

BYLAWS
OF
TUCKER HIGH SCHOOL FOUNDATION, INC.

ARTICLE I

NAME AND ADDRESS OF THE CORPORATION

Section 1. The name of the Corporation is **Tucker High School Foundation, Inc.** Its principal; office is located at _____.

ARTICLE II

PURPOSE OF THE CORPORATION

Section 1. PURPOSE OF THE BYLAWS. These bylaws constitute the code of rules for the regulation and management of Tucker High School Foundation, Inc. as authorized by its articles of incorporation. As used in these bylaws, this corporation is referred to as the "Corporation," and the Georgia Nonprofit Corporation Code (or a section codified in Chapter 3 of Title 14 of the Official Code of Georgia Annotated) is referred to as the "Code" (or "Code section"). These bylaws are adopted in order to fulfill the objectives of the Corporation under Code section 302.

Section 2. PURPOSE OF THE CORPORATION. The Corporation may engage in any lawful purpose or purposes that not for profit corporations may conduct under state law, specifically including , but not limited to, educational purposes within the meaning of Section 501(c)(3) of the making of distributions to organizations that qualify for exempt organization status under Section 501(c)(3) of the Code (or corresponding provision of any future United States Internal Revenue Law).

Section 3. IRREVOCABLE NONPROFIT PURPOSE OF THE CORPORATION. The Corporation is irrevocably dedicated to and operated exclusively for nonprofit purposes and no part of the income and assets of the Corporation shall be distributed to, not inure to the benefit of, any individual.

Section 4. POWERS OF THE CORPORATION. The corporation is hereby empowered to perform, but is not limited to the following acts:

- a. To do and perform all acts reasonably necessary to accomplish the purposes of the corporation.
- b. In the event of the dissolution of the Corporation or the winding up of its affairs or other liquidation or conveyance of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after payment of the

corporation's debts shall be conveyed or distributed only to an organization or organizations created for nonprofit purposes similar to those of the Corporation.

Section 5. DIRECTORS OF THE CORPORATION. The number of Directors of the Corporation shall be no less than nine (9) and no more than (21), unless and until otherwise determined by vote of a majority of the entire Board of Directors, and shall be elected by the Board of Directors to serve for a term of three (3) years, or until the successors are elected and qualified, except the initial Board shall have 13 directors. The Directors shall serve without compensation.

Section 6. OFFICERS OF THE CORPORATION. The officers of the Corporation, as provided by these bylaws of the Corporation, shall be elected by the Board of Directors of the Corporation in the manner herein set out and shall serve until their successors are elected and have qualified. The Directors shall elect the regular officers of the Corporation at the annual meeting for terms of one (1) year.

Section 7. NET EARNING. No part of the net earnings of the Corporation shall inure to the benefit of, be distributed to any of its Directors or officers, or other private persons. No substantial part of the activities of the Corporation shall be devoted to 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 any candidate for public office. Notwithstanding any other provisions of these Articles, 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 Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue Law), or (b) by a Corporation whose contributions are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of nay future United States Internal Revenue law).

ARTICLE III

BOARD OF DIRECTORS

Section 1. GOVERNING POWERS. The Board of Directors shall have all the powers and duties necessary or appropriate for the administration of the affairs of the Corporation.

Section 2. COMPOSITION. The initial Board of Directors shall be composed of thirteen (13) members. However, the number of Directors of the Corporation shall be no less than nine (9) and no more than (21). The Board of Directors shall consist of members of the Tucker High School Community, including but not limited to teachers, administrators, parents, alumni and representatives of the business community.

Section 3. TERM. The initial thirteen (13) members of the Board of Directors shall serve the following terms: Four (4) members shall serve an initial one (1) year term; four (4) members shall serve an initial two (2) year term and five (5) members, including the executive officers, shall serve an initial three year term. After the initial terms, each member of the Board of Directors shall serve a term of three (3) years and each officer shall serve a term of one (1) year. This will result in staggered terms for the Board of Directors.

