

**BYLAWS OF
GRIFFIN TECHNOLOGY ACADEMIES**

A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

ARTICLE I – OFFICES

Section 1. Principal Office

The principal office of the corporation for the transaction of its business is located at 2 Positive Place, Vallejo, CA, 94589 in Solano County, California.

Section 2. Change of Address

The county of the corporation’s principal office can be changed only by an amendment of these Bylaws. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such change of address shall not be deemed an amendment of these Bylaws:

_____ Dated: _____

_____ Dated: _____

_____ Dated: _____

Section 3. Other Offices

The corporation may also have other offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 2 – PURPOSES

Section 1. Objectives and Purposes

The purpose of the Corporation is to manage, operate, guide, direct and promote one or more California public charter schools. Also in the context of these purposes, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation.

Section 2. Limitations

The Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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 3 – DIRECTORS

Section 1. Number of Directors

This corporation shall have at least seven (7) and no more than eleven (11) Directors, and collectively they shall be known as the Board of Directors. In accordance with the Griffin Technology Academies Conflict of Interest Code, employees shall not serve as members of the Board of Directors. One of these members shall be appointed by the Board and be a student representative who shall have full voting privileges on open session items only and shall not attend closed sessions. The number of Directors may be changed by amendment or repeal of this Bylaw, or by adoption of a new Bylaw. Members of the community, parents, and others may qualify as a Director if they have demonstrated a significant commitment and leadership in helping the corporation achieve its objectives and purposes.

Section 2. Powers of Directors

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. Directors are ultimately responsible for all corporate decisions.

Section 3. Duties of Directors

It shall be the duty of the Directors to:

- a. Perform all duties imposed on them individually and collectively by law, by the Articles of Incorporation, or by the Bylaws of this corporation.
- b. Appoint, evaluate and discharge, the Corporate Officers, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation of Corporate Officers and confidential employees.
- c. Supervise the Corporate Officers to assure that their duties are performed properly.
- d. Approval of Collective Bargaining Agreements for staff who are not Corporate Officers or Confidential employees
- e. Meet at such times and places as required by these Bylaws.
- f. Register their physical and email addresses with the Secretary of the corporation. Notices of meetings sent to them at such addresses shall be valid notices.
- g. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered in the name and for the corporation's purposes, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidences of indebtedness and securities.
- h. Remove any Director, except for the representative appointed by a charter authorizer, or officer with or without cause by a majority of votes cast by the Board at a meeting at which a quorum is present.

Section 4. Designation and Term of Office of Directors

Unless otherwise removed from office in accordance with these bylaws, each director shall hold office for three (3) years or until a successor director has been designated and qualified. Board terms end in November. Directors may serve unlimited consecutive terms. All directors shall have full voting rights during open sessions. If the charter authorizer appoints a representative to serve on the Board of Directors, the Board of Directors may appoint an additional director to ensure an odd number of Board members. Neither charter authorizer appointees nor student members attend closed session meetings. All directors, except for the representative appointed by the charter authorizer, if any, shall be appointed by the existing Board of Directors.

Section 5. Compensation of Directors

Directors shall serve as unpaid volunteers and may not be compensated for services rendered to the corporation as Directors. However, they shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties as Directors as the Board of Directors may establish by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

Section 6. Restriction Regarding “Interested” Directors.

- a. Notwithstanding any other provision of these Bylaws, there shall be no interested persons serving on the Board. For purposes of this Section, “interested persons,” means either:
 - (1) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding reasonable compensation paid to a Director as Director; or
 - (2) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.
- b. However, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 7. Board Leadership

The Board shall elect a Chairperson and Vice Chairperson of the Board of Directors. The Chairperson shall preside at the Board of Directors’ meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time. In the absence of the Chairperson, the Vice Chair shall preside at Board of Directors meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time.

The Board of Directors may create any number of committees as required to fulfill the duties of the Directors. All Board Committees except the Steering Committee shall consist of two Directors appointed by the Board of Directors and one staff person designated by the Superintendent. With the exception of the Steering Committee, no other committees have the authority of the Board and shall act only in an advisory capacity.

The Board Chairperson shall appoint one less than a quorum of Board members to serve on a Board Steering Committee, the purpose of which is coordination of the policy issues coming from the standing committees through the establishment of the Board meeting agendas and to carry out such other tasks specifically assigned by full Board of Directors.

