

By-laws  
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**Cheatham Hill Elementary School  
Educational Foundation**

1350 John Ward Road  
Marietta, GA 30064  
678-594-8034

**Officers/Executive committee:**

**Donald Jeffrey Eye-President**  
**Christina L. Powell-Vice President**  
**Douglas Christian-Treasurer**  
**Belinda Walters-Brazile-Principal**

## BYLAWS

## OF

Cheatham Hill Elementary School  
EDUCATIONAL FOUNDATION, INCARTICLE ONE  
Name and Purpose

1.1 Name. The name of the foundation is CHEATHAM HILL ELEMENTARY SCHOOL EDUCATIONAL FOUNDATION, INC.

1.2 Registered Office and Agent. The foundation 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 Non-Profit Corporation Code.

1.3 Other Offices The foundation may have other offices at such place or places, within or without the State of Georgia, as the Board of Trustees may determine from time to time or the affairs of the foundation may require or make desirable.

1.4 Purpose. The foundation is organized exclusively for purely public charity and strictly educational purposes, that is, for charitable and educational purposes. More specifically, the foundation is created solely as an organization described in Section 501 (e)(3) and exempt from taxation under Section 501 (a) of the Internal Revenue Code of 1986 or corresponding provisions hereinafter in effect. The foundation shall be operated exclusively for such purposes; no part of its net earnings shall inure to the benefit of any private member, trustee or individual; no part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE TWO  
Board of Trustees

2.1 Authority and Responsibility of the Board of Trustees. The direction and management of the affairs of the foundation and the control and disposition of its properties and funds shall be vested in a Board of Trustees (the "Board"). All powers, duties, and functions of the foundation conferred by the Articles of Incorporation, these bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed or controlled by the Board of Trustees. The Board of Trustees shall determine the foundation's policies or changes therein, and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Trustees may adopt by majority vote, such rules and regulations for the conduct of its business and the business of the foundation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an

executive committee. Under no circumstances, however, shall any actions be taken which are inconsistent with the Articles of Incorporation and these bylaws, and the fundamental and basic purposes of the foundation, as expressed in the Articles of Incorporation and these bylaws.

**2.2 Number and Tenure.** The initial trustees of the foundation shall be the seven (7) persons whose names appear in the Articles of Incorporation of the foundation. The original terms of each such initial trustee shall be fixed by Board resolution. Succeeding the initial trustees, the regular Board of Trustees shall consist of not less than seven (7) nor more than fifteen (15) members, the exact number to be fixed by resolution of the Trustees.

**2.3 Manner of Election and Term of Office.** Successor trustees shall be elected at the annual meeting of the Board of Trustees of the foundation by vote of the trustees as provided in Article 3 below, provided however, that in all events the regular Board of Trustees of the corporation shall include at least one administrator of Cheatham Hill Elementary School, two teachers of Cheatham Hill Elementary School, three parents of a student of Cheatham Hill Elementary School, and at least one active member of the Cobb County community. Each trustee shall take office as of the close of such annual meeting and shall continue in office for such term as shall be fixed at the time of such trustee's election. There shall be no limitation on the number of successive terms of office for which a trustee may serve.

**2.4 Nominations.** Subject to Section 2.3, the nominating committee, acting in accordance with Section 6.2 of these bylaws, shall present to the trustees on or before March 31<sup>st</sup>. Additional nominations may be made from the floor at the annual meeting by trustees of the foundation who are entitled to vote.

**2.5 Removal.** Any trustee may be removed either for or without cause at any regular, special, or annual meeting of the Board of Trustees, by the affirmative vote of two-thirds (2/3) of all the trustees then in office if given notice of intention to act upon such matter shall have been given in the notice calling such meeting. A removed trustee's successor may be elected at the same meeting to serve the unexpired term.

