

**AMENDED AND RESTATED BYLAWS OF THE YOUTH CHALLENGE ACADEMY
FOUNDATION, INC.**

ADOPTED August 18, 2020

THESE AMENDED AND RESTATED BYLAWS, having been adopted on AUGUST 18, 2020 (“Bylaws”), are the Bylaws of the Youth Challenge Academy Foundation, Inc. (“Corporation”), a Georgia non-profit corporation created by Articles of Incorporation filed with the Secretary of State of Georgia on May 27, 1997 (“Articles of Incorporation” or “Articles”).

“Guidelines” mean written guidelines adopted by the Board, which governs and provides standards by which the Board operates and carries out responsibilities.

WITNESSETH:

NOW, THEREFORE, in consideration of mutual covenants and premises herein, the Corporation adopts these Amended Bylaws of the Youth Challenge Academy Foundation, Inc.

ARTICLE 1: Principal Office

Section 1.1. Registered Office. The registered office is at 875 Old Roswell Road, Suite D-500, Roswell, GA 30076, or such other office as the Corporate Board shall select.

All bank statements, bank notifications, and tax returns shall carry the address of the Registered Office until and unless the Board directs otherwise.

Section 1.2. Other Offices. The Corporation may have offices at such other places in Georgia as the Corporate Board may determine.

ARTICLE 2: Purpose

Section 2.1. Purpose. This Corporation is organized and operated to: **Assist the State of Georgia’s youth who drop out of secondary school and are engaged in the Georgia National Guard Youth Challenge Program to improve life skills, education levels and employment potential through military based training, including supervised work experience in community service and conservation projects**; Educate the public, the media and Congress, and others at the state and national level on the positive impact the Georgia National Guard Youth Challenge Program is having on the lives of “at-risk” youth; **Provide scholarships and higher education assistance for the Georgia National Guard Youth Challenge Program graduates**; Provide financial assistance to the Youth Challenge Program cadets on an emergency relief basis; Encourage local officials, civic groups and individuals to volunteer to serve as mentors for Youth Challenge Program cadets and graduates; Acquaint industry officials with the employment potential of the Youth Challenge Program graduates; And encourage industry to provide them internships, training and entry level jobs supported by mentors.

Section 2.2. Non-Profit. No income or assets shall inure to the benefit of any private individual.

Section 2.3. No Stock. The corporation shall have no capital stock, its object and purpose being solely of a benevolent character, not for individual pecuniary gain/profit.

Section 2.4 Memberships. The corporation is not a “membership” corporation.

ARTICLE 3: Directors

Section 3.1. Corporate Board. The following shall be considered in selecting Directors: Business or professional background, including a knowledge of finance and/or personnel matters; Commitment to spending the time necessary to be a properly oriented, educated, and participating Director; Recognition of both sexes and significant racial or ethnic population; and **Commitment to the principles of these Bylaws and a desire to have the Corporation succeed and improve.** Should a vacancy on the Board occur, it shall be filled as soon as reasonably possible.

Section 3.1.1. Corporate Directors. The **Board shall have up to 20 Directors:**

Individuals are approved by the Board to serve for a **2-year term**. They shall be 21 or older and residents of Georgia. Each has equal standing and voting rights.

Chair of the Board, Vice Chair and all other officers of the Corporation shall be elected by a majority of a quorum of the Board of Directors. **All Board actions require a majority vote of said quorum**, unless specifically stated otherwise hereinabove or hereinafter.

Section 3.1.2. Vacancies. When there is a vacancy in one of the Board seats, the Board shall fill same, unless it desires to decrease the number of voting Directors.

Section 3.1.3. Powers. The Corporation shall be governed and managed by its Board, which may exercise all powers of the Corporation and do all lawful acts and things not prohibited by law, the Articles or these Bylaws, directed or required to be done by said Board.

Section 3.1.4. Compensation; Term Limits. The Board shall receive no compensation. Term limits for Officers and Directors shall be for **2 year terms with a maximum number of 3 terms**. The maximum **number of terms may be waived by Board approval** on a case by case basis.

Section 3.1.5. Indemnification. As an inducement to the officers and directors of the Corporation to act on the Corporation's behalf, the **Corporation shall indemnify and hold harmless each officer or director acting per these Bylaws and the Guidelines**, including without limitation all actions taken in connection with the promulgation and enforcement of Board policies and procedures, as set forth in the following paragraph.

