

**SECOND AMENDED AND RESTATED
BYLAWS OF
NORTHSIDE EDUCATION, INC.
Adopted March 21, 2013**

Section 1

GENERAL

1.1 Name. The name of the corporation shall be **Northside Education, Inc.** hereinafter referred to as the “Corporation.”

1.2 Purpose. The Corporation was established as a non-profit corporation under the laws of the State of Georgia and is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (the “Code”). The express purpose of the Corporation is to organize and operate a charter school.

Section 2

OFFICES

2.1 Registered Office and Agent. The Corporation shall continuously maintain a registered office and registered agent within the State of Georgia.

2.2 Principal Office. The principal office of the Corporation shall be located at 1380 W. Paces Ferry Road, Suite 2140, Atlanta, Georgia 30327, or such place as shall be determined from time to time by its Board of Directors.

2.3 Additional Offices. The Corporation may also have offices at such other places as the Board of Directors may from time to time determine and the business of the Corporation may require.

Section 3

DIRECTORS

3.1 Number and Qualification. The Board of Directors shall serve as the Board of Directors of the Corporation. The Board of Directors shall consist of between seven (7) and eleven (11) members. Members shall be natural persons who are 18 years of age or older. . Between the time of incorporation and the time the charter petition is submitted, the Board may recruit additional members.

3.2 Appointment and Term of Office. The initial Board of Directors shall serve staggered, initial terms and be divided into thirds. The first third of directors’ terms shall end on the date of the annual meeting held in the 2015 calendar year. , The second third of directors’ terms shall end on the date of the annual meeting held in the 2016 calendar year. The third third of directors’ terms shall end on the date of the annual meeting held in the 2017 calendar year.

Thereafter, the Board's nominating committee, known as the Committee on Directors, shall present a slate of potential Directors and officers for election by the Board of Directors. This slate shall be presented at the annual meeting of the Board. Directors shall be elected for a term of three (3) years, unless the Director is sooner removed by or as a result of the earliest to occur of: (1) operation of law; (2) an order or decree of any court of competent jurisdiction; (3) voluntary resignation, or (4) removal by a two-thirds majority of the Board of Directors, as further described in Section 3.5. A Director may serve up to two (2) consecutive terms. An individual who has served up to two (2) consecutive terms as Director will not be eligible for another term until one (1) year has passed following the last day of the individual's preceding term as Director.

3.3 Vacancy. Any vacancy occurring in the Board of Directors and any position to be filled by reason of an increase in the number of Directors may be filled, upon recommendation of a qualified candidate by the Governance Committee, by two-thirds (2/3) vote of the seated Directors. A Director elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office.

3.4 Powers. The property, affairs, and business of the Corporation shall be managed by the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by statute, the Articles of Incorporation, or these bylaws.

3.5 Resignation or Removal. Any individual Director may resign at any time by delivering written notice to the Chair or Vice Chair of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the officers, and the acceptance of the resignation shall not be necessary to make it effective; provided, however, that a Director who resigns may postpone the effectiveness of his resignation to a future date or to the occurrence of a future event specified in a written tender of resignation. A vacancy shall be deemed to exist at the time of such tender; and the Board of Directors may then or thereafter elect or appoint a successor to take office when the resignation, by its terms, becomes effective. Any Director may be removed for cause by a two-thirds majority vote of the remaining Directors then in office and present at any regular or special meeting of the Board. Among other things, an unexcused absence from two (2) consecutive regular meetings or missing more than three (3) regular meetings in any calendar year shall constitute cause for removal of a Director. Notwithstanding the previous sentence, the Chair is authorized to excuse any Director's absence from a regular or special meeting of the Board, provided that said Director provides notice of his/her absence to the Chair at least twenty-four (24) hours in advance of the meeting. In the event the Chair excuses a Director's absence, that absence shall not count as an unexcused absence for purposes of determining cause for removal of that Director as provided by this paragraph.

3.6 Conflicts of Interest.

3.6.1 Conflicts of Interest Policy. Each Board Member will sign a conflict of interest policy at the beginning of each school year affirming his or her unconflicted loyalty to the interest of Corporation.

3.6.2 Inquiry into Self-Dealing Transactions - In its consideration of any action, the Board and its committees shall first conduct appropriate inquiry to determine whether such action involves a Self-Dealing Transaction. "Self Dealing Transaction" means any

transaction having the School as one party and one or more of the following among the other proposed parties to the transaction:

- (1) Directors, Officers, or employees of the Corporation or school management company, or blood or marital relations of any of them;
- (2) An entity in which a Director, Officer or employee of the Corporation or school management company, or blood or marital relation of any of them, holds a significant ownership or investment interest;
- (3) An entity which employs or otherwise compensates a Director, Officer or employee of the Corporation or school management company, or employs or compensates a blood or marital relation; and/or
- (4) Any entity which has, as a member of its board of directors or trustees, a Director, Officer or employee of the Corporation or school management company, or a blood or marital relation of any of them.

