

# **GEORGIA CHARTER SCHOOLS INC. BYLAWS**

## **BYLAWS**

For the regulation, except as otherwise provided  
by the statute of its Articles of Incorporation,

of

## **GEORGIA CHARTER SCHOOLS, INC.**

A Georgia nonprofit corporation

### **I. MEMBERSHIP**

The corporation shall have no members. The rights which would otherwise vest in the members vest in the directors of the corporation (hereinafter referred to as "Trustees") of Georgia Charter Schools, Inc. (hereinafter "GCS"). Actions which would otherwise require approval by a majority of all members or approval by the members require only approval of a majority of all Trustees or approval by the Board of Trustees (hereinafter referred to as "Board" or "Governing Board").

### **II. BOARD OF TRUSTEES**

#### **A. Powers**

The Board shall conduct or direct the affairs of the corporation and exercise its powers, subject to the limitations of the Georgia Nonprofit Corporation Law, the Articles of Incorporation and these Bylaws. The Board may delegate the management of the activities of the corporation to others, so long as the affairs of the corporation are managed, and its powers are exercised, under the Board's ultimate jurisdiction.

Without limiting the generality of the powers here granted to the Board, but subject to the same limitations, the Board shall have all the powers enumerated in these Bylaws, and the following specific powers:

1. To elect and remove Board Members, except as otherwise set forth in these Bylaws.
2. To select and remove officers, agents and employees of the corporation; to prescribe powers and duties for them; and to fix their compensation.

3. To conduct, manage and control the affairs and activities of the corporation, and to make rules and regulations.
4. To enter into contracts, leases and other agreements which are, in the Board's judgment, necessary or desirable in obtaining the purposes of promoting the interests of the corporation.
5. To act as trustee under any trust incidental to the corporation's purposes, and to receive, hold, administer, exchange and expend funds and property subject to such a trust.
6. To acquire real or personal property, by purchase, exchange, lease, gift, devise, bequest, or otherwise, and to hold, improve, lease, sublease, mortgage, transfer in trust, encumber, convey or otherwise dispose of such property.
7. To borrow money, incur debt, and to execute and deliver promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.
8. To lend money and accept conditional or unconditional promissory notes therefore, whether interest or non-interest bearing, or secured or unsecured.
9. To indemnify and maintain insurance on behalf of any of its Trustees, officers, employees or agents for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, subject to the provisions of the Georgia Nonprofit Public Benefit Law and the limitations noted in these Bylaws.

#### B. Number of Board Members

The number of Trustees of the corporation shall be not less than 5 or more than 13. The Board shall fix the exact number of Trustees, within these limits, by Board resolution or amendment of the Bylaws. The Board shall at all times include parents of students at KCSMA (hereinafter referred to as "Stakeholders"). No more than one Stakeholder per household may be a Trustee at any given time. The remainder of the Board shall be comprised of local community representatives, with the goal to have at least one local community representative on the Board at all times.

#### C. Election of Board Members

## 1. Election.

a. The Board shall establish and maintain a Board Development Committee. The Board Development Committee shall ask for nominations in March for each open Trustee position. The Board Development Committee shall review each application or nomination, determine whether the individual is qualified to serve as a Trustee, and determine a pool of qualified candidates. Every candidate must be age 25 or older and meet all other conditions set forth in these Bylaws. Elections for open Stakeholder positions will be proposed by the Board Development Committee as approved by the board.

b. Local Community Representatives. The Board shall elect by majority vote the local community representatives. "Local Community Representatives" shall include all persons who reside in the State of Georgia who are neither Stakeholders nor employees of GCS. Each Local Community Representative shall serve a two (2) year term.

c. Stakeholders: Each Trustee position held by a Stakeholder shall be elected by the Stakeholders based upon the vote of each Qualified Household, and each Qualified Household shall receive one vote per available position. Each position will be elected by majority vote. However, if more than one position is available then the recipients with the greatest number of votes corresponding to the number of vacancies will be elected. A "Qualified Household" is any household that has a child attending the school. Stakeholder representatives shall serve a three (3) year term.

e. Any mid-term vacancies resulting from the resignation, removal, or death of a Trustee shall be filled by the Board until the next full term election.

