

BYLAWS OF
GEORGIA FUGEES ACADEMY
CHARTER SCHOOL, INC.

Incorporated under the Georgia Nonprofit Corporation Code.

Revised and Approved

on November 1, 2019

ARTICLE ONE

Name, Location and Offices

- 1.1 Name. The name of this corporation shall be “Georgia Fugees Academy Charter School, Inc.” (Herein after referred to as “GFACS”).
- 1.2 History of the Corporation. The corporation was formed on November 2, 2018.
- 1.3 Registered Office and Agent. The corporation shall maintain a registered office in the State of Georgia and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.
- 1.4 Other Offices. The principal office of the corporation shall be located in Georgia. The corporation may have other offices at such place or places, within or without the State of Georgia, as the Board of Directors may determine from time to time, or as the affairs of the corporation may require or make desirable.

ARTICLE TWO

Purposes and Governing Instruments

- 2.1 Nonprofit Corporation. The corporation has been organized and shall be operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.
- 2.2 Purposes. The corporation has been organized exclusively for purposes encompassed by Section 501(c)(3) of the Internal Revenue Code. The purpose of the corporation shall be to develop and lead a charter school that serves students throughout the state of Georgia, with a focus on students who are low-income, English Learners.
- 2.3 Mission Statement. The Board of Directors may adopt from time to time a mission statement setting forth the corporation’s goals and objectives to guide the corporation and its directors, officers, employees and agents in their activities in furtherance of the corporation’s purpose. Any such mission statement shall be subject to and not inconsistent with the articles of incorporation and these bylaws.
- 2.4 Governing Instruments. The corporation shall be governed by its articles of incorporation, these bylaws and the Georgia Nonprofit Corporation Code.

ARTICLE THREE
Board of Directors

- 3.1. Authority and Responsibility. The governing body of the corporation shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the management, affairs and property of the corporation; shall determine its policies and/or changes therein; and shall actively prosecute its purposes and objectives and oversee the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to one or more committees or individuals. Under no circumstances shall the Board of Directors permit any part of the net earnings or receipts of the corporation to be distributed as profit to any director or officer of the corporation.
- 3.2. Number and Classification of Board of Directors. The Board of Directors shall consist of no more than fifteen (15) members and no fewer than seven (7) members. The Board of Directors shall determine the total number of its members. The Founding Board of Directors shall be divided into three classes, each consisting of approximately one-third of the total number of directors then serving, with three-year terms staggered among the three classes such that the term of approximately no more than one-third of the Board of Directors shall expire in a given year.
- 3.3. Qualifications. Members of the Board of Directors shall be persons eighteen (18) years of age or older, but residency of the State of Georgia is not required. To the extent possible, the Board of Directors shall include representatives of the business, social service, religious and philanthropic communities, government officials and educators. To the extent possible, at least one-quarter of the total number of members of the Board at any time will identify as members of the local refugee and/or new American community.
- 3.4. Term of Office. Directors are elected to and are expected to serve three-year terms, unless a qualified successor shall be elected or until his or her earlier death, resignation, incapacity to serve, or removal. If a director is first elected to the Board after December 31 of a given fiscal year (July 1-June 30), the remainder of the calendar year in which a director is first elected to the Board of Directors (or re-elected after an absence from the Board of at least one year) shall not be counted in calculating the expiration of the director's first three-year term, such that the director's first term shall expire on June 30 of the third fiscal year following the year in which the director was elected. Directors may be re-nominated for one additional three-year term at the end of the initial three-year term, for maximum consecutive service on the Board of six years. After a director has left the Board for one year, he or she may be re-nominated for additional terms of service consistent with this section. The purpose of the term limit in this section is to encourage, preserve, and maintain the vitality of the Board of Directors and its leadership. With respect to a director who is currently serving as Chair or Vice-Chair, the Board of Directors may permit such director to serve up to two additional consecutive years as a director to enable such person to serve in the role of Past-Chair.

