

# **BYLAWS Of Chattahoochee Valley Academy**

## **Article 1 Organization**

The name of the corporation is “The Chattahoochee Valley Academy” referred to as CVA.

## **Article II Purpose**

The mission of Chattahoochee Valley Academy (CVA) is to prepare all C V A graduates for the 21st century workforce through relevant secondary and post-secondary career training. CVA operates as an organization designed to provide a seamless blend of academics with career and technical education and skills to better serve the Chattahoochee Valley area by offering a variety of educational classes, events and programs designed to reach, educate and develop the current and future workforce. CVA shall be governed by its Articles of Incorporation, its Bylaws, and the Chattahoochee County Board of Education.

## **Article III Board of Directors**

A Board of Directors (Board) shall govern CVA according to the Charter and the laws of Georgia. CVA shall utilize a policy-making governing board which shall be subject to the control and management of the local board of education and 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).

The Board will focus on policy issues and entrust the day to day operations/management to the CEO, who will be accountable to the Board of Directors, the Superintendent and the Chattahoochee County Board of Education. The Board will be accountable for the operational policies of CVA. The Board will approve all budgets, set policy, establish procedures, and ensure the financial and administrative management of the CVA. Additionally, the Board will ensure CVA’s performance standards are met or exceeded, that ongoing assessments are accomplished, that financial reports are made and controls are in place, that state and district requirements are met, and that annual progress and accountability reports are made to the district and other entities as required by law. These responsibilities will not only ensure effective organizational planning, but also will help ensure the financial stability of the CVA by monitoring the financial status and needs of the local (which) board and subject to the provisions of O.C.G.A. ~50-18-70. The Board will always work in a cooperative spirit with the Chattahoochee Board of Education and Chattahoochee County School District Superintendent.

The Board will consist of 9-15 voting members representing the regional business community; local business leaders; a Career, Technical and Agricultural Education (CTAE) Faculty member; and, a representative from the Post-Secondary Educational Partners. The Board may also add if deemed necessary 2 non-voting members at large. These members will be non-voting members and serve in an advisory position only.

The Board and the Superintendent will be responsible for recommendation of the CEO to the Local School Board for approval.

The Board, with the approval of the local Board of Education, shall be responsible for the annual evaluation and re-employment of the CEO. The Superintendent will be responsible for recommending the rehiring of the CEO. The CEO shall follow system procedure in regard to personnel recommendations. The CEO shall report such decisions to the Board.

The Board shall meet at least 6 times per year. The Board shall, at such meetings, and in such other sessions as may be called from time to time focus on the achievement of performance measurements. As well, the Board shall focus on the achievement of Strategic Plan objectives.

Each Board Member shall have one vote and such voting may not be done by proxy. Teleconferencing may be conducted if a member cannot physically attend the meeting. Such arrangements should be made prior to the meeting if possible.

If a Board Member misses 3 consecutive meetings, the Board membership may ask for the resignation of said Board Member. The Board reserves the right to review each case individually and decide based on circumstances if the said Board Member should be asked to resign.

No Board Members shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent a Board Member or Officer from receiving any compensation from the organization for duties other than as a Board Member or Officer. Any such compensation from the organization for duties other than as a Board Member must be approved by a majority vote of the Board. Board Members shall be covered under the Chattahoochee County Board of Education's liability insurance policy while acting in the official capacity as a Board Member of CVA.

New Board Members may be added to the Board at any time with a majority vote of the Members.

Ex officio (non-voting) Board positions can be named as the Board deems it advisable. The purpose of ex officio positions is to facilitate an enhanced level of communication with those additional community roles particularly critical to the successful functioning of CVA. Other ex officio positions may be added by Board vote.

#### **Article IV** **Officers**

The Officers of the Board shall include Chair, Vice-Chair, Secretary, and a Treasurer. The CEO shall serve as the Secretary. Such officers, along with the Chattahoochee County School System Superintendent, will constitute the Executive Committee.

The Chair shall preside at all Board meetings. He/she shall by virtue of his/her office be Chairman of the Board of Directors. He/she shall appoint all committees, temporary or permanent, deemed necessary by the Directors. He/she shall see that all books, reports and certificates required by law are properly kept or filed. The Chair will set the Board agenda based on input from liaison groups, task forces, student council, faculty forums, leadership initiatives, the administration, and the CEO. The Chair shall conduct meetings by stating meeting objectives, reviewing the agenda, outlining procedures for reaching decisions, and ensuring compliance with Robert's Rules of Order or any other parliamentary procedure adopted by the Board, facilitating communication among members, summarizing decisions reached by committees, and serve as the primary contact person for the Board, along with the CEO.

