inc. shall not indemnify a member, officer, employee, or agent for any liability incurred in a proceeding in which the person is adjudged liable to PCA, Inc. or is subject to injunctive relief in favor of PCA, Inc. for:

- (a) Any appropriation in violation of duties of any business opportunity of PCA, Inc.
- (b) For acts or omissions which involve intentional misconduct or knowing violation of law,
- (c) For the types of liability set forth in Section 14-2-831 of the Official Code of Georgia Annotated, or
- (d) For any transaction from which improper personal benefit was received.

Determination of indemnification of the member, officer, employee, or agent shall be made by The Board by a majority vote of all members who were not part of the action, suit, or proceeding or a special legal counsel employed by PCA, Inc. for that purpose.

Written notice must be furnished to PCA, Inc. to affirm the member, officer, employee, or agent acted in good faith and that the conduct merits indemnification before funds will be disbursed. The member, officer, employee, or agent shall also personally execute a contract to repay advances or funds if it is ultimately determined that he/she is not entitled to indemnification pursuant to the laws of the state of Georgia.

ARTICLE XII INSURANCE

PCA, Inc. shall provide Errors and Omissions or Directors and Officers Insurance coverage, as applicable, for any person who is or was:

- 1. A Board Member or Officer,
- 2. Employee of PCA or SCCA,
- 3. Agent of PCA or SCCA, or
- 4. Who is or was serving at the request of PCA, Inc. or another Corporation, partnership, joint venture, trust, or other enterprise on behalf of PCA, Inc.

PCA, Inc. shall require proper documentation from vendors of compliance with PCA, Inc. contractual insurance requirements, including, but not limited to, certificates of insurance.

ARTICLE XIII DISSOLUTION OF CORPORATION

In case of dissolution of the Corporation, all corporate debts incurred or contracts shall be the sole responsibility of the Corporation. In the case of cessation of operations or dissolution of the Corporation, The Board will ensure appropriate disbursement of assets and unencumbered funds to the appropriate State or Federal Office as required by law.

ARTICLE XIV EFFECTIVE DATE OF ENACTMENT OF BY-LAWS

The original By-laws were made effective on the date in which the majority of the Governing Board voted for adoption.

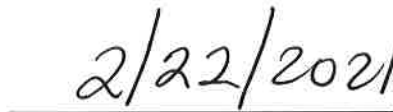
**ARTICLE XV
EFFECTIVE DATE OF AMMENDED BY-LAWS**

The amended By-laws shall be made effective on the date in which the majority of the Governing Board votes for adoption.

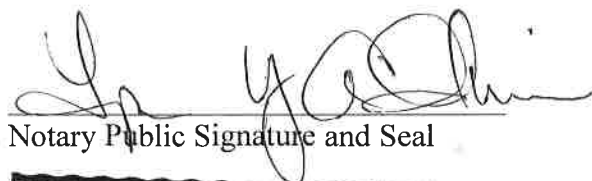
IN WITNESS WHEREOF, the undersigned incorporator has set his hand and seal to these amended Incorporation By-Laws this 22nd day of February, 2021.



Tiffany Bruner (Board Chairman)



Date



Notary Public Signature and Seal



Date