Within the parameters of OCGA 51-1-20 and 14-3-850 *et seq.*, the Corporation shall indemnify any Director or Officer of the Corporation made a party to any action or proceeding, against the expenses (including attorney's fees), judgment, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding. This indemnification shall be contingent on a written request to the Board seeking such indemnification, and upon the Board's determination in the manner provided by Georgia law that indemnification would be proper under the circumstances, because the person seeking indemnification has met applicable standards of conduct of Georgia law.

To the extent it is determined such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent permitted by Georgia law. The indemnification shall not exclude any other rights, as to action in an official capacity or as to action in another capacity while holding office, and shall continue for former Directors and officers, and shall inure to the benefit of the heirs, executors and administrators of such person. The Corporation may maintain insurance on behalf of current and former Directors, Officers, senior administrative staff, and volunteers, insuring them against any liability due to such capacity, whether or not the Corporation would have the power to indemnify them against such liability under Georgia law.

Section 3.1.6 Director Meetings and Trustees:

Directors shall meet approximately quarterly, typically approximately 4 meetings per year. The Board may also appoint Trustees, see Article 9 hereinbelow.

ARTICLE 4: Corporate Board Provisions

Section 4.1 Corporate Board: Meetings, Attendance, Removal, Conflicts of Interest.

Section 4.1.1 Location. Meetings shall be at any place the Board may designate, but not changed without Board consent. Any meeting for which proper notice has been provided may be conducted by **conference call using a speakerphone capable of allowing all Directors to hear all discussion of the meeting**. At least 1 member must be physically present at the designated meeting site.

Section 4.1.2. Number. There will be a minimum of 4 meetings annually, including Annual Meeting. The Board shall provide **notice of meeting time and place and provide an agenda at least 14 days prior. Attendance by Directors at a majority of said meetings per year is required to remain on the Board, although 2 meetings a year may be attended via**

speakerphone, and 1 medical excuse absence is allowed per year. **Failure to comply with attendance ends the appointment as Director automatically.**

Section 4.1.3 Special Meetings. Special meetings may be called by the Chair, or any 3 voting Directors with at least 5 days notice to each Board director per Article 5.

Section 4.1.4. Annual Meeting. The Board shall hold an Annual Meeting typically within the first 8 weeks of the calendar year.

Section 4.1.5. Quorum. **A majority of the Board shall constitute a quorum. Voting by proxy shall not be permitted.** If a quorum is not present, Directors present may adjourn until a quorum is present.

Section 4.1.6. Executive Session. Any time matters are to be considered **which are proper subjects for Executive Session**, appropriate motions and votes may be taken to leave regular session and enter Executive Session. All executive session discussions shall be completely confidential, and no discussion thereof shall be had outside of executive session, except privately among Directors.

Section 4.1.7. Removal. Grounds for disciplinary action and/or removal include: Failure to perform duties; Conduct which tends to cause harm to the Corporation; or conflict of interest. Any Director or the Executive Committee may present a motion or recommendation, respectively, calling for a hearing on whether another member should be subject to discipline and/or removal. If such motion passes, a hearing shall be held by the Board per Georgia law generally. Written notice of the motion, the grounds, and the hearing date shall be provided to the accused by certified mail or hand delivery. The accused may avoid a hearing by voluntarily resigning. At the hearing, any Director may present evidence. The accused may cross-examine witnesses and present evidence. The Corporation attorney may assist with procedural or evidentiary issues. Disciplinary action by the Board may include a private or public reprimand or removal. Removal shall be effective immediately upon vote for such.

Section 4.2. Corporate Board: Duties and Powers.

Section 4.2.1. Corporate Responsibility. The Board may approve all policies and procedures for the Corporation including:

