

AMENDED AND RESTATED BYLAWS

Bremen Educational Foundation, Inc.

Article 1

NAME

The name of this Georgia non-profit corporation is the Bremen Educational Foundation, Inc., hereinafter referred to as the “Foundation”. The Foundation is a permanent endowment created by alumni and supporters of the Bremen City School System (the “System”) to promote and sustain the tradition of excellence in the System.

PURPOSE

The purpose of the BREMEN EDUCATIONAL FOUNDATION, INC. is to:

- Improve the quality of education in the Bremen City School System
- Preserve and increase access to the System’s unique heritage
- Promote broad-based participation in arts, cultural, and athletic activities
- Improve children’s readiness to learn and ability to succeed in school
- Increase access to and participation in literary, fine arts, and athletic programs
- To act as fiscal agent for donors who wish to sponsor approved projects for the System, its teachers and students.

Article 2

MEMBERS

This Corporation shall have no members.

Article 3

DIRECTORS

Section 1: POWERS AND DUTIES

All corporate powers of the Foundation shall be exercised by or under the authority of the Board of Directors.

Section 2: NUMBER OF DIRECTORS AND VOTING

The number of Directors constituting the whole board shall be a minimum of five (5) and not more than fifteen (15), including the following ex-officio directors (the "Ex Officio Directors"):

- a member of the Bremen School Board designated by the School Board,
- the Superintendent of the Bremen City School System,
- the Assistant Superintendent of the Bremen City School System, and
- any other Bremen City School System administrative staff member selected by the Board of Directors.

All Directors, including the Ex-officio Directors, shall be voting members of the Board of Directors. The number of Directors who shall constitute the whole board may be decreased or increased by an amendment to these Bylaws by the Directors then holding office.

Section 3: REMOVAL

The Board of Directors, by majority vote, may at any time, at a meeting expressly called for that purpose, and after due notice to all Directors, remove any Director (other than an Ex-Officio Director) with or without cause. (For purposes of determining whether the vote of the Directors has approved such motion, any Director whose removal is being considered shall not be considered a member of the Board.) Any Ex-Officio Director may be removed at any time, with or without cause, only by action of the System, acting through its Superintendent.

Section 4: VACANCIES

Except as otherwise stated in these Bylaws, any vacancy occurring among the members of the Board of Directors shall be filled by a majority vote of the Directors then in office. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor.

Section 5: COMPENSATION

No Director shall receive, directly or indirectly, any compensation for his or her services as a member. The Board may authorize reimbursement of reasonable expenses incurred by Directors, as specifically approved by the Board.

Section 6: TERM OF OFFICE AND ELECTION

Each elected Director shall serve for a term of three (3) years and until a successor is elected and qualified. Nominations for Director may be submitted by the Nominating Committee or by individual Directors. The Nominating Committee shall be comprised of the Superintendent of the Bremen City School System and the Chairperson of the Foundation. Ex-officio Directors shall serve during their respective terms of office as the designated member of the Bremen School Board and the Superintendent and Assistant Superintendent of the Bremen School System.

Article 4

OFFICERS

Section 1: NUMBER

The officers of the Foundation shall consist of a Chairperson, Vice Chairperson, Secretary, and Treasurer, and such other officers as the Board of Directors may from time to time appoint.

Section 2: ELECTION AND TERM OF OFFICERS

The officers of the Foundation shall be elected annually by the Board of Directors. Vacancies may be filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected and qualified.

Section 3: CHAIRPERSON

Subject to the control of the Board of Directors, the Chairperson shall have general supervision of the affairs of the Foundation, in coordination with the Superintendent of the Bremen City School System. The Chairperson shall preside at all meetings of the Board of Directors, and shall have other duties as may be prescribed by the Board of Directors. In the absence of the Chairperson, the Superintendent of the Bremen City School System shall perform the duties of the Chairperson at all meetings of the Board of Directors.

Section 4: VICE CHAIRPERSON

The Superintendent of the Bremen City School System shall serve as the Vice Chairperson of the Foundation. In the absence of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson, and shall have the powers and duties as may be assigned by the Board.

Section 5: SECRETARY

The Assistant Superintendent of the Bremen City School System shall serve as the Secretary of the Foundation unless, through approval by majority vote of the Board of Directors, another Director is elected as the Secretary. The Secretary shall keep minutes of the proceedings of all meetings of the Board of Directors and be prepared to present the minutes. The Secretary shall perform all duties and have such powers as may from time to time be assigned by these Bylaws, by the Board of Directors or by the Chairperson.

Section 6: TREASURER

The Financial Director of the Bremen City School System shall serve as the Treasurer of the Foundation unless, through approval by majority vote of the Board of Directors, another Director is elected as the Treasurer. The Treasurer shall have custody of Foundation funds and securities and shall keep full and accurate records of all receipts and disbursements belonging to the Foundation. The Treasurer shall cause all monies and other valuable effects to be deposited in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Directors. The Treasurer shall cause the funds of the Foundation to be disbursed when such disbursements have been duly authorized, taking proper vouchers for such disbursements and shall render to the Chairperson and the Board of Directors, whenever requested, an account of all transactions as Treasurer and of the financial condition of the Foundation. The Treasurer shall perform all duties and have all powers incident to the office of Treasurer and shall perform such duties and have other powers as may from time to time be assigned by these Bylaws and/or Board of Directors.

Section 6: REMOVAL

Any officer of the Corporation, with the exception of any officer who holds office of the Corporation by virtue of his or her office with the System, may be removed with or without cause only upon motion duly made and approved by the Directors. (For purposes of determining whether the vote of the Directors has approved such motion, any officer whose removal is being considered shall, if he or she is a member of the Board, not be considered a member of the Board.)

Section 7: VACANCIES

Any vacancy occurring in any office of the Foundation shall be filled by the Board of Directors.

Article 5

MEETINGS

Section 1: MEETINGS

Meetings of the Board of Directors shall occur at such dates, times, and places as the Chairperson, in coordination with the Superintendent of the Bremen City School System, shall determine. At a minimum, one annual meeting shall occur each fiscal year.

Section 2: NOTICE OF MEETINGS

Notice of any and all Board of Directors meetings shall be given to all Directors with a minimum of two (2) days notice. Oral notice, by telephone, or through email shall be sufficient.

Section 3: QUORUM

A majority of all Directors in office shall constitute a quorum at all meetings. All actions of the Board of Directors, except as otherwise provided in the Bylaws, shall be approved by a majority vote of the Directors present and voting at any meeting.

Section 4: SPECIAL MEETINGS

A special meeting of the Board of Directors may be called upon written request of the Chairperson, or any two Directors. Notice of such special meeting shall be given to the Directors no less than two (2) days before such called meeting. Oral notice, by telephone, or through email shall be sufficient. Notice as to any special meeting may be waived in writing signed by all Directors present at the time of such special meeting.

Section 5: CONSENT OF FOUNDATION MEMBERS IN LIEU OF MEETING

Any action required or permitted to be taken may be taken without a meeting if all members of the Board of Directors consent in writing or by electronic transmission, and the writing or writings are filed with the minutes of the Board of Directors.

Section 6: MEETINGS BY TELECOMMUNICATIONS.

Any or all Directors may participate in an annual, regular or special meeting by any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by these means is deemed to be present in person at the meeting.