

Amendment to Bylaws of
The GLOBE Academy, Inc.

Section 1 of the Bylaws shall be amended and restated in its entirety to read as follows:

Section 1. *General Powers.* The property, affairs and business of The GLOBE Academy shall be managed and directed by its Board of Directors. The Board of Directors shall be empowered to determine the size of the Board, provided that the Board shall consist of not less than five (5) and not more than thirteen (13) directors or voting members. Additionally, the Executive Director, or Head(s) of School/principal(s), for both elementary and middle schools of The GLOBE Academy, will serve as ex-Officio (non-voting) members of the board. In the event that The GLOBE Academy has an Executive Director on staff, the Executive Director also serves as an ex-officio (non-voting) member of the Executive Committee. The board will include at least two (2) parent-guardians of students at The GLOBE Academy from different families. A maximum of two (2) directors employed or similarly engaged with the same person or entity shall be permitted to serve at a given time on the Board of Directors. The Board of Directors shall set policy, appoint officers and perform its duties as set forth herein.

Section 2 of the Bylaws shall be amended and restated in its entirety to read as follows:

Section 2. *Election, Term, Vacancies.*

The term of office for each director shall commence upon the next election of each applicable office and run concurrently with the term of the office held by each director. The terms of directors shall be three (3) years and shall be staggered pursuant to O.C.G.A. §14-3-806, as amended; therefore, one-third of the total number of directors shall be selected annually by the other members of the Board of Directors. In the event the removal, resignation or other vacancy of a director, said directorship shall be filled by the person succeeding to the office held by the departing director, if any. Directors shall be natural persons who have attained the age of 18 years, but need not be residents of the State of Georgia, and may be nominated by the Officers of the Globe Academy, Directors serving on the Board of Directors, Committee members serving on a Board created and standing committee, Advisory Board members, or Parents, Teachers or Students at The Globe Academy.

There will be three (3) classes of board members, composed of one-third of the board.

- Class A: first term was one year (through 2013-2014), followed by a three year term (through 2016-2017) and thereafter ending every 3 years as defined by The Globe Academy fiscal year.
- Class B: first term was two years (through 2014-2015), followed by a three year term (through 2016-2017) and thereafter ending every 3 years as defined by The Globe Academy fiscal year.
- Class C: first term was three years (through 2015-2016), followed by a three year term (through 2017-2018) and thereafter ending every 3 years as defined by The Globe Academy fiscal year.

DRAFT

No director shall serve more than two consecutive three (3) year terms (“Term Limit”). The appointment and fulfillment of an interim term for a departing director shall not count towards the Term Limit.

Section 6 of the Bylaws shall be amended and restated in its entirety to read as follows:

Section 6. *Quorum. Voting.* At all meeting of the Board of Directors, a majority of directors in office at any time shall constitute a quorum for the transaction of business, and the act of a majority of the voting Directors present at a meeting where there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by these Bylaws. Each director shall have one equal vote. In the event of a tie vote of the members of the Board of Directors, the Chairman of the Board of Directors shall have the casting vote.