- a. General Compliance. The Board shall be responsible for compliance with state law.
- b. Insurance. The Board shall be responsible for carrying the following minimum insurance: **\$1,000,000 for Directors & Officers Insurance; \$1,000,000 for General Liability;** and \$200,000 for Crime/Surety Bond. The Board may carry other coverage deemed necessary.
- c. Finance/Bookkeeping. The Board shall maintain Corporate bank accounts necessary to manage the finances and bookkeeping. **The Board shall cause the preparation of financial statements no less than quarterly, and such financial statements shall include, at a minimum, a Statement of Financial Position and Statement of Activities.** The Board shall prepare written policies regarding finances and bookkeeping for the corporation's CPA firm.
- d. Marketing. The Board shall market the Georgia National Guard Youth Challenge Program collectively and approve marketing of such.
- e. Budgeting. The Board shall assist all Committees with review and approve each Committee's annual budget, plus adopt an annual budget for the Corporation.
- f. Corporate Services. The Board may raise and disburse funds for corporate expenditures; contract for corporate services; employ or delegate power to employ employees; fix compensation of all employees; establish and manage endowment funds, trust funds, memorial funds, and other funds; enter into trust agreements, perform all other duties their responsibilities might entail; and have such other powers necessary or convenient to carry out the powers and purpose of the Corporation.
- g. Corporate Fundraising. The Board may solicit, raise and disburse funds for the benefit of the Corporation. The Board will approve the annual Board's fundraising plan, by providing financial management, marketing, operational and fundraising support.

- h. Personnel. **All persons working for the Corporation shall be independent contractors of the Corporation.** Nothing contained herein shall prevent the Corporation from hiring employees in the future with prior Board approval. All policies and procedures regarding personnel shall be developed and prepared by the Corporate Board and implemented by such.
- i. Daily Financial Management. **Daily management shall be by a trained qualified accountant or CPA, who shall report primarily to the Chair and Treasurer and secondarily to the Executive Committee.** The Corporation may rescind any delegation of authority to said accountant in order to facilitate the Corporation meeting its responsibility for conduct of the Corporation.
- j. Ethics. Employees, and all Corporate Officers and Directors shall: Put loyalty to the highest moral principles and to country above loyalty to persons; Uphold the Federal and State Constitutions, laws, and legal regulations and never be a party to their evasion; Give a full day's labor for a full day's pay and give to the performance of duties earnest effort and best thought; Seek to find and employ more efficient and economical ways of getting tasks completed; Never discriminate unfairly by the dispensing of special favors or privileges to anyone, and never accept, for self or family, favors or benefits under circumstances which might be reasonably construed as influencing performance of Corporation duties; Make no private promises of any kind binding upon the duties of office, since Employees, Officers and Directors have no private word which can be binding on public duty; Engage in no business with the Corporation, either directly or indirectly, inconsistent with the conscientious performance of duties; Never use information obtained confidentially in the performance of duties as a means for making private profit; Expose corruption wherever discovered; And uphold these principles, ever conscious of the public trust.

Section 4.2.2. Majority. **The act of a voting majority of a Board quorum at a legal meeting shall be the act of the Board,** unless the act requires a greater number required by law or by the Articles of Incorporation.

ARTICLE 5: Notices

Section 5.1. Required Notices. When notice is required, such shall be in writing delivered personally or first class mail or e-mail, addressed to such director at their address of record. If mailed, such shall be deemed delivered 3 business days after deposit in the US mail with first class postage. Notices by other means shall be deemed delivered when tendered.

Section 5.2. Waiver of Notice. When notice is required, a written waiver signed by the persons entitled to notice, before or after the time stated therein, shall be deemed equivalent to such notice.

ARTICLE 6: Officers

Section 6.1. Corporate Board: Officers.

Section 6.1.1. Election; Term. The Board Chair shall be elected per Section 3.1.1. The Board shall also elect Vice Chair, Secretary and Treasurer. All officers shall serve until new officers are elected, qualified and installed.

Section 6.1.2. Duties. The duties of Board officers shall be set forth and determined by the Board and generally coincide with the following Board structure.

Section 6.1.2.1. Chair. The Board Chair shall preside at meetings of the Board; **appoint the members of committees and serve as an ex-officio non-voting member of all committees; sign such papers required by their office or as may be instructed and approved by the Board;** make reports and recommendations to the Board at any meetings which in their judgment are desirable for information and guidance; counsel with Directors and other persons; **see that all orders and resolutions of the Board are carried out; and prepare the agenda for all Board meetings. The Chair may authorize and request the issuance of funds specifically pre-approved by the Board or in keeping with general guidelines, parameters and procedures previously approved by the Board.**

Section 6.1.2.2. Vice Chair. The Vice Chair shall perform duties of the Chair in case of absence, resignation, or inability of the Chair to act and shall perform such other duties as the Board of Directors shall determine.

