

**BYLAWS OF
SOUTHEASTERN EARLY COLLEGE & CAREER ACADEMY, INC.
A NON-PROFIT CORPORATION**

ARTICLE ONE
INTRODUCTION

1.1. Definition of Bylaws. These Bylaws constitute the code of rules adopted by **SOUTHEASTERN EARLY COLLEGE & CAREER ACADEMY, INC.**, a Georgia non-profit corporation (“Corporation”), for the regulation and management of its affairs.

1.2. Purposes and Powers. This Corporation will have the purposes or powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by law.

ARTICLE TWO
OFFICES AND AGENCY

2.1. Principal Office. The principal office for the transaction of the business of the corporation shall be located in Vidalia, Toombs County, Georgia, or at such place as may be fixed from time to time by the Board of Directors.

2.2. Location of Registered Office. The location of registered office of this Corporation is Toombs County Board of Education 117 East Wesley Avenue, Lyons, Georgia. Such office will be continuously maintained in the State of Georgia for the duration of this Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the State.

ARTICLE THREE
DIRECTORS

3.1. Definition of Board of Directors. The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these Bylaws.

3.2. Number of Directors. The number of Directors of this Corporation will not be less than five (5) nor more than sixteen (16) at any time.

3.3. Terms of Directors. Each Director is appointed for one year term at the annual meeting of the Board of Directors, but may resign at any time and may be removed, with an affirmative vote of the Board of Directors. There shall be no limitation on the number of successive terms of office for which a Director may serve.

3.4. Vacancies on the Board. Resignation of Directors will become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date. A Director shall be considered incapacitated if for any reason he shall be unable to carry on the duties of his office and the remaining Directors shall have declared such Director incapable of service by two-thirds of the Directors voting. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by a majority vote of the Board of Directors.

3.5. Place of Directors' Meetings. Meetings of the Board of Directors, regular or special, will be held at such place or places as the Board of Directors designates by resolution duly adopted.

3.6. Regular Directors' Meetings. The Directors shall meet annually on at such place and such time as the Board of Directors shall determine. Unless waived, notice of the time and place of such annual meeting shall be given by the Secretary personally, by telephone, by mail, by facsimile, by electronic mail not less than ten (10) nor more than fifty (50) days before such meeting.

3.7. Notice of Special Directors' Meetings. Written or printed notice stating the place, day, and hour of any special meeting of the Board of Directors will be delivered to each Director not less than twenty-four (24) hours before the date of the meeting, either personally, by

electronic mail, or by first class mail, by or at the direction of the President, or the Secretary, or the Directors calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail by certified mail addressed to the Director at his address as it appears on the records of this Corporation, with postage prepaid. Such notice need not state the business to be transacted at, nor the purpose of, such meeting.

3.8. Call of Special Board Meetings. A special meeting of the Board of Directors may be called by either:

- (1) The President, or
- (2) Any two (2) of the Board of Directors.

3.9. Waiver of Notice. Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

3.10. Quorum of Directors. A majority of the whole Board of Directors will constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Articles of Incorporation of this Corporation, or any provision of these Bylaws. Should a quorum not be present at a meeting, the decisions of those present can be ratified as a board action if approved via email, mail, or written consent of those absent.

3.11 Telephone and Similar Meetings. Directors may participate in and hold a meeting by means of telephone conference, video conference, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

ARTICLE FOUR
OFFICERS

4.1. Roster of Officers. The Officers of this Corporation will consist of the following personnel:

- An Executive Director who acts as secretary to the Board

- A President

- A President-Elect

4.2. Selection of Officers. Each of the Officers of this Corporation will be elected and appointed annually by the Board of Directors. Each Officer will remain in office until a successor to such office has been selected and qualified. Such election will take place at the regular meeting of the Board of Directors taking place as required by Section 3.06.

4.3. Multiple Officeholders. In any election of Officers, the Board of Directors may elect and appoint a single person to any two or more offices simultaneously, except that the offices of President and Secretary must be held by separate individuals. Officers of this Corporation may serve ex-officio as Directors of this Corporation.

