

## **COASTAL EMPIRE MONTESSORI COMMUNITY ORGANIZATION, INC. AMENDED BYLAWS**

These Amended Bylaws are for the governance of Coastal Empire Montessori Community Organization, Inc. (“CEMCO”), a Georgia domestic nonprofit corporation.

### **1. TRUSTEES**

- 1.1. Trustees. CEMCO has no members, and all rights, powers, privileges, and authority to govern CEMCO vest in the Trustees (“Trustees”).
- 1.2. Composition. The Board of Trustees (“Board”) must be comprised of no less than five (5) and no more than 12 Trustees. At all times, the ratio of parent to community trustees must conform to state and local law, rules, and regulations. The Board may adopt a Resolution to set the exact number of Trustees within these limits.
  - 1.2.1. Community Trustees. Community Trustees are individuals duly elected by the Board of Trustees who meet the eligibility requirements of these Bylaws and do not have any children enrolled in Coastal Empire Charter Montessori School (“CEMCS”) or Coastal Empire Montessori Academy (“CEMA”). Parents of students enrolled in CEMCS, CEMA, or both are ineligible to serve on the Board as Community Trustees.
  - 1.2.2. Parent Trustees: Parent Trustees are individuals who have a child or children enrolled in CEMCS, CEMA, or both. Individuals who do not have any children enrolled in either CEMCS or CEMA are ineligible to serve as Parent Trustees.
  - 1.2.3. PTO-Appointed Trustee. The PTO-Appointed Trustee is an individual appointed by the Parent-Teacher Organization (“PTO”). The PTO-Appointed Trustee must have a child or children enrolled in CEMCS, CEMA, or both. No individual may simultaneously serve as both an Officer of the PTO and as a member of the Board of Trustees. The Board has discretion whether to approve the appointed Trustee. The Board may adopt Resolutions outlining procedures for approving the PTO-Appointed Trustee.
  - 1.2.4. Compliance. In the event the composition of the Board cycles out of compliance with the requirements of Paragraph 1.2, the Board shall return to compliance within sixty (60) days of the event causing the non-compliance. The Board may adopt Resolutions outlining procedures for complying with Paragraph 1.2.

### **2. BOARD OF TRUSTEES**

- 2.1. Rights, Powers, Privileges, and Authority. The Board as a whole has general rights, powers, privileges and authority to conduct and direct the affairs of CEMCO and is limited only by Georgia nonprofit corporation law codified at O.C.G.A. § 14-3-101, *et. seq.*, the Articles of Incorporation, and these Bylaws. From time to time, the Board may delegate its rights,

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powers, privileges, and authority to third parties for the administration and management of CEMCO, so long as the affairs of CEMCO are managed and its powers exercised under the Board's jurisdiction. Nothing in this Section empowers an individual Trustee to act without authority of the Board as a whole. In addition to general rights, powers, privileges, and authority, the Board has the following enumerated powers:

- 2.1.1. To elect and remove Trustees;
- 2.1.2. To select and remove officers, agents, and employees of CEMCO;
- 2.1.3. To prescribe powers and duties of officers, agents, and employees of CEMCO;
- 2.1.4. To fix the compensation of officers, agents, and employees of CEMCO;
- 2.1.5. To conduct, manage, and control the affairs and activities of CEMCO;
- 2.1.6. To make rules and regulations governing CEMCO;
- 2.1.7. To inspect and copy all books, records, and documents of CEMCO;
- 2.1.8. To inspect the physical properties of CEMCO, provided that such inspection is conducted at a reasonable time and after reasonable notice subject to any obligations and duties of confidentiality imposed by these Bylaws or any applicable federal, state, or local law.
- 2.1.9. To enter into contracts, leases, and other agreements which are, in the Board's judgment, necessary or desirable for promoting the interests of CEMCO;
- 2.1.10. To act as trustee under any trust incidental to CEMCO's purposes;
- 2.1.11. To receive, hold, administer, exchange, or expend funds and property subject to any trust incidental to CEMCO's purposes;
- 2.1.12. To acquire real or personal property on behalf of CEMCO by purchase, exchange, lease, gift, devise, bequest, or otherwise;
- 2.1.13. To hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of any property acquired or possessed on behalf of CEMCO.
- 2.1.14. To borrow money, incur debt, and execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities on behalf of CEMCO;
- 2.1.15. To lend money and accept conditional or unconditional promissory notes therefore, whether interest or non-interest bearing, or secured or unsecured, on behalf of CEMCO; and