Section 6.1.2.3. Secretary. The Secretary shall issue in writing all notices of meeting of the Board; keep complete records of the meetings of the Board including attendance; notify the Governance Committee of persons removed from the Board for any cause; furnish the Governance committee a list of officers and Directors whose terms shall expire at or before the next meeting; deliver such other notices as may be directed by the Board; be custodian of all records of the Board except those kept by the Treasurer and CPA firm of the Board; sign such papers required by his/her office or as directed by the Board; perform such duties the Chair or the Board may assign to him/her from time to time; and perform such other duties necessary, proper or incident to the office.

Section 6.1.2.4. Treasurer. The Treasurer shall, **in conjunction with the Corporation's CPA firm: keep a full account of any money received and paid and make reports thereof to the Chair and Board;** cause to be prepared and presented to the Board **at each meeting a comprehensive financial statement, including a list of all donors** to the Corporation for the period of time since the last regularly scheduled meeting of the Board; sign such papers as required by the Board; **cause to be disbursed funds of the Corporation as specifically authorized by the Board or in keeping with general guidelines, parameters and procedures approved by the Board;** render an annual report to the Board for the preceding year at the Board's first regular meeting of the new year; perform such other duties necessary, proper or incident to the office; and perform such other acts and duties as may be assigned from time to time by the Board and the Chair.

The Treasurer shall place all **checkbooks, checks and records with the Board's CPA firm.**

The Treasurer shall not be authorized or required to issue any **payment which directly benefits an individual campus** or department of the Georgia National Guard Youth Challenge Academy without the **prior approval of the State Director** or, in his absence, the Deputy Director. All requests for payment originating with the GNGYCA shall be submitted on the form provided and adopted by the Board.

Section 6.1.2.5. Removal; Vacancies. Any officer or agent elected or appointed by the Board may be removed at any time with or without cause by the affirmative vote of a majority of the Board. The Board may at any meeting fill vacancies.

ARTICLE 7: Committees

Section 7.1. Corporate Board Committees. Committees shall study issues, review facts, and submit recommendations. They shall act only as specifically stated herein.

Section 7.1.1. Committees. The Corporate Board committees assist said Board in its duties. The responsibilities shall be determined by the Board and set forth in the document creating said committee. The committee shall have direct relationship and structure as described below. The committees shall act within the powers granted and limits imposed by the Articles and the Board and Guideline Document.

Section 7.1.2. Appointment of Committee Members. The Chair of the Board shall make appointments to any Board Committees. The Chair may appoint Board Directors to Board Committees. Any appointments of ex-officio committee members must be approved by the Board.

Section 7.2. Corporate Board Committees.

Section 7.2.1. Executive Committee. There shall be a Corporate Board Executive Committee, composed of the Chair, Vice Chair, Treasurer and Secretary and such up to three other individuals from the active Board as the Chair may elect and the Board approve. The Board Chair shall submit a slate of members to the Corporate Board for approval.

Section 7.2.1.1. Executive Committee. The Committee shall support Corporate Board approved goals for the Corporation. The **Committee may make recommendations and take action**

between meetings of the Board, and such recommendations (and if time sensitive, actions with contemporaneous notice to the full board) must be approved by the Board at its first meeting after the recommendation or action by the Executive Committee. The Board Chair or Vice Chair shall call a meeting of the Committee in an emergency when it would be impracticable or impossible to call a meeting of the Corporate Board. The Committee shall make such recommendations to the Corporate Board, as the Committee deems necessary or advisable for the good of the organization.

Committee responsibilities include: Assets, strategic planning, compliance, legal, board development, financial stability, and any safety concerns.

Section 7.2.1.2. Limits. The Committee shall not mortgage or convey real property, nor incur any debt.

Section 7.2.2. Finance Committee. The Finance Committee typically has 1-3 active Board members, with experience in financial matters, and shall be chaired by the Corporate Treasurer. The Corporate Accountant shall be a non-voting ex officio member. It shall review insurance, budget, financial reporting (monthly and annual), and recommendations. The Committee shall present annually an operating budget for approval by the Board, and be responsible for monitoring the Corporation budget. Copies of the proposed budget shall be made available to all board members no later than ten (10) days prior to the 1st regular meeting of the Board in each new fiscal year. The Committee shall present the proposed budget to the Board for Board approval at the first regular meeting of the new fiscal year. Provided, however, in the event no regular meeting of the Board is scheduled prior to February 28 of the new fiscal year, the Board shall have a special called meeting on or before February 28 to vote on the proposed budget. The Committee shall periodically review all sources of revenue to the Corporation and work with the Chair and other major donors.

