

BYLAWS
of
Douglas County College and Career Institute
A Georgia NON-PROFIT Corporation

ARTICLE I ORGANIZATION

The name of the corporation is "Douglas County College and Career Institute." The organization shall be referred to as "Douglas County College and Career Institute," or commonly referred to as "CCI."

ARTICLE II PURPOSES

CCI is organized and operated for the educational purposes set forth in the "Charter" agreed to by both Local and State Board(s) of Education.

ARTICLE III BOARD OF DIRECTORS

A Board of Directors (Board) shall govern this organization according to the Charter and the laws of Georgia. The number of directors, their representative constituencies, their selection, procedures for filling vacancies, term limits, officer roles, and other specific governing guidelines can be found in the Charter.

The Board of Directors shall meet no less, and no less frequently, than is specified in the Charter.

Each director shall have one vote and such voting may not be done by proxy.

A director shall serve for a two-year term, unless such director resigns or is removed (as provided) or is no longer eligible, at which time such director is eligible to be considered for re-nomination.

A director's unexpired two-year term shall be filled as soon as practical guided by the following criteria:

- A. The Board shall strive to maintain an odd number of directors.
- B. Nominations shall follow guidelines established in the Charter.

The Board may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Recommendation for removal of a director can be made by the executive committee when sufficient cause exists for such action. The removal must be agreed to by no less than fifty (50%) percent of the Board.

No director or officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer. Any such compensation from the organization for duties other than as a director must be approved by a majority vote of the Board.

Ex officio (non-voting) Board positions can be held by at least the following:

President of West Georgia Technical College (WGTC) or another WGTC designee

President of Douglas County Chamber of Commerce (Chamber) or another Chamber designee

Douglas County School System (School System) Superintendent or another school system designee

Principals from each of the high schools in the Douglas County School System (or their designee – one per high school)

Current High School and College Administrators at CCI

The purpose of ex officio positions is to facilitate an enhanced level of communication with those additional community roles particularly critical to the successful functioning of CCI. Other ex officio positions may be added by the Board vote. Ex officio Board directors shall receive the same “pre-meeting” package as may be distributed to each voting director.

ARTICLE IV OFFICERS

The officers of the organization shall include Chair, Vice-Chair and Recording Secretary. Such officers, along with the Douglas County School System representative, the WGTC representative, and the Douglas County Chamber of Commerce representative, will constitute the executive committee. The officers shall initiate the activities of the executive committee and shall report such activities to other executive committee members as necessary to gain concurrence.

The Chair shall preside at all Board of Directors’ meetings. He/she shall by virtue of his/her office be Chairman of the Board of Directors. He/she shall appoint all committees, temporary or permanent, deemed necessary by the Directors. He/she shall see that all books, reports and certificates required by law are properly kept or filed. He/she shall be one of the officers who may sign the checks or drafts of the organization.

The Vice-Chair shall, in the event of the absence or inability of the Chair to exercise his/her office, become acting Chair of the organization with all the rights, privileges and powers as if he/she had been the duly elected Chair.

The Recording Secretary shall cause the keeping of the minutes and records of the organization in appropriate format. It shall be his/her duty to file any certificate required by any statute, federal or state. He/she shall give and serve all notices to directors of this organization. He/she may be one of the officers to sign the checks and drafts of the organization. He/she shall present to the directors at any meeting any communication addressed to him/her as Secretary of the organization.

Nominating Committee

A nominating committee will be appointed by the Board Chair no later than the October Board meeting. The nominating committee shall at least consist of a Board representative from the Chamber, the Douglas County School System, and from West Georgia Technical College. The nominating committee will present a slate of officer and director nominations no later than the November meeting in order for the slate to be voted upon no later than the December meeting.

Officers shall serve for a one year term and can succeed themselves if re-nominated.

ARTICLE V MEETINGS

Regular meetings of this organization shall be held at CCI. All such meetings shall be held and conducted in compliance with Georgia's laws regarding open meetings.

The presence of at least fifty (50%) percent of the then-existing voting directors, shall constitute a quorum and shall be necessary to conduct the business of this organization. A majority vote of the members present shall be required to transact business.

Special meetings of this organization may be called by the Chair when he/she deems it in the best interest of the organization. Notices of such meeting shall be e-mailed or mailed to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of not less than fifty (50%) percent of the then-existing voting directors, the Chair shall cause a special meeting to be called but such request must be made in writing to the Chair at least ten (10) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present, who must constitute at least a quorum according to these Bylaws, at such meeting.

ARTICLE VI VOTING BY OTHER THAN SCHEDULED MEETINGS

The Chair may call for electronic or phone call meeting between scheduled meetings in order to transact significant business. Note of the time of the call and location where the call may be heard by the public shall be given in accordance with Georgia's Open Meetings laws, O.C.G.A. § 50-14-1, et seq. The call shall be conducted at the noticed location on speaker phone or other means so as to allow members of the public to hear the business discussed on the call. Minutes shall be kept of any such meeting just as with any regularly scheduled meeting. A quorum for such voting shall be not less than seventy-five (75%) percent of the then-existing voting directors.

ARTICLE VII ORDER OF BUSINESS

An Agenda shall be proposed to the Board prior to each regularly scheduled meeting. An Agenda adopted at the Board meeting shall govern the order of business of the meeting.

ARTICLE VIII AMENDMENTS

These Bylaws may be altered, amended, repealed or added to by an affirmation vote of not less than fifty (50%) percent of the Board.

ARTICLE IX MISCELLANEOUS

The fiscal year for CCI is consistent with that of Georgia educational agencies. The calendar year shall govern Board activities consistent with the Charter.

The Charter shall be construed as the controlling document should conflicts arise between it and these Bylaws. In all cases, CCI shall be governed by the laws of the State of Georgia and of the United States of America.