

AMENDED AND RESTATED

BY-LAWS

OF

NORTHSIDE ATLANTA PARENTS FOR PUBLIC SCHOOLS, INC.

ARTICLE I

NAME AND LOCATION

Section 1. The name of the corporation shall be Northside Atlanta Parents for Public Schools, Inc. Its acronym shall be NAPPS, and it shall be authorized to do business as “North Atlanta Parents for Public Schools.”

Section 2. The corporation may have offices at such place or places as the Board of Directors may from time to time appoint or the business of the corporation may require or make desirable.

ARTICLE II

PURPOSE AND POWERS

Section 1. The corporation shall have the purposes set out in its Articles of Incorporation, including without limitation promoting public support for the Atlanta Independent School District (“APS”) public schools in the community and neighborhoods (the “Northside Atlanta Area”) served by the following APS public schools:

Morris Brandon Elementary School;

Garden Hills Elementary School;

Warren T. Jackson Elementary School;

Bolton Academy;

E. Rivers Elementary School;

Sarah R. Smith Elementary School;

Willis A. Sutton Middle School (“SMS”);

North Atlanta High School (“NAHS”);

and any other APS public schools from time to time located, wholly or in part, in the area served by SMS, NAHS, any middle school or high school successor to SMS or NAHS, or any middle school or high school in the Northside Atlanta Area in addition to SMS and NAHS (the “North Atlanta Cluster”).

Promoting public support includes but is not limited to: providing a forum for sharing information with administration and parents of the North Atlanta Cluster; providing access to APS public schools’ administrative personnel to disseminate information and address issues that concern the membership of the corporation and residents of the Northside Atlanta Area; and strengthening bonds within the larger community, including businesses and families or residents who do not have children enrolled in the North Atlanta Cluster, to promote APS public schools’ education and programs from kindergarten through the twelfth grade.

Section 2. The corporation shall have such powers as are specified in the Articles of Incorporation. Further to limitations set forth in Article IV of the Articles of Incorporation, and not in contravention thereof, the corporation shall not enter into any transaction or arrangement to benefit the private interest of any officer or director of the corporation, which transaction or arrangement would violate any state or federal law governing conflict of interest applicable to nonprofit organizations.

ARTICLE III

MEMBERSHIP

Section 1. Membership in the corporation shall be open to any person who lives or works within the geographic boundaries of the North Atlanta Cluster, and who is interested in the stated

purposes of the corporation. A person may become a member of the corporation upon application and payment of annual membership dues, as may be established from time to time, either:

(a) to the Treasurer of the corporation; or

(b) to a “school representative,” as that term is defined below.

The Board of Directors shall establish reasonable requirements and procedures for application and payment of annual membership dues.

A “school representative” shall mean the person or persons designated by the Parent-Teacher Association (“PTA”) or Parent-Teacher-Student Association (“PTSA”) of a school in the North Atlanta Cluster to act as a representative of said organization to the corporation. Membership in a North Atlanta Cluster PTA or PTSA shall also confer membership in the corporation, and certification of such membership by the school representative from books and records of the PTA or PTSA shall be deemed conclusive evidence of membership in the corporation.

Section 2. The membership of the corporation shall have such powers and duties as are vested in them by these by-laws of the corporation.

Section 3. Membership shall commence upon satisfaction of requirements provided for in Section 1 above, and shall run concurrently and terminate with the calendar for the current APS fiscal year. Any member may re-register for an additional year’s membership at any time in the manner described in Section 1 above. Any member may resign by submitting a written resignation to the corporation at any meeting of the membership or of the Board of Directors, or by mailing the same to the corporation at its principal office.

Section 4. There shall be an annual meeting of the membership of the corporation which shall be held each year in the last three months of the APS public schools’ academic year, at a time and place specified by the President of the corporation, with reasonable notice of same provided to the membership. At said annual meeting the membership shall elect the Officers and Board of Directors of the corporation in accordance with Article IV of these by-laws. The membership may also transact such other business of the corporation as may properly come before them. Special meetings of the membership may be called by the President at any time, and shall be called by him

or her upon a resolution adopted by the Board of Directors or upon the written request of at least twenty-five (25%) percent of the membership. At least twenty-five (25) members of the registered membership shall constitute a quorum at any meeting of the membership.

