

GEORGIA CHARTER SCHOOLS INC. BYLAWS

Except as otherwise required by law or its Articles of Incorporation, **GEORGIA CHARTER SCHOOLS, INC.** (the “Corporation”), a Georgia nonprofit corporation adopts the following Bylaws effective June 25, 2018.

- I.** The Corporation is organized and shall be operated exclusively for educational and charitable purposes pursuant to Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described in Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Without limiting or expanding the foregoing, the purpose of the Corporation is to operate Kennesaw Charter Science and Math Academy (hereinafter KCSMA), a charter school in Georgia; provided, however, that such purpose shall not limit the ability of the Corporation to carry out any other educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

II. MEMBERSHIP

The corporation shall have no members. The rights which would otherwise vest in the members vest in the Directors of the Governing Board (the “Board”) of the Corporation. Actions which would otherwise require approval by a majority of all members or approval by the members require only approval of a majority of the Directors of the Board.

III. BOARD OF DIRECTORS

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 Directors, , 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; to evaluate them; and to fix their compensation, if any.
3. To conduct, manage, oversee 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. If necessary and permitted by law, 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. Provided, however, that no loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a properly passed resolution of the Board.
8. To indemnify and maintain insurance on behalf of any of its Directors, officers, employees or agents as provided in these Bylaws.

B. Number of Board Members

The board may consist of fewer than 5 directors. The Board shall fix the exact number of Trustees, within these limits, by Board resolution or amendment of the Bylaws. No more than one parent per household may be a Director at any given time.

C. Election of Board Members

1. Election.

Every candidate for the Board must be age 25 or older and meet all other conditions set forth in these Bylaws. Elections for open Director positions will be held at the annual meeting, or as otherwise determined by the Board. Candidates will be nominated by one or more Directors prior to a vote by the Board.

2. Term of Office

The Board shall serve staggered terms, which shall be divided into thirds to the extent possible. The Board shall elect Directors and officers at the annual meeting of the Board, or as otherwise determined by the Board. Directors shall be elected for a term of three (3) years, unless a Director is sooner removed by or as a result of the earliest to occur of: (1) operation of law; (2) an order or decree of any court of competent jurisdiction; (3) voluntary resignation, or (4) removal by a two-thirds of the Board, as further described in Section 3.C.4 An individual who has served up to two (2) consecutive terms as Director will not be eligible for another term until

one (1) year has passed following the last day of the individual's preceding term as Director, unless the Board votes unanimously to waive this term limitation.

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

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

c. Any mid-term vacancies resulting from the resignation, removal, or death of a Director shall be filled by the Board until the next full term election. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. The term of office of a Director elected to fill a vacancy in these Bylaws begins on the date of the Director'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 Director, or (2) for the term specified by the Board in the case of a vacancy resulting from the Board's decision to increase of the number of Directors authorized.

d. If the number of Directors falls below the minimum described in Paragraph 3.B. the Directors shall fill the vacancy as soon as practicable and shall have the authority to govern the Corporation on an emergency basis until the appropriate number of Directors are re-established.

3. Ex Officio Members of the Board

The Chief Academic Officer and Chief Operations Officer of KCSMA will be Ex Officio Members of the Board, and shall be entitled to the privileges of a Director, 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 Directors.

(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 directed by a majority of the Directors (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 Directors 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.

4. Removal of Directors

Any Director may be removed by a two-thirds majority vote of the remaining Directors then in office and present at any regular or special meeting of the Board. Directors may be removed for any reason including, but 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.

5. Resignation by Director

A Director 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 vacancy shall be deemed to exist at the time of such tender; and the Board may then or thereafter elect or appoint a successor to take office when the resignation, by its terms, becomes effective. A Director may not resign if the Director's resignation would leave the corporation without a duly elected Director in charge of its affairs.

6. Vacancies

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

7. Compensation of Directors

Directors shall serve without compensation. However, Directors may be entitled to reimbursement of a Director's actual and necessary expenses while conducting corporation business.

IV. 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.

V. 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 June of each year for the purpose of electing Directors, making and receiving reports on corporate affairs, and transacting other business as comes before the meeting.

C. Regular Meetings

The Board shall determine the number, frequency, location, and timing of meetings, but shall generally endeavor to meet at least ten (10) times annually. All meetings shall be held in compliance with the Georgia Open Meetings Act. The order of business at all meetings shall be set by the Board Chair.

D. Special Meetings

A Special Meeting shall be held at any time called by the Chair or by one half of the Directors provided that a quorum is present. All such meetings shall be held in compliance with the Georgia Open Meetings Act.

E. Waiver of Notice.

To the extent notice of the meetings of the board is required to be given under law, the Articles of Incorporation, or these bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at a meeting by a person entitled to notice shall constitute a waiver of proper notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

VI. ACTION BY THE BOARD

A. Quorum and Voting

A "quorum" shall consist of 50% or more of the directors, so long as at least two directors are present. A quorum shall be necessary and sufficient to transact business. Each Director shall have one vote on each matter coming before the Board. The act of a majority of Directors voting at a duly constituted meeting of the Board shall be the act of the Board, except that the removal of a Director shall require a 2/3 vote.

B. Committees

1. Appointment of Committees. The Board may appoint one or more Board Committees by vote of a majority of Directors voting.

2. Authority of Board Committees. Board Policy may prescribe the composition, roles, and responsibilities of its 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. In the absence of prescriptions by the Board or the Board Committee, regular and special meetings of the Committee are governed by the provisions of these Bylaws. Committees must comply with open meetings requirements.

C. Rights of Inspection

Every Director has the right to inspect and copy all books, records and documents of KCSMA 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.

D. Participation in Discussions and Voting

Every Director 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 Director 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 Director; or (d) any other matter at the discretion of a majority of the Directors then present.