## 2. Term of Office

a. The term of office of all members of the initial Board of Trustees was one year.

b. At the end of the first year, the Board shall provide for staggered terms of its members, by designating approximately one-third of the Trustees to one-, two- and three-year terms. Following the expiration of those designated terms, the term of each Trustee shall continue for three years, except the term of any Local Community Representative will be a two (2) year term.

c. Trustee term limits are set by these bylaws as two (2) consecutive terms. This term limit can be set aside by a majority vote of the Trustees if they believe the loss of that Trustee's experience and/or expertise or the loss of the institutional memory that rests with that Trustee would be to the detriment of the corporation or if no other qualified candidate is running for the position. This term will be for no more than one (1) year.

Any Trustee may return to serve further terms after a one (1) year hiatus if duly elected as either a Stakeholder or Community member Trustee.

d. The term of office of a Trustee elected to fill a vacancy in these Bylaws begins on the date of the Trustee's election, and continues: (1) for the balance of the unexpired term in the case of a vacancy created because of the resignation, removal, or death of a Trustee, or (2) for the term specified by the Board in the case of a vacancy resulting from the increase of the number of Trustees authorized.

e. A Trustee's term of office shall not be shortened by any reduction in the number of Trustee resulting from amendment of the Articles of Incorporation or the Bylaws or other Board action.

f. A Trustee's term of office shall not be extended beyond that for which the Trustee was elected by amendment of the Articles of Incorporation or the Bylaws or other Board action.

### 3. Ex Officio Members of the Board

The Principal and Assistant Principal of GCS will be Ex Officio Members of the Board, and shall be entitled to the privileges of a Trustee, subject to the following:

(1) An Ex Officio Member shall be allowed to sit with the Board and participate in discussions of agenda items, but shall not be allowed to vote on any matter coming before the Board or any committee of the Board, or to make any motion regarding any matter before the Board or any committee of the Board.

(2) An Ex Officio Member may be reimbursed for his or her actual and necessary expenses incurred in the execution of his or her duties as an Ex Officio Member of the Board, subject to the same requirements and restrictions as apply to reimbursement of expenses of Trustees.

(3) An Ex Officio Member shall not be allowed to participate in or attend executive or closed sessions of the Board (or of any committee of the Board), unless otherwise directed by a majority of the Trustees (or of the committee).

(4) An Ex Officio Member may not be elected as an officer of the Board.

(5) An Ex Officio Member shall be allowed to attend and participate in any open meeting discussion at any Board or committee meeting.

5. Time of Elections. The Board shall elect Trustees whose terms begin on July 1 of a given year at the Annual Meeting for that year, or at a Regular Meeting designated for that purpose, or at a Special Meeting called for that purpose.

#### D. Removal of Trustees

Trustees may be removed by a majority vote of the remaining Trustees for such reasons that include, but are not limited to: absence from Governing Board meetings without notice or just cause, not fulfilling duties as defined by these by-laws, not acting in accordance with the mission and core beliefs of Georgia Charter Schools, Inc. (or Charter School), or acting negligently or against the laws of the state of Georgia when representing the corporation.

#### E. Resignation by Trustee

A Trustee may resign by giving written notice to the Board Chair or Secretary. The resignation is effective on the giving of notice, or at any later date specified in the notice. A Trustee may not resign if the Trustee's resignation would leave the corporation without a duly elected Trustee in charge of its affairs.

#### F. Vacancies

A vacancy is deemed to occur on the effective date of the resignation of a Trustee, upon the removal of a Trustee, upon declaration of vacancy pursuant to these Bylaws, or upon a Trustee's death. A vacancy is also deemed to exist upon the increase by the Board of the authorized number of Trustees.

#### G. Compensation of Trustees

Trustees shall serve without compensation. However, the Board may approve reimbursement of a Trustee's actual and necessary expenses while conducting corporation business.

### **III. PRINCIPAL OFFICE**

The corporation's principal office shall be at 3010 Cobb Parkway, Kennesaw, Georgia 30152, or at such other place as the Board may select by resolution or amendment of the Bylaws. The Secretary shall note any change in principal office on the copy of the Bylaws maintained by the Secretary.

#### **IV. MEETINGS OF THE BOARD**

##### **A. Place of Meetings**

Board Meetings shall be held at the corporation's principal office or at any other reasonably convenient place as the Board may designate.