**2.6 Vacancies.** Any vacancy in the Board of Trustees arising at any time and from any cause, including the authorization of an increase in the number of trustees, may be filled for the unexpired term at any meeting of the Board of Trustees by a majority of trustees then in office. Each trustee so elected shall hold office until the election at the annual meeting of the Board of Trustees and the qualification of his successor.

**2.7 Compensation.** No member of the Board shall be paid any salary or any remuneration for their services associated with the foundation, but they may be reimbursed for any authorized expenditures incurred if such expense received prior approval from the Board or Executive Committee.

2.8 Qualifications of Trustees. Trustees shall be natural persons who are eighteen (18) years of age or older but need not be residents of this state unless the Articles of Incorporation so require.

### ARTICLE THREE Meetings of the Board of Trustees

3.1 Place of Meetings. Meetings of the Board of Trustees 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 of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the foundation.

3.2 Annual Meeting; Notice. The annual meeting of the Board of Trustees shall be held at such place as the Board of Trustees shall determine and on such day and at such time as the Board of Trustees shall designate. Unless waived as contemplated in Section 4.2, notice of the time and place of such annual meeting shall be given by the secretary either personally, or by telephone, by telegram, by teletype, or other form of wire or wireless communications, or by mail not less than two (2) days before such annual meeting.

3.3 Additional Regular Meetings; Notice. Regular meetings of the Board of Trustees shall be held from time to time between annual meetings at such times and at such places as the Board of Trustees may prescribe. Notice of the time and place of each such regular meeting shall be given by the secretary either personally, by telephone, by telegram, by teletype, or other form of wire or wireless communications, or by mail not less than two (2) days before such regular meeting.

3.4 Special Meetings; Notice. Special meetings of the Board of Trustees may be called by or at the request of the President of the foundation or by any two (2) of the trustees in office at that time. Notice of the time, place and date of any special meeting of the Board of Trustees shall be given by the secretary either personally, by telephone, telegraph, teletype, or other form of wire or wireless communications, or by mail at least two (2) days before such meeting.

3.5 Waiver. Attendance at or participation in a meeting by a trustee waives any required notice to him of such meeting unless the trustee at the beginning of the meeting (or promptly upon his 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.

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

3.7 Vote Required for Action. Except as otherwise provided in these Bylaws or by law, the affirmative vote of a majority of trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees. Abstention from voting, or the failure of a trustee to vote, shall not be counted as an affirmative vote.

**3.8 Action by Trustees Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if one or more written consents describing the action taken are signed by all members of the Board of Trustees and delivered to the foundation for inclusion in the minutes for filing with the corporate records reflecting the action taken. Action taken by consent shall be effective when the last trustee signs the consent unless the consent specifies a different effective date. Such consent shall have the same force and effect as a meeting vote and may be described as such in any document.

**3.9 Telephone and Similar Meetings.** Trustees may participate in and hold a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all participating in the meeting may simultaneously hear each other during the meeting. Participation in such meeting by these means shall constitute presence in person at the meeting.

**3.10 Adjournments.** A meeting of the Board of Trustees, whether or not a quorum is present, maybe adjourned by a majority of the trustees present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

#### ARTICLE FOUR Notice and Waiver

**4.1 Procedure .** Whenever these bylaws require notice to be given to any trustee, the notice shall be given as prescribed Article Three. Notice shall be in writing unless oral notice is reasonable under the circumstances. Whenever notice is given to a trustee by mail, the notice shall be sent by first-class mail by depositing the same in a post office or letter box in a postage office or letter box in a postage prepaid sealed envelope addressed to the trustee at his address as it appears in the current records of the foundation; and such notice shall be deemed to have been given at the time the same is deposited in the United States Mail. Notice via Federal Express or UPS with return signature requested is acceptable. Notice shall be deemed to have been given by telegram or cablegram at the time notice is filed with the transmitting agency. Oral notice is effective when communicated.

