

**BYLAWS  
OF  
EDUCOPIA INSTITUTE, INC.**

**ARTICLE 1**

**Name and Offices**

1.1 **Name.** The name of this organization shall be Educopia Institute, Inc. (hereinafter referred to as the “Corporation”).

1.2 **Registered Office and Agent.** The Corporation shall maintain a registered office in the State of Georgia, and shall have a registered agent whose address is the same as the address of the registered office.

1.3 **Other Offices.** The Corporation may also have offices at such other places both within and without the State of Georgia as the Board of Directors may from time to time determine and the business of the Corporation may require or make desirable. The Board of Directors may designate any of its offices as the principal office.

**ARTICLE 2**

**Purpose, Objectives and Governing Instruments**

2.1 **Nonprofit Corporation.** The Corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

2.2 **Governing Instruments.** The Corporation shall be governed by its articles of incorporation and its Bylaws.

2.3 **Charitable, Educational, and Scientific Purposes and Powers.** The purposes of the Corporation, as set forth in the articles of incorporation, are exclusively charitable, educational, and scientific within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law (“**Section 501 (c)(3)**”). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes of the Corporation, as set forth in the articles of incorporation and these Bylaws, including all power and authority granted by the Georgia Nonprofit Corporation Code within and subject to the limitations of Section 501(c)(3).

## ARTICLE 3

### **Board of Directors**

#### 3.1 Authority and Responsibility of the Board of Directors.

(a) All corporate powers of the Corporation conferred by the articles of incorporation, these Bylaws, the Georgia Nonprofit Corporation Code or otherwise shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

(b) By majority vote of the directors then in office, the Board of Directors may adopt such rules and regulations for the conduct of its business and the business and affairs of the Corporation as the Board deems advisable, and may, in the execution of its powers, delegate certain of its authority and responsibility to, or seek advice from, one or more committees as provided in Article Seven below.

(c) The Board of Directors shall not permit any part of the net earnings, capital, or other property of the Corporation to inure to the benefit of any director, officer or other individual. However, the Corporation may employ such person or persons, including officers, attorneys, agents and assistants, as it deems necessary or desirable for the administration and management of the Corporation, and may pay reasonable compensation for the services performed and expenses incurred by any such person.

(d) Directors shall be expected to attend and participate in regular and special meetings of the Board of Directors. In addition, directors shall be expected to attend and participate in regular and special meetings of each any committee on which the directors serve. In general, it is expected that directors will attend not less than fifty (50) percent of the regular and special meetings of the Board of Directors and not less than fifty (50) percent of the regular and special meetings of any committee on which they serve.

3.2 Number. The number of voting directors shall be not less than five (5) nor more than nine (9) as may be fixed or changed from time to time, within the minimum and maximum, by the Board of Directors. A change in the range for the size of the Board of Directors or from a variable-range size Board of Directors to a fixed size Board of Directors shall be made by the Board of Directors by resolution adopted from time to time by a majority of all directors then in office. The Executive Director serves as a non-voting Board member and shall not be counted as a voting director.

#### 3.3 Manner of Election and Term of Office.

The first Board of Directors shall be appointed by the incorporator. Subsequent appointments of directors shall be conducted through an election process by the Board of Directors of the Corporation by a vote of the directors as provided in Article Four of these Bylaws. Each director shall be elected for three (3) year terms and until such director's

successor has been elected and qualified or until such director's earlier death, resignation, retirement, disqualification or removal. Each director may be eligible for reelection for two additional terms. Directors filling a partial term shall be eligible for reelection to two additional terms. Terms shall begin on January 1 and terminate on December 31. The Board shall approve a slate of directors annually. An incumbent director's term of office shall not be shortened by a decrease in the number of directors or a shortening of the term of office for directors.

3.4 Resignation. Any director may resign at any time by written notice to the President or Secretary. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then upon receipt. A resignation need not be accepted to be effective.

3.5 Removal. Any director may be removed, with or without cause, at any regular or special meeting of the Board of Directors by the affirmative vote of a majority of directors then in office, if notice of the purpose of acting upon such removal shall have been given in the notice calling such meeting. A removed director's successor may be elected at the same meeting to serve the unexpired term.

3.6 Vacancies. Any vacancy in the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any meeting of the Board of Directors by a majority of the directors remaining in office. Each director so elected shall hold office until the election and qualification of such director's successor.