- 3.5. Directors Emeritus. At the conclusion of active service as a member of the Board of Directors, former directors shall, at the pleasure of the Board of Directors, become Directors Emeritus of the corporation. Directors Emeritus shall remain on the mailing list of the corporation, shall continue to be informed of its activities on a periodic basis, may be asked to promote and support the mission and interests of the corporation, may be asked to advise the Board of Directors on matters relating to the affairs of the corporation, and may be consulted regarding projects and activities of the corporation, including fundraising. The Secretary shall maintain a roll of Directors Emeritus.
- 3.6. Election of Directors. Each director shall be elected by the affirmative vote of the majority of all directors then in office.
- 3.7. Financial Commitment of Directors. Fundraising is an important responsibility of all directors. In addition to active, ongoing engagement in the corporation's overall fundraising efforts, every member of the Board of Directors is expected to make an annual donation to support the work of the corporation during his or her term of service. The amount of a director's annual contribution is to be determined by the individual, but the level of giving is expected to be personally meaningful, consistent with the guidelines for Board giving established by the Board of Directors, if any, and among the director's most substantial charitable contributions in a given year.
- 3.8. Removal. Any member of the Board of Directors may be removed with or without cause at any regular or special meeting of the Board of Directors by a majority vote of directors then in office. Directors are expected to attend the meetings of the Board, and any person who misses more than half of the meetings held in any twelve-month period, as reflected by the minutes of those meetings, may be removed from the Board by a majority vote of directors then in office.
- 3.9. Vacancies. A vacancy is deemed to occur upon the effective date of the resignation of a Director, upon removal of a Director, upon declaration of vacancy pursuant to the Bylaws and upon the death of a Director. In the event of a vacancy, the majority of Directors can vote in a candidate to complete the rest of the fiscal year, and that candidate would then be eligible for re-election at the end of the fiscal year.
- 3.10. Non-Liability of Directors. The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.
- 3.11. Compensation. No director of the corporation shall receive, directly or indirectly, any salary, compensation or emolument from his or her work as a director. The directors may be reimbursed by the corporation for out of pocket expenses incurred in connection with providing services to, or on behalf of, the corporation.
- 3.12. Personnel Decisions. The Board of Directors of the corporation shall make all personnel decisions related to the school principal, including hiring, compensation, evaluation and termination. All personnel decisions relating to any other employee of the corporation shall be made by the principal.

ARTICLE FOUR
Meetings of the Board of Directors

- 4.1 Regular Meetings; Notice. Regular meetings of the Board of Directors shall be held at least ten times annually, at such times and at such places as the Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given personally, by telephone, by mail, by facsimile, or by email, not less than seven (7) days before such regular meeting, and the dates, times, and location of the meeting shall be posted at least one week prior on the school's website and at the physical location of the school program.
- 4.2 Recording: A record of all Board meetings will be placed on file within the offices of GFACS and on the school website within thirty days of the minutes having been approved by the appropriate body. The file is maintained based upon the stipulated filing schedule.
- 4.3 Special Meetings; Notice. Special meeting of the Board of Directors may be called by or at the request of the Chair or by any two of the directors in office at that time. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given personally, by mail, by telephone, by facsimile, or by email at least twenty-four (24) hours before such meeting.
- 4.4 Waiver. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.
- 4.5 Quorum. At all meetings of the Board of Directors, the presence of a majority of the directors then serving shall constitute a quorum for the transaction of business by the Board of Directors. If a quorum is not present at a meeting of the Board of Directors, the Chair may recess the meeting, from time to time, without notice other than announcement at the meeting, until such time as a quorum is present, and the Chair may reconvene such meeting at any time in accordance with the recess announcement.
- 4.6 Vote Required for Action. Except as otherwise specifically provided in these bylaws, the articles of incorporation of the corporation or the Georgia Nonprofit Corporation Code, the affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Directors may not vote by proxy.
- 4.7 Action by Directors Without a Meeting. Unless the articles of incorporation of the corporation or a provision of these bylaws provides otherwise, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if the action is taken by at least the majority of all directors then serving. The action must be evidenced by one or more written consents describing the action taken, signed by at least the majority of all directors then serving, and delivered to the Secretary to be kept as a part of the corporation's records. For the purposes of this section, a written consent evidenced by an electronic mail in which the director's name is apparent in the body of such e-mail shall be considered a written consent signed by such director. The action taken as provided herein shall have the same force and effect as, and shall be deemed to be, an affirmative vote of the directors at a duly called meeting of the Board of Directors where a quorum was present.