3.6.3 Approval of Self-Dealing Transactions - A Self-Dealing Transaction, as defined above, shall be voidable at the sole election of the Corporation unless the following provisions are satisfied:

- (1) The Board shall hold one or more meeting(s) to discuss and vote on the transaction or arrangement resulting in the conflict of interest. An Interested Person may make a presentation to the Board, but after such presentation, shall leave the meeting(s) during the discussion of, and the vote on the conflict of interest transaction.
- (2) The Chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- (3) After exercising due diligence to determine whether the Corporation can arrange an alternative transaction more favorable to the school with reasonable efforts, the Board of Directors concludes that it is in the Corporation's best interests and is fair and reasonable to authorize the Self-Dealing Transaction
- (4) The Board of Directors authorizes, approves, or ratifies the transaction by the affirmative vote of a majority of the disinterested Directors, and with disclosure or knowledge of the material facts concerning the Self-Dealing Transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors (or a committee thereof) that authorizes, approves, or ratifies such contract or transaction.

Notwithstanding the above, no loan shall be made by the Corporation to any of its Directors or officers, as provided further in Section 7.4 of these Bylaws.

3.7 Compensation of Directors. Whether or not employed by the Corporation for other purposes, Directors and members of any committee of the Board of Directors shall serve in that capacity without compensation, but may be entitled to reimbursement for any reasonable expenses incurred in attending meetings. Any Director barred from receiving compensation under these provisions shall not be barred from serving the Corporation in any other capacity and receiving reasonable compensation for such other services.

3.8 Board Training. The members of the Board of Directors will participate in annual training on their proper function as a charter school governing board, which shall be conducted by a qualified educational attorney or consultant.

Section 4

MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS

4.1 Timing and Notice. The Board of Directors shall meet at least annually. Regular meetings of the board may be held without notice at such locations, dates and times as shall be determined by the Board of Directors; provided, however, that all meetings shall be held in compliance with the Georgia Open Meetings Act. Special meetings of the board may be held upon actual notice to each Director or notice that is mailed or transmitted by facsimile or email, to each Director, at least two (2) days prior to the meeting. Notice of special meetings shall include the date, time, and place of the meeting. The order of business at all meetings shall be set by the Board Chair.

4.2 Annual Meeting. The annual meeting shall be held every April or May (the date, time, and place to be fixed by the Board of Directors and notice given to all members, at least three (3) weeks in advance), for the purpose of electing officers, deciding upon a slate of members to present to the charter school parents/legal guardians for election, and for the transaction of such other business as may come before the meeting.

4.3 Waiver of Notice. Whenever any notice of the meetings of the board is required to be given under law, the Articles of Incorporation, or these bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at a meeting by a person entitled to notice shall constitute a waiver of proper notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

4.4 Quorum and Voting. A majority of the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business. Any less number may: (1) set a time to adjourn, (2) adjourn, (3) recess, or (4) take measures to obtain a quorum. Each Director shall have one vote on each matter coming before the Board of Directors. The act of a majority of the Directors present and voting at a duly constituted meeting of the Board of Directors shall be the act of the Board, except in the following circumstances, which shall require a two-thirds (2/3) or greater majority: (1) the selection of the school principal; (2) the approval of the school budget; (3) the selection and financing of the school facility; and (4) the removal of a Director.

4.5 Participation by Alternative Means of Communication. Directors and members of any committee of the Board of Directors may participate in a meeting of the board or such committee by means of conference telephone or other communications mechanism whereby all persons participating in the meeting can contemporaneously and collegially communicate with each other. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of conference telephone, email, or similar communications equipment, the minutes recording any action taken at such meeting shall also note who participated in person, and who participated by alternative communications.

4.6 Committees. A Board resolution shall appoint committees or task forces of the Board, except for the Standing Committees expressly provided for herein. Committees may be composed of Directors or community members, or both, unless otherwise provided in these Bylaws. The Board may prescribe the need and/or the composition of such committees.

4.7 Standing Committees: There shall have four standing committees: the Executive Committee, Development Committee, Finance Committee and Governance Committee. Each Standing Committee will have a charter that defines its respective roles and responsibilities. The Board may elect to name other Standing Committees as it deems appropriate.