The Board Steering Committee shall have the following responsibilities:

- a. To act on behalf of the Board of Directors in the interim when urgent attention and action is necessary.
- b. To assess the performance of the Superintendent subject to Board approval.
- c. To recommend and nominate new Board members and officers whenever a need arises.

Duties of the Chairperson:

It shall be the duty and responsibility of the Chairperson of the corporation to:

- a. Preside at all meetings.
- b. Direct the Secretary in scheduling meetings of the board of directors and in recording the proceedings of such meetings.
- c. Provide general direction of all business for the effective and sound operation and growth of the organization, and for advising and making recommendations to the Board of Directors.
- d. Execute all decisions, contracts or other authorized instruments of the board of directors and its duly constituted committees, except when execution is otherwise specifically assigned by the Bylaws.
- e. Perform all duties incident to the president's office and such other duties as the law, the Bylaws and the board of directors may require.

Section 8. Meetings and Action of Committees

Meetings and actions of committees shall be governed by, noticed held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members. The time for regular or special meetings of the committees may be fixed by resolution of the Board or by the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws.

Section 9. Vacancy, Resignation, Removal and Absence

- a. Vacancy. A vacancy in the Board of Directors shall exist:
 - (1) On the death, resignation or removal of any Director, and
 - (2) Whenever the number of Directors is increased.
- b. Resignation. A Director may resign at any time by giving written notice to any officer of the corporation or the full Board. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. No Director may resign if the corporation would then be left without a Director in charge of its affairs, except upon notice to the Attorney General.
- c. Removal. Any Director may be removed, with or without cause, by the vote of the majority of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given in compliance with the provisions of the Brown Act. The representative appointed by the charter authorizer may be removed without cause by the charter authorizer or with the written consent of the charter authorizer. Any vacancy caused by the removal of a Director shall be filled as provided in Section [5].
- d. Absence. A Director is expected to attend all meetings of the Board during the Director's term of office and to communicate to the Board Chairperson any absence at least forty-eight (48) hours in advance or in case of an emergency, within twelve (12) to twenty-four (24) hours before any scheduled meeting. If for any reason a Director or officer is unable to carry out his duties as best he can, he agrees to discuss with the Chairperson of the Board his future obligations in serving on the Board of Directors.
- e. Vacancies. Vacancies on the Board of Directors may be filled by approval of the Board of Directors or, if the number of Directors then in office is less than a quorum, by (a) the affirmative vote of a majority of the Directors then in office at a regular or special meeting of the Board, or (b) a sole remaining Director. The charter authorizer may fill a vacancy in the seat held by their representative.

Section 10. Non-liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 11. Indemnification of Directors, Officers, Employees and Other Agents

To the fullest extent permitted by law, the Corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the Corporation by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board of Directors by any person seeking indemnification under Corporations Code Section 5238 (b) or Section 5238 (c) the Board of Directors shall promptly decide under Corporations Code Section 5238 (e) whether the applicable standard of conduct set forth in Corporations Code Section 5238 (b) or Section 5238 (c) has been met and, if so, the Board of Directors shall authorize indemnification.

Section 12. Insurance for Corporate Agents

The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, officer, employee or other agent of the corporation) against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 13. Compliance with Laws Governing Student Records.

The Charter School(s) and the Board of Directors shall comply with all applicable provisions of the Family Education Rights Privacy Act (“FERPA”) as set forth in Title 20 of the United States Code Section 1232g and attendant regulations as they may be amended from time to time.

ARTICLE 4 - MEETINGS OF THE BOARD

Section 1. Place of Meetings

Meetings shall be held at the principal office of the Corporation. The Board of Directors may designate that a meeting be held at any place within the jurisdiction of the authorizing agency that has been designated in the notice of the meeting. All meetings of the Board of Directors shall be called, held and conducted in accordance with the terms and provisions of the Ralph M. Brown Act (“Brown Act”), California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation.

Section 2. Regular Meetings of the Board of Directors

Regular meetings of the Board of Directors, including annual meetings, shall be held at such times and places as may from time to time be fixed by the Board of Directors. At least 72 hours before a regular meeting, the Board of Directors or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting.

Section 3. Special Meetings

Special meetings of the Board of Directors for any purpose may be called at any time by the Chairperson of the Board of Directors, if there is such an officer, or a majority of the Board of Directors. If a Chairperson has not been elected, then the President is authorized to call a special meeting in place of the Chairperson of the Board. The party calling a special meeting shall determine the place, date, and time thereof.