The Board of Directors shall be elected for a term beginning at the annual meeting and ending when the director resigns, vacates the office or is removed, or when their respective successors are elected and installed, unless a greater or lesser number of Directors shall be fixed from time to time by affirmative vote of a majority of the entire Board of Directors.

Section 4. ELECTION. The annual election of Directors will be conducted in accordance with the procedures outlined in this Title or elsewhere in these bylaws, and the following:

- a. Any member of the Board of Directors for whom an election is required are chosen from a group of nominees, with those nominees who obtain the greatest plurality of votes being elected. Election of all positions is by plurality.
- b. The Board of Directors is authorized to adopt any procedures or rules reasonably necessary to insure the integrity of the election.

Section 5. MEETINGS, NOTICE.

a. A regular annual meeting of the Board of Directors shall be held annually at a time and place determined by majority vote of the Directors. Notice shall be given to each Director personally, or by mail, telephone or email, at least ten (10) days prior to the day named for the meeting.

b. Regular meetings of the Board of Directors shall be given to each Director personally or by mail, telephone or email, at least three (3) days prior to the day named for the meeting.

c. Special meetings of the Board of Directors may be called by the President on three (3) days notice to each Director, given to each Director personally or by mail, telephone or email, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in like manner and on like notice on the written request of one or more Director.

Section 6. WAIVER OF NOTICE. Before, or at, any meeting of the Board of Directors, any Director may in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 7. USE OF CONTEMPORANEOUS COMMUNICATIONS SYSTEMS FOR BOARD MEETINGS. The Board of Directors, or any Corporation committee, may utilize a contemporaneous communications system in which all participants in the meeting can hear each other; and participation in a meeting by this system constitutes the presence of the participant at the meeting.

Section 8. VOTING, QUORUM. Each Director has one vote on the Board of Directors. Once a quorum is established, all matters put to a vote before the Board of Directors will require the affirmative vote of a majority of Directors voting on the matter, unless a greater majority is required by these bylaws, the articles of incorporation of the Code. The participation of a majority of Directors whether present in person or through a contemporaneous communication system, constitutes a quorum of the board in order to conduct business. If, at any meeting of the Board of Directors, there is less than a quorum present, the Directors present may adjourn the meeting. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 9. RESIGNATION. Any Director may resign at any given time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 10. REMOVAL. At any annual or special meeting duly called , any one or more of the Directors may be removed with or without cause by a vote or a majority of the Board of Directors. A successor Director may then and there be elected to fill the vacancy thus created.

Section 11. VACANCIES. Any vacancy in the Board of Directors caused by any reason, shall be filled for the unexpired portion of the term by a majority vote of the remaining directors, though less than a quorum, at any regular meeting or special meeting of the Board of Directors called for that purpose.

Section 12. WRITTEN CONSENT ACTION BY BOARD. Any action required by law, or permitted to be taken at a meeting of the Board of Directors, may be taken without a meeting, if a written consent, setting forth the action so taken, is signed by a majority of the Directors. This consent is the equivalent to a vote of the Board of Directors during a meeting with a quorum, and is to be filed and recorded with the minutes of the Corporation's Board of Directors. The Directors who did not sign the consent action shall be given notice of the action as soon as practicable, but no later than the next meeting of the Board of Directors after written consent action is signed by a sufficient number of Directors.

ARTICLE IV

OFFICERS

Section 1. NUMBER, QUALIFICATIONS, ELECTION AND TERM OF OFFICE

a. The officers of the Corporation shall consist of a President, a Secretary, a Treasurer and such other officers, including Chairman of the Board of Directors, and one or more Vice Presidents, as the Board of Directors may from time to time deem advisable. All officers are required to be a Director of the Corporation. Two or more offices may be held by the same person.

b. The officers of the Corporation shall be elected by the Board of Directors at the annual meeting of the Board.

