

By-laws of

ATMORE PRIVATE SCHOOL FOUNDATION  
A Non-profit Corporation

ARTICLE I – OFFICES

The principle office of the corporation shall be located in Escambia County, Alabama, but the corporation may have such other offices in the state of Alabama as the Board of Directors may determine, or as the affairs of the corporation may require from time to time.

ARTICLE II – MEMBERS

Section 1. Classes of Members. The corporation shall have only one class of members.

Section 2. Election of Members.

- (a) Members shall be elected by the Board of Directors. An affirmative vote of two-thirds of the Directors present and voting shall be required for election. Each person elected to membership in the corporation shall have his name and address entered on the records of the corporation.
- (b) All applicants for membership shall file a written application with the Registrar in such form as the Board of Directors shall from time to time determine. An application for membership shall be deemed to have been received when it is completed, signed by the responsible party or parties and submitted to the Registrar along with the payment of all applicable fees.
- (c) All applications for membership shall be presented promptly for consideration and investigation to the Board of Directors or to the Admissions Committee, if an Admissions Committee has been appointed by the Board of Directors.
- (d) At the next meeting of the Board of Directors following the receipt of a completed application by the Registrar, the Board of Directors shall pass upon each application and either accept or reject it. After an applicant has been rejected, said applicant may not make another application for membership for a period of one year from the date of rejection.

Section 3. Voting Rights. Each member family shall be entitled to one vote on each matter submitted to a vote of the members. A “member family” is defined as s the parent(s) or guardian(s) of students enrolled at Escambia Academy (“EA”) who have signed the application for membership accepting financial responsibility for all tuition, fees, assessments and other charges incurred as a result of such attendance at EA.

Section 4. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all members of the Board present at any duly called meeting of the Board, may suspend or expel a member for cause, after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or terminate the membership of any member who shall be in default in the payment of any fees, tuition, assessments or other obligations fixed in Article X of these By-laws. An

event of default shall occur when such obligations shall remain unpaid for a period of sixty days from the date due.

Section 5. Resignation. Any member may resign by filing a written resignation with the Registrar, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessment or other charges theretofore accrued and unpaid.

Section 6. Reinstatement. Upon Written request signed by a former member and filed with the Registrar, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership, upon such terms as the Board of Directors may deem appropriate.

Section 7. Transfer of Membership. Membership in this corporation is not transferable or assignable.

### ARTICLE III -- MEETING OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members shall normally be held not sooner than sixty days before the end of the school year and not later than the end of the school year for the purpose of selecting Directors, and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held within the timeframe designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members, as soon thereafter as is practicable.

Section 2. Special Meetings. Special meetings of the members may be called by the Chairman, the Board of Directors, or by petition signed by not less than one-tenth of the members of the corporation or twenty-five members of the corporation, whichever is greater.

Section 3. Place of Meetings. The Board of Directors may designate any place within Escambia County, Alabama, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the state of Alabama, but if all of the members shall meet at any time and place, and unanimously consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

Section 4. Notice of Meetings. Notice, stating the place, day and time of any meeting, and the general purpose of the meeting, shall be given not less than ten or more than thirty days before the date of such meeting, by the Chairman or the officers or members calling such meeting. If such notice is mailed, the notice is deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5. Quorum. Those members present shall constitute a quorum at a meeting of the membership. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting, from time to time, without further notice.

Section 6. Voting by Mail. Where Directors or Officers are to be elected by members, such election may be conducted by mail, in such manner as the Board of Directors shall determine.

Section 7. Voting by Proxy. There shall be no voting by proxies and all votes must be cast in person except as permitted in Section 6 of this article.

#### ARTICLE IV – BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. The number of Directors shall not exceed 25, each of whom shall be members of the corporation. The term of each Director elected shall be for a period of three years, and he shall hold office until his successor shall have been elected and qualified.

Section 2. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this By-law, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board, without notice other than such resolution.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or any five Directors. The person or persons authorized to call special meetings of the Board may fix the time and place for holding any special meeting of the Board called by them.

Section 4. Place of Meetings. Except by unanimous written consent, all regular and special meetings of the Board of Directors shall be held within Escambia County, Alabama.