4.7.1 Executive Committee - The Board may delegate to the Executive Committee the full powers of the Board to act upon all matters pertaining to the welfare and management of the Corporation between regular meetings of the Board. The Executive Committee shall conduct the annual review of the Principal's performance in the prior fiscal year and recommend performance goals and compensation for the upcoming fiscal year, subject to final Board approval. The Executive Committee shall be chaired by the Chair and shall include as members the Officers of the Board and any additional Directors nominated by the Chair and approved by the Board. Only Directors may serve on this committee. The Executive Committee shall report to the next regular meeting of the Board any action taken by it during the interim between any regular meetings.

4.7.2 Development Committee - The Development Committee is responsible for preparing and approving an annual fundraising plan, coordinating Directors' participation in all fundraising programs, assisting with development initiatives, and facilitating the continued cultivation of friends and patrons of the Corporation. The Development Committee is also charged with ensuring that accurate and secure giving records are maintained by the Corporation.

4.7.3 Finance Committee - The Finance Committee is responsible for seeking to maintain the financial viability of the Corporation. The Finance Committee shall approve the annual operating budget and present it to the Board for review and approval. The Finance Committee shall monitor the financial operations and report on the Corporation's financial status at each regular meeting of the Board. The Finance Committee shall review and approve the organization's fiscal policies and procedures and shall present recommend changes to the Board as appropriate. The Finance Committee shall recommend the selection of the independent auditing firm and oversee the auditing process and recommend approval of the annual audit to the Board. The Finance Committee also will oversee the major business operating

risks of the Corporation, along with any pending litigation, to ensure that all such risks are being identified and managed appropriately. The Finance Committee shall be chaired by the Treasurer of the Board.

4.7.4 Committee on Directors - The Committee on Directors is responsible for overseeing matters pertaining to the Corporation's Board, including membership and evaluation. The Committee on Directors will nominate the Chair, Vice Chair, Secretary and Treasurer for election after consultation with the Chair. The Committee on Directors shall establish criteria for the selection of new Directors, evaluate such candidates, and make recommendations to the Board for new Directors for Board approval at the annual meeting. The Committee on Directors shall perform such other tasks related to the membership and performance of the Board as set forth more specifically in its charter.

4.7.5 Academics Committee – The Academic Committee is responsible for curriculum and other academic matters at the school. The Academic Committee shall review and recommend revisions to the curriculum as necessary and recommend educational strategies, establish criteria for evaluation of faculty and student performance, and establish and implement provisions for the regular assessment of the academic performance of the students population in accordance with the provisions of the charter.

4.8 Advisory Council. The Board of Directors, a committee of the Board, or the chair may select and appoint individuals to serve on the school's Advisory Council. Such individuals are not required to be Directors. The Advisory Council shall have no delegated or governance authority, but shall serve in a strictly advisory capacity to the Board of Directors and its committees. Any members of the advisory group may be removed by the Board or by the appointing authority whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 5

OFFICERS

5.1 Number and Positions. The officers of the Corporation shall be the Chair, Vice-Chair, Secretary, and Treasurer. The officers of the Corporation shall be elected by the Board of Directors, and shall report directly to the Board of Directors. The Board may also elect one or more assistant secretaries, and assistant treasurers. The Board may elect such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. The selection of an officer shall not of itself create any contract rights in favor of the officer. Any two or more offices may be held by the same person, except the Chair may not also hold another office.

5.2 Term of Office and Qualifications. The officers of the Corporation shall serve at the pleasure of the Board of Directors. Officers shall be nominated by the Committee on Directors and elected by the Board of Directors at its annual meeting, and shall hold office for three-year terms or until their successors are chosen and qualify, or until death, resignation, or removal. In

the case of absence or disability of an officer of the Corporation, or in any other case that the Board of Directors may deem sufficient reason therefor, the Board may delegate for the time being any or all of the powers or duties of any officer to any other officer, Director, or any other person.

5.3 Resignation or Removal. Any officer may resign at any time by delivering written notice to the Board of Directors of the Corporation. Unless the written notice specifies a later effective date, the resignation shall be effective when the notice is accepted by the Board of Directors. Any officer may be removed by the Board, whenever in its judgment the best interests of the Corporation would be served thereby, by a two-thirds majority vote of the remaining Directors then in office and present at any regular or special meeting of the Board. Any such removal will be without prejudice to the contract rights, if any, of the officer so removed.

5.4 Vacancy. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. In the event of such a vacancy, the vacancy may be filled temporarily by appointment by the chair until such time as the Board of Directors shall determine.

5.5 Chair. The Chair shall preside at meetings of the Board of Directors; shall make reports to the Board; shall have the general powers and duties of management usually vested in the office of the chief executive and chair of a corporation; and shall have such other rights, duties, and powers as are authorized by the Board of Directors.

