



**NON-PROFIT BYLAWS
EXC LEARNING CENTER
FOUNDATION, INC.**

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Georgia and the Articles of Incorporation of EXC Learning Center Foundation, Inc. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Georgia, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be these Bylaws which shall be controlling.

ARTICLE I – NAME AND PURPOSE

The name of the Corporation is EXC Learning Center Foundation, Inc.

Section 2. Purpose

This Corporation is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code. The Corporation's purpose is to operate and support educational programs and services for children and families, including K–5 education and services for children with special needs.

ARTICLE II – OFFICES

The principal office shall be located in Georgia or any other place the Board determines.

ARTICLE III – MEMBERS

The Corporation shall have no voting members.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Powers and Duties

The Board of Directors manages all affairs of the Corporation.

Section 2. Number and Composition

The Board shall have at least three (3) Directors.

Section 3. Term

Directors serve three (3) year terms and may be re-elected.

Section 4. Meetings

The Board shall meet at least **quarterly (4 times per year)**. Notice shall be given at least seven (7) days before meetings.



Section 5. Quorum and Voting

A majority of current Directors constitutes a quorum. Action requires a majority vote of those present. In the event of a tie vote, the President shall cast the deciding vote.

Section 6. Removal and Vacancies

Directors may be removed by a two-thirds (2/3) vote of the Board. Vacancies may be filled by a majority vote of the remaining Directors.

ARTICLE V – OFFICERS

Section 1. Officers

The officers are:

President: Martha Medina

Vice President: Donte Warren

Treasurer: Tamara Johnson

Secretary: Justyna Lopez

Class Representative: Two (2) Class Representatives shall be selected from the current parent body. These individuals may be elected by parents or appointed by the Board, as determined by the organization.

Section 2. Election and Term

Officers are elected by the Board for one (1) year terms and may be re-elected.

Section 3. Duties

President: Leads the Board, presides over meetings, supervises the affairs of the Corporation, and serves as the primary liaison with the Executive Director.

Secretary: Maintains records of meetings, including minutes, and supports communication between the Board and school community as needed.

Treasurer: Oversees financial affairs and reports financial status to the Board.

Class Representative Duties: Class Representatives serve as a liaison between parents and the Board. Their responsibilities include:

- Sharing parent feedback, concerns, and suggestions with the Board
- Communicating important updates from the Board to families
- Supporting school initiatives, events, and community engagement efforts
- Encouraging positive relationships between families and the school



Class Representatives do not have authority over school operations but serve in an advisory and supportive role. Class Representatives are non-voting, and their role is advisory in nature unless otherwise determined by the Board.

Section 4. Removal of Officers

Any officer may be removed by a two-thirds (2/3) vote of the Board whenever, in its judgment, the best interests of the Corporation would be served. In the event of a tie or dispute, the President shall have the authority to make the final determination.

ARTICLE VI – CONFLICT OF INTEREST

Section 1. Purpose

Directors and Officers must act in the Corporation’s best interests and avoid conflicts of interest.

Section 2. Disclosure

Any potential conflict shall be disclosed to the Board.

Section 3. Voting

A Director with a conflict shall abstain from voting on related matters.

Section 4. Records

The minutes shall record disclosures and abstentions.

ARTICLE VII – COMPENSATION

No Director shall receive compensation for serving as Director. Reasonable reimbursement of expenses and payment for professional services are permitted.

ARTICLE VIII – INDEMNIFICATION

The Corporation shall indemnify its Directors and Officers to the fullest extent permitted by Georgia law.

ARTICLE IX – DISSOLUTION

Upon dissolution, assets shall be distributed exclusively for charitable or educational purposes consistent with Section 501(c)(3) of the Internal Revenue Code or to a government entity for a public purpose.

ARTICLE X – AMENDMENTS

These Bylaws may be amended by a majority vote of the Board with at least seven (7) days notice.



ARTICLE XI – EXECUTIVE DIRECTOR

Section 1. Appointment

The Board hereby establishes the position of Executive Director, who shall serve as the chief staff officer of the Corporation.

Section 2. Duties

The Executive Director shall:

- Be responsible for the day-to-day management and operation of the Corporation's educational programs.
- Develop and implement policies, programs, and budgets approved by the Board.
- Hire and supervise staff.
- Manage enrollment, programming, and compliance.
- Serve as the primary representative of the Corporation to the community.
- Report regularly to the Board on the status of programs and operations.

Section 3. Term

The Executive Director shall serve at the pleasure of the Board and may be removed by a two-thirds (2/3) vote of the Board.

Section 4. Current Appointment

The current Executive Director of the Corporation is **Martha Medina**, who shall serve in this role in accordance with the duties and responsibilities outlined herein.

ARTICLE XII – NONDISCRIMINATION POLICY

The Corporation admits students of any race, color, national and ethnic origin to all rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

CERTIFICATION

These Bylaws were adopted by the Board of Directors of EXC Learning Center Foundation, Inc. on September 15, 2025

President Martha Medina

Treasurer Tamara Johnson

Secretary Justyna Lopez



INITIAL BOARD RESOLUTION

Resolution of the Board of Directors of EXC Learning Center Foundation, Inc.

Whereas, the Board of Directors recognizes Martha Medina as the Founder of the Corporation and desires to formally appoint her to leadership roles;

Resolved, that Martha Medina is hereby elected as President of the Board of Directors;

Resolved further, that Martha Medina is appointed as the Founding Executive Director of the Corporation and shall be responsible for the day-to-day management and operation of the Corporation's programs and activities, subject to oversight by the Board of Directors;

Resolved further, that this appointment shall remain in effect unless and until the Board of Directors acts by a two-thirds (2/3) vote to appoint a successor, in accordance with the Corporation's bylaws.

Adopted this 15th day of September 2025.

President

Martha Medina

Treasurer

Tamara Johnson

Secretary

Justyna Lopez