

BYLAWS
OF
COMMODORE CONYERS COLLEGE AND CAREER ACADEMY, INC.
Incorporated under the laws of the State of Georgia

ARTICLE ONE
Name, Location and Offices

1.1 Name. The name of this corporation shall be "COMMODORE CONYERS COLLEGE AND CAREER ACADEMY, INC." (referred to as "Corporation").

1.2 Registered Office and Agent. The corporation shall maintain a registered office in the State of Georgia and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.

1.3 Other Offices. The principal office of the corporation shall be located in Dougherty County, Georgia. The corporation may have other offices at such place or places, within or outside the State of Georgia, as the Board of Directors may determine from time to time or the affairs of the corporation may require or make desirable.

ARTICLE TWO
Purposes and Governing Instruments

2.1 Nonprofit Corporation. The Corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

2.2 Charitable Purposes. The corporation is organized and operated, as set forth in the Articles of Incorporation, for purposes that are exclusively charitable within the meaning of section 501(c)(3) of the Internal Revenue code. The corporation shall have no capital stock and no shareholders, and no part of the net earnings, income or profit of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or any other private individual except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its charitable and educational purposes. In furtherance of such purposes, the corporation shall have full power and authority:

(a) To operate an organization designed to provide a seamless blend of academics with career and technical education and skills to better serve the Dougherty County community and region, generally and participating partners, specifically, in accordance with the educational purposes set forth in the "charter" agreed to by both the Local and State Boards of Education.

(b) To make distributions for such purpose and for other charitable purposes.

(c) To make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

(d) To receive and accept property, whether real or personal, by way of gift, bequest or devise, from any person, firm, trust or corporation, to be held, administered and disposed of in

accordance with and pursuant to the governing instruments of the corporation, as the same shall be amended from time to time, and

(e) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, as determined by the Board of Directors, to carry out any of the purposes of the corporation, as set forth in the articles of incorporation and these bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

2.3 Governing Instruments. The corporation shall be governed by its articles of incorporation and its bylaws.

ARTICLE THREE Board of Directors

3.1 Authority and Responsibility of the Board of Directors.

(a) The governing body of the Corporation shall be the Board of Directors, subject to the spirit of the partnership that also includes the Dougherty County Board of Education, post-secondary institutions, local business and industry, and the parents/guardian and students of the participating district(s).

(b) The spirit of the partnership is partially defined as being such that no partner(s) mentioned above may interfere with the legal right or obligation of the Directors to execute duties required or permitted by O.C.G.A. § 14-3-101 et seq. (Georgia Nonprofit Corporation Code).

(c) The Directors will be subject to the provisions of O.C.G.A. § 50-14-1 et seq. (Open and Public Meetings) and O.C.G.A. § 50-18-70 et seq. (Inspection of Public Records).

(d) The Directors will meet at least six times annually in regularly scheduled session. The Directors will, at such meetings and in such other sessions as may be called from time to time, focus on the following: 1) achievement of the measurements indicated in this charter; 2) establishment and enforcement of policies; 3) development and achievement of strategic objectives; 4) creation of a job description for the CEO; and 5) hiring, supervising, evaluating and terminating (if necessary) of CEO.

(e) The Board of Directors shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any member, officer, Director or other private person or individual.

(f) The Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Corporation.

3.2 Board of Directors. The Directors will be comprised of eleven (11) voting members as follows:

- Four members representing secondary and post-secondary education partners, in the following categories:
 - Two (2) members nominated by the Superintendent and the Dougherty Board of Education to represent secondary education.
 - Two members (2) nominated to represent post-secondary education by the Presidents of Albany Technical College, and Albany State University, respectively.