- 4.8 Attendance at Board Meetings by Telephone or Similar Technology. The directors may attend meetings of the Board of Directors by telephone or similar technology by means of which all persons participating in the meeting are able to hear each other. Such attendance by telephone or similar technology shall constitute a director's presence in person at such meeting..
- 4.9 Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.
- 4.10 Organization. The Chair shall preside at all meetings of the Board of Directors. In the absence of the Chair, the Vice-Chair shall preside at such meeting. The Secretary of the corporation shall act as Secretary of all meetings of the directors; but in the absence of the Secretary, the Chair may appoint any person to act as Secretary of the meeting.

ARTICLE FIVE

Committees

- 5.1 Authority. The Board of Directors or the Executive Committee may, from time to time, in its discretion, create, establish, alter and abolish standing committees and ad hoc committees of the Board of Directors, delegating to such committees such powers and authorities as it deems appropriate, necessary or desirable. The Board of Directors or the Executive Committee may also establish an advisory council. It shall be the function and purpose of the advisory council to support the mission and interests of the corporation, to advise the Board of Directors on matters relating to the affairs of the corporation, and to be available for consultation regarding projects and activities of the corporation, including but not limited to fundraising.
- 5.2 Appointments to Committees. Each member of the Board of Directors shall be assigned to a committee or committees of the Board and is expected to be actively engaged in the work of the assigned committee(s). The Executive Committee shall appoint directors or other non-director individuals to each committee of the Board. Committee appointments shall be made by the Executive Committee as vacancies occur. Committee members shall serve from the effective date of their appointment until the earlier of their death, resignation, removal, disqualification, expiration of their term as director or until their successors are duly appointed. The Board of Directors shall review all committee appointments on at least an annual basis.
- 5.3 Executive Committee. The Board of Directors shall establish an Executive Committee, which shall consist of the Chair (who also chairs the committee), the Vice-Chair, the Treasurer and the Secretary.

The Executive Committee shall provide general oversight and direction to the administration, management, legal and corporate affairs of the corporation, as well as to any functional areas of operation of the corporation not clearly within the purview of any officer or another committee of the Board of Directors established pursuant to these bylaws.

The Executive Committee will also perform the annual evaluation of the principal, or engage a qualified provider to evaluate the principal, in alignment with state regulations and national best practices. The Executive Committee shall meet regularly on such date and at such time and place as is determined by the Chair.

- 54 Finance Committee. The Board of Directors shall establish a Finance Committee, which shall consist of the board treasurer (who will chair the committee), and other members who may be members of the Board or community volunteers appointed by the Committee Chair.

The Finance Committee shall provide general oversight and direction to the management and strategic use of the school's financial resources and maintain the school's financial health through advocacy for and accountability to financial management best practices. The committee shall, prior to each meeting of the Board, review the school's finances and provide a report to the full Board. The Finance Committee is also responsible for selecting and retaining a firm to conduct the school's annual audit, at the expense of the school. The Committee will oversee the CFO's collaboration with the firm to provide all necessary records and will collaborate with the CFO to implement any recommendations that result from the audit.

