

BY-LAWS
OF
COASTAL PLAINS EDUCATION CENTER, INC.

ARTICLE I-NAME

1.1 The name of the corporation is Coastal Plains Education Center, Inc.

1.2 The address of the registered office of the corporation in the State of Georgia and the name of the registered agent at this address shall be as from time to time designated or determined by the Board of Directors. Initially, the registered office and mailing address of the principal office of the corporation is 210 South College Street, Metter, Georgia 30439, and the registered agent of the corporation shall be Ricky Rentz.

ARTICLE II-PURPOSES

2.1 The purposes for which the corporation is organized are exclusively educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, including the operation of a charter school in the State of Georgia, as well as engaging in any other act or activity permitted by the referenced Code Section or by the Georgia Non-Profit Corporation Code.

ARTICLE III-ORGANIZATION

3.1 The corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2.1 hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under '501 (c)(3) of the Internal Revenue Code of 1986 (of the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under '170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

3.2 Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational,

religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under ' 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Such distribution of residual assets will be in accordance with the laws of the state of Georgia governing state chartered schools, the charter existing between the corporation and the Georgia Board of Education and the Intergovernmental Agreement attached to that charter. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the registered office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

3.3 Notices; Waivers of Notice. Except as otherwise specifically provided in these by-laws, whenever under the provisions of these by-laws notice is required to be given to any director or officer, it shall not be construed to mean personal notice, but such notice may be given by personal notice, by mail by depositing the same in the post office or letter box in a postage paid sealed wrapper, addressed to such officer or director at such address as appears on the books of the corporation, or by electronic means and such notice shall be deemed to be given at the time when the same shall be thus sent or mailed. When any notice whatever is required to be given by law, by the articles of incorporation or by these by-laws, a waiver thereof by the person or persons entitled to said notice given before or after the time stated therein, in writing.

3.4 Signing of Checks and Notes. Checks, notes, drafts and demands for money shall be signed by the officers, agents and/or employees as may from time to time be authorized and designated by the Board of Directors.

3.5 Execution of Written Instruments. Contracts, deeds, documents and instruments shall be executed by the Chairman under seal of the corporation affixed and attested by the Secretary unless the Board of Directors shall in a particular situation designate another procedure to their execution or unless the Board of Directors shall ratify any other procedure which may have been used in a particular situation.

3.6 Proxies. A director entitled to vote may vote in person or by proxy executed in writing by the person or his attorney-in-fact. A proxy shall not be valid after eleven (11) months from the date of its execution unless a longer period is expressly stated.

ARTICLE IV-DIRECTORS

4.1 Subject to these by-laws, the full and entire management of the affairs and business of the corporation shall be vested in the Board of Directors, which shall have and may exercise all of the powers that may be exercised or performed by the corporation.

4.2 The Board of Directors shall consist of five (5) members who shall be the Superintendents of the following school districts in the State of Georgia: Camden County School District, Coffee County School District, Colquitt County School District, Glynn County School District, Candler County School District, Evans County School District, Jeff Davis County School District, Liberty County School District Wayne County School District, and Long County School

District, Lowndes County School District, Screven County School District, Vidalia City School District and a representative from each site, as they may be established, of the Coastal Plains Education Center to be chosen by the remaining members of the Board from among alumni or active community supporters of the school. Superintendents not acting as a board member will be an Ex Officio member of the board. Ex Officio members will also include RESA Directors from the participating school districts. The members of the Board who are not superintendents shall serve such terms, not to exceed two years, as may be established by the Board upon their appointment. A majority of the directors shall constitute a quorum for the transaction of business. If a quorum is present, the acts of a majority of the directors in attendance shall be the acts of all of the Board. If the superintendent of one of the school districts is unable to attend the meeting for any reason, he or she may, but is not required to, designate an alternate which he or she may empower to vote in his or her stead.

4.3 The Board of Directors shall meet at least annually and on such other regular occasions as it may set and determine at its organizational meeting or at any time thereafter. Special meetings of the Board of Directors may be called at any time by the Chairman or by any four of a majority of the superintendents then serving as directors after at least 24 hours notice to all other members of the Board. Notice of any such meeting may be waived. Attendance in person at such meeting shall constitute a waiver of notice thereof. Any meeting of the Board of Directors may be held within or without the State of Georgia at such place as may be determined by the Board.

4.5 The Board of Directors shall conduct all of its meetings in compliance with O.C.G.A. § 50-14-1, *et seq.*, known as the Georgia Open Meetings Act.

ARTICLE V-OFFICERS

5.1 The officers of the corporation shall consist of a Chairman, a Secretary, and any other officers deemed necessary by the Board. The officers shall be elected or designated in accordance with policies or procedures adopted by the Board. In the absence of such policies or procedures, the officers shall be elected at an annual meeting of the directors and shall serve for a term of one (1) year and until their successors are elected. The chairman must be a member of the Board of Directors, but the secretary and any other officer deemed necessary by the Board may, but is not required to, be a member of the Board of Directors. The Board of Directors, by majority vote at any annual or special meeting, may fill the place of any officer which may become vacant prior to the expiration of his or her term, such appointment to continue until the expiration of the term of the officer whose place has become vacant.

5.2 The Chairman shall be the Chief Executive Officer of the corporation and shall have general and active management of the operation of the corporation. She or he shall be responsible for the administration of the corporation, including general and active management of the financial affairs of the corporation, and shall execute such documents as may be authorized by the Board of Directors. She or he shall borrow money on behalf of the corporation only pursuant to specific authority from the Board of Directors.

5.3 The Secretary shall keep minutes of all meetings of the Board of Directors and have charge of the minute book and seal of the corporation and shall affix it to any instrument requiring it, when directed by the Board of Directors. He or she shall perform such other duties and have such other powers as may from time to time be delegated to him by the Chairman or the Board of Directors.

5.4 Whenever an officer is absent or whenever for any reason the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any director.

ARTICLE VI-SEAL

6.1 The seal of the corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, a blank seal with the corporation's name printed therein, or the signature of the company followed by the word "SEAL" enclosed in parentheses or scroll shall be deemed the seal of the corporation. The seal shall be in the custody of the Secretary and affixed by him or her on such papers as may be directed by law, by these by-laws or by the Board of Directors.

ARTICLE VII-AMENDMENT

7.1 These by-laws may be amended at any meeting of the Board of Directors by the affirmative vote of a majority of all of the directors serving on the Board at the time of the amendment.