

BYLAWS OF AMANA ACADEMY, INC.

1. INTRODUCTION

Section 1.01 Amana Academy was founded on the principles of Stewardship and Trust. Being a member of the Amana Governing Board means a personal belief in the principle on which Amana was founded, therefore the Governing Board as a whole and its individual members shall always govern and act with total honesty, cooperation, and integrity. Additionally, a great part of the Amana vision is the idea of total Community participation. Although the Governing Board holds the main accountability to the Community and the Charter and is ultimately responsible for final decisions, the Board shall proactively seek parents’ and guardians’ input on a systematic basis in accordance with these Bylaws. The Board bears the full responsibility to deliver the educational experience to its community as expressed in its Vision and Mission.

NAME

Section 1.02 The name of the corporation is “Amana Academy, Inc.” (Hereinafter referred to as Amana Academy or school).

2. PURPOSE

Section 2.01 Amana Academy is organized, and will be operated, exclusively for charitable, educational, scientific, literary and cultural purposes as described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax code (the “Internal Revenue Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organization under Section 501(c)(3) of the Internal Revenue Code.

3. GOVERNING BOARD

Section 3.01 The Board bears the full responsibility to deliver the educational experience to its community as expressed in its Vision and Mission.

Section 3.02 Board Members:

Amana Board Structure

- There will be a minimum of 9 and a maximum of 15 members on the Amana Academy board

- Board members will be elected to serve 3-year terms however, if mutually agreeable to the chairman, members can opt to serve additional time on the board, up to a maximum of 5 years.
- Board members are expected to serve at least on one committee.
- Board members with experience (either at Amana Academy or another organization) on committees will chair them.
- Committee chairs and members will identify and mentor new board members for chairing committees during following year.
- All new and experienced board members must attend the annual boot camp, typically held in August.
- All board members are expected to be fingerprinted and clear a security check each year.
- All committees must meet every month.
- Board and committee meeting minutes will be posted online within 7 days after the meeting.
- Board and committee meeting schedules will be posted at least two weeks in advance.

ELECTIONS

Section 3.03 Elections for the Board seats:

- (a) Nominations: Nominations must be submitted to the governance committee by a deadline set by the committee. The Amana Academy Governing Board shall create a policy regarding the make-up and number of members of the governance committee. Any Amana community member can nominate any member from the Amana Community to a Board position. Staff, employed or contracted by Amana may nominate other community members, but are not eligible for nominations. Since all Board Activities are to be consistent with Amana’s principles of stewardship, self-promotion and self-nomination are not permitted. All nominees will be forwarded to the governance committee to determine who is interested in accepting a nomination; who has the types of experience and expertise to compliment the knowledge and expertise of current Board members; and, who is otherwise eligible to serve on the Board of Directors. No Board members, household members, including divorced or step parents, maybe members of the PIE/ALL/PTA/PTO Board.
- (b) Elections of Board Members: Elections shall be supervised by the governance committee appointed by the Board. The governance committee will put forth the new members who they have vetted. At that time, a vote will be held by the Board of Amana Inc. Once the vote has taken place, the announcement will happen at the next Board meeting. A notification and New Member packet will be distributed to the new members. Newly elected board members shall be announced in May and shall be confirmed and assume responsibilities by July 1 .

Section 3.04 Vacancies: Any vacancy occurring in the Board shall be filled by the Board Chair after full consultation with Board members and other community members as deemed necessary by the Board. A Board member selected to fill a vacancy shall serve for the balance of the un-expired term of the predecessor in office. Every

member of the Board shall serve for the duration of their term, written resignation delivered to the Chairperson of the Board or removal in accordance with the bylaws. Any member of the Board may resign his or her position at any time.

QUORUM

Section 3.05 Five (5) board members or a majority of the number of board members then in office shall constitute a quorum for the transaction of business at any meeting of the Governing Board. The Board members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough board members leave the meeting so that less than a quorum remains. However, no action may be approved without the consultation of at least a majority of the number of board members required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the board members present may adjourn and reconvene the meeting one time without further notice.