- Seven members representing employers, in the following categories:
 - One (1) representative of the Board of Directors of the Albany Area Chamber of Commerce.
 - One (1) representative of Board of Directors of the Albany-Dougherty Economic Development Commission.
 - Five (5) representatives from the senior leadership of a regional business of any size that qualifies as a member of a targeted employment sector in the Governor's High Demand Career Initiative. Those sectors were identified in December 2014 as the following: Agriculture & Food; Aerospace; Automotive Manufacturing; Defense; Film, Television & Interactive Entertainment; Healthcare & Life Sciences; Information Technology; Logistics & Transportation; and Manufacturing. As this list may change, eligible representatives may change with it.

3.3 Manner of Election and Term of Office.

The Superintendent and Dougherty Board of Education will nominate two Directors to represent secondary education. Only partnering school systems willing to approve an identical charter for ARCA may add Directors to the Board, which will have to increase in size after a corresponding amendment to its bylaws. The Superintendent may not self-nominate nor nominate members of the Board of Education; however, employees of the district may serve. The nomination will be approved by the CEO and a majority vote of the Directors.

The Presidents of Albany Technical College and Albany State University will nominate Directors to represent post-secondary education. Presidents may not be nominated. The nomination will be approved by the CEO and a majority vote of the Directors.

The Board of Directors of the Albany Area Chamber of Commerce will nominate a business representative as Director from its current membership. The President/CEO may not be nominated. Nominations will be approved by the CEO and a majority vote of the Directors.

The Board of Directors of the Albany-Dougherty Economic Development Commission will nominate a business representative as Director from its current membership. The President may not be nominated. Nominations will be approved by the CEO and a majority vote of the Directors.

The Superintendent and college presidents will nominate five Directors from HDCl-sector employers. Upon incorporation of ARCA, Directors will be nominated for approval at the earliest possible time.

Staggered terms will be established as follows after this first election only: One secondary Director, one post-secondary Director and four business Directors will be selected by lottery to

serve a two-year term. The remaining five Directors will serve an initial three-year term. After this establishment of staggered terms, all subsequent Directors will serve two-year terms. The term limit for representatives of secondary and post-secondary education and business representatives will all extend for six years.

Officers of the Board of Directors will be elected at the first meeting, or (after the first year) at the August meeting during which new Board members join the Board. Officers will serve for a one-year term and can succeed themselves for one additional year. Following a year not serving as an officer, a previously elected officer can be re-nominated to serve in an officer role. There will be a Chair, a Vice-Chair, a Treasurer and a Secretary elected among officers of the Directors.

3.4 Removal. A Director may be removed for cause; for example, for willful violation of an approved Board policy. A Director may be removed at any regular, special or annual meeting of the Board of Directors by the affirmative vote of a majority of all the Directors then in office if notice of intention to act upon such matter shall have been given in the notice calling such meeting. A removed Director's successor may be elected at the same meeting to serve the unexpired term. A Director may resign at any time by delivering a signed letter to the Chair.

3.5 Vacancies. Any vacancy in the Board of Directors arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors by a vote of the majority of the Directors then in office; provided, such replacement Director must fall within the same Classification as the Director being replaced.

ARTICLE FOUR Meetings of the Board

4.1 Place of Meetings. Meetings of the Board of Directors may be held at any place within or without the State of Georgia as set forth in the notice thereof or in the event of a meeting held pursuant to waiver and notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the Corporation.

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

4.3 Regular Meetings; Notice. Regular meetings of the Board of Directors may be held from time to time between annual meetings, at such times and at such places as the Board of Directors may designate by resolution. The agenda for regular meetings and any materials required for discussion at said meeting shall be distributed to the Board of Directors three (3) working days in advance of the meeting.

4.4 Special Meetings; Notice. Special meetings of the Board may be called by the Chair or by not less than five (5) current members of the Board of Directors and shall be held pursuant to written notice specifying the date, time and place of the meeting at least 2 days prior to the date of the meeting.

4.5 Waiver. Attendance by a Director at a meeting shall constitute waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting

to the transaction of business because the meeting is not lawfully called. See also Article Five ("Notice and Waiver").

4.6 Quorum. At meetings of the Board of Directors, a majority of Directors then in office shall be necessary to constitute a quorum for the transaction of business.

