

BYLAWS OF THE
LEADERSHIP PREPARATORY ACADEMY, INC.

ARTICLE I
NAME AND PURPOSE

1.1 Name. The name of the corporation is Leadership Preparatory Academy, Inc. (“the School”).

1.2 Purposes. This corporation is organized and shall be operated exclusively for charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions hereinafter in effect, as provided in the Articles of Incorporation.

This mission of the Leadership Preparatory Academy, Inc. is to develop scholars through a rigorous academic program that engages all stakeholders to maximize our students’ potential to lead in the 21st century.

1.3 Notice of Nondiscriminatory Policy as to Students. Leadership preparatory Academy Inc. admits students of any race, color, gender, disability, national and ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to students at the school. It does not discriminate on the basis of disability, race, color, creed, gender, national and ethnic origin, religion, or ancestry in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school administered programs. Furthermore, LPA shall not discriminate on any basis that would be illegal as used by a school system.

ARTICLE II
OFFICES

2.1 Principal Office. The principal office of the corporation in the State of Georgia shall be located at 6400 Woodrow Road, Lithonia, Georgia 30038. The corporation may have such other offices, either within or without the State of Georgia, as the Governance Board may determine or as the affairs of the corporation may require from time to time.

2.2 Registered Office and Registered Agent. The corporation shall continuously maintain in the State of Georgia a registered office, and a registered agent whose office is identical with such registered office, as required by the Georgia Non-Profit Corporation Act. The registered office may, but need not be, identical with the principal office of the corporation in the State of Georgia, and the address of the registered office may be changed from time to time by the Governance Board.

ARTICLE III
GOVERNANCE BOARD

3.1 The Governing Board. The direction of the business, the affairs, and the property and resources of the School shall be managed, conducted and directed by the Governing Board, which are the Board Members of the Corporation, including the control and disposition of the funds which, in addition to the powers and duties conferred upon it under the laws of the State of Georgia.

3.2 Performance of Duties and Service. Each director of the Governing Board (a “Member” or “Director”) shall perform all duties in good faith and with the degree of diligence, care, and skill, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. Each Member shall serve, at the pleasure of the Board, for his or her term of office or until his or her successor shall have been duly elected and shall have qualified.

3.3 Number. The number of Members constituting the initial Governing Board shall be at least seven (7). Thereafter, the number of Members may be increased or decreased from time to time by amendment of these Bylaws, provided that the Board Members may not be less than five (5) Members or more than eleven (11) Members at any time. If the number of Members falls below the minimum described herein, the Board shall fill the vacancies by an affirmative vote of the Members remaining in office as soon as practicable and shall have the authority to govern the Corporation on an emergency basis until the appropriate number of Members are in office.

The Chief Executive Officer of the school shall serve as an ex-officio member of the Governance Board with no voting privileges.

3.4 Election and Term. Beginning with the initial Governing Board, the board members shall be divided into three classes, with staggered initial terms, to ensure appropriate succession in subsequent years. Class 1 members will serve a one-year term; Class 2 members will serve a two year term; and Class 3 members will serve a three year term, and all will be eligible to serve one additional term of service, thus ensuring future staggered terms of service. The election, appointment, and removal of any member of the corporation’s Board Members shall vest solely in the majority vote of the Governing Board. Members shall be elected at the annual meeting each year unless a vacancy requires otherwise.

Following the expiration of the staggered initial terms, Directors shall serve for a term of three (3) years with successive terms continuing to be staggered so that approximately one-third (1/3) of Directors are elected at the annual meeting each year. A Director may serve a maximum of two (2) consecutive full three-year (3) terms, for a total of six (6) consecutive years. After serving two (2) consecutive terms, a Director may serve additional terms after a one (1) year hiatus, if duly elected in accordance the provisions provided herein.

3.5 Qualifications. Each Governance Board Member shall be at least eighteen years of age, may not be an employee of the Corporation, and may not have been convicted of any felonies.