DUTIES AND RESPONSIBILITIES OF BOARD MEMBERS

Section 3.06 The Governing Board shall have complete responsibility for managing the school subject to the management and control of the Fulton County School Board as provided in the Charter and in a manner consistent with the mission and vision of the Founding Members. Being a member of the Amana Governing Board means a personal belief in the principles on which Amana is founded and therefore all decisions and actions by Board Members must embody the principles of honesty, trust, and integrity as portrayed in the Charter. It is the Governing Board’s responsibility to ensure that Amana Academy is a viable, financially solvent, and professionally staffed institution. In fulfilling its duties and responsibilities towards the Amana Community, the Board must give careful attention to the principles of sound delegation. This includes clear communications of expectations, assignment of clear ownership of expectations, and efficient monitoring of whether expectations are being met. With these principles in mind, the Governing Board has the following primary responsibilities to be carried out in accordance with the Amana Academy Charter and Bylaws:

1. **Determine Amana’s Vision and Mission:** The Governing Board’s most critical role is to create the school’s vision and mission statement and to review them periodically for accuracy and validity. Each individual board member should fully understand and support the school’s mission and purpose.
2. **Adopting Policy:** The Governing Board will be a “Policy Board”. It will delegate total responsibility for implementation to the leadership team and establish direction through policy. In addition to delegation, the Board must be able to recognize the need to adopt or develop new policy and shall engage the appropriate elements of the Amana Community and proactively seek community input on proposed policy prior to final adoption.
3. **Select and Support the Executive Director:** The Board shall undertake a careful search process to find the most qualified individual for the position. The Amana Governing Board will ensure that the Executive Director has the moral and professional support he or she needs to further the goals of the school. The

Board shall periodically evaluate the progress and effectiveness of the Executive Director’s implementation of the school’s goals and his/her fulfillment of the Board’s expectations.

4. **Strategic Planning and Oversight of Organizational Planning**: As stewards of the school, the Board shall develop and maintain the strategic Plan for the school. Additionally, the Board will participate in annual planning to determine which programs are the most consistent with the school’s mission and to monitor their effectiveness. It will delegate total responsibility for implementation to the leadership team and establish direction and oversight through policy. The Board is responsible for executing all employment contracts, and other substantial financial commitments as defined by policies and procedures.
5. **Ensure Adequate Resources**: One of the board’s foremost responsibilities is to provide adequate resources for the organization to fulfill its mission. The board will work in partnership with the Executive Director to raise funds from the community through the following: 1.) Long-term financial planning and fundraising, 2.) Development of long-term plans to develop and maintain professional staff, 3.) Optimization of viable opportunities, and 4.) Development of long-term plans to explore successful, mutually beneficial partnerships.
6. **Manage Resources Effectively**: The Board must manage resources in a manner consistent with a cohesive long-term strategy that ensures Amana Academy will meet its long-term goals and accomplish its mission. The board, in order to remain accountable to its donors, the public, and to safeguard its tax exempt status, will approve the annual budget and ensuring that proper financial controls are in place. The Board is responsible for executing all employment contracts, and other substantial financial commitments as defined by policies and procedures.
7. **Represent the Organization and Enhance Amana’s Public Standing**: The most relevant responsibility of the Governing Board is its representation of the Amana community. The Board is to act as *Ambassador* of Amana in a manner consistent with its vision, mission, and guiding principles. In association with this responsibility, the Governing Board must also pursue, develop, and maintain positive relationships with partners, community leaders, the public at large, and the media. The Amana Board will oversee the development of a comprehensive public relations strategy that clearly articulates Amana’s mission, accomplishments, and goals.
8. **Ensure Legal and Ethical Integrity and Develop and Accountability Framework**: The board is ultimately responsible for ensuring adherence to legal standards and ethical norms. The board will establish pertinent policies, and adhere to provisions of the school’s bylaws and articles of incorporation. The Board will evaluate the accomplishments of the school’s strategic goals and fulfillment of its mission.