- 55 Development Committee. The Board of Directors shall establish a Development Committee, which shall consist of a Chair (appointed by the Board Chair) and other members of the Board or community volunteers who are appointed by the Committee Chair.

The Development Committee shall provide oversight and direction to the Board-based fundraising and partnership initiative and will collaborate with the development staff employed by the school. The committee shall, each year, develop a fundraising goal and plan to attain the goal. The committee is also responsible for cultivating donors and maintaining relationships with donors.

- 56 Academic Excellence Committee. The Board of Directors shall establish an Academic Excellence Committee, which shall consist of a Chair (appointed by the Board Chair), the school principal (non-voting member), and other members of the Board or community volunteers who are appointed by the Committee Chair.

The Academic Excellence Committee shall provide oversight and accountability for the school's progress toward academic goals. The committee shall, prior to each meeting of the Board, review the school's formative performance toward academic goals and provide a full report to the Board. The Academic Excellence Committee may not make decisions about the school's instructional program, curriculum, staffing, or related academic decisions, but monitors the progress, recommends resources, and supports the principal in any needs related to academic excellence upon request of the principal.

- 57 Facilities Committee. The Board of Directors shall establish a Facilities Committee, which shall consist of a Chair (appointed by the Board Chair) and other members of the Board or community volunteers who are appointed by the Committee Chair.

The Facilities Committee shall provide oversight and direction to the acquisition and

maintenance of an appropriate school facility. The committee shall, at least quarterly, review the state of the facility and facility needs with the principal and make a report to the Board. The Committee will partner with the principal to identify appropriate facilities, acquire the necessary funds for facilities, and provide support to oversee the maintenance of facilities upon request of the principal.

ARTICLE SIX

Officers

- 6.1 Officers of the Board of Directors. The officers of the Board of Directors shall be a Chairperson (the “Chair”), a Vice-Chairperson (the “Vice-Chair”), a Secretary, a Treasurer, and such additional officers as shall be appointed by the Board of Directors pursuant to the provisions of this article.
- 6.2 Election and Term of Office. The officers of the Board of Directors for a given fiscal year shall be elected by the Board of Directors at its final regular meeting in the preceding fiscal year and shall take office on July 1 of the given fiscal year. The officers of the Board of Directors shall serve for terms of one (1) year. Board officers may serve unlimited consecutive terms, at the election of the Board of Directors.
- 6.3 Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors by a majority vote whenever in its judgment the best interests of the corporation will be served thereby. However, any removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.
- 6.4 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term by a majority vote of the Board of Directors at any meeting of the Board.
- 6.5 Chairperson. The Chair shall preside at meetings of the Board of Directors and may give, or cause to be given, notice of all meetings of the Board of Directors. The Chair shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, and statements and reports required to be filed with state or federal officials or agencies, and to enter into any contract or agreement and to execute in the corporate name any instrument or other writing. The Chair shall see that all orders and resolutions of the Board of Directors are carried into effect. The Chair shall oversee the principal and shall make appropriate decisions relating to policy which may be necessary between meetings of the Board of Directors. The Chair shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.
- 6.6 Vice-Chairperson. The Vice-Chair shall assist the Chair and perform the duties of the Chair should the Chair not be able to perform such duties. The Vice-Chair shall perform such other duties and have such other authority and powers as the Board of Directors may

from time to time prescribe or as the Chair may from time to time delegate. The Vice-Chair shall ordinarily be the Chair-elect and ordinarily shall become the next Chair upon the expiration of the term of office of the Chair, subject to approval by the Board of Directors at that time.