3.7 Compensation. In their capacity as a director, no director of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument from the Corporation in any capacity, unless authorized by the concurring vote of the majority of all directors then in office or (notwithstanding any quorum requirement of these Bylaws) by the concurring vote of all disinterested directors.

## ARTICLE 4

### **Meetings and Action of the Board of Directors**

4.1 Place of Meetings. Meetings of the Board of Directors may be held at any place within or without the State of Georgia as set forth in the notice calling such meeting 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 Corporation.

4.2 Regular Meetings; Notice. Regular meetings of the Board of Directors may be held from time to time at such times and places as the Board of Directors may designate by resolution, without notice of the date, time, place and purpose of the meeting.

4.3 Special Meetings; Notice. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors in office at that time. Unless waived as contemplated in Section 5.2, notice of the date, time, and place of any special meeting

of the Board of Directors shall be given by the Secretary, in accordance with Section 5.1, at least forty-eight (48) hours before such meeting.

4.4 Waiver. Waiver of notice of all meetings of the Board of Directors shall be governed by Section 5.2 of these Bylaws.

4.5 Quorum. At meetings of the Board of Directors, the minimum number of directors that may constitute a quorum for the transaction of business will be a majority of the number of directors prescribed by Section 3.2.

4.6 Vote Required for Action. Each director shall have one vote on all Board actions. Except as otherwise provided in these Bylaws, the act of a majority of the directors present at the meeting at which a quorum is present shall be the act of the Board of Directors. A majority shall be defined as one more than one-half of the directors at the meeting at which a quorum is present.

4.7 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by not less than a majority of directors then in office. Such consent shall have the same force and effect as an affirmative vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

4.8 Telephone and Similar Meetings. Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other during the meeting. Participation in such a meeting shall constitute presence in person at the meeting, except where a director participates in the meeting and, at the beginning of a meeting or promptly upon beginning participation, objects to holding the meeting or transacting business at the meeting and does not subsequently vote for or assent to any action taken at the meeting.

4.9 Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at a meeting which was adjourned.

## ARTICLE 5

### Notice and Waiver

5.1 Procedure. Whenever these Bylaws require notice to be given to any director, the notice shall be given in accordance with this Section 5.1. Notice shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person; by electronic mail system, telephone, telegraph, teletype, facsimile telecopy or other form of wire or wireless communication; or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television or other form of public broadcast communication. Written notice, if in a comprehensible form, is effective at the earliest of the following:

- (1) When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;
- (2) Five days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or
- (3) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

5.2 Waiver. A director may waive any notice before or after the date and time stated in the notice. Except as provided in this Section 5.2, the waiver must be in writing, signed by the director entitled to the notice, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A director's attendance at or participation in a meeting waives any required notice to that director of the meeting unless the director at the beginning of the meeting (or promptly upon the director's 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.

## ARTICLE 6

### Officers

6.1 Number and Qualifications. The officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may from time to time create and establish the duties of such other officers as it deems necessary for the efficient management of the Corporation, but the Corporation shall not be required to have at any time any officers other than a President, a Secretary and a Treasurer. Any two (2) offices may be held by the same person. Any officer may also serve, but does not need to do so, as a director in accordance with the provisions of Section 3.3.

6.2 Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors. Such election may be held at any regular or special meeting of the Board of Directors. Each officer shall hold office until such director's successor has been elected and

qualified or until such director's earlier death, resignation, retirement, disqualification or removal. The President is elected for a three-year term and is not eligible for reelection to additional terms. All other officers shall be elected for one-year terms and may be eligible for reelection to any specific office for two additional terms, or to any additional office.

6.3 Other Agents. The Board of Directors 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 Directors may from time to time determine.

6.4 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors at any time, with or without cause. The removed officer shall be required to return all property of the Corporation in the possession of the officer.

6.5 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

6.6 President. The President shall be the principal executive officer of the Corporation, shall preside at all meetings of the Board of Directors as the Chairman of the Board of Directors, and shall serve as a voting member, ex officio, of any and all other committees of directors. The President shall be authorized to enter into any contract or agreement on behalf of the Corporation and to execute in the corporate name any instrument or other writing. The President will also be authorized to sign checks, drafts, and other orders for the payment of money on behalf of the Corporation in accordance with policies adopted by the Board of Directors from time to time. The President shall see that all orders and resolutions of the Board of Directors are carried into effect, shall supervise and direct the management and operation of the Corporation, and shall make all decisions as to policy which may arise between meetings of the Board of Directors. The other officers and employees of the Corporation shall be under the President's supervision and control during such interim. The President shall perform these and such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

6.7 Vice Presidents. The Vice Presidents, in order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. They shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe, or as the President may from time to time delegate.

