

**BYLAWS  
OF  
Central Educational Center, Inc.,  
A Georgia NON-PROFIT CORPORATION  
(1<sup>st</sup> reading Electronic voting March 2007, 2<sup>nd</sup> reading April 5 2007, Approved April 5 2007)  
Amendment-Addition of Current High School and College Administrators approved June 7, 2007.  
and approved February 7, 2008  
Proposed changes of September 4, 2008 included and presented September 4, 2008**

**ARTICLE I ORGANIZATION**

The name of the corporation is “Central Educational Center, Inc.” The organization shall be referred to as “Central Educational Center”, or commonly referred to as “CEC”.

**ARTICLE II PURPOSES**

CEC 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.

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 50% 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.

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

- President of West Central Technical College (WCTC) or another WCTC designee
- President of Newnan Coweta Chamber of Commerce (Chamber) or another Chamber designee
- Coweta County School System (School System) Superintendent or another School System designee
- President of the Coweta County Development Authority
- Principals from each of the High Schools in the Coweta County School System (or their designees-one per High School)
- Current High School and College Administrators at CEC

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 CEC. Other ex officio positions may be added by 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 Coweta County School System representative, The WCTC representative, and the Newnan Coweta Chamber of Commerce representative, will constitute the executive committee.

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 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 meetings any communication addressed to him/her as Secretary of the organization.

#### **Nominating Committee for Officers of the Board**

A nominating committee will be appointed by the Board Chair no later than the November Board meeting. The Nominating Committee shall at least consist of a Board representative from the Chamber, the Coweta County School System, and from West Central Technical College. The nominating committee will present their slate of officer nominations at the December meeting in order that the slate can be voted upon during the January meeting.

**Officers of the Directors shall be elected at the January meeting during which new directors are joining the board. Officers shall serve for a one year term and can succeed themselves for one additional year. Following a year not serving as an officer, a previously elected officer can be re-nominated to serve in an officer role.**

## **ARTICLE V MEETINGS**

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

**The presence of not less than 2 of the 6 parents, 2 of the 5 educators, and 3 of the 6 business representatives, or of at least 50% of voting Directors, shall constitute a quorum and shall be necessary to conduct the business of this organization. Educators shall include those representatives from secondary faculty, post-secondary faculty, School System, School System counselor, and WCTC who are CEC Board members.**

**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 not less 2 of the 6 parents, 2 of the 5 educators, and 3 of the 6 business representatives, or of at least 50% of the 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 By-Laws, at such meeting.**

## **ARTICLE VI VOTING BY OTHER THAN SCHEDULED MEETINGS**

**The Chair may call for electronic or phone call voting between meetings in order to transact significant business. Such electronic or phone call voting shall be properly recorded and reported as a part of the minutes of the next regularly scheduled meeting. A quorum for such alternative voting shall be not less 4 of the 6 parents, 4 of the 5 educators, and 5 of the 6 business representatives.**

## **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 affirmative vote of not less than fifty (50%) percent of the Board.**

## **ARTICLE IX MISCELLANEOUS**

**The fiscal year for CEC 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, CEC shall be governed by the laws of the State of Georgia and of the United States of America.**

**February 6, 2020 I certify that these are a true and correct copy of the Bylaws adopted by CEC on the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.**

\_\_\_\_\_  
**Recording Secretary**

**Date:**

