

CONSTITUTION AND BYLAWS
OF
ROBERT TOOMBS CHRISTIAN ACADEMY, INC.

Article I – Name

The name of this corporation is Robert Toombs Christian Academy. (Hereinafter referred to as the “Corporation”). The governing body of the corporation shall be a Board of Directors or Board of Trustees.

Article II – Purpose

The primary purposes of the Corporation are as follows:

- a) For the following religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder, as may be in effect from time to time, to establish and maintain a non-denominational Christian School which shall offer instruction in regular courses of study, upholding a high standard of scholastic excellence, with all instruction being from a Christian viewpoint; also to help each child to develop faith, character and intellectual ability so that he may fulfill the unique purpose for which he was created by God.
- b) to acquire, hold and convey or otherwise dispose of such real and personal property as may be necessary to set out the purposes of this corporation as set forth above.
- c) to borrow and loan money and to mortgage and encumber any of its property, and to bargain and contract regarding any property owned or to be owned or services rendered or to be rendered for or by this corporation to accomplish such purposes.
- d) This corporation is not organized for pecuniary profit and no part of the net earnings of the corporation shall inure to the benefit of any private member or individual.
- e) To have, hold, exercise and enjoy in furtherance of the purposes set forth hereinabove, all of the rights, powers, privileges and immunities granted, and not expressly denied, as may be necessary, convenient or expedient in order to accomplish the purposes set forth hereinabove, but subject to any such limitation or restriction imposed by any other laws of the State of Georgia, or by these Bylaws or the Articles of Incorporation.

Article III – Membership

Section 1: Membership.

The corporation shall not have a membership. The Board of directors, however, at its discretion can amend the Bylaws and Articles of Incorporation, to include a membership.

Article IV – Board of Directors

Section 1. Responsibility for Governance

- a) All matters concerning the achievement of the purposes, objectives, and the keeping of the faith of the Corporation will be the responsibility of the Board of Directors.

- b) The members of the Board of Directors are given the responsibility for the establishment, guidance, and spiritual headship in the operation of the school. It is the responsibility of the Board to be spiritual leaders, to seek God's will and direction for the school, and to take responsibility for preservation and restoration of right relations, primarily our relations with God.
- c) The board is the policy setting body of the school with the Headmaster having the responsibility for the implementation of board policy. The authority of the Board is corporate, with individual board members having responsibility only as authorized by the Board as a whole.
- d) The organization and general oversight of the Corporation will be the responsibility of the Board of Directors.

Section 2. Number of Directors

The Board of directors shall consist of not less than 8 members and not more than 12 members.

Section 3. Terms of Office

- a) The term of office will begin on July 1 and end on June 30.
- b) The term of office will be five (5) years. Additional terms are possible if so voted by a 2/3 majority of the quorum.
- c) Terms shall be staggered to ensure that approximately one-quarter (1/4) of the board members are elected each year.
- d) If for some reason a member of the Board of Directors becomes unchristian in character, misuses authority, or otherwise does not properly discharge said duties, he or she will be censured and/or removed based on a two-thirds (2/3) vote of the full Board.
- e) The Headmaster of the school is an ex-officio member of the Board of Directors with no voting rights, but will be expected to attend all board meetings, unless otherwise directed by the chairman of the Board.

Section 4. Composition of the Board

Members of the Board of Directors shall be committed Christians active in their faith.

Section 5. Qualifications of Board Members

Members of the Board of Directors shall have the following qualifications:

- a) Must be a mature, born-again believer in Jesus Christ who believes and adheres to the mission, vision, institutional values, philosophy, purpose and objectives of Robert Toombs Christian Academy.

- b) Must be at least 25 years old.
- c) Must not be employed by this corporation.
- d) Orientation – New members of the Board of Trustees shall be given an orientation to their duties and to the Board. The Board chair is responsible for seeing that this orientation occurs in a timely manner at the beginning of a new board member's term of service. A Board Member Orientation Verification checklist is signed and maintained in the Board records.

Section 6. Powers and Duties

- a) Provide spiritual leadership for the school.
- b) Establish all policies for the school.
- c) Have a vision for the future of the school.
- d) Maintain open communications with school personnel, parents, alumni, and friends of RTCA.
- e) Maintain proper relations with government authorities.
- f) Actively promote the school within the community.
- g) Hire and evaluate annually the Headmaster.
- h) Delegate all operational responsibilities to the Headmaster.
- i) Meet monthly at such times and places that the Board designates. Special meetings may be called as needed.
- j) Record the proceedings of all board meetings in a permanent minute book.
- k) Replace any vacancies on the Board of Directors in a timely manner.
- l) Appoint all necessary committees and their members.
- m) Conduct all business and legal matters of the corporation.
- n) Annually evaluate themselves as a board collectively and individually.