Section 2. RESIGNATION. Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, or to the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 3. DUTIES OF CORPORATE OFFICERS.

a. The President shall be the Chief Executive Officer of the Corporation. He shall have all the general powers and duties which are usually vested in the office of President of a corporation, including the power to appoint committees, from time to time, as in his discretion he may deem appropriate to assist in the conduct of the affairs of the Corporation.

b. There shall be one Vice President, as the Board of Directors shall, from time to time, determine. In the absence of, or disability of the President, the Vice President shall perform the duties and exercise the powers of the President. The Vice President shall perform such other duties as shall be prescribed by the Board of Directors of the Corporation.

c. The Secretary shall keep the minutes of all meetings of the Board of Directors, He shall have custody of the seal of the corporation as the Board of Directors may require. He shall perform the duties and functions customarily performed by the Secretary of a Corporation, together with such other duties as the Board of Directors may prescribe.

d. The Treasurer shall maintain custody of the Corporate funds and securities and shall keep a full and accurate account of all receipts and distributions and shall render an account of all his transactions as Treasurer and of the financial condition of the Corporation whenever called upon to do so.

Section 4. Removal. Any officer may be removed, either with or without cause, and a successor elected by the Board of Directors at any time.

Section 5. Vacancies. A vacancy in any office, for any cause, may at any time be filled for the unexpired portion of the term by the Board of Directors.

ARTICLE V

FISCAL MANAGEMENT OF THE CORPORATION

Section 1. Fiscal Year. The fiscal year of the Corporation shall be July 1 of each year to the next June 30 of the following year, except that the first fiscal year of the Corporation shall begin at the date of incorporation and end on the next following June 30. The commencement date of the Corporation's Fiscal Year herein established shall be subject to change by the Board of Directors, with the prior written approval of the United States Treasury Department, Internal Revenue Service Division.

Section 2. Expenditures.

a. Any expenditure, totaling five hundred dollars (\$500.00) or more of Corporation funds, may not be made unless specifically approved by the Board of Directors of the Corporation, or unless the expenditure is part of an ongoing project approved by the Board of Directors of the Corporation.

b. No other expenditure may be made unless approved by the Board of Directors by specific motion or as part of a general budget.

c. The signatory on any bank account and the depository institution for that account is established by the Board of Directors by an appropriate resolution.

d. Any Director, committee chairman, or committee member of the Corporation may be reimbursed for their actual and necessary expenses when reasonably incurred on behalf of the Corporation. No Director, committee chairman, or committee member of the Corporation may receive and salary, fees, compensation, commission or other payment for rendering specific services to the Corporation

Section 3. Financial Reports. The President of the corporation shall cause to be prepared annually a full and correct statement of affairs of the Corporation, including a balance sheet and financial statement of operations for the preceding Fiscal Year which shall be submitted at the Annual Meeting.

Section 4. Fidelity Bonds. The Board of Directors shall require that all offices and employees of the Corporation having custody or control of corporate funds furnish adequate fidelity bonds. The premium on such bonds shall be paid by the Corporation.

ARTICLE VI

CORPORATE SEAL

The corporate seal, if any, shall be in such a form as shall be approved from time to time by the Board of Directors.

ARTICLE VII

AMENDMENTS TO THE BYLAWS OF THE CORPORATION

Section 1. Amendments. Except as otherwise required by law, or otherwise limited with the Articles of Incorporation for the Corporation, these bylaws may be amended at any regular meeting of the Board of Directors or at any special meeting called for that purpose provided that written notice of the proposed amendment shall have been given at least 10 days prior to such meeting.

The undersigned Incorporator certifies the foregoing bylaws have been adopted as the first bylaws of the Corporation, in accordance with the requirements of the Georgia Nonprofit Corporation Code.

Date: _____

Sharon Effatt Howard, Esq.
Incorporator

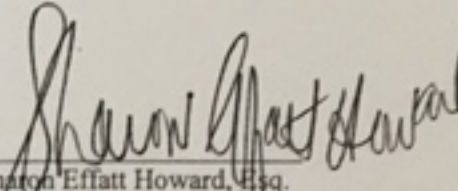
ARTICLE VII

AMENDMENTS TO THE BYLAWS OF THE CORPORATION

Section 1. AMENDMENTS. Except as otherwise required by law or otherwise limited with the Articles of Incorporation for the Corporation, these bylaws may be amended at any regular meeting of the Board of Directors or at any special meeting called for that purpose provided that written notice of the proposed amendment shall have been given at least ten (10) days prior to such meeting.