5.6 Vice-Chair. The Vice-Chair shall, in the absence of the chair, perform the duties and exercise the powers of the Chair, or such of them as may be so delegated, and shall have such other rights, duties, and powers as are authorized by the Board of Directors from time to time.

5.7 Secretary. The Secretary, or an assistant secretary, shall attend all meetings of the Board of Directors and shall record the minutes of all proceedings, including all votes, in a book or database to be kept for that purpose, and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, such notice as is required of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by law, the Articles of Incorporation, these bylaws, or the Board of Directors.

5.8 Assistant Secretaries. If the Board of Directors elects to fill the position, the assistant secretary (or any of the assistant secretaries in order of their seniority) shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary, and shall perform such other duties as the Board of Directors shall prescribe.

5.9 Treasurer. Except as the Board may otherwise determine, the Treasurer shall ensure or cause to be ensured that a true and accurate accounting of the financial transactions of the Corporation is made and that such accounting is presented to and made available to the Board. These records will include cash, outstanding advances, investments, accounts receivable and other assets, accounts payable, and fund balances (net assets). The Treasurer shall also meet regularly with the appropriate designee to ensure oversight and budget compliance and perform such other duties as may be prescribed by the Board. The Board shall utilize its best efforts to ensure that the Treasurer is a Georgia certified public accountant. With the support of the Board's Finance Committee and NCA's Business Manager, the Treasurer shall be required to make routine reports to the Board related to the financial condition of the Corporation.

5.10 Assistant Treasurers. If the Board of Directors elects to fill the position, the assistant treasurer (or any of the assistant treasurers in the order of their seniority) shall in the absence or disability of the Treasurer, perform the duties and exercise the powers of the treasurer, and perform such other duties as the Board shall prescribe.

5.11 School Principal. The school principal shall manage daily operations of the school; shall hire and supervise instructional and support staff; shall ensure that the charter contract goals are met; shall report at least quarterly to the Board of Directors on charter compliance and progress toward meeting goals; shall serve as an ex-officio, non-voting member of the Board and assist the Board chair with scheduling and setting agendas for Board of Directors meetings; shall facilitate and implement policies duly adopted by the Board of Directors; shall act as liaison between the school, the charter sponsor and the state department of education; and shall perform such other duties as the Board of Directors shall prescribe.

Section 6

BOOKS AND RECORDS

6.1 Records. The Corporation shall keep correct and complete books and records and records of its accounts and transactions, and minutes of the proceedings of its Board of Directors and any executive or other committee when exercising any of the powers of the Board of Directors.

6.2 Form. The books and records of the Corporation shall be in written form, electronic form, or in any other form which can be converted within a reasonable time into written form for visual inspection.

Section 7

FISCAL MATTERS

7.1 Deposits. The Treasurer shall select banks, trust companies, or other depositories in which the funds of the Corporation not otherwise employed shall, from time to time, be deposited to the credit of the Corporation. The Treasurer shall report said selections to the chair and the Board of Directors.

7.2 Checks. All checks or demands for money and notes of the Corporation shall be signed by the Treasurer or other such person or persons as the Board of Directors may from time to time designate.

7.3 Fiscal Years. The Board of Directors shall have the power to fix, and from time to time to change, the fiscal year of the Corporation. Unless otherwise fixed by the Board, the fiscal year shall commence on July 1 and shall terminate on the following June 30.

7.4 Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to any of its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan, including reasonable interest until it is repaid.

7.5 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. 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 pecuniarily for any purpose or in any amount.

7.6 Partnerships and Joint Ventures. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation to enter into any partnerships or joint ventures that the Board determines will advance the purposes and goals of the Corporation as described in the Articles of Incorporation or standing policies of the Board.

7.7 Gifts and Contributions. The Board of Directors or, by delegation, any officer, may accept on behalf of the Corporation any contribution, gift, or bequest for the general purpose or for any special purpose of the Corporation.

7.8 Endowments. Any endowments for the general purposes or for any special purpose of the Corporation shall be approved by the Board of Directors.

Section 8

INDEMNIFICATION

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he is or was a Director, shall be indemnified by the Corporation, and the Corporation may advance his related expenses, to the fullest extent permitted by law.

The Corporation may purchase and maintain insurance to indemnify: (a) itself for any obligation which it incurs as a result of the indemnification of its Directors and officers in the manner provided by law; and (b) its Directors and officers to the extent permitted under law.

Section 9

AMENDMENTS

The Articles of Incorporation and these bylaws may be amended by the affirmative vote of a two-thirds majority of the Directors then in office at any meeting of the Board of Directors, provided that the Directors shall be provided with at least two (2) days prior notice that an amendment will be brought to a vote, which notice shall include a draft of the proposed amendment, and that no such amendment shall authorize the Board of Directors or the officers of the Corporation to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Code.