3.6 Vacancies and Unexpired Terms. A vacancy shall be declared, by a majority vote of the Governance Board, in any seat on the Board upon the death or resignation of the occupant thereof, or upon the disability of any occupant rendering him or her incapable of participating in the management and affairs of the corporation. Vacancies on the Governance Board, including those resulting from an increase in the number of Board Members to serve on the Governance Board, shall be filled by majority vote of the attendees of the remaining members of the Board. A Governance Board Member elected by a majority vote to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. A member elected to fill a vacancy shall be eligible to serve for two additional three-year terms following the completion of the initial vacancy term.

3.7 Meetings of the Board. All meetings of the Board and its committees are subject to the Georgia Open and Public Meetings Law, O.C.G.A. §50-14-1, et seq., and notice shall be provided as required therein.

3.7.1 Regular Meetings. Meetings of the Governance Board shall be held regularly at such times and places as the Members of the Governance Board shall by resolution determine and subject to the requirements of the Georgia Open Meetings Law, as applicable and amended from time to time. The Secretary shall give notice to the Governance Board Members of regular meetings as required under Georgia law or these Bylaws

3.7.2 Annual Meeting. The annual meeting of the board shall occur between July and September of each year unless the Chair or Resolution of the Board provide for a different time and place for the holding of the annual meetings. The annual meeting may be held at such other time and place, without notice other than such Resolution.

3.7.3 Special Meetings. Special meetings of the Board shall be held whenever called by the Secretary of the Governance Board upon the direction of the Chief Executive Officer, of the corporation or upon request of at least three (3) of the Governance Board members then serving; and it shall be the duty of the Secretary to give at least 24 hours notice of the meeting to enable the Governance Board Members so notified to attend such meetings. The person(s) calling the special meeting of the Governance Board may fix any place, either within or without the State of Georgia, as the place for holding such a meeting of the Board called by them.

3.8 Executive Session. Upon a majority vote of the Governance Board in an open meeting on a motion which identifies the general area or areas of the subject or subjects to be considered, the Board may conduct a meeting that is not open to the public (an "Executive Session") to discuss matters described in, and pursuant to the procedures of, §§ 50-14-3 and 50-14-4 of Georgia's Open Meetings Law.

3.9 Notice. The Secretary or his or her designee shall give to each member of the Governance Board prior written notice either at least three (3) days or as required under Georgia's Open Meetings Law, whichever is later, of each regular, special or annual meeting of the Governing Board. Notices of meetings of the Governance Board will be posted at the School and/or on the School's website, and provided to the public in accordance with the Georgia Open Meetings Law. Each notice shall state the time and the place of the meeting and, in the case of special meetings, the general nature of the business to be transacted thereat, and be consistent with the Georgia Open Meetings Law. Public notice shall not, however, be required in the case of "emergency meetings" or as otherwise not required pursuant to the Georgia Open Meetings Law.

3.10 Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board convened according to these Bylaws; but if less than a majority of the Board Members is present at said meeting, the Board Members present may adjourn or recess the meeting from time to time without further notice. Proxies properly constituted, specific, and notarized shall be allowed, subject to confirmation by the Board Chair. The acts of a majority of Governance Board Members present at a meeting at which a quorum is present shall be the acts of the Governance Board, except that amendment of these Bylaws shall be in accordance with Article XII of these bylaws.

3.11 Removal and Resignation. Any Board Member may be removed from office by a majority vote of the voting Board present at a meeting in which a quorum of such Governance Board Members is present. Any Board Member who is the subject of a removal vote may count towards establishing a quorum but shall not be eligible to vote on his or her removal.

A new Member shall be elected to fill the unexpired term of any removed Board Member as provided in Section 3.6. Any Board Member may resign at any time by giving written notice of such resignation to the Board. Such resignation shall be in writing unless waived by vote of the remaining Governance Board Members, but the acceptance thereof shall not be necessary to make it effective.

3.12 Compensation. Board Members shall not receive any compensation for their services. Subject to approval by the Board, members may be eligible for reimbursement of expenses incurred by them in the performance of their assigned Board duties.