Section 4. Notice of Special Meetings

In accordance with the Brown Act, special meetings of the Board of Directors may be held only after twenty-four (24) hours' notice is given to each Director and to the public through the posting of an agenda. Directors shall also receive notice of the special meeting, in the following manner:

- a. Any such notice shall be addressed or delivered to each Director at the Director's address as it is shown on the records of the Corporation, or as may have been given to the Corporation by the Director for purposes of notice, or, if an address is not shown on the Corporation's records or is not readily ascertainable, at the place at which the meetings of the Board of Directors are regularly held.
- b. Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.
- c. The notice of special meeting shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation, and the general nature of the business proposed to be transacted at the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 5. Participation in Meetings by Conference Telephone

Members of the Board of Directors may participate in teleconference meetings so long as all of the following requirements in the Brown Act are complied with

- a. At a minimum, a quorum of the members of the Board of Directors shall participate in the teleconference meeting from locations within the boundaries of the school district in which the charter schools operates;
- b. All votes taken during a teleconference meeting shall be by roll call;
- c. If the Board of Directors elects to use teleconferencing, it shall post agendas at all teleconference locations with each teleconference location being identified in the notice and agenda of the meeting;
- d. All locations where a member of the Board of Directors participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;
- e. Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Board of Directors directly at each teleconference location; and
- f. Members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.

Section 6. Quorum for Meetings

- a. A majority of the Directors then in office shall constitute a quorum.
- b. The Board at any meeting at which a quorum is not present shall consider no business. The only motion which the Chairperson of the Board shall entertain at such meeting is a motion to adjourn.
- c. Notice of such adjournment to another time or place shall be given, prior to the time scheduled for the continuation of the meeting, to the directors who were not present at the time of the adjournment, and to the public in the manner prescribed by the Brown Act.

Section 7. Majority Action as Board Action

All acts or decisions of the Board of Directors will be by majority vote of the directors in attendance, based upon the presence of a quorum. Should there be fewer than a majority of

the Directors present at any meeting, the meeting shall be adjourned. Directors may not vote by proxy. The vote or abstention of each Board member present for each action taken shall be publicly reported.

Section 8. Conduct and minutes of Meetings

Meetings of the Board shall be presided over by the Chairperson or in the absence, a Vice Chair or Board Member chosen by a majority of the Directors present at the meeting. The Superintendent shall assign staff to create a record of actions taken and maintain those records.

ARTICLE 5 - OFFICERS

Section 1. Offices Held

The officers of the corporation shall be a Superintendent who shall function as the President/Chief Executive Officer, a Chief Business Officer who shall serve as the Corporate Chief Financial Officer and as the Corporate Secretary.

Section 2. Duplication of Office Holders

Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or Chairperson.

Section 3. Election of Officers

The officers of the Corporation shall be chosen annually by the Board of Directors concomitantly with the renewal provisions of their employment contracts, if any. Corporate Officers shall serve at the pleasure of the Board, subject to the rights of any officer under their employment contract, if any.

Section 4. Removal of Officers

Without prejudice to the rights of any officer under an employment contract, the Board of Directors may remove any officer with or without cause.

Section 5. Resignation of Officers

Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under

any contract to which the officer is a party.

Section 6. Vacancies in Office

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 7. Superintendent serving as President/CEO

The Superintendent shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers as fully described in any applicable employment contract, agreement, or job specification. The President/Superintendent shall have such other powers and duties as the Board of Directors or the bylaws may require.

Section 8. Chief Business Officer serving as the Chief Financial Officer

The Chief Business Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

The Chief Business Officer shall (a) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board of Directors may designate; (b) disburse the Corporation's funds as the Board of Directors may order; (c) render to the President, Chairman of the Board, if any, and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation; and (d) have such other powers and perform such other duties as the Board, contract, job specification, or the bylaws may require.

If required by the Board, the Chief Business Officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Chief Business Officer on his or her death, resignation, retirement, or removal from office.

Section 9. Corporate Secretary

The Corporate Secretary shall also be responsible to authenticate and sign all legal documents on behalf of the Corporation.

The Corporate Secretary shall also assign agency administrative staff to keep or cause to be kept, at the Corporation's principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, special, or emergency and, if special or emergency, how authorized; the notice given; the names of the directors present at Board of Directors and committee meetings; and the vote or abstention of each Board member present for each action taken.

Designated staff shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

Designated staff shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board of Directors that these bylaws require to be given. The Corporate Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board of Directors or the bylaws may require.

ARTICLE 6 - EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments, Deposits and Funds

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Chief Financial Officer and countersigned by the President or other authorized signatory of the corporation.

