

**BYLAWS
OF
KMHS NJROTC CPO, INC.**

**ARTICLE I
OFFICES AND MEMBERS**

1.1 Principal Office. The principal office of the corporation in the State of Georgia shall be in Cobb County, Georgia, and the Board of Directors may, from time to time, designate a resident agent and registered office for the corporation.

1.2 Membership, and Qualifications. The following individuals shall be eligible for membership in the Kennesaw Mountain High School Naval Junior Reserve Officer Training Corps Cadet Parent Organization, INC. (hereinafter "CPO"): (A) cadets enrolled in the Naval Junior Reserve Officer Training Corps program at Kennesaw Mountain High School ("Class A"); (B) parents and legal guardians of cadets enrolled in the Naval Junior Reserve Officer Training Corps program at Kennesaw Mountain High School ("Class B"); and (C) individuals, not otherwise members of Class A or Class B, who are interested in the objects of the CPO and have declared their desire for membership.

1.3 Activity Fees. In order to participate in the extracurricular activities of the CPO, Class A members must pay an annual activity fee. In the event that a member experiences financial hardship, the Board of Directors may grant need-based scholarships on a case-by-case basis. Such scholarships shall only be granted after determining that a genuine need exists. The amount of the activity fee shall be established by the Board of Directors no later than August 1 of each year for the upcoming school year. Class C members shall pay an annual membership fee, in an amount to be established by the Board of Directors no later than August 1 of each year for the upcoming school year.

1.4 Voting Rights. Class A members shall not have voting rights. Each Class B member whose cadet has paid his or her "tier one" activity fee for the current school year shall have one vote, except as provided in Section 2.1 of these Bylaws. Each Class C member shall have one vote.

**ARTICLE II
DIRECTORS**

2.1. Governing Body, Composition, and Number. The affairs of the CPO shall be governed by a Board of Directors which shall consist of fifteen individuals. Eleven of these individuals shall have voting rights: two Naval Science Instructors; four elected Officers (President, Vice President, Secretary, and Treasurer); and five Standing Committee Chairpersons (Communications, Hospitality, Fundraising, Teams, and Sponsorship). The remaining four directors shall be cadets appointed by the Senior Naval Science Instructor, one from each Naval Science class, and these directors shall not have voting rights. With the exception of the Naval Science Instructors and the cadet directors, each director shall be a Class B member of the CPO who has voting rights under Section 1.3 of these Bylaws.

2.2 Term. With the exception of the Naval Science Instructors, who shall serve as directors so long as they are employed by Kennesaw Mountain High School as Naval Science Instructors, the directors shall serve for a term of one school year.

2.3 Vacancies. Whenever there shall be a vacancy in any office except Vice President or a member of the Board by resignation or otherwise, the Board shall have the power to fill such office until the next annual election and installation, and such officer shall have the duties, rights, and privileges of the predecessor. If the President dies, resigns, or is removed from office, the Vice President shall immediately become President and shall serve for the remainder of the term of the immediate predecessor. If the time served by the Vice President as President is less than six months, he/she shall continue to serve as President for the next Kennesaw Mountain High School year; therefore the office of Vice President shall remain vacant until the next annual election. If the Vice President dies, resigns, is removed from office, or becomes President for more than six months in accordance with the foregoing provisions, a special election shall be held to fill the vacancy

2.4 Resignation. Any director (officer) may resign at any time by giving written notice to the President or Secretary of the Board. Such resignation shall take effect on the date of the receipt of such notice or at any later

time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

2.5 Removal. At any CPO meeting duly called, any one (1) or more members of the Board of Directors may be removed, with or without cause, by a majority of the total eligible voting members, and a successor may then and there be elected to fill the vacancy thus created. A director whose removal has been proposed by the eligible members shall be given an opportunity to be heard at the meeting. Additionally, any Director who has three (3) consecutive unexcused absences from Board meetings may be removed by a majority vote of the Board at a meeting, a quorum being present.

2.6 Attendance at Board Meetings. The Special Committee Chairs shall attend the meetings of the Board when so requested by the presiding officer, but shall not be entitled to voting rights at such meetings.