Section 7. Regular Meetings

The Board shall meet in regular session at least ten (10) times annually.

Section 8. Special Meetings

Special meeting of the Board of Directors of the Corporation may be called by the Chairman or by written request of two (2) or more directors.

Section 9. Notices of meetings

Board of Directors shall receive notification seven (7) days in advance for all regular meetings and twenty-four (24) hours in advance for all special meetings.

Section 10. Voting

If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present shall approve any matter duly coming before the Board unless these Bylaws or the law of the State of Georgia provide otherwise.

Section 11. Quorum

A majority of the current directors of the Board shall constitute a quorum.

Section 12. Selection of Board Members

- a) The Board nominating committee shall nominate persons to serve as board members.
- b) Regular elections to choose new members or re-elect existing members shall be held in May of each year.
- c) Any vacated unexpired term resulting from the resignation, death or removal of an officer or director may be filled by a two-thirds (2/3) vote of the directors present at a meeting where the vacancy is duly considered and the quorum requirements are met.

Section 13. Resignation and Removal

- a) A director may resign by submitting a letter of resignation to the Board of Directors, Chairman or Secretary of the Corporation.
- b) The board of Directors may remove a director if he/she is absent for three (3) or more consecutive meetings by an affirmative vote of two-thirds (2/3) of the full Board.

Section 14. Action without a Meeting

Action may be taken by the Board of Directors without a meeting provided all of the directors have an opportunity to vote by proxy and the action taken is included in the minutes or filed with the corporation records reflecting the action taken. The action is effective when approved by the majority of the full Board. The consent has the effect of a meeting vote and may be described as such in any document.

Section 15. Attendance by Telecommunications

A member of the Board of directors shall be considered in attendance and may participate and vote in the meeting, despite his/her physical absence, where he/she is able to hear all the other directors and all the other directors can hear him/her throughout the meeting by means of telecommunications.

Article V – Officers and Duties

Section 1. Officers

The officers of the Corporation shall be a Chairman, a Vice-Chairman, a Secretary, and a Treasurer and such other officers deemed necessary by the Board of Directors. No person may hold more than one office at one time. Officers shall be directors.

Section 2. Terms of Office

Officers shall serve for a two year term. Officers may serve consecutive terms.

Section 3. Nominations and Elections

Officers shall be elected by the Board of Directors at the first meeting of the Board of Directors each fiscal year.

Section 4. Chairman

The Chairman shall preside at all meetings of the Board of Directors. He/she shall be an ex-officio member of all committees. He/she shall have such general powers of supervision of the affairs of the Corporation. The Chairman shall be responsible for orders and resolutions of the Board being carried out. The Chairman will work closely with the Headmaster, determine board meeting agenda, conduct board meetings, and appoint board committees as needed.

Section 5. Vice-Chairman

The Vice-Chairman shall take the place of the Chairman in his/her absence. The Vice-Chairman shall assist the Chairman in his/her functions and responsibilities. The Vice-Chairman shall perform such other duties as the President of the Board of Directors may designate.

Section 6. Secretary

The Secretary shall oversee the keeping of the minutes of all meetings of the Board of Directors. All minutes must be signed by the Secretary. He/she (and the Chairman) shall have the authority to give all notices required by law or by these Bylaws. He/she shall maintain a permanent minute book. He/she shall perform such other functions as may be assigned to him/her by the Chairman of the Board of Directors.

Section 7. Treasurer

The Treasurer shall be the financial officer of the school and chair the Finance Committee. The Treasurer or an RTCA employee whom the Treasurer shall designate on the first day of each fiscal year shall have charge and custody of and be responsible for all funds of the school and deposit such funds in the name of the school in such banks, trust companies or other depositories as selected by the Board of Directors. The Treasurer or the person(s) he/she has designated in the manner cited above shall receive and give receipts for all monies due and payable to the corporation. The Treasurer or his/her designee shall make the financial books and records available to the Board of Directors if requested and, in general, perform all duties incident to the Office of Treasurer and such other duties as, from time to time, may be assigned by the Board.