3.13 Actions by Conference Telephone. In accordance with the Georgia Open Meetings Act, all meetings of the Board and its committees will be conducted in person, except when conducted by teleconference in emergency conditions as is permitted by law. In such emergency conditions, proper notice shall be provided prior to the meeting and the public shall have simultaneous access to any meeting held by teleconference. Any meeting conducted by teleconference will be conducted in the same manner as any other Board or committee meeting.

So long as a quorum of members is present in person for all other Board or committee meetings, an individual member may participate in meetings by teleconference if necessary due to reasons of health or absence from the jurisdiction. Provided however, that no member shall participate by teleconference more than twice in one calendar year absent emergency conditions or the written

opinion of a physician or health professional indicating that reasons of health prevent the member's physical presence.

ARTICLE IV OFFICERS

4.1 Officers. The Officers of the corporation may include a Chairperson, Vice Chairperson, a Secretary, a Treasurer and such officers as may be elected in accordance with the provisions of this Article. The Board may elect or appoint such other officers as it shall deem desirable to have the authority and perform the duties prescribed, from time to time, by the Board. One person shall not hold two offices with the exception of Secretary-Treasurer, which may be filled by the same person.

4.2 Election and Term of Office. All officers shall be elected by a majority vote of the Board at the annual meeting, or as soon as practicable following the end of the previous fiscal year, but in no case later than September of the current school year, for a term of one (1) year. All officers must be annually nominated and duly elected to serve subsequent terms in the same officer position.

Beginning July 1, 2019, an individual Board member who has served as duly-elected Chairperson for two consecutive one-year terms shall not be eligible for election to the same position until a break in service of one full board year has occurred. Duly-elected officers for all other positions may be elected to serve in the same position for up to four consecutive one-year terms. For officers other than Chairperson, the Board may, by a majority vote, elect an individual to a fifth consecutive one-year term if he or she is otherwise qualified.

4.3 Chairperson of the Governance Board. The Chairperson of the Governance Board shall give active direction and exercise oversight pertaining to all affairs of the Corporation, preside at all meetings of the Board and all Executive Committee meetings, and shall have other such powers as shall be designated by the Governance Board. He or she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board, any deeds, mortgages, bonds, contracts, instruments and authorizations of payment, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of the Chairperson and such other duties as may be prescribed by the Board from time to time.

4.4 Vice Chairperson of the Governance Board. In the absence of the Chairperson or in the event of his or her inability or refusal to act, the Vice Chairperson shall understand the responsibilities of the Chairperson and be able to perform the duties of the Chairperson, and when so acting, shall have all the power of and be subject to all the restrictions upon the Chairperson. Any Vice Chairperson shall perform such other duties as from time to time may be assigned to him or her by the Chairperson or the Board.

4.5 Treasurer. If required by the Board by written resolution, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall oversee the care and custody of the books and financial records of the account or accounts of the Corporation, shall have oversight of all funds and securities of the Corporation, and shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chairperson or by the Board.

4.6 Secretary. The Secretary shall keep, or cause to be kept, the minutes of the meetings of the Governance Board in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, and affix the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of the Bylaws; keep a register of the post office address and other pertinent contact information of each Board Member which shall be furnished to the Secretary by each Board Member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chairperson or by the Board.

4.7 Resignation. Any Officer may resign at any time by giving written notice to the Chairperson or Vice Chair of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately, with the vacancy to be filled in accordance with Section 4.9 of these Bylaws.

4.8 Removal. Any Officer elected or appointed by the Governance Board may be removed by a majority vote of the voting Board whenever, in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed, with the vacancy to be filled in accordance with Section 4.9 of these Bylaws. Any officer who is the subject of a removal vote may count towards establishing a quorum but shall not be eligible to vote on his or her removal.

4.9 Vacancies. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term in accordance with the provisions of Section 4.2.

4.10 Compensation. Officers shall not be compensated but may be eligible for reimbursement of expenses pursuant to Section 3.12.