The Committee shall attend to the good stewardship of Corporation expenditures to protect the Corporation from financial risk. The Committee shall keep the Board appropriately informed of the financial status and trends of the Corporation.

Section 7.2.3. Governance Committee. The Committee typically has 1-3 active Board members, with experience in governance matters, and shall insure the quality, vibrancy, governance and effectiveness of the Corporation, and report its findings to them. The Governance Committee shall review and make recommendations on all matters concerning Human Resources, Nominating, Bylaws and Legal.

The Committee shall also perform nominating committee type functions each year. The Committee shall identify, select, and recruit prospective Directors possessing talents which will tend to optimize the combination of talents on the Board. They shall attend to the orientation, involvement, education, and motivation of Directors during their first year of service on the Board.

Section 7.2.4. Resource Development Committee. The Committee typically has 1-3 active Board members, with experience in resource development matters, and shall review efforts to promote the mission of the Corporation. The Committee may evaluate the Corporation's public image, qualitative and quantitative and report its findings.

The Committee shall review programs, marketing and communications, financial resources, planned giving, galas/events, and the offering of a variety of job programs for youth, including educational and physical programs and recommend new programs, and report its findings to the Board.

ARTICLE 8: General Provisions

Section 8.1. Business/Fiscal Year. January 1 shall begin the business and fiscal year.

Section 8.2. Seal. The Corporation shall have a Corporate Seal. The seal may be used by causing it or a facsimile to be impressed or affixed or reproduced. The Corporate Board may from time to time authorize any Officer to affix the seal of the Corporation and to attest to such by his/her signature.

Section 8.3. Conflict. If any conflict between the Guidelines and the following, the controlling language shall be found in: the laws of Georgia, the Articles, and these Corporate Bylaws, in the order listed.

ARTICLE 9: Trustees

Section 9.1. Trustees are persons with high-level vision, access to regional resources, and demonstrated influence. Trustees are nominated by the Board and are elected by the Board.

Section 9.2. Trustee duties include a) raising annual and capital operating funds as well as scholarship funds for the Corporation, b) advising the organization on community matters, and c) serving as an advocate for the mission and purpose of the Georgia National Guard Youth Challenge Program and the Corporation. They are invited but not required to attend meetings of the Corporate Board. They may receive information distributed to the Corporate Board such as financials, minutes, and meeting notices.

Section 9.3. Trustees serve beginning after appointment, may meet annually, and serve at the pleasure of the Corporate Board.

ARTICLE 10: Conflicts of Interest

10.1 Purpose. This Article applies to the Corporate Board, its Directors and Officers. The purpose is to protect the Corporation's interest when it is contemplating entering a transaction that might benefit the private interest of an Officer or Director. Even the appearance of impropriety is to be avoided. No Officer or Director shall accept a gift, payment, or other benefit in exchange for any consideration on any matter before the Corporation.

10.2 Definitions. "Family" means spouse, child, or sibling; "Financial interest" means the direct or indirect ownership of any assets or stock of any business; "Substantial interest" means the direct or indirect ownership of more than 25 percent of the assets or stock of any business; "Transact business" or "transact any business" or "transaction" means any sale or lease of any personal property, real property, or services on behalf of oneself or on behalf of any third party as an agent, broker, dealer, or representative.

10.3 Procedures. Except as otherwise provided in this Article, no Director ("Director" in this Article includes Officers) shall, for such person or for any entity in which such person or such person's family has a substantial interest, transact any business with the Corporation. Each Director shall disclose upon his or her selection as a Director, and at least annually thereafter, the following described interests and relationships: Any financial interest held by the Director or the Director's family, or held by an entity in which the Director or the Director's family owns a financial interest, in any provider which sells products or services to the Corporation; Any position held by the Director or the Director's family as an officer, director, or employee of such a provider; And any contract which exists between the Director or the Director's family, or any entity in which the Director or the Director's family owns a financial interest, and the Corporation, including, but not limited to, supply contracts, service contracts, and leases.