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- 2.1.16. To indemnify and maintain insurance on behalf of any of its Trustees, officers, employees, or agents for liability asserted against or incurred by an individual in that individual's capacity or arising out of that individual's status, subject to the provisions of Georgia nonprofit corporation law and any other the limitations outlined in the Articles of Incorporation or these Bylaws.
- 2.2. Duty to Maintain Information Confidential. Trustees shall maintain the confidentiality of all Board actions, including discussions and votes. Any Trustee who breaches confidentiality may be removed from the Board. Nothing in this paragraph should be construed to limit the availability of information pursuant to Georgia's Public Records Act and Sunshine Laws.
- 2.3. Eligibility. All Trustees must be at least eighteen years of age and a resident of Chatham County, Georgia. No more than one member per household may serve as a Trustee at any time. The Board shall not discriminate on the basis of race, ethnicity, gender, sexual orientation, or gender identity. The Board may adopt Resolutions establishing guidelines and additional eligibility requirements for the appointment of Trustees.
- 2.4. Trustee Term. The Trustee Term is two (2) years. The Trustee Term commences on September 1<sup>st</sup> at 12:00 a.m. and ends on August 31<sup>st</sup> at 11:59 p.m.
- 2.4.1. Trustee Term Limits. A Trustee may not serve more than two (2) consecutive Trustee Terms, except that any Trustee who begins service in the middle of a Trustee Term shall complete the portion of the Trustee Term remaining until September 1<sup>st</sup>, at which time the Trustee shall commence the Trustee Term. Notwithstanding, the Board, in its sole discretion, may backdate a newly-appointed Trustee's Term to the preceding September 1<sup>st</sup>. A Trustee may not serve for a period of time greater than five (5) consecutive years. A Trustee is not limited in the total number of service years, but may not apply to be a Trustee for a period of two (2) years after the conclusion of the immediately served Term.
- 2.4.2. Trustee Vacancy. A Trustee Vacancy occurs when any of the available twelve (12) positions on the Board is not filled by a Trustee. A Trustee Vacancy may exist because:
- 2.4.2.1. A position has never been filled;
- 2.4.2.2. The Board increases the number of Trustee positions;
- 2.4.2.3. A Trustee resigns;
- 2.4.2.4. A Trustee is removed; or
- 2.4.2.5. A Trustee is otherwise prevented from or unavailable to complete the Trustee Term.

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- 2.5. Trustee Elections. All Trustees must be elected by the Board. Elections may occur at:
- 2.5.1. The August Annual Meeting;
  - 2.5.2. Any Regular Meeting properly designated and noticed for the purpose of electing a Trustee; or
  - 2.5.3. Any Special Meeting called for the purpose of electing a Trustee.
  - 2.5.4. Elections to Fill Vacancies. When a Trustee Vacancy exists, the Board may elect a Trustee to fill the Trustee Vacancy, even if the election occurs during a Trustee Term. The elected Trustee shall begin serving on the Board immediately upon election by the Board. The Trustee Term for the Trustee elected in the middle of a Trustee Term commences on September 1<sup>st</sup> following the election. Notwithstanding, the Board, in its sole discretion, may backdate a newly-appointed Trustee's Term to the preceding September 1<sup>st</sup> or set the Term commencement at any specific time to avoid conflicts on the Board. The Board shall endeavor to fill Trustee Vacancies as they arise.
- 2.6. Removal of Trustees. Trustees may be removed for just cause, including but not limited to:
- 2.6.1. Absence from Board Meetings without notice or just cause;
  - 2.6.2. Failure to fulfill duties as defined in these Bylaws, the Articles of Incorporation, any Resolutions adopted by the Board, or Georgia nonprofit corporate law;
  - 2.6.3. Failure to act in accordance with the mission and core beliefs of CEMCO as defined in the Charter Petition and Contract; or
  - 2.6.4. Engaging in negligent behavior or behavior that otherwise violates any law of the State of Georgia.
  - 2.6.5. Removal Procedure and Notice. To initiate removal proceedings, written Notice of the intent to remove must be provided to the Trustee being removed and every other Trustee. The Notice must include detailed allegations, and the Trustee being removed must be permitted the opportunity to respond to the Notice. Within thirty (30) days of the Notice, the Board shall conduct a meeting to inquire into the Removal and any defenses asserted by the Trustee being removed. A 2/3 vote of all Trustees (not just those present) is required to effect the removal of a Trustee. The Board may adopt a Resolution detailing additional procedures and protocols for the implementation of this Paragraph so long as due process is preserved.
- 2.7. Resignation by a Trustee. A Trustee may resign at any time so long as the resignation does not cause the Board to consist of less than five (5) Trustees. In the event a Trustee desires to resign but cannot because of a shortage of Trustees, the Board shall immediately act to fill all Vacancies. On the date a new Trustee is elected, the Trustee desiring to resign may submit written notice of resignation pursuant to the procedure outlined in these Bylaws. A