Article VI – Headmaster

The Headmaster shall administer the day-to-day operation of the Corporation under the direction of the Board of Directors. The Headmaster shall serve at the discretion of the Board of Directors. The Headmaster, with the approval of the Board of Directors, will employ other staff and contract for services to enable the organization to fulfill its mission. The Headmaster shall report to the Board of Directors. The Headmaster shall be an ex-officio member of the Board of Directors without voting privileges.

Article VII – Committees and Areas of Responsibility

Section 1. Selection of Committees and Committee Members

The Board of Directors establishes all standing committees including, but not limited to: Executive Committee, Nominating Committee, Financial Resources Committee, Campus and Facilities Committee, and Ad Hoc Committee.

Section 2. Rules

Each committee may adopt rules for its own governance, so long as such rules are not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 3. Committees

a. The Executive Committee is appointed to make recommendations to the full board. All actions will be brought before the full Board at the next regularly scheduled meeting. The Executive Committee will consist of the Chairman, Vice-Chairman, Secretary and Treasurer of the Board of Directors, and any other members of the Board of Directors who are appointed by the chairman. A majority of the Executive Committee constitutes a quorum.

b. The Nominating Committee shall consist of the Chairman, Vice-Chairman and one Member-at-large from the Board of Directors, appointed by the Chairman.

c. The Financial Resource Committee shall consist of Chairman, Vice-Chairman and Treasurer of the Board and is responsible for overseeing financial matters in connection with the operation of the school and assisting the treasurer in carrying out his/her responsibilities. The Financial Resources Committee reviews and makes recommendations to the Board with respect to all financial matters and prepares and presents an annual budget to the Board of Trustees for their approval and adoption. In preparing the annual budget, the Financial Resources Committee confers with the Headmaster, his/her Administrative Council, and such committee chairmen, as it may consider desirable. The budget includes salary parameters for faculty and staff, the level of fees and tuition, authorization for operating and other expenses, projections of income and the like. The Financial Resources Committee is responsible for developing policies and objectives for the investment of short-term operating assets and the assets held in the school's defined benefit and defined contribution plans.

d. The Campus and Facilities Committee shall be appointed by the chairman and is responsible for policies and recommendations concerning the construction, maintenance, care and improvement of the buildings and grounds, campus expansion, and the furnishings and equipment thereof. Except as provided by budget, or with prior approval of the Board, the committee may not expend the money of the school.

e. An Ad Hoc Committee shall be appointed by the Chairman on an as-needed basis.

Article VIII – Financial Administration

Section 1. Fiscal Year

The fiscal year of the Corporation shall commence on the first day of August of each year unless the Board of Directors establishes a different fiscal year.

Section 2. Budget

An annual budget for the year shall be adopted by the Board of Directors and amended from time to time as needed.

Section 3. Financial Review or Audit

The books of the organization shall be financially reviewed annually and audited at least once every three years by a certified public accountant. The accountant's report shall be filed with the records of the organization and shall be available for inspection upon request.

Section 4. Depositories

All funds of the Corporation shall be deposited in the name of the Corporation in such bank, banks or trust companies as the Board of Directors may from time to time designate. Funds shall be drawn out of checks, drafts or other orders signed on behalf of

the Corporation by the officers or staff persons so designated by the Board pursuant to a resolution adopted by the Board.

Article IX – Dissolution

Section 1. Dissolution

In the event of the dissolution of RTCA and after payment of its legal obligations, the remaining assets and property of the Corporations shall be disposed of pursuant to requirements imposed by the Articles of Incorporations and by law in compliance with its tax-exempt status. The Board of Directors shall determine how and to whom the assets are to be distributed. The recipient of such assets must be Christian in organization and/or character.

Article X – Amendment

These Bylaws may be amended by a three-fourths (3/4) affirmative vote by the Board of Directors.

Article XI – Miscellaneous

Section 1. Contracts and Lawsuits

All contracts shall be approved by the Board of Directors except to the extent the Board of Directors delegates to the Headmaster or another employee or agent of the Corporation responsibility to contract on behalf of the Corporation. No loans shall be made by the Corporation or any loans secured on behalf of the Corporation without the approval of the Board of Directors and no mortgage, deed to secure debt, deed or note shall be executed on behalf of the Corporation without the approval of the Board of Directors. No lawsuit may be initiated by the Corporation without the approval of the Board of Directors.

Section 3. Inspection of Records

Directors of the Corporation shall be permitted to examine records of the Corporation as permitted by law.

This Constitution and Bylaws were duly adopted by the Board of Directors of RTCA on this _____ day of _____, 2017.

Mark Findley, Chairman