E. Duty to Maintain Board Confidences

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

VII. OFFICERS

A. Officers

The officers of the corporation may consist of a Chief Executive Officer (hereinafter "Chair"), 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. If resolved by the Board or through its policies, the Chair shall be authorized to enter into any contract or agreement on behalf of the Corporation and to execute in the corporate name any instrument or other writing.

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 Director; (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, 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.

5. School Leader. The board's official connection to the Corporation's operation, its achievements, and conduct will be through a single employee it designates as the School Leader. (The Board shall be free to bestow other titles on this employee.) The Board shall instruct the School Leader through written policies that prescribe the organizational ends to be achieved and proscribe organizational situations and actions to be avoided. The School Leader shall serve as an ex-officio, non-voting member of the Board and assist the Board Chair with scheduling and setting agendas for Board meetings; shall facilitate and implement policies duly adopted by the Board; and shall act as liaison between the school, the charter authorizer and the state department of education. The School Leader is not a Director or officer of the Board.

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 Director 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 end of term, resignation, removal, or disqualification from service.,

C. Removal and Resignation

The Board may remove any officer, either with or without cause, at any time by a majority vote. 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 as specified in the notice.

VIII. NON-LIABILITY OF DIRECTORS

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

IX. INDEMNIFICATION OF CORPORATE AGENTS

A. Indemnification

Any person (an “**Indemnitee**”) who was or is a party to, or is threatened to be made a party to, a Proceeding, by reason of the fact that such person is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, trustee, or agent of another Corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise shall be indemnified by the Corporation, to the extent permitted by law, against all reasonable Expenses (including attorney’s fees), incurred in connection with such Proceeding or any claim, issue, or matter therein, if Indemnitee acted in good faith and in a manner Indemnitee reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal Proceeding, had no reasonable cause to believe Indemnitee’s conduct was unlawful; **provided, however**, no indemnification against Expenses shall be made in respect of any claim, issue, or matter in any Proceeding as to which Indemnitee shall have been adjudged to be liable to the Corporation unless and to the extent that a court of competent jurisdiction shall determine that such indemnification may be made.

B. **Advancement of Expenses** Notwithstanding any other provision of this Article 10, the Corporation shall advance all Expenses incurred by or on behalf of Indemnitee in connection with any Proceeding after the receipt by the Corporation of a statement or statements from Indemnitee requesting such advance or advances from time to time, whether prior to or after final disposition of such Proceeding. Such statement or statements shall reasonably evidence the Expenses incurred by Indemnitee and shall include or be preceded or accompanied by an undertaking by or on behalf of Indemnitee to repay any Expenses advanced if it shall ultimately be determined that Indemnitee is not entitled to be indemnified against such Expenses. Any advances and undertakings to repay pursuant to this Section shall be unsecured and interest free. Notwithstanding the foregoing, the obligation of the Corporation to advance Expenses pursuant to this Section shall be subject to the condition that, if, when and to the extent that the Corporation determines that Indemnitee would not be permitted to be indemnified under applicable law, the Corporation shall be entitled to be reimbursed, within thirty (30) days of such determination, by Indemnitee (who hereby agrees to reimburse the Corporation) for all such amounts theretofore paid; **provided, however**, that if Indemnitee has commenced or thereafter commences legal proceedings in a court of competent jurisdiction to secure a determination that Indemnitee should be indemnified under applicable law, any determination made by the Corporation that Indemnitee would not be permitted to be indemnified under applicable law shall not be binding and Indemnitee shall not be required to reimburse the Corporation for any advance of Expenses until a final judicial determination is made with respect thereto (and as to which all rights of appeal therefrom have been exhausted or lapsed).

C. Indemnification Not Exclusive of Other Rights The indemnification provided in this Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Corporation's Articles of Incorporation or bylaws, or any agreement, vote of disinterested directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

D. Definitions. As used in this Section:

"Expenses" means all reasonable attorneys' fees, retainers, court costs, transcript costs, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, and all other disbursements or expenses of the types customarily incurred in connection with prosecuting, defending, preparing to prosecute or defend, investigating, participating, or being or preparing to be a witness in a Proceeding.

"Proceeding" means any threatened, pending, or completed action, suit, arbitration, alternate dispute resolution mechanism, investigation, inquiry, administrative hearing, or any other actual, threatened, or completed proceeding, whether brought by, or in the right of, the Corporation or otherwise and whether civil, criminal, administrative, or investigative, in which Indemnitee was, is, or will be involved as a party or otherwise, by reason of the fact that Indemnitee was or is an officer or director of the Corporation, by reason of any action taken by him or of any inaction on his part while acting as an officer or director of the Corporation, or by reason of the fact that Indemnitee was or is serving at the request of the Corporation as a director, officer, employee, agent, or fiduciary of another corporation (profit or non-profit), partnership, joint venture, trust, or other business enterprise (for profit or non-profit); in each case whether or not he is acting or serving in any such capacity at the time any liability or expense is incurred for which indemnification can be provided under these Bylaws.

X. INSURANCE FOR CORPORATE AGENTS

To the extent permitted by Georgia law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, trustee, or agent of another Corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise.

XI. SELF-DEALING TRANSACTIONS

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

XII. 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 Director, 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 Directors, 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, Director or officer of, or has a significant financial or influential interest in the entity contracting or dealing with the corporation.

E. Interpretation of Charter

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

XIII. AMENDMENT

The Articles of Incorporation and these bylaws may be adopted, amended or repealed by a majority of the Directors then in office at any meeting of the Board, provided that no such amendment shall authorize the Board or the officers of the Corporation to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of law, including Section 501(c)(3) of the Code.

Adopted 6-25-18