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Trustee may not resign if the Trustee's resignation would leave CEMCO without duly elected Trustees in charge of its affairs.

2.7.1. Notice Required. To resign, a Trustee must provide written Notice to the Board President and Secretary. The resignation is effective upon receipt of the notice by either the Board President or Secretary or at any later date specified in the notice. The Board may adopt Resolutions detailing additional procedures and protocols for providing Notice.

2.8. Compensation of Trustees. Trustees serve without compensation, but the Board may approve reimbursement of a Trustee's actual and necessary expenses incurred while conducting business for CEMCO. Any Trustee seeking reimbursement shall provide Notice of the anticipated expenses prior to incurring any expense. The Board may adopt Resolutions detailing additional procedures and protocols for the reimbursement of expenses associated with the duties of Trustee.

**3. EX OFFICIO AFFILIATES**

3.1. Affiliation. The administrative leaders of CEMCS (including, but not limited to, the Executive Director, the Chief Financial Officer, and the Head of Montessori Curriculum and Instruction) are permitted to participate on the Board as Ex Officio Affiliates. The Board may elect, by majority vote, former trustees who have completed their terms to serve as Ex Officio Affiliates for a one-year term. There is no limit on the number of one-year terms a former trustee may be elected to serve as an Ex Officio Affiliate. Ex Officio Affiliates enjoy the following rights, privileges, powers, and authority:

3.1.1. To sit with the Board at the Annual Meeting, Regular Meetings, or Special Meetings and to participate in discussions of agenda items;

3.1.2. To attend and participate in executive or closed sessions of the Board upon invitation by the Board;

3.1.3. To attend Regular or Special Meetings of Board Committees and participate in discussions of agenda items;

3.1.4. To attend and participate in executive or closed sessions of Board Committees upon invitation by the Board Committee; and

3.1.5. To receive reimbursement for any actual and necessary expenses incurred in the execution of duties as an Ex Officio Affiliate, subject to the provisions of Paragraph 2.8.

3.2. Limitations. Ex Officio Affiliates may not:

3.2.1. Serve as an Officer on the Board;

3.2.2. Make a motion or second a motion regarding any matter before the Board; or

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3.2.3. Vote on any matter before the Board.

**4. BOARD MEETINGS**

- 4.1. Attendance. All Trustees shall attend the Annual Meeting, Regular Meetings, and Special Meetings of the Board. In the event a Trustee is unable to attend a Meeting, the Trustee must provide written Notice via email to the President and Secretary in advance of the meeting whenever possible. The Board may adopt Resolutions detailing additional procedures and protocols for providing Notice.
- 4.2. Quorum. A quorum is a majority of the Trustees. The Board may not take Action unless a quorum is present. Pursuant to O.C.G.A. §50-14-1(g), “so long as a quorum is present in person, a member may participate by teleconference if necessary due to reasons of health or absence from the jurisdiction so long as the other requirements of this chapter are met. Absent emergency conditions or the written opinion of a physician or other health professional that reasons of health prevent a member's physical presence, no member shall participate by teleconference pursuant to this subsection more than twice in one calendar year.”
- 4.3. Board Action. Unless otherwise specified in these Bylaws, any Board Action must be approved by a majority of the Trustees present at any Meeting of the Board. Any Board Action, including Board Resolutions, taken electronically or otherwise outside of an Annual Meeting, Regular Meeting, or Special Meeting requires a majority vote of Trustees present at the Meeting where the Board Action is taken. Additionally, the following Board Actions require a 2/3 vote of all Trustees (not just those present at a Meeting):
- 4.3.1. Amending the Articles of Incorporation;
  - 4.3.2. Amending the Bylaws;
  - 4.3.3. Removing Trustees; and
  - 4.3.4. Removing Officers.
- 4.4. Annual Meetings. The Board shall conduct an Annual Meeting in August of each year for the purpose of electing Trustees, making and receiving reports on corporate affairs, and transacting other CEMCO business.
- 4.5. Regular Meetings. The Board shall conduct Regular Meetings at various times throughout the year for the purpose of electing Trustees, making and receiving reports on corporate affairs, and transacting other CEMCO business.
- 4.6. Special Meetings. A Special Meeting may be called at any time by the President or by half of the Trustees.