10.4 Exemptions. The prohibition of this Article shall not apply to: Any officer or employee of a trust company or bank which has been selected to be the depository of the funds of such nonprofit corporation; Or any transaction by a Director or a Director's family where the amount of all transactions between the parties is \$1,000 or less in any one year. A transaction in which any Director has a financial interest or relationship described above which does not constitute a substantial interest may be approved if, at the time of such approval: The material facts of the transaction and the Director's financial interest are disclosed or known to the Corporation; The interested Director is absent from any portion of a meeting which discusses or votes upon said transaction; and Directors approving the transaction in good faith reasonably believe that the transaction is fair to the Corporation.

Notwithstanding the above, a transaction in which any Director has a substantial interest may be approved if: The transaction was submitted to a competitive process for requests for proposals, which includes but is not limited to consideration of all submitted proposals for price, quality, and appropriateness; Notice of the transaction was published in the official county organ not less than two weeks prior to the approval of the Corporation; Opportunity for public comment concerning

the proposed transaction was provided at a meeting of the Corporation; At the time of approval, the Directors approving the transaction in good faith reasonably believe that the transaction is fair and is in the best interests of the Corporation; And the interested Director is absent from any portion of a meeting which discusses or votes upon said transaction.

10.5 Approval. For purposes of this Article, a transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors present and voting who have no financial interest in the transaction. A majority of all the non-interested Directors present and voting constitutes a quorum for purposes of action that complies with this Article. Any action by the Corporation which is taken in compliance with the applicable requirements of this Article may not be enjoined, set aside, or give rise to an award of damages or other sanctions against the Corporation or any Director or officer on the ground of a Director's or officer's interest in such transaction.

10.6 Sanctions. For any action by the Corporation not in compliance with such requirements, any Director knowingly violating such requirements shall be sanctioned, which may include, but not be limited to, reprimand, temporary suspension, or permanent removal after appropriate notice and hearing as outlined hereinabove.

10.7 Periodic Reviews. To ensure the Corporation operates consistently with their charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall address the following: Whether compensation arrangements are reasonable and the result of arm's-length bargaining; Whether acquisitions of provider services result in impermissible private benefit; Whether arrangements conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Corporation's charitable purposes and do not result in impermissible private benefit; and Whether agreements further the Corporation's charitable purposes and do not result in impermissible private benefit.

ARTICLE 11: Order of Business

The order of business at all meetings shall be as follows:

1. Call to Order
2. Roll Call
3. Reading of minutes of the preceding meeting
4. Reports of officers
5. Reports of committees
6. Old business
7. New business
8. Adjournment

Robert's Rules of Order (in the most recent edition at the time of its use) shall **generally** be the parliamentary authority **to the extent relevant** for all matters of procedure not specifically covered by these Bylaws or by other specific rules of procedure adopted by the Board of Directors of the Foundation.

ARTICLE 12: Contracts, Loans, Checks/Expenditures, Deposits and Scholarships

Section 12.1 Contracts.

Section 12.1.1 The Board may authorize an officer or agent to enter into any contract on behalf of the Foundation.

Section 12.1.2. Authority to Bind. **No one shall have the authority to bind the Corporation to any contract without prior Board approval and authorization.**

Section 12.2. Loans.

Section 12.2.1. Loan Acquisition. No loan shall be contracted on behalf of the Corporation unless prior authorization is received from the Board.

Section 12.2.2. Terms of Loan. No one shall have the authority to bind the Corporation to any loan without the Board's prior approval of all loan terms, i.e. lender, interest rate, term, points, etc..

Section 12.3. Checks/Expenditures.

Section 12.3.1. Issuance. In lieu of an annual audit, expenditures shall be processed through an on-line payment service such as Bill.com which will require the approval signatures of the Treasurer and one other Director approved by the Board. The Chair and the Treasurer shall each be named as signatories on the checking account(s). At no time shall the Chair be the second approver on the on-line payment service.

If at any time there is any disagreement between the approvers of the on-line payment service and/or the check signer(s), such payment shall be withheld pending Board approval or denial.

Section 12.3.2. Limitations. No payments shall be made and no checks shall be issued which are not in keeping with the Board's pre-approved budget. No handwritten checks, certified checks, transfers between accounts of the Corporation or wire transfers shall be issued without prior Executive Committee approval. Approval by a majority of the quorum of the Board is required for any and all expenses in excess of \$3,000.00.