The undersigned Incorporator certifies the foregoing bylaws have been adopted as the first bylaws of the Corporation, in accordance with the requirements of the Georgia Nonprofit Corporation Code.

Date: 2/15/11


Sharon Effatt Howard, Esq.
Incorporator

Date: 2/15/11

Board Members:

NAME	Signature
Barbara B. Broadway	Barbara B. Broadway
Ronnie Peppers	Ronnie Peppers
Marion Burden	Marion Burden
Manann Pat	Manann Pat
Emma L. Wyatt	Emma L. Wyatt
PENNY STOVALL	Penny Stovall
Wynnda C. Pringley	Wynnda C. Pringley
Sejulia Robinson	Sejulia Robinson
Sylvia J. Daughtry	Sylvia J. Daughtry
PATRICIA D. FLOYD	Patricia D. Floyd
Ron Broadway	Ron Broadway
Kay Stewart	Kay Stewart
JoAnne Branch	JoAnne Branch
Kathy L. Lowery	Kathy L. Lowery
Sharon F. Rothrock	Sharon F. Rothrock

Article VII

Amendments to the By-Laws of the Corporation

Article 3 Section 9. RESIGNATION.

If a person does not fulfill his duties, he may be removed by a majority vote of the Board of Directors.

Article 3 Section 10. MEETINGS.

If a person does not fulfill his duties and is removed from the Board of Directors, the position will remain vacant, until such time a responsible candidate may be appointed by majority vote.

Article 3 Section 11. VACANCIES.

Any vacancy that exists on the Board of Directors for one of the Officers, shall be filled for the remainder of the fiscal year by a majority vote of the remaining Directors at a regular meeting of the Board of Directors called for that purpose.

Article 5 Section 3. FINANCIAL REPORTS.

The President of the Corporation shall appoint an Auditing Committee of three (3) members. The duty of the Committee shall be to audit the Treasurer's accounts at the close of the fiscal year and to report to the Board of Directors at its regular October meeting. If an annual meeting is held in February, the Auditing committee would make the request at that time.

Every three (3) to five (5) years, the Board of Directors shall hire a Certified Public Accountant for an outside audit.

Date: 8/15/16

Sharon Effatt Howard. Esq. Inc.

Part IV. Narrative Description of Your Activities

Tucker High School Foundation, Inc., (the "Foundation") was officially incorporated on February 3, 2011, in the state of Georgia as a domestic non-profit corporation.

The purpose of the Foundation is to raise funds exclusively to support and enhance the educational activities of Tucker High School (the "School"). The School is a public high school located in DeKalb County, Georgia, part of the Atlanta metropolitan area.

The Foundation's planned activities will include recognizing excellence in staff and students, honoring retired staff, and keeping alumni connected to the School. The Foundation, with the assistance of volunteers, will conduct these activities throughout the year in the Tucker area and the surrounding communities.

The Foundation's activities will be funded through fundraising efforts. The Foundation's fundraising efforts will be comprised of mail, phone, e-mail, and personal solicitations. Efforts will be made to develop partnerships with business, international, civic, and educational communities. Future fund-raising activities may also include an annual contribution campaign as well as golf and tennis tournaments, alumni sports competitions, concerts, silent auctions, banquets, ticketed dinners, and galas scheduled in tandem with School-related events.

The Foundation's fundraising will be focused solely on soliciting charitable contributions to support and enhance the educational activities of the School, including the areas of academics, arts and athletics which will further the Foundation's exempt purpose.

**Part. V. Compensation and Other Financial Arrangements with Your
Officers, Directors, Trustees, Employees, and Independent Contractors**

2a.

Tom Carlisle, Vice-President of the Tucker High School Foundation, Inc. is married to Lisa Carlisle, Communications Director of the Board.