ARTICLE V APPOINTIVE OFFICERS AND AGENTS

5.1 The Board may appoint such officers and agents in addition to those provided for in Article IV as may be deemed necessary, who shall have such authority and perform such duties

as shall from time to time be prescribed by the Board. All appointive officers and agents shall hold their respective offices or positions at the pleasure of the Board, and may be removed from office or discharged at any time with or without cause; provided that removal without cause shall not prejudice the contract rights, if any, of such officers and agents. Any or all of such appointed positions may be salaried as prescribed by the Governance Board.

ARTICLE VI COMMITTEES

6.1 Establishment. The Governance Board may, by resolution adopted by a majority of the Board Members in office, establish such committees as the Governance Board shall deem necessary or advisable. All such committees shall have and may exercise such powers and authority of the Governance Board delegated to said committees through its Board approved policies. A board member serves as the chairperson of each committee and committees may have co-chairs.

6.2 Executive Committee. The Executive Committee shall consist of the officers of the Corporation, and shall have and exercise the authority of the Governance Board in the oversight of the Corporation. The Executive Committee shall be presided over by the Chairperson of the Governance Board of the Corporation.

6.3 Limitations on Authority. No committee, including the Executive Committee, shall have any power or authority to the following:

1. Amending, altering or repealing the Bylaws;
2. Electing, appointing or removing any member of any such committee or any Board Member or officer of the corporation;
3. Amending the articles of incorporation or restating articles of incorporation;
4. Adopting a plan of merger or adopting a plan of consolidation with another corporation;
5. Authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation;
6. Authorizing the voluntary dissolution of the corporation or revoking proceedings thereof;
7. Increasing the annual budget adopted by the Board;
8. Adopting a plan for the distribution of the assets of the corporation; or

9. Amending, altering or repealing any resolution of the Governance Board which by its terms provides that it shall not be amended, altered or repealed by such committee.

The designation and appointment of any committees and the delegation thereto of authority shall not relieve the Governance Board, or any individual Board Member, of any responsibility imposed upon it or him by law. All Committees shall report to the Chairperson and the full Board on its activities.

6.4 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

6.5 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6.6 Quorum. Unless otherwise provided in the resolution of the Governance Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

6.7 Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with policies and procedures adopted by the Governance Board.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.1 Contracts. The Board may authorize any officer or officers, agent or agents, of the corporation in addition to the officers so authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

7.2 Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences or indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the Chief Executive Officer (CEO) of the corporation. Checks in the amount of \$10,000 or more must have signatures of both the CEO and *either* the Treasurer *or* the Board Chairperson.

7.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Governance Board may select. The Treasurer (working with the Chief Executive Officer (CEO) of the school) will be responsible for depositing all school funds and for keeping accurate records of deposits and withdrawals. Funds will be deposited within 24 hours of receipt. Acceptable accounting

procedures will be followed to record and track all monies. The CEO (or the Chief Financial Officer, once selected) of the school will be responsible for ensuring that appropriate financial procedures are followed regarding all income and expenses of the corporation with guidance and direction from a duly authorized CPA firm in the State of Georgia.

7.4 Conditional Gifts. The Board may accept or reject gifts to the corporation carrying conditions or restrictions as to use. Conditions or restrictions placed on gifts that are accepted by the Board shall be complied with by the Board.

7.5 Other Financial Procedures: The Governance Board will be updated monthly on the financial and operational condition of the school through reports and other methods. The Governance Board will also have access to all financial information, including source documents, at all times. The corporation will establish all appropriate financial policies and procedures such as generally accepted accounting procedures, a checking account held in a financial institution acceptable in Georgia, adequate payroll procedures, procedures for the creation and review of monthly and quarterly financial statements, and establishment of liability insurance.

ARTICLE VIII SELF-DEALING TRANSACTIONS

8.1. Purpose. The purpose of the procedures prescribed in this Article VIII is to protect the Corporation's best interest when entering into a transaction or arrangement that also might benefit the private interest of a Board Member, Officer or employee or marital relation of a Board Member, Officer or employee.

8.2. Board's Authority. The Board shall not authorize corporate action, and no committee shall recommend corporate action, except in accordance with procedures set forth in this Article VIII.