2.7 Compensation. No Director shall receive any compensation from the CPO for acting as such.

2.8 Open Meetings. All Board of Director meetings shall be open to all members, but members other than Directors may not participate in any discussions or deliberation unless expressly so authorized by the Board.

2.9 Executive Session. The Board may adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the CPO is or may become involved, and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

2.9.1 Electronic Participation. One (1) or more directors may participate in and vote during any regular or special Board meeting by telephone conference call or similar communication equipment by means of which all Directors participating in the meeting can hear each other at the same time, and those Directors so participating shall be deemed present at such meeting. Any such meeting at which a quorum participates shall constitute a regular meeting of the Board. In the event it is necessary to conduct time-sensitive business between regular board meetings, an elected officer may submit proposals before the board using e-mail. After all voting officers have the opportunity to review and discuss these proposals, a vote may be conducted by e-mail and the vote will be recorded at the next regularly scheduled meeting. Due to the inability to confirm the validity of an e-mail, the president or an officer appointed to act on behalf of the president will confirm the vote by telephone or in person before it is recorded.

2.9.2 Power Limitations. Any expenditure exceeding two-thousand dollars (2,000) shall not be undertaken by the Board of Directors without the receipt of prior approval by a majority vote of all eligible voting members of the CPO.

ARTICLE III OFFICERS

3.1 Titles. The officers of the CPO shall be a President, a Vice President, a Secretary, a Treasurer, the Commander and the instructors of the KMHS-NJROTC unit.

3.2 Multiple Offices. With the exception of the Office of President, any number of offices may be held by the same member.

3.3 The President. The President shall be the Chief Executive Officer of the CPO and shall provide general direction of the affairs of the CPO and provide general supervision over its several officers, subject to the control of the Board. The President shall, from time to time, report to the members and to the Board all matters within the President's knowledge which the interest of the CPO may require to be brought to the notice of the CPO; shall preside at all meetings of the members and at all meetings of the Board; shall sign and execute in the name of the CPO all contracts, or other instruments authorized by the Board, except in cases where the signing and execution thereof shall be expressly delegated or permitted by the Board or by these Bylaws to some other officer or agent of the CPO.

3.4 The Vice President. The Vice President shall automatically succeed to the office of the President at the conclusion of the President's term of office. In the absence of the President, the Vice President shall exercise the powers and perform the duties of the President.

3.5 The Secretary. The Secretary shall post public notice of any meeting as prescribed in these Bylaws. The Secretary shall keep the minutes of the meetings of the CPO and of the Board and shall promptly file a

copy of the minutes of each meeting of the CPO with the Kennesaw Mountain High School Naval Junior Reserve Officer Training Corps Program Commander, and shall send advance notices and agendas of meetings of the Board. The Secretary shall maintain a membership roster, a roll of membership attendance, and such books, papers, and records as the CPO or Board may direct, which shall be open to the inspection of any member of the Board. The Secretary shall promptly notify members of their nomination, election, or appointment to office.

3.6 The Treasurer. Treasurer shall receive all funds, including dues, fees, charges and other assessments, and shall deposit such funds in the name of the CPO in banks or other depositories. The Treasurer shall disburse funds only as authorized by the CPO's Board and shall keep appropriate records of receipts and expenses and shall exhibit such records at all reasonable times to any member of the Board. The Treasurer shall make a full financial report at the May annual meeting of the CPO, a copy of which shall be forwarded to the Commander of the Kennesaw Mountain High School Naval Junior Reserve Officer Training Corps program. In addition, the Treasurer shall complete, execute and file any statements or returns incidental to federal or local taxation.

3.7 Additional Duties. All officers shall perform all duties incident to their respective offices and such other duties as are prescribed by these Bylaws or as are assigned by the Board of Directors.

ARTICLE IV COMMITTEES

4.1 General. All the CPO Committees shall be designated as Standing Committees or Special Committees. Standing Committees are mandatory and are of a continuing nature, and will be voting members of the Board. Special Committees are created for a specific purpose, and they may be dissolved when their functions have been completed.