Section 5. Notice. Notice of regular meetings is not required in accordance with Section 2 herein. Notice of any special meetings of the Board of Directors shall be given at least twenty-four hours prior to the time of such special meeting by written notice delivered personally or at least seven days prior to the date of such special meeting if sent by mail to each Director, at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, in a sealed envelope so addressed with first class postage prepaid thereon. Notice may also be given by telephone to each Director, and if notice is given by telephone, notice is deemed to have been delivered when a representative of the Board of Directors shall contact such Director. Notice may also be given via electronic mail. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the

express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-laws.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board but if less than a majority of Directors are present at said meeting, a majority of Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these By-laws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the remaining portion of the term of his predecessor in office.

Section 9. Compensation. Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board.

## ARTICLE V – OFFICERS

Section 1. Officers. The officers of the corporation shall be a Chairman, one or more Vice-Chairmen, a Secretary and such other officers as may be elected in accordance with the provision of this Article. The Board of Directors may elect or appoint such other officers as it shall deem desirable, with such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person except the office of Chairman and Vice-Chairman.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is practicable. New offices may be created and filled or abolished and vacated at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any of the officer so removed.

Section 4. Vacancies. Any vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled for the remaining portion of the term by a majority vote of the Board of Directors.

Section 5. Chairman. The Chairman shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The Chairman shall preside at all meetings of the general membership and of the Board of Directors and may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors from time to time.

Section 6. Vice-Chairman. In the absence of the Chairman, or in the event of his inability or refusal to act, the Vice-Chairman(s) (in the order of their election) shall perform the duties of the Chairman, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the Chairman. Any Vice-Chairman shall perform such other duties as from time to time may be assigned to him by the Chairman or by the Board of Directors.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the general membership and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; be custodian of the corporate records and of the seal of the corporation, and see that the seal of the corporation is affixed to all documents, the execution of which, on behalf of the corporation under its seal, is duly authorized in accordance with the provisions of these By-laws; keep a register of the post office address of each member, which shall be furnished to the Secretary by each member, and in general, perform all duties as from time to time may be assigned to him by the Chairman or by the Board of Directors.

## ARTICLE VI – COMMITTEES

Section 1. Standing Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may establish one or more committees, which, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors, but the designation of such committees and the delegation thereto of its authority shall not operate to relieve the Board of Directors, or any individual Director, or any responsibility imposed upon it or him by law. Members of all committees shall be named by the Chairman to serve at the pleasure of the Chairman.

The following committees shall be known as “Standing Committees” composed of Directors and/or members, as herein provided, who shall be appointed annually:

- (a) EXECUTIVE COMMITTEE, to be composed of not more than nine Directors, including officers, whose duties are as follows: to meet on call of

- the Chairman, and for the specific purpose called, which may be the performance of any or all acts authorized by the Charter and By-laws.
- (b) FINANCE COMMITTEE to be composed of not more than five Directors, plus an unlimited number of other members of the corporation, whose duties shall include exercising oversight over the financial condition of the corporation, and making recommendations to the Board of Directors on financial matters.
  - (c) ADMISSIONS COMMITTEE to be composed of not more than five Directors, plus an unlimited number of other members of the corporation, whose duties shall be to pass on the qualifications of all applicants for membership in the corporation, and make recommendations to the entire Board of Directors thereon.
  - (d) BUILDING AND GROUNDS COMMITTEE to be composed of not more than seven Directors plus an unlimited number of other members of the corporation, whose duties shall be to provide for the routine maintenance of the physical plant and property of the corporation and make recommendations to the Board of Directors on major repairs, renovations to and construction of facilities as needed.
  - (e) EDUCATION COMMITTEE, to be composed of not more than seven Directors plus an unlimited number of members of the corporation, whose duties shall be to continually review and evaluate, in collaboration with the Headmaster, the curriculum, educational programs, equipment, faculty, and staff of EA and make recommendations to the Board of Directors on changes to these areas which will result in the highest possible level of academic achievement for the school.
  - (f) ATHLETIC COMMITTEE to be composed of not more than seven Directors plus an unlimited number of other members of the corporation, whose duties shall be to continually review and evaluate the athletic programs of EA in collaboration with the Athletic Director and the Athletic Club, in order to insure that these programs enhance the overall school experience and contribute to the positive development of the students at EA. The committee shall make recommendations to the Board of Directors on ways the athletic programs may be improved in order to achieve the highest level of athletic performance and participation consistent with the overall goals of the school.
  - (g) ADMINISTRATION COMMITTEE to be composed of not more than seven Directors and an unlimited number of other members, whose duties shall be to continually review and evaluate the administrative functions of EA, exercise oversight of all fund raising activities by any group on behalf of EA, and make recommendations to the Board of Directors on improvements which will contribute to the efficient and effective administration of the school's business. The specific responsibility of the committee shall be as assigned by the Chairman or the Board of Directors.
  - (h) PUBLICITY COMMITTEE to be composed of not more than seven Directors and an unlimited number of other members, whose duties shall be to continually seek ways to promote the school through effective communications with various media, including newspaper, radio, etc.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be established by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation and the Chairman of the corporation shall appoint the members thereof. Any member thereof may be removed by the Chairman whenever, in his or her judgment, the best interests of the corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation, or until his successor is appointed, unless the committee shall be sooner terminated or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman thereof by the Chairman of the Board of Directors.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present, shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government, not inconsistent with these By-laws, or with rules adopted by the Board of Directors.