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- 4.7. Place of Meetings. The Board shall conduct regular meetings at CEMCO's Principal Place of Business as designated in the Articles of Incorporation or at any other place the Board may designate.
- 4.8. Notices. The Secretary shall provide written Notice of Board Meetings to the Trustees and public pursuant Georgia's Open Meetings Act and Georgia Sunshine Laws. The Notice must include the date, time, and place of the Board Meeting. CEMCO shall publish Notice of open Board Meetings on its website. The Board may adopt Resolutions detailing additional procedures and protocols for providing Notice.
- 4.9. Adjournment. A majority of Trustees present at a meeting, whether or not a quorum, may adjourn the meeting.

**5. COMMITTEES**

- 5.1. Standing Committees. Each Standing Committee must consist of at least two (2) Trustees. The Standing Committees are:
- 5.1.1. Governance;
  - 5.1.2. Academic Excellence;
  - 5.1.3. Human Resources;
  - 5.1.4. Finance and Facilities; and
  - 5.1.5. Marketing and Community Outreach.
- 5.2. Committee Service. Each Trustee is required to serve on at least two (2) Standing Committees.
- 5.3. Special Committees. The Board may create one or more Special Committees by vote of the majority of Trustees.
- 5.4. Delegation of Authority. The Board may delegate to a Standing Committee or a Special Committee any power, rights, privileges, and authority of the Board, except with respect to:
- 5.4.1. The election of Trustees;
  - 5.4.2. Filling vacancies on the Board or any Committee that has been delegated the authority of the Board;
  - 5.4.3. The amendment or repeal of any Board Resolution;
  - 5.4.4. The amendment or repeal of these Bylaws or the adoption of new bylaws; and

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- 5.4.5. The creation of Special Committees or the appointment of Trustees to a Standing Committee or a Special Committee.
- 5.5. Procedures. The Board may prescribe the manner in which the proceedings of any Board Committee are to be conducted. In the absence of such prescription, a Board Committee may prescribe the manner of conducting its proceedings, except that the Regular and Special Meetings of the Committee are governed by the provisions of these Bylaws with respect to the calling of meetings and Notice.
- 5.6. Notice. The Committee Chair shall provide written Notice of Committee Meetings to Committee Members, Trustees, and the public pursuant Georgia's Open Meetings Act and Georgia Sunshine Laws. The Notice must include the date, time, and place of the Committee Meeting. CEMCO shall publish Notice of Committee Meetings on its website. The Board may adopt Resolutions detailing additional procedures and protocols for providing Notice.

**6. OFFICERS**

- 6.1. Officers. The Officers of CEMCO are the President, Vice President, Secretary, and Treasurer. The Board may amend these Bylaws to name and empower other Officers.
- 6.1.1. President. Subject to Board direction, the President shall generally supervise, manage, and control the affairs of CEMCO, and fulfill such other duties as the Board may prescribe. If present, the President shall preside at Board meetings.
- 6.1.2. Vice President. If the President is absent or disabled, the Vice President shall perform the President's duties and enjoy the President's power to generally supervise, manage, and control the affairs of CEMCO. The Board may empower the Vice President to perform any other duties for the general welfare and benefit of CEMCO.
- 6.1.3. Secretary. The Secretary shall:
- 6.1.3.1. Keep or cause to be kept, at CEMCO's principal office, or such other place as the Board may direct, a book of minutes of all Board Meetings and Committee Meetings, noting the time and place of the meeting, whether it was Regular or Special (and if Special, how authorized), the Notice provided, the names of those present, and the proceedings;
- 6.1.3.2. Keep or cause to be kept a copy of CEMCO's Articles of Incorporation, Bylaws, Amended Bylaws, and Resolutions of the Board;
- 6.1.3.3. Give or cause to be given Notice of Board Meetings; and
- 6.1.3.4. Enjoy all the powers required to perform any other duties the Board may prescribe.