INDIVIDUAL BOARD MEMBER RESPONSIBILITIES

As a board member, I understand that my duties and responsibilities include the following:

1. I am fiscally responsible, with the other board members, for this organization. It is my duty to know our budget and to take an active part in planning the budget and implementing the fundraising to meet it.
2. I am legally responsible to this organization. I am responsible to know and approve all policies and programs and to oversee their execution.
3. I am morally responsible for the health and well-being of this organization. As a member of the board, I have pledged myself to carry out this organization's mission as stated in the Charter. I am fully committed and dedicated to this mission.
4. I will donate money to Amana Academy to the best of my ability. I may give this as a one-time donation each year, or I may pledge to give a certain amount several times during the year.
5. I will actively engage in fundraising for this organization in whatever ways are best suited to me. These may include individual solicitation, special events, or writing mail appeals and the like.
6. I will attend at least 75% of the board meetings every year and be available for phone consultation. If I am on the executive committee, I will attend 75% of the board work sessions. To the best of my ability, I will make myself available should special meeting or emergency meetings be called by the board. I will be available for the committee meetings that I have signed up for. Missing more than 25% of the quarterly meetings and/or work sessions may end my term as a board member. I understand that my commitment to this board will involve approximately 10 hours per month.
7. Each year I will complete the necessary training hours as due by Fulton County/SCSC , currently 9 hours (If returning board member) and 15 hours (If new board member) of training that are required by Georgia State law. Not completing these hours will end my term as a board member.
8. I will participate in Fulton County/SCSC board meetings, workshops, and community meetings as assigned by the board chair.
9. I have read and fully understand the current policies published on the Amana Academy official website. I will fully comply with these policies and help the board to be 100% in compliance with all existing policies. I acknowledge that I specifically am fully aware of the Georgia Open Meeting Act and its requirements and the Amana Academy board member Conflict of Interest Policy and commit to uphold them throughout the duration of my term.
10. I understand that I have the responsibility to separate my role as a parent (if applicable) at Amana Academy from my role, duties and responsibilities as a board member.
11. I understand no quotas have been set and no rigid standards of measurement and achievement have been formed. Every board member is making a statement of faith about every other board member. We trust each other to carry out the above agreements to the best of our ability, each in our own way, with knowledge, support and approval of all. I know if I fail to act in good faith I must resign, or someone from the board may ask me to resign.

Amana Academy is responsible to me as follows:

1. I will be sent, without request, monthly financial reports.
2. I can call on the school leadership team to discuss programs and policies, goals and objectives.

3. Other board members and staff will respond in a straightforward and thorough fashion to any questions I have that I feel necessary to carry out my fiscal, legal, and moral responsibilities to this organization.
4. Amana Academy will provide insurance coverage for liability, error and omission.

Code of Ethics

As a member of the board team, I will:

- Listen carefully to my teammates.
- Respect the opinion of my fellow board members.
- Respect and support the decisions of the board.
- Recognize all authority is vested in the full board only when it meets in legal session.
- Keep well-informed of developments related to issues which may come before the board.
- Participate actively in board meetings and actions.
- Bring to the attention of the board any issues I believe will have an adverse effect on Amana Academy or those we serve.
- Refer complaints to the proper level on the chain of command.
- Recognize my job is to ensure the Amana Academy is well-managed, rather than attempt to directly manage the organization myself.
- Represent all the people this nonprofit serves and not a particular geographic area or interest group.
- Consider myself a trustee of Amana Academy and do my best to ensure it is well-maintained, financially secure, growing and always operating in the best interests of our mission and those we serve.

ADVISORY BOARD

Section 3.07 The Amana Governing Board can establish an Advisory Board to gain a broader perspective, community relations, strategic priorities, and feedback on ideas of the Board.

- a) Number: The Advisory Board shall not be limited in the number of it's members.
- b) Voting: The Advisory Board will not have any voting rights.
- c) Term: The term for each Advisory Board member is two (2) years and will be elected by a vote of Amana Academy Governing Board and shall serve until the election of their successors or their earlier resignation or removal. Each member of the Advisory Board's term will begin on July 1.