4.2 Appointments. Except as noted herein, all Standing Committee members and respective Chairs thereof shall be appointed by the President pursuant to Article 4.1., with the advice and approval of the Board, and shall be announced at the next meeting of the CPO.

4.3 Standing Committees.

4.3.1 Communication Committee. The Communication Committee shall encourage increased member participation in CPO affairs through media vehicles; maintain contact with parents as required by the Board or Instructors of the program through telephone, e-mail, mail or fax and shall encourage members to attend the meetings of CPO and the activities of the cadets of the Kennesaw Mountain High School Naval Junior Reserve Officer Training Corps Program. The Chair of this Committee, or a designated substitute, is expected to attend the Board Meetings as a voting member of the Board.

4.3.2 Hospitality Committee. The Hospitality Committee shall develop a calling list of CPO members for the purpose of donating food items for CPO activities and the events sponsored by the Kennesaw Mountain High School Naval Junior Reserve Officer Training Corps Program, and shall be responsible for obtaining volunteer help for assisting at such functions. The Committee Chair, or a designated substitute, is expected to attend the Board Meetings as a voting member of the Board.

4.3.3 Sponsorship Committee. The Sponsorship Committee shall promote the activities of the Kennesaw Mountain High School Naval Junior Reserve Officer Training Corps program through sponsorships of local business, and shall conduct an annual campaign to obtain funds for extra-curricular activities of Kennesaw Mountain High School Naval Junior Reserve Officer Training Corps program. The Chair of this Committee, or a designated substitute, is required to attend the Board Meetings as a voting member of the Board.

4.3.4 Fund Raising Committee. The Fund Raising Committee shall promote the activities of the Kennesaw Mountain High School Naval Junior Reserve Officer Training Corps program through product sales promotions, car washes, and similar activities and shall conduct an annual campaign to obtain funds for extra-curricular activities of Kennesaw Mountain High School Naval Junior Reserve Officer Training Corps program. The Chair of this Committee, or a designated substitute, is required to attend the Board Meetings as a voting member of the Board.

4.3.5 Teams Committee. Teams Committee shall assist and cooperate with the Kennesaw Mountain High School Naval Science Instructors as needed for Team functions as created, such as Drill Team and Orienteering Team; shall assist in the formation and/or continuing operation of student

activities for the CPO as related to Team functions; and shall assist with CPO participation in related activities. The Chair of this Committee, or a designated substitute, is expected to attend the Board Meetings as a voting member of the Board.

4.3.6 Scholarship Committee. The Scholarship Committee shall consist of the Treasurer, at least one NSI, and at least two other board members. In order to protect the privacy of sensitive personal information of CPO members, the committee shall meet in closed session to review requests for scholarships in order to establish that a genuine need exists. The committee shall then present its recommendations to the Board of Directors in open session. Specific circumstances regarding the award and amount of scholarships shall remain private, but the overall number and amount expended will be reflected in the annual budget.

4.4 Special Committees.

4.4.1 Auditing Committee. The Auditing Committee shall consist of three (3) members, none of whom shall be members of the Board of Directors, and shall elect its own chair.

4.4.2 Nominating Committee. The Nominating Committee shall consist of three (3) members in good standing. One member of the Board members may serve on the Nominating Committee, but not as its chair. The Committee shall be selected by the Board at the March CPO meeting. At the April Board meeting, the Nominating Committee Chair shall submit to the Board their slate of Candidates for the next years Officers, with a brief biography for each candidate. Additional nominations may be made by members from the floor at said meeting. Nominees receiving the highest number of votes shall be elected. In the case of a tie, there shall be a runoff election which shall be held at the same meeting. The Nominating Committee shall elect its own chair.

4.4.3 Other Committees. Additional committees shall be termed as Special Committees and may be appointed at any time by the President, with the advice and approval of the Board, and shall be announced at the next meeting of the CPO.

4.5 Removal. Any committee member appointed or elected may be removed by the person or persons authorized to appoint or elect such member whenever, in their judgment, the best interests of the CPO will be served thereby, except that the President shall remove a member only with the advice and approval of the Board.