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- 6.1.3.5. Treasurer. The Treasurer shall:
- 6.1.3.5.1. Keep or cause to be kept adequate and correct accounts of CEMCO's properties, receipts, and disbursements;
  - 6.1.3.5.2. Make the books of account available at all times for inspection by any Trustees;
  - 6.1.3.5.3. Deposit or cause to be deposited CEMCO's monies and other valuables in CEMCO's name and to its credit, with the depositories the Board designates;
  - 6.1.3.5.4. Disburse or cause to be disbursed CEMCO's funds as the Board directs;
  - 6.1.3.5.5. Render to the President and the Board, as requested but no less frequently than once every fiscal year, an account of CEMCO's financial transactions and financial condition;
  - 6.1.3.5.6. Prepare any reports on financial issues required by an agreement on loans;
  - 6.1.3.5.7. Work closely with the Chief Financial Officer on all financial matters related to CEMCO;
  - 6.1.3.5.8. Develop and ensure Board review of financial policies and procedures; and
  - 6.1.3.5.9. Enjoy all other powers required to perform any other duties the Board may prescribe.
- 6.2. Eligibility. Any Trustee may be elected Officer. No Trustee may simultaneously serve as more than one Officer.
- 6.3. Officer Term. The Officer Term is one (1) year. The Officer Term commences on September 1<sup>st</sup> at 12:00 a.m. and ends on August 31<sup>st</sup> at 11:59 p.m.
- 6.3.1. Officer Term Limits. A Trustee may serve one consecutive Officer Term in the same Office. A Trustee elected in the middle of an Officer Term shall complete the portion of the Officer Term remaining until September 1<sup>st</sup>, at which time the Officer shall commence the Officer Term. Notwithstanding, the Board, in its sole discretion, may backdate a newly-appointed Officer's Term to the preceding September 1<sup>st</sup> or set the Term commencement at any specific time to avoid conflicts on the Board.
- 6.3.2. Officer Vacancy. An Officer Vacancy occurs when any of the available Officer positions on the Board is not filled by a Trustee. A Vacancy may exist because:
- 6.3.2.1. A position has never been filled;

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- 6.3.2.2. The Board creates a new Officer position;
  - 6.3.2.3. An Officer resigns;
  - 6.3.2.4. An Officer is removed; or
  - 6.3.2.5. An Officer is otherwise prevented from or unavailable to complete the Officer Term.
- 6.4. Officer Elections. All Officers must be elected by the Board. Elections may occur at:
- 6.4.1. The August Annual Meeting;
  - 6.4.2. Any Regular Meeting properly designated and noticed for the purpose of electing an Officer; or
  - 6.4.3. Any Special Meeting called for the purpose of electing an Officer.
  - 6.4.4. Elections to Fill Officer Vacancies. When an Officer Vacancy exists, the Board may elect a Trustee to fill the Officer Vacancy, even if the election occurs during an Officer Term. The elected Officer shall begin serving as a Board Officer immediately upon election by the Board. The Officer Term for the Officer elected in the middle of an Officer Term commences on September 1<sup>st</sup> following the election. Notwithstanding, the Board, in its sole discretion, may backdate a newly-appointed Officer's Term to the preceding September 1<sup>st</sup> or set the Term commencement at any specific time to avoid conflicts on the Board. The Board shall endeavor to fill Officer Vacancies as they arise.
- 6.5. Removal of Officers. Officers may be removed either with or without cause at any time. Such removal does not prejudice the Officer's rights, if any, under an employment contract.
- 6.5.1. Removal Procedure and Notice. To initiate removal proceedings, written Notice of the intent to remove must be provided to the Officer being removed and every other Trustee. The Officer being removed must be permitted the opportunity to respond to the Notice. Within thirty (30) days of the Notice, the Board shall conduct a meeting to inquire into the Removal and any response provided by the Officer being removed. A 2/3 vote of all Trustees (not just those present) is required to effect the removal of an Officer. The Board may adopt a Resolution detailing additional procedures and protocols for removal proceedings.
- 6.6. Resignation by an Officer. An Officer may resign at any time for any or no reason. An Officer who resigns as Trustee must also resign as Officer.
- 6.6.1. Notice Required. To resign, an Officer must provide written Notice to the Board President and Secretary. The resignation is effective upon receipt of the Notice by either the President or Secretary, or at any later date specified in the Notice. The

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Board may adopt a Resolution detailing additional procedures and protocols for providing Notice.