DECISION-MAKING

Section 3.08 The Amana Governing Board is an entity of one voice. The Board has the responsibility to deliver policy decisions to the Amana community based on the

appropriate consultations. The Chairperson of the Board carries the responsibility to facilitate Board decisions using the Consultative Model in decision-making which includes the following potential decision-making situations and methods:

1. All managerial decisions will be passed to the Leadership Team.
2. Simple policy decisions where direction is already established with existing policy or previous board decision – the Chairperson may make a decision on behalf of the board.
3. Significant and unique decisions or significant and precedent setting decisions require policy-making on the matter by the Board with community input. The Board may form a subcommittee composed of members of the Amana community to investigate and develop a proposed policy with a formal Board decision. In this situation where formal Board decision is required, the Board must utilize consultations with the following process: (1) the chairperson shall seek Board member recommendations along with rationales; (2) the chairperson shall facilitate a deliberation of the different options among Board members; (3) the chairperson shall facilitate analysis by the Board of each option and weighin them against the school vision, mission, and guiding principles; (4) based on such analysis, the Chairperson shall make the decision on behalf of the board while providing detailed justifications and rationales of how the decision is in the best interest of Amana and in harmony with the vision, mission, and Guiding Principles of Amana Academy; (5) once the Chairperson announces a final decision, all Board members shall support the decision in full; (6) the Board then must communicate the decision to all appropriate parties.
4. If, at least two Board members feel that a decision/policy announced by the Chairperson does not reflect a consensus of the Board or that there was insufficient consultation on an issue prior to issuing a decision or policy, those Board members may ask for a vote of ‘no confidence’ in either the decision/policy or the process for reaching the decision/policy. Provided however that any such request shall be made in writing within 10 days after the decision/policy is announced, with the reasons for such request clearly stated and must be signed by at least two Board members. If a request for a vote of ‘no confidence’ is properly made an item shall be placed on the agenda of the next regularly scheduled Board meeting to discuss and vote on the issue. The announced decision/policy may only be overturned with a two-thirds majority vote of the Board. All normal quorum rules apply
5. Board members shall exercise ordinary business judgments in managing the affairs of the school. Board members shall act as fiduciaries with respect to the interests of the school. In acting in their official capacity as board members of this corporation, board members shall act in good faith and take actions they reasonably believe to be in the best interests of the corporation in accordance with the law. In all other instances, the Governing Board shall not take any action that they should reasonably believe would be opposed to the school’s best interests or would be unlawful. A board member shall not be liable if, in the exercise of

ordinary care, the board member acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the corporation.

6. The members of the Board may adopt any rules and/or take any actions with regard to the corporation and/or the member of the Board of the corporation, so long as any such rules and/or actions are not inconsistent with these bylaws, the charter, and federal and state law.

PROXIES

Section 3.09 A Board member may provide consultation by proxy executed in writing by the board member. No proxy shall be valid after three (3) months from the date of its execution.

REMOVAL OF BOARD MEMBERS

Section 3.10 The Governing Board or members may vote to remove a board member at any time, only for good cause. Good cause for removal of a board member shall include the unexcused failure to attend four consecutive meetings of the Governing Board, not completing all training as mandated by the state, and inappropriate behavior. A meeting to consider the removal of a board member may be called and noticed following the procedures provided in the bylaws. The notice of the meeting shall state that the issue of possible removal of the board member will be on the agenda that the notice shall state the possible cause for removal. The board member shall have the right to present evidence at the meeting as to why he or she should not be removed, and the board member shall have the right to be represented by an attorney at and before the meeting. At the meeting, the Board shall consider possible arrangements for resolving the problems that are in the mutual interest of the school and the board member. Upon a two-thirds (2/3) majority vote (excluding the member of the Board in question), the Board may cause removal of a member.

MEETINGS OF THE GOVERNING BOARD

Section 3.11

1. The Governing Board shall hold regular monthly meetings and shall be open for all members of the Amana Academy community to attend.