8.3. Procedures.

- (a) *Duty to Inquire.* In its consideration of any action, the Governance Board and all committees shall first conduct appropriate inquiry to determine whether the action involves a Self-Dealing Transaction (as defined below), including determining the nature, scope and details thereof.

“Self-Dealing Transaction” means any transaction having the School as one party and one or more of the following among the proposed other parties thereto:

- i. Board Members, Officers or employees of the School, or blood or marital relations of any of them;

- ii. An entity in which a Board Member , Officer or employee of the Corporation, or blood or marital relation of any of them, holds an ownership or investment interest;
- iii. An entity which employs or otherwise compensates a Board Member Director, Officer or employees of the School, or employs or compensates a blood or marital relation of any of them; and/or
- iv. Any entity which has, as a member of its Governance Board or trustees, a Board Member, Officer or employee of the School, or a blood or marital relation of any of them.

A Director involved in an actual or potential Self-Dealing Transaction is referred to herein as an “Involved Director.” Involved Board Members, and Officers and employees, related to a possible Self-Dealing Transaction being evaluated shall not participate in the inquiry into or the determination of whether the transaction is a Self-Dealing Transaction, but may present to the Governing Board regarding the nature and extent of his or her relationship to the matter being considered.

- (b) *Determining Whether a Self-Dealing Transaction Exists.* After inquiry in accordance with subparagraph (a) immediately above, the Governance Board shall take action as to whether the transaction is a Self-Dealing Transaction; provided, an Involved Board Member shall not participate in the deliberation of or vote on the issue of whether a transaction is a Self-Dealing Transaction.
- (c) *Acting on a Self-Dealing Transaction.* If the Governance Board determines a transaction being considered is a Self-Dealing Transaction, the Board will exercise due diligence to determine whether the Corporation can arrange an alternative transaction more favorable to the School with reasonable efforts. An Involved Board Member shall not participate in this determination. As part of its due diligence, the Governing Board may involve or engage one or more disinterested people to investigate alternative transactions. If the Board decides not to proceed with an alternative transaction, the Board shall determine whether it is in the Corporation’s best interests and is fair and reasonable to the Corporation to authorize the Self-Dealing Transaction, provided, an Involved Board Member shall not participate in the deliberation of or vote upon the authorization of a Self-Dealing Transaction.
- (d) *Violations.* If the Governance Board has reasonable cause to believe that a Board Member, Officer or employee has violated Article VIII of these Bylaws, it shall conduct further investigation as the Board deems warranted, shall inform the Board Member, Officer or employee of the basis for such belief, and afford him or her an opportunity to explain the alleged failure to disclose. If the Governance Board determines that a violation of Article VIII of these Bylaws has been committed, the Board shall take appropriate disciplinary and/or corrective action.

A Board Member who is the subject of an investigation or possible disciplinary or corrective action under this subparagraph (d) shall not participate in the deliberation of or vote on such determination of disciplinary or corrective action.

- (e) The procedures prescribed in subparagraphs (a), (b) and (c) above shall apply to actions of committees of the Board in the same manner and to the same extent as prescribed for Board actions.

8.4 Records of Proceedings. The minutes of the Governance Board and all committees with Board delegated powers shall contain the names of the persons and entities involved in transactions which are or may be Self-Dealing Transactions, findings of the Board in respect of the scope and nature of those persons' and entities' involvement, actions taken in accordance with this Article, the names of the persons present for or who participated in discussions thereof and a summary of the content of such discussions, and a record of votes taken in connection therewith, including the names of those present for and who participated in voting and their respective votes.

ARTICLE IX MISCELLENEOUS PROVISIONS

9.1 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board, and shall keep at the registered or principal office, a record giving the names and addresses of the Governance Board Members. All books and records of the corporation may be inspected by any Governance Board Member or his/her agent or attorney, for any proper purpose at any reasonable time.