4.4 Executive Director. The Executive Director shall be the principal executive officer of the Corporation and shall be responsible for the day-to-day operation of the Corporation. The Executive Director shall serve on the Board of Directors and also serve as a voting member, ex officio of any committees. 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 and to execute in the corporate name, along with the secretary, 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 will act as Executive Secretary to the Board of Directors. He or he shall perform such other duties as the Board of Directors may from time to time prescribe.

4.4. President. The president shall preside at all meetings of the Board of Directors. The President shall serve as a member, with right to vote, of any executive committee of the Board of Directors and as a voting member, ex-officio, of any and all other committees of Directors. The president shall have the right to supervise the Executive Director and to make all decisions as to policy and otherwise which may arise between meetings of the Board of Directors and shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe

4.5. President-Elect. The president-elect shall preside at meetings when the president is absent. As such, the president-elect will serve as a member of the board with the right to vote.

4.6. Removal of Officers. Any Officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint such Officers whenever in their judgment the best interests of this Corporation will be served. However, such removal will be without prejudice to any contract rights of the Officer so removed.

ARTICLE FIVE
NO MEMBERS

The Corporation shall not have members and shall not issue membership certificates.

ARTICLE SIX
INFORMAL ACTION

6.1. Waiver of Notice. Whenever any notice is required to be given under the provisions of the law, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice.

6.2. Action by Consent. Any action required by law or under the Articles of Incorporation of this Corporation or these Bylaws, or any action which otherwise may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary of the Corporation.

ARTICLE SEVEN
COMMITTEES

7.1. Definition of Directoral Committees. This Corporation may have certain Committees, each of which will consist of two (2) or more Directors. Such Directoral Committees will have and exercise some prescribed authority of the Board of Directors in the management of this Corporation. However, no such Committee will have the authority of the Board in reference to affecting any of the following:

- (1) Filling of vacancies in the Board.
- (2) Adoption, amendment, or repeal of Bylaws.
- (3) Amendment or repeal of any resolution of the Board.
- (4) Action on matters committed by Bylaws or resolution of the Board to another Committee of the Board.

7.2. Appointment of Committees. The Board of Directors, by resolution duly adopted by a majority of the Directors in office may designate and appoint one or more

Directorial Committees and delegate to such Committees specific and prescribed authority of the Board of Directors to exercise in the management of this Corporation. However, the creation of such Directorial Committees will not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on such personnel otherwise by law.

ARTICLE EIGHT OPERATIONS

8.1. Fiscal Year. The fiscal year of this corporation will be the calendar year.

8.2. Execution of Documents. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation will be signed by the President of the Corporation. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by the Secretary and countersigned by the President, and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.

8.3. Books and Records. This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Board of Directors and Directorial Committees. The Corporation will keep at its principal place of business the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.

8.4. Nonprofit Operations-Compensation. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, as amended. This Corporation will not have or issue shares of stock. No dividends will be paid, and no part of the income of this Corporation will be distributed to its Directors or Officers. However, the Corporation may pay compensation in a reasonable amount to Officers or Directors for services rendered.

8.5. Loans to Management. This Corporation will make no loans to any of its Directors or Officers or to any of its key management or other personnel.

8.6. Disposition of Assets.

(1) No Incorporator of this Corporation may have any vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the Corporation, or any right, interest, or privilege which may be transferable or inheritable.

(2) On dissolution, assets of this Corporation remaining after the payment or discharge of all liabilities of the Corporation; the return, transfer, or conveyances of assets held on conditions requiring the same; and the transfer or conveyance of assets received and held subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes shall be distributed as follows: the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state, or local government for exclusive public purpose.

8.7 Income Distribution. The Corporation will distribute its income each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the IRC.

8.8 Self-Dealing. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the IRC.

8.9 Excess Business Holdings. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the IRC.

8.10 Jeopardy Investments. The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the IRC.

8.11 Taxable Expenditure. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the IRC.

ARTICLE NINE AMENDMENTS

9.1. Amendment of Articles of Incorporation. The power to alter, amend, or repeal the Articles of Incorporation of this Corporation is vested in the Board of Directors.

9.2. Modification of Bylaws. The power to alter, amend, or repeal these Bylaws, or adopt new Bylaws, insofar as is allowed by law, is vested in the Board of Directors.