Joe Winterscheidt, President of the Tucker High School Foundation, Inc. is married to Jennifer Winterscheidt, a member of the Board of Directors.

**Part V. Compensation and Other Financial Arrangements with Your
Officers, Directors, Trustees, Employees, and Independent Contractors**

3. For each of your Officers and Directors attach a list showing their name, qualifications, and duties.

THE OFFICERS OF THE BOARD OF DIRECTORS

*Annette Gibson, Chairperson of the Board of Directors
Retired Tucker High School Faculty member*

The Chairperson will act as an ambassador for the organization and will serve as the liaison between the Foundation and Tucker High School as well as the community, when needed.

*Joe Winterscheidt, President, member of the Board of Directors
Tucker High School Parent and Tucker Community member*

The President shall be the Chief Executive Officer of the Tucker High School Foundation, Inc. and shall have all the general powers and duties which are usually vested in the office of President of a corporation including the power to appoint committees deemed appropriate to assist in the conduct of the affairs of the Corporation. The main responsibility of the President shall be to plan, preside over, and facilitate Board Meetings so that board resolutions and goals are carried out.

*Tom Carlisle, Vice-President, Member of the Board of Directors
Tucker High School alumnus and former Tucker High School parent*

In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President. The Vice-President shall perform other such duties as prescribed or requested by the Board of Directors of the Corporation.

Tucker High School Foundation, Inc.
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*Patricia Floyd, Secretary, Member of the Board of Directors
Retired Tucker High School Faculty member*

The Secretary shall keep the minutes of all meetings of the Board of Directors and shall have custody of the seal of the Corporation. The Secretary shall perform the duties and functions customarily performed by the Secretary of a corporation, together with such duties as the Board of Directors may prescribe.

*Frances Vogel, Treasurer, Member of the Board of Directors
Tucker High School Parent*

The Treasurer shall maintain custody of the Corporation funds and securities and shall keep a full and accurate account of all receipts and distributions. The Treasurer shall render an account of all Corporation transactions and of the financial condition of the Corporation whenever called upon to do so.

*Wyonda Pringley, Parliamentarian, Member of the Board of Directors
Retired Tucker High School Faculty member*

The Parliamentarian shall assist the President at all times in keeping order in the meetings and insuring that all meetings are free from interruption. The Parliamentarian enforces the By-Laws and Robert's Rules of Order.

*Lisa Carlisle, Communications Director, Member of the Board of Directors
Retired Tucker High School Faculty member and former Tucker High School parent*

The Communications Director will insure that news and announcements from the Foundation reach the School and the Tucker community by all mediums possible: email, social media, school and community websites, etc.

THE MEMBERS OF THE BOARD OF DIRECTORS

Alecia Maclin, Member of the Board of Directors
Tucker High School Parent

Reena Misra, Member of the Board of Directors
Tucker High School Parent and Tucker Community Member

Tara Moore, Member of the Board of Directors
Former Tucker High School Parent

Mike Perlmutter, Member of the Board of Directors
Tucker High School Parent

C. Albert Still, Member of the Board of Directors
Former Tucker High School Parent and Tucker Community Member

Tom Simon, Member of the Board of Directors
Former Tucker High School Parent and Community Member

Patrick Turner, Member of the Board of Directors
Tucker High School Parent and Community Member

Jennifer Winterscheidt, Member of the Board of Directors
Tucker High School Parent

The Board of Directors shall have all the powers and duties necessary or appropriate for the administration of the affairs of the Tucker High School Foundation, Inc.

Please sign below that you have read the updated list of the Board of Directors and each job descriptions for the Tucker High School Foundation, Inc. as set forth on July 23, 2018

Board Member:

Signature:

Lisa Carlisle

Tom Carlisle

Patricia Floyd

Annette Gibson

Alecia Maclin

Reena Misra

Tara Moore

Mike Perlmutter

Wyonda Pringley

Tom Simon

C. Albert Still

Patrick Turner

Frances Vogel

Jennifer Winterscheidt

Joe Winterscheidt