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

4.8 Vote Required for Action Between Meetings. In the event that an actionable item requires a Board vote and no meeting is scheduled, the Chair may present the issue to the Directors via email with a full discussion of the issue and a deadline for response. Each Director shall vote via return email to the Chair and the act of a majority of the Directors shall be necessary to approve the action. The resolution of the issue, and the vote will be included in the minutes of the next regularly scheduled meeting.

ARTICLE FIVE Notice and Waiver

5.1 Procedure. Written notice of the time, place and date of meetings of the Board shall be sent to each member of the Board at least ten (10) days prior to any annual meeting and at least two (2) days prior to any special or adjourned meeting. Notice of any meeting and the agenda thereof shall be given in accordance with the Georgia Open Meetings law.

5.2 Waiver. A Director may waive any notice before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing, signed by the Director entitled to the notice, and delivered to the Corporation for inclusion in the minutes of filing with the corporate records. A Director's attendance at or participation in a meeting waives any required notice to his or her of the meeting unless the Director at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE SIX Ex-Officio Members

6.1 There will be ex-officio (non-voting) members of the ARCA Board of Directors, as follows:

The Superintendent of the Dougherty County School System; the Superintendent(s) of any other public school systems signing ARCA's operation MOU; the Presidents of Albany Technical College; ~~and~~ Albany State University; the President/CEO of the Albany Area Chamber of Commerce; the President of the Albany-Dougherty Economic Development Commission; one high school senior from each high school who is enrolled at ARCA; and one parent of an ARCA student from each high school. Students will be nominated by each high school principal, approved by the CEO, and will serve during his or her senior year only.

ARTICLE SEVEN Officers

7.1 Number and Qualifications. The officers of the Corporation shall consist of a Chair, Vice-Chair, Secretary-Treasurer, and such other officers as the Board of Directors may designate and appoint. The Board of Directors may from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the Corporation, but the Corporation shall not be required to have at any time officers other than the Chair, Vice-Chair, and Secretary-Treasurer.

7.2 Election and Term of Office. Officers of the Board of Directors will be elected at the Organizational Meeting and thereafter at the Annual Meeting of the Board. Officers will serve for a one-year term and can succeed themselves for one additional year. Following a year not serving as an officer, a previously elected officer can be re-nominated to serve in an officer role.

7.3 Other Agents. The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

7.4 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by a majority vote of a quorum of the Board of Directors at a legally called meeting whenever the Board of Directors determine, in its judgment that the best interest of the Corporation will be served thereby. However, any such removed shall be without prejudice to the contract rights, if any, of the officer or agent so removed.

7.5 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

7.6 Chief Executive Officer. The Chief Executive Officer (CEO) shall be the principal executive officer of the Corporation responsible for the day-to-day operations of the Corporation, and shall serve as Executive Secretary to the Board of Directors. He or she shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, and statements and reports required to be filed with governmental officials or agencies; and he or she shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the Chair, any instrument or other writing; and he or she shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall have the right to supervise and direct the management and operation of the Corporation and the other officers and employees of the Corporation shall be under his or her supervision and control during such interim. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe. The CEO will also be responsible for resolving grievances and conflicts.

ARTICLE EIGHT Committees of Directors

8.1 Executive Committee. There shall be an Executive Committee of the Board of Directors comprised of the Chair, Vice-Chair and Secretary-Treasurer. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. During intervals between regular meetings of the Board of Directors, the Executive Committee shall

possess and may exercise powers of the Board of Directors in the operation and management of the Corporation in all cases where specific directions have not been given by the Board of Directors. Said Executive Committee shall not, however, have authority to sell, lease, exchange or otherwise dispose of all or substantially all of the property of the Corporation or to take any action to dissolve or revoke any previous action taken by the Board of Directors unless authorized by the full Board at a regular meeting or at a special meeting held for that purpose. One member of the Executive Committee shall report any action taken by the Executive Committee to the next meeting of the Corporation for ratification and confirmation.