##### **B. Annual Meetings**

An Annual Meeting shall be held in May of each year for the purpose of electing Trustees, making and receiving reports on corporate affairs, and transacting other business as comes before the meeting.

##### **C. Regular Meetings**

Regular Meetings shall be held at various times within the year as the Board determines.

##### **D. Special Meetings**

A Special Meeting shall be held at any time called by the Chair or by one half of the Trustees.

##### **E. Adjournment**

A majority of the Trustees present at a meeting, whether or not a quorum, may adjourn the meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Trustees if the time and place be fixed at the meeting adjourned, except if the meeting is adjourned for longer than 24 hours, notice of the adjournment shall be given as specified in these Bylaws.

##### **F. Notices**

Notices of Board Meetings shall be given and follow Georgia's Open Meetings Act and Georgia Sunshine Laws.

#### **V. ACTION BY THE BOARD**

## A. Quorum

A quorum consists of a majority of the current number of Trustees.

## B. Committees

1. Appointment of Committees. The Board may appoint one or more Board Committees by vote of the majority of Trustees. A Board Standing Committee will consist of not less than two Trustees, who shall serve at the pleasure of the Board.
2. Authority of Board Committees. The Board may delegate to a Board committee any of the authority of the Board, except with respect to:
  - a. The election of Trustees.
  - b. Filling vacancies on the Board or any committee which has the authority of the Board.
  - c. The fixing of any Trustee compensation as a result of serving on the Board or on any committee.
  - d. The amendment or repeal of any Board resolution.
  - e. The amendment or repeal of Bylaws or the adoption of new Bylaws.
  - f. The appointment of other committees of the Board, or the members of the committees.
3. Procedures of Committees. The Board may prescribe the manner in which the proceedings of any Board Committee are to be conducted. In the absence of such prescription, a Board Committee may prescribe the manner of conducting its proceedings, except that the regular and special meetings of the Committee are governed by the provisions of these Bylaws with respect to the calling of meetings.

## E. Rights of Inspection

Every Trustee has the right to inspect and copy all books, records and documents of GCS and to inspect the physical properties of the corporation, provided that such inspection is conducted at a reasonable time after reasonable notice, and provided that such right of inspection and copying is subject to the obligation to maintain the confidentiality of the reviewed information, specifically as it relates to all confidential student files, in addition to any obligations imposed by any applicable federal, state or local law.

## F. Participation in Discussions and Voting

Every Trustee has the right to participate in every discussion and vote on all issues before the Board or any Board Committee, except as noted below:

Any Trustee shall be excused from the discussion and not vote on any matter involving: (a) a self-dealing transaction; (b) a conflict of interest, (c) indemnification of that Trustee; or (d) any other matter at the discretion of a majority of the Trustees then present.

## G. Duty to Maintain Board Confidences

Every Trustee has a duty to maintain the confidentiality of all Board actions, including discussions and votes. Any Trustee violating this confidence may be removed from the Board.

## **VI. OFFICERS**

### A. Officers

The officers of the corporation consist of a Chief Executive Officer (hereinafter "Chair"), Vice President (hereinafter "Vice Chair"), a Secretary and a Chief Financial Officer (hereinafter "Treasurer"). The corporation also may have such other officers as the Board deems advisable.

1. Chair. Subject to Board control, the Chair has general supervision, direction and control of the affairs of the corporation, and such other powers and duties as the Board may prescribe. If present, the Chair shall preside at Board meetings.
2. Vice Chair. If the Chair is absent or disabled, the Vice Chair shall perform all the Chair's duties and, when so acting, shall have all the Chair's powers and be subject to the same restrictions. The Vice Chair shall have other such powers and perform such other duties as the Board may prescribe.
3. Secretary. The Secretary shall: (a) keep or cause to be kept, at the corporation's principal office, or such other place as the Board may direct a book of minutes of all meetings of the Board and Board Committees, noting the time and place of the meeting, whether it was regular or special (and if special, how authorized), the notice given, the names of those present, and the proceedings; (b) keep or cause to be kept a copy of the corporation's Articles of Incorporation and Bylaws, with amendments; (c) give or cause to be given notice of the Board and Committee meetings as required by the Bylaws; and (d) have such other powers and perform such other duties as the Board may prescribe.