2. A majority of the full number of Board members shall constitute a quorum of the Board for the transaction of business. When a quorum is present, a majority of the Board members present may take any action on behalf of the Board, except to the extent that a larger number is required by law, by the Charter, or by these By-laws. Every act of a majority of the Board members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board.
3. All meetings shall be held in accordance with the Georgia Open Public Meetings Act - Section 50-14-1 et seq. All meeting minutes are to be kept on file Amana Academy's administrative office and made available for review by community members, subject to the provisions of O.C.G.A. Section 50-18-70 et seq. Adequate notice of all meetings subject to the Act shall be visibly posted and provided to all community members via the Amana email distribution groups (*allparents, allstaff*), posted on the Amana website and in the school lobby not less than twenty-four (24) hours before any such meeting.
4. Executive sessions for the Board may be held before or after the official Board meetings have commenced or adjourned. Special meetings of the Governing Board may be held at such place and times as may from time to time be fixed by the Board or as may be specified in the notice of said meeting in accordance with the Georgia Open Public Meetings Act.
5. Special meetings of the Governing Board may be called at any time by the Chairperson or any two (2) members of the board, upon not less than (3) three or nor more than (60) days before the meeting. The notice will be sent via email to each individual Board member. Notice of any special meeting of the Board shall state the place, day, and time of the meeting, who called the meeting, and purpose or purposes for which the meeting is called.
6. Notice of any meeting of the Governing Board may be waived by instrument in writing executed before or after the meeting. Attendance at such meeting in person or by proxy shall constitute a waiver of such notice thereof, unless such attendance is for the sole purpose of objecting to the holding of such meeting.
7. Any or all members of the Governing Board may participate in a meeting of the Board, or of a committee of the Board, through the use of any means of communication by which all Board members participating may simultaneously hear each other during the meeting. Participation in a meeting pursuant to this Section 4.7 shall constitute presence in person at such meeting.
8. Attendance at board meetings is mandatory. If a Board member must miss a meeting, the Chairperson must receive 24 hours notice. If a 24-hour notice is not given, or the excuse given is deemed insufficient by the Chairperson, the Chairperson may consider the absence unexcused.
9. The Board Chairperson shall preside at all meetings of the Board. In the event the Chairperson is unable to be present at the meeting, the Treasurer will preside in his/her place. In the event the Board Chair and the Treasurer are unable to preside at the Board meeting, a designee will be selected from among the Board members who are present at the meeting.

Article V. COMPENSATION OF MEMBERS OF THE GOVERNING BOARD

Section 5.01 The Governing Board shall not receive salaries for their services as Board members; however, the school shall be authorized and empowered to pay reasonable out-of-pocket expenses incurred by the Board members in furtherance of the school's mission as long as conducted with Board approval.

Section 5.02 Full time employees are not eligible to serve as Board members.

Article VI. OFFICERS

Section 6.01 The principal officers of the school shall consist of a Chairperson, a Vice Chair, a Secretary and Treasurer. The Chairperson and the Treasurer shall be elected by the Governing Board at the first Board meeting following confirmation of newly elected Board members at the July Board meeting, and shall serve at the pleasure of the members of the Governing Board. Any person shall be eligible to hold any office. The Chairperson and the Treasurer shall not be the same person, unless it is on a temporary basis resulting from the Chairperson's resignation, removal, or death. The Officers will serve for one full year. Officers may be re-elected by the Board to serve the same office. Starting the school year of 2009-2010, the Board may ask the Executive Director to serve as the Board Secretary but will not participate as a voting member of the Board. In the event the Executive Director is not asked or declines to serve as the Board Secretary, another Board member shall be elected Secretary in the same manner described above for Chairperson and Treasurer.

Section 6.02 The Chairperson shall be responsible for setting Board Meeting Agendas and leading Board Meetings. The Chair person shall facilitate the Board decision making process. The Chairperson shall have such other duties and responsibilities as may be assigned to him/her from time to time by the Governing Board or by Board Policy.

Section 6.03 The Secretary shall be responsible for the minutes of all the meetings of the Board and for authenticating records of the corporation. The Secretary shall have charge of the school's minute book and seal. If the Executive Director is to act as Secretary of the Board, then the Chairperson will have charge of the school's minute book and seal. The Secretary shall also perform such other duties and have such other powers and responsibilities as may be assigned to him or her from time to time by the Governing Board.