## ARTICLE VII – CONTRACTS, CHECKS, DEPOSITS & FUNDS

Section 1. Contracts. The Board of Directors may authorize any officers of the corporation to execute on behalf of the corporation such contracts as may be considered by the Board of Directors to be in the best interests of the corporation.

Section 2. Checks. All checks and orders for the payment of money drawn against the assets of the corporation shall be signed by the Bookkeeper for payment of the obligations of the corporation. Any such checks and orders in excess of one thousand five hundred dollars (\$1,500.00) shall be approved by the Chairman of the Finance Committee, the Chairman or one of the Vice Chairmen or by such other person who shall from time to time be designated by the Board of Directors.

Section 3. Deposits and Funds. Deposits and funds of the corporation shall be under the general supervision of the Chairman of the Finance Committee or a Director designated

by the Board of Directors. Such deposits and funds shall be maintained in such bank or banks as may from time to time be designated by the Board of Directors.

#### ARTICLE VIII – BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of accounts, and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board of Directors; and shall keep, at the registered or principle office, a record giving the names and address, of the members entitled to vote. All books and records of the corporation may be inspected at the office of the corporation by any member, or his agent or attorney, for any proper purpose, at any reasonable time.

#### ARTICLE IX – FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

#### ARTICLE X – DUES

Section 1. Annual Dues and Fees. The Board of Directors may determine from time to time the amount of registration fees, tuition, assessments and other fees, if any, payable to the corporation by the members.

Section 2. Payment of Dues and Fees. Dues, registration fees, tuition, assessments and other fees charged to members shall be payable at such time and under such conditions as may be prescribed from time to time by the Board of Directors.

Section 3. Default and Termination of Membership. When any member of the corporation shall be in default in the payment of any fees for a period of sixty days from the date on which such fees became payable, his membership may thereupon be terminated by the Board of Directors, in the manner provided in Article II of these By-laws.

#### ARTICLE XI – SEAL

The Board of Directors may provide a corporate seal, which shall in the form of a circle, and shall have inscribed thereon, the name of the corporation and the words “Corporate Seal”.

#### ARTICLE XII – WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the laws of Alabama, or under the provisions of the Articles of Incorporation, or the By-laws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII – AMENDMENTS TO BY-LAWS

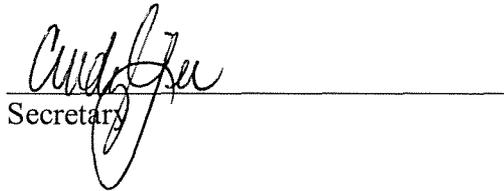
The By-laws may be altered, amended, or repealed, and new By-laws may be adopted by a majority of the Directors present at any regular meeting of the Board of Directors without prior notice, or at any special meeting of the Board Directors, if at least seven days written notice is given to all Directors of the intention to alter, amend or repeal the By-laws, or to adopt new By-laws at such special meeting.

IN WITNESS WHEREOF, the Board of Directors has unanimously ratified and adopted the foregoing as the By-laws of this corporation, this the 28th day of July, 2015.

  
Chairman

Seal

Attent:

  
Secretary