No payments shall be made and no checks shall be issued for the direct benefit of a particular Youth Challenge Academy or student, or for the direct benefit of a particular division or department of the Georgia National Guard Youth Challenge Academy without the prior approval of the GNGYCA's state director (or in the absence of the State Director – the Deputy State Director).

All requests for payments not specifically approved and authorized by the Board, including any originating with the GNGYCA, shall be submitted on the form provided and adopted by the Board which discloses, at minimum, the requesting party; amount; purpose; payee and payee address; signatures of requesting party and any required approving party; and supporting documentation.

Section 12.4. Deposits. All funds of the Corporation shall be deposited as soon as practicable after receipt to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors shall designate. The Directors shall have the power and discretion to accept or reject contributions and shall have the power to determine whether or not contributions may be designated and earmarked for specific purposes; provided, however, all contributions designated or otherwise shall be used for a lawful use and be within the purpose of the Corporation and shall not constitute a use which would cause the Foundation to lose its tax-exempt status.

Section 12.5. Scholarships

Section 12.5.1. Budget. One-third of the total amount budgeted for scholarships on the Board approved budget for that fiscal year shall be the budget for each Youth Challenge Academy campus for that year to be allocated to each graduation ceremony in equal portions. Scholarships shall be awarded to those recipients and in the amounts (within the budget guidelines) designated by the individual campuses, with a minimum individual scholarship amount required of \$1,000.00 and the maximum individual scholarship amount allowed being the amount remaining available within that campus's scholarship allowance for that graduation.

Sections 12.5.2. Redemption. **Awarded scholarships must be redeemed within one year of the date of the award letter. All unredeemed scholarships shall expire after that time.**

Scholarships shall be considered redeemed and payable upon the Corporation's receipt of an **invoice from an accredited post-secondary school, trade school, technical school, Job Challenge program or any other Georgia National Guard sponsored program** for Youth Challenge cadets. Such **invoice should reflect the student's identity, active-enrolled status, detailed charges, and period covered by charges.** Such invoice should be presented to the Corporation along with an unexpired award letter.

Payment for such redeemed scholarship may be handled through any on-line bill pay system being used by the Corporation or any other method of payment in keeping with then current procedures for the approval and issuance of expenditures on behalf of the Corporation.

Section 12.5.3. Award Recipients. Award recipients and the amounts of each award shall be **chosen and identified by the campus of such recipient's attendance in accordance with the process and parameters identified and/or accepted by the State Director of the Youth Challenge Academy, Inc.** The State Director shall be responsible for sending a list detailing the award recipients' names, their rank, division and current address to the Corporation's registered address or by e-mail to the Corporation's CPA firm at least 10 days prior to the scheduled date of the graduation ceremony.

Section 12.5.4. Award Preparation/Tracking. The Corporation shall make provision for the engagement of its CPA to include: **(a) preparing the award certificates in the format accepted and approved by the Board and bearing the signature of the Chairman of the Board; (b) tracking and maintaining a database disclosing awarded certificates, redeemed and unredeemed, in keeping with normal accounting practices; (c) delivering the award certificates to the Board member scheduled to present the certificates at the graduation ceremony.**

Section 12.5.5. Award Presentation. At least one Board member shall be present at each graduation ceremony to present the awards.

ARTICLE 13: Captions

Any captions or headings preceding the text of separate sections, paragraphs and subparagraphs hereof are solely for reference purposes and shall not affect the meaning, construction, interpretation of or effect of the text.

ARTICLE 14: Amendment and Review

14.1 Amendment. These Bylaws may be **amended by affirmative vote of a majority of a quorum** of the Directors present at any special or regular meeting of the Corporation, provided the amendment shall have been **proposed at a previous regular or special meeting, and provided that written notice of the proposed change is given in the notice of the final approval meeting at least 10 days prior to said meeting.**

14.2 Regular Review. These Bylaws shall be reviewed periodically by the entire Corporation in conjunction with the orientation of any new Director to the Corporation or in conjunction with the continuing education process of existing Directors. The results of this review will be presented at the annual Corporation meeting along with any amendments that are proposed for consideration.

Approved on **AUGUST 19, 2020, after first review on APRIL 28, 2020 and second review on JULY 9, 2020,** as indicated by Corporate Director signatures.