**4.2 Waiver.** Whenever any notice is required to be given to any trustee by law, by the Articles of Incorporation, or by these bylaws, a trustee may waive any such notice before or after the date and time stated in the notice. Except as provided in Section 3.5 above, the waiver must be in writing signed by the trustee entitled to such notice and delivered to the foundation for inclusion in the minutes or filing with the corporate records.

ARTICLE FIVE  
Officers

**5.1 Number and Qualifications.** The executive officers of the foundation shall consist of a president, a vice president, a secretary, and a treasurer. The Board of Trustees shall 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 foundation; but the foundation shall not be required to have at any time any officers other than a president, a vice president, a secretary and a treasurer. Any two (2) or more offices may be held by the same person, except the offices of president and secretary.

**5.2 Election and Term of Office** The initial officers of the foundation, including the president, vice president, secretary and the treasurer, shall be elected by the initial trustees of the foundation, and shall serve until the first annual meeting of the Board of Trustees or until their successors have been elected and qualified in accordance with these bylaws. Thereafter, such officers shall be elected annually by the Board of Trustees of the foundation. Such officers shall serve for terms of one (1) year and thereafter until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification. Any other officers or assistant officers appointed by the Board of Trustees under Section 5.1 of these bylaws shall serve at the will of the Board of Trustees and until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

**5.3 Other Agents.** The Board of Trustees 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 Trustees may from time to time determine.

**5.4 Removal.** Any officer or agent elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of the foundation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.

**5.5 Vacancies.** A vacancy in any office at any time, and for any cause may be filled for the unexpired term at any meeting of the Board of Trustees.

**5.6 President.** The president shall preside at all meetings of the Board of Trustees. The president shall also serve as a member, with right to vote, of any executive committee of the Board of Trustees and as a voting member, ex officio, of any and all other committees of trustees. The president shall also be the chief executive officer of the foundation and, as such, shall exercise general supervision of all operations and personnel of the foundation, including determination of compensation to be paid any employee other than himself for services rendered to the foundation, subject to the control of the Board of Trustees. The president 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 foundation, grant requests, and statements

and reports required to be filed with state and federal officials or agencies; and the president shall be authorized to enter into any contact or agreement and to execute in the corporate name, along with the treasurer or secretary, any instrument or other writing; and he shall see that all orders and resolutions of the Board of Trustees are carried into effect. The president shall have the right to supervise and direct the management and operation of the foundation and to make all decisions as to policy and otherwise which may arise between meetings of the Board of Trustees, and the other officers and employees of the foundation shall be under his supervision and control during such interim. The president shall perform such other duties and have such other authority and powers as the Board of Trustees may from time to time prescribe.

### 5.7 Secretary

(a) The secretary shall attend all meetings of the Board of Trustees and record, or cause to be recorded, all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform, or cause to be performed, like duties for the executive and other committees when required

(b) He shall give, or cause to be given, notice of all meetings of the Board of Trustees.

(c) He shall keep in safe custody the seal of the foundation and, when authorized by the Board of Trustees or the chairman, affix it to any instrument requiring it. When so affixed, it shall be attested by his signature or by the signature of the treasurer or an assistant secretary. He shall have a copy of the by-laws and a current copy of Roberts Rules of Order at each meeting.

(d) He shall be under the supervision of the president. He shall perform such other duties and have such other authority and powers as the Board of Trustees may from time to time prescribe or as the president may from time to time delegate.

### 5.8 Treasurer.

(a) The treasurer shall have the custody of foundation funds and securities and shall keep full and accurate accounts of receipts and disbursements of the foundation and shall deposit all monies and other valuables in the name and to the credit of the foundation into depositories designated by the Board of Trustees.

(b) He shall disburse the funds of the foundation as ordered by the Board of Trustees, and prepare financial statements each month or at such other intervals as the Board of Trustees shall direct.

(c) If required by the Board of Trustees, he shall give the foundation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board) for the faithful performance of the duties of his office and for the restoration to the foundation, in case of his death, resignation, retirement, or removal from office of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the foundation.