Section 6.04 The Treasurer shall be charged with the day-to-day management of the financial affairs of the school and shall have the responsibility to recommend action concerning the school's financial affairs to the Chairperson, and the Governing Board. The Treasurer shall at all times maintain full and accurate records regarding the property owned by the corporation, its income and disbursements and its various activities, and shall present such record at the annual and regular meetings of the Governing Board; provided, however, that the records shall always be open for inspection by any member of the Board. The Treasurer shall have the authority and responsibility for the safekeeping of the funds,

securities and other assets of the corporation and shall serve as an advisor on financial matters relating to the management and operation of the school's assets. The Treasurer shall have such other duties and responsibilities as may be assigned to him/her from time to time by the Chairperson and / or the Governing Board. In the event of the treasurer, resignation, removal or death, the Chairperson shall serve as Treasurer Pro Tempore until a successor Chairperson is elected by the remaining Governing Board at a monthly or a special meeting. The new treasurer shall be elected within 30 days of the event of resignation, removal, or death of the Treasurer.

Section 6.05 The Board may elect, or the Chairperson appoint one or more assistants to the Secretary and/or Treasurer, who shall have such duties and responsibilities as may be assigned to them from time to time by the Chairperson and/or the Governing Board.

Section 6.06 If a vacancy occurs in an office other than that of the Chairperson, the Chairperson shall appoint a qualified person to serve until a successor officer is elected by the Governing Board at the March meeting. If a vacancy occurs in the office of the Chairperson, the Treasurer shall serve as Chairperson Pro Tempore until a successor Chairperson is elected by the remaining Governing Board at a monthly or a special meeting. A new Chairperson shall be elected by the Board within 30 days of the resignation, removal, or death of the Chairperson.

Section 6.07 Disbursements in the amount over \$1,000 from accounts shall require the signatures of both the Executive Director and the Treasurer.

Section 6.08 All officers of the Board shall be updated as required by Georgia Law and the Georgia Secretary of State.

Article VII. COMPENSATION OF OFFICERS

Section 7.01 The officers shall serve without compensation; however, the corporation shall be authorized and empowered to pay reasonable out-of-pocket expenses incurred by an officer in furtherance of the school's mission as long as conducted with Board approval.

Section 7.02 The Executive Director may serve as the Secretary of the Board, at the Board's appointment, while at the same time receiving his contracted compensation from Amana Academy.

Article VIII. PROPERTY OF THE CORPORATION

Section 8.01 Any sale or transfer of any stock, bond, security, real estate or any other property standing in the name of the corporation shall be valid only if executed by the school acting through any two officers authorized by the Governing Board. Any document of conveyance or transfer executed in this manner, having affixed thereon the seal of the corporation, shall in all respects bind the corporation as fully and completely as if such transaction had been authorized by a specific Board decision of the members of the Board, and any person to whom a copy of this Article Eight shall have been certified by the Secretary of the school shall be entitled to rely thereon until notified of its repeal.

Article IX. COMMITTEES

Section 9.01 Standing and special committees of the Governing Board of the corporation may be authorized by the Governing Board of the school. The chairpersons and members of all committees shall be assigned by the chairperson. Members of such committee shall be assigned by the Committee chair.

Article X. SEAL

Section 10.01 The seal of the school shall be in such form as the Governing Board may from time to time determine. In the event it is inconvenient to use such seal at any time, the signatures of the Chairperson and Secretary of the corporation followed by the “SEAL” enclosed in parentheses or scroll shall be deemed the seal of the corporation. The Secretary shall be in charge of the seal and the Secretary shall affix the seal on all corporate papers where necessary or appropriate.

Article XI. AMENDMENTS

Section 11.01 The Articles of incorporation may be amended by a simple majority vote of the members of the Governing Board present at any regular or special meeting where a quorum is present.

Section 11.02 These Bylaws may be amended by a two-thirds majority vote of the Governing Board present at any regular or special meeting where a quorum is present.

Article XII. INDEMNIFICATION

Section 12.01 The corporation shall, upon a request to do so pursuant to Section 12.2 of these Bylaws, indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she is/was serving at the request of the corporation as a member of the Governing Board in pursuance of the

school's mission against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonable incurred by him or her in connection with such action, suit, or proceeding, to the maximum extend allowed by section 14-3-850 et seq., of the Georgia Nonprofit Corporation Code, upon the determination by the corporation that such indemnification is proper in accordance with section 14-3-850 et seq. of the Georgia Nonprofit Corporation Code. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the school in advanced by of final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Board member, officer, employee, or agent to repay such amount if it shall ultimately be determine that he or she is not entitled to be indemnify by the corporation. There will be NO such indemnification in the case where said person/s acted negligently and/or without the consent and/or approval of the Governing Board.