8.2 Other Committees of Directors. The following standing committees are established to ensure the effective governance and stewardship of the Corporation: curriculum, dual enrollment, finance, governance, and personnel. The Directors will approve committee charges and the Chair will recommend members. At the pleasure of the Board, said membership may include community stakeholders who are not Directors. Committee charges will be reviewed periodically, and revised as necessary, upon the approval of the Directors. Should a standing committee be deemed no longer necessary to the effective governance of the Corporation, that committee may be disbanded upon approval by the Directors.

Ad hoc committees may be established as necessary to address specific tasks and issues, upon the recommendation of the Chair and the approval of the Directors.

The Chair of the Board of Directors serves as an ex officio member of all committees.

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

8.4 Chair. One member of each committee shall be appointed chair of such committee thereof by a majority vote of the members of such committee.

8.5 Vacancies. Vacancies in the membership of any committee may be filled by the Chair of the Board of Directors, subject to majority consent of the Board.

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

8.7 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE NINE Contracts, Checks, Deposits and Funds

9.1 Contracts. The Board of Directors may authorize any officer, 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 and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

9.2 Checks, Drafts, Notes, Etc. In addition to and not in limitation of the provisions of Section 7.6 hereof, all checks, drafts or other orders for the payment of money or notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer, officers, agent or agents of the Corporation and in such other manner as may from time to time be determined by resolution of the Board of Directors, such instruments shall be signed by the Executive Director or signed by the Secretary-Treasurer or an assistant treasurer of the Corporation.

9.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such financial institutions as the Board of Directors may select.

9.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE TEN Indemnification and Insurance

The Corporation shall indemnify any individual made a party to a proceeding because such individual is or was a director, officer, employee or agent of the Corporation against liability incurred in the proceeding, if such individual acted in a manner such individual believed in good faith to be in or not opposed to the best interests of the Corporation and, in the case of any criminal proceeding, such individual had no reasonable cause to believe such individual's conduct was unlawful, to the maximum extent permitted by, and in the manner provided, by the Georgia Nonprofit Corporation Code. This provision is intended to incorporate by reference the provisions of §14-3-850 through 14-3-858 of the Georgia Nonprofit Corporation Code.

ARTICLE ELEVEN Miscellaneous

11.1 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 of Directors and committees having any of the authority of the Board of Directors.

11.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

11.3 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate.

11.4 Internal Revenue Code. All references in these Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

11.5 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, as far as is reasonable and possible:

(a) The remainder of these Bylaws shall be considered valid and operative; and

(b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

11.6 Headings. The headings herein are for organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written material.

11.7 Relation to Articles of Incorporation. These Bylaws are subject to, and governed by, the Articles of Incorporation.

ARTICLE TWELVE
Amendments

12.1 Power to Amend Bylaws. Except as provided in Section 12.2, the Board of Directors shall have the power to alter, amend or repeal these Bylaws or adopt new Bylaws.

12.2 Conditions. Action by the Board of Directors with respect to Bylaws shall be taken by the affirmative vote of a majority of all Directors then holding office.

ARTICLE THIRTEEN
Tax-Exempt Status

The affairs of the Corporation at all times shall be conducted in such a manner as to assure the Corporation's status as an organization qualifying for exemption from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code.

ARTICLE FOURTEEN
Adoption of Bylaws

The ALBANY REGION COLLEGE AND CAREER ACADEMY, INC. was organized under the laws of the State of Georgia on September 9, 2015.

These Bylaws were initially adopted by vote of the Board of Directors of the Corporation and became effective as of _____, 2017.

These Bylaws were adopted to be consistent with provisions of the Commodore Conyers College and Career Academy Charter School Petition.

Bylaws Ratified This Day: _____, 2017

BY: _____

Chair, Board of Directors
COMMODORE CONYERS COLLEGE AND CAREER ACADEMY, INC.

ATTEST: BOARD OF DIRECTORS