- 6.7 Principal. The principal of the school is a non-voting ex officio member of the Board and shall have general and active charge of the day-to-day operation of the corporation. The principal, under the guidance of the Board of Directors and its Chair, shall employ, lead and manage the staff of the school. He or she shall have primary responsibility for planning, developing, and implementing an operations plan to effectively execute the strategy and achieve the objectives of the corporation. The principal will be the organization's primary builder of relationships with external organizations and its chief spokesperson. The principal shall report on the operation of the school to the Board of Directors at each of its meetings. He or she shall will be formally evaluated annually, per state guidelines as applicable, by the Executive Committee.
- 6.8 Secretary. The Secretary shall attend all meetings of the Board of Directors and record all votes, actions and the minutes of all proceedings in a record to be kept and made available as required by law for the period of time dictated by local law. The Secretary shall, to the extent applicable, keep in safe custody the seal of the corporation and, when authorized by the Board of Directors or the Chair, affix it to any instrument requiring such seal. When so affixed, it shall be attested by the Secretary's signature or by the signature of the Treasurer or an assistant Secretary. The Secretary of the Board of Directors shall also serve as the Secretary of the corporation. The Secretary shall make corporate documents of public record available to the members of the Board of Directors and to the public, to the extent such documents are required to be available to the public. The Secretary shall maintain accurate and up-to-date rolls of the directors, officers and committees of Board of Directors, including current contact information on all Board members and Board Committee members.
- 6.9 Treasurer. The Treasurer shall oversee the financial health of the organization and monitor the annual budget, financial records, and financial processes to ensure compliance with best practices. He or she shall Chair the Finance Committee and collaborate with the CFO to provide guidance and support in the effective financial management of the school. The Treasurer collaborates with the principal to create the final budget to be approved by the Board of Directors.
- 6.10 Compensation. The compensation of the principal shall be fixed by the Executive Committee and approved by the Board of Directors. Compensation of all other employees of the corporation shall be determined by the principal. Members and officers of the Board of Directors shall serve without compensation.

ARTICLE SEVEN

Contracts, Checks, Deposits and Funds

- 7.1 Contracts. The Board of Directors may authorize any officer or agent of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute

and deliver any instrument in the name and on behalf of the corporation. Such authority must be in writing and may be general or confined to specific instances.

- 7.2 Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer, employee or agent of the corporation and in such other manner as may from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by any of the Chair, the Treasurer or the staff bookkeeper, with checks less than \$1,000 requiring one signature only, and checks for \$1,000 or more requiring two signatures.
- 7.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.
- 7.4 Gifts. The Board of Directors may accept on behalf of the corporation any donation, contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE EIGHT

Indemnification and Insurance

- 8.1 Indemnification. The corporation's directors, officers, employees and agents shall be entitled to the broadest indemnification authorized and permitted by Article 8, Part 5 of the Georgia Nonprofit Corporation Code (Official Code of Georgia Annotated Sections 14-3-850 through 14-3-858) or any act amending, supplementing or substituting such provisions, which are incorporated into these bylaws by this reference.
- 8.2 Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 8.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or these bylaws, or any agreement, vote of disinterested directors, or otherwise, both as to action in his or her 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.
- 8.3 Insurance. To the extent permitted by Georgia law, the corporation shall 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 as at the request of the corporation as a director, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

ARTICLE NINE

Miscellaneous

- 9.1 Books and Records. The corporation shall keep correct and complete books and records of its accounts and shall keep minutes of the proceedings of its Board of Directors and committees.

- 9.2 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the corporation and to change the same from time to time as it deems appropriate. In the absence of a resolution otherwise, the, corporation shall be on a July 1st – June 30th fiscal year.
- 9.3 Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended.
- 9.4 Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the articles of incorporation.
- 9.5 Whistleblower Policy and Procedure. Employees with concerns regarding GFACS operations, accounting, financial controls, audits, or other violations of the school’s policies may report their concerns to the office of the principal. The principal is responsible for forwarding the concern to the Executive Committee in the event the concern regards financial management, fraud, conflict of interest, code of ethics, or other violations of the organization’s policies. The Committee will engage legal counsel and/or advise the principal in the reconciliation of the matter in compliance with law and local, state, and federal guidelines. Proceedings of the Committee must be documented and retained in locked and confidential records.