(d) He shall perform such other duties and have such other authority and powers as the Board of Trustees may from time to time prescribe or as the president may from time to time delegate.

(e) The treasurer shall also serve and be referred to as the chief financial officer ("CFO"). Whenever used in these

Bylaws, treasurer is deemed to also include and refer to CFO.

The treasurer/CFO shall be responsible for and present such financials and other reports as may be necessary to keep the president and the Board of Trustees fully informed as to the financial condition of the foundation. The treasurer/CFO may delegate responsibility for the preparation of the financial statements referred in Section 5.8(b) and/or other reports required of the treasurer/CFO (but may not delegate any other duties or responsibilities) to a third party accountant (whether that third party accountant is or is not a member of the Board of Trustees); provided, however, the treasurer/CFO shall be familiar with and be responsible for the accuracy and delivery of financial statements and other reports. Notwithstanding the foregoing, the treasurer/CFO shall not have authority to incur any expenses with such use of a third party accountant; the incurring of any such expense must be approved by the Board of Trustees.

(g) The treasurer/CFO shall be responsible for maintaining and administering insurance coverage for the foundation. The initial terms for the level and type of insurance will be decided by the Board of Trustees. The cost of insurance must be approved by the Board of Trustees on a year to year basis.

### 5.9 Vice President

(a) The vice president shall perform the functions of the president, when the president is absent, and when directed by the president.

(b) Shall chair other committees of the Board of Trustees in the absence of other assigned chairperson.

(c) He shall perform such other duties and have such other authority and powers as the Board of Trustees may from  to time prescribe or as the president may delegate.



ARTICLE SIX  
Committees of Trustees

6.1 Executive Committee The executive committee shall consist of three (3) or more officers of the Foundation, which shall have and exercise the authority of the Board of Trustees in the management of affairs of the foundation. However, the designation of such executive committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual trustee, of any responsibility imposed upon it or him by law.

6.2 Nominating Committee. The president, with the approval of and after consultation with the Board of Trustees, shall appoint a nominating committee consisting of at least three (3) trustees of the foundation. In addition to the three trustees, members and non-members of the foundation may be added subject to the discretion of the board. Subject to Article 2, the nominating committee shall invite suggestions for those trusteeships and offices which are vacant or about to expire, allowing at least thirty (30) days for suggestions. The nominating committee shall then nominate candidates for the required trusteeships and offices of the foundation as provided in these bylaws and report such nominations to the members or the Board of Trustees on or before March 31st. Additional nominations may be submitted at any time up to and during the annual meeting, and said nomination shall be voted upon by the trustees in accordance with these bylaws.

6.3 Other Committees of Trustees Other committees, each consisting of one (1) or more trustees, not having and exercising the authority of the Board of Trustees in the management of the foundation, may be designated by a resolution adopted by a majority of trustees present at a meeting at which a quorum is present. Except as otherwise provided in such resolution or in these bylaws, members of each such committee shall be appointed by the president of the foundation with the approval of the Board. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the foundation shall be served by such removal.

6.4 Advisory and Other Committees. The Board of Trustees may provide for such other committees, including advisory groups, boards of governors, etc, consisting in whole or in part of persons who are not trustees of the foundation, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each committee to advise the Board of Trustees on matters relating to the business

and affairs of the foundation; and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the Articles of Incorporation of the foundation or these bylaws, as may be prescribed for it by vacancies on any such other committees shall be made by the chairman of the foundation, unless the Board of Trustees otherwise provides. Any action by each such committee shall be such action and shall be subject to control, revision, and alteration by the Board of Trustees, provided that no rights of third persons shall be prejudicially affected thereby.

6.5 Authority of Committees. Notwithstanding anything herein to the contrary, a committee may not:

- (1) Authorize the payment of a dividend or any part of the income or profit of a foundation to its trustees or officers;
- (2) Approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the foundation's assets;
- (3) Elect, appoint, or remove trustees or fill vacancies on the Board or on any of its committees; or
- (4) Adopt, amend, or repeal the Articles or bylaws.