ARTICLE V MEMBER MEETINGS

5.1 Quorum. The presence, in person or by proxy, of twenty (20%) of the total eligible voting members of the CPO shall constitute a quorum. No business may be transacted unless a majority of the CPO Board is also in attendance. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

5.2 Majority Vote. A majority of the number of votes cast in person or by proxy shall be necessary for the adoption of any matter, except as otherwise provided in these Bylaws.

5.3 Meetings. Meetings of the CPO shall be held on at least three times per year basis at such time and place as is prescribed by the Board of Directors. The annual meeting of the CPO for the installation of officers and the Board of Directors and the announcement of committee appointments shall be held in the month of May at such time and place as is prescribed by the Board of Directors. At least two (2) other meetings shall take place during the course of the year, and are to be determined by the incoming Board at the beginning of each year. In addition, it shall be the duty of the President to call a Special meeting if so directed by resolution of a majority of the Board of Directors or upon a petition signed by at least twenty percent (20%) of the membership with voting rights. No business shall be transacted at a Special meeting, except as stated in the notice.

5.4 Notice of Meetings. It shall be the duty of the Secretary to post public notice of any meeting. The notice should state the purpose, time, and location of where the meeting is to be held. Posting of the notice shall not be less than ten (10) days nor more than thirty (30) days before a meeting.

5.5 Adjournment of Meetings. If any meetings of the CPO cannot be held because a quorum is not present, a majority of the members who are present, either in person or by proxy, may adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the time the original meeting was called.

5.6 Majority Vote. A majority of the number of votes cast in person or by proxy shall be necessary for the adoption of any matter, except as otherwise provided in these Bylaws.

5.7 Proxy and Electronic Voting. Each eligible voting member may vote in person or by limited proxy. All proxies shall be writing, dated, signed, and filed with the Secretary by the eligible voting member at least twenty-four (24) hours before the appointed time of each meeting. Each proxy must specifically state the nature of the member's vote, and clearly indicate the actual vote of the member. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his or her withdrawal from the CPO, or upon receipt by the Secretary of the death or judicially declared incompetence of a member, or of written revocation, or upon the expiration of sixty (60) days from the date of the proxy. General proxies are not allowed. Electronic voting, such as via the internet (e-mail) may be allowed as per rules passed by the Board, and in compliance with the Georgia Electronic Records and Signatures Act, O.C.G.A.10-12-1 et al.

ARTICLE VI LIMITATIONS AND AMENDMENTS

6.1 Powers and Limitations. All Articles of these Bylaws shall be subject to alteration or repeal, consistent with the Articles of Incorporation, and these Bylaws of the CPO, and applicable tax regulations for non-profit or corresponding provisions of applicable tax laws.

6.2 Amendments. Amendments to these Bylaws may be initiated by a written resolution of a majority of the Board, or by not less than five (5) members in good standing with voting privileges, and may be presented at any meeting of the CPO. If approved by a majority of the members present, the CPO Secretary shall send copies of the proposed amendments to all members not less than seven (7) days before the next succeeding meeting. A two-thirds (2/3) vote at such meeting will be necessary to alter these By-Laws.

ARTICLE VII MISCELLANEOUS

7.1 Fiscal Year. The fiscal year of the CPO shall be determined by resolution of the Board. In the absence of such a resolution, the fiscal year shall be the Kennesaw Mountain High School year.

7.2 Parliamentary Rules. Roberts Rules of Order (current edition) shall govern the conduct of all CPO proceedings, when not in conflict with Georgia Law, Articles of Incorporation, these Bylaws, or a ruling made by the Person presiding over the proceeding.

7.3 Conflicts. If there are conflicts or inconsistencies between the provisions of Georgia law, Articles of Incorporation, and these Bylaws, the provisions of Georgia law, the Articles of Incorporation, and these Bylaws (in that order) shall prevail.

THESE BYLAWS shall be completed and adopted by a majority of the Board. Written copies of said Bylaws shall be sent by the Secretary to all members and shall be sent, as amended, to such persons as shall, from time to time, become members of the CPO.