Section 12.02 In order to obtain indemnification under section 12.1 of these Bylaws, the person(s) seeking indemnification shall request such indemnification of the corporation by notifying the corporation of the following:

- (a) The substance and amount of the claim or claims alleged against him or her;
- (b) The forum in which such claims have been asserted;
- (c) The dates or dates upon which such claims were asserted;
- (d) The defenses made or intended to be made to such claims;
- (e) The current status of such claims;
- (f) The date upon which, or the period upon which, resolution can reasonable can be expected; and
- (g) The anticipated amounts or probable range of amounts, for which the corporation will be responsible upon any such indemnification

Within sixty (60) days, of its receipt of such notice, the corporation shall arrange for and make the determination as to whether indemnification is proper under the circumstances as provided in 14-3-850 et seq., of the Georgia Nonprofit Corporation Code. If the school fails to take such action, the person indemnified may call a special meeting of the members of the Governing Board of the corporation at the principal office of the corporation. Notice of the special meeting shall be given, and the special meeting shall be conducted in accordance with Article Four of these Bylaws. The person seeking indemnification shall provide a copy of the notice sent to the school requesting indemnification with his or her notice to the Board members of the special meetings.

Section 12.03 If the school or Fulton County Board of Education purchases and maintains insurance on behalf of any person seeking indemnity from the corporation pursuant to this Article Twelve, and if proceeds of such insurance are paid to such person in connection with the matters upon which he or she has sought indemnification, the corporation shall not indemnify such person except to the extent that the amounts sought have not been paid by the proceeds of such insurance.

Section 12.04 If any expenses or other amounts are paid by way of indemnification, otherwise than by court order, by action of the members of the Governing Board or by an

insurance carrier pursuant to insurance maintained by the school or Fulton County Board of Education, not later than the next annual meeting of members, unless such meeting is held within three (3) months from the date of such payments, and in any event, within fifteen (15) months from the date of such payment, the corporation shall, in accordance with the manner specified in Section 14-3-705 of the Georgia Nonprofit Corporation code, send to the members of the Board of Board members of record at the time entitled to the vote for the election of Board members a statement specifying the persons aid, the amounts paid, and the nature and status at the time of such payment of the litigation of threatened litigation.

Section 12.05 For purposes of this Article Twelve, and with respect to any merger or consolidation involving the school , references to “the school ” shall include, in addition to the surviving or new school , any merging or consolidating corporation (including any merging or consolidating corporation of a merging of consolidation corporation) absorbed in a merger or consolidation, so that any person who is or was a member of the Governing Board, officer, employee, or agent of such merging or consolidating corporation, or who is or was serving at the request of such merging or consolidating corporation as s member of the Governing Board, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under Section 12.1 of these Bylaws with respect to the resulting or surviving corporation as he or she would if he or she had served the resulting or surviving corporation in the same capacity.

Section 12.06 The indemnification and advancement of expenses provided by or granted pursuant to this Article Twelve shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a member of the Governing Board, officer, employee or agent and shall insure to the benefit of the heirs, executors, and administrators of such person.

Section 12.07 The right of indemnification provided in this Article Twelve shall not be exclusive of any rights to which any member of the Governing Board, officer, employee or agent of the corporation may now or hereafter become entitled apart from this Article Twelve.

Section 12.08 Any repeal or modification of this Article Twelve or any applicable provision of the law of Georgia shall not affect the corporation’s rights or obligations of indemnification as they relate to any action or proceeding instituted before any such repeal or modification, or thereafter brought or threatened based in whole or in part upon any events or occurrences occurring prior to such repeal or modification.

.....**CERTIFICATE OF SECRETARY**.....

Georgia, Fulton County

I hereby certify that the within and foregoing thirteen pages constitute the Bylaws of

Amana Academy, Inc. in effect on this _____ day of _____, 2009.

Secretary of Amana Academy, Inc.