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

6.7 Chairperson. One member of each committee shall be appointed chairperson thereof.

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

6.9 Quorum. Unless otherwise provided in the resolution of the Board of Trustees 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.

6.10 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 Trustees. Notwithstanding anything herein to the contrary, the provisions of Article 3 shall apply to all committees established hereunder.

ARTICLE SEVEN  
Contracts, Checks, Deposits, and Funds

7.1 Contracts The Board of Trustees may authorize any officer or officers, agent or agents of the foundation, 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 foundation. Such authority must be in writing and may be general or confined to specific instances.

7.2 Checks, Drafts, Notes, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the foundation shall be signed by the treasurer, and any one of the following: the president, vice president, the principal of Cheatham Hill Elementary School, or other officers, agent or agents, of the foundation and in such manner as may from time to time be determined by resolution of the Board of Trustees. Two signatures will be required on all checks.

7.3 Deposits. All funds of the foundation shall be deposited from time to time to the credit of the foundation in such banks, trust companies or other depositories as the Board of Trustees may select.

7.4 Gifts. The Board of Trustees may accept on behalf of the foundation any contribution, gift, bequest, or devise for the general purposes of the foundation.

ARTICLE EIGHT  
Indemnification and Insurance

8.1 Indemnification. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the foundation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the foundation, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him in connection with such action, suit, or proceeding by reason of the fact that such person is or was a trustee, officer, employee, director or agent of the foundation, or is or was serving at the request of the foundation as a trustee, officer, employee, director, or agent of another foundation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the foundation shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

8.2 Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 8.1 above shall not be deemed exclusive of any other rights to which those seeking

indemnification may be entitled under the articles of incorporation or bylaws, or any agreement. vote of members or disinterested trustees, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, officer, employee, director, or agent and shall inure to the benefit of his heirs, executors, and administrators of such a person.

**8.3 Insurance** To the extent permitted by Georgia law, the foundation may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee, director, or agent of the foundation, or is or was serving at the request of the foundation as a trustee, officer, employee, director, or agent of another foundation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise. The suggested amount is no less than one million in blanket liability coverage for all members of the foundation and the foundation as a whole.

## ARTICLE NINE

### Miscellaneous

**9.1 Books and Records.** The foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees, and committees having any of the authority of the Board of Trustees. The foundation shall keep at its registered or principal office a record giving the names and addresses of the trustees.

**9.2 Foundation Seal.** The foundation seal (of which there may be one or more exemplars) shall be in such form as the Board of Trustees may from time to time determine.

**9.3 Fiscal Year.** The Board of Trustees is authorized to fix the fiscal year of the foundation. The fiscal year is set to run from July 1<sup>st</sup> to June 30<sup>th</sup>.

**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.

**9.5 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, so far as is reasonable and possible:

- (a) The remainder of these bylaws shall be considered valid and operative.
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

**9.6 Table of Contents; Headings.** The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.

**9.7 Relation to Articles of Incorporation.** These bylaws are subject to, and governed by the articles of incorporation.

## ARTICLE TEN

### Amendments

**10.1 Power to Amend Bylaws.** The Board of Trustees shall have the power to alter, amend or repeal these bylaws or adopt new bylaws.

**10.2 Conditions.** Action by the Board of Trustees with respect to bylaws shall be taken by the affirmative majority vote of all trustees then holding office.

## ARTICLE ELEVEN

### Tax-exempt status

The affairs of the foundation shall be conducted in such a manner as to assure its status as a publicly supported organization as defined in Section 509(a)(1), Section 509(a)(2) or Section 509(a)(3) of the Internal Revenue Code, and so in other ways to qualify for exemption from tax pursuant to section 501(c)(3) of the Internal Revenue Code.