6.8 Secretary.

(a) The Secretary shall attend all meetings of the Board of Directors, shall record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for any committee when required.

(b) The Secretary shall give, or cause to be given, notice of all meetings of the

Board of Directors.

(c) The Secretary shall, for the purpose of authenticating records of the Corporation, keep in safe custody and seal of the Corporation and, when authorized by the Board of Directors or the President, affix the seal to any corporate instrument. When so affixed, the seal shall be attested by the Secretary's signature or by the signature of the Treasurer or an Assistant Secretary.

(d) The Secretary shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe, or as the President may from time to time delegate.

#### 6.9 Treasurer.

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

(b) The Treasurer shall disburse the funds of the Corporation as ordered by the Board of Directors, and shall prepare financial statements at such intervals as the Board of Directors shall direct.

(c) If required by the Board of Directors, the Treasurer shall give the Corporation 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 Treasurer and for the restoration to the Corporation, in case of the Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Corporation.

(d) The Treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe, or as the President may from time to time delegate.

## ARTICLE 7

### Committees of Directors

7.1 Committees. The Board of Directors may authorize the appointment of committees having such authority of the Board of Directors in the management of the Corporation as is set forth by resolution adopted by a majority of directors present at a meeting at which a quorum is present. Each committee so designated shall consist of one (1) or more current directors and other individuals as deemed appropriate by the Board of Directors. Such individuals shall be full voting members of such committee and, to the same extent as current directors, shall be subject to all applicable provisions of the Georgia Nonprofit Corporation Code, the articles of incorporation and these Bylaws. Except as otherwise provided in such

resolution, members of each such committee and the chair of such committee shall be appointed by the President of the Corporation.

7.2 Terms of Appointment. Each member of a committee shall serve at the pleasure of the Board of Directors.

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

7.4 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall be defined as one more than one-half the membership of the committee and that majority 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.

7.5 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 Directors. Committee rules shall be approved by the Board of Directors.

## ARTICLE 8

### Contracts, Checks, Deposits and Funds

8.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officer(s) so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

8.2 Loans. No loans shall be contracted or made on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority must be in writing and may be general or confined to specific instances.

8.3 Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such other manner as may from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President.

8.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such federally insured banks, trust companies, or other depositories as the Board of Directors may select.

8.5 Gifts. The Board of Directors may accept on behalf of the Corporation any



contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

## ARTICLE 9

### **Distributions and Disbursements**

9.1 **Distributions and Disbursements.** The Board of Directors, not less frequently than annually, shall (a) determine all distributions to be made from net income and capital of the Corporation (including funds held by trustees, custodians or agents of the Corporation) pursuant to provisions of the articles of incorporation, these Bylaws and the donors' directions, if and to the extent applicable; (b) make, or authorize and direct the respective trustees, custodians or agents having custody of funds of the Corporation to make, payments to organizations or persons to whom payments are to be made, in such amounts and at such times and with such accompanying restrictions, if any, as it deems necessary to assure use for the purposes and in the manner intended; and (c) determine all disbursements to be made for administrative expenses incurred by the Corporation and direct the respective trustees, custodians or agents having custody of funds of the Corporation as to the payments and funds to be charged.

9.2 **Vote Required for Determinations.** All determinations under Section 9.1 shall be made by the affirmative vote of a majority of directors present at a meeting duly called at which a quorum is present, unless otherwise expressly provided in these Bylaws or by direction of any donor as a condition of the gift.

9.3 **Distribution of Principal.** Determinations may be made to distribute capital from funds given without directions as to principal or income, as well as pursuant to directions expressly permitting use of principal; but the Board of Directors shall inform the trustee, custodian or agent having custody of the funds of the Corporation as far in advance as the Board of Directors deems practicable in order to permit the trustee, custodian or agent to adjust its investment policies accordingly, and may, upon advice from the trustee, custodian or agent as to how the desired distribution and any necessary liquidation of investment can be accomplished most economically, adjust its directions for distributions so far as it deems practicable.