ARTICLE IV

OFFICERS AND BOARD OF DIRECTORS

Section 1. The Board of Directors shall have all the powers and duties necessary or appropriate for the administration of the affairs of the corporation and may do all such acts and things as are not directed to be done by the membership by law, by the Articles of Incorporation, or by these by-laws. There shall be an annual meeting of the Board of Directors at a time and place chosen by the President for the consideration of such business as may properly come before it. The Board may by resolution or motion fix the time and place of regular meetings of the Board of Directors, and no further notice of said meetings shall be required. Special meetings of the Board of Directors may be called by the President or by any two Officers at any time on reasonable notice to each Officer.

Section 2. The Board of Directors shall consist of the Officers of the corporation, and shall serve until a successor Board of Directors has been duly elected at the next annual meeting of the membership of the corporation in the manner provided in Section 3 below. Each Board of Directors shall serve a one-year term commencing July 1 of each year.

Section 3. The Officers of the corporation shall consist of:

a President;

a President-Elect

one or more Vice-Presidents, as the Board of Directors may designate from time to time;

a Secretary; and

a Treasurer.

The Officers of the Corporation shall be elected at the annual meeting of the membership of the corporation by a majority of the membership present; provided, however, that in the event an incumbent President shall not stand for re-election and an incumbent President-Elect agrees to serve as President in his or her stead, such President-Elect shall succeed without further election to the office of President for the next succeeding term as provided below. Prior to the annual meeting of

the membership, the Board of Directors shall appoint a nominating committee from the general membership, which committee shall nominate members as Officers. At the annual meeting of the membership nominations from the floor will be accepted; provided, however, that any person so nominated shall first have been contacted and agreed to serve. The Officers shall serve one-year terms commencing July 1 of each year; provided, however, that no Officer shall hold the same office for more than two (2) consecutive one-year terms. Vacancies occurring for any reason may be filled by the Board of Directors from time to time.

Section 4. (a) The President shall be the chief executive officer of the corporation and shall preside at all meetings of the membership and of the Board of Directors. He or she shall have all of the general powers and duties which are usually vested in the office of President including the power to appoint committees from time to time. The President shall have general management of the affairs of the corporation and shall see that all orders and resolutions of the Board of Directors are effectuated.

(b) The President-Elect shall assist the President at all times in the performance of the President's duties, shall perform the duties of the President in the President's absence or disability, and shall perform such other duties as may be assigned to the President-Elect by the Board of Directors.

(c) The Vice Presidents shall perform such duties as may be assigned to them by the Board of Directors.

(d) The Secretary shall record all votes and keep the minutes of all meetings of the Board of Directors and of the membership. He or she shall have custody of the seal of the corporation and affix the same to documents in all proper cases. He or she shall perform the duties and functions customarily performed by a secretary, together with such other duties as the Board of Directors may from time to time prescribe.

(e) The Treasurer shall be custodian of the corporate funds, and shall keep or supervise the maintenance of full and accurate accounts of all receipts and disbursements in books belonging to the corporation. He or she shall deposit all monies and other valuable effects to the credit of the corporation in such banks, trust companies or other depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the corporation as may be ordered by the Board of Directors, and shall render an account of his or her transactions as Treasurer of the financial condition of the corporation whenever called upon to do so by the President or the Board of Directors.

Section 5. Any action required or permitted to be taken at any meeting of the Board of Directors, a meeting of any committee, or by the Officers or members of any committee may be taken without a meeting if, prior to said action, a written consent thereto is signed by all members of

the Board of Directors or of said committee, as the case may be, and said written consent is filed with the minutes of the corporation.

ARTICLE V

MISCELLANEOUS

Section 1. The Board of Directors shall provide a suitable corporate seal containing the name of the corporation, which seal shall be in the charge of the Secretary.

Section 2. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (including any action by or in the right of the corporation) by reason of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, or in a management position with respect to a partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation (and with respect to any criminal action or proceedings, if he or she had no reasonable cause to believe his or her conduct was unlawful), to the

maximum extent permitted by, and in the manner provided by, the Georgia Nonprofit Corporation Code.

Section 3. Amendments to these by-laws shall be made only upon approval of at least two-thirds of the membership of the corporation present at any annual meeting of the membership or special meeting of the membership called for that purpose.

CERTIFICATION

I, Angela Boardman, Secretary of Northside Atlanta Parents for Public Schools, Inc., formed and existing under the laws of Georgia, do hereby certify that the foregoing is a true and complete copy of the Amended & Restate By-Laws of this corporation as submitted to and adopted by at least two-thirds of the membership of the corporation at a special meeting of the membership called for that purpose on the 31st day of August, 2011.

IN WITNESS WHEREOF, I have hereunder subscribed my name and affixed the Seal of this Corporation, this ____ day of _____, 2011.

Angela Boardman, Secretary

[CORPORATE SEAL]