**7. NON-LIABILITY OF TRUSTEES**

- 7.1. The Trustees shall not be personally liable for CEMCO's debts, liabilities, or other obligations.

**8. INDEMNIFICATION OF CORPORATE AGENTS**

- 8.1. Indemnification. In the event any Trustee, Officer, Employee, or other Agent of CEMCO (collectively "Representatives"), incurs costs associated with the defense of any legal action initiated against the Representative in the Representative's official capacity, CEMCO shall indemnify the Representative on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that the person is, or was, acting on behalf of CEMCO.
- 8.2. Limits. CEMCO shall indemnify only those expenses actually and reasonably incurred by the Representative in connection with the legal proceeding. If the Representative either settles any such claim or sustains a judgment against the Representative, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with the legal proceedings will be provided to the extent allowed by, and in accordance with the requirements of the Georgia law.

**9. INSURANCE FOR CORPORATE AGENTS**

- 9.1. The Board may adopt a Resolution authorizing the purchase and maintenance of insurance on behalf of any Representatives of CEMCO, against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the Representative in such capacity or arising out of the Representative's status, whether or not CEMCO would have the power to indemnify the Representative against such liability under the provisions of Georgia law.

**10. SELF-DEALING TRANSACTIONS**

- 10.1. A Self-Dealing Transaction occurs when a Representative takes advantage of the Representative's position in a transaction and acts for the Representative's own interests rather than for the interests of CEMCO and its beneficiaries. Trustees, Officers, and other Representatives shall not engage in any Self-Dealing Transactions.

**11. OTHER PROVISIONS**

- 11.1. Fiscal Year. The Fiscal Year of the corporation begins on July 1st of each calendar year and ends on June 30 of the following calendar year.
- 11.2. Execution of Instruments. Except as otherwise provided in these Bylaws, the Board may adopt a Resolution authorizing any Officer, Trustee, or Ex Officio Affiliate to enter into

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any contract or execute and deliver any instrument in the name of or on behalf of CEMCO. Such authority may be general or confined to specific instances. Unless specifically authorized, no Representative has the power to bind CEMCO by any contract or engagement, to pledge the corporation's credit, or to render it liable monetarily for any purpose or any amount.

- 11.3. Checks and Notes. Except as otherwise provided by Board Resolution, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of CEMCO may be signed by the President, Treasurer, Chief Financial Officer, Business Manager, or Executive Director of CEMCO.
- 11.4. Conflict of Interest. Any Trustee, Officer, Ex Officio Affiliate, or Representative having an interest in a contract, other transaction, or program presented to or discussed by the Board or a Committee for authorization, approval, or ratification shall make a prompt, full and frank disclosure of the interest to the Board or Committee prior to the Board taking Action on the contract or transaction. Such disclosure shall include all relevant and material facts known to the Representative about the contract or transaction, which might reasonably be construed to be adverse to CEMCO's interest or which would influence the Board's decision to take Action. The Board or Committee to which the disclosure is made shall determine by majority vote whether the disclosure shows that a conflict of interest exists. If a conflict exists, the conflicted Representative shall not be present during the discussion or deliberations, use the Representative's influence to affect the outcome of the vote, or vote on any motions raised with regard to the contract or transaction. The minutes of the meeting shall reflect the disclosure, the vote, and any details regarding the conflicted Representative's absence during the deliberations and vote. The Board may adopt a Resolution further detailing conflict of interest policies and procedures.
- 11.5. Interpretation of Charter. Whenever any provision of these Bylaws is in conflict with the provisions of the Charter Contract, the provisions of the Charter Contract control.

**12. AMENDMENT**

- 12.1. These Bylaws may only be amended by a 2/3 vote of all Trustees. The most recently adopted Bylaws supersede all previous versions and are controlling for purposes of Board governance.

**CERTIFICATE OF SECRETARY**

The undersigned does hereby certify that the undersigned is the Secretary of CEMCO, a domestic nonprofit corporation, duly organized and existing under the laws of the State of Georgia, that the foregoing Bylaws of CEMCO were duly and regularly adopted as such by the Board of Trustees of CEMCO at a Regular Meeting conducted on February 27, 2017, and that the above and foregoing Bylaws are in full force and effect as of February 28, 2017.

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*Michelle Candline*

Michelle Candline, Secretary