Section 3. Deposits

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

Section 4. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE 7 – RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records

- a. The corporation shall keep at its principal office in the State of California or at another place designated by the Board of Directors:
 - (1) Adequate and correct books of accounts and complete records of all business transactions.
 - (2) Minutes in written form of the proceedings of the Board and committees of the Board.
 - (3) Such reports and records as required by law.

Section 2. Maintenance and Inspection of Articles of Incorporation and Bylaws

The corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

Section 3. Inspection by Directors

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and inspect the physical properties of the corporation. Agent or attorney may make an inspection in person or any inspection under the provisions of this Article, and the right to inspection includes the right to copy and make extracts. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law (e.g., restrictions on the release of educational records under FERPA) pertaining to access to books, records, and documents.

Section 4. Annual Report

- a. The Board of Directors shall cause to be prepared an Annual Report to be provided to the Directors annually not later than December 15. The Annual Report shall include “Financial Statements” containing the following information in appropriate detail for

that fiscal year:

- b. The assets and liabilities of the corporation, including trust funds, as of the end of the fiscal year. (2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c. The revenue or receipts of the corporation both restricted and unrestricted to particular purposes, for the fiscal year.
- d. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- e. Any information required by Section 5 of Article 7 of these Bylaws.
- f. The requirement of having the Financial Statements audited by an Independent Accountant shall not apply if the Corporation made less than \$25,000.00 in gross revenue or receipts during the calendar year. The Financial Statements, however, shall be included in the Annual Report, which must be furnished annually to all Directors.
- g. The financial statements shall be audited by an Independent Accountant, or if an audit is not required, shall be certified by an authorized officer of the corporation that such Financial Statements were prepared without an audit from the books of accounts and other records of the corporation.

Section 5. Annual Statement of Certain Transactions and Indemnification.

- a. As a part of the Annual Report, or as a separate document if no Annual Report is issued, the corporation shall, within one hundred twenty (120) days after the close of the corporation's fiscal year, prepare and mail or deliver to each Director a statement of any transaction in which the corporation was a party, and in which any Director or officer of the corporation had a direct or indirect material financial interest.
- b. A statement of any transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000), or which was one of a number of covered transactions in which the same Director or officer had a direct or indirect material financial interest, and which transactions in the aggregate involved more than Fifty Thousand Dollars (\$50,000.00).
- c. A statement of any transaction described in Section 5 (1) above including the names of the Directors or officers involved, their relationship to the corporation, the nature of their interest in the transaction, and where practicable, the amount of that interest.
- d. A statement of any transaction shall also state the amount and describe the circumstances of any indemnification or advances aggregating more than ten thousand

dollars (\$10,000.00) paid during the fiscal year to any officer or Director of the corporation.

ARTICLE 8 – FISCAL YEAR

The fiscal year of the corporation shall begin on July 1 of each year and end on June 30 of the following year.

ARTICLE 9 – MEMBERS

This corporation shall have no members.

ARTICLE 10 - PROHIBITION AGAINST SHARING OF ASSETS AND PROFITS

No Director, officer, employee or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All Directors of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation.

ARTICLE 11 - CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE 12 – AMENDMENTS

Section 1. Amendment of Bylaws

The Board of Directors may adopt, amend or repeal any of these bylaws by a majority vote of the directors present at a meeting duly held at which a quorum is present, except that no amendment shall change any provisions of any charter governing any charter school operated as or by the Corporation or make any provisions of these bylaws inconsistent with such charter, the Corporation’s articles of incorporation, or any laws.

ARTICLE 13 - CONTRACTS WITH DIRECTORS

Section 1. Contracts with Directors.

The Corporation shall not enter into a contract or transaction in which a Director directly or indirectly has a material financial interest (nor shall the Corporation enter into a contract or transaction with any other corporation, firm, association, or other entity in which one or more of this Corporation’s Directors are Directors and have a material financial interest).

ARTICLE 14 - CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES

Section 1. Contracts with Non-Director Designated Employees.

The Corporation shall not enter into a contract or transaction in which a non-Director designated employee (e.g., officers and other key decision-making employees) directly or indirectly has a material financial interest unless all of the requirements in the Griffin Technology Academies Conflict of Interest Policy have been fulfilled.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of Griffin Technology Academies, consisting of sixteen (16) pages, including this page, duly adopted by the Board of Directors on _____, 2018.

Dated _____, 2018

Chris Hulett, Corporate Secretary