9.2 Fiscal Year. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

9.3 Seal. The Governance Board may provide a corporate seal which shall have inscribed thereon the name of the corporation and may be in such form as the Governance Board may determine, and may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

9.4 Financial Reports. The Governance Board shall cause an annual, audited financial report to be prepared by a Certified Public Accountant so that it is delivered to the Local Education Authorizer (LEA) and the Georgia Department of Education, Charter Schools Division by required due date.

9.5 Distribution of Assets. In the event the Corporation is dissolved in accordance with applicable federal and state laws, all unencumbered assets shall be distributed to a 501(c)(3) tax exempt nonprofit organization (including, without limitation, others charter schools, authorized and approved in accordance with the applicable laws of the State of Georgia), and determined by a majority of the voting members of the Board Member then in office.

9.6 Right of Inspection. Each Governance Board Member, in carrying out his or her duties and responsibilities, has the right to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation, provided that such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the obligation to maintain the confidentiality of the reviewed information, in addition to any obligations imposed by any applicable federal, state or local law. The cost of such inspection and copying shall be borne by the inquiring Board Member and shall be paid by said Board Member at the time of the inspection and copying. All books, records and documents of every kind shall remain in the sole custody of the Corporation during the copying process.

9.7. Interpretation of Charter. The Charter and/or applicable federal, state or local law will control when in conflict with these bylaws.

ARTICLE X INDEMNIFICATION

10.1. Indemnification of Board Members and Officers. The Corporation shall, to the fullest extent permitted by applicable law, indemnify its Board Members and Officers who were or are a party or are threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, by reason of the fact that such Governance Board Member or Officer is or was a Board Member or Officer of the Corporation or is or was serving at the Corporation's request as a Board Member, Officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any obligation to pay a judgment, settlement, penalty, fine, or reasonable expenses incurred with respect to a proceeding if the individual conducted himself in good faith and reasonably believed, in the case of conduct in his official capacity with the Corporation, that his conduct was in the Corporation's best interests, and in all other cases, that his conduct was at least not opposed to its best interests, or in the case of a criminal proceeding, had no reasonable cause to believe his conduct was unlawful.

The Corporation shall not indemnify any Governance Board Member or Officer in connection with a proceeding by or in the right of the Corporation in which the Director or Officer was adjudged liable to the Corporation, or in connection with any proceeding charging improper personal benefit to the Board Member or Officer, whether or not involving action in his official capacity, in which the Board Member was adjudged liable on the basis that personal benefit was improperly received by the Board Member.

10.2. Expenses. Expenses incurred by a person covered by Section 10.1 hereof in defending a threatened, pending or completed civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by such person of his good faith belief that he has met the applicable standards of conduct and to repay such amount if it shall ultimately be determined that such person did not

meet the applicable standard of conduct, and a determination is made that the facts then known to those making the determination would not preclude indemnification under this chapter.

10.3. Optional Indemnification. The Corporation may, to the fullest extent permitted by applicable law, indemnify and advance or reimburse expenses for persons in situations other than that covered by this Article X.

10.4. Board Members and Officers Insurance. The Governance Board shall also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE XI NOTICES

11.1 Attendance as Waiver. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

11.2 Written Waiver. Whenever any notice is required to be given under the provisions of the Georgia Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

11.3 Purpose. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

ARTICLE XII AMENDMENTS TO BYLAWS

12.1 Adoption and Effective Date. These Bylaws, which are supplemental to the Georgia Nonprofit Corporation Act, as the same may be in effect from time to time, were amended adopted as the Bylaws of the Corporation as of the 29th Day of November, 2018, by the Governing Board, and shall be effective as of said date.

12.2 Amendment or Repeal. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds vote of the Board Members present at any regular scheduled meeting or at any special meeting of the Board, if at least five (5) days written notice

is given of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting.

12.3 Recording. The text of each amendment to or repeal of these Bylaws shall be attached hereto with a notation of the date of such amendment or repeal.

Article Amended	Date Amended	Approved by
See attached original bylaws with markups	February _____, 2014	Governance Board
	September 24, 2015	_____
	November 29, 2018	Ray Hill, Board Chair