9.4 **Determination of Effective Agencies and Means for Carrying Out the Purposes of the Corporation.** The Board of Directors shall gather and analyze facts and conduct such investigation and research as from time to time it deems necessary or desirable in order to determine the most effective agencies and means for carrying out the purposes and functions of the Corporation, and may direct disbursements for such fact gathering and analysis, investigation, and research from funds given for such purposes or from funds given without designation as to purpose.

9.5 **Furtherance of Charitable Purposes.** In furtherance of the charitable purposes and functions of the Corporation, and subject to the provisions of Section 501(c)(3), the Board of Directors may direct distributions to such persons, organizations, governments or governmental agencies as in the opinion of the Board of Directors can best carry out such purposes and

functions, or help create new qualified charitable organizations to carry out such purposes and functions.

## **ARTICLE 10**

### **Indemnification and Insurance**

10.1 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 Corporation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement), reasonably incurred by such person in connection with such action, suit or proceeding by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, trustee or agent of another Corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise, then, unless such indemnification is ordered by a court, the Corporation 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 the Georgia Nonprofit Corporation Code; 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.

10.2 Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 10.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or these Bylaws, or any agreement, vote of disinterested directors, or otherwise, both as to action in the person's 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 director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

10.3 Insurance. To the extent permitted by Georgia law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, trustee or agent of another Corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise.

## **ARTICLE 11**

### **Miscellaneous**

11.1 Books and Records. The Corporation shall maintain books and records of account and minutes of the proceedings of its Board of Directors and committees having any of

the authority of the Board of Directors, executed consents evidencing all actions taken by the Board of Directors without a meeting, and waivers of notice of all meetings of the Board of Directors and its committees. In addition, the Corporation shall keep copies of all records required to be kept under Georgia law.

11.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

11.3 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the year from time to time as it deems appropriate.

11.4 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, and to the corresponding provisions of any applicable future United States Internal Revenue Law.

11.5 Relation to Articles of Incorporation. These Bylaws are subject to, and governed by, the articles of incorporation.

## **ARTICLE 12**

### **Amendments**

12.1 Powers to Amend Bylaws. To the extent permitted by law, the Board of Directors shall have the power to alter, amend or repeal these Bylaws and to adopt new bylaws. Notice of the meetings at which such amendments shall be considered, which notices shall state that the purpose of the meeting is to consider a proposed amendment and which shall contain, attach a copy of or state the nature of the proposed amendment, shall be given in accordance with the notice provisions of these Bylaws.

#### 12.2 Powers to Amend Articles of Incorporation.

(a) To the extent permitted by law, the Board of Directors shall have the power to amend the Articles of Incorporation. Notice of the meetings at which such amendments shall be considered, which notices shall state that the purpose of the meeting is to consider a proposed amendment and which shall contain, attach a copy of or state the nature of the proposed amendment, shall be given in accordance with the notice provisions of these Bylaws.

12.3 Conditions. Action by the Board of Directors with respect to bylaws or articles of incorporation shall be taken by the affirmative vote of a majority of the directors then in office.

## **ARTICLE 13**

### **Dissolution**

13.1 Authorization of Dissolution. Dissolution of the Corporation shall be authorized

by approval of a plan of dissolution providing for the distribution of all assets of the Corporation and the payment of all liabilities and obligations of the Corporation in accordance with applicable law, by vote of a majority of the directors then in office.

13.2 Meeting Notice. Notice to directors shall be provided in accordance with the notice provisions of these Bylaws. Such notices shall state that the purpose (or one of the purposes) of the meetings is to consider dissolution of the Corporation and shall contain or be accompanied by a copy or summary of the plan of dissolution.

13.3 Distribution of Assets. In the event the Corporation is formally dissolved in accordance with these Bylaws and applicable law, all property, both real and personal, as the Corporation may have, shall be first used to pay and discharge all liabilities and obligations of the Corporation, with the remainder to be distributed to such charitable or religious corporation or other entity exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 or any successor section, or to the United States or a State, as the Board of Directors shall in its discretion determine, in accordance with the provisions of the plan of dissolution and subject to applicable law and the Articles of Incorporation in effect as of the date of dissolution.

## **ARTICLE 14**

### **Tax-Exempt Status**

14.1 Tax-Exempt Status. The affairs of the Corporation at all times shall be conducted in such a manner as to assure the Corporation's status as an organization qualifying for exemption from tax pursuant to Section 501(c)(3).