The Vice-Chair shall, in the event of the absence or inability of the Chair to exercise his/her office, shall become acting Chair of the Board with all the rights, privileges and powers as if he/she had been the duly elected Chair and will assist the Chairperson in planning Board meetings.

The Secretary shall cause the keeping of the minutes and records of the organization in appropriate format. It shall be his/her duty to file any certificate required by any statute, federal or state. He/she shall give and serve all notices to Directors of this organization. He/she may be one of the Officers to sign the checks and drafts of the organization. He/she shall present to the Directors at any meetings any communications addressed to him/her as Secretary of the organization. He/she will also make notices of upcoming meetings available to Chattahoochee County Schools and the community. This is our verbiage that allows us to appointment administrative support and hold them accountable. The Secretary shall attend the meetings of the Board of Directors and Executive Committee, and shall record upon the books of records of the Corporation, the proceedings of their respective meetings. He or she shall notify all directors of all meetings and shall perform such other duties as the Executive Committee of the Corporation shall from time to time prescribe. The Executive Committee shall have the right to annually appoint Administrative support to perform, coordinate and support these duties.

The Chief Financial Officer of the school system shall serve as the Chief Financial Officer for the CVA.

A Nominating Committee will be appointed by the Board Chair no later than the January Board meeting. The Nominating Committee shall at least consist of two Board representatives and one from the Superintendent of the Chattahoochee County School System. The Nominating Committee will present a slate of Officer and Chair nominations no later than the April meeting in order that the slate be voted upon no later than the May meeting.

Officers shall serve a 2-year term. The Chair, Vice-Chair, and Treasurer may serve 2 consecutive terms for a total of 4 years in their respective positions. The Vice-Chair if willing may seek the position of Chair at the end of the 2 or 4-year term if voted on and approved by a majority of the CVA Board. Any officer at the end of their term may seek nomination for other officer positions.

#### **Article V** **Meetings**

Regular meetings of the Board of Directors shall be held at Chattahoochee County Middle High School unless otherwise communicated. All such meetings shall be held and conducted in compliance with Georgia's laws regarding open meetings.

The presence of a simple majority of the existing voting Board Members shall constitute a quorum and shall be necessary to conduct the business of CVA. A majority vote of the Members present shall be required to transact business.

Special meetings of the Board may be called by the Chair when he/she deems it in the best interest of the organization. Notices of such meeting shall be emailed to all members at their addresses as they appear in the membership roll book at least ten (10) calendar days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it is called. At the request of not less than 5 of the existing voting Board Members, the Chair shall cause a special meeting to be called but such request

must be made in writing to the Chair at least (12) twelve calendar days before the requested scheduled date. (this allows you to give a 10-day notice)

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present, who must constitute at least a quorum according to these Bylaws, at such meeting.

#### **Article VI**

##### **Voting by Other Than Scheduled Meetings**

The Chair may call for an electronic or phone call meeting between scheduled meetings in order to transact significant business. Notice of the time of the call and location where the call may be heard by the public shall be given in accordance with Georgia's Open Meeting laws, ~50-14-1, et.seq. The call shall be conducted at the noticed location on speaker phone or other means so as to allow members of the public to hear the business discussed on the call. Minutes shall be kept of any such meeting just as with any regularly scheduled meeting. The presence of a simple majority of the existing voting Board Members shall constitute a quorum and shall be necessary to conduct the business of CVA. A majority vote of the Members present shall be required to transact business. On the occasion the Board deems necessary, a call for a vote by email may be requested.

#### **Article VII**

##### **Order of Business**

An Agenda shall be proposed to the Board at each regularly scheduled meeting. An Agenda adopted at the Board meeting shall govern the order of business of the meeting.

#### **Article VIII**

##### **Amendments**

These Bylaws may be altered, amended, repealed, or added by an affirmative vote of not less than a majority of the Board Members.

#### **Article IX**

##### **Miscellaneous**

The fiscal year for CVA is consistent with that of Georgia educational agencies and shall govern Board activities consistent with the Charter.

In all cases, CVA shall be governed by the laws of the State of Georgia and of the United States of America.

**In the event of dissolution, all of the remaining assets and property of the Corporation shall be distributed, after payment of necessary expenses thereof, to another organization or organizations exempt under Section 501(c) (3) of the Code or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, provided, however, that in the event that any of such remaining assets and property of the Corporation are not disposed of by the Board of Directors in the above referenced manner, they shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporations then located exclusively for such purposes or to such organization or organizations that are exempt under Section 501 (c) (3) of the Code or corresponding provisions of any subsequent Federal tax laws, as said Court shall determine.**

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