4. Treasurer. The Treasurer shall: (a) keep or cause to be kept adequate and correct accounts of the corporation's properties, receipts, and disbursements; (b) make the books of account available at all times for inspection by any Trustee; (c) deposit or cause to be deposited the corporation's monies and other valuables in the corporation's name and to its credit, with the depositories the Board designates; (d) disburse or cause to be disbursed the corporation's funds as the Board directs; (e) render to the Chair and the Board, as requested but no less frequently than once every fiscal year, an account of the corporation's financial transactions and financial condition; (f) prepare any reports on financial issues required by an agreement on loans; and (g) have such other powers and perform such other duties as the Board may prescribe.

#### B. Election, Eligibility and Term of Office

1. Election. The Board shall elect the officers annually at the Annual Meeting or a Regular Meeting designated for that purpose or at a Special Meeting called for that purpose, except that officers elected to fill vacancies shall be elected as vacancies occur.
2. Eligibility. A Trustee may hold any number of offices, except that neither the Secretary nor Treasurer may serve concurrently as the Chair.
3. Term of Office. Each officer serves at the pleasure of the Board, holding office until resignation, removal, or disqualification from service, or until his or her successor is elected.

#### C. Removal and Resignation

The Board may remove any officer, either with or without cause, at any time. Such removal shall not prejudice the officer's rights, if any, under an employment contract. Any officer may resign at any time by giving written notice to the corporation, the resignation taking effect on receipt of the notice or at a later date of specified in the notice.

### **VII. NON-LIABILITY OF TRUSTEES**

The Trustees shall not be personally liable for the corporation's debts, liabilities, or other obligations.

### **VIII. INDEMNIFICATION OF CORPORATE AGENTS**

The corporation shall indemnify any Trustee, officer, employee, or other agent of this corporation, who has been successful (1) on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he/she is, or was, the corporation's agent, or (2) in defense of any claim, issue or matter therein. In such case, the corporation will provide indemnity against expenses actually and reasonably incurred by the person in connection with such proceeding.

If the corporate agent either settles any such claim or sustains a judgment against him/her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, the Georgia Nonprofit Public Benefit Corporation Law.

## **IX. INSURANCE FOR CORPORATE AGENTS**

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Trustee, officer, employee, or other agent of the corporation, against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of the Georgia Nonprofit Public Benefit Corporation Law.

## **X. SELF-DEALING TRANSACTIONS**

The corporation shall not engage in any self-dealing transactions.

## **XI. OTHER PROVISIONS**

### **A. Fiscal Year**

The fiscal year of the corporation begins on July 1 of each year and ends on June 30 of the following year.

### **B. Execution of Instruments**

Except as otherwise provided in these Bylaws, the Board may adopt a resolution authorizing any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power to bind the corporation by any contract or engagement, to pledge the corporation's credit, or to render it liable monetarily for any purpose or any amount.

### C. Checks and Notes

Except as otherwise specifically provided by Board resolution, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation may be signed by the Chair or Treasurer.

### D. Conflict of Interest

Any Trustee, officer, key employee, or committee member having an interest in a contract, other transaction or program presented to or discussed by the Board or Board Committee for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor be present during the discussion or deliberations with respect to, such contract or transaction (other than to present factual information or to respond to questions prior to the discussion). The minutes of the meeting shall reflect the disclosure made, the vote thereon, and, where applicable, the abstention from voting and participation. The Board may adopt conflict of interest policies requiring:

1. Regular annual statements from Trustees, officers, and key employees to disclose existing and potential conflict in interest; and,
2. Corrective and disciplinary actions with respect to transgressions of such policies.

For the purpose of this section, a person shall be deemed to have an "interest" in a contract or other transaction if he or she is the party (or one of the parties) contracting or dealing with the corporation, or is a director, trustee or officer of, or has a significant financial or influential interest in the entity contracting or dealing with the corporation.

### F. Interpretation of Charter

Whenever any provision of these Bylaws is in conflict with the provisions of the Charter, the provisions of these Bylaws control.

## **XII. AMENDMENT**

A majority of the Trustees may adopt, amend or repeal these Bylaws.